

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

Article I PURPOSE

The purpose of this organization is to:

- A. Encourage the preservation and appreciation of antique radios
- B. Foster and promote knowledge of the science, history and traditions of radio technology and early broadcasting
- C. Disseminate information useful in understanding the acquisition, restoration and safe operation of antique radios
- D. Conduct regular meetings and organize social, educational and swap meet events
- E. Expand membership to insure the survival and growth of the organization

Article II CORPORATE NAME AND OFFICE

The name of this corporation shall be "Southeastern Antique Radio Society" and shall be referred to in this document as "SARS" or "Club". SARS is a not-for-profit corporation in the state of Georgia. SARS shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose address is that of the registered office, and may have such other offices in the State of Georgia as the Executive Committee shall determine.

Article III DEFINITIONS

Assessments: Fees or charges which the Club may collect from the members on an ad-hoc basis.

Dues: The term 'dues' refers to the annual payment for, but may not be limited to, the following:

- A. Permission for members to attend and participate in all Club sanctioned events
- B. A subscription to the Club newsletter

Executive Committee: The managing committee of the Club, accountable to the membership, which is composed of all Club officers in addition to a Newsletter Editor and Internet Webmaster who are appointed by the Executive Committee.

Regular Member: Any person who is not more than 60 days in arrears in the payment of dues, assessments, or other charges.

Patron Member: Any organization or individual which contributes to the purpose of the Club.

Officers: The Club officers are the President, Vice President, Treasurer, Secretary and the Director of Publicity and Membership.

Regularly Scheduled Meeting: The regularly scheduled meetings of the members shall be held at a time and place agreed upon by a majority vote of the Executive Committee.

Article IV MEMBERSHIP

Regular Membership: All persons interested in the purposes of the Club, and who are willing to abide by its rules and regulations, shall be admitted to membership. Any person who is not more than 60 days in arrears of payment of dues, assessments, or other charges is considered to be a member in good standing. Each regular member in good standing shall have one vote in matters submitted to a vote of the members. Membership shall not be transferable or assignable. Membership is not restricted to residents of Georgia.

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

Patron Membership: By a simple majority vote of the Executive Committee, patron membership status may be awarded annually to other clubs, sponsors, radio stations or individuals that contribute to the purpose of the Club. Patron members do not have voting privileges but may participate in Club sanctioned events.

Admission: Any person qualified for membership, who submits an application as prescribed by the Executive Committee, and pays the required dues and fees, if any, shall be admitted to membership.

Suspension and Termination: The Executive Committee, after demonstrating good cause, and upon the approval of a majority of the members present at a regularly scheduled Club meeting, may conduct a hearing at a regularly scheduled Club meeting for the purpose of suspending or terminating any person from membership. The Executive Committee shall immediately reinstate any person whose membership has been suspended or terminated by them, at a regularly scheduled Club meeting, when the condition(s) causing the suspension or termination have been removed. Any person may voluntarily resign from membership, but such resignation shall not relieve the person from any obligation to pay dues, assessments, or other charges previously accrued and unpaid.

Any person more than 60 days in arrears in the payment of dues, assessments or other charges shall be automatically terminated from membership and notified by the Director of Publicity and Membership. Such person shall be immediately reinstated upon full payment of all dues, assessments, and other charges previously owing.

Compensation and Reimbursement: Members shall not receive any salary or other compensation. Members are permitted reimbursement from the Club for any necessary and reasonable out-of-pocket expenses incurred in the support of a Club sanctioned activity.

Article V

DUES AND ASSESSMENTS

The dues, as prescribed by the Executive Committee, shall be payable annually, biannually or in alternate years. The Executive Committee announces dues amounts and schedules for the upcoming fiscal year during the regularly scheduled October meeting. The Executive Committee may assess fees for the privilege of attending special Club events, including social events and Swap Meet events.

As prescribed by the Executive Committee, some regular members may be exempt from the payment of annual dues. For example, those who faithfully provided services to SARS may be exempt from annual dues payments. A simple majority vote by the Executive Committee is required to exempt any regular member from payment of annual dues.

Patron Members are exempt from annual dues payments.

Past SARS Presidents are considered lifetime members and are permanently exempt from paying annual dues.

Article VI

EXECUTIVE COMMITTEE

A. Club affairs shall be managed by the Executive Committee. The Committee is strictly accountable to the membership. It shall consist of the President, Vice President, Treasurer, Secretary, Director of Publicity and Membership, Newsletter Editor and Internet Webmaster. The Newsletter Editor and Internet Webmaster are appointed annually by the Club Officers.

