

BY-LAWS
of
NORTHERN VIRGINIA FM ASSOCIATION, INC.

ARTICLE I - Name

The name of this organization is the NORTHERN VIRGINIA FM ASSOCIATION, INCORPORATED hereinafter referred to as NVFMA or the Association. The principal office of the Association is located in the Commonwealth of Virginia at a location set by the Board of Directors. Whenever "his" or "he" is used herein, it is understood to include "her" or "she" as appropriate.

ARTICLE II - Members of the corporation

Section 1. There shall be two classifications of membership into the NVFMA: full and associate.

Section 2. Full membership into the NVFMA will be available to licensed amateurs only who shall be in good standing with the Federal Communications Commission and shall have full voting rights as hereinafter described.

Section 3. Associate membership into the NVFMA will be available to non-licensed amateurs, clubs, associations, manufacturers, sales organizations and any other individual or group of individuals or organizations whose wish is to support the association. Associate membership does not have voting rights.

Section 4. All applicants for membership into the NVFMA, both full and associate, shall make application to the Board of Directors with fees as hereinafter described wherein the Board of Directors shall take immediate action on such request and inform the applicant of its decision as soon as possible.

Section 5. Members may leave the Association by notifying the Board of Directors of their intention to resign. Members who fail to renew their membership by submitting their dues for a Fiscal Year will be assumed to have resigned. No dues or prorated dues shall be returned to a resigned member unless an exception is approved by a vote of the Directors.

ARTICLE III - Membership Fees

Section 1. Members in the association shall pay yearly dues in the amount established by the Board of Directors and approved by the membership. These dues are non-transferable and non-refundable.

Section 2. Membership dues shall be due on the first day of the fiscal year of the association and shall be payable, without demand, year after year, so long as valid membership is desired. A new member's dues may be pro-rated, based on the date of acceptance into the association as set forth by the board of directors.

ARTICLE IV - Meetings of the Association

Section 1. The annual meeting of the members shall be held during the month of January for the purpose of electing directors and for the transaction of such other business as may come before the association. If the day fixed for the annual meeting shall be a legal holiday in the Commonwealth of Virginia, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein or any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as it may conveniently be scheduled.

Section 2. Two additional meetings of the membership shall be held during the year, spaced at approximately four (4) month intervals, for the primary purpose of providing an information forum between the membership and the Board of Directors.

Section 3. Special meetings of the members, for any purpose, unless otherwise proscribed by statute, may be called by the President, or by the Board of Directors, and shall be called by the President at the request of not less than one-fourth of the full members entitled to vote.

Section 4. The Board of Directors shall designate any place within the Commonwealth of Virginia as the place of meeting for any meeting, annual, regular or special.

Section 5. Notice stating the place, day and hour of the meeting, and, in case of a special meeting or one where amendments to the by-laws will be voted on, the purpose for which the meeting is called shall be made not less than seven days before the date of the meeting. The primary medium for this notification is via electronic mail or equivalent. Additional means of notification include but are not limited to: by delivery through the United States Postal Service, NVFMA website, and voice nets of the association. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member with postage thereon paid.

Section 6. Only full members of record on the day of a meeting shall be entitled to vote at that meeting.

Section 7. The officer or agent having charge of the records of the NVFMA shall make a complete list of the full members entitled to vote at each meeting or any adjournment thereof and shall cause such list to be available at the time and place of each meeting. This list may be kept and presented in an electronic format.

Section 8. Ten full members including the President or Vice President (or other presidentially designated chairman if neither are in attendance), and at least three members not a part of the Board of Directors shall constitute a quorum for the annual, regular, or special meetings of the membership. Failing a quorum, business may be conducted as a Committee of the Whole, subject to prompt ratification by the Board and approval of the minutes at the next membership meeting obtaining a quorum.

Section 9. At all meetings of the members, a member must vote in person.

Section 10. Each member of the association entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members.

Section 11. At each election for Directors, every member entitled to vote at such election shall have the right to vote in person for as many persons as there are directors to be elected. However, each member may only vote once for any given individual.

Section 12. Parliamentary procedures shall be in accordance with Robert's Rules of Order, but in event of conflict, these Bylaws will prevail.

ARTICLE V - Board of Directors

Section 1. The business and affairs of the NVFMA shall be managed by the Board of Directors.

