

BY-LAWS OF
SHERBURNE COUNTY AMATEUR RADIO EMERGENCY SERVICE, INC.

A Minnesota Nonprofit Corporation

Article I - Name, Principal Office, & Website

Name: The name of this Corporation is Sherburne County Amateur Radio Emergency Service, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Principal Address: The principal office for the transaction of the activities and affairs of this Corporation is located at 22985 147th Street NW, Elk River, MN 55330, in the County of Sherburne, State of Minnesota. The Board of Directors may change the location of the Corporation's principal office, and any such change of location shall be noted by the Secretary of the Corporation on these Bylaws in the space provided below.

Website: The Corporation shall maintain a website (www.shercoares.com). The Board of Directors may authorize the posting of the Corporation's Articles of Incorporation, Bylaws, and Board and committee minutes on this website. The Board may also use the Corporation's website to post official notices concerning members' meetings, Board of Directors' meetings, exercises, drills, or events. The Board of Directors may change the Corporation's website and any such change of location shall be noted by the Secretary of the Corporation on these Bylaws in the space provided below.

Purpose: Sherburne County Amateur Radio Emergency Service, Inc. is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The goals of this Corporation are to:

1. provide support and funding in order to promote, equip and maintain the Amateur Radio Emergency Service®;
2. provide support and funding in order to promote, equip and maintain the Radio Amateur Civil Emergency Service®;
3. serve the general public in times of disaster and/or emergency by providing volunteer communications utilizing amateur radio;
4. serve nonprofit organizations in times of disaster and/or emergency by providing volunteer communications utilizing amateur radio;
5. serve government agencies in times of disaster and/or emergency by providing volunteer communications utilizing amateur radio.

Article II - Dedication of Assets

This Corporation shall not engage in any activities for any pecuniary gain or profit, and no part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. In the event that this Corporation is wound up and dissolved, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the

remaining assets of this Corporation shall be distributed to The American Radio Relay League, Incorporated, a Connecticut corporation incorporated on January 29, 1915, as long as it is then tax-exempt under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law. If The American Radio Relay League, Incorporated is not then eligible, the distribution shall be made to a similar organization organized and operated exclusively for charitable and educational purposes that has established its tax-exempt status under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, and as selected by the Board of Directors.

Article III – Members of the Corporation

- A. **Membership:** This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Act (Minnesota Statutes Chapter 317A), except that members shall vote on an advisory basis as set forth in these Bylaws. This Corporation shall have four classes of members, designated as:
1. **Voting ARES® Members:** Any person who is registered as a member of ARES® and has an accepted application to the Sherburne County Amateur Radio Emergency Service, Inc. is eligible to be a voting member.
 2. **Voting RACES® Members:** Any person who is registered as a member of RACES® and has an accepted application to the Sherburne County Amateur Radio Emergency Service, Inc. is eligible to be a voting member.
 3. **Voting ARES®/RACES® Members:** Any person who is registered as both a member of ARES® and a member of RACES® and has an accepted application to the Sherburne County Amateur Radio Emergency Service, Inc. is eligible to be a voting member.
 4. **Inactive Members:** Failure to participate in at least three of the Corporation's meetings or activities for a period of one year will result in transfer to the inactive member role with the loss of all voting membership rights and privileges. Reinstatement to voting member status will be automatic upon participating in any two of the upcoming Corporation's meetings or activities.
- B. **Rights of Membership:** All voting members shall have the right to vote on an advisory election of the Directors and each member shall have only one vote. In addition, all members shall have all rights afforded members under the Minnesota Nonprofit Corporation Act. No membership or right arising from membership may be transferred to any other person.
- C. **Termination of Membership:** A membership shall terminate on the occurrence of any of the following events:
1. Resignation of the member;
 2. A willful violation of the amateur radio service regulations promulgated by the Federal Communications Commission resulting in disciplinary action by that agency for the duration of the disciplinary action;
 3. A willful violation of the principles and standards promulgated by the Amateur Radio Emergency Service® of The American Radio Relay League, Incorporated, resulting in an adverse action by the ARRL®.
- D. **Membership Hours:** The Corporation is a volunteer service organization and as such the normal business hours for conducting meetings and transacting the Corporation's business shall be deemed to be weekday evenings, Saturdays, and Sundays. Normal workday hours and evenings after midnight shall not be considered normal business hours for conducting the business of the Corporation. These hours may be modified by resolution of the Board of Directors, however emergency and public service functions of the Corporation may occur at any hour of the day or any day of the week and shall not be restricted to the Corporation's normal business hours.
- E. **Membership Register:** The Secretary of the Corporation shall maintain a register of members showing each member's name, address, call-sign, class of membership, class of FCC license, and such other information as the Board deems necessary but limited by the then applicable Public Privacy Laws. Within the limitations of such Public Privacy Laws, the Board may authorize this information to be posted on the Corporation's website. All records of the Corporation, ARES® records, membership rosters, and other data pertaining to the ARES® program wherever located, are the property of the American Radio Relay League, Incorporated.

