

BYLAWS
OF THE
STRATEGIC AIR COMMAND MEMORIAL AMATEUR RADIO CLUB, INCORPORATED

ARTICLE I: MEMBERSHIP

Section 1 - **NONDISCRIMINATORY POLICY:** The Corporation will be nondiscriminatory and membership shall be available to any person interested in amateur radio communications and with a sincere interest in preserving the communications history of the Strategic Air Command and the United States Air Force. The Corporation shall accept applicants of any race, color, national or ethnic origin, age, sex, religious preference or physical limitation to all rights, privileges, programs and activities generally accorded to or made available to members of the Corporation.

Section 2 - **ELIGIBILITY:** To be eligible, an applicant shall be the holder of an unexpired amateur radio operator's license or reciprocal operating authorization issued in accordance with Federal Communications Commission (FCC) regulations. A person not eligible, but who is interested in amateur radio or the objects and purposes of the Corporation, shall be eligible for associate membership.

Section 3 - **APPLICATION FOR MEMBERSHIP:** Applications for membership, including remittance for dues and/or fees, shall be submitted by the prospective member to any Corporate officer. The application shall be signed indicating the applicant's agreement to abide by the Articles of Incorporation, the Bylaws and any other rules promulgated by the Corporation. All applications received shall be submitted to the Secretary. The Secretary shall insure that the application is complete, add the member to the membership roster, pass all funds collected to the Treasurer, and announce the name(s) and other pertinent information at the next General Membership meeting, at which time the new members shall be formally welcomed into the Corporation.

Section 4 - **MEMBERSHIP CATEGORIES:** The following paragraphs define the various categories of membership.

- A. **FULL Membership:** an individual membership for any licensed person. A full member has all rights and privileges of membership, including voting privileges.
- B. **FAMILY Membership:** a collective membership that includes licensed and non-licensed members of a licensed person's immediate family (spouse and children). A non-licensed member has all rights and privileges of membership except voting privileges.
- C. **ASSOCIATE Membership:** an individual membership for any non-licensed person interested in amateur radio. An Associate member has all rights and privileges of membership except voting privileges.
- D. **LIFE Membership:** Life memberships may be granted to honor select individuals in recognition of special achievement or unique support to the Corporation. A life membership will be granted only after approval by two-thirds of the members present at any regular meeting of the Corporation.
- E. **Charter Membership:** Persons joining the Corporation during Calendar Year 1997 shall be considered Charter Members. With the exception of recognition as a Charter Member, there shall be no special privileges or rights associated with Charter Membership.

Section 5 - **WITHDRAWAL:** A member may withdraw his/her membership at any time.

Section 6 - **TERMINATION:** A member may be terminated for nonpayment of dues or for cause.

ARTICLE II - DUES

Section 1 - **INDIVIDUAL MEMBERSHIPS:** All members except Life Members shall pay dues. The annual dues assessed for each individual membership, except student membership, is Five Dollars (\$5.00).

Section 2 - FAMILY MEMBERSHIPS: The annual dues assessed for each family membership is Seven and one-half Dollars (\$7.50).

Section 3 - STUDENT MEMBERSHIPS: Dues for Student Membership shall be one-half the assessed cost of a full membership.

Section 4 - INCENTIVES: As an incentive to non-licensed members, dues for the following year shall be waived for those who receive their initial amateur radio license. Similarly, dues for new members joining the Corporation after receiving their initial amateur radio license shall be waived for the balance of the current calendar year.

Section 5 - INACTIVE MEMBERSHIPS: If dues are unpaid on 1 March, that member shall be considered in arrears and shall be considered inactive. An inactive member shall be reinstated to an active member by paying all dues in arrears and all current dues.

Section 6 - TERMINATED MEMBERSHIPS: The membership of a person that has been inactive for 12 months or more, shall be considered terminated. A person in this category wishing to become an active member again, shall be considered and processed as any other new member.

