

National Capitol Communicaitons, LLC

d.b.a. “Mid Atlantic REACT®”

Team By Laws

ARTICLE I

Declared Existence

The name of this organization shall be known to members and the public as Mid-Atlantic *REACT®*, Charter #6282, granted on October 24, 2023, by REACT® International, and herein after referred to as “the Team” or “*REACT®*”.

National Capitol Communications, LLC is incorporated in the Commonwealth of Virginia and has officially registered the name “Mid-Atlantic REACT” with the State Corporation Commission.

ARTICLE II

Objectives

The objectives for which each REACT® Team is organized are charitable and educational, within the allowances of the IRS 501(c)(3) regulations, and without limiting the generality of the forgoing, including the following:

- A. To develop a monitoring system on emergency channel, such as CB Channel 9, with the eventual goal of establishing a 24 hour monitoring schedule to further our communities ability to respond to emergencies and disasters.
- B. To develop and utilize an effective communications system to be used in time of emergencies and during public events. This may be with CB, Amateur, GMRS, or other radio services as become available to the Team in the course of time.
- C: To coordinate efforts with, and provide communication help to, other groups such as the American Red Cross, local public authorities, other disaster agencies or organizations, and other radio Teams in time of emergencies and disasters.

ARTICLE III

Sponsorship

The corporate sponsor(s) of the Team will be chosen by a vote of the Board. Any

sponsor(s) will work with the Team to accomplish the objectives of the Team.

ARTICLE IV Business Office

The Team may have offices at such places as the Board may from time to time determine, or that the business of the team may require.

A permanent mailing address will be established by the Board at a physical mailing address and registered with REACT® International, Inc. Such address will be used for all official Team Correspondence, and distributed by the appropriate Team Officer, Chairperson, or member as necessary.

Post Office Boxes are not allowed for registration with the Virginia State Corporation Commission and therefore will not be used by Mid-Atlantic REACT®.

ARTICLE IV Membership

Membership in the Mid-Atlantic REACT® Team is open to all U.S. Citizens interested in furthering their radio communication skills by utilizing them in time of emergency and public service. Applicants must complete an application, pay the requisite dues, and be approved by a vote of the Board of Directors and members. New members must undergo such training as established by the Board of Directors during their 60-day probationary period.

Classes of Members:

- A. **REGULAR:** An adult member whose name is registered with REACT® International, Inc. as a paid up Regular Member of the Team.

- B. **FAMILY:** An adult in the same household as a Regular member, and whose name is registered with REACT® International, Inc. as a paid up Family Member of the Team.

- C. **JUNIOR:** An individual under the age of 18 and whose name is registered with REACT® International, Inc., as a paid up Junior member of the Team.

- D. **HONORARY:** Any individual, group of individuals, association, corporation or other entity interested in developing the use of Personal Radio Services as emergency communications sources may be chosen as an Honorary member of the Team by a two-thirds vote of the Team membership. No dues or records are required to be sent to REACT® International, Inc. for Honorary members. Honorary members are NOT active members of the Team.

E. LIFE: A Team member whose name is registered with REACT® International, Inc. as a paid up Life Member in accordance with policy in effect at the time of acceptance and who has been a Regular member of two or more years.

Note: After one member of a household is registered at the Regular rate, each additional member at the same address is eligible for reduced rate as a Family member. There is no difference in status between Regular and Family memberships, except the Family member shall not received an individual copy of the REACTer, official publication of REACT® International, Inc. The term "Adult" shall apply to members eighteen (18) years of age or older.

Conditions of Membership:

A. Applicants for membership must be sponsored by an Active member in good standing, and their application with payment of all dues amounts must be submitted to the Board of Directors for processing prior to a general membership meeting.

B. Applications for membership must be approved by the Board of Directors and voted into membership by a majority vote of members present at a regular membership meeting.

C. Applicants must complete a sixty (60) day minimum probation period, during which various training and orientation programs will be provided by the Team at no additional cost to the applicant.

D. Applicants must agree to monitor an emergency radio frequency within their abilities and licensing according to a schedule established by the team. This emergency frequency may be CB Channel 9 or a designated GMRS or Amateur frequency.

E. Applicants must agree to abide by the Team's Bylaws and Standing Rules, and to conduct themselves in such a manner as to bring no disrepute upon the Team.

Voting Rights:

A. REGULAR, FAMILY, JUNIOR and LIFE members in good standing shall be eligible to vote and participate freely in all Team activities.

B. REGULAR, FAMILY, and LIFE members in good standing shall be eligible to be nominated, elected, or appointed to fill an officer position on the Board of Directors.

