

Constitution and By-Laws of the Palm Bay Amateur Radio Club Incorporated

Preamble

The Palm Bay Amateur Radio Club Incorporated is formed as a Florida Charitable Corporation on March 16, 2020. The purpose of the Palm Bay Amateur Radio Club Incorporated (also referred to as PBARC) is to foster the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct Corporate programs and activities as to advance the general interest and welfare of Amateur Radio in the community. An additional goal is to support Emergency Services by preparation, practice, and coordination. The following Constitution and By-Laws are adopted to further these goals.

Article I - Membership

Section 1: Qualifications

All persons interested in Amateur Radio communications shall be eligible for a membership level upon submission of either a printed or on-line application and payment of current dues.

Section 2: Statement of non-discrimination

Membership may not be denied because of race, creed, color, religion, nationality, gender, sexual orientation, political affiliation, marital status, disabilities or any other reason that would be biased or prejudicial.

Section 3: Full Membership level

Full membership is open to licensed Radio Amateurs, regardless of license class or which country issued the Amateur license. Full membership includes all Corporate privileges as well as rights to hold a Corporation office, to vote for Corporation officers and to vote on all motions during any meeting. Any reference to a Full Member in these bylaws shall mean a Full Member in good standing.

Section 4: Demotion from Full Membership Level

Any Full Member that allows his or her license to expire, or has their license revoked or suspended, will be demoted to Associate Member status. If that demoted member is an Officer, in addition to being demoted, the Office shall be considered automatically vacated and subject to replacement as described in Article IX.

Section 5: Associate Membership level

Associate membership is open to any person that does not hold an amateur radio license. Associate membership includes all Corporate privileges except for the right to hold office or vote on motions.

Section 6: Promotion from Associate Member level

Upon acquiring any class of amateur radio license from any country, an Associate Member is immediately elevated to Full Membership upon presentation of the license or evidence of call sign issuance. The newly elevated Associate Member does not have to pay any additional dues for the current year.

Article II - Officers

The officers of PBARC shall be President, Vice-President, Secretary and Treasurer.

There are no term limits for any of the officer positions.

An individual may not hold more than one elected office during the same term. This does not prevent the Corporation Trustee or Trustees from holding any of the four periodically elected offices of President, Vice-President, Secretary or Treasurer.

Article III

Duties of Officers

Section. 1. President

The President shall have the following responsibilities at meetings:

Preside and maintain an orderly and effective business condition all meetings
Conduct all meetings according to these By-Laws and reference to Robert's Rules of Order
Decide all questions of order

The President shall have the following additional responsibilities related to the conduct of business of the Corporation:

Sign all official documents adopted by the Corporation
Have the authority to bind and enter into contracts on behalf of Palm Bay Amateur Radio Club Incorporated.

Section. 2. Vice President

The Vice-President shall:

Assume all the meeting duties and responsibilities of the President in his/her absence
Organize Corporation activities
Plan and recommend contests for operating benefits
Advance Corporate interest and activity as approved by PBARC
Maintain close liaison with the local ARRL's local ARES ® Emergency Coordinator to further
Corporate participation in the Amateur Radio Emergency Service.

Section. 3. Secretary

The Secretary shall:

Keep a record of the minutes and proceedings of all meetings
Keep a roll of members
Maintain membership applications
Carry on all external correspondence
Read communications or provide a summary of communications at each meeting, if requested
Keep the official Articles of Incorporation and these By-Laws
Note and make all approved changes or amendments to the Articles of Incorporation or these By-Laws.
Communicate meeting notices to members, either through mail, electronic notices or announcements on the PBARC repeaters.

Section 4. Treasurer

The Treasurer shall:

Receive and disburse all monies paid to or owed by PBARC
Keep an accurate account of all monies received and expended
Pay no bills without proper authorization
Prepare and present a financial summary for presentation at regular meetings
Invest surplus or unneeded funds in prudent financial instruments

At the expiration of his/her term each officer shall turn over all items belonging to PBARC to his/her successor.

Article IV - Other Executives

The Corporation Trustee or Trustees shall be selected by the President and initially approved by the membership. The service term for any trustee is permanent. A Trustee shall be a Full Member and not had his/her Radio Amateur licensed revoked or suspended at any time in the last 10 years.

The Trustee or Trustees are responsible for:

Physical possession and security of Corporation equipment

Coordination with other corporations or entities concerning technical, procedural or other operations of mutual benefit, including repeater coordination with governing councils

Maintain the existing Corporation installed facilities

Secure the issuance and retention of the existing call sign K4DCS, and any other calls that may be assigned in the course of Corporate business.

Securing repair or adjustment of equipment

Obtaining or managing equipment insurance

Investigating, reducing or preventing interference to or from Corporation repeaters

Providing recommendations for repair or replacement of Corporation equipment

Licensing activities and applications with the Federal Communications Commission

Provide a physical mail address for service and delivery of documents from the State of Florida, IRS and FCC.