ARTICLE IV – Membership Meetings

A. **Annual Meetings:** An annual meeting of the voting members shall be held on the first Tuesday in January of each year, or as approved by a majority vote of the Board. At the annual meeting, the members shall have an advisory election of the Directors and transact other proper business of the Corporation. The Annual Meeting shall be held at any place within Sherburne County, Minnesota as designated by the Board.

B. **General Meetings:** General Meetings are to be held at least quarterly during the months of March, June, September, and December, on the first Tuesday of each month, at a location determined by the Board. Meetings may be changed by resolution of the Board. It is contemplated that the members will meet monthly and they may meet at other times, as determined by the Board, the Chief Executive Officer, or the members themselves.

C. **Special Meetings:** Special Meetings are to be held on an as-needed basis, at a location determined by the Board. Meetings may be changed by resolution of the Board. The Board, the Chief Executive Officer of the Corporation, or 10 percent or more of the voting members may call a Special Meeting of the voting members for any lawful purpose at any time. No business, other than the business that was set forth in the notice of the voting members, may be transacted at a Special Meeting.

D. **Notice:** Notice of any Special Meeting of voting members, or changes to the General Meeting shall be in writing and shall be given at least 10 but no more than 60 days before the meeting date. Notice may be given by either electronic mail, website posting, or regularly scheduled ARES® nets. If electronic mail is used, notice shall be sent to the voting members at his or her electronic address shown in the Corporation's membership records. For the Annual Meeting, the notice shall state the matters that the Board intends to present for action by the members and the names of all persons who are nominees for Director. For a General or Special Meeting, the notice shall state the general nature of the business to be transacted by the members.

E. **Quorum:** 25 percent of the voting power of the voting members shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting, at which a quorum is present, may continue to transact business until adjournment, subject to the limitations set forth in the Minnesota Nonprofit Corporation Act.

F. **Voting:** Voting members shall be entitled to vote at any meeting of the members. Voting may be by voice, show of hands or by ballot, except that any election of Directors must be by written ballot. Each member entitled to vote may cast only one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members (unless the vote of a greater number is required by the Minnesota Nonprofit Corporation Act). All votes concerning the internal business of the Corporation, such as financial matters, shall be binding on the Board. All matters concerning policy and procedures of the administration of ARES® shall be advisory only. No vote taken by the members of this Corporation shall in any way limit the authority of the Sherburne County Emergency Coordinator and/or his appointed staff as specified by ARRL®.

G. **Waiver of Notice or Consent.** Notice of a meeting need not be given to any voting member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any voting member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

H. **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the voting members may be taken without a meeting, if all voting members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

I. Rules of Conduct. The rules contained in Robert's Rules of Order (Revised) shall govern the conduct of meetings where they are not in conflict with these Bylaws.

ARTICLE V – Board of Directors

A. Role, Size, and Compensation: The Board is responsible for overall policy and direction of the Corporation, and the delegation of responsibility for day-to-day operations to the staff and committees. The Board shall have up to 6, but not fewer than 3 members. The Board shall consist of the Sherburne County Emergency Coordinator, who will act as Chairman of the Board, and up to five elected Directors selected by vote of the membership. The Board receives no compensation other than reasonable expenses.