Resignation:

Any member may resign by filing a written resignation with the Secretary, which shall be presented to the Board of Directors at the first meeting following it's receipt. Such

resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid prior to the receipt of such resignation. A member may also resign by simply omitting to pay the required annual dues with the time periods outlined in these Bylaws during the annual membership renewal period.

Termination of Membership:

The Board of Directors, by a majority vote, may suspend or expel any member for cause, such as violation of the Bylaws or for conduct prejudicial to the best interest of the Team, provided that a statement of the charge(s) shall have been mailed to the member at his/her last recorded address at least fifteen (15) days before the final action is taken thereon; this statement shall be accompanied by a notice of the time and place action is to be taken by the Board of Directors. The member shall be given the opportunity to present a defense at the time and place mentioned in such notice, and to face any accusers in person. Such action by the Board of Directors may be overturned by a two thirds (2/3) majority vote by members present at the next regular membership meeting following such action. Membership shall also be terminated automatically for non-payment of dues as provided for under Article V of these bylaws.

Reinstatement:

Upon a written request signed by a former member with 12 months of the original resignation, a member may be reinstated by a majority vote of the Board of Directors without action by the membership under such terms as the Board deems fit. After the twelve month period, a new application must be completed and handled as if they were a new applicant. A reinstated member must pay any necessary dues if the fiscal year is not the same as that of the resignation.

Transfer of Membership:

Membership in the Team is not transferable or assignable to another person.

Members of another REACT® Team wish to transfer their membership to this REACT® Team must complete an application as a new member and be voted in by following the normal application process. Transferring REACT® members shall pay any applicable Team Dues upon acceptance, but shall not be required to pay REACT® International Dues if registered with REACT® International for the current fiscal year. Members wishing to transfer to another REACT® Team may resign from this Team and apply for membership with the other REACT® Team.

ARTICLE V

Meetings

Regular Membership Meetings:

Member Meetings – shall be held on a schedule determined by the Board of Directors of Mid-Atlantic REACT®, at a place fixed designated by the Board and made known to all members. All efforts will be made to hold these meetings on a consistent date, time, and location when possible.

Notice of Regular Membership Meetings – shall be issued with a minimum of fourteen (14) days' notice given to all registered members of the Team.

A **Quorum** for a regular membership meeting shall consist of two-thirds (2/3) of the officers and at least one additional member (Regular, Family, Junior, and Life). In the absence of a quorum, the meeting shall be adjourned until the next regularly scheduled membership meeting.

Minutes of all Regular Membership Meetings shall be kept and will become part of the official records of the Team available for inspection by any registered member upon request.

Meetings of the Board of Directors:

Regular Board Meetings – the Board of Directors shall meet prior to the regular membership meeting, as set forth by the Board of Directors. Such meetings shall be open to any registered member who requests permission to attend such meeting.

Special Meetings -- at the direction of the Chairman of the Board, notice of any special meeting shall be telephoned or otherwise communicated to each member of the Board of Directors at least three (3) days prior to the date of the special meeting. Per Virginia code, attendance at special meetings will be open only to those persons outside of the Board of Directors as may be invited by the Chairman of the Board.

A **Quorum** at any Board of Director's meeting shall consist of at least two thirds (2/3) of the Board of Directors. In the absence of a quorum, the Chairman of the Board shall adjourn such meeting until another meeting can be scheduled and notice given as provided for in this section.

Minutes of all Board of Directors meetings shall be kept and will become part of the official records of the Team available for inspection by any registered member upon request.

ARTICLE VI
Administration and Officers

Section 1. Board of Directors

The Board of Directors shall consist of the Team President, Vice President, Secretary, Treasurer, Sergeant at Arms, and the immediate Past President who shall serve as Chairman of the Board. Committee chairs appointed by the Board may be invited to attend all Board functions, but shall not have a vote at a Board of Directors meeting.

Election, Term of Office, and Eligibility:

- A. The members of the Board of Directors shall be elected pursuant to Article VII of these bylaws for the period of one (1) year.
- B. Each elected term of office will be the same as the established fiscal year of the Team, and shall be reported annually to REACT® International, Inc. at the renewal of the Team Charter. Appointed Committee Chairpersons shall serve until replaced by the Board of Directors.
- C. Any registered REGULAR, FAMILY, or LIFE member in good standing shall be eligible to be elected to an office on the Board of Directors.
- D. The immediate Past President, upon completion of their term of office, shall assume the position of Chairman of the Board, and hold such position until replaced by another past president or resignation from the Team.

In case of the absence of any officer of the Team or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may, for the duration, delegate the authority or duties to any other officer.