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

- B. With the exception of the Newsletter Editor and Internet Webmaster, the Executive Committee shall be elected and serve in accordance with Article VII, 'Officers.'
- C. Meetings of the Executive Committee may be held at the request of the President or any two members of the Committee. Each Committee member shall receive notification from the Club President at least five days prior to a meeting via personal communication, First Class U.S. Mail or electronic mail. If via First Class U.S. Mail or electronic mail, the notice shall be sent with sufficient lead time so as to comply with the five day notice requirement.
- D. Voting: One half of the Executive Committee members shall constitute a quorum at any meeting for the transaction of business. If a lesser number is present, a majority of those present shall adjourn the meeting to a future time and place and the missing members shall be so notified. Where there is a quorum, the act of a majority of the members present shall constitute the act of the entire Executive Committee.
- E. Each Executive Committee member shall be subject to removal by the following procedure upon receipt of a recall petition signed by a majority SARS membership in good standing. All members shall be notified via a special mailing, telephone communication or Internet electronic mail message immediately once a recall petition is begun. At a general meeting of the Club membership, with two-thirds of the vote of a quorum of members in good standing voting in the affirmative, they may remove the Executive Committee member.
- F. Vacancies on the Executive Committee due to death, resignation, matters of health or cause, except for the offices of President and Vice President, shall be filled by majority vote of the remaining SARS Executive Committee members from the general membership until the following election period (refer to Article VII, Section B).

The Vice President will serve as President for the remainder of the President's term in the event of the President's death, resignation, removal as described in Article VI, Section E or permanent inability to perform duties. Should the V.P. assume the office of President, the office of V.P. will become vacant and subject to an election at the next regularly scheduled monthly meeting. The newly elected V.P. will serve for the remainder of the original term.

In the event of the V.P.'s death, resignation, removal as described in Article VI, Section E or permanent inability to perform duties, an election will be conducted at the next regularly scheduled monthly meeting. The newly elected V.P. will serve for the remainder of the original term.

- G. The Executive Committee shall appoint a Newsletter Editor. This editor shall publish the SARS Newsletter, with the help of other SARS members who volunteer for such activity, for distribution to SARS members in good standing. Except for official SARS Bylaws and policies, and subject to future review by the SARS Executive Committee or SARS membership, the Newsletter Editor shall have maximum discretion in deciding newsletter content, format, subjects of articles, advertisement and all other newsletter content. Newsletters will be published quarterly. The January newsletter will announce the new Club officers, the annual plan and the annual budget. The October newsletter will announce the slate of nominees for Club officers and include an absentee ballot.
- H. The Executive Committee shall appoint an Internet Webmaster. This position shall be responsible for the maintenance of the SARS Internet web site. Except for official SARS Bylaws and policies, and

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

subject to future review by the SARS Executive Committee or SARS membership, the Internet Webmaster shall have maximum discretion in deciding web content and format.

- I. The responsibility for operating fund raising events such as, but not limited to, flea markets, swap meets and conferences shall rest with the Executive Committee. Dates and times of such events shall be at the discretion of the Executive Committee based upon the January Planning Meeting described in Article IX. The Executive Committee shall call for volunteer event leaders to insure the success of each event.
- J. The expenditure of SARS funds for the purpose of promoting SARS sponsored events or to facilitate the operation of SARS is at the discretion of the Executive Committee by a simple majority vote.
- K. Compensation and Reimbursement: The Committee members shall not receive any salary or other compensation. The Committee members are permitted reimbursement from the Club for any necessary and reasonable out-of-pocket expenses incurred in the support of a Club sanctioned activity.

Article VII OFFICERS

- A. General: The Club officers shall consist of one President, one Vice President, one Treasurer, one Secretary and one Director of Publicity and Membership. Any officer may also hold the office of Newsletter Editor or Internet Webmaster.
- B. Election and Term: A slate of Officers shall be nominated annually at the regularly scheduled October meeting. Any regular member in good standing may nominate any other regular member in good standing for any Club officer position. The slate of nominees, along with an absentee ballot, shall be distributed to all regular members via the October Club newsletter, Internet electronic mail message or via a special October mailing. The Officers shall be elected annually via a majority secret ballot of the members, the results of which shall be tallied at the regularly scheduled November meeting. In the event any officer position is not opposed, a majority of a quorum of regular members in good standing voting in the affirmative during the November meeting shall eliminate the requirement for a secret ballot for the unopposed office.
- C. New Club officers will be officially installed during the first January meeting of each year. Officers shall serve until the installation of their successor.

Club officers may be elected to more than one consecutive term but may not serve in the same position for a period to exceed 36 months.

