

WOODBIDGE WIRELESS INCORPORATED BY-LAWS

October 30, 2012

ARTICLE I - PREAMBLE:

This educational, scientific and non-profit Corporation shall be known as WOODBRIDGE WIRELESS, INC., hereinafter referred to as the Corporation; doing business as (dba) Woodbridge Amateur Radio Club (WARC).

ARTICLE II - LIMITATIONS:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Internal Revenue Law).

ARTICLE III - PURPOSE:

The purposes for which the Corporation is organized are as follows:

1. To conduct and carry on the work of the Woodbridge Amateur Radio Club, not for profit, but exclusively for charitable, scientific and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Revenue Law).
2. Subject always to the provisions of paragraph (1) of this Article III, the Corporation shall promote wireless communications in Prince William County by: conducting lectures, public discussion groups, demonstrations, electronic research and development; by instructions in electronic theory, International Morse code, and other communications skills and activities to advance the general interest and welfare of wireless communications.

ARTICLE IV - MEMBERSHIP:

The membership of the Corporation is as described below:

1. Membership in the Corporation shall be open to any individual or to any organization, institution, association, partnership, or corporation interested in the purposes of this

Corporation as set forth in Article III.

2. The classes of membership in the Corporation shall be designated as follows:
 - a. FULL MEMBERSHIP Shall be available to individuals who desire to actively support the purposes of the Corporation with their time, talent, and participation to help make the Corporation a success. They shall have full voting rights and privileges and the right to hold office.
 - b. ASSOCIATE MEMBERSHIP - Available to individuals who desire to actively support the purposes of the Corporation, but cannot actively participate. They will be entitled to all rights and privileges except the right to vote and hold office.
 - c. SUSTAINING MEMBERSHIP - Available to organizations, institutions, associations, partnerships, or corporations desiring to support the purposes of the Corporation through a designated representative. The designated representative shall have one vote and all other rights and privileges except the right to hold office.
3. Individuals desiring membership in the Corporation must submit to the Corporation an application agreeing to support the purposes of the Corporation; indicate which class of membership is desired (Full or Associate) furnish their mailing address, e-mail address, and telephone number; and submit the required dues.
4. Organizations, institutions, associations, partnerships, or corporations desiring Sustaining Membership must submit to the Corporation an application agreeing to support the purposes of the Corporation; name their designated representative; furnish the representative's mailing address, e-mail address, and telephone number; and submit the required dues.
5. All Members shall pledge to adhere to the best of their ability to:
 - a. All applicable FCC rules and regulations.
 - b. The Articles of Incorporation.
 - c. The By-Laws of the Corporation.
6. All membership applications received during the first month of Incorporation require approval by the Board of Directors. All members approved regardless of class of membership shall also be known as Charter Members. There are no additional rights or privileges for Charter Members. Thereafter, all new membership applications received during each month shall be tendered by the Membership Chairman to the voting membership at a regular monthly meeting. These applications will be voted upon and membership approval requires a majority vote of the voting members present.

ARTICLE V - DISCIPLINE

Members of the Corporation may be expelled by a majority vote of the members present at a regular meeting for violation of the Articles of Incorporation, the By-Laws or for other conduct which would tend to cause discredit to fall upon the Corporation or upon amateur radio

communications as a whole. Notice of the motion for disciplinary action will be communicated by the Secretary to all members at least seven days in advance of the meeting.

ARTICLE VI - DUES:

1. The annual dues of the Corporation will be established by the approved Corporation Budget as described in Article XIV.
2. Annual dues for the following calendar year shall be payable in the month of November and members in arrears on January 31 shall be automatically deleted from the membership roll and thereby lose membership rights and privileges. In December the Treasurer will notify members who are delinquent in payment of annual dues. Members expelled under this paragraph may be reinstated by applying for membership in the Corporation as described in Article VI and will be considered as a new member responsible for all appropriate membership dues.
3. Dues for new members applying during the calendar year shall be one-twelfth of the appropriate annual dues multiplied by the number of months remaining in the calendar year.
4. Dues are not normally refundable after an applicant's membership is approved.
5. Dues may be waived by unanimous agreement of the Executive Committee members.
6. Dues for multiple member households are as follows: all members of the same household are enrolled for 150% of the single member rate.