Members of the Board of Directors shall:

- A. Attend all regular and special membership meetings and Board of Director meetings.
- B. Present a budget for the fiscal year to the general membership for their adoption at the first regular membership meeting in a calendar year.
- C. Approve all Honorary memberships.
- D. Select the banks, trust companies, or other depositories in which shall be deposited from time to time, the monies or other securities of the Team.

E. Except as otherwise provided by these Bylaws, the Board of Directors may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name and on the behalf of the Team.

F. May accept on behalf of the Team, any contribution, gift, bequest or device for the general purpose of the Team.

G. Review all social media and website content and require update or removal of content it deems inappropriate.

H. Devise and carry into execution such other measures as it deems proper and necessary to promote the objectives of the Team and to best protect the interest and welfare of its members.

Section 2. Officers

The following Officer positions, which shall also be known as the Board of Directors, must be filled for the Team to remain in operation.

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Sergeant at Arms

In the case of an unexpected loss or departure of a Board member, the President may designate a member to act in the capacity of the vacant board position on a temporary basis. This person will be appointed as “Acting” until such time that a permanent member may be identified and voted on by the membership. The designation as “Acting” will not exceed six months duration whereas the Board may conduct a special election for a term to exceed six months

Section 3. Duties as Assigned

All Officers shall serve without compensation from the Team. The basic duties of the Officers are as defined below; additional responsibilities are defined in a separate Standard Operating Procedures (SOP) document. The additional responsibilities addressed in the SOP will be reviewed annually.

A. President – The President will be the Chief Executive Officer of the Corporation and shall lead the Team in the management of business, records retention, maintenance of the By-Laws, and all activities to accomplish the Team objectives. The President or his/her delegate shall preside over all membership and Board meetings and set the meeting agenda. Along with the Vice President and Treasurer, the President shall have signature authority on the Team and Corporation financial assets. The President will be the official representative

of the Team with any sponsor(s) and other external organizations. The President may serve as a non-voting ex-officio member of all committees.

B. Vice President – In the absence, disability, resignation, or death of the President, or as delegated on a case-by-case basis, the Vice President shall perform the duties and exercise the powers of the President in an acting status until such time as a new President is elected. Along with the President and Treasurer, the Vice President shall have signature authority on all financial assets. The Vice President will serve as the parliamentarian at all meetings. The Vice President shall be responsible for overseeing and reviewing the activities of all committees and receiving the reports of all committees. The Vice President agrees to self-nominate for the position of President if the current President steps down.

C. Secretary – The Secretary shall plan to attend membership and board meetings and shall record the minutes of the proceedings. The Secretary is responsible for publishing the minutes of meetings to meet all State Corporation Commission requirements, in a format approved by the Board and for review by any Team members.

D. Treasurer – The Treasurer shall (1) plan to attend membership and board meetings and events to keep an account of all the monies received and expended for the use of the Team, (2) report to the Team members the financial condition of the organization at regularly scheduled membership and board meetings. Along with the President and Vice President, the Treasurer shall have signature authority on the Team financial assets. In the absence or disability of the Treasurer, the Board may appoint a Treasurer pro tempore. An annual review of the financial records of the Team shall be conducted by a committee consisting of at least three (3) members bi-annually. If, in the course of the review, significant irregularities are discovered, the Board may direct the completion of an audit.

E. Sergeant at Arms – The Sergeant at Arms shall keep order at all meetings. They will with the other officers to keep an inventory of all Team owned or controlled properties and equipment, and to keep such items in good operating condition. The Sergeant at Arms shall attend meetings and events and be familiar with the duties and responsibilities of all the officers to be able to back up the Treasurer, Secretary, or Vice President when those officers are unable to attend Team meetings and activities or are unable to perform their assigned duties.

F. Immediate Past President – The Immediate Past-President serves as Chairman of the Board and also in a capacity to aid the Board in a smooth transition from year to year.

G. Executive Director – The board may elect to hire or appoint an Executive Director to manage the organization on a day-to-day basis. Duties of the Executive Director are defined in the SOP and an Executive Director job description.

Section 4. Removal of Officers and Board Members

The Primary Members may, by a two-thirds vote of those present, and with just cause of demonstrating the Board member is in violation of any Organizational Code of Conduct,

at a meeting specifically called for the purpose, remove one or more Board members. Board Member(s) being considered for removal will be notified in advance of the meeting and afforded an opportunity to be heard prior to a vote to remove. The Board, by majority vote, may remove any appointed position for failure to perform the duties of the position.

Section 5. Election of Officers and Board Members

Nominations will be solicited in October and the elections will be held at the membership meeting in November of each year. The selection will be by majority vote of the members present at the respective election. No absentee votes or proxies will be accepted at the elections.

