

**FEMARA, Inc.**

**BY-LAWS**

**ARTICLE I**

**General Provisions**

**Section 1 - Name**

The name of the corporation shall be FEMARA, Inc. The organization shall be incorporated as a not for profit corporation under Massachusetts General Laws, Chapter 180.

**Section 2 - Purpose**

The purpose of the corporation shall be:

- to organize and run American Radio Relay League sponsored amateur radio conventions.
- to promoting the welfare of the Amateur Radio Fraternity
- to provide funding for educational scholarships for amateur radio operators
- to encourage such activities as will benefit the art of Amateur Radio and FEMARA.

The corporation shall be exclusively for charitable and educational purposes within the meaning of the Internal Revenue Code of 1954, as amended from time to time, and within the meaning of General Laws Chapter 180, Section 4, as amended.

**Section 3 - Location**

The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. The members may establish other offices and places of business in Massachusetts or elsewhere.

**Section 4 - Fiscal Year**

Except as from time to time otherwise determined by the members, the fiscal year of the corporation shall end on the last day of December of each year.

**ARTICLE II**

**Meetings of the Members**

**Section 1 - Members**

FEMARA shall be governed directly by its members, who shall number not fewer than 10, and not more than 25. The initial board will consist of the following people:

- Gene Hastings, W1VRK
- Tony Penta, N1AP
- Ken Caruso, W01N
- Mike Raisbeck, K1TWF
- Tom Walsh, K1TW
- Mel Cole, WZ1Q
- Bruce Anderson, W1LUS
- William Davis, K1WD
- Ed Anderson, N1IWV
- Mike Bernock, N1IW

Current members will nominate and elect new members at regular or special meetings of FEMARA. If the number of members drops below 10, new members may be elected by a simple majority of those present, otherwise a 2/3 vote of those present is required

Members are expected to be actively involved in the activities of FEMARA, and will be asked to resign if they become or wish to become inactive. Removal of a member can be required at a meeting of FEMARA by a 2/3 vote of all members, present or otherwise.

## **Section 2 - Annual Meetings**

An annual meeting of the members shall be held on the first of May of each year (or on the next business day if that is a legal holiday) at 10:00 A.M. unless a different hour is fixed by the President or the members and stated in the notice of meeting. The purpose for which the annual meeting is to be held, in addition to those prescribed by law, the Articles of Organization, or these By-laws, may be specified by the President or the members. In the event that an annual meeting is not held on the date fixed by these By-laws, a special meeting may be held in lieu thereof with all the force and effect of an annual meeting.

## **Section 3 - Special Meetings**

Special meetings of the members may be called by the President or the members, and shall be called by the Clerk (or in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer) upon written application of 20 % or more of the members.

#### **Section 4 - Place of Meetings**

All meetings of the members shall be held at the principal office of the corporation unless a different place within the United States is fixed by the President or the members and stated in the notice of meeting.

#### **Section 5 - Notice of Meetings**

A written notice of each meeting of the members, stating the place, date, and hour thereof and the purpose for which the meeting is to be held, shall be given by the Clerk (or in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer) at least seven days before the meeting to each member of record entitled to vote thereat, and to each member who, under the Articles of Organization or these By-laws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid and addressed to such member at his address as it appears in the records of the corporation. Notice of a meeting need not be given to a member if a written waiver of notice, executed before or after the meeting by such member or his attorney thereunto authorized, is filed with the records of the meeting.

#### **Section 6 - Quorum**

A majority of all members shall constitute a quorum at any meeting of the members. If a quorum shall not be present or represented at any meeting of the members, a lesser number may, without further notice, adjourn the meeting to any other time.

#### **Section 7 - Voting and Proxies**

Members entitled to vote shall have one vote each. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the clerk of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

#### **Section 8 - Action at Meetings**

When a quorum is present at any meeting, a majority members, present or represented by proxy and voting on any matter, shall decide any matter to be voted on by the members, including the

election of officers and members, except where a different vote is required by law, the Articles of Organization, or these By-laws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote in the election. No ballot shall be required for any election unless requested by a member present or represented by proxy at the meeting and entitled to vote in the election.

### **Section 9 - Action by Consent**

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all suitable majority of all members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at the meeting.

## **ARTICLE III**

### **Officers**

#### **Section 1 - Officers**

The officers shall consist of a President, a Vice President, a Treasurer, a Clerk, and such other officers as the members may determine.

