

**BYLAWS
OF
THE GREEN MOUNTAIN
REPEATER ASSOCIATION, INC.**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Maryland and the Articles of Incorporation of The Green Mountain Repeater Association, Inc.

The Green Mountain Repeater Association, Inc. (GMRA) is organized and will be operated exclusively for charitable, scientific, and educational purposes and in accordance with the Articles of Incorporation. The GMRA shall be a nonprofit, non-stock corporation under the laws of the State of Maryland. The affairs and activities of the GMRA shall conform with all applicable provisions set forth in section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (the “Code”).

If there is a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Maryland, said Non-Profit Corporation Act shall be the prevailing controlling law. If there is a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, then the Articles of Incorporation shall be controlling.

**ARTICLE I
NAME**

1.1. Name. The name of the Corporation is The Green Mountain Repeater Association, Inc. (hereinafter, “Corporation”).

**ARTICLE II
PRINCIPAL OFFICE**

2.1. Principal Office. The principal office of the Corporation is located at the residence of the president of the Corporation, currently 8309 Flower Avenue, Takoma Park Maryland 20912 or at such other location as shall be approved by the Board of Directors.

**ARTICLE III
MAILING ADDRESS**

3.1. Mailing Address. The principal mailing address of the Corporation is P.O. Box 572,

ARTICLE IV
PURPOSES AND POWERS

4.1 Purposes and Powers. The Corporation's mission is to improve amateur radio services by operating, maintaining, periodically upgrading, and inter-networking two amateur radio repeaters in the Washington D.C. metropolitan area. These repeaters give low power two-way amateur radios better coverage, penetration, and range. The repeaters provide American Radio Relay League affiliated amateur radio clubs in the repeater's service area with communications services during emergencies and public events. The repeaters also support members of ARES (Amateur Radio Emergency Service), amateur radio operators who come together to provide emergency and/or auxiliary communications to public safety and public service organizations. The Corporation serves the Amateur Radio Service as defined by the Federal Communications Commission (Title 47 of the Code of Federal Regulations Part 97.1) particularly by providing emergency communications and mentoring new operators in the advancement of the radio art.

ARTICLE V
MEMBERS AND
AFFILIATE
ORGANIZATIONS

5.1. Members. The Corporation shall have one or more classes of members, as shall be determined from time to time by the Board of Directors. The Members of the Corporation shall be those individuals who support the mission and purposes of the Corporation, and that apply for membership in the Corporation, are approved for membership, and who timely pay the dues established by the Corporation.

5.2. Membership Dues. Members will pay dues in the amount determined by the board of directors. Dues shall be payable on or before January 1 of each year. Honorary Life members, Family Members, Special Members, and Members of the Corporation's Board of Directors or its Officers shall not be subject to dues or assessments. Members more than six (6) months in arrears of required dues payments shall be given written notice by the Secretary and provided the opportunity to pay the current year's dues within twenty (20) days from receiving the written notice. In the event payment is not timely made and in accordance with Section 5.4 of these Bylaws the Board will take action to remove the member from the Corporation.

5.3. Rights of Members. Membership shall entitle individuals to participate in the programs of the Corporation with the rights and benefits that are accorded to Members. These include participating in membership meetings, serving on committee, receiving notices from the Corporation and operating equipment belonging to the Corporation within the limits of their FCC amateur radio licenses.

5.4. Resignation and Removal. Any Member may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any notification shall take effect upon receipt of the notice or upon any later time specified by the notice. Previously paid

dues will not be refunded. The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of the Corporation, if such organization or individual fails to meet the qualifications for membership or engages in activities which are contrary to the interests of the Corporation or violates FCC rules and regulations, or disrupts operation of the Corporation repeaters, or does not abide by the Bylaws or Articles of Incorporation. The Board of Directors will send a written notice of Membership Dismissal to the Member's mailing address on record.

5.5. Class of Membership. There shall be four (4) types of membership in the Corporation: Full Member, Family Member, Honorary Life Member, and Special Member.

