



By-Laws of
Katahdin Amateur Radio Society
a Maine non-profit corporation

Website: <https://katahdinradio.org/>

Founded: September 30th, 2024

By-Laws Current as of September 30th, 2024

ARTICLE I
NAME, OBJECT AND CORPORATION

Section 1. Corporate Name. The official name of this Corporation is the Katahdin Amateur Radio Society, Inc. The corporation may also use the name Katahdin Amateur Radio Society, Katadin ARS or KARS for short. It is organized as a non-profit amateur radio club within the meaning of section 501(c)(7) of The Internal Revenue Code of 1986 (26 U.S.C. 501(c)(7)), Maine Revised Statutes Annotated Title 13-B and section 5 of Part 97 of the FCC Regulations supporting The Communications Act of 1934 (47 C.F.R. 97.5(d)(2)).

Section 2. Inclusion of Articles of Incorporation. The Articles of Incorporation of the Corporation shall be made part of these Bylaws as if they were recited verbatim herein, and every provision of the Articles of Incorporation shall be a provision of these Bylaws.

Section 3. Purpose. It shall be the Corporation's purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, and individual operating efficiency. Additionally, the Corporation's purpose will be to conduct club programs and activities so as to advance the general interest and welfare of amateur radio anywhere in northern Penobscot and Aroostook Counties in the State of Maine. The Corporation will strive to maintain the integrity, honesty, and selfless service that comes with amateur radio by setting a standard that is to be unprecedented for our time. Our most important service to the amateur radio community will be providing license examinations using delivery methods that meet the growing needs of Maine's citizens. We will maintain a strict, exclusive focus on Maine to ensure the challenges of amateur radio are met with a continued understanding of our unwavering commitment to the people of this great state.

Section 4. Membership. Membership is open to licensed amateur radio operators in good standing with the Federal Communications Commission and those with an interest in Amateur Radio. A Member is defined as a person who has been confirmed and accepted by the Board of Directors and successfully paid their membership dues. Applications for membership can be submitted at any time but are presented to the Board of Directors at

regular meetings. Applications for membership shall strictly adhere to the honesty, integrity, and moral character of amateur radio as set forth in Part 97 of the FCC Rules. All members have one vote in club elections.

Admission into the Corporation is confirmed by two-thirds vote of the Board of Directors. Membership renewals must also be confirmed by two-thirds vote of the Board of Directors. No board member or club member of the Corporation shall receive compensation for work done on behalf of the club. New club members of the Corporation are prohibited from voting in any elections during the first sixty days after being approved by the Board. To expressly protect the Corporation's integrity, the Board of Directors reserves the right to screen applicants to determine membership eligibility. The Board of Directors shall establish written policy pertaining to membership eligibility requirements and shall be reviewed bi-annually. Changes to this section shall require a two-thirds vote from the Board of Directors.

Section 4.1 Membership Dues. The Board of Directors may set the necessary [annual] membership dues, which may not be increased by more than 25% of its current level without consent of two-thirds of the membership. Any dues shall be collected in U.S. dollars. All membership dues shall be payable by October 1st of each year annually. Membership dues per individual through September 30th, 2026 shall be thirty dollars (\$30.00) and payments made with a credit or debit card shall receive an additional five percent (5%) surcharge.

Section 5. Prohibited Activities. The Corporation is a charitable corporation under §501(c)(7) of the Internal Revenue Code. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize, impair or defeat the corporation's status as a charitable corporation under the Internal Revenue Code or the regulations issued under the Code. Similarly, the Corporation is a nonprofit corporation under Maine Revised Statutes Annotated Title 13-B. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize, impair or defeat the corporation's status as a nonprofit corporation under Maine law.

Section 6. Nonpartisan Corporation and Neutrality. Because the mission of the Corporation involves the interaction with individuals of all different backgrounds, it is critical that the Corporation not permit itself to

be associated with partisan causes, and that the Corporation have a policy of strict neutrality with regard to all electoral issues. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize either the nonpartisan character or the neutrality of the Corporation.

