

BUTTE RADIO CLUB, INC.

A Montana Nonprofit Public Benefit Corporation

BYLAWS

ARTICLE I

NAME

1.01 Name. The name of this Corporation shall be Butte Radio Club, Inc. The business of the Corporation may also be conducted as Butte Radio Club or BRC.

1.02 Name Change. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors (the "Board"). Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

ARTICLE II

PURPOSES AND POWERS

1.03 Purpose. This Corporation's purposes are to promote amateur radio by:

- (a) Encouraging amateur radio education;
- (b) Providing license examinations;
- (c) Participating in civic minded and charitable amateur radio activities;
- (d) Helping to provide voluntary emergency communications as needed;
- (e) Enabling the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, and individual operating efficiency; and
- (f) Conducting club programs and activities which advance the general interest and welfare of amateur radio in the community.

2.02 Powers. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

- (a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, seeking recognition as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (the "Code"), as amended from time to time, and any reference to a specific section of the Code shall be deemed to include any future corresponding section of the Code.

- (b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, 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 the Articles of Incorporation and these Bylaws.
- (c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III **MEMBERSHIP**

- 3.01 Membership Classes and Powers.** Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of Members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of Membership, except that liability of a Member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.
- 3.02 Full Members.** Members who are currently licensed as amateur radio operators in the United States will be eligible for Full Membership in the Corporation. Full members, 18 years of age or older, may vote and may serve on the board as Directors or Officers.
- 3.03 Associate Members.** Members who are not currently licensed as amateur radio operators in the United States are Associate Members. Associate Members have no voting rights and may not serve as Directors or Officers.
- 3.04 Dues.** Annual Membership dues for Full and Associate Members shall be determined by the Board of Directors.
- 3.05 Voting Rights.** Except as otherwise provided in these Bylaws, each Full Member shall be entitled to one vote on each matter upon which Members have voting rights. Vote or voting includes the giving of consent in the form of a record without a meeting by written ballot and written consent.

ARTICLE IV
MEETING OF MEMBERS

4.01 Time, Place and Notice of Annual Meeting. The annual meeting of the Members will be held each year at a time and place established by the Board of Directors, with a minimum of 21 days written notice to all Members. Written notice may be communicated in person, facsimile, or other form of electronic, wire, or wireless communication including by post to the Butte Radio Club website or social media, or by mail or private carrier to the address the member provides to the club, as provided by Montana law, as shown in the Corporation's record of Members.

4.02 Business to be conducted at the Annual Meeting. The following business or reports may be conducted or presented at the Annual Meeting:

- (a) **Election of Directors and Officers.** Election of Directors and Officers to serve on the Board of Directors.
- (b) **Financial Report.** The most recent year's activities and financial report will be presented to the membership.
- (c) **Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation will be presented.
- (d) **Any Other Matter Requiring Member Approval.** Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

4.03 Nomination and Election of Directors.

- (a) The Board shall conduct the election of Directors and Officers at the Annual Meeting or, if for any reason (including lack of a quorum) the election does not occur at the Annual Meeting, within 40 days after the Annual Meeting.
- (b) At least 30 days before the Annual Meeting the Board shall solicit names of nominees for Directors and Officers from the membership in any reasonable manner and shall include any person on the ballot as a nominee whom two or more Full Members recommend if that person satisfies the eligibility requirements for being a Director.
- (c) The Board shall present the list of nominees to the Full Members at the Annual Membership meeting.

4.04 Special Meetings of the Members. Special meetings of the Members may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting Members who shall state in writing to the Board of Directors the purpose of such meeting.

4.05 Regular Meetings. The Members shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Members may

be held without further notice if the schedule is posted at least seven (7) days in advance on the Butte Radio Club website.

- 4.06 Quorum.** A minimum of four Directors, of which two shall be Board Officers, and ten percent (10%) of the number of voting Members then in good standing and present in person, shall constitute a quorum for the transaction of any business. If less than a quorum is present at any meeting of the Members, the meeting shall adjourn without notice.
- 4.07 Proxies.** At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with Montana law or by other reasonable means allowed by Montana law established in Board policy. The Corporation may recognize a Member's board officers as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum.
- 4.08 Corporation's Acceptance of Votes.** If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Member or is the authenticated electronic identification of a Member, the Corporation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user, including a corporation, for electronic communications.
- 4.09 Action by Written Ballot.** Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. The Corporation may deliver a written ballot by electronic communication as long as a Member gives consent. Consent by a Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

ARTICLE V

BOARD OF DIRECTORS

- 5.01 Number of Directors.** The Corporation shall have a Board of Directors consisting of seven (7) Directors, of whom four (4) are Board Officers.
- 5.02 Powers.** Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.
- 5.03 Terms.** All Directors will be elected to serve one (1) year terms; provided, however, that the term may be extended until a successor has been elected. The term of a Director elected by the Membership may not be shortened by the Board.
- 5.04 Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

5.05 Removal of Directors. A Director may be removed by a majority vote of the Board of Directors then in office if a Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve (12) month period. The President is empowered to excuse Directors from attendance for a reason deemed adequate by the President.