ARTICLE VI **Internet, Social Networking** **and other Account information**

Section 1. Sensitive Information – All login, password, password recovery information, and other privileged information related to all accounts used by the Team will be held by the President, Vice-President and Treasurer to ensure this information is available in the event one individual is unable to provide the needed information for any reason. The Board members, by affirmation of vote to their respective positions, are to protect this sensitive information.

Section 2. Delegation of Authority – The Board may, at its discretion, by majority vote, provide specific account information to a member who has been delegated to use that account for official Team business.

Section 3: Security – After a change of administration (new President, Vice President, etc.), the passwords and password recovery key(s) for all accounts shall be changed. If login information has been delegated to a Team member for a temporary period, the password and recovery key(s) shall be changed when the period ends.

Section 4: Usage of accounts – The creation and use of internet, social networking or other accounts that use or trade on the name of the Team (Mid-Atlantic REACT) shall be at the discretion and direction of the Board.

Section 5: Contact information – Contact information for all accounts, including email addresses, Personal Identifiable Information (PII), phone numbers and mailing addresses shall be in the name of the Team or Corporation, and not that of any individual. Procedures to be followed if an account provider requires a named individual are defined in the SOP

Section 6: Member Personal Information – Only active members will have access to names, addresses, phone numbers and other Personally Identifiable Information (PII) of Team members. No member shall share this information with someone outside the Team without the express permission of said member.

ARTICLE VII Finance

Section 1. Fiscal Year – The fiscal year for the Team shall begin on January 1 and end on December 31.

Section 2. Team Expenses – The President can authorize expenditures up to \$250.00 per Team activity to purchase materials necessary to conduct business and to perform their duties as described in the By-Laws and Operations manual. Expenses greater than \$250.00 and less than or equal to \$1,000.00 per activity must be approved by the Board. Expenses greater than \$1,000.00 must be approved by a majority of voting members present at a regularly scheduled membership meeting. Under no circumstances will Officers enter into any financial commitment that cannot be paid in full with available funds.

ARTICLE IX Other Leadership Positions and Committees

Section 1. Other Leadership Positions – Additional leadership positions deemed necessary by the Board may be appointed by the Board. Appointees serve at the direction and discretion of the Board, and shall serve until such time as they resign, are removed by a majority vote of the Board, or the role is no longer needed. At the discretion of the Board, positions may remain vacant. All activities of these appointees are overseen by the Board and are subject to approval by the Board. Appointed positions may be filled by elected officers. The Appointee positions are identified in the SOP.

Section 2. Committee Establishment - Committees shall be established by the Board to serve for a one-time basis, or on-going, depending on the Team needs or programs. To be established, a committee must be approved by a majority of the Board. Committee members serve at the direction and discretion of the Board and shall serve until such time as they resign, are removed by a majority vote of the Board, or the committee completes its work and is dissolved. Standing committees will be listed in the SOP.

ARTICLE XI
Amendments

These By-Laws may be amended, repealed, or altered in whole, or in part, by two thirds vote of the general membership present at a regular membership meeting or a special meeting called by the Board for the purpose of amending the By-Laws. All motions to amend the By-Laws shall first be reviewed by the Board and shall be provided to membership for review by the members for at least one month prior to approval. In the case of a tie, a second vote will be taken. If the amendment does not garner two thirds vote by members present at a membership meeting the amendment will be considered defeated and may not be brought up for a revote for six months.

ARTICLE XIII
Dissolution

Section 1. Dissolution – Must be made in accordance with applicable Federal, State, and Commonwealth of Virginia laws. A full and complete audited accounting statement of disbursements shall be submitted to REACT® International, Inc. within 45 days of dissolution.

Section 2. Property – If, for any reason, the Team is disbanded or dissolved, any property held in the Team’s name shall be liquidated and turned into cash in accordance with the decisions made by the then Team Officers. After all Team liabilities have been paid, the remaining cash may be donated to a non-profit charitable organization chosen by the Board, including but not limited to **REACT®** International or another **REACT®** Entity, as provided for in accordance with IRS rules pertaining to 501(c)(3) organizations.

ARTICLE XIV
Executive Authority

The corporation was formed on May 10, 2023, as registered with the Virginia State Corporation Commission, by the initial officers listed on said registration.

All procedures not covered by these Bylaws or SOP may be governed by the Virginia Non-Stock Corporation Act.

ARTICLE XIV
Waiver of Notice

Whenever any notice is required to be given to any member or officer of the Team under the provisions of these By-Laws or under any other provisions of law, a waiver thereof in

writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
Record of Changes (By-Laws Amendments)

A record of the changes to the By-Laws should be maintained:

Version #	Date Approved	Changes Made (Identified with Bold & Italic Text)
0		Original version, paired with Articles of Incorporation
1	4 Aug 2023	First record of change, approved unanimously