

Bylaws of AllStarLink

A Not-for-Profit Organization

Article I – NAME AND PURPOSE

Section 1: Name – The name of the organization shall be **AllStarLink, Inc.**

Section 2: Short Name – The Short Name of the organization shall be **ASL** and shall be interchangeable with the Name.

Section 3: Purpose – ASL is a not-for-profit organized for the purpose of promoting development of Amateur Radio, which shall be defined herein as set for in 47 CFR § 97.1, communication technologies in the public interest via the following areas (“Purpose”):

- A. To foster interest in Amateur Radio communications and to improve the state of the art.
- B. To facilitate interlinking of amateur radio stations via Voice over Internet Protocol (VoIP) technologies.
- C. To sponsor the development of Free Software which aligns with these goals.
- D. Educate other interested parties in the Amateur Radio Community regarding AllStar technologies and use thereof.
- E. Develop and maintain network services enabling the interlinking of Amateur Radio communications.
- F. Preserve and promote the legacy of Jim Dixon, WB6NIL's contributions to telephony and Amateur Radio.

Section 4: Place of business – The ASL Board of Directors will designate a place of business and a registered agent. This will be affected with notice to the Florida Department of State.

Article II – BOARD OF DIRECTORS

Section 1: Board Role, Size, and Composition - The ASL Board of Directors (“Board”) is responsible for overall policy and direction of ASL, and delegates’ responsibility for day-to-day operations to the Board's Chair and committees. The Board shall have up to nine (9), and no fewer than three (3) members. The Board may add directors as needed up to the maximum number permitted, and shall set the initial term of directors elected to stagger the election of directors.

The Board receives no compensation other than reasonable expenses as may be set by the Board.

Section 2: Officers and Duties – There shall be three (3) officers of the Board consisting of a Chair, Secretary, and Treasurer.

At the first Board meeting after an election, the Board shall elect its officers by majority vote of the Board.

In the event one (1) person fills multiple positions, said person shall have only one (1) vote.

Board Members shall be Licensed Amateur radio operators and Voting Members in good standing. A person who has been convicted of any felony in Florida or in a United States District or Territorial Court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, is not eligible for Board membership unless such felon's civil rights have been restored for at least 5 years as of the date such person seeks election to the Board

A. Duties of the Chair – The Chair shall be the Executive Officer of ASL, which entails the following duties:

- (i)** Convene scheduled Board meetings and shall preside or arrange for other Directors to preside over meetings in the following order Chair, Secretary, Treasurer
- (ii)** Maintain order and act on all business that my come before them
- (iii)** Appoint a trustee for the FCC club station license.
- (iv)** Be authorized to spend up to one hundred (\$100) dollars per month to cover unbudgeted expenses. However, communications with the Board shall be attempted prior to, if possible, and such discretionary spending shall be reflected in the minutes of the next Board meeting.

B. Duties of the Secretary – The Secretary shall be responsible for keeping all records of Board actions, including:

- (i)** Taking minutes at all meetings.
- (ii)** Sending out all meeting announcements and agendas.
- (iii)** Distributing copies of minutes and the agendas to the Members via the website and email list.
- (iv)** Ensuring that corporate records are maintained including FCC, IRS, Federal and State records/licenses.

C. Duties of the Treasurer – The treasurer shall make a report of ASL financials at each meeting, which entails the following duties:

- (i)** The Treasurer shall make reports available via the email list and website, and by other means if as directed by the Board.
- (ii)** The Treasurer shall bank all monies as directed by the Board, make authorized disbursements, keep a register of all receipts, and keep the bank-signature card(s) up to date.
- (iii)** Process all regular membership applications, produce membership credentials, maintain a membership roster with current dues on a monthly basis, and invoice for membership renewals. Membership information (applications, standards and current Members) shall be listed on the website.
- (iv)** Prepare and file the annual ASL tax return documents and audit of all financial statements against this filing. The Board must approve these documents before the Treasurer is authorized to file any tax documents.
- (v)** Annual reports are required to be submitted to the Board showing income, expenditures and pending income, but the Board may require more frequent reports in its discretion.

Section 3: Board Meetings - The Board shall meet at least bi-monthly, six (6) times per year, at an agreed upon time and place. The Board may meet electronically via an agreed upon service or technology. The following rules shall apply to Board Meetings:

- A. Board meetings shall be open to attendance by all Members.
- B. If Members are attending and time permits, the Board is encouraged to devote time to open discussion of the Members.
- C. Members may address the Board at any meeting via advance notice to the Secretary. This notice shall include a brief description of the item they wish to discuss and will be scheduled in the next two meeting cycles.
- D. Members may write items for consideration and questions to the Board at any time via the Secretary. These may be responded to at the meeting and answer reflected in the minutes.

