

**BY-LAWS
of
MAGNOLIA-INTERTIE, INC.**

**Article I.
Formation, Purpose, and Offices**

1.01 Name. The name of the corporation shall be Magnolia-Intertie, Inc., and it shall be a Mississippi non-profit corporation.

1.02 Purpose. Magnolia-Intertie, Inc. is organized exclusively for charitable, educational and scientific purposes and is formed for the purpose of maintaining and operating a network of interconnected amateur radio repeaters available to stimulate research and development in any communications authorized by the Amateur Radio Service and to provide disaster and other emergency and non-emergency communication services. The corporation is further formed for the purpose of providing training and education of repeater owners and trustees in the State of Mississippi

1.03 Principal Office. The principal office of the corporation in the State of Mississippi and shall be located at 1080 River Oaks Blvd, Suite A-250, Flowood, Mississippi 39232, or at such other place as designated from time to time by the Board of Directors and evidenced by the appropriate filing with the Mississippi Secretary of State.

1.02 Other Offices. The corporation may also have offices at such other places, both within and without the State of Mississippi, as the Board of Directors may from time to time determine or the business of the corporation may require.

1.03 Registered Office and Registered Agent. The corporation shall have and continually maintain a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but not need be, identical with the principal office of the corporation in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II.
Members**

2.01 No members. The corporation shall not have members.

**Article III
Board of Directors**

3.01 General Powers. The affairs of the corporation, including fiscal affairs, shall be managed by its Board of Directors.

3.02 Initial Board of Directors and Terms. The initial directors of the corporation shall be _____, whose term ends January, 30, 2015, _____, whose term ends January 30, 2016, and _____, whose term ends January 30, 2017.

3.03 Number. The Board of Directors shall at all times have a minimum of five (5) Directors, but may contain as many additional directors as determined by the Board to be beneficial in operation of the corporation.

3.04 Terms of Office. Directors shall serve a term of office of three years.

3.05 Eligibility. Directors must be licensed amateur radio operators; provided, however, that up to twenty-five percent (25%) of the Board of Directors may be composed of governmental, charitable, or corporate representatives who provide support to the corporation.

3.06 Election of Directors. Directors shall be elected by majority vote of the current Board of Directors.

3.07 Vacancies. The Board of Directors shall fill any vacancy occurring in the Board of Directors for the remainder of the term of that Director.

3.08 Annual Meeting. The Board of Directors shall have an annual meeting on the at a time and place determined by the Chairman of the Board. Written notice shall be provided to directors at least 30 days in advance of the meeting.

3.09 Additional Meetings. Additional Meetings of the Board of Directors will be held on an as needed basis at the request of the Chairman of the Board or any two other Directors. Except in the event of an urgent need, the Secretary of the corporation shall provide seven days advance notice of all additional meetings. Notice of additional meetings shall be given to Directors at their email address provided to the corporation.

3.10 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

3.11 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

3.12 Form of Meeting. The annual meeting shall be an in person meeting. Additional meetings may be held by telephone conference, video conference, or any other method acceptable to the Board.

3.13 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or members of any committee designated by the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved by all the Board. Such consent may be by email or other electronic form and shall have the same force and effect as a unanimous vote at a meeting.

ARTICLE V. OFFICERS

5.01 Officers. The officers of the corporation shall be a Chairman of the Board, Chief Financial Officer, Chief Technical Officer, Chief Operating Officer, Chief Network Operations

Officer and Secretary. The Board may appoint additional officers as it deems necessary or advisable.

5.02 Election and Term of Office. The officers of the Corporation shall be elected at the Annual Meeting and shall hold office for a term of two years.

5.03 Removal. Any officer may be removed by the Board of Directors with or without cause, whenever in its judgment the best interest of the corporation would be served thereby. A two-thirds (2/3) vote of the Board shall be required for such removal.

