

BYLAWS Socorro Amateur Radio Association, Inc.

ARTICLE I: OFFICES

The principal office of the corporation shall be established and maintained at 722 N. California St. Socorro, in the County of Socorro, State of New Mexico. This location may be amended by the membership or the Board of Directors.

ARTICLE II: MEMBERS

Section 1 — Eligibility: All persons with a bona fide interest in amateur radio communications shall be eligible for membership in the corporation. Dues and privileges of members shall be determined from time to time by the membership or the Board of Directors, provided that changes shall not be effective until at least 30 days after such action.

Section 2 — Classes of Membership: Members may be either Individual Members or Family Members. Family members residing at the same address, including nonresident students who maintain legal residence at that address, qualify for Family Membership, but each individual who is to be considered a Family Member must be specified upon joining or renewal.

Section 3 — Rights of Members: All members of record (whether individual or family) are eligible to run for office subject to the specified requirements for officers; may vote in elections of the corporation and on all matters of business brought before the membership; and have equal access to the facilities of the corporation.

For the purpose of mailings and announcements of pending corporate election or business, all family members will be regarded as notified by one notice sent to the mail or email address of record for each Family Membership.

Section 4 — Dues: Individual Membership is set at \$10 per year. Dues for Family Memberships are \$15 per year and this amount covers all qualified family members. The corporation may, by a majority vote of those members present at any regular meeting, levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the corporation. Nonpayment of such dues or assessments shall be cause for loss of membership in the corporation.

Section 5 — Transfer of Membership: Membership shall not be transferable.

Section 6 — Membership Record Date: In order that the corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, a membership must be recorded 30 days prior to the day of such meeting, or other action.

ARTICLE III: MEETINGS OF THE MEMBERSHIP

Section 1 — Regular Meetings: Except for the month of December, regular meetings will be held at 7:30 pm, on the second Wednesday of each month at a place specified by the President. The time, date

and location of the December meeting will be established in accordance with the wishes of those members attending the regular November meeting. No further notice of regular meetings need be given. The meetings are held for the purposes of informative presentations and any organization business that need come before the membership.

Section 2 — Annual Meetings: Annual meetings of members for the election of officers/directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at the time of the scheduled regular meeting in the month of May each year, at a time, and place to be determined by the membership or by the Board of Directors. If the election of the officers is not accomplished on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as is convenient. In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of members shall be held at the principal office of the corporation on the 30th day of June, at 7:00 o'clock P.M. in each year. If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

Section 3 — Special Meetings: Special meetings of the members, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not fewer than twenty percent of the members of record.

Section 4 — Meetings of the Board of Directors: Meetings of the Board may be called by the President or by a majority of the Board members.

Section 5 — Action Without Board of Directors Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 6 — Quorum for Board of Directors: A quorum for meetings of the Board of Directors shall be three members.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1 — Officers and Qualifications: The elected officers shall be: President, Vice President, Secretary and Treasurer. Each officer shall be a member of record throughout their term.

Section 2 — Board of Directors: The Board of Directors shall be composed of the four elected officers and the Past President; in addition, the Chair of the Emergency Communication Committee, as defined in Article XIII, Section 1, shall be a non-voting member of the Board. Within this corporation, the terms "officer" and "director" are synonymous. The President shall be the Chairman of the Board of Directors.

Section 3 — Term of Office: The President is elected at each annual meeting to serve a one year term as president, followed by a one year term as Past President. Each of the other officers shall be elected to one year terms. Officers hold membership in the Board of Directors concurrent with and under the same conditions as their terms as officers. If the President should be elected to consecutive terms, a fifth board member shall be elected from the eligible membership to fill the position that would have been occupied by the Past President. All officers will serve until a successor has been duly elected and qualified, or until they resign or are removed.

Section 4 — Powers and duties: Powers and duties of the officers shall be as provided from time to time, by these bylaws and by the parliamentary authority adopted by the corporation. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by the like officers of corporations and other organizations similar in organization and business purposes to this organization.

The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. He or she shall preside at all meetings of the members if present thereat, and at all meetings of the Board of Directors, and shall have general supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some manner, he or she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer.

The Past President will serve as a member of the Board of Directors and lend continuity to its actions.

The Vice President shall have responsibility for the property inventory of the corporation. At each Annual Meeting, the Vice President shall report on the disposition of property for the year just ended. In addition the Vice President will keep a history of the corporation. In the absence of the President, the Vice President shall assume all the duties of the President.

The Secretary shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law or by these Bylaws, and in case of his or her absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors, or members, upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all of the meetings of the corporation and of directors and these records shall be held and available for inspection upon request by members. The Secretary shall affix the seal to all instruments requiring it, when authorized by the directors or the President, and attest the same. The Secretary shall be responsible for keeping the Bylaws up to date, and to make available to those who request these a copy of the Articles of Incorporation and Bylaws.

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He or she shall render to the President and Board of Directors at the Annual meeting, and meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as treasurer and of the financial condition of the corporation. In addition, the Treasurer shall have charge of the membership ledger.