ARTICLE III - ACTIVITIES

Section 1. - The Corporation may sponsor or participate in charitable or educational activities that promote within the local population and governmental agencies, an interest in and an appreciation of amateur radio as a valuable asset to public service by lessening the burden of government. The Corporation may sponsor or participate in educational activities, public exhibits and communications demonstrations that preserve, illustrate or document the communications history of the Strategic Air Command and the U. S. Air Force. The Corporation may sponsor or participate in amateur radio related activities which include, but are not limited to, public service, education, technical discussions and demonstrations, skill developing contests and special event stations, and operations and maintenance of electronic equipment. The Corporation may provide training in electronics, radio theory and Morse Code to any person interested in obtaining a FCC amateur radio operator's license. The Corporation may sponsor or participate in FCC-sanctioned initial and upgrade license testing through an FCC-approved Volunteer Examiner (VE) Program. The Corporation may also engage in activities that are of general interest to amateur radio operators, including world-wide, person-to-person radio contacts to exchange technical information and to enhance international goodwill.

Section 2 - LIMITATIONS: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV - ADMINISTRATION OF THE CORPORATION

Section 1 - GENERAL: The Corporation shall be administered by a Board of Directors composed of the five elected officers, the chairpersons of standing committees, and a representative of a Strategic Air Command historical organization (Society of Strategic Air Command or the Strategic Air Command Museum). The Board of Directors shall be responsible for the affairs of the Corporation between meetings of the General Membership. All elected officers shall be voting members of the Board of Directors. Chairpersons of standing committees and the representative of a Strategic Air Command historical organization shall be non-voting members of the Board of Directors. The Board of Directors shall meet as specified in these Bylaws.

Section 2. OFFICERS:

A. TITLES AND RESPONSIBILITIES

1. The PRESIDENT shall preside over all Board of Directors, General Membership, and Special Business meetings. The President shall be responsible for the orderly conduct of business at all meetings, in accordance with the Rules

adopted. The President shall appoint all committees and shall be an ex officio member of all committees. The President shall be responsible for compliance with the Articles of Incorporation and Bylaws of the Corporation. The President shall be responsible for insuring that all required Corporate documents are filed with the appropriate agencies, and that they are current and up-to-date. The President shall perform all other duties customary to the office of the President.

2. The VICE-PRESIDENT shall work closely with the President and shall be prepared at all times to act as President when the President is absent, assuming all rights, duties, and privileges of the office of the President. The Vice-President shall be responsible for public relations. The Vice-President shall perform all other duties customary to the office of the Vice- President, and any other duties assigned by the President.

3. The SECRETARY shall serve as official recorder for the Corporation. The Secretary shall have charge of all correspondence and shall maintain an accurate record of the proceedings (minutes) at all Corporate Board of Directors, General Membership and Special Business meetings. The Secretary shall receive and process all applications for membership. The Secretary shall be responsible for maintaining an accurate record of all Corporate members, to include, but not be limited to, name, call sign, mailing address, Corporate membership status, individual American Radio Relay League (ARRL) membership status, and a signed Corporate membership application. The Secretary shall announce all new members at the General Membership meeting. The Secretary shall keep the Articles of Incorporation and Bylaws, shall record proposed and approved amendments thereto, and shall have them available at all Board of Directors, General Membership and Special Business meetings for access by the membership.

4. The TREASURER shall be responsible for receiving, disbursing, and accounting for all Corporate funds. The Treasurer shall receive, shall properly deposit, and shall record all Corporation income. The Treasurer shall pay no bills without proper authorization of the Board of Directors or the General Membership. The Treasurer shall pay all duly authorized expenditures of the Corporation. The Treasurer shall insure that proper receipts exist for all transactions. The Treasurer shall prepare financial reports as directed by either the President or Board of Directors. The Treasurer shall maintain an accurate record of all Corporate financial transactions and shall provide the Board of Directors and the membership with a quarterly report of all transactions. The Treasurer shall at the end of each month provide the Secretary with an accurate record of currently paid members. In accordance with the provisions of Article VIII, Section 3 of these Bylaws, the Treasurer shall complete Form 900EZ, Return on Organization Exempt from Income Tax. The Form 900EZ will be retained in Corporate records, and shall be filed with the Internal Revenue Service only if necessary.