B. Qualifications: The qualifications for Director are:

1. Membership in The American Radio Relay League, Incorporated, a Connecticut corporation incorporated on January 29, 1915 that is tax-exempt under Internal Revenue Code, Section 501(c)(3);
2. A current license issued by the Federal Communications Commission to transmit signals by radio in the amateur radio service;
3. Registration as a member of ARES®;
4. Voting membership.

The Incorporator shall designate the Corporation's initial Directors. After the initial Directors are designated, a meeting of the voting members will be called as soon as practical to confirm the appointments or elect replacements.

C. Terms: All Board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

D. Board elections: Each of the Directors shall be up for re-election bi-annually at the Annual Meeting.

E. Election Procedures: The Chairman of the Board shall solicit nominations for qualified candidates for election to the Board at least 30 days before the date of any advisory election of Directors. In the event the Chairman of the Board is unable to solicit nominations for any reason, the Chief Operations Officer shall act in his stead. Alternatively, when a meeting is held for the advisory election of Directors, any voting member present at the meeting in person may place names in nomination for election to the Board. Voting shall be by written ballot.

F. Quorum: A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business of the Board except adjournment, which shall only require one Director. Unless the Minnesota Nonprofit Corporation Act provides otherwise, every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by a least a majority of the required quorum for that meeting.

G. Officers and Duties: There shall be four Officers of the Board, consisting of a Chair, Vice-Chair, Secretary and Treasurer. Their duties are as follows:

1. The Chairman of the Board (Chair) shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer.
2. The Vice-Chairman of the Board (Vice-Chair) shall chair committees on special subjects as designated by the Chair.
3. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that Corporate records are maintained.
4. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

H. Vacancies: A vacancy on the Board shall occur in the event of the death, removal, or resignation of any Director. Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting of the Directors called for that purpose or by the Chief Executive Officer. The Board will cause a special meeting of the voting members to confirm the removal action. A two-thirds majority vote of attending

members providing a quorum is present. Any Director may resign by giving written notice to the Chairman of the Board, if any, or to the Chief Operations Officer of the Corporation. Vacancies on the Board may be filled by appointment of the Chief Executive Officer with approval of the Board. The voting members may elect a replacement Director or Directors at any time by calling a Special Meeting as provided by Article IV section C above to fill any vacancy. Any action by the membership in this matter will override any action by the Board.

ARTICLE VI – Board Meetings

1. **Annual Board Meeting:** Immediately after each Annual Meeting of the members, the Board shall hold a General Meeting for purposes of organization, and the transaction of other business. Notice of this meeting shall not be required.
2. **General Board Meeting:** General meetings of the Board for any purpose may be held without notice at such time and place as the Board by resolution may fix from time to time. The Corporation's website may be used to post general meetings' notices.
3. **Special Board Meeting:** the Chairman of the Board, the Chief Executive Officer, the Secretary or any two Directors may call a special meeting of the Board for any purpose at any time. Notice of the time and place of special meetings shall be given to each Director by written notice. Written notice may be delivered by either electronic mail or facsimile to the Director's electronic address or facsimile number as shown on the Corporation's records.
4. **Methods of Meeting:** Any general or special meeting of the Board may be held by conference telephone, video screen communication, or other communications equipment as long as each of the following requirements is met:
 - a. Each member participating in the meeting can communicate concurrently with all other members;
 - b. Each member participating has the capacity to propose or interpose an objection to a specific action to be taken by the Board on the Corporation's behalf;
 - c. All actions of, or votes by the Board are taken or cast only by Directors and not by persons who are not Directors.
5. **Waiver of Notice:** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
6. **Action without a Meeting:** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII – Officers of the Corporation

A. **Role, Size, and Compensation:** The Corporation's Officers are responsible for the day-to-day operations of the Organization. The Corporation shall have at least four Officers. As a minimum, the Officers shall consist of the Chief Executive Officer, Chief Operations Officer, Secretary, and the Chief Financial Officer. The Corporation, at the Board's discretion, may also appoint a Recording Secretary. The Officers receive no compensation other than reasonable expenses.

