

# BYLAWS of the TAMPA AMATEUR RADIO CLUB, INC.

(revised November, 2011)

## ARTICLE I – NAME AND PURPOSE

The registered name of this organization shall be "Tampa Amateur Radio Club, Inc." and shall be herein referred to as the Corporation. The Corporation is a non-profit 501(c)(4) organization incorporated in the State of Florida whose objectives and purposes are as follows:

- To stimulate and sustain interest in the Amateur Radio Service as defined in US Code 47 CFR 97, FCC Rules and Regulations.
- To promote cooperation and the exchange of information and education among the members and with the general public.
- To provide communications support in cooperation with authorized agencies in emergencies on the local, state, or national level.
- To provide training and education of amateur radio operators and to conduct any and all activities incidental to the maintenance of an amateur radio club.

## ARTICLE II – BUSINESS LOCATION AND FISCAL YEAR

The physical location of the offices of the Corporation shall be at the Amateur Radio Operations Center, 7801 North 22nd Street, Tampa, Florida. For all accounting and tax purposes, the Fiscal Year shall be a calendar year. The Corporation's Membership Dues Year shall be from April 1 to March 31 of the following calendar year.

## ARTICLE III – ORGANIZATION

### **SECTION 1: Organization of the Business of the Corporation**

To further the Corporation's objectives and purposes, the business of the Corporation shall be organized to support operation, maintenance and upgrade of the Corporation's facility and equipment, both at the Amateur Radio Operations Center and at remote locations where Corporate assets are deployed. These functions include:

A. FACILITIES MANAGEMENT - Responsibilities for Facilities Management shall include the maintenance and perpetuation of the infrastructure of the Amateur Radio Operations Center including, but not limited to, the financial obligations of rent, insurance, and corporate fees and filings. Facilities Management shall also include the maintenance and perpetuation of all tower, rotator, antenna and computer infrastructure at the Amateur Radio Operations Center. The President of the Corporation shall have

the responsibility to report to the Board of Directors and the General Membership on any and all issues related to facilities management and to make recommendations, as necessary, to the Board of Directors on expenditures related to maintenance and perpetuation of the infrastructure of the Amateur Radio Operations Center.

B.. STATION MAINTENANCE – Station Maintenance shall include the maintenance and perpetuation of the Corporation's radio station and related equipment normally installed or stored at the Amateur Radio Operations Center. The trustee of W4DUG shall have the responsibility to report to the Board of Directors and the General Membership on any and all issues related to station maintenance and to make recommendations, as necessary, to the Board of Directors on expenditures related to maintenance and perpetuation of the Corporation's radio station and related equipment.

C. REMOTE STATION MAINTENANCE – Remote Station Maintenance shall include the maintenance and perpetuation of the Corporation's radio station equipment normally installed and operated at locations remote from the Amateur Radio Operations Center. This equipment includes, but is not limited to the Corporation's repeaters, repeater controllers, associated feed lines, antennas and accessory equipment. The trustee of N4TP shall have the responsibility to report to the Board of Directors and the General Membership on any and all issues related to remote station maintenance and to make recommendations, as necessary, to the Board of Directors on expenditures related to maintenance and perpetuation of the Corporation's radio station and related equipment installed and operated at remote locations.

D. CLUB CALL SIGNS - The Corporation shall maintain club call signs to support the objectives and purposes of the Corporation. The Board of Directors shall appoint a trustee for each club call sign and this individual may serve as trustee for multiple club call signs. Trustees shall serve in this capacity until they submit their intent to resign in writing to the Board of Directors or until circumstances dictate their unsuitability to act as a trustee of the Corporation. Removal of a trustee shall be done in the same fashion as the removal of an officer of the Corporation. The Corporation currently holds the club call signs of W4DUG and N4TP. These club calls shall be used to represent the Corporation during contests, emergency and community service activities and on the Corporation's repeaters. Call signs to be used during these activities will be at the discretion of the Board of Directors and the Trustee of such call sign.