- (a.) Full Member. Any amateur radio operator holding a Technician or higher-class Amateur Radio License issued by the FCC (or equivalent license) is eligible. A full member may hold office or be on the Board of Directors subject to these Bylaws. May vote on any business brought before the Corporation, and with the approval of the Board of Directors, may possess a control point for the Corporation's remote control radio equipment. Subject to dues and assessments.
- (b.) Family Member. Any amateur radio operator holding a Technician or higher-class Amateur Radio License issued by the FCC (or equivalent license) is eligible if his or her spouse, child, or parent having the same domicile and residence is a full member. A family member may hold office or be on the Board of Directors subject to these Bylaws. May vote on any business brought before the Corporation, and with the approval of the Board of Directors, may possess a control point for the Corporation's remote control radio equipment. Not subject to dues or assessments.
- (c.) Special Member. The Board of Directors may, from time to time, award a special membership for a period of one (1) year, or as specified, to any radio any amateur radio operator holding a Technician or higher-class Amateur Radio License issued by the FCC who has provided some service to the Corporation. The Special Member shall be entitled to all the privileges except those of making motions, of voting, and of holding office. Not subject to dues or assessments.
- (d.) Honorary Life Member. Any person interested in Amateur Radio and supports the Corporation. The honorary member for life shall have demonstrated exceptionally outstanding service to the Corporation and shall be selected as specified in the Bylaws. The honorary member for life is not subject to dues or assessments. The Honorary Member for Life shall be entitled to all the privileges except those of making motions, of voting, and of holding office. Not subject to dues or assessments.

5.6. Regular Meetings. Regular meetings of the Corporation will be held at a time and place recommended by the Board of Directors, provided that, in the event of a change in the

meeting place or time, notice shall be transmitted to all Members at least seven (7) days prior to the effective date of change.

5.7. Annual Meeting of the Members. The annual meeting of Members shall be held each year at a place and at an hour and date fixed by the Board of Directors and upon not less than ten (10) days nor more than ninety (90) days prior written notice; however, failure of notice to any Member shall not invalidate the meeting or any action taken thereat. The notice shall state the time and place of the meeting and the purpose of the meeting.

5.8. Special Meetings/Activities of the Members. Special meetings/activities of the Members of the Corporation may be held at any time or place upon call by the Chair of the Board of Directors, or by Directors constituting a majority of the Board, and upon not less than ten (10) days written notice. The notice shall state the time and place of the meetings/activities and the purpose or purposes for which the meeting is called.

5.9. Waiver of Notice. A Member may waive any notice requirement in Article 5 of the Bylaws by signing a written waiver of notice and delivering it to the Corporation for inclusion in the minutes or filing with the corporate records. A Member organization representative or individual's attendance at a meeting shall constitute a waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

5.10. Quorum for Member Meetings. A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of the lesser of twenty percent (20%) of the Members of the Corporation, or twelve (12) members (Full members and/or Family members) of the Corporation.

5.11. Affiliate Organizations.

(a.) Affiliate organizations are any organization that supports the goals and objectives of the Corporation. Representatives of the affiliate organization, who are not members of the Corporation, do not have the privileges of making motions, of voting, and of holding office. At least one member of the affiliate organization is encouraged to apply for individual membership (full member or family member) to the Corporation, refer to Section 5.5. The affiliate organization is not subject to dues or assessments.

(b.) Any affiliate organization may resign at any time by giving written notice of resignation to the Secretary of the Corporation. Any notification shall take effect upon receipt of the notice or upon any later time specified by the notice.

(c.) Representatives of affiliate organizations who are non-members of the Corporation may attend monthly meetings of the Corporations.