The Board of Directors shall transact such business of the organization as may be required between meetings of the membership. The Board shall be subject to the orders of the organization, and none of its acts shall conflict with action taken by the organization. At each meeting of the membership, the President shall report the actions taken by the Board since the last meeting.

Section 5 — Vacancies, Removal and Succession: Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take

effect at the time specified therein, and if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective. Any officer elected by the membership may be removed by a two-thirds vote of the members present at an annual, regular or special meeting, provided that written notice has been made to all members at least ten days prior to the meeting where the vote is to be taken. That vote shall be by secret written ballot. In the event the office of the President is vacated, the vice-President shall assume the office of the President. A vacancy in any other office by any cause shall be filled for the remainder of the term through appointment by the board.

Section 6 — Other Agents: The Board of Directors may appoint such agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors. Examples of such agents include the newsletter editor and the public information officer (PIO) and liaisons for the association.

ARTICLE V: VOTING AND ELECTION PROCEDURES

Section 1 — Eligible Voters: The Treasurer shall, at least 15 days prior to the annual meeting, prepare a complete, alphabetically addressed, list of the members entitled to vote at the ensuing election. Said list shall be sent to members with the Notice of Meeting and be open to the examination of any member, for a period of at least ten days before each annual meeting either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall be available for inspection at the meeting. Eligibility to vote at all other meetings shall be established by the presence of a member's name among those listed by the Treasurer as members of record at that time.

Section 2 — Voting: Each member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote, in person or by proxy, for the membership held by such member, but no proxy shall be voted after one year from its date. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for officers and all other questions shall be decided by majority vote, except as otherwise provided by the Articles of Incorporation, Bylaws or the laws of the State of New Mexico.

Section 3 — Nomination of Officers: At the regular meeting held in March of each year, an officer nominating committee of three members shall be elected from and by the membership of the corporation. It shall be the duty of this committee to nominate candidates for each of the offices to be filled at the Annual Meeting in May. The nominating committee shall report its nominees to the membership at the regular meeting in April. Before the election at the Annual Meeting in May, additional nominations from the floor will be accepted.

Section 4 — Quorum Requirements: One-third of the current membership of the organization entitled to vote, represented in person or by proxy, shall constitute a quorum at an annual meeting of members. One-fifth of the current membership of the organization entitled to vote represented in person or by proxy, shall constitute a quorum at all other meetings of members. If less than a quorum is represented, a majority of the members so represented may adjourn from time to time without notice. At a rescheduled meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding departure of sufficient members to leave less than a quorum.

ARTICLE VI: NOTICE AND WAIVER OF NOTICE

Section 1 — Notice of Annual Meetings: Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at his mailing or email address as it appears on the records of the corporation, not less than ten nor more than 50 days before the date of the meeting.

Section 2 — Notice: Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her mailing address or email address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing.

Section 3 — Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the notice stated therein, shall be deemed proper notice.

Section 4 — Business Transacted: No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the members entitled to vote thereat.

ARTICLE VII: FISCAL YEAR

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

ARTICLE VIII: EXECUTION OF CORPORATION INSTRUMENTS

Section 1: Instruments: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE IX: RULES OF ORDER

Except as otherwise provided for in these Bylaws, Robert's Rules of Order, Revised, shall constitute the governing authority for the procedure and conduct of any meeting of this organization, its Board of Directors and all subordinate groups.

ARTICLE X: DISCIPLINE

Any member may be removed by a majority vote of the members present at a regular, special or annual meeting, provided that written notice has been made to all members at least ten days prior to the vote. A member, once expelled, must petition for reinstatement and the petition must be approved by a majority vote at a meeting.

ARTICLE XI: AMENDMENTS

These Bylaws, except as they apply to dues, may be amended at any regular or annual meeting of the membership by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting and that all members have been notified by mail or email of the proposed amendment(s) prior to the meeting in which the vote is taken.

ARTICLE XII: DEBTS

Except as provided for in the Articles of Incorporation, the private property of the Officers and Directors of the organization shall not be subject to payment of the organization's debts to any extent whatever.

ARTICLE XIII: STANDING COMMITTEES

Section 1 — Emergency Communications Committee:

Scope — The Emergency Communications Committee (ECC) shall be responsible for coordinating those activities of the Socorro Amateur Radio Association related to education and training of the public on topics of radio communications and electronics; for testing, construction and maintenance of communications facilities to be used for the benefit of governmental agencies and the public during emergencies and for qualified radio operators to run that equipment; communications support related to the health and safety of individuals participating in activities sponsored by public service and nonprofit organizations.

Membership — The membership of the Emergency Communications Committee shall consist of all active members of the Socorro Amateur Radio Association who are also members of the Amateur Radio Emergency Service (ARES).

Leadership — The Emergency Communications Committee shall be chaired by the Socorro County District Emergency Coordinator (DEC) as designated by the New Mexico Section of the American Radio Relay League. Should the Socorro County DEC decline to serve, a chair shall be designated by the SARA Board of Directors.

adopted: 4/9/97

modified 6/14/06, 6/10/09, 4/14/10, 9/14/11, 5/8/13 and 5/13/15

by vote of the membership