Section 4: Term – The term of office for Board Members initially appointed shall commence on the date of the initial meeting of the Board, and each director shall serve until the annual meeting or until his or her successor has been elected and qualified. All Board Members shall serve two-year terms, and are eligible for re-election.

Section 5: Quorum – A Quorum of the Board shall be 2/3's of the Board Members, but in no event shall be less than three (3) Board Members.

Section 6: Passing business by vote required – In every decision made by the Board a vote will be required. Each Board Member shall have one vote, and shall vote yes, no or abstain. A measure will be deemed passed when a simple majority of the Board passes it. In the event of a tie vote, the Governors Committee shall vote to break the tie.

Section 7: Proxy – No voting via proxy shall be permitted.

Section 8: Notice – An official Board meeting requires that each Board Member have written notice a minimum of 5 calendar days in advance, unless this notice period is waived in writing by the Board Members. Any Director may waive receipt of written notice of any meeting before, at, or after such meeting, and the attendance of a Director at a meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Written notice may include electronic mail unless the Board Member has specified in writing another method of communication, however, any such notice must be reasonably assured to have been received by the Director.

The Secretary shall make notice of the meeting publically in a manner directed by the Board, at least 5 days prior. Each Director shall respond back if they will attend or not attend the meeting.

Section 9: Vacancies – When a vacancy on the Board exists, the Secretary will make notice to the Election Committee Chair. The elections committee shall use its procedures to make notice of an opening and call an election under the election procedure.

In the case of vacancy being open with six (6) months or less of the term left, the Governing Committee shall appoint a replacement to finish out the term with consent of the Board.

Section 10: Resignation – Resignation from the Board must be in writing and received by the Secretary.

Section 11: Action by Consent – Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a Board meeting, may be taken without a meeting if a written consent to such action, setting forth the action to be taken or so taken, is signed by all the Board Members. Email shall be considered legal written consent for this purpose. Such actions shall be included in the meeting minutes of the next meeting and ratified by vote of the Board

Section 12: Governing Committee Authority – Any and All Board actions may be vetoed by any member of the Governing Committee. The Board may seek to override a veto by any Governor by a vote of the Governing Committee. Governing Committee members may introduce business to be considered by the Board at any meeting and the Board must call the business at the current Board meeting.

Section 13: ASL Finances – The Board shall develop fiscal procedures, a fundraising plan and annual budget with input from the Members. The Board must approve the budget and the cost of all expenditures must not exceed the budget.

Section 14: The Board must approve any change in the budget of \$250.00 or more. The financial records of the ASL are public information and shall be made available to the Board Members and, upon request, to any member of the public or government.

Article III – MEMBERSHIP

Section 1: Members - Any person interested in the Purpose of the ASL is eligible for membership.

Section 2: Membership Classes – The following membership classes shall be recognized:

- A. General Member – A person registered to use AllStarLink, who has active nodes and has requested to be a Member of AllStarLink. A General Member has no voting rights.
- B. Voting Member – A Member aligned with the Purpose of AllStarLink who has donated annually the membership dues as set by the Board and is a licensed amateur radio operator.
- C. Board Member – An elected position to the Board and must be a Voting Member or Governing Member in good standing.
- D. Governing Member – A Governing Member is a Member that is on the Governing Committee. A Governing Member must commit significant, ongoing time and financial contributions to ASL.

Any candidates for Governing Member must be nominated by two (2) Governing Members, who shall submit the recommendation to the Chair of the Governing Committee. At the following meeting of the Governing Committee, the Chair of the Governing Committee shall call the Governing Members to vote on whether to appoint said candidate to the position of Governing Member and a unanimous vote of the Governing Committee shall be required to confirm any additional the Governing Members.

The initial Governing Members are:

- (i) Ben Cranston, KE8CGS
- (ii) Jerrold Cummings, N0PKT
- (iii) Bryan Fields, W9CR
- (iv) Nathan Hardman, N8THN
- (v) Thomas Hayward, KD7LXL
- (vi) Jason Kendall, VE3YCA
- (vii) Jeremy Lincicome, W0JRL
- (viii) Fredric Moses, W8FSM
- (ix) Stacy Olivas, KG7QIN

Section 3: Application – Application for membership as Member or Voting Member may be submitted to the Secretary of the Board at any time. If the Secretary of the Board determines the applicant has met all qualifications, at the following Board Meeting, the chair of the Board shall call the applicants name and open the floor to all Members to state any belief the prospective member is not aligned with the AllStarLink Purpose.