#### **Section 2 - Election**

The President, Vice President Treasurer, and Clerk shall be elected annually by the members at the annual. Other officers may be chosen by the members at such meeting or any other meeting. Any two or more offices may be held by the same person, provided that the President and the Clerk shall not be the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall have a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization, or these By-laws, the President, Treasurer, and Clerk shall hold office until the first regular meeting of the members following the next annual meeting of the members, and thereafter until their respective successors are chosen and qualified. All other officers shall hold office until the first regular meeting of the members following the next annual meeting of the members, and thereafter until their respective successors are chosen and qualified, unless appointed to a shorter term.

#### **Section 3 - Resignation and Removal**

Any officer may resign by delivering his written resignation

to the corporation at its principal office or to the President of Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The members may remove any officer with or without cause.

#### **Section 4 - President and Vice Presidents**

The President shall be the chief executive officer of the corporation and shall, subject to the direction and control of the members, have general charge and supervision of the business of the corporation. Unless otherwise provided by the members, he or she shall preside when present at all meetings. He shall have such other powers and duties as are usually incident to his office and as may be vested in him by these By-laws or from time to time designated by the members.

The Vice President shall have such powers and duties as may be vested in him by these By-laws or from time to time designated by the members.

#### **Section 5 - Treasurer and Assistant Treasurers**

The Treasurer shall, subject to the direction and control of the members, have general charge of the financial affairs of the corporation and shall keep full and accurate books of accounts. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the members may otherwise provide, and shall render a statement of the financial affairs of the corporation at each annual meeting of the members and to the members and President upon request. He shall have such other powers and duties as are usually incident to his office and as may be vested in him by these By-laws or from time to time designated by the members.

#### **Section 6 - Clerk and Assistant Clerks**

The Clerk shall give such notices of meetings of members and members as are required by these By-laws and shall keep a record of all the meetings of members. He or she shall have such other powers and duties as are usually incident to his office and as may be vested in him by these By-laws or from time to time designated by the members.

### **ARTICLE IV**

#### **Indemnification of Members and Officers**

The corporation shall, to the extent permitted by law, indemnify each person who may serve or who has served at any time as member or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve

or at any time has served as a member, officer, administrator, or trustee of, or in a similar capacity with, another organization or any employee benefit plan, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity (other than proceedings voluntarily initiated by such person unless he is successful on the merits, the proceeding was authorized by a majority of the full board, or the proceeding seeks a declaratory judgment regarding his own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation or to the extent such matter relates to service with respect to an employee benefit plan in the reasonable belief that his action was in the best interest of the participants or beneficiaries of such employee benefit plan.

Such indemnification may, to the extent authorized by the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment. The payment of any such indemnification shall be conclusively deemed authorized by the corporation under this article, and each member of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the members consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more members who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection members who are parties may participate), or (3) by a majority of members who are not at that time parties to the proceeding; or

(ii) the action is taken in reliance upon the independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the members or in the manner specified in clauses (1), (2), or (3) of subparagraph (i); or

(iii) the members have otherwise acted in accordance with the standard of conduct set forth in the Massachusetts Not for Profit Corporation Law, as amended.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a member, officer, or other person entitled to indemnification hereunder.

The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such member or officer or other person may be entitled under any agreement or pursuant to any action taken by the members or members of the corporation or otherwise.

## ARTICLE V

### **Miscellaneous Provisions**

#### **Section 1 - Execution of Instruments**

All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the members may generally or in particular cases otherwise determine.

#### **Section 2 - Voting of Securities**

Except as the board of members may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of members of any other corporation, the securities of which may be held by this corporation.

#### **Section 3 - Corporate Records**

The original or attested copies of the Articles of Organization, By-laws, and records of all meetings of the incorporators and members, and the stock and transfer records, which shall contain the names and record addresses of all members shall be kept in Massachusetts at the principal office of the corporation or at an office of its transfer agent or of the Clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by and member for any purpose in the proper interest of the member relative to the affairs of the corporation.

#### **Section 4 - Definitions**

All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation

as amended and in effect from time to time.

## **ARTICLE VI**

### **Amendment of By-laws**

These By-laws may at any time be amended or repealed, in whole or in part, by 2/3 vote of the members provided that the substance of any proposed change must be stated in the notice of meeting at which such action is to be taken. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the members of any By-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-laws, and any By-law adopted by the members may be amended or repealed by the members.