ARTICLE VI **BOARD OF DIRECTORS**

6.1. Powers and Duties. The Board of Directors shall exercise all corporate powers and manage the business and affairs of the Corporation, except as otherwise provided by law, the Corporation's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing the Corporation shall include, but not be limited to:

- (a) Establish the mission, purposes, goals, and program priorities to be implemented by the Corporation's President and staff, through a strategic planning process,
- (b) Ensure that appropriate policies have been developed, adopted, and implemented by the Corporation to conduct its mission,
- (c) Advocate the mission, values, accomplishments, and goals of the Corporation to the Members and to the public at large,
- (d) Determine, monitor, and strengthen programs that are responsive to the needs of the Members and are central to the Corporation's mission,
- (e) Establish fiscal policy, including budget authorization and oversight,
- (f) Develop adequate resources to ensure financial stability for the Corporation's activities through direct and indirect financial contributions and a commitment to fundraising,

6.2. Election of Directors. The Corporation Members at the Annual Meeting shall elect the Directors of the Corporation.

6.3. Number and Composition. The number of directors of the Corporation shall not be fewer than three (3). The number of directors may be increased or decreased from time to time by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The President shall serve as Chair of the Board of Directors and shall not be counted toward the number of directors permitted under this section or for purposes of determining a quorum. The Vice President shall serve as Vice-Chair of the Board of Directors and shall not be counted toward the number of directors permitted under this section or for purposes of determining a quorum.

6.4. Qualifications. Directors shall be committed to supporting and advancing the mission and purposes of the Corporation. Directors are expected to assist in fundraising activities as necessary and appropriate in accordance with the policies established by the Board. Directors must be Members of the Corporation.

6.5. Nomination. The Board shall give primary consideration to the candidates recommended by the Governance Committee. Other Directors may also make recommendations and nominations.

6.6. Term of Office. Directors shall hold office for a term of three (3) years and until his

or her successor is elected and qualified or until his or her earlier death, resignation, or removal. A decrease in the number of directors shall not shorten the term of any Director then in office. Directors may serve a maximum of two (2) consecutive three-year terms. Following at least a one-year hiatus from Board service as a Director, individuals are again eligible to serve as Directors for a maximum of two (2) consecutive three-year terms.

6.7. Resignation and Removal. Any Director may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of the Corporation will be served thereby. The removal of any Director shall be by an affirmative vote of the majority of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not in itself create contract rights.

6.8. Vacancies. Any vacancy occurring in the Board of Directors may be filled from the Membership by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors within forty-five (45) days after the declaration of the vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.9. Leave of Absence. A Director may take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created because of a Director taking an approved leave of absence; however, the Board or Board Chair, as appropriate, may designate another individual to serve as a Director, or another Director to serve in any office or on any committee in place of the Director on leave, until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

6.10. Quarterly Meetings. The Board of Directors shall hold quarterly meetings. The agenda for the meetings shall be prepared by the President (Board Chair) in consultation with the officers. The President may include on the agenda any item requested by other members of the Corporation. Minutes of the meeting shall be made available to the Board and Officers within seven (7) days following the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution.

6.11. Annual Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. The Annual Meeting may be held at the same time and place as a regular meeting.

6.12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Board Chair or by Directors constituting a majority of the Board. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location. Independent of Section 5.8

6.13. Notice of Special Meetings. Five (5) days' notice of any special meeting of the

Board of Directors shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the director at his or her address as shown by the records of the Corporation. If notice is given by fax or electronic mail, the notice will be deemed to be delivered upon an effective transmission of the fax or electronic mail to the director at his or her facsimile number or electronic mail address as shown by the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Directors need be specified in the notice of the meeting.

6.14. Waiver of Notice. A Director may waive any notice requirement in Article 6 of the Bylaws by signing a written waiver of the notice and delivering it to the Secretary of the Corporation for filing with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

6.15. Manner of Voting. A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

6.16. Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time.

6.17. Informal Action. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

6.18. Participation by Means of Communication Equipment. A member of the Board of Directors may participate in a meeting by telephone or other communications means (i.e., ZOOM) such that all people can hear and speak to each other. Participating in a meeting by such means constitutes presence in person at the meeting.

6.19. Compensation. Directors shall serve without compensation. Directors may be reimbursed for preapproved expenses reasonably incurred on behalf of the Corporation and in compliance with the Corporation's conflicts of interest policy.

6.20. Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with Article X, unless the conduct of a matter is otherwise governed by the provisions of state law, the articles of incorporation, or these bylaws.

ARTICLE VII

OFFICERS

7.1. Officers. The elected officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected from among the Members of the Corporation. The Board may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of the Corporation. No officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more officers.