ARTICLE II

Board of Directors

Section 1. Composition. The Board of Directors (“the Board”) shall consist of a minimum of five and a maximum of eleven persons.

Section 2. Eligibility. A Board Member must be a United States Citizen. Also, a Board Member must hold a valid Amateur Extra Class amateur radio license that has been issued by the Federal Communications Commission and have been licensed at least four years preceding their service on the board. Potential Board Members who are seeking a position are not required to have held an Amateur Extra Class amateur radio license for that entire time. They are simply required to hold a valid Amateur Extra Class amateur radio license before seeking an office on the Board. Additionally, a Board Member must not have been convicted of a felony in any federal, state or tribal court within a ten year period preceding their term of service.

Section 3. Purpose of Board. The purpose of the Board of Directors is to formulate policy for the productive development of the Corporation. The Board of Directors will also be responsible for the operations of our amateur radio license testing program. It shall be the duty of a Public Affairs Officer to represent the Corporation in matters before the public except in cases where authority has been reserved by the Board to itself or delegated to another committee.

Section 4. Officers. The officers shall consist of a President, Vice President, Secretary, Treasurer and such other officers that are to be deemed necessary by the Board.

Section 5. President. It shall be the duty of the President to preside at meetings of the Board and of the Executive Committee. Subject to the

approval of the Board, the President shall appoint and fill vacancies on committees other than the Executive Committee. The President shall have such additional duties as the Board may provide from time to time.

Section 6. Vice President. The Vice President serves as the presiding officer in the absence of the President at meetings of the Board and Executive Committee, and assists the President. The Vice President shall have such additional duties as the Board may provide from time to time.

Section 7. Secretary. The Secretary shall supervise or perform the maintenance of the books and records of the Corporation, a true and accurate record of proceedings of the Board and the Executive Committee.

Section 8. Treasurer. The Treasurer shall maintain an accurate account of all moneys received and disbursed by the corporation and report them to the Board at each regularly scheduled meeting as directed by the President. Selection of a Treasurer requires a unanimous vote of the Board of Directors. In the event of death, voluntary resignation or removal from office, the sitting board must sign a resolution that clearly states the replacement to follow within thirty (30) days by a means that is most practical to the Corporation's financial institution.

Section 9. Directors. The Board will consist of at least one director to provide guidance on matters pertaining to the Corporation and be permitted voting rights at board meetings pursuant to this Section.

Section 10. Elections. Elections are to be held on the third Tuesday in September, or on a date when practical as needed. All paid members in good standing are eligible to vote. An election may be requested by at least one existing member. Each member shall be able to cast as many votes as there are elected positions to fill. Election to the Board of Directors shall occur for the candidate receiving the largest plurality of votes and continue to the next largest plurality until all positions are filled.

Should there be a tie vote for any position where there are more candidates than elected positions remaining, the membership will vote again, considering only those candidates and with each member casting a number of votes equal to the number of positions remaining. If a board member is removed per Section 17 of this Article, that position shall remain vacant until

the next election, or be filled by nomination with someone who is in good standing with the Corporation.

Section 11. Terms of Office. Board of Director positions begin their term of service on October 1st and expires on September 30th, two years later.

Section 12. Vacancies. Vacancies occurring in any office shall be filled by the Board at its next regular meeting or special meeting. Any vacancy shall be filled only for the unexpired term of the vacant office.

Section 13. Regular Meetings. The Board shall conduct not less than four regular meetings annually. The first regular meeting in each calendar year shall occur the third Friday in January, and each subsequent meeting thereafter be held on the third Friday of April, July and October, respectively. Should a regularly scheduled meeting occur on a holiday that is officially recognized in Maine, it will be up to the Board of Directors to choose an alternate day, if two or more Directors object to participating on a holiday. Notice of the date, time and place of each regular meeting shall be given by the Secretary or the Secretary's designee in writing to all Board members. Notice of any regular meeting shall be given not less than ten nor more than thirty days in advance of the date of the meeting.