5. The PROPERTY MANAGER shall be responsible for all tangible property of the Corporation. The Property Manager shall be the custodian of all tangible property and shall maintain an accurate record of all such property, including, but not limited to, description (including manufacturer, model and/or serial number, if appropriate), source, cost of acquisition, current location, and disposition.

B. - TERM OF OFFICE: The officers of the Corporation shall be elected for a term of one year, beginning on the first day of January following the election and continuing until 31 December of that calendar year. The President, and Vice- President shall not be eligible for reelection to a third succeeding term, but shall be eligible to run for a different office. The Treasurer, Secretary and Property Manager shall be eligible for reelection to succeeding terms.

C. - SUCCESSION: At the expiration of a term of office, all property, documents, funds or other possessions pertaining to the office or otherwise belonging to the Corporation, shall be transferred to the successor to that office. Additionally, the records of the Treasurer shall be audited.

D. - ABSENCES AND VACANCIES:

1. In case the Secretary, Treasurer and/or Property Manager are unable to attend a meeting for any reason, the President, with the concurrence of the Board of Directors, may appoint an assistant Secretary, an assistant Treasurer, and/or an assistant Property Manager, as appropriate, to serve during the absence.

2. A vacancy of an elected office which occurs during the term of office shall be filled by special ballot at the first General Membership meeting after the vacancy occurs. Nominations shall be taken and voted on at the meeting.

E. - REMOVAL: Elected officers may be removed for cause based on a motion approved by two-thirds of the voting membership. A ballot shall be submitted to each member by mail, including any special voting instructions and deadlines. An officer shall be considered removed if approved by two-thirds of the returned ballots.

Section 3 - COMMITTEES

A. - STANDING COMMITTEES: Standing Committees shall be established to accomplish tasks that are enduring (more than 1 year) in nature. A Standing Committee shall be established by the President. A Standing Committee shall be terminated at the recommendation of the Board of Directors and with approval of the majority of voting members present at a General Membership Meeting. Committee chairpersons shall prepare an annual budget for submission to the Board of Directors

B. - SPECIAL COMMITTEES: Special Committees shall be established to accomplish tasks that are short term (less than one year) in nature. A Special Committee shall be established by the President, and shall be terminated by the President when the purpose of the Committee has been accomplished. Committee chairpersons shall prepare an annual budget for submission to the Board of Directors.

Section 4 - Strategic Air Command Historical Organization Representative: The historical organization representative shall be a designated official of either the Strategic Air Command Museum or the Society of the Strategic Air Command. This representative shall serve as a special advisor to the Corporation as well as a liaison and channel of official communication between the Corporation and the Society and the Museum.

ARTICLE V - MEETINGS AND QUORUMS

Section 1 - OPEN MEETINGS All meetings shall be open to members, guests and visitors.

Section 2 - QUORUMS: At meetings, a quorum shall be required for the transaction of business. Once a quorum is verified, all matters which concern the operation or business of the Corporation shall be voted on and shall be considered passed by a majority vote of members present at any General Membership meeting, or as otherwise specified in the Articles of Incorporation or elsewhere in these Bylaws. Quorums are defined as follows.

A. A Quorum for either a General Membership meeting or a Special Business meeting shall consist of minimum of ten per cent (10%) of total voting membership the members present at the meeting to include at least two officers, one of which shall be the President or Vice-President.

B. A quorum for the Board of Directors meeting shall consist of at least three Corporation officers, one of which shall be the President or Vice-President. Any vote taken at a Board of Directors meeting must carry by a minimum of a three-vote majority of the elected officers.

Section 3 - GENERAL MEMBERSHIP meetings of the Corporation shall normally be held on the third Friday of December, March, June, and September. Regular business of the Corporation shall be conducted during these meetings.

Section 4 - SPECIAL MEETINGS

A. In December of each year, the General Membership meeting shall be replaced by the ANNUAL Meeting, and shall be held for the primary purpose of electing Corporate officers for the following calendar year, although other business may be conducted if time permits. The exact date and time of the Annual meeting shall be determined by the availability of the site selected for the meeting, but shall be no later than the third Thursday of December.