Section 4: Dues – Dues shall be set by the Board. Dues will be payable for the calendar year January 1 through December 31. The Secretary shall remove from the roster any member whose dues are not paid in full by January 31 and notify the Board.

If a member joins part way through a year such dues will be pro-rated in 1/4th increments corresponding to the quarter in which they submit their application for membership.

Dues are considered a charitable donation and are not refundable in the event a member leaves the organization, has their application rejected or is removed as provided for under Article III, Section 6.

Governing Members are exempted from paying regular dues and are expected to donate time and money above that of a Voting Member.

Section 5: Termination – A membership may be terminated for the following:

- A. Resignation of the member;
- B. Expiration of the period of membership;
- C. Failure to pay dues within 30 days following notice to the member of unpaid dues;
- D. Expulsion under the discipline procedures of these Bylaws, based on the good faith determination by the Board that the member has engaged in conduct materially and seriously prejudicial to ASL's Purpose and interests.
- E. Grounds for expulsion may include, but are not limited to, the member's violation of ASL's policies and procedures.

Section 6: Discipline – All Members, when attending Meetings or engaged in ASL business, shall be civil, respectful and polite, and will abide by the applicable laws and regulations.

A. In the event a Voting Member or General Member is accused of uncivil conduct, the accusation shall be forwarded in writing to the Secretary of the Board and the following process shall commence:

- (i)** Within 3 days of receiving the written accusation, the Secretary shall forward a copy of the accusation to every member of the Board and the Governing Committee by email.
- (ii)** Within 7 days of receiving a written accusation, the Secretary shall either call a hearing of the accusation to be heard either (a) at a special meeting of the Board scheduled in accordance with the procedures set forth in these Bylaws or (b) add the hearing of the written accusation to another meeting if time permits. In any event, the hearing of the written accusation shall be held within 45 days of the Secretary's receipt of the written accusation. Before or during the hearing, the accused or any Board Member may request to continue the hearing for good cause; the request to continue shall be granted by majority vote of the Board; if the continuance is not granted, the hearing shall move forward.
- (iii)** The Board Members shall investigate the written accusation prior to the hearing.
- (iv)** The Hearing: The Board shall preside over the hearing of the written allegation and the hearing shall be conducted as follows:
 - 1) The hearing shall be recorded by audio; the hearing may be recorded by video under conditions determined by majority vote of the Board.
 - 2) The Board Secretary shall initiate the hearing by calling order and reading the written allegation to the Board and attendees.
 - 3) Evidence shall be presented to the Board and attendees in a manner that allows all Board Members and attendees to hear and/or see the evidence. First, the Board Members may present evidence. Second, the accused may present evidence. Third, the Board may present rebuttal evidence. Fourth, the accused may present rebuttal evidence.
 - 4) Closing arguments may be made by the Board and then the accused, in that order.
 - 5) The Board shall immediately vote on whether to expel the accused. A majority vote is required for expulsion. If a majority of the Board voted to expel, the Board shall vote on whether to remove the expelled member's access and use of the AllStarLink network.
 - 6) If a majority of the Board votes to expel, the accused shall be expelled from ASL with immediate effect, the expelled member shall be stricken from the membership roster by the Board Secretary and all privileges of membership shall be rescinded with immediate effect. This shall not include removal of the expelled member's access and use of the AllStarLink network, unless specially determined by the Board.
- (v)** Appeal: An expelled member may appeal the Board's determination to expel and/or remove access and use of the AllStarLink network to the Governing Committee under the following procedure:
 - 1) The expelled member shall have 30 days from the date of the expulsion vote to submit a written appeal to the Governing Committee. The written appeal shall state (1) the written accusation, (2) the expelled member's basis for requesting reinstatement and (3) the relief sought by the expelled member. The written appeal must be submitted by email to the chairperson of the Governing Committee.
 - 2) Within 3 days of receipt of a written appeal, the Governing Committee Chair shall disperse a copy of the written appeal to all Governing Members.