ARTICLE VII - BOARD OF DIRECTORS:

The Board of Directors of the Corporation are described below:

1. The purpose of the Board of Directors is to populate the Executive Committee with members who provide continuity of administration.
2. The Board of Directors shall consist of the Trustee and three members elected by the voting membership at the October regular meeting. The Directors, in accordance with the Articles of Incorporation, will serve a one year term of office.
3. Should a Director position become vacant, a special election will be held to fill the unexpired term of office. This election will be conducted in the manner as described in Article XIII, paragraph (8).

ARTICLE VIII - THE EXECUTIVE COMMITTEE:

1. The Executive Committee of the Corporation shall consist of the Officers of the Corporation, the Board of Directors and the Trustee of the Corporation and shall have full and exclusive power to administer and conduct its affairs, subject to the overall control of the membership. The number of Executive Committee members shall be no less than five.

2. The Corporation officers shall be elected by the voting membership at its October meeting of every calendar year and shall hold office for one year.
3. The Trustee shall be elected by the voting membership and shall hold office until such time as the Trustee or the voting membership determine.
4. The Board of Directors election and term of office are as described in Article VII.
5. No wages or salaries shall be paid to the members of the Executive Committee for their service.
6. The Executive Committee shall determine the manner and form of its meetings.
7. The Executive Committee may adopt rules and regulations consistent with the By-Laws for the administration of the affairs of the Corporation, and may alter, amend or repeal any such regulation as adopted by them.

ARTICLE IX - MEETINGS OF THE EXECUTIVE COMMITTEE:

The meetings of the Executive Committee will be held and conducted as follows:

1. The Executive Committee shall meet at least once a year. It may hold such other and additional meetings as it may deem advisable.
2. At any meeting the presence of three Executive Committee members shall constitute a quorum. Each Executive Committee member shall have one vote and no proxies shall be allowed.
3. Notice of an Executive Committee meeting shall be given by the Committee Chairman or his designated representative at least 24 hours in advance of the meeting. Presence at any meeting of the Executive Committee shall constitute a waiver of notice of such meeting.

ARTICLE X - OFFICERS:

The Officers of the Corporation and their duties and responsibilities are as follows:

1. The voting members shall elect from the full membership a President, a Vice-President, a Secretary, a Treasurer, and an Activities Manager of the Corporation at each October meeting. No President shall serve successively for more than two full terms.
2. The elected officers of the Corporation shall have the powers and duties ordinarily appertaining to their offices, and such powers and duties as the membership may from time to time direct.
3. The President shall preside at all meetings of the membership, or of the Executive Committee. In case of death, disability, resignation, or removal of the President, the Vice-President shall become Acting President for the unexpired term. The President of the Corporation shall exercise general supervision over the affairs of the Corporation and shall enforce the provisions of the Articles of Incorporation and By-Laws, with discretionary power and authority in all cases not specifically provided for therein. He

shall be ex officio member of all committees, except the Nominating Committee. He shall, in the absence of the Treasurer, sign all checks, drafts, documents, or instruments as directed by the Executive Committee. He shall appoint all Committee Chairmen.

4. The Vice-President, in the absence of the President, shall preside at all meetings of the membership, or of the Executive Committee. He shall be a member of both the Program and Public Relations Committees.
5. The Secretary shall keep a record of all proceedings of all meetings. He shall have the custody of all records and papers of the Corporation and shall give notice as required by these By-Laws of all meetings of the Corporation or the Executive Committee. At the Secretary's request, the Executive Committee may appoint a Corresponding Secretary to be responsible for all notices of meetings and all correspondence and communication required by the business of the Corporation.
6. The Treasurer shall keep accounts of all monies of the Corporation received or disbursed; he shall have custody of the books of the Corporation, which shall be open at all times for inspection by the members. He shall deposit all monies received in the name of the Corporation to the credit of the Corporation in such banks or depositories as the Executive Committee shall designate, and he shall (with the President as an alternate) sign instruments for the payment of money as may be directed by the Executive Committee. At least once a year, in October, he shall submit to the Executive Committee and the general membership a statement of financial condition of the corporation, certified by independent accountant if required by the Executive Committee.
7. The Activities Manager shall be responsible for coordinating the various educational and research programs of the Corporation, assisting the Vice-President in arranging for suitable programs and assisting the Emergency Communications Committee as necessary.
8. Any officer may be removed from office by the affirmative vote of two-thirds of the voting membership present and voting at any regular or special meeting of the Corporation.
9. Should any Corporation Officer position except the President become vacant, the President with the approval of the majority of the Executive Committee shall appoint a replacement to serve the unexpired term of office.