B. SPECIAL BUSINESS meetings of the Corporate general membership may be called by the President, or upon written request of any five members of the Corporation, upon reasonable notice to the membership of the time and purpose(s) of the meeting. Such notices shall be sent so that first class postal delivery (within the continental United States) shall arrive at the address of the member a minimum of 24 hours prior to the meeting. Business at a special meeting shall be restricted to that business serving the purpose(s) for which the meeting was called, as stated in the

notice.

Section 5 - BOARD OF DIRECTORS meetings shall be held at the discretion of the President, but at least once each calendar quarter. The purpose of these meetings is to conduct Corporate business and to plan and discuss future activities. The Board of Directors meeting should normally be held at least one week prior to a general membership meeting, the time and location shall be at the discretion of the President..

ARTICLE VI - ELECTIONS AND VOTING

Section 1 - ELECTIONS

A. Notice of the election shall be announced in the quarterly newsletter, or by other suitable means, at least 30 days prior to the date of the election.

B. Recommendations for the nomination of officers may be submitted to the Nominating Committee at any time. During the election, nominations shall be accepted from the floor. Each nominee shall be a current member in good standing and further shall hold an unexpired FCC amateur radio operator's license. Consent of the nominee to serve in a specific office is also a prerequisite for nomination.

Section 2 - VOTING IN ELECTIONS:

A. Voting shall be done by closed ballot, in person, unless the nominee is running unopposed, in which case a nominee may be elected by a majority of the voting members present during the election, as indicated by a show of hands. No voting by proxy shall be permitted in any election of the Corporation.

B. Election of officers shall be conducted in the following order: President, Vice-President, Secretary, Treasurer and Property Manager. After the vote for each office, the floor shall be opened for further nominations for the next officer to be elected. Nominees need not be present during elections provided they have consented to run for that office.

C. The nominee receiving the most votes for a particular office shall be elected to that office.

D. In case of a tie, tie-breaking procedures defined in Robert's Rules of Order will be followed.

E. Only licensed members may vote in the election of officers.

Section 3 - VOTING ON BUSINESS: All motions which concern the operation or business of the Corporation shall be voted on and shall be considered passed by a majority of the voting members present at any General Membership meeting or as otherwise specified in the Articles of Incorporation or elsewhere in these Bylaws.

ARTICLE VII - FINANCE AND TAXES

Section 1 - INUREMENT OF INCOME: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III of the Articles of Incorporation.

Section 2 - EXPENDITURES AND ACCOUNTING

A. Funds received by the Corporation shall be expended in accordance with the will of the Corporate members in keeping with the purpose and objectives of the Corporation established in ARTICLE III of the Articles of Incorporation.

B. The Board of Directors shall prepare an annual budget for the calendar year, which shall be presented by the President to the general membership for approval by a majority of the voting members present. The Board of Directors is authorized to operate within this budget without further approval of the membership.

C. Expenditures which are not included in the annual budget shall be presented prior to the expenditure to the general membership for approval by a majority of the voting members present.

Section 3 - CHECKING ACCOUNT: A checking account in the name of the Corporation is authorized at a local bank. Checks may be signed by the Treasurer or other officers per signatures recorded and on file with the bank.

Section 4 - SAVINGS ACCOUNT: A Savings Account in the name of the Corporation may be established by the Treasurer upon recommendation of the Board of Directors.

ARTICLE VIII - KNOWN ANNUAL FEES AND FINANCIAL ASSESSMENTS

Section 1 - BIENNIAL REPORT: An Biennial Report listing Corporate officers and directors and an Incorporation fee is due on 30 June of every other year to the Office of the Secretary of State of the State of Nebraska.

Section 2 - INSURANCE PREMIUMS: Insurance premiums are payable annually when billed.

Section 3 - TAX EXEMPT STATUS: According to Chapter 3, IRS Publication 557, TAX EXEMPT STATUS FOR YOUR ORGANIZATION, the Corporation is not required to file Form 1023, APPLICATION FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE as long as the organization normally has "annual gross receipts of not more than \$5,000.00." Further, as long as the gross receipts of the Corporation in each tax year are not more than Twenty-five Thousand Dollars (\$25,000.00), the Corporation is exempt from filing Form 990EZ, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX. However, prudence dictates that the Form 990EZ be prepared and retained by the Treasurer to support the Corporate claim to tax exempt status. The Treasurer shall complete the Form 990EZ no later than the first day of March and file the form if required by IRS Publications.