Trustees are subject to all the conditions of Article IX Office Vacancies, Article X Abandoned Office, Article XI Removal from Office.

Article V: Meetings

Section 1: General Meetings

General meetings shall be held on the first Saturday of each calendar month, or any other date or frequency approved by and communicated to the general membership.

Section 2: Special Meetings

Special meetings may be called by the President upon the written request of any five Corporation Full Members. The Secretary shall send Notices to all members concerning special meetings and the business to be transacted. Only such specific business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting.

Section 3: Definition of a Quorum

A quorum for conducting official business shall consist of at least two officers and at least half of the Full Members, which includes the officers present.

Article VI - Voting Procedure

Section 1: General Meetings.

For any motion or meeting requiring a vote, a Full Member may vote by:

Being physically present at the meeting

Use electronic means such as email, text or meeting software

Use radio to voice or submit their vote.

The suitability and security of electronic or radio votes shall be determined by unanimous agreement among all officers. If unanimous consent cannot be achieved, then electronic or radio votes will not be accepted.

Section 2: Tie Vote Resolution

For any motion that ends in a tie vote, the President may recast his/her vote for or against to finalize the vote, except as identified in Article XI Section 2, Officer Removal. If the President is not present, not available or abstains, then the tie-breaking vote may be cast by the Vice-President except as identified in Article XI Section 2, Officer Removal. If the Vice-President is not present, not available or abstains, then the motion fails.

For officer elections in November, where many candidates are determined ahead of time and announced, a paper ballot shall be acceptable. Once submitted, the paper ballot cannot be changed or withdrawn, even if additional candidates are presented by nomination at the November meeting or existing candidates withdraw. The form and acceptability of a paper ballot shall be determined by unanimous consent of the Officers. If unanimous consent cannot be achieved, paper ballots will not be accepted.

Article VII: - Dues, Fees and Assessments

Section 1: Dues

Annual dues are nominally determined yearly at the November general membership meeting, along with elections. Dues are payable in January of each year. Membership privileges run from January 1 through December 31 of a calendar year.

Dues may be changed, reevaluated or eliminated by motion at any general membership meeting.

Any person that pays dues in December shall be immediately considered a member, and such membership shall extend to the next full year.

Section 2: Dues in Arrears

Any member whose dues are not paid by March 1st will be considered inactive, in arrears and removed from the membership roster. Inactive members have no voting privileges. However, they are still permitted to use PBARC repeaters.

Section 3: Dues Are Nonrefundable

Once paid, dues are not refundable for any reason, including termination of membership, resignation, moving away, abandonment of office, expulsion or death.

Section 4: Fees and Special Assessments

Fees and special assessments may be levied as determined by the general membership. Any approved motion for fees or special assessments must contain the amount, deadline or terms for payment and consequences of non-payment.

Article VIII - Elections

Section 1: Election Frequency

Officer elections will be held every two years in even years at the regular November meeting. Officers will assume their elected office January 1 of the following year.

Any candidate may request a recount of the vote taken in the presence of existing officers and at least two other Full Members of the Corporation.

In the case of an unopposed slate the President may entertain a motion to accept all candidates by acclimation.

Section 2: Slate of Candidates

A slate of perspective and willing candidates shall be presented at the October meeting. A nominating committee of non-officers, consisting of at least one Full Member, shall be presented at the October meeting.

Section 3: Nominations from the floor

Any Full Member may nominate themselves, or nominate any other willing Full Member, at the November election meeting.

Section 4: Voting Qualifications

Only Full Members are permitted to vote for candidates.

Article IX: Office Vacancies

Section 1: Definition of a Vacancy

An office shall be considered vacant when the existing Officer has:

Resigned

Been demoted

Abandoned the Office as described in Article X

Died

Incapacitated such that they can't fulfil the responsibilities of the Office

Any other condition or situation that prevents an officer from fulfilling their duties.

Section 2: Filling a Vacant Office

The remaining officers may canvass and present a willing replacement candidate, who must be a Full Member, at the next general meeting for a special election. Any Full Member may nominate themselves or another willing Full Member at this special election. Once elected, this newly-elected officer will serve the remaining term for the office vacated.

Article X: Abandoned office

An office is considered abandoned when the officer has failed to attend or participate in three consecutive monthly meetings and can't reasonably be contacted to determine the cause. The abandoned office shall be filled in the manner in Article IX Section 2. Mitigating circumstances may be considered as to when an office is abandoned, such as extensive hospitalization or illness, family responsibilities, incarceration, etc. However, the abandoning officer shall still be considered a Full Member until the end of the calendar year for which dues were paid. Once abandoned and replaced, the former officer cannot reclaim the office. However, that Full Member may run again at the next regular officer election.

