

**By-Laws of
Ellijay Amateur Radio Society, Inc. a.k.a. EARS, Inc.
As Amended May 3rd, 2019**

1. OFFICES EARS, Inc., hereinafter referred to as the "Corporation", shall always maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

2. MEETINGS

2.1 Annual Meeting. The annual meeting of the members of the Corporation shall be held in the month of November of each calendar year, for the purpose of electing Officers for the coming year to succeed those whose terms have expired.

2.2 Regular Meetings. Regular Meetings shall be held as designated each calendar month at such place as the President, Vice President acting in the Presidents absence, or the Board of Directors shall determine. Notice of said Meeting shall be provided as required in these By-laws.

2.3 Special Meetings. Special Meetings of the members may be called at any time for any purpose by the Chairman of the Board of Directors, by the President, by the Vice President, by the written request of five (5) members, or by a majority of the Board of Directors, and may be called by the Chairman of the Board, the President, a Vice President, the Secretary, or the Director, of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such meeting shall state the purpose or purposes of the meeting. Business transacted at all Special Meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

2.4. Action without a Meeting. Any action required or permitted to be taken by the members by these By-laws or the Articles of Incorporation may be taken without a meeting of members, if the action is approved by members holding at least a majority of the voting power. Such action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least a majority of the voting power, and delivered to the Secretary or other appropriate officer of the Corporation for inclusion in the Minutes in the Corporation.

2.5 Place of Meetings. All meetings of members shall be held at a location that is designated by the Board of Directors or the President.

2.6 Notice of Meetings. Each meeting of the members shall be on the regular day at the agreed upon time, or such alternate date and time as determined in the previous meeting. If a special meeting is called, notice shall be given to each member at least ten (10) days before the meeting. Each such notice shall state the place, date, and hour of the meeting, and shall state briefly the purpose or purposes of the meeting. Except as limited under O.C.G.A. 14-3-705, as amended, written notice of a regular meeting is not required, and all members shall be deemed to have notice of a regular meeting if the date, time, and place is announced during a properly called meeting of the members. Attendance at a meeting by a member shall constitute a Waiver of Notice of such meeting by the member.

2.7 Quorum. The presence in person of twenty percent (20%) of the members-in -good-standing of the Corporation shall constitute a quorum at all meetings of the members, except as otherwise provided by the Articles of Incorporation, or by these By-laws. If less than a quorum shall be in attendance at the time for which the meeting is called, the meeting may be adjourned by majority vote of the members present or represented, without any notice other than by announcement at the meeting. Any business may be transacted at meetings when a quorum is present.

2.8 Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation. If he is

not present, then the Vice President will preside. The Secretary of the Corporation shall keep the Minutes of the meeting. In the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

3. VOTING

3.1 Voting. At all meetings of members each full member-in-good-standing shall have one (1) vote. All matters coming before the members shall be heard and all questions shall be decided by a majority of the votes cast at a duly constituted meeting. If the chairman of the meeting shall so determine, a vote by ballot may be taken.

4. MEMBERSHIP

4.1 Identity of Full Members. Full membership is available to licensed amateur radio operators only. Full membership-in-good-standing includes all privileges and rights to hold office and to vote for Directors, Officers and Trustees and other matters coming before the membership. Full membership-in-good-standing only applies to those who have paid their annual dues for the current year, either immediately upon being voted into membership, or paid prior to the adjournment of the February meeting. Members that elect to pay dues in six-month intervals, must pay the second payment prior to the adjournment of the August meeting. Honorary lifetime membership may be conferred upon any licensed amateur radio operator if so deemed by the Corporation.

4.2 Identity of Associate Members. Associate membership is open only to unlicensed persons. Associate membership includes all privileges except voting or holding office.

4.3 Membership Application. Any licensed amateur radio operator may apply for full membership and any unlicensed person may apply for associate membership in EARS. The applicant must apply in person and shall receive a copy of the current version of the EARS By-laws and an approved EARS membership application form. The secretary shall record the name, call sign, address and telephone number of the applicant. One of the officers shall introduce the applicant to the membership present at that meeting stating that the applicant is applying for EARS membership.

The completed and signed membership application form shall be returned to the secretary at the next or a future regular EARS meeting. The membership application form shall contain the following statement above the applicant signature line. "I have received a copy of the EARS By-laws and agree to abide by the rules and statutes therein and that shall from time to time be amended, approved and published by the EARS membership. I further stipulate by signing below that I have never been convicted of a felony involving moral turpitude under federal law or laws of any state.

