

BYLAWS OF BOULDER COUNTY AMATEUR RADIO EMERGENCY SERVICES, INC.

<http://bouldercountyares.org/bylaws.html>

Preamble:

BCARES (Boulder County Amateur Radio Emergency Service) is a volunteer organization of licensed Amateur Radio enthusiasts formed for the express purpose of providing communication and public service pertaining to the protection of life and/or property, in support of local, state, and federal agencies who may need supplemental communication in times of natural or man made events.

Who we are:

Part 97 of FCC rules & regulations governing the Amateur Radio Service has established the Amateur Radio Service, in part, for the purpose of providing emergency communications and public service to assist in the protection of life and/or property. As a model and inspiration for the creation of BCARES, the ARRL Amateur Radio Emergency Service (ARES) organization provides a framework from which our group is organized and, at the state level, reports to (in addition to our served agencies). We are a volunteer organization of licensed Amateur Radio communicators incorporated under Colorado State law as a tax exempt 501(C)(3) corporation and appointed by the Boulder County Colorado Office of Emergency Management as the local RACES organization.

What we do:

The primary focus of BCARES is to provide emergency communication support to our served agencies for natural and/or man-made disasters threatening life and/or property. This service is normally provided when asked for by a served agency in response to an emergency, disaster, or scheduled event, such that normal communication resources or methods have been overwhelmed or are otherwise incapable of providing essential communication. In addition, training exercises (either our own internally organized or externally organized events) allow us to prepare for emergencies by honing our skills and working with served agencies. BCARES is not a law enforcement or fire fighting agency.

By what authority do we operate:

BCARES, and its members, operate by the authority of their licenses from the Federal Communication Commission (FCC), FEMA, state and federal laws and served agency agreements as executed by the corporation. We are guided by our served agency agreements and the Colorado state ARES organization. It is these served agencies who are the primary recipients of our volunteer services. As volunteers we are free to decline requests from the served agencies for reasons of safety, conflicts of interest, or other reasons beyond the scope of our organization.

The following sections are the Bylaws of the Boulder County Amateur Radio Emergency Service (BCARES) and are hereby established to provide structure for the manner in which our FCC mandated communication support obligations are organized, managed, operated, and maintained.

ARTICLE I

Offices

1. Business offices. The principal office of the corporation shall be at 3280 Airport Road, Boulder, CO 80301, United States. The corporation may also have one or more offices at such other place **or** places within the State of Colorado as the Board of Directors may from time to time determine or as the business of the corporation may require.

2. Registered Office. The registered office of the corporation shall be 3280 Airport Road, Boulder, CO 80301, United States unless changed as provided by the Colorado Corporation Code.

ARTICLE II

General Membership

1. Persons Eligible for Membership. All licensed radio amateurs, approved by the Board of directors and the Boulder County Sheriff's Dept., and one authorized representative of each of the served agencies shall be eligible for membership.

2. Membership Approval. Approval for membership shall be by vote of the board of directors after meeting eligibility as defined in II.1.

ARTICLE III

Membership Meetings

1. Annual Meeting. The annual meeting of the general members for the election of a new Directors-at-Large and their alternates to fill vacancies created by any resignations of a Directors-at-Large and for the transaction of such other business as may come before the meeting shall be held in each year as designated by the Board of Directors.

2. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by the Chairman or by the Board of Directors. A meeting shall be called by the Chairman or Secretary upon written request of not less than ten percent (10%) of the members entitled to vote at the meeting.

3. Place of Meeting. Meetings of members shall be held at the principal office of the corporation or at such other place or places, within the State of Colorado, as may be from time to time determined by the Board of Directors.

4. Notice of Meetings. Notice of each meeting of members whether annual or special, shall be given not less than ten (10) nor more than fifty (50) days prior thereto to each member of record entitled to vote thereat by delivering written or printed notice thereof to such member personally or by mailing the same to his address as it appears in the books

of the corporation, by Electronic mail (E-mail) or by telephone. The notice of meetings shall state the place, day and hour thereof.

5. Organization. The Chairman or Vice-Chairman shall call meetings of members to order and act as Chairman of such meetings. In the absence of said officers, any other officer or member of the Board of Directors entitled to vote thereat, may call the meeting to order and a temporary Chairman shall be elected to preside thereat. In the absence of the Secretary of the corporation, any person appointed by the Chairman shall act as Secretary of such meetings.