Article XI - Removal from Office

Section 1: Initiation of Removal From Office

Officers may be removed from office for cause, upon written petition of six (6) or more Full Members presented to the President or Vice President.

After confirmation that all signatures are Full Members, the petition will be presented to the membership at the next regular meeting of the Corporation and a voted on by the membership.

Section 2: Removal from Office Voting Procedure

Removal of an officer requires a vote with participation from at least three-fourths of all of the Full Members. If the removal vote has participation of less than three-fourths of the Full Members level, one additional and completely separately-counted revote shall be made to obtain participation from three-fourths of the Full Members level. If the second attempt also fails to obtain participation from at least three-quarters of the Full Member level, the removal petition shall be considered defeated and dropped. Any vote that abstains shall be counted as having participated in the vote and is included in the three-quarters Full Member requirement. The vote of the person subject to the removal motion shall also have his/her vote counted.

Section 3: Removal Tie-Vote Resolution

If the Officer to be removed is not the President, the President shall cast the tie-breaking vote. If the Officer to be removed is the President, the Vice-President shall cast the tie-breaking vote.

If, in either case, the tie-breaking vote is not cast due to abstention or absence, then the removal motion fails.

Article XII - Dissolution of The Corporation

Section 1. Termination of Operations, Vote Requirements

In the event that the Officers determine that the Corporation should be dissolved, or a motion made for same from a Full Member, the motion for dissolution must receive more than two thirds vote of Full Members to pass.

Section 2: Automatic Dissolution of the Corporation

If three consecutive attempts to dissolve the Corporation fail due to the lack of participation of at least two thirds of the Full Members, the Corporation will be considered automatically dissolved.

Section 3: Disposition of Assets

The remaining Officers shall direct the disbursement and liquidation of all assets of the Corporation. Assets and proceeds shall be distributed to any charity, public service, mutual benefit or community support group, as seen fit by the Officers.

No member or group of members shall receive benefit from the dissolved assets. However, this does not prevent any member from recommending a qualifying non-profit organization, even if that member has a connection or association with that non-profit organization.

It is recognized that some equipment may be difficult to liquidate or unwanted by a recipient charitable organization, or may take considerable or excessive time to sell or dispose of. If a member wishes to purchase any property or equipment from the dissolved Corporation, the remaining officers shall document and determine a fair market value for the purchase. The Officers are given discretion as to which purchase offer to accept or give precedence to a donation of equipment.

Article XII - Membership Assistance

The Corporation may provide assistance to all members and others by:

Providing technical advice concerning equipment design and operation

Prepare for or accommodate emergency operations

Assist in frequency observance, clean signals, uniform practice, and absence of spurious radiation from Corporation member's stations.

Maintain a program to foster and guide public relations

Loan or lease Corporate-owned equipment to members, non-members or other organizations for furtherance of these goals

Article XIII - Repeater Operations

Section 1: Purpose of the Repeaters

The corporation shall operate, lease, own or maintain as many repeaters and associated equipment as deemed necessary to further the goals stated in the Preamble.

Section 2: Repeater Access Restrictions

The Corporation shall permit open and unrestricted access to the repeaters. This does not refer to subaudible tones or other coordinated access controls or features.

If deemed necessary by the Trustee, Trustees or any Officer, the Corporation may Issue a request to any amateur radio operator or group of operators that they refrain or abstain from using the repeaters. Such operators may be restricted or blocked from using the Corporation's repeaters for:

Operation inconsistent with the stated goals of the Preamble

Intentional or harmful interference

Technical deficiencies

Harassment, personal attacks, lewd or inappropriate language

Illegal activities, including violation of FCC rules

Continuous or frivolous operation denying repeater use to other members

During ARES Operations and Emergencies, additional rules or restrictions may be applied as seen fit by the Trustee, Trustees or Officers.

Article XIV – ARES Association

ARES® is a program of the American Radio Relay League – The Corporation will abide by the Rules and Regulations of the ARRL's Field Organization as they may be amended from time to time, and by ARRL policies, rules and guidelines contained in ARRL publications
The Corporation will select an Assistant Emergency Coordinator (AEC) to represent southern Brevard County in all Emergency activities with the Brevard County EOC and RACES.

Article XV – ARRL Affiliated Club Status

The Corporation will maintain its Affiliated Club Status with the ARRL, and promote individual members to join ARRL to maintain this status

Article XVI – Changes or Modifications to the Articles of Incorporation or these By-Laws

At any regular meeting, proposed changes, modifications or revisions to the Articles of Incorporation or these By-Laws may be made upon approval by a majority of quorum present.

Adoption:

These By-Laws were voted upon and accepted as the controlling document for the Palm Bay Amateur Radio Club Incorporated, this Second day of May, 2020, and submitted to the State of Florida for Incorporation.

Rev.1: June 6, 2020: Changed document name to Constitution and Bylaws