

BYLAWS OF THE VALENCIA COUNTY AMATEUR RADIO ASSOCIATION, INC.

ARTICLE I

Name and Location

Section 1.1 Name . The name of this Corporation is the VALENCIA COUNTY AMATEUR RADIO ASSOCIATION, INC.

Section 1.2 Principal Office . The principal office of the Corporation shall be located in Belen, Valencia County, New Mexico.

Section 1.3 Other Offices . Other offices and other facilities for carrying out the purposes of the Corporation shall be located at such places as the directors may determine from time to time.

ARTICLE II

Purpose

Section 2.1 Purpose . The primary purposes for which the Corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively to increase the knowledge and enjoyment of its members in the field of amateur radio communications, to promote public interest in and knowledge about amateur radio communications, and to provide emergency and public service communications support for private, state, and local governmental agencies in the Valencia County, New Mexico, area and for the public generally, and for other charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, including, but not limited to, carrying on propaganda, or otherwise attempting to influence legislation, participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations that are (i) organized and operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and (ii) designated by the Board of Directors.

ARTICLE III
Members

Section 3.1. Classes of Members . The Corporation shall have three classes of members with the following qualifications:

REGULAR -- licensed radio amateurs holding a valid amateur radio license issued by the Federal Communications Commission;

FAMILY -- licensed radio amateurs holding a valid amateur radio license issued by the Federal Communications Commission who (1) are members of the immediate family of a regular member and (2) reside in the same household as the regular member or are full-time students who maintain their primary residence in the household of the regular member while attending an educational institution.

ASSOCIATE -- individuals with an interest in amateur radio communications who desire to support the activities of the Corporation.

The voting rights of members of each class shall be as set forth in these Bylaws.

Section 3.2 Annual Meeting . The annual meeting of the members for the election of directors and officers and for the transaction of such other business as may properly come before the meeting shall be held on the fourth Tuesday of May of each year.

Section 3.3 Regular Meetings . Regular meetings of the members shall be held on the fourth Tuesday of each month except the month of the annual meeting and the month of December.

Section 3.4 December Meeting . The time and location of the December meeting shall be determined by the members present at the November meeting.

Section 3.5 Meeting Time and Location. Except for the December meeting, regular and annual meetings shall occur at the usual time and location designated by the Board of Directors. If circumstances require that the date, time, or location of a meeting be changed, the change shall be announced at the immediately preceding meeting and through the newsletter sent to members; the foregoing requirements shall be deemed waived if at least 80 percent of the members are advised by telephone or e-mail of the change of date, time, and/or location.

Section 3.6 Special Meetings . Special meetings of the members shall be called at any time by the Secretary of the Corporation upon the request of the President or no less than 15 percent of the members or upon resolution of the Board of Directors.

Section 3.7 Notice. Notice of every annual meeting and of every special meeting of the members shall be given personally, by telephone, e-mail, amateur radio communication, or mail to each member not more than 30 nor less than 10 days before the meeting. These Bylaws shall constitute sufficient notice of any other meeting. All meetings shall be general meetings and open for the transaction of any business within the powers of the Corporation without special notice of such business except in any case where special notice is required by law, by the Articles of

Incorporation, or by the Bylaws. The notice of any annual or special meeting shall include the time when and the place where it is to be held. If e-mailed or mailed, such notice shall be directed to each member entitled to notice at the member's e-mail or mailing address as it appears on the books or records of the Corporation. Notice of the time, place, or purpose of any meeting need not be given to any member who attends such meeting or to any member who in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice. Notice to a regular member shall be deemed notice to all family members associated with that member.

Section 3.8 Quorum . At all meetings of the members the presence in person of one-tenth of the members eligible to vote (but not less than ten such members) shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.9 Voting . At all meetings of the members all matters, except as otherwise provided by law or by the Bylaws, shall be decided by the vote of a majority of the members present and eligible to vote cast in person. Each regular or family member of the Corporation who is not delinquent in payment of dues shall be eligible to cast one vote on any question put to a vote of the members. Associate members of the Corporation and members who are delinquent in payment of dues shall not be eligible to vote.

Section 3.10 Meeting Not Required . Any action which is required or permitted to be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the members who are entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the members. Such action shall be effective as of the date specified in the consent.

