

**BY-LAWS
OF THE
MEDICAL AMATEUR RADIO COUNCIL, LIMITED**

**ARTICLE I
Offices**

The principal office of the Corporation shall be in the City of New York, County of New York, State of New York, and the Corporation may also have offices at such other places, within or without the State of New York, as the Board of Directors may from time to time appoint or its business may require.

**ARTICLE II
Members**

Section 1. MEMBERSHIP. The members of the Corporation shall consist of such individuals as shall be elected to membership pursuant to the by-laws, each to serve until his membership shall terminate as hereinafter provided. There shall be the following classes of membership:

- A. **Regular Members.** Regular members shall be licensed amateur radio operators who are either (1) licensed and qualified in the United States as Doctors of Medicine, Doctors of Dental Surgery, Doctors of Dental Medicine, Doctors of Osteopathy, or Doctors of Veterinary Medicine (2) holder of equivalent foreign degrees and licenses (3) holders of professional licenses in one of the health-care related fields.
- B. **Associate Members.** Associate members shall be individuals who are either licensed amateur radio operators who are (1) licensed and qualified in the United States as Doctors of Medicine, Doctors of Dentistry, Doctors of Dental Medicine, Doctors of Osteopathy, Doctors of Veterinary Medicine; or, (2) holders of equivalent foreign degrees and licenses or, are employed or interested in a medical or health care related field. Each applicant for Associate Membership shall demonstrate to the satisfaction of the Board of Directors or to the Executive Committee an interest and desire to participate beneficially in the activities of the Corporation, and that if elected to Associate Membership the candidate will have a unique facility or capability to assist the Corporation in its objectives.
- C. **Student Members.** Student members shall be licensed amateur radio operators who are regular students in recognized and fully accredited schools of medicine, dentistry, osteopathy, or veterinary medicine, or are pursuing a program leading to a doctoral degree in one of the health care related fields.
- D. **Emeritus Members.** Emeritus members shall be Regular or Associate Members in good standing, who shall be retired from the active practice of their profession, who shall have performed some outstanding service to the Corporation, and who shall have been nominated for Emeritus Membership in writing by five (5) Regular or Associate Members in good standing. Nominations for Emeritus Membership must be approved by a majority of the Board of Directors.
- E. **Honorary Members.** Honorary members shall be individuals not meeting the requirements for any other category of membership, but who contribute to the Corporation in manner approved by the Board of Directors.

Section 2. APPLICATION FOR MEMBERSHIP. Every prospective member shall submit a completed application on appropriate forms approved by the Board of Directors. Such forms shall include the applicant's amateur radio and professional qualifications and experience. The completed application, together with the required dues, shall be sent to the Secretary who shall determine that the form is properly completed, and who shall present the application to the Board of Directors or the Executive Committee for election to membership.

