

American Association of Information Radio Operators
Corporate By-Laws

PURSUANT TO, Title 13.1, Chapter 10 of the Code of Virginia, the following bylaws are adopted by the American Association of Information Radio Operators for the purpose of managing the business and regulating the affairs of the corporation in a manner that is not inconsistent with law or the articles of the corporation.

Article I - Membership

Section 1. *Classes of Members*

The association shall have two classes of members.

Voting Members. One class of members shall be the **Voting Members**. Qualification for Voting Members shall be limited to licensees or operators of a Travelers' Information Stations as permitted by the Federal Communications Commission. At the time of adoption of these initial bylaws, eligibility requirements for a licensee of a Travelers' Information Station license are found at 47 C.F.R. §90.242 (2007). To the extent the eligibility requirements referred to above are changed by the federal government, it shall be at the discretion of the then voting members to modify these bylaws in accordance with the provisions hereinafter stated.

Non-Voting Members. One class of members shall be the **Non-Voting Members**. Qualification for Non-Voting Members shall be limited to any person, firm, government, organization or company interested in the travelers' information station radio service.

Section 2. *Election of members.* A Voting Member or a Non-Voting member may be elected a member upon having received a majority vote of the Board of Directors. No applicant shall be denied membership based upon race, gender, creed, or national origin.

Section 3. *Resignation.* Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

Section 4. *Suspension.* A member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to

the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action.

Article II - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article III - Dues

Section 1. *Annual dues.* The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

Section 2. *Payment of dues.* Dues shall be payable as assessed by the Board of Directors.

Section 3. *Default and termination of membership.* When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article I, Section 4, of these Bylaws.

Article IV - Meetings

Section 1. *Annual meetings.* There shall be an annual meeting as determined by the Board of Directors for election of members of the Board of Directors and for receiving the annual reports of officers and directors, and the transaction of other business. Notice of the meeting, signed by the Secretary, shall be delivered, except as herein or by statute otherwise provided, using the last recorded information of each member at least ten days and not more than 50 days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

Section 2. *Special meetings.* Special meetings may be called by the Board of Directors at their discretion. Upon the written request of 20 members, the Board of Directors shall call a

special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 3. *Waiver.* Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and at any place designated by the Board of Directors, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 4. *Quorum.* The presence in person or by proxy of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 5. *Inspectors of election.* At the discretion of the Board of Directors, two Inspectors of Election may be chosen at the first annual meeting and at each subsequent annual meeting. They shall act as Inspectors of Election at the next annual meeting and at all special meetings until the next annual meeting.

Section 6. *Voting.* Any member of a firm or an officer of a corporation, government or organization may represent it at any meeting. Any corporation, government or organization may be represented at any meeting by any member of its staff delegated by it for that purpose; but each corporation, government or organization shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section 7. *Proxies.* Every member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution. In lieu of submitting a proxy, a member of the Corporation may attend any meeting thereof by telephone conference, video conference or similar means of communication by which such member can hear voting proceedings at the meeting and for which such member can identify itself and be heard when such time for a vote arises. Members of the Corporation so attending shall be deemed present at a meeting for all purposes, including the determination of whether a quorum is present

Section 8. *Order of business.* The order of business shall be as follows at all the meetings of the Corporation and Board of Directors:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers and new members.
- (f) Reports of officers.
- (g) Unfinished business.
- (h) New business.

Any question as to priority of business shall be decided by the Chair without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Article V - Directors

Section 1. *Number.* The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of not less than three (3) directors and no more than five (5) directors. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. *Election of directors and term.* The first directors of the Corporation shall be set-out in the Articles of Incorporation for the Corporation. At the annual meeting next held after the adoption of these Bylaws, there shall be an election of the directors of the Corporation. The then current Voting Members shall vote for the directors in a manner set forth by the then current Board of Directors. Each director shall have a term of one year. At each annual meeting thereafter, a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any director may be reelected.

Section 3. *Duties of directors.* The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) admit members and suspend or expel them by ballot; (3) appoint particular subjects from the members of the Board, or from other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in the industry;

(7) employ agents; and (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 4. *Meetings of board.* Regular meetings of the Board of Directors shall be held. The President may, when he deems necessary, or the Secretary shall, at the request in writing of three members of the Board, issue a call for a special meeting of the Board, and only five days' notice shall be required for such special meetings. Board Members may attend any meeting of the Board by telephone conference, video conference or similar means of communication by which all Persons participating in the meeting can hear each other, and all Board Members so attending shall be deemed present at a meeting for all purposes, including the determination of whether a quorum is present.

Section 5. *Quorum.* Two members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice Presidents, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later. The secretary shall give written notice of the adjourned date to all members of the Board of Directors.

Section 6. *Absence.* Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the Board without sending a communication to the President or Secretary stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant. The seat shall be filled as set forth in Section 7.

Section 7. *Vacancies.* Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until his successor shall have been chosen at a special meeting of the members.

Section 8. *Removal of directors.* Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Article VI - Officers

Section 1. *Number.* The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. *Method of election.* The Board of Directors shall elect all officers for a term of one year, the President and Vice President being elected from the Board of Directors. A majority of a quorum present shall be necessary to constitute an election.

Section 3. *Duties of officers.* The duties and powers of the officers of the Corporation shall be as follows:

President

The President shall preside at the meetings of the Corporation and of the Board of Directors. He shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President.

Vice President

In case of the death or absence of the President, or of his inability from any cause to act, the Vice President, shall perform the duties of his office.

Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and keep a record of its doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect the fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the officers and members of the Corporation of their election; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements. The Treasurer shall deposit all sums received in a bank, or banks, or trust company approved by the Board of

Directors, and make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer. The funds, books, and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term of office, he shall deliver over to his successor all books, moneys, and other property, or, in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a treasurer pro tem.

The office of Secretary and Treasurer may be held by the same person.

Section 4. *Bond of treasurer.* The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct. However, the fee for such bond or security shall be paid by the Corporation.

Section 5. *Vacancies.* All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 6. *Compensation of officers.* The officers shall receive such salary or compensation as the Board of Directors determines, so long as such compensation does not violate the Non Stock Corporation Law.

Article VII - Indemnification

Section 1. For the purposes of this Article VI:

"agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise;

"proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

"expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article VII.

Section 2. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

Section 3. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in this Article VII, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 4. Except as provided in Section 3 above, any indemnification under this Article VII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in this Article VII by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 5. No indemnification or advance shall be made under this Article VII, except as provided in Section 3 or 4 above, in any circumstance where it appears that:

(a) It would be inconsistent with a provision of the Articles, the Bylaws or an agreement in effect at the time of the occurrence of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6. Advancing Expenses. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in this Article VII prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in these Bylaws.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by

the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section.

ARTICLE VIII - Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Corporation. The proposed change shall be mailed to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.

Dated this _____ day of June 2008.

Directors: _____
William Baker

Jeff Braun

Linda Folland

Mike Williams

James Zoss

