

By -
Laws

November 08

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**Radio Amateur Mobile Society (RAMS) By-Laws as
amended on November 8, 2007.**

By-Laws of the
Radio Amateur Mobile Society (RAMS)
A non-profit corporation

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ARTICLE I - MEMBERSHIP

Section 1.

There shall be two classes of membership of this corporation: Full member and associate member. The rights, duties, powers and privileges of each shall be as specified herein.

Section 2.

All members may attend all annual and special meetings of the membership. Full members only shall be eligible to hold office in the corporation, and full members only shall have voting rights in the corporation.

Section 3.

Annual dues and changes thereto for full and associate members shall be set by the Board of Directors at their July meeting. Proposed changes to annual dues must receive an affirmative vote of a majority of the board. Dues for full members shall be set by consideration of all corporation operating expenses.

Notice of proposed dues changes shall be given at the regular August meetings. Such proposed changes shall be subject to a confirmation vote of the general membership which shall be held at the September meeting and shall be approved by no less than a majority of the members present.

If the confirmation is un-successful, dues shall remain the same as the dues in the previous year. If the confirmation is successful, dues set by the Board of Directors at their July meeting shall go into effect on October 1st of the same year.

Dues shall be payable on October 1st of each year. New member's dues shall be prorated from date of membership to the end of the year.

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The members shall be subject to equal assessment at the discretion of the Board of Directors and in accordance with the following conditions:

- A. The assessment levied will be collected for and expended for an authorized purpose as indicated in its articles.
- B. The assessment, if and when levied, shall be of an equal amount with respect to each full member.
- C. The assessment herein specified shall at no time exceed the sum of five dollars (\$5.00) per quarter of any calendar year with respect to any full member.

Section 4.

Each member shall give his mailing and e-mail address to the secretary and notify that officer of any change of address.

Section 5.

The membership of any member shall terminate when: (1) He files with the Secretary his written resignation; or (2) He has failed to pay any of the dues or assessments within sixty (60) days of the date when they become due and payable; or (3) His membership has been revoked by written consent of two thirds (2/3) of the full membership of the corporation.

ARTICLE II - MEETINGS OF MEMBERS

Section 1.

The regular annual meeting of the members shall be held during the month of September of each calendar year.

Section 2.

Special meetings of the members may be called at any time by the President, a majority vote of the Board of Directors, or by written request therefore by at least ten (10) members of the corporation.

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Section 3.

The president shall prescribe the time and the place for each annual meeting.

Section 4.

Notice of annual and special meetings shall be given to each member by sending a notice to his mailing or e-mail address, as shown on the Secretary's records, at least one week prior to the date set for such meeting.

In the event it is proposed to amend the Articles of Incorporation or these By-Laws, or to increase or decrease the number of Directors, or to dissolve the corporation, the notice shall be in writing and shall state the purpose of the meeting.

For any other meeting, be it annual or special, it will not be necessary that the notice contain the purpose of the meeting.

ARTICLE III - OFFICERS

Section 1.

The executive officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and not less than three (3) Directors at large.

Section 2.

Such officers shall be elected each year by vote of the members at the annual meeting.

Section 3.

Each elective officer shall assume his duties on the 1st day of the month following the month in which he is elected, or upon his appointment, and shall hold his office until his successor has been elected and taken office.

Section 4.

Any full member of this corporation may be an officer.

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ARTICLE IV - ELECTIONS AND VOTING

Section 1.

Each full member of this corporation shall have one vote.

Section 2.

Voting by proxy shall not be permitted.

Section 3.

ELECTION OF OFFICERS: The election of officers shall be held at the annual meeting of the members of the corporation. Nominations to fill the various elective offices shall be made by a nomination committee and presented at the meeting prior to the annual meeting, and at least six (6) persons shall be nominated for directors at large, and at least two (2) persons shall be nominated for each of the remaining executive officers positions of the corporation.