- Section 3. ELECTION OF MEMBERS.** Any qualifying individual shall become a Member of the Corporation in the class of membership for which he or she is a candidate upon election by the membership committee, by the affirmative vote of two-thirds of the Directors at a regular or special meeting at which a quorum is present, or upon election by the Executive Committee by the affirmative vote of two-thirds of the Members of the Executive Committee at a regular or special meeting, or upon an affirmative vote of a majority of the Members of the Corporation present at a regular or special meeting.
- Section 4. RIGHTS AND PRIVILEGES OF MEMBERS.** At every meeting of the members of the Corporation, each member, except Honorary and Student members may be entitled to one vote. Members may vote in person or by proxy. Any member may, with his consent, be appointed as a member of any standing or ad hoc committee, though only Regular, Associate, or Emeritus members may be chairpersons of such committees. Only Regular or Emeritus members shall be eligible to be a Director or Officer of the Corporation, except that Associate members who demonstrate an extraordinary desire and facility to contribute to the corporation may, upon approval of the Board of Directors, be declared eligible to be a Director or Officer, provided that the number of such exceptions shall not exceed two at any time.
- Section 5. DUTIES OF MEMBERS.** All members shall maintain their amateur radio and professional standing. Emeritus members shall be considered to have maintained their professional standing by maintaining their regular retired professional status. All members shall avoid conduct which may be contrary to the best interests of the Corporation. All members shall make timely payment of all dues and other charges for which they may become obligated, and shall promptly advise the Secretary of any change of mailing address.
- Section 6. DUES.** The dues shall be determined by the Board of Directors upon recommendation from the Treasurer of the Corporation. Regular members shall pay the full amount of annual dues. Associate and Student members shall pay annual dues at one half the rate set for regular members. Emeritus and Honorary shall not be required to pay dues. Active clergy shall not be required to pay dues. All dues shall become due and payable on the first day of January of each year, and shall be delinquent if not paid by the first day of April thereafter. Any individual elected to membership after the first day of July of any year shall pay dues of one-half the annual rate for the remainder of that year. In selected cases, with the approval of the Board of Directors, the Secretary, Treasurer or Membership Committee may waive or modify dues.
- Section 7. TERMINATION OF MEMBERSHIP.** If delinquent dues or any other charges incurred by a Member are not paid within sixty (60) days after a notice of delinquent dues or other charges is mailed to the Member at his last address as shown in the records of the Corporation, his or her Membership shall terminate automatically. Upon full payment of all delinquent amounts within ninety (90) days thereafter, the Secretary may, at his discretion, reinstate the Membership. If the Secretary does not reinstate the Membership, he shall refer the matter to the Board of Directors at its next meeting at which a quorum is present for determination. Membership shall be reinstated by an affirmative vote of two-thirds of the Directors. Membership shall terminate automatically upon the death or imprisonment of a Member.
- Section 8. RESIGNATION AND REMOVAL OF MEMBERS.** Any member may resign at any time by giving written notice to the Secretary or to the Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any stated time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Member may be removed from membership at any time by the Board of Directors after a hearing upon timely notice to such Member by the affirmative vote of two-thirds of the Directors at a regular or special meeting at which a quorum is present. Such Member shall have

the right to be present at such hearing, the right to be represented by counsel, and the right to present evidence in his behalf. The decision of the Board of Directors shall be final. The record of such hearing shall be confidential.

ARTICLE III

Meeting of Members

Section 1. **ANNUAL MEETING.** An annual meeting of the members shall be held at any time during each calendar year at such time and at such place as may be determined by the President, for the purpose of electing Directors and for the transaction of such other business as properly may come before the meeting.

At the annual meeting, the directors shall present a report, verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition: the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to Membership in the Corporation during such year, which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

If the election of Directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members called as soon thereafter as may be convenient. At such meeting, the Members may elect Directors and transact other business with the same force and effect as at an annual meeting duly called and held.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Members for any purpose or purposes May be called by the President, or in his absence by the Secretary, and shall be called by the President, or in his absence by the Secretary, at the request in writing of a majority of the Board of Directors, or at the request in writing of not less than one-fourth of the Members. Such request shall state the purpose or purposes of the proposed meeting.

Section 3. **PLACE OF MEETING.** The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of New York, provided, however, that if all of the Members shall meet at any time and place, either within or without the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. **NOTICE OF MEETINGS.** Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered personally or sent by mail to each Member at his address as shown by the records of the Corporation, not less than thirty (30) nor more than one hundred, eighty (180) days before the date of such meeting, by or at the direction of the President or Secretary, or the Officers or Members calling the meeting. In the case of a special meeting, or when required by statute or by these by laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail, addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid. No notice of the time, place or

purposes of any meeting need be given to any Member who in writing, executed and filed with the records of the Corporation, either before or after the holding of such meetings, waives such notice.

Section 5. **QUORUM.** One third of the voting members, shall constitute a quorum at any meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may elect to declare that those voting members who are present do, in fact constitute a quorum.

Section 6. **PROXIES.** At any meeting of Members, a Member entitled to vote may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution or after the annual meeting of Members next held after the execution of the proxy, whichever is shorter.