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- 3) Within 60 days of receipt of the written appeal, the Governing Committee shall preside over a hearing of the appeal by calling a special meeting or adding the appeal to another meeting, if time permits.
- 4) Within 60 days, wherein the Governing Committee s and, if 2/3's of the Governing Committee votes for re-instatement the member, shall be re-instated.

B. In the event a Board member is accused of uncivil conduct the Governors Committee will review the accusations.

- (i) If the investigation of the Governors Committee affirms the charge and votes to remove the Board Member, the member shall be removed from the Board.
- (ii) If the conduct is so egregious that it requires removal of General Membership as well, the Board can use the general membership discipline procedure to expel the member.

C. In the event a Governing Member is accused of uncivil conduct the Governors Committee will review the accusations.

- (i) If the investigation of the Governors Committee affirms the charge and votes to remove the Governors Member by unanimous vote, minus the accused, the member shall be removed from the Governors Members list and stricken from the General Membership of AllStarLink.

Article IV – ELECTIONS

Section 1: Nominations – Nominations shall be open Three (3) Months prior to the annual meeting, and will close Thirty Days (30) before the annual meeting.

All Voting Members in good standing are able to nominate candidates for Director.

- A.** The Elections Committee Chair via email or other valid method accepted by the Board shall receive any nominations. The nominee must consent to being nominated.
- B.** The elections committee shall develop and post a general list of candidate qualifications.
- C.** The Elections Committee Chair shall announce the opening and closing of nominations to the members email list. Upon the close of nominations, the Elections Committee shall meet and qualify each candidate.
- D.** Candidates will then be listed on the ASL web site, with biographies submitted by the candidates, from the end of the nomination period through the conclusion of the election. Members of ASL will be able to post endorsements of candidates to the ASL web site, to appear alongside candidate biographies. Candidates will have the opportunity to make a short presentation at the members meeting or via other means as determined by the Elections Committee.
- E.** In the event a candidate is unavailable or unable to run after the close of nominations, and there is the only candidate running for a position, the Governors Committee shall nominate a replacement candidate to take the candidates place on the ballot.

Section 2: Voting – All qualified member classes (Voting, Board and Governing) who are licensed amateur radio operators may vote in the general election. Each Member regardless of class shall have one vote per position.

Section 3: Proxies – Voting Members may designate another Voting Member to be their proxy. Such notice shall be made 30 days prior to the election by the member assigning their proxy to the Elections Committee Chair or other person they may designate. Such notice will include the following:

- A. Name and callsign of voting member
- B. Email address of voting member
- C. Name and callsign of voting member who will have their pro

Once this process is closed out, the committee will compose a list of proxy holders and proxy voters. The committee shall let proxy holders know how many proxies they hold and inform proxy voters of who will be voting in their place. This list shall be submitted to the Board.

Should a proxy voter dispute their proxy submission or revoke it, the elections committee shall strike their proxy from the list and update the proxy holder counts. No changes to proxies will be permitted 15 days or closer to an election.

Section 4: Election – During the annual meeting Voting Members shall vote one time per member for each position.

A candidate shall require a majority of votes to be elected to office. In the event of a tie during an election, the Governing Committee shall vote to break the tie.

The secretary shall record how each member votes in the ASL records.

- A. Early voting – In the 15 days prior to an annual meeting, members may vote via email, or other method designated by the elections committee, one time for each candidate. If members vote early they will not be able to vote one the day of the meeting unless they cancel their prior votes with the Secretary.

Section 5: Installation of Electees – Before the end of the annual meeting, the new Board members shall be installed.

Article V – COMMITTEES

Section 1: Creation of Committees – The Board may create committees as needed, such as, emergency communication, public relations and data collection. The Board Chair appoints all committee chairs with the exception noted in bylaws for standing committees. Committee chairs will be Voting members, Board Members and/or Governing Members.

A Board created committee shall be either standing or for a special purpose. All committees shall keep minutes, and conduct business in the same manner as the Board.

- A. Standing Committees – A standing committee shall be appointed for at least one year and shall consist of one chairman and a minimum of two other members. The committee members shall serve at the pleasure of the Board, unless otherwise defined.
- B. Ad-Hoc Committees – An Ad-hoc Committee shall be appointed for a special function and shall have a defined function and length. It shall consist of a chairman and a minimum of two other members. The committee members shall serve at the pleasure of the Board.

Section 2: Duties of Committee Chairman – A chairman shall report to the Board as instructed, at least two times per year, and submit an annual budget to the Board for approval. The chairman shall not spend budgeted monies without consent of the ASL Treasurer.