ARTICLE IX - INSURANCE COVERAGE

Section 1 - LIABILITY INSURANCE: Liability Insurance in an amount determined by the membership shall be maintained.

ARTICLE X - AWARDS AND GIFTS

Section 1 - APPRECIATION AWARD: A Corporate appreciation award may be presented to any individual or organization who has made or is making significant contributions to Corporation, community, amateur radio, or any other activity. Recommendations for awards shall be submitted to the Secretary in writing, along with justification, and signed by at least one voting member. At the next General Membership meeting, the Secretary shall advise the membership of the recommendation, which shall be accepted by a majority of the voting membership present.

Section 2 - DONATIONS: The Corporation may make donations to deserving organizations in an amount determined by and with the approval of a majority of members in attendance at a General Membership meeting. To protect the Corporation's not-for-profit status, donations shall only be made to other not-for-profit organizations.

Section 3 - ACCEPTANCE OF CONTRIBUTIONS: Contributions of property or funds may be accepted by the Corporation to enhance the capabilities of the Corporation to carry out activities within the meaning of ARTICLE III of the Articles of Incorporation. Additionally, contributions of property may be accepted for use as gifts or door prizes which may be used for fund-raising, the proceeds of which shall be used to enhance the capability of the Corporation to carry out activities within the meaning of Article III of the Articles of Incorporation.

ARTICLE XI - ADOPTION OF AMENDMENTS

Section 1 - PROPOSALS TO AMEND OR CHANGE: Proposals for amendments or changes to the Articles of Incorporation or Bylaws shall be submitted in writing at a general membership meeting. The proposals shall read to the members present, and upon approval of a majority of those present, shall be further considered in accordance with Section 2 of this Article. The language of the proposal may be revised so long as the concept and intent of the original

proposal is retained.

Section 2 - APPROVAL OF AMENDMENTS OR CHANGES:

- A. The text of the proposed amendment or change, after due consideration by the Board of Directors and/or duly appointed committee(s), shall be advertised to the general membership at least one month in advance of a vote.
- B. A ballot shall be submitted to each member by mail, including any special voting instructions and deadlines. A proposed amendment or change to the Articles of Incorporation shall be adopted if approved by two-thirds of ballots returned by the established deadline. A proposed amendment or change to the Bylaws shall be adopted if approved by a majority of ballots returned by the established deadline

ARTICLE XII - RULES

Section 1 - Robert's Rules of Order Newly Revised shall govern all proceedings.

STANDING RULES

OF THE

STRATEGIC AIR COMMAND MEMORIAL AMATEUR RADIO CLUB, INCORPORATED

I. Auditing Committee: The Auditing Committee shall consist of at least three voting members accepted by the general membership by majority vote. Corporate officers may not serve on the auditing committee, but shall be available to and shall cooperate fully with the committee. The Auditing Committee shall either conduct, or hire the services of an accountant to conduct, an audit to insure the accounting of all Corporate funds and assets is proper. The Auditing Committee shall report their findings to the Corporate membership at the next General Membership meeting following the completion of the audit.

A. An Audit shall be accomplished at least once annually, whenever required by majority of the voting members, or whenever a new Treasurer is elected.

B. The audit will be conducted in accordance with Generally Accepted Accounting Practices (GAAP).

II. Nominating Committee: The Nominating Committee shall consist of at least three voting members accepted by the general membership by majority vote. Corporate officers may not serve on the Nominating Committee, but shall be available to and shall cooperate fully with the committee. The Nominating Committee shall accept recommendations for nominations, shall confirm that nominees are eligible to hold office, shall confirm that nominees are willing to serve in the specified office, and shall present the nominations to the membership. The Nominating Committee shall conduct the election at the Annual Meeting. During the election, the Nominating Committee shall accept nominations from the floor after the Committee Report has been presented to the membership