B. **Qualifications:** The qualifications for an Officer position are:

1. Membership in The American Radio Relay League, Incorporated, a Connecticut corporation incorporated on January 29, 1915 that is tax-exempt under Internal Revenue Code, Section 501(c)(3);
2. A current license issued by the Federal Communications Commission to transmit signals by radio in the amateur radio service;

3. Registration as a member of ARES®;
4. Voting membership.

The Incorporator shall designate the initial Officers. After the initial Officers are designated, a meeting of the voting members will be called as soon as practical to confirm the appointments or elect replacements.

- C. Terms: All Officers shall serve one-year terms, but are eligible for re-election for up to five consecutive terms.
- D. Officer elections: Each of the Officers shall be up for re-election annually at the Annual Meeting.
- E. Election Procedures: The Chief Executive Officer shall solicit nominations for qualified candidates for election to the Officer positions at least 30 days before the date of any advisory election of Officers. In the event the Chief Executive Officer is unable to solicit nominations for any reason, the Chief Operations Officer shall act in his/her stead. Voting shall be by written ballot.
- F. Quorum: A majority of the authorized number of Officers shall constitute a quorum for the transaction of any business of the Executive Board except adjournment, which shall only require one Officer. Unless the Minnesota Nonprofit Corporation Act provides otherwise, every action taken or decision made by a majority of the Officers present at a duly held meeting at which a quorum is present shall be an act of the Executive Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Officers from that meeting, if any action taken or decision made is approved by a least a majority of the required quorum for that meeting.
- G. Officers and Duties: The officers of this Corporation shall be chosen by the Board and they shall serve at the pleasure of the Board. The Board may remove from office any Officer with the exception of the Sherburne County Emergency Coordinator or Assistant Emergency Coordinator, with or without cause, and any Officer may resign at any time by giving written notice to the Board. The four main Officers of the Board are Chief Executive Officer, Chief Operations Officer, Secretary and Chief Financial Officer. Their duties are as follows:
1. Chief Executive Officer: The Chief Executive Officer position shall be filled by the current Sherburne County ARES Emergency Coordinator. The Chief Executive Officer shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. In addition, he or she shall have such other duties or obligations as the Board may by resolution prescribe.
 2. Chief Operations Officer. The Chief Operations Officer position shall be filled by the current Sherburne County ARES Assistant Emergency Coordinator of Operations. The Chief Operations Officer shall be the general manager of the Corporation and he or she shall supervise, direct, and control the Corporation's activities, affairs, and officers. In the absence of the Sherburne County Emergency Coordinator, or his/her appointed representative, the Chief Operations Officer shall preside at all member meetings. In addition, he or she shall have such other duties or obligations as the Board may by resolution prescribe.
 3. Secretary: The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual or special; how the meeting was authorized; the notice given; the names of persons present at Board and committee meetings; and the names of members present at members' meetings. The Secretary shall also keep or cause to be kept, at the Corporation's principal place of business, the following materials: a copy of the articles of incorporation and bylaws, as amended to date; a record of the Corporation's members, showing each members name, address, and other identifying information; and copies of notices of all meetings of members, of the Board, and of committees of the Board. In addition, he or she shall have such other duties or obligations as the Board may by resolution prescribe.
 4. Chief Financial Officer: The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's assets, liabilities, revenues, expenses, and transactions. He or she shall be responsible for providing to the Corporation's members and Directors such financial statements and other reports as are required to be given to members and Directors by law. The Chief Financial Officer shall deposit all monies in the name and to the credit of the Corporation in a bank or other depository as the Board may designate, and he or she shall disburse the Corporation's funds as the Board may order. He or she shall also be responsible for filing all income tax

or information returns required by federal or state law to be filed by an organization that is tax-exempt under the provisions of section 501 of the Internal Revenue Code of 1986 (or any successor law). In addition, he or she shall have such other duties or obligations as the Board may by resolution prescribe.