Section 13.1. All board meeting minutes, agendas, notices and other document related deliveries shall be disseminated by electronic mail, to be done by the Secretary at a time that is prudent.

Section 13.2. The Secretary or the Secretary's designee is permitted to accept a waiver of notice of a regular or special meeting of the Board given by electronic mail, provided that the Secretary or the Secretary's designee is reasonably satisfied of the authenticity of the electronic mail message.

Section 14. Special Meetings. Special meetings of the Board may be held at such place and time as shall be stated in the notice of meeting whenever called in writing by the President. Notice of any special meeting shall be given by the Secretary not less than ten nor more than thirty days in advance of the date of the meeting. Notice of any special meeting of the Board shall be accompanied by an agenda of business to be conducted at the special meeting. No business of the Corporation shall be conducted at a special

meeting of the Board unless it appears in the agenda accompanying the notice, except with the consent of all of the then-current members of the Board.

Section 15. Quorum. A quorum shall consist of a minimum of three members of the Board, if the total number of Board members is five. Should there be seven members of the board, a quorum shall be established by a minimum of five members being present. Should there be nine members of the board, a quorum shall be established by a minimum of six members being present. Should there be eleven members on the board, a quorum shall be established by a minimum of eight members being present. Should there be a quorum established by an even number of Board members, one must recuse themselves from any vote where a tie exists. Should there be an even number of board members, a quorum shall be established by having two thirds of the board to conduct business.

Section 16. Presiding Officer. The President, or in his or her absence the Vice President, shall preside at regular and special meetings. The President or Vice President shall be entitled to vote on all issues coming before the Board, unless otherwise disqualified.

Section 17. Voting. Each position on the Board of Directors shall have one vote. A person can not hold more than one position on the Board. The Station Trustee positions are not elected positions. The Station Trustee shall have one vote in board decisions if they do not hold another office. The Station Trustee may hold another board position, if necessary. The Station Trustee shall have one vote in any club related proceeding only if that person holds a position on the Board. Station Trustees may select their successor. If a Station Trustee leaves without a named successor, the board may appoint any member of the Corporation to that position.

Section 17.1. Attendance at meetings. Attendance by each board member at meetings is strongly encouraged to ensure the person's voice is heard on any issue that requires a vote. If a board member is not going to be present, a written notice of their absence must be submitted to the President within two (2) working days of the scheduled board meeting, otherwise it will be classified as "unexcused". If the board member has more than 3 unexcused absences, the sitting Board reserves the right to hold a vote to immediately remove and replace that person.

Section 18. Removal of Directors. Any director of the Board may be removed, with or without cause, by a two-thirds vote of the Board.

Section 18.1. Any director who files an application for candidacy for elective office at any level of government shall be deemed to have resigned from the Board of Directors, and shall be disqualified immediately from serving a director of the Corporation, without action by the Board of Directors.

Section 18.2. Any director who is appointed or placed in elective office otherwise than through public election, shall be disqualified immediately upon appointment through that office.

Section 18.3. Any director who is charged with a serious crime or misdemeanor which, in the judgment of the Board of Directors, carries a risk of damage to the reputation of the Corporation, may be removed for cause.

ARTICLE III HONORARY BOARD

Section 1. Creation of Honorary Board. The Board may create an Honorary Board of the Corporation by written resolution implementing this Article.

Section 2. Composition, Qualifications. The Honorary Board shall consist of those persons deemed by the Board of Directors to bring or to have brought important contributions, skills, values, credentials or benefits to the Corporation which further the corporate purposes of the Corporation. There shall be no limit on the number of members of the Honorary Board.

Section 3. Term. Members of the Honorary Board serve at the pleasure of the Board.

Section 4. Authority. The Honorary Board shall have no authority to act on behalf of or in the name of the Corporation.

ARTICLE IV
EXECUTIVE COMMITTEE

Section 1. Creation of Executive Committee. The Board may create an Executive Committee of the Corporation by written resolution implementing this Article. The Board may terminate the existence of the Executive Committee of the Corporation by written resolution. Termination of the existence of the Executive Committee shall not affect any action taken by the Executive Committee prior to termination.