- C. Duties: Responsibilities of the Club officers are as follows:

President: The President shall be the Club's principal executive officer and shall supervise all of its business and affairs. The President acts as chief representative of and speaker for the Club. The President, or his designate, shall preside at all regularly scheduled meetings of the members, at meetings of the Executive Committee and at all Club sanctioned events. The President shall insure the Club is properly insured for all events and that the Club is registered as a non-profit organization in the state of Georgia. The President, along with the assistance of the Treasurer, submits an annual Club budget at the beginning of each fiscal year which will be reviewed and approved by a majority vote during the regularly scheduled January meeting. The President may sign, together with the Secretary, or any other Officer authorized by the Executive Committee, any documents or instruments which the Executive Committee may authorize. The

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

President shall perform all duties incident to the Office of the President and such other duties as the Executive Committee may prescribe.

Vice President: The Vice President ("V.P.") shall perform all duties incident to the office of the V.P. and such other duties as may be assigned by the Executive Committee or the President. The V.P. arranges and coordinates presentations, programs, themes and speakers for monthly Club meetings. The V.P. makes all arrangements for all meetings and event sites. In the temporary absence of the President, the V.P. shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President.

Treasurer: The Treasurer shall have custody of and be responsible for all funds and securities of the Club, receive and give receipts for all payments to the Club, and deposit all such payments in the name of the Club in such banks or other depositories as the Executive Committee may designate. The Treasurer, along with guidance from the President, prepares an annual Club budget which will be reviewed and approved by a majority vote during the regularly scheduled January meeting. The Treasurer shall give a current financial report at the Executive Committee meetings and regular monthly Club meetings. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the Executive Committee or the President. If required by the Executive Committee, the Treasurer shall give bond for the faithful discharge of the duties of the office of the Treasurer in such form as the Executive Committee may determine.

Secretary: The Secretary shall keep the minutes of the regularly scheduled meetings of the members and of the Executive Committee, ensure that all notices are duly given as required by these Bylaws or by the law, be custodian of the corporate records and of the corporate seal. The Secretary shall perform all duties incident to the office of the Secretary and other such duties as may be assigned by the Executive Committee or by the President.

Director of Publicity and Membership: The Director of Publicity and Membership will be responsible for creating positive public awareness of SARS and SARS events, coordinating special events to attract new members and retaining existing members. The Director of Publicity and Membership will coordinate communications with news media, Internet groups and other public service organizations designed to create interest in participating in Club sanctioned events and joining SARS as members in good standing. The Director of Publicity and Membership will also take primary responsibility for contacting members approaching 60 days in arrears of dues payment to encourage them to renew their membership. Any person more than 60 days in arrears in the payment of dues, assessments or other charges shall be automatically terminated from membership and notified by the Director of Publicity and Membership. The Director of Publicity and Membership shall keep a register of the post office address, electronic email address and telephone number(s) of each member as furnished by such member. The Director of Publicity and Membership shall perform other duties as may be assigned by the Executive Committee or by the President.

Article VIII

REGULARLY SCHEDULED MEETINGS

- A. Time and Place: The regularly scheduled meetings of the members shall be held at a time and place agreed upon by a majority vote of the Executive Committee. A minimum of ten meetings shall occur every fiscal year. Special Club events may be held from time to time in lieu of the regularly scheduled meetings, as determined by a majority vote of the members present at a regularly scheduled meeting. Additional meetings may be held by the Executive Committee as necessary.

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

- B. Notice: Notice of the place, date, and hour of the regularly scheduled meetings shall be given to the members via the Club newsletter, a special mailing, telephone communication, Internet electronic mail message or posting on the Club Internet web site not less than seven days before the date of such meeting.
- C. A Quorum shall be required for transaction of all business before the general membership.
1. A quorum shall consist of at least 20 percent or 15 members, whichever is fewer, of the SARS membership in good standing, present or represented by proxy.
 2. A proxy is a signed and dated statement of intent by a member in good standing, giving another member in good standing their vote.
 3. The SARS Director of Publicity and Membership shall be the authority on members in good standing based on membership records and will rule on the validity of any challenged proxy accordingly.
 4. Each SARS member in good standing shall be entitled to one vote.
- D. Voting: The act of a majority of the members present at a regularly scheduled meeting shall be the act of the entire membership, except as otherwise provided in these Bylaws.
- E. When not inconsistent with provisions of the SARS Bylaws, Robert's Rules of Order shall govern the conduct of all meetings. However, these rules may be suspended at any time by majority vote of the Executive Committee at Executive Committee meetings or by majority vote of a quorum at SARS general meetings.

Article IX

SPECIAL BUSINESS MEETINGS

The following events normally coincide with regularly scheduled meetings and are placed in this section for clarity and emphasis:

October Meeting: The Officers shall be nominated annually at the regularly scheduled October meeting. Any regular member in good standing may nominate any other regular member in good standing for any Club officer position. The slate of nominees, along with an absentee ballot, shall be distributed to the membership in the October Club newsletter, Internet electronic mail message or via a special October mailing.