During a subsequent regular EARS meeting, at which the applicant is in attendance and has presented the completed and signed membership application form, the applicant will be asked to leave the room while the membership votes, by a show of hands, whether or not to accept the new applicant.

4.4 Member(s) Suspension or Expulsion. A member may be subject to suspension or expulsion for sufficient cause. Sufficient cause shall be defined as falsification of any information on the membership application form, willful violation of the EARS By-laws, or any unethical act or conduct detrimental to the EARS corporation (as determined by the Club's officers or the By-laws), its club members or bringing disrepute to the EARS corporation, its members, or amateur radio. A motion of suspension or expulsion shall be made at a regular meeting and voted on at the next regular meeting. The alleged offending member shall be given written notice within ten (10) days after the motion was made of the charges brought against such member and the member shall have the right to appear in person or by representation and present the member's defense at the next regular meeting before the member's suspension or expulsion is voted upon. A meeting for a vote shall not occur within fifteen (15) days after the written notice is given as provided in these By-laws. Suspension or expulsion shall be by a majority of affirmative votes of the members, provided there is a quorum present.

4.5 Reinstatement of Suspended or Expelled Member. A member who has been suspended or expelled may apply

to be reinstated provided such member has demonstrated that he will conform to the By-laws of the Corporation and that such reinstatement will be a benefit to the Corporation, its members and, the Amateur Radio Society. The Application for Reinstatement shall be subject to the same terms and conditions as an application by a prospective new member.

5. BOARD OF DIRECTORS

5.1 Director Defined. For all corporate purposes including that required by O.C.GA 14-3-801, et. sec. (Title 14, Chapter 3, Article 8) and the Articles of Incorporation, the Directors of the Corporation shall be called and referred to as Directors.

5.2 General Powers. The supreme authority of the Corporation shall be vested in its Membership, which shall have such rights and obligations as are set forth in these By-laws. The property and business of the Corporation shall be managed under the auspices of the Board of Directors of the Corporation. The Board may transact any business that comes before it. Any additional business may be transacted at any regular or special meeting of the Board. Action by the Board of Directors shall not conflict with action taken by the members.

5.3 Number and Term of Office. The number of Directors shall consist of a minimum of 3 individuals designated from time to time by resolution of a majority of the members of the Corporation, but in any event not more than nine (9). The Board of Directors shall consist of at a minimum, the Chairman of the Board and the following Corporation Officers: President / Chief Executive Officer, Vice President, Secretary, Treasurer, and Trustee. It is possible that one individual may hold multiple positions, but such individual will retain only 1 vote. Other Directors may be nominated for specific purposes by title or as general board members upon the recommendation of the Board of Directors or a full member of the Corporation. Such nominees must be confirmed by the vote of the majority of members of the Corporation if a quorum is present at the Annual Meeting or at a general meeting if a new board member is required mid-year.

The term of office for each Director shall be one (1) calendar year. Directors may succeed themselves for consecutive one (1) year terms upon nomination by the nominating committee or by nomination by a full member from the floor and confirmed by the vote of the majority of members of the Corporation if a quorum is present during the November meeting.

5.4 Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the members with Full membership-in-good-standing may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, or until the election of his successor, or until he shall be removed.

5.5 Removal. Any Director may be removed from office with or without cause by the affirmative vote of a majority of full members at any special meeting called for that purpose.

5.6 Powers and Duties of the Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors unless the Board of Directors shall by the majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation, and he shall be ex-officio member of all standing committees.

5.7 Place of Meeting. The Board of Directors shall hold their meetings and keep the books of the Corporation either within or without the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment.

5.8 Annual Meetings. The annual meeting of the Board of Directors shall be held within ninety (90) days of the new year.

5.9 Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by any Director.

The President shall give notice by email of each Special Meeting of the Board of Directors at least seven (7) days prior to the meeting.

5.11 Quorum. A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of incorporation, or by these By-laws.

5.12 Required Vote. Except as otherwise provided herein, an affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

5.13 Nominating Committee. The Nominating Committee shall be selected by the members at a regular club meeting three (3) months prior to the November Meeting. The Nominating Committee shall be responsible for preparing a slate of Directors and club officers for election at the Annual Meeting in November.

6. OFFICERS

6.1 Election, Tenure, and Compensation. The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, Trustee and such other officers as the members may from time to time consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected at the Annual Meeting in November for a term of one (1) year as specified elsewhere in these By-Laws.

In the event that any office other than an office required by law shall not be filled by the members, or once filled, subsequently becomes vacant, then such office and references thereto in these By-laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-laws.