Section 2. Composition; Selection. The Executive Committee shall consist of at least three members of the Corporation. Members shall be selected by the Board of Directors and approved by a majority vote at a regular meeting. Members of the Executive Committee shall serve for terms of one year.

Section 3. Authority. Except when the Board is meeting at a regular meeting or special meeting, the Executive Committee shall have all of the powers and authority of the Board which the Board may delegate to an executive committee under Maine law, except that the Executive Committee shall have no authority to do or perform any of the following acts:

Section 3.1. The Executive Committee may not do, perform or authorize any action or inaction which would jeopardize, impair or alter the existence of the non-profit corporation, the non-profit character of the corporation, or the tax-exempt status of the corporation, including, without limitation, the status of the corporation under the Internal Revenue Code, §501(c)(7).

Section 3.2. The Executive Committee may not amend or alter the Bylaws or Articles of Incorporation of the corporation.

Section 3.3. The Executive Committee may not elect officers, and may not elect or remove directors, except that the Executive Committee may fill vacancies caused by the resignation or withdrawal of officers and directors pending the next regular or special meeting of the Board. Officers or directors appointed to vacancies by the Executive Committee shall be named as “director pro tem” or “officer pro tem.” If the Executive Committee exercises its authority to remove officers, removal must be by a two-thirds vote.

Section 3.4. The Executive Committee may not fill vacancies on the Executive Committee, except that the Executive Committee may appoint persons as members of the Executive Committee pro tem, to serve until the next regular or special meeting of the Board.

Section 4. Meetings; Quorum. The Executive Committee shall meet from time to time at such intervals as directed by the President or Vice President of the Corporation. A meeting of the Executive Committee may be held on twenty-four hours written or electronic mail notice to the Executive Committee members. A majority of the Executive Committee members shall constitute a quorum.

Section 5. Presiding Officer. The President of the Corporation, or in his/her absence the Vice President, shall preside at all meetings.

Section 6. Voting. Each member of the Executive Committee shall be entitled to cast one vote. The presiding officer may vote on all matters as to which he/she is not disqualified. Except as provided in the Bylaws, the Articles of Incorporation or Maine law, all matters shall be resolved by majority vote.

ARTICLE V

VOLUNTEER EXAMINER PROGRAM

Section 1. Authority. The Katahdin Amateur Radio Society shall establish a license testing program that directly reflects our core purpose which is to serve Maine and play a critical role in administering examinations. The Volunteer Examiner Program shall be established under the explicit authority of this Article.

Section 2. Oversight of the Volunteer Examiner Program. The Corporation's Volunteer Examiner Program shall be under the strict oversight of a Chairman. The Chairman shall be responsible for all operations relating to the Volunteer Examiner Program. To serve as Chairman, the person must hold a valid Amateur Extra class amateur radio license and be a United States Citizen. The Chairman shall be selected by a majority vote of the Board of Directors and serves at their pleasure. The Chairman can be

removed at any time, should there be sufficient cause to pursue termination of their service.

Section 3. Exam delivery. Delivery and administration of amateur radio license examinations shall be made available by any practical means based on the needs of a specific exam session being sponsored by the Volunteer Examiner Program. Examination delivery will include a paperless option, thus being web based and computerized. It shall also include the option of being delivered by paper hard copy. Should the Federal Communications Commission enact a requirement that all examinations be administered electronically, the Corporation shall no longer use paper hard copies. The Corporation shall enact a practical means of exam delivery that satisfies our commitment to serving the citizens of Maine.

Section 4. Policies and Procedures. A document clearly outlining the policies and procedures for the Volunteer Examiner Program shall be made available to anyone who plans to serve as an accredited Volunteer Examiner in the Program. Prior to releasing the document to a new Volunteer Examiner, they will be responsible for signing an agreement. At a minimum, the agreement must ensure the following statements are present:

Section 4.1. Non-Disclosure Clause. I understand and acknowledge the VE Handbook is intellectual property of the Katahdin Amateur Radio Society and distribution is expressly prohibited without the written, signed consent of the Chairman. Should I be found to distribute the VE Handbook without the Chairman's written consent, I will be in violation of the Uniform Trade Secrets Act (Maine Revised Statutes Title 10, Chapter 302) and subject to civil litigation in an Maine court of law.