7.2. Election of Officers. All the elected officers of the Corporation shall be elected by its Members at the Annual Meeting. Each officer shall hold his or her office for two (2) years and until his or her successor shall be elected and qualified unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. Elections of all officers shall be by an affirmative vote of the majority of the entire body of Corporation Members. No officer may serve in the same office for more than three (3) consecutive two-year terms.

7.3. Resignation and Removal. Any officer may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any officer whenever in its judgment the best interests of the Corporation will be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an officer shall not in itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

7.4. President. The President shall be the Chief Executive Officer and shall have the necessary authority and responsibility to operate the Corporation in all its activities subject to the policies and directions of the Board of Directors or any of its committees. The President shall (/is):

- (a) Serve as Chair of the Board of Directors.
- (b) Act as the duly authorized representative of the Corporation in all matters in which the Board of Directors has not formally designated some other person to so act.
- (c) Preside over all meetings of the Members, the Board of Directors, and the Executive Committee.
- (d) Determine the regular agenda of all meetings of the Members, the Board of Directors, and the Executive Committee.
- (e) Provide report at annual meeting.
- (f) Provide regular updates to directors between Board meetings on the Corporation's activities and finances.
- (g) Appoint the chairs and members of committees (unless otherwise specified herein)

authorized by the Board of Directors.

- (h) Charged with continuous responsibility for the management of the Corporation, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors.
- (i) Responsible for the application and implementation of established policies in the operation of the Corporation.
- (j) Shall keep or cause to be kept appropriate records and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements.

7.5. Vice President. The Vice President shall:

- (a) Assist the President
- (b) Serve as Vice (or Co) Chair of Board of Directors
- (c) Shall assume duties and act as President when the President is absent or temporarily unable to serve,
- (d) Perform such other tasks as the Board of Directors may, from time to time, determine.
- (e) Chairs the Repeater (Technical) committee which manages the daily operations and preventive maintenance of the Corporation's repeaters.
- (f) Approves the purchase replacement parts from petty cash fund not to exceed an expenditure of \$300 unless authorized by the Repeater Committee
- (g) Coordinate with Repeater Trustees.

7.6. Duties of Secretary. The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of the Articles of Incorporation and these Bylaws, as amended, to date,
- (b) Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Members and the Board of Directors, and any committees having any of the authority of the Board of Directors, recording therein the time and place of holding, whether annual, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the proceedings thereof,
- (c) Be custodian of the records of the Corporation and see that all documents of the Corporation, the execution of which on behalf of the Corporation is authorized by law or by these Bylaws, are properly and duly executed,
- (d) Exhibit at all reasonable times to the Members, a director, or proper designee, upon request, the Bylaws, and the minutes of the proceedings of the Members, Board of Directors, and the committees of the Corporation,
- (e) Perform any and all other duties incident to the office of Secretary and other duties

as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors,

- (f) Collect and hold Absentee Ballots to be cast at elections,
- (g) Handle correspondence and meeting notes.
- (h) Retain copies of technical manuals for the Repeaters

7.7. Duties of Treasurer. The Treasurer shall:

- (a) Keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the Corporation,
- (b) Deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Corporation, with such depositories as may be designated by the Board of Directors,
- (c) Disburse funds of the Corporation as ordered by the Board of Directors,
- (d) Render to the Board of Directors, upon request, an accounting of all financial transactions of the Corporation and a statement of the financial condition of the Corporation, and, after consultation with the Board, cause an annual audit of the Corporation's financial affairs to be conducted,
- (e) Perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors,
- (f) Maintain a Capital Equipment Inventory, which shall be updated semi-annually. All members in possession of Capital Equipment belonging to the Club shall furnish the Treasurer an updated inventory of equipment in their possession or under their control on June 30, and December 31 of each year, by July 31 and January 31 respectively,
- (g) Cosign promissory notes on behalf of the Club when authorized by the Members and Board of Directors,
- (h) Inform the chairperson of the Membership committee of membership dues status,
- (i) Serve as the Chair of the Finance Committee, *ex officio*.