ARTICLE IV

Board of Directors

Section 1. **GENERAL POWERS AND DUTIES.** The property, affairs and business of the Corporation shall be managed and controlled, and all corporate powers shall be exercised by or under the authority of its Board of Directors. Duties of Directors shall include, but not be limited to: (1) attendance at the annual meeting of the Members and Board of Directors meetings. If a Director is unable to attend the annual meeting, he may deputize an alternate from his district to attend in his stead; (2) maintenance of contact with Members in their respective districts, as appropriate; (3) answering inquiries regarding membership from prospective members in their respective districts, and (4) contributing articles to the Newsletter as regards Corporation activities in their respective districts.

Section 2. **ELECTIONS, NUMBER AND TENURE.** The number of Directors shall be twenty (20), and such number may be diminished to not less than three (3) by Amendment of these By-Laws. Directors must be Regular members in good standing, or Associate members as provided for in Article II, Section 4 of these By-Laws. Directors may succeed themselves in office. The Board of Directors shall consist of the President, the President-Elect, the Treasurer, the Secretary, and the Newsletter Editor of the Corporation. In addition, five (5) Directors-at-Large, one of whom must be the immediate past-President and ten (10) District Directors shall constitute the Board. The President, President-Elect, Treasurer, Secretary, and Newsletter Editor shall serve as directors upon election to and during their tenure in their respective offices. The Directors-at-Large shall be elected by the Members at the annual meeting of the Members by a plurality of the votes cast. The District Directors shall be elected at the annual meeting of the Members from each of the ten (10) Federal Communications Commission Amateur Radio Districts, numbered one, two, and so on, through nine and zero, by a plurality of the votes cast by the Members present. Each such District Director shall be a resident of the district from which he is elected, unless there is no qualified resident in such District willing to serve, in which event this requirement shall be waived. Nominations for Directors shall be made by a nominating committee to be designated by the President. The Directors of the corporation shall be elected annually by the Members present at the annual meeting. The term of District Directors and Directors-at-Large shall be one year.

Section 3. **REGULAR MEETINGS.** A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws, during, immediately before, or immediately after, and at

the same place as the annual meeting the Members. The Board of Directors may provide by resolution the time and place, either within or without the State of New York, for the holding of additional regular meetings of the Board without other notice than such resolution. If any day fixed for a regular meeting shall be a legal holiday, then the meeting which would otherwise be held on that day shall be held at the same hour and place on the next succeeding business day.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held whenever called by the President or by three (3) of the Directors. Four (4) weeks notice of each such meeting shall be delivered to each Director, addressed to him at his residence or usual place of business.

Section 5. URGENT MEETINGS. If certain business is deemed by the President to be urgent, he or she may convene a meeting of the Board of Directors without four (4) weeks notice. Such meetings may deal only with the urgent business at hand, and may be conducted by mail or telecommunication.

Section 6. QUORUM AND MANNER OF ACTING. Seven (7) of the Board of Directors, at the time of any meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting, and, except as otherwise required by statute or by the Certification of Incorporation or by these By-Laws, the act of a majority of the Directors present at any meeting, at which a quorum is present, shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may elect to declare that these members present do, in fact, constitute a quorum.

Section 7. RESIGNATION AND REMOVAL OF DIRECTORS. Any director may resign at any time by giving written notice to the Secretary of the Corporation or to the Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office at any time with or without cause by the Board of Directors by the affirmative vote of two-thirds of the Directors at a regular or special meeting at which a quorum is present.

Section 8. VACANCIES. In case any vacancy shall occur in the Board of Directors because of death, resignation, or removal, or in case any newly created Directorship shall result from any increase in the authorized number of Directors, the Board of Directors may, at any regular or special meeting, by a vote of a majority of the Directors then in office, though less than a quorum, elect a Director to fill such vacancy for the unexpired portion of the term or to fill the newly created Directorship until the next annual meeting of the Members. The Director so elected shall hold office until his successor shall be duly elected. Any such vacancy resulting from any cause whatsoever, or any such newly created Directorship, if not filled in the manner described above, may be filled by the Members at the next annual meeting of Members or at a special meeting thereof held for the purpose.

