

# BYLAWS

of

## SPRINGHILL AMATEUR RADIO CLUB, INC.

### ARTICLE I

#### NAME AND PURPOSES

**Section 1.01. Name.** The name of this organization is Springhill Amateur Radio Club, Inc.

**Section 1.02. Purpose.** The Corporation is organized as a 501 c 3 tax exempt, not-for-profit corporation exclusively for the charitable, educational, public safety and scientific purposes of the following:

- a) Recognition and enhancement of the value of the amateur radio service to the public as a voluntary non-commercial communication service, particularly with respect to providing emergency communication.
- b) Continuation and extension of the amateur's proven ability to contribute to the advancement of the radio art.
- c) Encouragement and improvement of the amateur radio service through rules which provide for advancing skills in both the communication and technical phases of the art.
- d) Expansion of the existing reservoir within the amateur radio service of trained operators, technicians, and electronics experts.
- e) Continuation and extension of the amateur's unique ability to enhance international goodwill.
- f) Observance of all current and amended Rules and Regulations of FCC of part 97 of the Federal Communication Commission Rules and Regulations pertaining to the operation of stations in the Amateur Radio Service.

Amateur radio is the fail-safe communications network for police, fire, medical and homeland security radio networks and is activated when called upon by these various public authorities in times of need. Amateur radio organizations are licensed by the Federal Communications Commission as Volunteer Examiners for the Federal Communications Commission and test individuals for various Federal Communication Commission tests relieving some for the burden of this federal agency through the powers granted as an agent of the Federal Communications Commission in this capacity.

### ARTICLE II

#### MEMBERS

**Section 2.01. Classes.** There shall be two classes of members which shall be a general member and an associate member. General members shall include individuals who currently hold a valid amateur radio operator license of any class issued by the Federal

Communications Commission of the United States, who applied for membership, paid the admission fee and are current on annual dues payments. An associate member shall be anyone who is not a General member but has an interest in amateur radio public service and is current on annual dues payments.

**Section 2.02. Qualifications and Voting Rights.** Only General Members have voting privileges to elect Directors. General Members elect the Board of Directors annually at the December membership meeting. Directors are the policy and decision making body of the organization and have all the powers of directing the club activities as vested in them by law. Directors will serve staggered terms so that consistent leadership is maintained in the organization. Each General Member may cast one vote to fill a board member vacancy. A nominating committee will nominate prospective board members for open directorship positions, however, nominations will also be allowed to be made from the floor prior to electing a new director to fill a vacant position at the annual membership meeting. In any voting matters, a tie vote will be broken by the current President unless specifically directed otherwise by a more detailed procedure which may be explained elsewhere in these bylaws from time to time.

**Section 2.03. Termination of Membership or Directorship.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the entire Board, may temporarily expel a board member from the board. If a member of the Board of Directors is expelled from the board, a general membership meeting will be called and held within two weeks to vote on the board member's permanent expulsion from the Board. If expelled from the Board by the membership vote, a new Board member will be voted in at this time with nominations taken from the floor. The new board member will serve the remainder of the term of the expelled board member. The Board of Directors, by a majority vote of those present at any regularly constituted board meeting, may terminate the membership of any general member who becomes ineligible for membership (loss of valid license, nonpayment of dues, etc) or is disruptive to the point that an orderly meeting can not be held.

**Section 2.04. Resignation.** Any member or director may resign by filing a written resignation with the Secretary.


**Section 2.05. Dues.** Dues for members shall be established by the Board of Directors and are due on January 1 of each year.

**Section 2.06. Membership Meetings.** The annual membership meeting shall be held in December of each year and voting for any open director positions will be held at this meeting. A minimum of 10% of all current members being present, in person, shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the President with notice mailed, telephoned, or emailed to each member not less than thirty (15) days before such membership meeting.



## ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body of the organization and per the Articles of Incorporation will exercise all the powers and authority granted to the Corporation by law.

 **Section 3.02. Number, Selection, and Tenure.** The Board shall consist of not less than nine (9) directors who will serve staggered terms to maintain consistent leadership of the organization. Each director shall hold office for a term of three (3) years. To effectuate this staggering of terms, three directors will originally be elected to three year terms, three directors will be originally elected to two year terms, and three directors will be originally elected to one year terms. Vacancies existing by reason of resignation, death, or incapacity before the expiration of his/her term shall be filled by a majority vote of the remaining directors to temporarily fill the office of Director until the next membership meeting where members will elect a new director to fill the remaining term of that particular director position. In the event of a tie vote by the directors to fill the temporary director position, the President shall choose the temporary director to break the tie. The vacancy filled by the temporary Director will be permanently filled by full membership election at the next membership meeting. The term of this Director elected by the members will be the remaining term of the original Director he/she is replacing. A board member may only serve two consecutive terms in office as a director. This stipulation in no way shall limit an individual from being able to hold a directorship position in successive years as another directorship position becomes available, as long as there is a lapse in time the individual serves as director. In no instance may a director serve three consecutive full-year terms without lapse.

The offices of President, Vice-president, Secretary and Treasurer who are elected annually in December from the ranks of the Board of Directors, by the Board of Directors, may not serve more than two consecutive full-year terms in any respective office. After two full year terms they must relinquish that particular office. This stipulation in no way shall limit an individual from being elected to serve the next year in a different office. As an example there could be a natural progression of an individual who was elected to serve the remaining half year term of a deceased Vice-President. This person could then serve two full-year terms as Vice-president and then serve the next year as President. If an office becomes vacant due to death, resignation, etc, the Board will fill the position by election at the next Board of Directors meeting.

**Section 3.03. Resignation.** Resignations of Directors or Officers are effective upon receipt of written notification by the Secretary of the Corporation.

**Section 3.04. Regular Board Meetings.** The Board of Directors will generally meet monthly but must hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Regular Board Meetings are open to all members. It is suggested, however it is not required, that the general membership be notified of meetings.

**Section 3.05. Special Board Meetings.** Special Board Meetings shall be at such dates, times and places as the Board shall determine. Special Board Meetings are open to all members. It is suggested, however it is not required, that the general membership be notified of meetings.

**Section 3.06. Notice.** Meetings may be called by the President of the Board or at the request of any two (2) directors by notice emailed, mailed or, telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.07. Quorum.** A quorum shall consist of a majority of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

**Section 3.08. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.09. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear all other members.

**Section 3.10. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation. The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer of the board and shall be convened as requested by the full board to recommend various options or courses of action to be considered by and voted on by the full board.

**Section 3.11. Nominating Committee.** There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors.



Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section 3.12. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval of the expenditures. In addition, Directors serving the organization in any other board approved capacity, such as contractor, are allowed to receive compensation therefore.

#### **ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate.

**Section 4.02. Election of Officers; Terms of Office.** The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office shall be one year terms. Officers shall hold office until a successor is duly elected and qualified, but may not hold office for more than two consecutive full-year terms in any given office.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 4.04. Removal.** An officer may be removed by the majority vote of the Board of Directors at a board meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. While a director may be removed from office by simple majority vote, he will remain a Director unless expelled per Section 2.03 for good and valid reasons.

**Section 4.05. President.** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or at the request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 4.07. Secretary/Treasurer.** The Secretary/Treasurer shall be a director of the Corporation and shall keep accurate and detailed minutes of all meetings of the Board of

Directors. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Organization's finances. The Secretary/Treasurer shall work closely with any paid staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.08. Paid Staff/Contractors.** The Board of Directors may hire such paid staff or contract work as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees as it see fit.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates



shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.