ARTICLE XI- TRUSTEE:

The Trustee of the Corporation will have the following duties and responsibilities:

1. The Trustee is responsible for caring for the physical property of the Corporation, as well as acting in the name of the Corporation in matters that may require official Trustee action with the approval of the Executive Committee.

2. The Trustee will establish rules for the utilization of the Corporation's equipment subject to the following:
 - a. The Trustee may place equipment with individuals to further the purpose of Woodbridge Amateur Radio Club.
 - b. Property assigned to individuals may remain with those individuals until their membership is terminated.
 - c. Property no longer being used for furtherance of Woodbridge Amateur Radio Club purposes will be returned to the Trustee for redistribution.
 - d. Property may be assigned to individuals for specific periods of time to encourage the purposes of Woodbridge Amateur Radio Club.
 - e. Equipment required for specific events or Woodbridge Amateur Radio Club activities will be recalled by the Trustee. Expenses incurred for this recall and return will be borne by Woodbridge Amateur Radio Club.
3. The Trustee, subject to the approval of the Executive Committee, may appoint committees as necessary to assist in the caring of Corporation physical property.
4. The Executive Committee will determine property excess to the needs of Woodbridge Amateur Radio Club (see Article XII). For items with a book value of \$50.00 or more, the Trustee will conduct a sealed bid auction as required. For items with a value of less than \$50.00, the Trustee will dispose of the items. In all cases, money will be deposited to the treasury of Woodbridge Amateur Radio Club.
5. The Trustee may authorize maintenance of Corporation equipment subject to the budget restrictions in Article XIV. Individuals having Corporation equipment requiring maintenance will obtain authorization from the Trustee prior to expenditure of any funds.

ARTICLE XII - CORPORATION PROPERTY:

The Corporation shall have the privilege of owning property both real and personal and the right to buy and sell in the name of the Corporation. Any purchase or sale of Corporation property must have the approval of the Executive Committee. This does not prevent the Technical Committee Chairman from making or authorizing others to make repairs to the equipment or Corporation owned property.

ARTICLE XIII - MEETINGS OF MEMBERS:

Meetings of the Corporation membership will be governed by the following paragraphs.

1. Members of the Corporation shall meet monthly or at such time and place as the membership shall agree. The Secretary shall cause each member in good standing on the books of the Corporation to be notified of the time and place of the monthly meeting.
2. The members of the Corporation shall conduct an annual meeting in October. The Secretary shall cause each member in good standing on the books of the Corporation to

be notified of the time and place of the annual meeting at least seven days prior to the meeting.

3. Special meetings of the membership may be called at any time by the President, and a special meeting of the members shall be called by any Executive Committee members when at least five members in good standing shall so request. Notice shall be communicated at least seven days prior to such special meeting to each member in good standing, setting forth the time and place of any such meeting.
4. The Secretary of the Corporation shall keep a full record of the proceedings at meetings of the members.
5. At any meeting of the general membership every MEMBER who is in good standing present shall have one vote.
6. The members may, by a resolution duly adopted at any meeting, call for reports from the Officers or Committees.
7. The voting members at the annual October meeting will elect the Corporation Officers, members of the Board of Directors and Trustee as may be appropriate.
8. Elections shall be by secret ballot and by plurality vote, from nominations from the floor, or from nominations made by a Nominating Committee. This Committee will be appointed by the President and this action will be announced at a regular meeting preceding the election. At this announcement members from the floor will be added to the Committee as described in Article XVI (1) (i). The results of the Nominating Committee will be provided to the Executive Committee at least 14 days prior to the meeting at which the election is to be held. The results of the Nominating Committee will be provided in the announcement of the meeting at which the election is to be held. This announcement will be communicated at least seven days prior to the meeting.

ARTICLE XIV - BUDGET:

The budgetary procedures of the Corporation are contained in the following paragraphs.

1. Not later than the first Wednesday of October of each year, the President, in consultation with the Treasurer and the Standing Committee Chairmen, shall prepare a line item budget showing:
 - a. The actual income and outgo of the Corporation for the first nine months of the calendar year with an estimate of the income and outgo for the balance of the calendar year.
 - b. The estimated income and outgo including operating expenses and all other expenditures by projects for the ensuing calendar year.
 - c. The recommended annual dues structure for the ensuing calendar year.

This proposed budget shall be submitted to the members of the Executive Committee.