Section 4.2. Violation of items in VE Handbook. I understand if I am found to be in violation of any items contained in the VE Handbook, disciplinary action may be taken.

Section 4.3. Written Examination of Proficiency. I acknowledge that I must take and pass a written examination proving my understanding of Part 97 and the policies of the Katahdin Amateur Radio Society VE Program prior to being eligible to serve at any session.

Section 4.4. Maintaining Volunteer Examiner Status. I understand I must retake the VE Examination every 24 months to keep my certification active in the VE program.

Section 5. Types of exam sessions. Under the auspice of the Volunteer Examiner Program, various ways to administer exams under strict compliance with 47 CFR Part 97 shall include the following types of sessions:

Section 5.1. In-Person. This is where all applicants and at least 3 accredited Volunteer Examiners are in the same room.

Section 5.2. Hybrid In-Person. This is where all applicants and a minimum of 1 accredited Volunteer Examiner are in the same room, with at least 2 additional Volunteer Examiners in attendance monitoring remotely by video.

Section 5.3. Fully Remote. This is where 1 applicant with two video feeds are in the same room and at least 3 accredited Volunteer Examiners monitoring remotely by video.

Section 6. Volunteer Examiner Recruitment and Requirements for Service. The Katahdin Amateur Radio Society shall establish policy for the recruitment, retention and incentivization of continued service within the Program itself. All Volunteer Examiners who plan to administer remote examinations with Katahdin Amateur Radio Society must not actively serve in an identical capacity with another organization. Should any active, or potential Volunteer Examiner serve administer remote examinations with another organization shall be immediately ineligible for service with Katahdin Amateur Radio Society.

Section 7. Selection of, and partnership with a Volunteer Examiner Coordinator; changing Volunteer Examiner Coordinators. The Corporation's Volunteer Examiner Program will seek a partnership with a Volunteer Examiner Coordinator that best fits the purpose and mission of the Corporation. It will be the Chairman's responsibility to provide guidance on his or her proposed selection of a Volunteer Examiner Coordinator to be used as part of our license examination service and provide those details to

the Board of Directors. Approval of a partnership with a Volunteer Examiner Coordinator shall require a two-thirds vote of the Board of Directors. Changing the Corporation's affiliated Volunteer Examiner Coordinator shall require a two-thirds vote of the Board of Directors and a memorandum of understanding must be submitted to the departing Volunteer Examiner Coordinator within ten (10) days of a decision being made.

Section 8. Petitioning the Federal Communications Commission. Pursuant to this Section, the Katahdin Amateur Radio Society reserves full authority in petitioning the Federal Communications Commission regarding any subject matter expressly pertaining to the amateur radio service.

ARTICLE VI OTHER PROVISIONS

Section 1. Ratification. The business of any meeting, however called and noticed, and wherever held, shall be as valid as those at a meeting duly called and noticed, if a quorum is present provided that either before or after the meeting each of the members of the board or committee not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes for that meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2. Conduct of Meetings by remote conferencing. The Board, and any other committee may conduct any meeting via telephone, or by video conferencing, unless otherwise forbidden by law.

Section 3. Conflicts of Interest. It is the policy of the Corporation to require complete disclosure of any material conflict of interest. Any officer or director of the Corporation with a material financial interest or other conflict of interest ("a conflict of interest") in an item or items of business of the Corporation shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the President or Vice President, the conflict of interest shall be disclosed to the Board or to the Executive Committee at which it occurs. After disclosure, the officer or director may not vote on any matter involving the conflict of the interest without the consent of the Board or the Executive Committee at which it occurs.