Section 2. The number of Directors of the NVFMA shall be seven (7) EXCEPT that the immediate Past President, if not re-elected to the Board of Directors, shall serve as a member ex officio for a period of one (1) year. Each Director of the Association shall hold office for a period of three (3) years and until his successor shall have been elected and qualified except as provided for in Section 3 of Article V.

Section 3. A meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place, within the Commonwealth of Virginia, for the holding of additional meetings without other notice than such resolution.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the Commonwealth of Virginia as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto outlining the place, day and hour of the meeting. The primary medium for this notification is electronic mail or equivalent. Additional means of notification include but are not limited to: delivery through the United States Postal Service, the NVFMA website and voice nets of the association. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member with postage paid thereon. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting was not lawfully called or convened.

Section 6. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. A majority of the number of Directors fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors.

Section 9. Any action that may be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors. This unanimous consent may be accomplished through electronic mail.

Section 10. Any vacancy occurring in the Board of Directors shall be cause to call a special meeting of the membership within ninety (90) days for the purpose of the membership electing a full member(s) to fill the vacancy(s) PROVIDED that if the regular meeting of the membership falls within the ninety (90) day period, the requirement to call a special meeting shall be waived and the vacancy(s) shall be filled by the membership at that regular meeting by electing a full member(s) to fill the vacancy(s). A member elected to fill a vacancy in the Board of Directors shall serve only for the duration of the original term of the Director who vacated. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the election of a full member(s), by the membership, at the same meeting at which the change in the by-laws providing for an increase in the Board of Directors is approved. The change in the by-laws providing for additional Directors shall specify the term(s) of the office of the new Director(s).

Section 11. A Director of the association who is present at a meeting of the Board of Directors at which action on any association matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI - Officers

Section 1. The officers of the NVFMA shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by and from the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. The officers of the NVFMA to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or resignation, or until he shall have been removed in the

manner hereinafter provided except as provided for in Section 3 of Article VI.

Section 3. Any officer may be removed by the Board of Directors whenever in its judgment, the best interests of the NVFMA will be served thereby. Removal of any officer may be decided by a majority of the Board of Directors; the officer being considered for removal does not vote. Such action may be taken by the Board of Directors without prior notice to the members. Removal of a Director from an officer position does not remove that person from his Director position.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors without prior notice to the members.

Section 5. The President shall be the principal executive officer in the association, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the of the Board of Directors. He may sign instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be Director ex officio of the corporation.

Section 6. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Secretary shall: (a) keep the minutes of the meetings of the members and the Board of Directors in an electronic archive and shall post the minutes on the website; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the association and see that the seal of the NVFMA is affixed to all documents the execution of which on behalf of the association under its seal is duly authorized; (d) keep a register of the post office and electronic mail address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the association; (b) receive and give receipts for monies due and payable to the NVFMA from any source whatsoever, and deposit all such monies in the name of the association in such bank, trust companies or other depositories as shall be selected, in general accordance with the provisions of Article VII of the by-laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of

Directors shall determine. In the event that a bond is required by the Board of Directors, the expense of the bond will be borne by the NVFMA.

ARTICLE VII - Contracts, Purchases, Checks and Deposits

Section 1. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NVFMA, and such authority may be general or confined to specific instances.

Section 2. All purchases of equipment or services shall be in the name of the NVFMA and shall first be approved by the Board of Directors if the total expenditure, including installment payments, shall exceed \$100.00. Any such item of equipment or services shall become the sole property and responsibility of the NVFMA including discounts, renewals, options, warranties and any other benefits both implied and not implied.

Section 3. All loans, installment purchases made in the name of the NVFMA shall be first approved by the Board of Directors.

Section 4. All checks, drafts or other orders for the payment of money that are issued in the name of the NVFMA, shall be signed by the treasurer. Any expenditure greater than \$500.00 shall be signed by both the treasurer and the president.

Section 5. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the association in such banks or other depositories as the Board of Directors may select and the Treasurer of the NVFMA shall be responsible for and keep sufficient records of all such deposits and transactions as may be necessary to account for all such funds.

ARTICLE VIII - Fiscal Year

The fiscal year of the NVFMA shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE IX - Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the place of incorporation, the year in which it was incorporated and the words, "CORPORATE SEAL:"

ARTICLE X - Waiver of Notice

Whenever any notice is required to be given to any member or Director of the association under the provisions of these by-laws, the Articles of Incorporation, or under applicable laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated of the meeting or other action, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - Amendments

Section 1. Amendments, when considered by the Board, require a 2/3 vote of the entire Board to be adopted and a ratification of this adoption by a majority vote of the membership present and voting at a duly constituted regular membership meeting.

