

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.

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 in the NVFMA shall be available only to licensed radio amateurs who are in good standing with the Federal Communications Commission and who are responsible members of the Amateur Radio community as demonstrated by their operating practices and courtesy to other amateurs on the air. Full members shall have voting rights as described below.

Section 3. Associate membership in the NVFMA will be available to unlicensed persons, clubs, associations, manufacturers, sales organizations, and any other individual or group of individuals or organizations who wish to support the Association. Associate membership does not have voting rights.

Section 4. All applicants for new membership in the NVFMA, both full and associate, shall complete and submit an application with fees as required below. Prior to admission to membership, the application shall be reviewed and approved under procedures the Board of Directors may from time to time adopt.

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 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, and such other fees, in the amount established by the Board of Directors and approved by the membership. The dues or fees 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.

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 can be scheduled.

Section 2. Two or more additional meetings of the membership shall be held during the year 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 (1) by the President or (2) by the Board of Directors, or (3) shall be called by the President upon a written request signed by 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, information, or special.

Section 5. Notice stating the place, day and hour of the meeting shall be given not less than ten days nor more than 60 days before the date of the meeting. In the 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 also be in the notice. The primary medium for notification of meetings is via electronic mail or equivalent. Additional means of notification may include but are not limited to: by delivery through the United States Postal Service, the public NVFMA Internet website, and announcement on voice radio nets of the Association. If notice is mailed, such notice shall be deemed given when deposited in the United States Mail, addressed to the member with postage paid thereon.

Section 6. Only full members of record on the day of a meeting shall be entitled to vote at that meeting. No new member applying for membership at the meeting is entitled to vote, or count toward a quorum, prior to approval.

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 make the list 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 shall constitute a quorum for all meetings of the membership. Failing a quorum, the members may vote to adjourn the meeting to a specific date. At a duly organized meeting with a quorum, the members present may continue to conduct business until adjournment even if some members withdraw leaving

less than a quorum.

Section 9. At all meetings of the membership, a member must vote in person. Voting by proxy is not permitted. A member who attends a meeting remotely by electronic means authorized by the Board of Directors is deemed to attend in person and may vote by electronic means, or by video or audio signal.

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 by-laws shall prevail.

ARTICLE V - Board of Directors

Section 1. The business and affairs of the NVFMA shall be managed by the Board of Directors, each of whom shall be a full member of the Association. Members of the Board of Directors shall be elected in accordance with Article IV, Section 1.

Section 2. The number of Directors of the NVFMA shall be seven. Directors of the Association shall hold office for a period of three years, or until a successor shall have been elected and qualified, except for a director removed under Article V, Section 11, and with balanced staggered terms so that approximately one-third of directors' terms expire each year so that nearly equal groups of two or three directors be elected in the same years.

Section 3. 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 4. A meeting of the Board of Directors shall be held immediately after the annual meeting, and at the same location, without other notice than provided in Article IV for the annual meeting. The Board of Directors may schedule, by resolution, the time and location within the Commonwealth of Virginia additional Board meetings, and shall post notice of such meetings on the Association's website and via electronic mail to the members at least seven days prior to the occurrence of each meeting.

Section 5. 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 reasonable time or place within the Commonwealth of Virginia for conducting a special meeting. Notice of the date, time, purpose, and place of special meetings of the Board of Directors shall be posted on the Association's website, and distributed by electronic mail to the members, at least seven days prior to the special meeting.

Section 6. Additional means of notification may include, but are not limited to: delivery through the United States Postal Service and voice radio 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 7. Neither the business to be transacted at, nor the purpose of, any regularly scheduled meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless the business includes removal of a Director or Officer of the Association, or a change in the fees or dues.

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. 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 the dissent shall be entered in the minutes of the meeting or unless the dissenting Director shall file a 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.

Section 10. 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 11. A director may be removed by a majority vote at a meeting of the Board of Directors where notice of the board meeting was provided in accordance with Section 5 above, and affirmed by a majority of members entitled to vote at a meeting of the members where notice has been provided in accordance with Article IV, Section 5, the same as for a special meeting. The process to remove a director shall be started by the Board of Directors when, in its judgment, the best interests of the NVFMA will be served by removal of said Director.

Section 12. Any vacancy occurring on the Board of Directors shall be cause to call a special meeting of the membership within ninety days for the purpose of electing a full member to fill the vacancy. The requirement to call a special meeting shall be waived if an annual meeting of the membership falls within the ninety-day period, in which case the vacancy shall be filled at that annual meeting. A member elected to fill a vacancy on the Board of Directors shall serve only for the duration of the original term of the vacancy.

Section 13. 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 at the same meeting at which the change in by-laws providing for an increase is approved. The change in by-laws providing for additional Directors shall specify the term of office for each new position and provide for staggered terms among the directors as required in Section 2, above, and the Articles of Incorporation.

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 the Board of Directors. The President and Vice President shall be elected from the Board of Directors. The Secretary and Treasurer may be any full member of the Association. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. No two offices may be held by the same person.

Section 2. The officers of the NVFMA 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, the election shall be held as soon thereafter as may be convenient to the Board. Each officer shall hold office until their successor has been duly elected and has assumed duties of the office, except in the case of death, resignation, or removal as provided in Section 3.

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; if also a director, the officer being considered for removal shall not vote. Notification shall be made in accordance with Article V, Section 7, above. Removal of a Director from an officer position does not remove that person from the 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 Association. The President 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.

Section 6. In the absence of the President or in the event of their death, or their 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 them 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; (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 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 them by the President or by the Board of Directors.

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 for a project. 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 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 to these by-laws, when considered by the Board, require a 2/3 vote of the entire Board to be adopted and ratification by a majority vote of the membership present and voting at an annual or special membership meeting.

Section 2. The members of the NVFMA shall have the right to initiate amendments and to amend these by-laws, without approval of the Board of Directors, by an affirmative vote of two-thirds of the membership at an annual membership meeting or special membership meeting called for that purpose.

ARTICLE XII - Expulsion from Membership

Section 1. A member of the Association may have their membership revoked, or part of their 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 their 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 their privileges of membership, may request that the President notify the individual such action may be taken. The President shall notify the individual and the members of the Board by electronic mail 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 sent through the United States Postal Service, such notice shall be deemed

given when deposited in the United States Mail, addressed to the member with postage paid thereon.

Section 3. A member may be expelled from the Association, or have part of their 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.

CERTIFICATION:

A true copy of the Northern Virginia FM Association By-laws, as amended by the Board of Directors and ratified by the membership on the 16th day of June 2022.



Michael D. Rhodes, KD4LQS, Secretary