

BYLAWS
of the
TWIN CITY DX ASSOCIATION

ARTICLE I.

Registered Office

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at:

55 East Fifth Street
Suite 1100
St. Paul, MN 55101

ARTICLE II.

Directors

SECTION 2.1 Number and Method of Election. The Board of Directors of this corporation shall consist of the current President, Vice-President and Secretary/Treasurer and two additional Board members. Directors, including officers of this corporation shall be elected by the members at each annual meeting.

SECTION 2.2 Terms. Each officer and director of this corporation shall be elected to serve for a term of one year. An officer and director shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's death, resignation or removal. Any officer or director may at any time, be removed with or without cause by the Board of Directors. Any vacancy occurring because of the death, resignation or removal of an officer or director, or because of an increase in the number of members of the Board of Directors, shall be filled by the Board of Directors for the unexpired term of such director.

ARTICLE III.

Meetings

SECTION 3.1 Annual Meeting. The annual meeting of the Membership for the purpose of electing directors and officers, and for transacting such other business as may properly come before the meeting shall be held at the time and place within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 3.2 Other Meetings. Other meetings of the membership or Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors.

SECTION 3.3 Notice of Meetings. Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be mailed, not less than five (5), nor more than thirty (30) days before the meeting, excluding the day of the meeting to each director at his or her address according to the last available records of this corporation. Notice by e-mail shall be the equivalent of notice by US Mail. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 3.4 Quorum and Voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof.

SECTION 3.6 Written Action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.

ARTICLE IV.

Officers

SECTION 4.1 Tenure of Office. The officers of this corporation shall be a President, a Vice President, and a Secretary-Treasurer and such other officers as the Board of Directors may from time to time designate. Officers and directors shall be elected by the membership to serve for terms of one year and until their respective successors are chosen and have qualified. Members holding office for consecutive terms must be approved by the Board of Directors. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may not hold more than one office at the same time.

SECTION 4.2 President. The President shall be the chief officer of this corporation. He or she shall preside at all meetings of the Board of Directors and the members. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

SECTION 4.3 Vice President. The Vice President shall assist the President and Secretary-Treasurer in handling the business of the corporation, and will assume the duties of the President in the event he or she cannot perform their duties.

SECTION 4.4 Secretary-Treasurer. The Secretary-Treasurer shall keep accurate minutes of all meetings and shall be the custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary-Treasurer, or imposed by these bylaws.

The Secretary-Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.5 Additional Powers. Any officer of this corporation in addition to the powers conferred upon him or her by these bylaws shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V.

Membership Requirements

SECTION 5.1 The TCDXA shall be comprised of a single classification of members. Anyone possessing a valid amateur radio operator license who agrees to abide by the Articles of Incorporation and Bylaws of the TCDXA shall be eligible for membership.

SECTION 5.2 A prospective member may join TCDXA by attending a club meeting and completing a membership application form or by downloading the form available on the TCDXA website and mailing the completed form to the Secretary-Treasurer. The Secretary-Treasurer will verify the completeness of the application and the applicant will be admitted as a member.

SECTION 5.3 Dues. Membership dues for the following year shall be determined each year at the November meeting. The dues will cover the twelve (12) months beginning in January, and are payable by January 31st. Those individuals, who have not paid their dues by April 1, will be notified they have been dropped from the membership.

ARTICLE VI.

Amendments

SECTION 6.1 Petition Required. All amendments shall require a written petition to the TCDXA Secretary-Treasurer, and have the signatures of at least five (5) members.

SECTION 6.2 Distribution of Proposed Amendments. The Secretary shall distribute a copy of the proposed amendment to each member by US Mail or e-mail not less than fifteen (15) days prior to the next meeting of members. US Mail sent to the member's last known address or e-mail to a member's last known e-mail address shall constitute notice of the meeting and proposed amendment.

SECTION 6.3 Voting on amendments to the bylaws. The full membership will be requested to vote on each amendment. Members can vote by attending the meeting. Any member who doesn't attend the meeting may vote by e-mail sent to the club Secretary within ten (10) days of the date of the meeting. A simple majority of those voting by the deadline is required to approve any proposed amendment.

ARTICLE VII.

Miscellaneous

SECTION 7.1 Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1st and end on the succeeding December 31st.

SECTION 7.2 Corporate Seal. This corporation shall have no seal.

SECTION 7.3 Electronic Communications. A director or officer may participate in a meeting by any means of communication through which such person, other person so participating, and all persons physically present at the meeting, may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 7.4 Deposit of Funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

SECTION 7.5 DX Donation Policy. All donation requests will be reviewed by the Board of Directors. When a request is deemed worthy of sponsorship, an e-mail donation proposal will be sent to the members for a vote. A YES vote equals approval and a NO vote equals disapproval. A simple majority or those members voting will determine whether the proposed donation will be made.

Note: The current Bylaws were amended to conform to the Club's 501 (c) 3 non-profit status. They were approved by the membership effective April 14, 2008, and supersede previous Bylaws.