Article VI – STANDING COMMITTEES

Section 1: Governing Committee – All Governing Members shall be part of the Governing Committee. Additions to the Governing Member list are allowed for any Member who has made a significant contribution to the ASL and furthered its Purposes. The Governing Members shall select the chairperson of the Governing Committee and shall develop their own rules for organizing the Governing Committee. The Governing Committee shall be convened at least once per year.

The Governing Committee shall submit suggestions to the Board for the direction in the following year and advise the Board on the direction of ASL.

- A. All resolutions must pass the Governing Committee by a two-thirds (2/3) majority to deem the resolution passed.
- B. When the Governing Committee approves additions to the Governing Committee, the Chair of the Governing Committee shall inform the Board of these additional members.

Section 2: Election Committee – The Election Committee shall administer all elections and certify nomination of candidates for the Board.

- A. The Board shall appoint no less than three Members of any class to this committee. The Election Committee chair shall be appointed by the Governing Committee.
- B. The committee shall conduct elections in accordance with the elections procedure.
- C. Certification of candidates. The committee shall develop policies and procedures to certify candidates as valid. Should the committee disqualify a potential candidate, the reason must be provided in writing to the candidate.

Section 3: Steering Committee – This committee shall be responsible for the proposal of new bylaws, articles and regulations for ASL. All new bylaws and modifications must start in the Steering Committee. Members of this committee shall be well versed in all governing documents and regulations of ASL, such as, Florida Laws (and FS 617), Roberts Rules of order, the ASL Bylaws and ASL Articles of Incorporation.

- A. The Board shall appoint no less than three Voting Members to this committee. The committee chair shall be a Governing Member and is selected by the Board.
- B. Members, including Board members, shall suggest improvements and changes to the committee for their consideration.
- C. Should the committee determine changes are necessary, they will propose the changes to the Board.

Section 4: Admin Committee – The Admin Committee is the core server admins for AllStarLink. This committee is responsible for the maintenance of the AllStarLink network and has the ultimate authority of the technologies deployed to support this. All new technologies and operational practices shall begin in this committee.

- A. The admin committee consists of members of any class of ASL, including non-members who may donate resources or provide other support as decided by the committee.
- B. The committee shall choose a chairperson via majority vote and shall develop their own rules for organizing the committee. These rules shall be posted on the website.
- C. New members may be appointed to the committee by the Board with consent of the committee Chair. The committee may appoint new members by a vote of the committee. Any changes in composition shall be communicated to the Board.
- D. In the event the committee cannot reach a consensus on a question, the chair and opposing speaker shall address the Board and the Board will decide the question.

Article VII – CONFLICT OF INTEREST

- Section 1:** Conflict Defined – A conflict of interest may exist when the interests or activities of any Director, Officer, or committee member may be seen as competing with the interests or activities of ASL, or the Director, Officer, or committee member derives a financial or other material gain as a result of a direct or indirect relationship.
- Section 2:** Disclosure Required – Any possible conflict of interest shall be disclosed to the Board or to the Chair, by the member concerned. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the Board or its Committee, excluding the person concerning whose situation the doubt has arisen.
- Section 3:** Abstinance from Vote – When any conflict of interest relates to a matter requiring action by the Board or any Committee, the interested person shall call it to the attention of the Board or its appropriate Committee and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board or a Committee thereof.
- Section 4:** Absence from Discussion – Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.
- Section 5:** Minutes – The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.
- Section 6:** Annual Review – A copy these Bylaws shall be furnished to each Director, Officer, or Committee Member who serves or intends to serve ASL. Any new Director, Officer, or Committee Member shall be advised of this policy upon undertaking the duties of their office. This policy shall be reviewed and affirmed by each Director, Officer, or Committee Member upon taking their office/position and annually thereafter.

Article VIII– MISCELLANEOUS

- Section 1:** Books & Minutes – ASL shall keep correct and complete books, minutes, records of account and financial statements. The financial records of the ASL are public information and shall be made available to the Board members and, upon request to any member of the public or government. All such records shall be made available via the website.

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Section 2: Tangible Property – All Property acquired by ASL shall be recorded by the Secretary with description, serial number, date acquired and value in the property register. All assets worth over \$100 in value or considered to be capital expenditures shall be affixed with an asset label that bears an inventory control number and “Property of AllStarLink, Inc” prominently displayed. Assets considered consumable items shall be tracked accordingly but do not require an asset tag unless otherwise determined by the Board.

