

**BY-LAWS
OF
DURHAM FM ASSOCIATION, INCORPORATED**
(As revised May 7, 1991 and amended January 9, 2001)

ARTICLE I

OFFICES

- Section 1. Principal Office: The principal office of The Durham FM Association, Incorporated (hereinafter referred to as " The Association") shall be located at 1700 High Street, Durham, NC.
- Section 2. Registered Office: The registered office of The Association required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

ARTICLE II

MEMBERS

- Section 1. Members: The members of The Association shall consist of persons interested in amateur radio who make proper application and payment of dues to the Association and are approved by a majority of the Board of Directors.
- Section 2. Place of Meetings: All meetings of members shall be held at the principal office of The Association, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote thereat.
- Section 2. Annual Meetings: The annual meeting of members shall be held on the 2nd Tuesday of June of each year, for the purpose of electing directors of The Association and for the transaction of such other business as may be properly brought before the meeting.
- Section 4. Special Meetings: Special meetings of the members may be called at any time by the President, Secretary or any Board of Director of the Corporation or by any member pursuant to the written request of one-tenth of the members.
- Section 5. Notice of Meetings: Written or printed notice stating the time and place of the meeting shall be delivered not less than five, nor more than thirty days before the date thereof, either personally or by mail, by or at the direction of the President, the Secretary, or other person calling the meeting, to each member of record entitled to vote at such meeting.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is a matter, other than election of directors, on which the members vote. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Voting Lists: At least ten days before each meeting of members, the Secretary of the Corporation shall prepare an alphabetical list of the members entitled to vote at such meetings, which list shall be kept on file at the registered office of The Association for a period of ten days prior to such meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 7. Quorum: Fifteen percent of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting of members, such meeting may be adjourned from time to time by a vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which may have been transacted at the original meeting.

The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough to leave less than a quorum.

Section 8. Voting: Each member shall be entitled to one vote on each matter-submitted to a vote at a meeting of the members.

Section 9. Informal Action by Members: Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of The Association to be kept in the Minute Book.

ARTICLE III

DIRECTORS

Section 1. General Powers: The business and affairs of The Association shall be managed by the Board of Directors.

- Section 2. Number and Qualifications: The number of Directors of the Corporation shall be nine. Directors must be members of The Association but need not be residents of the State of North Carolina.
- Section 3. The Board of Directors: The Board of Directors of the Association shall consist of these duly elected officials: President, Vice President, Secretary, Treasurer, Repeater Manager/Trustee, and four (4) At-large-members. At-large-members serve 2 year terms, 2 members-at-large being elected each year.
- Section 4. Term of Office: The President, Vice President, Secretary, Treasure and RepeaterManager/Trustee shall be elected for a term of 1 year, commencing July 1.
- Section 5. Election of Directors: The Directors shall be elected at the annual meeting of members, and those persons who receive the highest number of votes shall be deemed to have been elected.
- Section 6. Vacancies: A vacancy occurring on the Board of Directors shall be filled only by election at the annual meeting or at a special meeting of members called for that purpose.
- Section 7. Compensation: The Board of Directors will not be compensated for their services.

ARTICLE IV

MEETING OF DIRECTORS

- Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.
- Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such meetings may be held either within or without the State of North Carolina.
- Section 3. Notice of Meetings: Meetings of the Board of Directors may not be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by the usual means of communication. Such notice shall specify the purpose for which the meeting is called.
- Section 4. Quorum: A majority of the Directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting: Except as otherwise provided in this section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. President: The President shall be the principal executive officer of The Association and shall supervise and control the management of the association in accordance with these bylaws. He/she shall, when present, preside at all meetings of members. He/she shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of The Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and the execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by The Association from time to time.

Section 2. Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, he/she shall perform such other duties and have such other powers as The Association shall prescribe.

Section 3. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. He/she shall have general charge of The Association Corporate Seal, books and records, and he/she shall affix the corporate seal to any lawfully executed instrument requiring it. He/she shall keep a record of the members showing the name and address of each member.

He/she shall sign such instruments as may require his/her signature, and, in general, shall perform all duties incident to the office of Secretary.

Section 4. Treasurer: The Treasurer shall have custody of all funds and securities belonging to The Association and shall receive and deposit or disburse the same under the direction of the Board of Directors. He/she shall keep full and accurate accounts of the finance of the Association in books especially provided for that purpose; and he/she shall cause a true statement of its assets and liabilities as of the close of each fiscal year, and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, including particulars as to convertible securities then outstanding, to be made and filed at the registered or principal office within four months after the end of such fiscal year. The statement, so filed, shall be audited by The Association members appointed by the outgoing President and shall be kept available for inspection by any member for a period of ten years. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned to him/her from time to time by the President.

Section 5. Repeater Manager/Trustee: The Repeater Manager/Trustee shall be the trustee and licensee of The Association's callsign. He/she is responsible for the legal operation of the repeaters and shall provide a legal license for the repeaters according to the F.C.C. The Repeater manager is responsible for the technical operation and control of the repeaters and is custodian of The Association's real property.

ARTICLE VI

CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of The Association, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans to or from The Association shall be contracted on behalf of The Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of The Association. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or orders for the payment of moneys issued in the name of The Association, shall be signed by the Treasurer or, in his/her/her absence, the President of The Association, and in such a manner as shall from time to time be determined by resolution of The Association.

Section 4. Deposits: All funds of The Association not otherwise employed shall be deposited from time to time to the credit of The Association in such depositories as The Association shall direct.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Seal: The corporate seal of The Association shall consist of two concentric circles between which is the name of The Association and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of The Association.

Section 2. Waiver Of Notice: Whenever any notice is required to be given to any director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the charter or bylaws of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time states therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year: The fiscal year for The Association shall be the calendar year.

Section 4. Amendments: Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the members of The Association at any regular or special meeting of The Association.

Section 5. Parliamentary Authority: The rules contained in Robert's Rules of Order Revised shall govern The Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.