Section 2. The members of the NVFMA shall have the right to amend these by-laws including overriding the action of the Board of Directors as provided in Article XI, Section 1, by an affirmative vote of two-thirds of the membership.

ARTICLE XII - Indemnification

Any person made a party to, or involved in, any civil, criminal, or administrative action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a Director or officer of the NVFMA shall be indemnified by the NVFMA against expenses reasonably incurred by him or imposed upon him in connection with, or resulting from, the defense of such action, suit or proceeding, or in connection with, or resulting from, any appeal therein, except with respect to matters as to which it is adjudged in such action, suit or proceeding that such Director or officer is liable to the NVFMA or to such other corporation for negligence or misconduct in the performance of his duties. As used herein, the term "expenses" shall include all obligations incurred by such person for the payment of money including, without limitation, attorneys' fees, judgments, awards, fines, penalties and amounts paid in satisfaction of judgment or in settlement of such action, suit or proceeding, except amounts paid to the association by him. A judgment or conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such Director or officer is liable to the NVFMA for negligence or misconduct in the performance of his duties. Determination of the right to such indemnification and the amount thereof may be made, at the option of the person to be indemnified, pursuant to procedure set forth from time to time in the by-laws or by any of the following procedures: (a) order of the court or administrative body or agency having jurisdiction of the action, suit or proceeding, (b) resolution adopted by a majority of a quorum of the Board of Directors of the NVFMA without counting in such majority or quorum any Directors or officers who have incurred expenses in connection with such action, suit or proceeding, (c) if there is no quorum of Directors or officers who have not incurred expenses in connection with such action, suit or proceeding, then by resolution adopted by a majority of a committee of the members or Directors or officers who have not incurred such expenses appointed by the Board of Directors, (d) resolution adopted by a majority of a quorum of the members entitled to vote at any meeting, or (e) order of any court having jurisdiction over the association. Any such determination that a payment by way of indemnity should be made shall be binding upon the association. Such right of indemnification shall not be exclusive of any other right which such Directors or officers of the NVFMA and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of the members, provisions of law or otherwise, as well as their rights under this article. The provisions of this article shall apply to any member of any committee appointed by the Board of Directors as fully as though such person had been a Director or officer of the NVFMA.

ARTICLE XIII - Expulsion from Membership

Section 1. A member of the Association may have his membership revoked, or part of his privileges of membership suspended, for the following causes: (a) Ceasing to be a licensed amateur radio operator, (b) Continually violating F.C.C. rules and regulations, (c) Intentionally, or by careless disregard for his actions, disrupting or interfering with the operations of the Association's repeaters or control systems, (d) Operating in a manner intended to lessen the opportunity for others to use the privileges of membership, (e) Operating in a manner that impedes compliance with F.C.C. rules and regulations by the Association's repeater licensees and control operators, (f) Acting, or threatening to act in a manner inimical to the best interests of the Association.

Section 2. Any Director who believes cause exists to revoke an individual's membership, or to suspend part of his privileges of membership, may request that the President notify the individual such action may be taken. The President shall notify the individual not less than seven days before the date of the meeting of the Board of Directors at which such action will be considered. If the notice is mailed, the notice shall be deemed delivered at the time Prescribed in ARTICLE IV, section 4 of these BY-LAWS.

Section 3. A member may be expelled from the Association, or part of his membership privileges suspended, by a majority vote of all the Board of Directors, provided the notice required in Section 2 has been made.

Section 4. The criteria listed in Section 1, in addition to such other criteria as from time to time are established by the Board of Directors, may be used when considering an application for membership.

APPENDIX I: REVISION HISTORY

Date: 5/21/15

Revision: The Bylaws were reassessed in their entirety. The new set of by-laws was approved to eliminate confusion, ambiguity, and internal inconsistencies and also to implement changes that have arisen as important issues over the last several years.

- Bylaws Committee: Shawn Stokes KA3RQR, Mike Rhodes KD4LQS, Ross Amico WA4KEB, Steve Glickstein W4FMD
- Sitting President: Evan Alford KQ4CI
- Date of Ratification - 5/21/15
 - Board of Directors
 - Evan Alford KQ4CI
 - Bruce Freund K7BC
 - Howard Cunningham WD5DBC
 - Ross Amico WA4KEB
 - Corky Searls AF4PM
 - Shawn P. Stokes KA3RQR