ARTICLE V

Officers

Section 1. OFFICERS. The Officers of the Corporation shall be:

1. President.
2. President-Elect
3. Such number of Vice-Presidents, if any, as may be determined from time to time by the Board of Directors or by the Executive Committee.

4. Treasurer.
5. Secretary.
6. Newsletter Editor
7. Assistant Treasurer, if any, or such number of Assistant Treasurers as may be determined from time to time by the Board of Directors or by the Executive Committee.
8. Assistant Secretary, if any, or such number of Assistant Secretaries as may be determined from time to time by the Board of Directors or by the Executive Committee.
9. Assistant Newsletter Editor, if any, or such number of assistant Newsletter Editors as may be determined from time to time by the Board of Directors.

All officers must be Regular Members in good standing, except that Associate Members may be eligible to hold office as provided for in Article II, Section 4 of these By-Laws. No person may hold more than one office.

Section 2. NOMINATION, ELECTION AND TERM OF OFFICE.

Nomination for officers, except the office of President, shall be made by a nominating committee appointed by the President not less than four (4) months before the date of the next annual meeting of the Members. Such nominating committee shall consist of not more than five (5) nor less than three (3) members, who shall be selected from Regular or Associate members who, in the opinion of the President, have been active in the affairs of the Corporation. The nominating committee shall nominate at least one (1) candidate for each office, except the President, and its nominations shall be delivered personally or sent by mail to each Member entitled to vote, with the notice of the annual meeting of the Members. Any Member, except Honorary members, may make nominations for officers, except the President, from the floor at the annual meeting. The term of office for all officers shall be two (2) years, commencing at the annual meeting at which they are elected. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors or of the Executive Committee. Each officer shall hold office until his successor shall have been duly elected or appointed in his stead, unless prior thereto he dies, resigns or is removed from office.

Section 3. RESIGNATION AND REMOVAL OF OFFICERS. Any officer may resign at any time by giving written notice to the Secretary of the Corporation or to the Board of Directors. Any such resignation shall take effect at the date of the receipt thereof or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or by any committee or superior officer upon whom such power or removal may be conferred by the Board of Directors.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors or by the Executive Committee for the unexpired portion of the term, subject, however, to the approval of the Board of Directors at its next meeting.

Section 5. PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation subject, however, to the control of the Board of Directors and the Executive Committee. He or she shall preside at all meetings of the Members of the Corporation, of the Board of Directors as Chairman of the Board of Directors, and of the Executive Committee as Chairman of the Executive Committee. He or she shall be given notice of, and shall have the right to attend and vote at, all

committee meetings, but, unless he has been designated as a regular member of a committee, he shall be under no obligation to attend its meetings and shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. He or she shall in general perform all duties incident to the position of principal executive officer and such other duties as may from time to time be assigned to him or her.

Section 6. PRESIDENT-ELECT. In the absence of the President, or in the event of his inability or refusal to act, the President-Elect shall perform all the duties of the President, and, when so acting, shall have all the powers of and shall be subject to all the restrictions upon the President. He or she shall be given notice of, and shall have the right to attend and vote at, all committee meetings, but, unless he or she has been designated as a regular member of a committee, he or she shall be under no obligation to attend its meetings and shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. He or she shall have the responsibility for the preparations for the next annual meeting of the members following the installation as President-Elect, and shall perform such other duties as, from time to time, may be assigned to him. The President-Elect shall become President upon the death, resignation, retirement, or removal of the President, or at the time of the next election of Officers at the annual meeting of Members, whichever first occurs. If the President-Elect shall become President upon the death, resignation, retirement or removal of a President who has served in Office for more than four (4) months, the Members at the next annual meeting of Members may by resolution direct that the President-Elect continue to serve as President until the next annual meeting of Members, and either reelect the President elect or elect a new President-Elect.

Section 7. VICE-PRESIDENTS. In the absence of the President or the President-Elect in the event of their inability or refusal to act, the Vice-President, or the Senior Vice-President, if there be more than one Vice-President, shall perform the duties of the President-Elect, and, when so acting, shall have all the powers of and shall be subject to all the restrictions upon the President-Elect. The order of seniority of Vice-Presidents shall be determined from time to time by the Board of Directors. Any Vice-President shall perform such other duties as from time to time may be assigned to him.