Section 3.11 Resignation and Removal of Members. Any member may be removed at any time at any meeting by a vote of two-thirds of the members of the Corporation eligible to vote. Any member may be suspended or removed at any time for cause by the Board of Directors. Any member may be suspended or removed at any time by the Board of Directors if the member is more than 90 days delinquent in payment of dues. Any member may resign at any time.

Section 3.12 Compensation . The Board of Directors may authorize reimbursement for reasonable expenses actually incurred by members in behalf of the Corporation and may authorize payment of reasonable compensation to members for services in any other capacity or for property furnished to the Corporation.

Section 3.13 Dues . Members of each class shall pay annual dues in amounts as established from time to time by vote of the membership. Dues are payable not later than the first day of July or, for new members, upon initial membership. New members of the Corporation who join on or after the first day of January shall pay one-half the annual dues amount applicable to the member's class of membership.

ARTICLE IV
Directors

Section 4.1 General Powers . The property and affairs of the Corporation shall be managed, controlled, and administered by the Board of Directors and such other persons as they shall appoint to assist them. The Board of Directors shall carry out the purposes of the Corporation and, subject only to the limitations imposed by law, the Articles of Incorporation and the Bylaws, may exercise all the powers of the Corporation. The directors shall act only as a board and individual directors shall have no power as such.

Section 4.2 Number and Qualifications of Directors . The Board of Directors shall be composed of the four elected officers and the Past President. Within this corporation, the terms "officer" and "director" are synonymous. The President shall be the Chairman of the Board of Directors. All directors shall be regular or family members of the Corporation in good standing.

Section 4.3. The Initial Board of Directors. The directors named in the Articles of Incorporation shall constitute the Board until the first annual meeting of the members of the Corporation, and until their successors are elected and qualify.

Section 4.4 The Regular Board of Directors. At the first annual meeting and at each subsequent annual meeting, the members present and eligible to vote shall elect the Board of Directors. Directors shall serve a term of one year or until their successors are duly elected and qualified. Directors may be elected to succeed themselves not to exceed two consecutive terms. A director may be elected one term at a time to exceed the consecutive term limit by a two-thirds vote of the members present at an annual meeting. Any director 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. Successors to directors who have resigned or who have been removed from office shall be selected by the Board for the unexpired term of said director. If the Chairman of the Board of Directors should be elected to consecutive terms or elected to any other Board Position, a fifth board member shall be elected from the eligible membership to fill the position that would have been occupied by the Past President.

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

Section 4.5 Compensation of Directors . No director shall be entitled to receive any salary or other compensation for fulfilling his or her or her duties as director of the Corporation, provided, however, that this provision shall not apply to the reimbursement of expenses incurred by directors in the performance of their duties, and nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.6 Annual Meetings . There shall be an annual meeting of the Board of Directors held at a time and date in the month of May each year as shall be established by the Board of Directors. The Secretary shall give to each director of the Corporation not less than three days' prior notice of the time and place of the annual meeting. If e-mailed or mailed, such notice shall be

directed to each member entitled to notice at the member's e-mail or mailing address as it appears on the books or records of the Corporation.

Section 4.7 Regular Meetings . Regular meetings of the Board of Directors shall be held at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 4.8 Special Meetings . Special meetings of the Board of Directors may be called by the President or by any two directors.

Section 4.9 Notices of Special Meetings . Notice of the time and place of the special meetings shall be given not less than three nor more than ten days before the meeting, either personally, by telephone or amateur radio communication, or by e-mailing or mailing such notice to each director at his or her e-mail or mailing address as the same appears on the records of the Corporation. Such notice may be waived by any director, in writing, either before or after such meeting, and will be deemed waived by any director who attends the meeting in person. Except as otherwise expressly provided herein or by statute, notice of any meeting of the Board of Directors need not state the business to be transacted.

Section 4.11 Quorum . A quorum for the transaction of business by the Board of Directors shall be the presence of a one-half or more of the number of directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by law, by the Articles of Incorporation, or by the Bylaws. The directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 4.12 Voting . The Board of Directors may, by majority vote, decide that any matter otherwise to be determined by the Board shall instead be determined by a majority vote of the members eligible to vote.