ARTICLE VIII
NOMINATIONS AND ELECTIONS

8.1. Officers and Directors for the ensuing year shall be nominated by the first regular meeting in October.

8.2. The President shall direct, no later than October 15 of each year, the governance committee to prepare and present a slate of candidates for office.

8.3. Nominations may be made from the floor at the annual meeting.

8.4. All candidates must be present at the time of the nomination and indicate their willingness to accept the nomination unless prior approval for the nomination shall have been given to the Secretary by the nominee in writing.

8.5. All candidates must be in compliance with Section 6.6 and Section 7.2 of these Bylaws.

8.6. Election of the Officers and Directors shall take place as prescribed in Article 6 and Article 7.

- (a) Voting shall be by an affirmative vote of the majority of the entire body of Corporation Members for each candidate. Refer to Section 6.7 and Section 7.2 of these Bylaws.

8.7. Special Elections to fill vacancies occurring during the term of office will be called in accordance with Article 6 and Article 7 and will assume office immediately.

8.8. Regularly elected Officers and Directors will assume office on January 1.

8.9. In the case of failure to elect officers and directors at the designated time, the officers and directors holding over shall continue to manage business and affairs of the Corporation until their successors are elected and qualify.

ARTICLE IX

COMMITTEES AND COUNCILS

9.1. Committees of the Board. The Board of Directors shall always have an Executive Committee, Finance & Audit Committee, Governance Committee, Repeater Committee. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may establish such other standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- (a) approve action that requires full Board approval,

- (b) fill vacancies on the Board of Directors or any of its committees,
- (c) amend the Articles of Incorporation,
- (d) adopt, amend, or repeal the Bylaws,
- (e) approve a plan of merger or consolidation; or
- (f) employ or discharge from employment the President of the Corporation.

9.2. Committee Membership. Each committee shall consist of at least one (1) director, unless otherwise specified herein. The Board Chair shall select and appoint the members and the Chair of all committees, unless otherwise specified herein. The Board Chair shall serve as an *ex-official* member of all committees. The Board Chair may also from time to time appoint one or more persons as Consulting Members of a Board committee to serve at the pleasure of the Board and such persons need not be Directors. Consulting Members may not comprise a majority of any committee and may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. Consulting Members shall be held to the same standards, procedures, and fiduciary duties as are applied to Directors hereunder.

9.3 Rules. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The President shall arrange for the staff of the Corporation to provide sufficient support for each committee to enable it to discharge its duties.

9.4 Executive Committee. The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer, and at least one (1) member of the Board elected at large each year by the Board of Directors. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee shall oversee the compensation paid by the Corporation to its employees and outside contractors and shall make a report and recommendations to the full Board of Directors regarding the compensation and benefits of the Corporation's President and, as necessary, for the senior staff. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board of Directors and may elect to do so in executive session.

9.5. Finance & Audit Committee. The purpose of the Finance & Audit Committee is to oversee the Corporation's financial operations, long-term fiscal health, external financial audit, internal controls, and compliance with legal and regulatory requirements. The Treasurer shall serve as the Chair of the Committee.

9.6. Governance Committee. The purpose of the Governance Committee is to determine the most effective composition of the board and to develop practices and policies that enhance board performance. Responsibilities also include reviewing and considering candidates for nomination to Corporation officers and Directors. The Board Vice Chair shall serve as the Chair of the Committee.

9.7. Repeater (Technical) Committee. The purpose of the repeater committee is to assess the repeater performance and manage repeater operations, repairs, and updates for the Corporation. The repeater committee routinely performs routine and preventive maintenance on the Corporation repeaters. The committee reports to the Board of Directors any and all repairs and parts necessary to maintain normal operations of the Corporation repeaters.

9.8. Other Advisory Councils and Task Forces. The Board of Directors or the President may establish other advisory councils, task forces, and work groups to support the mission and purposes of the Corporation.

ARTICLE X **PARLIAMENTARY AUTHORITY**

10.1. *Robert's Rules of Order, Newly Revised* shall govern all Procedural matters not covered by the Articles of Incorporation or Bylaws.