Section 3.1. If a matter before the Board of Directors or the Executive Committee involves a “disqualified person” as that term is defined in §4958 of the Internal Revenue Code and regulations thereunder, then the Board of Directors or Executive Committee shall satisfy the requirements of §4958 as to that “disqualified person,” including, but not limited, to the requirements that apply to conflicts of interest and the “safe harbor” standards with regard to the “disqualified person.”

Section 3.2. Any disclosure or action with regard to a conflict of interest shall be entered into the permanent minutes of the meeting at which it occurs. Those minutes shall be considered for approval at the next meeting of the Board of Directors or Executive Committee at which a quorum is present.

Section 4. Permanent Standing Committees. Permanent Standing Committees may be created by the Board or the Executive Committee. Members of the Executive Committee shall be appointed by the Board with a majority vote. All Standing Committees shall be chaired by Board members, but the members themselves need not be directors of the corporation. Each committee President and committee member will continue to serve in that capacity until a successor has been appointed, unless the President ceases to be a member of the Board or the committee is terminated.

Section 5. Other Committees. Other committees of a temporary character may be appointed by the President, subject to approval by the Executive Committee.

Section 6. Indemnification of Officers and Directors. The Board or the Executive Committee may provide for the Corporation to indemnify, hold harmless and defend the officers and directors of the Corporation in the event that claims are asserted against them for their actions and activities on behalf of the Corporation, according to the terms and conditions of this section.

Section 6.1. In the discretion of the Board or the Executive Committee, the indemnification may be insured by suitable insurance coverage. The Corporation shall have no duty to indemnify, hold harmless or defend any officer or director in any criminal proceeding involving the

conduct of that officer or director at or for the Corporation. In the event of a criminal conviction of an officer or director involving the actions or activities of the officer or director on behalf of the Corporation, all duties to indemnify, hold harmless or defend that officer or director in any non-criminal proceeding shall cease.

Section 7. Equipment and Property. Unless purchased with funds from the Corporation's treasury, all equipment used by the Corporation remains the property of the respective trustee. No rights shall affix to the equipment by virtue of its use by the Corporation or its members nor shall the ownership rights of the trustee be diminished. All equipment purchased by the Corporation itself, from its treasury, remain property of the Corporation and likewise, no right of ownership attaches to such by the appointed trustee (or his successor).

ARTICLE VII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members of the Board present and voting at a regular or special meeting.

ARTICLE VIII

FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 through September 30.

Section 2. Accounting Standards. The books and accounts shall be kept in accordance with sound accounting practices.

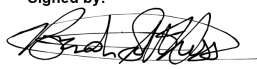
Section 3. Checks, Drafts and Notes; Contracts. Unless the Executive Committee or the Board provides otherwise by resolution, no check, draft, note or contract involving more than One Hundred Seventy-Five Dollars (\$175.00) may issue without the signature of the two officers of the Board of Directors.

ARTICLE IX DISSOLUTION

Dissolution of the Katahdin Amateur Radio Society, whether voluntary or with cause, shall follow the requirements to cancel the club station license(s) as directed by the Federal Communications Commission and filed in a timely manner. A written application to the Maine Bureau of Corporations, Elections and Commissions via certified mail informing of said dissolution will be sent within ten (10) days of dissolving the Corporation. A recommendation for the distribution of assets shall be made in a resolution approved by a single majority of the members present at a duly called meeting held ninety (90) days prior to dissolution.

ARTICLE X RATIFICATION

These By-Laws are hereby ratified and amended on this 30th day of September, 2024 with the current voting Board of Directors being as follows:

Signed by:

93D651235B214B3...
Brandin Hess, AC1RU
President & Interim Treasurer

Signed by:

200F3EE2F2D9406...
Grant Williams, K4UUQ
Vice-President & Secretary

Signed by:


9178114099924EC...
Daniel Purgert, AD8GC
Director

Signed by:

9CF50AD285B54AF...
Dennis Cleverly, K5DSC
Director

Signed by:

6C3F464581064EB...
Charles Andrews, W5AD
Director

Signed by:

BC933845AF2C4CB...
James Kelly, WA4YUV
Director