5.06 Board of Directors Meetings.

- (a) **Special Meetings.** Special meetings of the Board may be called by the President, by any two members of the Board, or by 10 percent of the Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.
- (b) **Notice of Board Meetings.** If notice is given of a regular or special meeting, notice must be given to each Director either personally, by U.S. mail or private carrier, or other form of electronic, wire or wireless communication by correct address or authenticated electronic identification shown in the Corporation's record of Directors.
- (c) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- (d) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Montana law.

5.07 Manner of Acting.

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.
- (d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephone conference call or similar remote communication.

5.08 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minutes book by the Secretary.

5.09 Qualifications of Directors. In order to be eligible to be a Director on the Board of Directors, an individual must be eighteen (18) years of age and a Full Member.

ARTICLE VI

OFFICERS

- 6.01 Board Officers.** The Board Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Members. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Committee Chairs, but no Board Officer may act in more than one office.
- 6.02 Term of Office.** Each Board Officer shall serve a one (1) year term of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Meeting at which elected and shall end upon the adjournment of the Annual Meeting during which a successor is elected.
- 6.03 Removal and Resignation.** The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.
- 6.04 President.** The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- 6.05 Vice President.** In the absence or disability of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed by the Board of Directors or the President.
- 6.06 Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be posted of all meetings of Members, Directors and committees as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.
- 6.07 Treasurer.** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of

the financial condition of the Corporation and of audit or financial review results. In conjunction with the Board of Directors, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member to assist in performance of all or part of the duties of the Treasurer.

6.08 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

6.09 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE VII

BOARD COMMITTEES

7.01 Committees.

(a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.

(b) **Creation of Committees and Appointment of Chairs.** All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee chairs and fill any vacancies; provided, however, that the Board Officers may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Committee members may be appointed as needed by committee chairs and approved by the Board.

7.02 Committee Manner of Acting. The provisions of these Bylaws which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and their members.

ARTICLE IX
CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

- 9.01 Contracts and other Writings.** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the President or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.
- 9.02 Checks.** All checks shall be signed by the Treasurer or other Board approved representative.
- 9.03 Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Treasurer chooses as approved by the Board.
- 9.04 Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.
- 9.05 Indemnification.**
- (a) **Mandatory Indemnification.** The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
 - (b) **Permissible Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
 - (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation in these Bylaws.
 - (d) **Indemnification of Officers, Agents and Employees.** An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Montana Law and public policy, *provided* that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE X
MISCELLANEOUS

10.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the board.

10.02 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, Member, or member of a Committee with Board-delegated powers.

10.03 Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interests, if any, in accordance with these Bylaws.

10.04 Amendments. Except for those amendments reserved to the Members by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

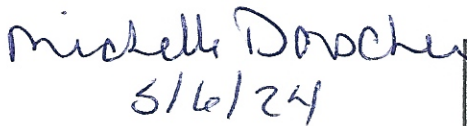
CERTIFICATE OF ADOPTION OF BYLAWS

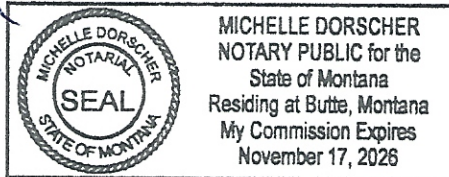
I do hereby certify that the above Bylaws of the Butte Radio Club, Inc., were approved by the Board of Directors on May 4, 2024 and constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.



Secretary of the Corporation

Dated: 5-6-2024


5/6/24



Adopted

Name: *[Signature]* Title: President Date: 5/4/24

Name: *[Signature]* Title: Vice President Date: 5/4/24

Name: *[Signature]* Title: Treasurer Date: 5/4/24

Name: *[Signature]* Title: Secretary Date: 5/4/2024

Name: *[Signature]* Title: Director Date: 5/4/2024

Name: *[Signature]* Title: Director Date: 5/4/2024

Name: *[Signature]* Title: Director Date: 5-4-2024