Section 8. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of, and be responsible for all funds and securities of the Corporation, receive, and give receipts for, money due and payable to the Corporation for any source whatsoever, and cause all such moneys to be deposited in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him.

Section 9. ASSISTANT TREASURERS. At the request of the Treasurer, or in his absence or disability, the Assistant Treasurers shall perform all of the duties of the Treasurer, and when so acting shall have all of the powers of, and be subject to, all of the restrictions upon the treasurer. They shall perform such other duties as from time to time may be assigned to them.

Section 10. SECRETARY. The Secretary shall keep the minutes of the meetings of the Members, of the Board of Directors and of the Executive Committee in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; be custodian of

the corporate records, and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Member or Director which shall be furnished to the Secretary by such Member or Director; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him.

Section 11. **ASSISTANT SECRETARIES.** At the request of the Secretary or in his absence or disability, the Assistant Secretaries shall perform all of the duties of the Secretary and when so acting they shall have all the powers of, and be subject to all of the restrictions upon, the Secretary. They shall perform such other duties as from time to time may be assigned to them.

Section 12. **NEWSLETTER EDITOR.** The Newsletter Editor shall be responsible for the periodic compilation, editing, and publishing of the MARCO Newsletter, the official publication of the Corporation. It shall be the responsibility of the Newsletter Editor to see that said publication is distributed to the members in a timely fashion.

Section 13. **ASSISTANT NEWSLETTER EDITORS.** At the request of the Newsletter Editor or in his absence or disability, the Assistant Newsletter Editors shall perform all of the duties of the Newsletter Editor and when so acting they shall have all the powers of, and be subject to all of the restrictions upon the Newsletter Editor. They shall perform such other duties as from time to time may be assigned to them.

ARTICLE VI

Compensation

None of the Members, Directors, or Officers of the Corporation, shall receive any compensation whatever for their services, but any Member, Director, or Officer may be reimbursed for expenses incurred in connection with the activities of the Corporation. The Corporation may employ such agents, representatives, or employees as may be necessary properly to carry out the object and purposes for which the Corporation is formed.

ARTICLE VII

Contracts, Loans, Checks, Drafts, Bank Accounts, Proxies

Section 1. **CONTRACTS, ETC., HOW EXECUTED.** The Board of Directors, except as otherwise provided in these By-Laws, may authorize any Officer or Officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. **LOANS.** No loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name, unless authorized by the Board of Directors. When authorized to do so, any Officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and

for such loans and advances may make, execute and deliver promissory notes or other evidence of indebtedness of the Corporation, and, when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the corporation and to that end execute instruments or mortgage or pledge or otherwise transfer said property, provided, however, that any sale, mortgage or lease of real property shall be in accordance with the provisions of Section 21 of the Membership Corporations Law of the State of New York. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issue in the name of the Corporation shall be signed by such person or persons and in such manner as shall, from time to time, be determined by the Board of Directors.

Section 4. DEPOSITS. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks, trust companies or other depositories as the Board of Directors and for the purposes of such deposit any person or persons to whom such power is designated may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation.

Section 5. PROXIES. Unless otherwise provided by the Board of Directors, either the President or the President-Elect may, from time to time, appoint an attorney or attorneys or agent or agents of the Corporation in the name and on behalf of the Corporation to cast the vote which the Corporation may be entitled to cast, as a stockholder or otherwise in any other corporation any of whose stock or other securities are held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, and may instruct the person or persons so appointed as to the manner of casting such vote or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its seal written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE VIII MediShare International

Section 1. Name. The name of this program shall be "MediShare International."

Section 2. Mission. The mission of MediShare International is to develop and to maintain a program through which the Medical Amateur Radio Council, Limited may provide support to disadvantaged medical facilities both domestic and foreign. This support may take two forms:

- A. Part A (Medical Material) of the MediShare International program is concerned with the procurement and distribution of medical equipment and supplies.
- B. Part B (Medical Personnel) of the MediShare International program is concerned with the recruitment and placement of medical personnel in disadvantaged areas or for relief of emergency situations.