Following the election of officers at the October meeting, the budget will be presented to the incoming officers and Executive Committee by those whose term has expired. The new officers and Executive Committee will meet and finalize the proposed budget and annual dues for the next calendar year. This proposed budget and annual dues will be submitted for approval to the voting membership at the November meeting. Approval requires two-thirds vote of the voting members present.

2. Upon adoption of the budget by the voting membership, the Treasurer shall be authorized to collect the dues as approved. Further, the Treasurer shall be authorized to advance the amounts as approved in the budget from time to time upon receipt of vouchers approved by the President. The Executive Committee may make any change necessary in the budget allocation of funds and report such changes to the membership at its next ensuing meeting.
3. The Treasurer shall make no advancements and no Officer or Committee Chairman shall incur any expense exceeding the amounts specified in the budget, or exceeding such revised allocations within the budget as may have been made by the Executive Committee. The Corporation is not responsible for any expenditure exceeding allocations within the budget.
4. In no case shall the Corporation annual expenditures exceed the annual collected revenues without approval by two-thirds of the voting members present at the next ensuing meeting.

ARTICLE XV - AMENDMENTS:

These By-Laws may be amended at any meeting by the two-thirds vote of the voting members present provided that the proposed amendment(s) shall have been included with a notice of the said meeting and communicated at least seven days prior to the meeting.

ARTICLE XVI - COMMITTEES:

The following paragraphs establish and govern the committees of the Corporation.

1. The Corporation shall have the following standing or special committees:
 - a. Ways and Means Committee: To be responsible for the raising of monies to support the operating programs of the Corporation.
 - b. Education Committee: To be responsible for classes and/or demonstrations in:
 1. Electrical theory
 2. Basic and advanced electronic theory
 3. Equipment design and construction techniques
 4. Antenna design and construction
 5. International Morse Code

6. Electrical safety
 7. Proper communications and operating procedure
 8. Emergency communications
 9. Other activities as may be directed by the Corporation
- c. Program Committee: To be responsible for arranging suitable programs, lectures and demonstrations for the monthly meeting.
 - d. Research Committee: To be responsible for:
 1. Corporation technical library
 2. Research (including undertaking and assisting the members and the public to undertake wireless research and publishing or otherwise promoting the dissemination of the findings of such research to the members and to the public)
 3. Investigations and reports required by the Corporation (including preparing and publishing information, reports and recommendations on wireless activities)
 - e. Technical Committee: To be responsible for operation of Corporation repeaters and for providing technical advice to members concerning equipment design and operation, to assist radio frequency analysis, uniform operating procedures, and the elimination of spurious radiations from members wireless activities.
 - f. Membership Committee: To be responsible for recruiting new members and processing membership applications. Will be responsible for publishing directories.
 - g. Public Relations Committee: To be responsible for informing the public of the Corporation's activities and is responsible for educational and research articles in Wireless periodicals.
 - h. Emergency Communications Committee: To be responsible for maintaining liaison with the Amateur Radio Emergency Service (ARES) Emergency Coordinator in Prince William County; the American Red Cross, and other organizations as appropriate.
 - i. Nominating Committee: To be responsible for selecting candidates for Corporation office. This committee will consist of three members appointed by the President. The results of the committee will be forwarded by the committee chairman at least 14 days prior to the election. Once this has been accomplished, the Nominating Committee will be dissolved.

2. Other committees, standing or special, and official representatives to other organizations of which the Corporation is a member, may be appointed by the President with the approval of the Executive Committee.
3. The appointed Committee Chairmen will select additional members as required to support the committee activities; will be responsible for maintaining records and submitting monthly reports of their activities as required to support the purposes of the Corporation; and will not concurrently hold Corporation office without approval of the Executive Committee.

ARTICLE XVII - PARLIAMENTARY AUTHORITY:

Rules contained in the latest edition of Robert's Rules of Order shall govern the proceedings of the Corporation, except in such cases as are governed by the Articles of Incorporation or these By-Laws.

ARTICLE XVIII - DISSOLUTION:

In the event of the dissolution of the Corporation or in the event of total failure of the specified purposes and objectives for which the Corporation is formed, and after paying or making provision for the payment of all liabilities of the Corporation, all real and personal property then owned by it shall be conveyed, transferred and paid over to or for the use of such non-profit corporations as the membership shall select and determine as having most nearly the general objectives contemplated in the incorporation of WOODBRIDGE WIRELESS, INC., subject however to Federal and State limitations which result from tax-exempt status of the Organization, and the provisions of Article II.