5.04 Duties of Officers. Officers shall perform functions and have duties as follows.

a. The CHAIRMAN shall be the chief executive officer of the corporation and shall preside at all meetings. He shall be an ex officio member of all corporation committees and shall sign all corporation instruments and contracts which the Board of Directors has authorized to be executed and shall perform such other duties as may be directed by the Board of Directors.

b. The CHIEF OPERATING OFFICER shall assume the duties of the CHAIRMAN in the event of his illness, resignation or death. He shall then have all the powers of and be subject to all of the restrictions placed upon the President. The CHIEF OPERATING OFFICER shall preside over meetings in the absence of the CHAIRMAN and shall be responsible for the business management of the corporation. The CHIEF OPERATING OFFICER shall also serve as the chairman of any business management committee established by the Board of Directors.

c. The CHIEF FINANCIAL OFFICER shall also have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or depositories as shall be selected in accordance with the provisions of these bylaws, and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the CHAIRMAN and Board of Directors. The CHIEF FINANCIAL OFFICER shall also serve as chairman of any finance committee established by the Board of Directors.

d. The SECRETARY shall keep the minutes of the meetings of the members and of the Board of Directors, be custodian of the corporate records, keep a register of the post office address of each member, and be responsible for notifying the membership of all corporation activities. If the SECRETARY is a licensed lawyer, he or she shall also serve as the chief legal officer for the corporation.

e. The CHIEF TECHNICAL OFFICER shall be responsible for establishing technical standards for the network and shall serve as chairman of any technical committee established by the Board of Directors.

f. The CHIEF NETWORK OPERATIONS OFFICER shall be responsible for all network operations of the internet network and shall serve as chairman of any network committee established by the Board of Directors.

ARTICLE VI. COMMITTEES

6.01 Appointment and Composition. The CHAIRMAN shall appoint standing and ad hoc committees, as required to implement corporation policies approved by the Board of Directors.

All committees shall serve for one year terms renewable by the CHAIRMAN. Committees may be composed of Directors, technical advisors, or other non-directors.

ARTICLE VII. DUES AND ASSESSMENTS

7.01 Dues and Assessments. There shall be no dues and assessments unless approved by two-thirds (2/3) of the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, GIFTS, LOANS

8.01 Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

8.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the CHIEF FINANCIAL OFFICER of the corporation.

8.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board may select.

8.04 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

8.05 Loans. The Board of Directors or any member thereof, may authorize loans of personal property to the Corporation.

a. A written receipt, signed by the CHIEF TECHNICAL OFFICER and counter-signed by either the CHAIRMAN or the CHIEF NETWORK OPERATIONS OFFICER shall be issued in the name of the Corporation to the lender and the Corporation shall exercise reasonable care in the use and return of such property. In order to avoid misunderstandings, the terms of the loan shall be stated, including, at least, time duration and if permission is given to modify the equipment.

b. Upon expiration of the agreed loan period, the Board shall make certain that property or funds loaned are returned in a timely manner. Where loaned property cannot be identified in inventory, because of incorporation into equipment, the Board will make as fair a settlement as it can reasonably accomplish, based on straight line depreciation of the item, or fair market value, whichever is the lesser.

c. Before executing a promissory note, bank loan, mortgage or similar device, the Board of Directors shall pass a "Resolution Authorizing Corporate Borrowing." This form may be one supplied by the lending institution.

8.06 General. No agent or officer of the Corporation may obligate the corporation to any expenditure in excess of two hundred dollars (\$200.00) for any corporate project or activity without the approval of the Board of Directors.

ARTICLE IX. FISCAL AFFAIRS

9.01 Fiscal Year. The fiscal year of the Corporation shall be a calendar year or such other year.

9.02 Annual Report. The CHIEF FINANCIAL OFFICER shall provide a financial report to the Board at its annual meeting.

9.03 Annual Budget. The Board shall adopt a budget for the year at its annual meeting.

9.04 Disbursement Authority. The CHIEF FINANCIAL OFFICER shall adopt , with the approval of the Board of Directors, such policies and procedures as will reasonably expedite the proper disbursement of funds.

ARTICLE X. WAIVER OF NOTICE

10.01 Whenever any notice is required to be given under the provisions of the Mississippi Non-Profit Corporation Act or under the provisions of the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENT OF BYLAWS

11.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority of the Directors present at the annual meeting.

ARTICLE XII HEADINGS

12.01 The headings used in these Bylaws have been inserted for convenience only and do not constitute matters to be construed in interpretation.