Section 4.

Additional nominations may be made from the floor at the annual meeting by any full member of the corporation.

Section 5.

Prior to the annual meeting the Secretary shall cause to be prepared a sufficient quantity of ballots for use in election of the officers. The Said ballots shall be in blank form, with space thereon sufficient for the member to write in the names and positions of those for whom he wishes to vote.

Section 6.

Voting for officers shall be by secret ballot conducted at the annual meeting. There shall be no voting by proxy and no absentee ballots.

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Section 7.

Any nominees for the office of President, Vice President, Secretary, or Treasurer who shall receive a majority of all votes cast for that office shall be declared elected. The three persons who receive the highest number of votes for the office of director at large shall be declared elected as said directors at large. In the event of a tie, the tie shall be broken by drawing lots or other methods of equal chance.

Section 8.

Voting on any proposal amendment to the Articles of Incorporation or upon any proposals to dissolve the corporation shall be by secret ballot and no such proposal shall be adopted except by favorable vote of at least a majority of the members present at the meeting. In the event that a majority of the members present at any such meeting, and voting at the said meeting, are against the proposal the proposal shall be declared rejected. In the event a majority of the members present and voting at the meeting, where such vote is taken, are in favor of the proposal, but the favorable votes cast at such meeting are less than a majority of the total number of members in the corporation, the entire membership shall be sent ballots on the proposal and requested to return such ballots to the Secretary within five (5) days. The ballots so returned to the Secretary shall be counted and the proposal declared adopted only if voted upon favorable by a majority of the total number of the members of the corporation.

Section 9.

Voting on any proposed amendment to the By-Laws or upon any proposal to increase or decrease the number of directors shall be by secret ballot at any annual or special meeting. Upon the favorable vote of a majority of the members present and voting such proposal shall be declared adopted.

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Section 10.

Proposals of the types mentioned in Sections 8 and 9 of this Article shall be submitted to the members only after the Board of Directors by majority vote has approved such submission, or at least fifteen (15) full members of the corporation in good standing have requested such submission in writing, and after notice thereof in accordance with Article II, Section 4, of these By-Laws. All such proposals shall be reduced to writing form before submission to the members.

Section 11.

Upon the request of any five (5) full members, or at the discretion of the President, voting on any other issue coming before an annual or special meeting of the members, shall be by secret ballot. A simple majority vote by those present shall be determinative of any such issue

ARTICLE V - POWERS AND DUTIES OF OFFICERS

Section 1

The PRESIDENT shall be the chief executive officer of the corporation. He shall preside at all annual and special meetings of the members and at all meetings of the Board of Directors. He shall execute, with the Secretary or Treasurer, in the name of the corporation, all contracts, obligations, and instruments authorized by the Board of Directors to be executed. He shall appoint all committees and committee chairmen. He shall also have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 2.

The VICE PRESIDENT shall be vested with all the powers and perform all the duties of the president in the event of death, resignation, absence, or disability of the President. He also shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors.

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Section 3.

The SECRETARY shall be vested with all the powers and shall perform all the duties of the President in the event of the death, resignation, absence, or disability of the President and Vice President. He shall also be responsible for maintaining the minutes of all annual and special meeting of the Board of Directors, and the minutes of all annual and special meetings of the membership.

Section 4.

The TREASURER shall have the general supervision of the financial records and the financial operations and activities of the corporation. All disbursements of corporate funds shall be made by checks signed by the Treasurer. The Secretary and the Treasurer shall render to the President and to the Board of Directors at each annual meeting of the membership, and at such other times as requested by the President or by the Board of Directors. The Secretary and the Treasurer shall, in general, perform all of the functions and duties usually performed by treasurers and by secretaries, subject to the control of the Board of Directors.

Section 5.