H. Vacancies: A vacancy on the Executive Board shall occur in the event of the death, removal, or resignation of any Officer. Any Officer may be removed, with or without cause, by the vote of the majority of the members of the Executive Officer Board or the Board of Directors at a special meeting of the Officers called for that purpose or by the Chief Executive Officer. The Executive Board will cause a Special Meeting of the voting members to confirm the removal action. A two-thirds majority vote of attending members providing a quorum is present. Any Officer may resign by giving written notice to the Chief Executive Officer or Chairman of the Board, if any, or to the Chief Operations Officer of the Corporation. Vacancies on the Executive Board may be filled by appointment of the Chief Executive Officer with approval of the Board. The voting members may elect a replacement Officer or Officers at any time by calling a Special Meeting as provided by Article IV section C above, to fill any vacancy. Any action by the membership in this matter will override any action by the Executive Board.

ARTICLE VIII – Other Matters

A. Compensation and Benefits Prohibited: No person, whether a member, director, or officer, shall receive any compensation or emolument for any services rendered to the Corporation (other than the reimbursement of reasonable business expenses if approved by the Board). Moreover, this Corporation shall not lend any money or property to any member, director, officer, or any other person; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation and also provided, however, that members may use Corporate assets as needed to fulfill the purposes of the Corporation as set forth in the Articles of Incorporation.

B. Indemnification: To the fullest extent permitted by law and the resources of the Corporation, this Corporation shall indemnify its members, Directors, Officers, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any administrative or judicial proceeding. In order to implement such indemnifications, this Corporation shall have the right to purchase and maintain such policies of insurance to protect its members, Directors, Officers, and agents from claims arising from their offices or duties as the Board deems necessary and proper.

C. Maintenance of Corporate Records: This Corporation shall keep the following: adequate and correct books and records of account; written minutes of the proceedings of its members, Board, and all committees established by the Board; and a written record of each member's name, address, and other information deemed by the Board to be relevant.

D. Inspection Rights: Any member may inspect and copy the Corporation's books and records (including documents of every kind) at any reasonable time for a purpose reasonably related to the member's interest as a member. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books and records (including documents of every kind).

E. Fiscal Year and Annual Report: The Board shall cause an annual report to be sent to all members and Directors within 60 days after the end of the Corporation's fiscal year, which shall be December 31. That report shall contain the following information, in appropriate detail: the Corporation's financial statements (accompanied by a certificate of the Corporation's Chief Financial Officer that such statements were prepared without audit from the Corporation's books and records), and a report by the Chief Executive Officer discussing the Corporation's activities and affairs for the immediately preceding fiscal year. The Board shall retain the right, at their sole discretion, to direct that an independent audit be carried out of the Corporation's books and records. The Corporation shall not hold funds in excess of \$100,000.

ARTICLE IX - Committees

A. Advisory Committees: The Board, by resolution adopted by a majority of the Directors then in office, may create one or more advisory committees to carry out the Corporation's purposes. Each Board resolution establishing an advisory committee shall clearly define the committee's role and the scope of its activities and identify the committee's members. If the Board has not adopted rules for the governance of a specific advisory committee, the committee may do so. Each advisory committee shall be responsible for keeping its own minutes and submitting copies of such minutes to the Secretary for inclusion in the Corporation's permanent minute book or records. All advisory committees shall report to the Board and no advisory committee shall be permitted to bind the Corporation or exercise the authority of the Board.

ARTICLE X – Amendments to the Bylaws

A. Amendments to Bylaws: New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of a majority of the Corporation's voting members.

B. Conflicts and Other Matters: In the event of any conflict between any provision in these Bylaws and either the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law, the Law shall prevail. Moreover, in the event these Bylaws fail to cover any matter that concerns this Corporation, its Directors, Officers, or members, the provisions of the Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern.

I declare that I am the Incorporator of Sherburne County Amateur Radio Emergency Service, Inc., a Minnesota nonprofit corporation, and that these Bylaws, consisting of 8 pages, are the Bylaws of this Corporation as adopted by me pursuant to my powers under Minnesota Corporations Code § 5134.

Executed as of _____ at Sherburne County, Minnesota.

Daniel L. Shartle, NOJHU, Incorporator
Emergency Coordinator
Sherburne County ARES