6. Quorum. Any number of members present and entitled to vote thereat shall, when present in person, constitute a quorum at all meetings of members for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation, or by these bylaws.

7. Voting and Qualification for office. Only members with all dues for the current year, and any initial membership fee paid, having been accepted by the Board of Directors and initial training complete, shall be eligible to vote at any meeting.

The vote of a majority of the members present having voting power shall decide any question brought before such meeting, unless the question is one upon which expressly by provision of a statute, or the Articles of incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

8. Adjournments. Any meeting of the members may be adjourned and, subject to giving notice, any business may be transacted at the adjourned meeting which could have been transacted at the meeting originally called.

9. Removal of Members. Any member may be removed from membership by an affirmative vote of a majority of the Board of Directors. Members are automatically removed for expiration/cancellation of either their license or identification card issued by the Boulder County Sheriff's office.

ARTICLE IV

Board of Directors

1. Election and Tenure. The business and affairs of the corporation shall be managed by a Board of Directors. Each Director shall serve for a term of two years and until his successor shall be qualified.

In addition, there shall be one Alternate Director for each Director, chosen, approved and removed in the same manner and for the same term as the corresponding Director. An Alternate Director shall serve solely as a substitute for the corresponding Director during meetings of the Board of Directors. at which the Director is not present.

2. Number and Qualifications. The Board of Directors shall consist of nine (9) members selected as required by Article IX of the Articles of Incorporation. Only members with all dues for the current year, any initial membership fee paid, and initial training complete, shall be eligible to be selected. One Director-at-Large shall be selected at each annual membership meeting by majority vote of the attending members. New Directors must be approved by a majority of the other Directors.

3. Organization Meetings. Within forty-five (45) days after each annual membership meeting, the Board of Directors shall meet for the purpose of organization, approving Directors, the election of officers and the transaction of any other business.

4. Meetings. Meetings of the Board of Directors shall be held at such time or times as may be determined by the Board of Directors and specified in the notice of such meeting.

5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman on three (3) days' notice to each Director, either personally, by mail, by telephone, or by E-mail and shall be called by any elected officer or on the written request of any two Directors. The purpose of a special meeting of the Board of Directors need not be stated in the notice thereof.

6. Place of Meeting. Any meeting of the Board of Directors may be held at such place or places as shall from time to time be determined by the Board of Directors or fixed by the Chairman and designated in the notice of the meeting.

7. Quorum. A majority of the number of Directors fixed by paragraph 2 of this Article IV shall constitute a quorum at all meetings of the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Any vote of the board of directors that is a tie (has equal number of votes both for and against a proposal) shall be considered a negative vote by the board.

8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the alternate for that position. A new alternate shall be elected, if an at large position, in the next general membership meeting. The appointed member positions shall be appointed by the club/agency represented.

9. Removal of Directors. In the event that a Director does not fulfill responsibilities of a Director for a period of at least thirty (30) consecutive days, in the opinion of a majority of the Board of Directors, that Director shall be removed from the Board; however, the Board of Directors shall have authority to grant, in its discretion, a leave of absence of such duration and on such terms and conditions as the Board of Directors shall deem proper.

Any member of the Board of Directors may be removed from the Board by an affirmative vote of a majority of Board of Directors, for any one or all of the following reasons, in its sole and absolute discretion:

- a. Failure to attend more than half of the board meetings in any one year without a reason satisfactory to the Board of Directors; or
- b. Failure to perform their assigned duties in a manner satisfactory to the Board of Directors.

At a meeting of members called expressly for that purpose, the entire Board of Directors or any lesser number may be removed, with or without cause, by a vote of the majority of the members then entitled to vote. Such removal may be made effective immediately provided the vacancy(ies) of director(s) is filled per IV.1, at that meeting.

10. Adjournments. Any meeting of the Board of Directors may be adjourned and subject to giving notice, any business may be transacted at the adjourned meeting which could have been transacted at the meeting originally called.

11. Dues. The Board of Directors shall, from time to time, set the initial membership fee and annual dues to be assessed in such amounts and upon such other terms and conditions as the Board of Directors shall deem proper.