ARTICLE XI **CONTRACTS, CHECKS AND DEPOSITS**

11.1. Contracts. 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 any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

11.2. Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent, or agents of the Corporation and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the President of the Corporation shall sign those instruments.

11.3. Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors.

ARTICLE XII **ACCOUNTING YEAR**

12.1. Accounting Year. The Corporation accounting year end is December 31. The

Corporation shall have the right to determine its fiscal year by resolution of the Board of Directors.

ARTICLE XIII
BOOKS AND RECORDS

13.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director at any reasonable time.

ARTICLE XIV
TRUSTEE

14.1. Repeater Trustee. There shall be one Trustee for each active repeater owned and operated by the Corporation. Repeater Trustee(s) shall be selected by the Board of Directors.

- (a.) Each Trustee must be a member of the Corporation,
- (b.) The Trustee(s) shall hold office until their death, resignation, or until a successor is elected,
- (c.) The Trustee shall hold an Amateur Radio License from the FCC; the Trustee shall hold a valid Amateur Radio Station License for the Repeater Station,
- (d.) The Trustee(s) shall apply to the Federal Communications Commission for renewal of the Corporation's Amateur Radio Station License and the Repeater's Amateur Radio Station License periodically as required,
- (e.) The Trustee of the Repeater shall act as the Chief Control Operator and have responsibility of the Corporation's repeater radio equipment and for ensuring that the operation of such equipment complies with the provisions FCC regulation Part 97,
- (f.) Monitoring duties may be delegated to other control operators as deemed necessary,
- (g.) The Trustee(s) shall make such rules and regulations as necessary to assure compliance with FCC regulations concerning Amateur Radio Stations and Amateur Radio Station Licenses.

ARTICLE XV
INDEMNIFICATION AND EXONERATION

15.1. Indemnification. The Corporation shall indemnify Directors, officers, employees, or other agents of the Corporation to the maximum extent permitted by applicable law.

15.2. Exoneration. To the fullest extent permitted by state and federal statutory or decisional law, no Director or Officer of this Corporation shall be personally liable to the Corporation or its members for damages, except where willful criminal conduct or gross negligence can be demonstrated. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to the Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE XVI

LOANS; CONFLICTS OF INTEREST; COMPLIANCE

16.1. Loans. No loans shall be made by the Corporation to its Directors or officers.

16.2. Conflicts of Interest Policy. The Corporation shall adopt and abide by a conflicts of interest policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a Director, officer or other disqualified person as defined by Section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts which may be adverse to the interests of the Corporation. The conflict-of-interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

16.3. Compliance. All Members of the Corporation shall comply with the Bylaws and Articles of Incorporation of this Corporation. Member non-compliance of any section of the Bylaws or Articles of Incorporation shall be cause for removal from the Board of Director, Office, and this Corporation.

ARTICLE XVII

AMENDMENTS

17.1. Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of the Corporation, or to adopt new bylaws, and to alter, amend, or repeal the Articles of Incorporation is vested in the Board of Directors. The affirmative vote of a majority of the entire Board of Directors shall be sufficient to effectuate such action. No prior notice of any proposed alteration, amendment, or repeal of the bylaws shall be required before a vote may be taken.

17.2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, the Corporation may restate the bylaws in their entirety as amended.

ARTICLE XVIII
NON-DISCRIMINATION

18.1. The Corporation shall not discriminate against any person based on age, marital status, family status, gender (including pregnancy, childbirth, and related medical conditions), race, color, ancestry or national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability, physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures, or practices. The Corporation shall adopt a grievance procedure to address allegations of discrimination.

ARTICLE XVIII
DISSOLUTION

19.1. The Corporation may be dissolved by a two thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: January 10, 2024

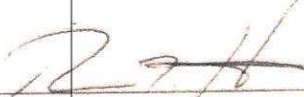
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Green Mountain Repeater Association, Inc.

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on January 10, 2024, by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 4th day of October 2023.



Richard Hartnett

Version History:

First Adopted: July 6, 2023

Amended: January 10, 2024