The Executive Committee shall announce due amounts and schedules for the upcoming fiscal year during the regularly scheduled October meeting.

November Meeting: The Officers shall be elected annually at the regularly scheduled November meeting via a majority secret ballot of the regular members. The results of all ballots, both absentee and those of the regular members present, shall be tallied at this meeting. In the event any officer position is not opposed, a majority of a quorum of regular members in good standing voting in the affirmative during the November meeting shall eliminate the requirement for a secret ballot for the unopposed office. The newly-elected Officers shall be announced forthwith and shall assume office on January 1 of the following year. If, due to unforeseen circumstances, it is impossible to complete the election process at this meeting, then a special November Club meeting shall be scheduled expressly for this purpose as soon as possible.

The proposed agenda for the January Planning Meeting shall be announced at the November meeting and copies shall be available for the members to view. Any member may enter items for the agenda until one

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.

A Non-profit Corporation Registered in the State of Georgia

BYLAWS

week prior to the January planning meeting by submitting them to the Club Secretary. The proposed agenda for the January meeting, the items for discussion, and the election results shall be distributed to the membership via Internet electronic mail message or via a special November mailing.

January Meeting: The annual planning meeting shall be conducted at the regularly scheduled January meeting. Prior to conducting the annual planning meeting, the agenda shall be reviewed with and agreed to by the members present at the meeting. The purpose of the January planning meeting is to establish dates for Swap Meet events, determine monthly Show and Tell themes for each regular meeting, identify any special events for the year and gain agreement on Club goals for the year. The proposed budget will also be reviewed and approved by a majority vote of the members present.

Article X

GENERAL PROVISIONS

Committees: The Executive Committee shall from time to time appoint the chairs and the members of such committees as it deems necessary.

Checks: All checks, drafts, or other orders for the payment of money or evidences of indebtedness of the Club shall be signed by such officers or agents of the Club as the Executive Committee may determine. In the absence of such a determination, such instruments shall be signed by the Treasurer and countersigned by the President.

Deposits: All funds of the Club shall be deposited in the name of the Club in such banks or other depositories as the Executive Committee may designate.

Contracts: In addition to the Officers authorized by these Bylaws, the Executive Committee may authorize any other officer or agent of the Club to enter any contract, to execute and deliver any instrument in the name of the Club and such authority may be general or confined to special instances.

Fiscal Year: The fiscal year of the Club shall begin on January 1 and end on December 31 of each year.

Seal: The corporate seal shall be in such form as the Executive Committee may from time to time determine, and shall initially be in the following form: "Southeastern Antique Radio Society, Inc. - Corporate Seal - Georgia." The seal shall be in the custody of the Secretary and affixed by the Secretary on such papers as may be required by law, by these Bylaws, or by the President or the Executive Committee.

Representation of the Club: No Officer, committee member, or any other member of the Club shall by report of statement, verbally or otherwise, commit the Club to any policy or represent it at any public or private meeting or hearing without having received express authority from the Executive Committee to do so. Any authority granted shall be formally stated in writing and shall be maintained on file and/or within the formal minutes with the Secretary.

No Commercial Activity: The Club is a non-profit organization and shall not engage in any profit making activity. Furthermore, non-members shall not promote, advertise or sell their goods or services at any meeting of the Club without the prior written approval of the Executive Committee.

Article XI

PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with or having any claim against SARS or its Executive Committee members shall look only to the funds and property of SARS for payment of any

SOUTHEASTERN ANTIQUE RADIO SOCIETY, INC.
A Non-profit Corporation Registered in the State of Georgia
BYLAWS

contract or claim or for payment of any debt or any money that might otherwise become due or payable to them from SARS, or SARS officers, respectively, so that neither the SARS membership nor SARS Executive Committee members past, present or future, shall be personally liable therefore.

Article XII

AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

These Bylaws and Articles of Incorporation may be altered, amended, or repealed and new Bylaws and Articles of Incorporation may be adopted by a majority vote of the members present at a regularly scheduled meeting in accordance with Sections C and D of Article VIII. Notice of such a meeting shall be distributed to the membership via the Club newsletter, Internet electronic mail message or a special mailing at least one month prior to such a meeting.

Article XIII

DISSOLUTION

Upon a two-thirds vote for dissolution of SARS, any assets in the form of money in the treasury of SARS will be donated to an organization chosen by two-thirds vote of the surviving regular membership in good standing. Other tangible assets owned by SARS will be liquidated by sale or auction and the proceeds donated to the organization chosen above or to another chosen by two-thirds vote of the surviving general membership in good standing. Other property held but not owned by SARS will be returned to the rightful owner or heir.

Adopted: _____

Witnessed By: _____

Title: _____

Witnessed By: _____

Title: _____

Effective Date: _____