12. Attendance at Board Meetings. Any Board of Directors meeting shall be open to any paid-up member; provided, however, the Board of Directors may, in its discretion, meet at any time in closed session and exclude all persons other than Directors.

ARTICLE V

Officers

1. Election and Tenure. The Board of Directors shall annually elect a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. No two or more offices may be held by the same person. Any Director shall be eligible for election to the foregoing offices. The Board may also elect such assistants as may be determined by the Board. Each officer so elected or appointed shall continue in office until his successor is elected or until his resignation, removal, death or other disqualification.

2. Resignation, Removal and Vacancies. Any officer may resign at any time by giving written notice thereof to the Board of Directors or to the Chairman. Any officer may be removed from office by a majority vote of the entire balance of the Board of Directors for any of the reasons specified in Article IV, paragraph 9. Such resignation or removal shall take effect on the date specified in the resignation or on the date of the removal unless a different date shall be specified by the Board of Directors, in which event the date set by the Board shall govern.

If any office becomes vacant for any reason, vacancy may be filled by the Board of Directors. An officer elected to fill the vacancy shall be elected for the unexpired term of his predecessor in office.

3. Chairman. The Chairman shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and Directors and shall have general and active management responsibility for the business of the corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect and in general shall perform all duties as may from time to time be assigned to him by the Board of Directors. As the chairman is the district Emergency Coordinator and to comply with ARRL requirements, the Chairman must be an ARRL member.

4. Vice-Chairman. The Vice-Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman. He also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign to him.

5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and of the Board of Directors and shall attend all such meetings and keep a record of their proceedings. The Secretary or Treasurer shall be the custodian of the seal of the corporation and shall have power to affix the same to all documents, the execution of which on behalf of the corporation is authorized by these Bylaws or by the action of the Board of Directors.

In general, the Secretary shall perform duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or the Chairman.

6. Treasurer. The Treasurer shall give a bond for the faithful discharge of his duties, if, and in such sum and with such sureties, as the Board of Directors shall require. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall collect, receive and give receipts for all moneys or securities belonging to the corporation. The records of the Treasurer shall be open to inspection by any paid-up member at any reasonable time.

In general, the Treasurer shall perform duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors or the Chairman.

ARTICLE VI

Execution of Instruments

1. Execution of Instruments. The Chairman shall have power to execute on behalf and in the name of the corporation any deed, contract, bond, debenture, note or other

obligations evidences of indebtedness, or proxy, or other instrument requiring the signature of the officer of the corporation, except where signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized, no officer other than the chairman, shall have any power or authority to bind the corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

2. Checks and Endorsements. All checks and drafts upon the funds to the credit of the corporation in any of its depositories shall be signed by such of its officers or agents as shall from time to time be determined by resolution of the Board of Directors which may provide for the use of facsimile signatures under specified conditions, and all notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officers or agents of the corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VII

Corporate Seal

1. Corporate Seal. The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary, Treasurer or the Chairman for the authentication of contracts or other papers requiring the seal.

ARTICLE VIII

Fiscal Year

1. Fiscal Year. The fiscal year of the corporation shall be such year as shall be adopted by the Board of Directors.

ARTICLE IX

Corporate Books and Records

1. Corporate Books. Except as otherwise required by statute, the books and records of the corporation may be kept within the State of Colorado at such place or places as may from time to time be designated by the Board of Directors.

ARTICLE X

Emergency Bylaws and Amendments

1. Emergency Bylaws. The Board of Directors may adopt emergency bylaws, which shall, notwithstanding any different provision elsewhere, be operative during any emergency which may make any provision that may be practical and necessary for the circumstances of the emergency.

2. Amendments. All bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be added, by the affirmative vote of a majority of the total members of the Board of Directors at any regular or special meeting.

CERTIFICATE

The undersigned hereby certify that they are the duly elected, qualified, acting and hereunto authorized Chairman and Secretary of the aforesaid corporation and that the foregoing and annexed bylaws constitute a true and complete copy of the bylaws of said corporation presently in witness whereof the undersigned have signed this Certificate and affixed hereto the seal of said corporation.

Date: November 20, 2013

Chairman of said Corporation

Secretary of said Corporation