MediShare International, as a program of the Medical Amateur Radio Council, Ltd., will at all times support the ideals and objectives of its parent body.

Section 3. Executive Director. Normally there will be one Executive Director for MediShare International, appointed by the President of MARCO with approval by the Board of Directors. In unusual circumstances, an Assistant Executive Director may also be appointed either by the President of MARCO or by the Executive Director of MediShare International with the approval of the President of MARCO and the Board of Directors.

- A. The Executive Director (and/or) Assistant Executive Director shall be members in good standing of the Medical Amateur Radio Council, Ltd..
- B. The term of service shall be continuous until terminated by resignation or removal by the President.

Section 4. MediShare Committee. The MediShare International Executive Director shall appoint a MediShare Committee of not more than six (6) members.

- A. All members of the MediShare Committee shall be members in good standing of the Medical Amateur Radio Council, Ltd.
- B. The President shall be a member of the MediShare Committee.
- C. The term of service of Committee Members shall be continuous until resignation or removal by the Executive Director of MediShare International.
- D. The Executive Director may appoint advisors to the MediShare Committee.
 - a. Advisors need not be members of the Medical Amateur Radio Council, Ltd., or licensed radio amateurs.
 - b. Advisors will possess special expertise in medical, legal, financial, or other fields, and will provide specific advice concerning the administration and operations of MediShare International.
 - c. Advisors shall not be voting members of the MediShare Committee.
 - d. Advisors will serve on a voluntary basis without monetary compensation.
 - e. The term of service of an Advisor is continuous until terminated by resignation of the Advisor, removal by the MediShare Executive Director, or completion of the project on which the advisor was consulting.

Section 5. Operations.

- A. MediShare International shall sustain its operations through fund raising from any appropriate source.
- B. Monies collected by MediShare International shall be maintained in the **Ludin Memorial Fund**.
- C. MediShare International may work in collaboration with other organizations with similar aims and objectives.
 - a. All funds, equipment, and supplies contributed by MediShare International to support projects of partner agencies shall be used for the intended purpose without regard to race, religion, creed, color, national origin, or political affiliation.
 - b. No funds, equipment, or supplies contributed by MediShare International may be used for religious, evangelical, or political purposes.
 - c. Prior to receiving contributions from MediShare International, a partner agency must certify that it complies with the above conditions.
 - d. Any donation of funds, equipment, or supplies either directly to a health care facility or through a partner agency must be approved by a majority of the MediShare Committee, upon recommendation of the Executive Director.
 - e. The Executive Director of MediShare International shall provide a report of the previous year's activities, supported projects, expenditures and expenses to the members of the Medical Amateur Radio Council, Limited at the annual meeting of the Board of Directors and members.

ARTICLE IX

Fiscal Year

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

ARTICLE X

Seal

The Board of Directors shall provide a suitable seal, which shall be in the form of a circle with such design as the Board of Directors or the Executive Committee shall approve, or shall bear the words and figures:

MEDICAL AMATEUR RADIO COUNCIL, LIMITED
CORPORATE SEAL
1966
NEW YORK

ARTICLE XI

Amendments

These By-Laws or any of them may be altered, amended or repealed, or new By-Laws may be made, only by the Board of Directors by the affirmative vote of two-thirds of the Directors at a regular or special meeting at which a quorum is present, or by the Members of the Corporation by the affirmative vote of two-thirds of the Members at a regular or special meeting at which a quorum is present, provided, that notice of such alteration, amendment, repeal or addition shall be included in the notice of any special meeting held for such purpose. By-Laws made or amended by the Directors shall be subject to amendment, alteration or repeal by the Members.

Adopted September 10, 1984	Atlantic City, New Jersey
Revised April 29, 1994	Dayton, Ohio
Revised May 19, 2000	Dayton, Ohio
Revised June 22, 2001	Clearwater Florida