The BOARD OF DIRECTORS shall be composed of all of the officers and directors at large elected at the annual meeting or appointed to fill vacancies on the board and shall have complete and final authority to conduct the affairs of this corporation within the limitations prescribed by law and by the Articles of Incorporation and By-Laws of this corporation. There shall be no expenditure of the funds of the corporation except upon authority given by the Board of directors. In the event that the offices of President and Vice President shall become vacant at the same time, the board shall elect one of its members to serve as President until the next succeeding annual meeting. In the event of a vacancy on the board the members of the board shall, within thirty (30) days after such vacancy occurs, elect a member to serve as director for the un expired term of the director he replaces.

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ARTICLE VI - MEETINGS OF DIRECTORS

Section 1.

REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held once each month.

Section 2.

SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the President or on written petition of two (2) directors.

Section 3.

NOTICE OF MEETINGS: Notice of regular meetings shall be sent by the Secretary via mail or e-mail to each member of the Board of Directors at least five (5) days before such meetings. Telephone communication, giving the board notice herein prescribed, five (5) days before such meeting, shall be deemed sufficient to fulfill the notification requirements of this section. Notice of special meetings of the board may be mailed, e-mailed, personally delivered, or telephoned to each director not later than the day before the day appointed for the meeting.

Section 4.

QUORUM: No business may be transacted at any board meeting unless a majority of the board is present. A simple majority vote of the directors present shall be determinative of any issue coming before the board.

Section 5.

ABSENCE FROM MEETINGS: Any member of the Board of Directors who shall be absent from four (4) consecutive regular meetings, in one year, without adequate excuses sent to the Secretary or to the administration office of the corporation, and who is not, in the meantime, rendering definite service to the corporation, may be regarded as thereby resigning from the board, subject to the discretion of the Board of Directors.

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ARTICLE VII - COMMITTEES

Section 1.

APPOINTMENT, ELECTION AND FUNCTION: The President may appoint, with the approval of the Board of Directors, such committees as are provided for in these By-Laws and such other committees as the Board of Directors may authorize. The President shall name one member of each committee as chairmen thereof, subject to the approval of the Board of Directors. Each committee shall report regularly to the Board of Directors. The President and the Secretary shall be ex officio members of all committees, the President with a deciding vote, and the Secretary without a vote. All committees shall be composed of an odd number of persons, the Chairman with a deciding vote. All full members of the corporation shall be eligible for appointment to committees.

Section 2.

If appointed, THE FINANCE COMMITTEE shall consist of three (3) or more persons, including the Treasurer. It shall recommend to the Board of Directors the yearly budget, recommendations as to financial policies and fiscal operation, including recommendations for dues and assessments. It shall review each month the financial statement of the treasurer and recommend to the Board of Directors an increase or decrease in expenditures, when necessary, and shall authorize the Treasurer to invest the funds. No expenditure not specified in the budget shall be made without the approval of the Finance Committee.

Section 3.

If appointed, THE PUBLIC RELATIONS COMMITTEE shall consist of one (1) or more members of the corporation whose function shall be to develop and maintain a program for improving the relationships between the corporation, the public, and governmental bodies, and other agencies.

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ARTICLE VIII - FISCAL YEAR

Section 1.

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

ARTICLE IX - ANNUAL REPORT AND AUDIT

Section 1.

The Board of Directors shall cause to be prepared annually a report of the activities of the corporation during the preceding year. The original of such report shall be filed with the records of the corporation and such original, or copy thereof, shall be open to inspection by any member at any reasonable time.

ARTICLE X - SEAL

Section 1.

The Board of Directors may provide a suitable seal for the corporation, which shall be in circular form and contain the following inscription:

<p>RADIO AMATEUR MOBILE SOCIETY Incorporated March 27th 1956</p>

ARTICLE XI - AMENDMENTS

Section 1.

These By-laws may be repealed or amended or new By-Laws may be adopted at any annual or special meeting of the members by majority vote of the members present, provided that notice of such proposed changes shall have been given in accordance with Article II hereof.