Section 4.13 Action by Written Consent . Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote at a meeting. Any action required or permitted to be taken at any meeting of any committee designated by the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 4.14 Meetings by Conference Telephone . Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V
Officers

Section 5.1 Number of Officers . The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. To assure a separation of responsibilities in financial matters the offices of Secretary and Treasurer may not be held by a single individual or individuals within the same immediate family. Officers shall be regular or family members of the Corporation in good standing.

Section 5.2 Election of Officers . The officers shall be the directors of the Corporation and shall be elected by the members eligible to vote at each annual meeting.

Section 5.3 President . The President shall preside at all meetings of the Board of Directors and the members. The President may execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except where otherwise provided by statute or by the Bylaws; in general, the President shall perform all such other duties as from time to time may be assigned to the President by the Board of Directors; and the President may from time to time delegate such of the President's powers to the Vice President as the President may deem appropriate. (See: Article V Section 5.10)

Section 5.4 Vice President . The Vice President shall perform the duties of the President in the absence or incapacity of the President; and keep an accurate record of all physical assets of the Corporation; and assume such other duties and responsibilities as may be assigned to the Vice President by the President. (See: Article V Section 5.10)

Section 5.5 Secretary . The Secretary shall keep accurate minutes of all meetings of the Board of Directors and the members; shall receipt all funds from dues and other sources before transferring to the Treasurer for deposit; and shall keep a roster of regular or family members of the Corporation in good standing; and shall perform all other duties incident to the Secretary's office, and such other duties as may be assigned to the Secretary by the Board of Directors or the President. (See: Article V Section 5.10)

Section 5.6 Treasurer . The Treasurer shall have general supervisory powers over the assets and liabilities of the Corporation and over its financial officers. The Treasurer shall see that true and suitable cash, check, and bank books are kept, and shall keep account of all assets and liabilities, and shall perform all other duties incident to this office and such other duties as may be assigned to the Treasurer by the Board of Directors or the President. (See: Article V Section 5.10)

Section 5.7 Assistant Officers . Assistant officers and assistants to officers may be designated from time to time by the Board of Directors.

Section 5.8 Term of Office . The term of office of each officer shall coincide with that individual's term on the Board of Directors.

Section 5.9 Compensation of Officers . No officer shall be entitled to receive any salary or other compensation for fulfilling his or her duties as officer of the Corporation, provided, however, that this provision shall not apply to the reimbursement of expenses incurred by officers in the performance of their duties, and nothing herein shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5.10 Duties of Officers. The duties and responsibilities of the officers are outlined in the Corporation Officers' Information Notebook. The contents of the Information Notebook may be amended at any time by the Board of Directors with proper notice given to all officers of the Corporation of all changes.

ARTICLE VI *General Provisions*

Section 6.1 Fiscal Year . The fiscal year of the Corporation shall run from the first day of July through the last day of June of each year.

Section 6.2 Seal . In the discretion of the Board of Directors, the Corporation may have a seal and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

Section 6.3 Annual Statement . The Board of Directors shall present at each annual meeting of the members a full and clear statement of the business and condition of the Corporation.

Section 6.4 Special Authorization . The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 6.5 Signing of Instruments . All checks, drafts, or orders for the payment of money, note, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the Secretary and countersigned by the President or a Vice President of the Corporation.

Section 6.6 Depositories . All funds of the Corporation shall be deposited in a timely manner within THIRTY Days of the last monthly meeting or Corporation activity to the credit of

the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.7 Acceptance of Donations . The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation.

ARTICLE VII

Bylaws

Section 7.1 Amendments . These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular meeting or at any special meeting of the members called for that purpose by a vote, either in person or by proxy, of at least two-thirds of the members of the Corporation eligible to vote.

Section 7.2 When Bylaws Silent . It is expressly recognized that when the Bylaws are silent as to the manner of performing any corporate function, the provisions of the New Mexico Non-Profit Corporation Act shall control.

CERTIFICATE OF PRESIDENT AND SECRETARY

We certify that we are the duly elected and acting president and secretary of the Valencia County Amateur Radio Association, Inc., and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by the Board of Directors and ratified by a majority of the members eligible to vote at a meeting held on 24 April 2012.

Cliff Pulis _____
President of Corporation

Aaron Ridley _____
Secretary of the Corporation