Except where otherwise expressly provided in a contract duly authorized by all members, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the members and all officers, agents and employees shall hold office at the discretion of the members.

6.2 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall have the general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President shall sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have all general powers and duties of supervision and management usually vested in the office of President of a Corporation. The President shall be the ex-officio member of all standing committees. He shall do and perform such duties as may from time to time be assigned to him by the members.

6.3 Powers and Duties of the Vice President. The Vice President (unless otherwise provided by resolution of the members) shall, in the absence or disability of the President, sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The Vice President shall have other such powers and shall perform other such duties as may be assigned to him by the members or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President.

6.4 Secretary. The Secretary shall record all the proceedings of the meetings of members and Directors and she/he shall perform such other duties as may be assigned to her/him by the Directors or the President.

6.5 Treasurer. The treasurer shall have custody of all funds and securities of the Corporation, and he shall keep a full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the members.

The treasurer, by virtue of his office, shall be authorized to dispense such funds from the treasury as are

reasonable and necessary to cover operating expenses of the Corporation such as annual Corporate filing fees, club liability insurance, etc., as approved by the membership. Such expenditures shall, whenever possible, be backed by legitimate receipts and an explanation of the reason for the expenditure. All other expenditures, as made from time to time, must be authorized by prior vote of the membership. The exception being that the treasurer shall be able to dispense, without prior approval of the membership, amounts up to \$200.00 for incidental expenses in conjunction with membership-authorized club projects or activities. However, such expenditures and the justification therefore shall be reported to the membership at the next regular membership meeting. The Treasurer shall render to the President upon request at regular intervals an account of all his transactions as Treasurer and of the financial condition of the Corporation.

7. CORPORATE SEAL The Seal of the Corporation shall be in such form as the members may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the members shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" or "L.S." enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on any certificates of membership and other appropriate papers.

8. BANK ACCOUNTS

8.1 Bank Accounts. The Treasurer and the President, or agents of the Corporation as from time to time shall be designated by the members shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall be designated by the members. These officers or agents may withdraw any or all of the funds of the Corporation so deposited in such bank or trust company using checks, drafts, or other instruments or orders for the payment of monies, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents. Each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash, and, pay without limit as to the amount, all checks, drafts, or other instruments or orders for the payment of monies, when drawn, made or signed by these officers or agents until written Notice of the Revocation of Authority of such officers or agents shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, signatures of the officers or agents of the Corporation so authorized to draw against the same. In the event that the members shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of monies shall be signed as herein above provided in this Section, all of such checks, drafts and other instruments or orders for the payment of monies shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer of the Corporation.

9. AMENDMENTS The members shall have the power and authority to amend, alter, or repeal these By-laws or any provision thereof, and may from time to time adopt additional By-laws. Any such amendment requires an affirmative vote of the majority of the members present at a regular or special meeting, provided there is a quorum present and all Directors and members have been given notice of the intent to amend the By-laws at the meeting, unless the Articles of Incorporation provide otherwise. Proposals for amendments shall be submitted in writing to the Secretary.

10. DISTRIBUTIONS Unless contrary to the Articles of Incorporation, in the event of dissolution of this Corporation, to the extent allowed under applicable law, all assets shall be distributed to, or its assets shall be sold, and the proceeds distributed to the organization organized and operated for or similar purposes for which this Corporation is organized and operating. Such successor organization shall be selected by the members. If the Directors fail to so select, such selection shall be made by the members. In the event that there is dissolution of the Corporation for any reason, and the Directors and members fail to act in a manner herein provided within ninety (90) days, A Judge of the Superior Court of Gilmer County, Georgia shall make such distribution as provided upon application of one or more persons having a real interest in the Corporation or its assets.

11. DUES

11.1 **Dues and Assessments.** The members present at a regular meeting may levy upon the members such dues or assessments that shall be deemed necessary for the business of the Corporation within the scope and purposes as established by the Articles of Incorporation. Such dues or assessments must be equal within the class of membership affected. The Board of Directors at their discretion may wave dues in exchange for a member's material contribution.

11.2 **Prorated Dues.** Membership dues for new applicants as prospective members or for reinstatement of members suspended or expelled shall be prorated for the number of months remaining in the Corporations fiscal year on a semi-annual basis. The month in which the application is submitted at the regular meeting shall count for determining the prorated dues.

12. MISCELLANEOUS PROVISIONS

12.1 **Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December of each year.

The above and foregoing By-laws were adopted by the members of the Corporation during a Regular Meeting held on the 13th day of June.

Anne Hayes K4NNE
Anne Hayes, K4NNE
Secretary