If ASL property is temporarily assigned to a member, the Secretary shall track this in the property register and record the sign out and sign in date. A member is responsible for ASL property while it is signed out to them. In the event the member fails to return the loaned item, the Secretary shall bring this to the attention of the Board who shall then make the determination on the disposition of the item which may involve sending notice to the member for payment.

Section 3: Intellectual Property – ASL holds copyrights, trademarks, patent and other created ideas, which have been assigned to AllStarLink, from our developers and community. ASL holds these in trust, and is not permitted to sell, re-license, transfer or use in violation of the license ASL publicly distributes such works under without consent of the Governing Committee and the creators of the IP.

- A. In the event this is considered, a clear reason must be articulated by the Governing Committee and announced to the membership. The members would be permitted to question this and debate this at a regular or special meetings.
- B. Before any such action is taken, it must be notified to the members for 60 days prior to the vote.
- C. The goal of any such licensing or transfer should be for the protection of the community first, and protection of ASL second.
- D. This section shall apply to any legacy resources from an Internet Registry and registered domain names.
- E. Additionally, AllStarLink may be designated by copyright holders to be the enforcement agent for licensing of such copyrights, as deemed acceptable by a vote of the Board.

Section 4: Fiscal Year – The fiscal year of ASL shall be January 1 through December 31. The Board may establish policies for fiscal audits by certified public accountants.

Section 5: Governing Law and Procedures – ASL is governed by the Florida Not-for-Profit Corporation Act, Florida Statute 617. Other state and federal laws govern ASL along with corporate rules.

- A. The precedence of application of such law and procedure is as follows:
 - (i) Court Orders or decisions where ASL has been specifically enjoined to act by a court of law
 - (ii) Federal Law
 - (iii) Florida State Law
 - (iv) ASL Articles of Incorporation
 - (v) ASL Bylaws
 - (vi) Roberts Rules of Order
 - (vii) ASL standing policies as promulgated by normal operation of the Board and its committees

B. Pinellas County, Florida, shall be the venue for any disputes between Members and ASL.

Section 6: Designated Contributions – The Officers of ASL may accept on its behalf, in accordance with policies and procedures set by the Board, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes. As so limited, donor designated contributions will be accepted for special funds, purpose, or use. Further, ASL shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restriction contained in the grant and ASL's exempt purposes.

Section 7: Loans to Directors and Officers Prohibited – No loans or advances, other than customary travel advances, shall be made by ASL to any of its Directors or Officers.

Section 8: No Private Inurement – ASL is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in Article I of these bylaws.

The net earnings of ASL shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom ASL may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets or assets of ASL be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board; provided, however, that

- (i) Reasonable compensation may be paid any director while acting as an Agent, including consultant, contractor, or employee of ASL for services rendered in affecting one or more of the purposes of ASL;
- (ii) Any Director may, from time to time, be reimbursed for his or her actual expenses incurred in connection with the administration of the affairs of ASL.

Section 9: Indemnification – ASL will indemnify its Officers and Directors to the extent authorized by the Board and allowed by the Laws of the State of Florida and consistent with the Articles of Incorporation of the corporation.

Section 10: Dissolution – On dissolution of ASL, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the Board of Directors and shall be related to amateur radio.

In no event shall ASL assets be transferred to current or former members as part of the dissolution without a vote of the membership. In the event that a vote of the membership cannot be performed, the member shall be deemed ineligible to acquire any assets. This shall apply to any corporation, excluding well defined non-profits and charites, which the member may have an interest in.

Section 11: Amendment of Bylaws – These Bylaws may be amended when necessary by a two-thirds majority of the Board and consent of the Governing Committee.

- A. All new bylaws and modifications must start in the Steering Committee.
- B. Once proposed by a vote of the Steering Committee the Steering Committee Chair shall make notice of the proposed changes to the ASL Secretary.
- C. Proposed Bylaws once submitted by to the Secretary shall be posted to the Members' email list at least 30 days prior to Board meeting.

- D. Should proposed changes effect membership classes or rights thereof, the affected classes must vote to approve the changes via a simple majority. The Elections Committee shall perform these duties.

Section 12: Severability – The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Section 13: Headings – The section headings contained in bylaws are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

Section 14: Construction - Wherever the context so requires, the masculine gender includes the feminine or neutral.

Adopted on February 14, 2021 by resolution of the AllStarLink Board and Members.