## **SECTION 2: General Responsibilities of the Corporation**

The Corporation shall hold a regularly scheduled business meeting each month on the first Monday evening of that month. Such meeting may be continued to a date certain by the Chairman due to a lack of quorum or other event which would cause such meeting to be continued in the best interest of the Corporation. Such business meeting may be rescheduled to accommodate holidays or other conflicts by announcement at the previous monthly meeting. Other meetings may also be scheduled as needed, to accommodate special programs and other activities of interest. At these other meetings no business of the Corporation may be conducted other than announcements of interest to the General Membership. No proxy voting is allowed for any purpose. Voting other than in person at a properly called business meeting, unless otherwise herein provided is not allowed. Accurate records and minutes of regular business meetings of the Corporation shall be kept by the Corporation's Secretary or their designee. The

Corporation shall collect dues from the General Membership of the Corporation and derive revenue from other projects and sources. The Treasurer shall be responsible for the accounting of the monies collected and the expenditures made to advance the objectives and purposes of the Corporation.

### **SECTION 3: Dissolution of the Corporation**

The Corporation may only be dissolved by a unanimous decision of the Corporation's Board of Directors and with a two-thirds majority vote of the full General Membership of the Corporation attending a properly scheduled business meeting. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation in a manner consistent with the objectives and purposes of the Corporation.

## **ARTICLE IV – MEMBERSHIP**

### **SECTION 1: Criteria for Membership in Good Standing**

Any person that maintains the requirements for membership as specified herein and has paid their dues for the membership year shall be deemed a Member in Good Standing.

### **SECTION 2: Classes and Requirements of Membership**

A. The Corporation establishes four classes of membership enumerated as follows:

1. FULL MEMBER - Any individual who holds a current amateur radio operator's license and has made application for membership and has otherwise met the requirements herein shall be considered a Full Member, eligible to hold elected office within the Corporation and possessing full voting rights at General Membership meetings, except when such membership is on a seasonal basis. Seasonal members shall be excluded from holding elected office and shall have their voting rights restricted when the issues under discussion require permanent local attendance.

2. ASSOCIATE MEMBER - Any individual who does not hold a current amateur radio operator's license and has made application for membership and has otherwise met the requirements herein shall be considered an Associate Member. Associate Members shall have no voting rights and are ineligible to hold elected office.

3. LIFE MEMBER.- A Full Member or Associate Member may become a Life Member by making applications for renewal of membership and indicating the request for Life Membership and the pre-payment of the current dues rate times twenty (20). A non-member may become a Life Member by making application for membership and indicating the request for Life Member and the pre-payment of the current dues rate times twenty (20). Life Members shall not be expected to pay any dues or fees after application for Life Membership is accepted and shall have the status of Full Member or Associate Member as determined by the status of the Life Member's amateur radio operator's license.

4. HONORARY MEMBER - The Board of Directors of the Corporation may, at its discretion, award any individual or entity an Honorary Membership in the Corporation. The Board of Directors shall handle the award and termination of Honorary Memberships on a case-by-case basis. Honorary Members shall have the membership class of Associate Members.

5. SEASONAL MEMBERSHIP - Anyone qualifying for membership who is currently not a local resident and who spends less than 9 months in the local area and can prove permanent residence outside of the local area, to be identified as a 100-mile radius of the Corporation's official physical address, shall be considered a Seasonal Member and for the duration the membership year may elect to pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year. Seasonal members shall be excluded from holding elected office and shall have their voting rights restricted when the issues under discussion require permanent local attendance.

6. SPECIAL MEMBERSHIP CATEGORIES – From time to time the Board may create special membership categories that confer special benefits or incentives upon members who meet the qualifications for that special membership category.

### **SECTION 3: Changing Membership Classes**

Any Full Member who ceases to hold a current amateur radio operator's license shall be considered an Associate Member. Associate Members who at any time obtain a current amateur radio operator's license shall be considered a Full Member. Changing a member's class of membership shall be handled as an administrative function.

### **SECTION 4: Method of Application for Membership**

All members must submit an application for membership, along with check, cash, or money order in proper amount for dues at time of application to the Board of Directors or their designees. A minimum of two Directors or their designees must approve such application before such membership may be granted.

### **SECTION 5: Membership Dues and Fees**

A. Dues are payable upon application for membership and shall become due annually at the beginning of the Membership Dues Year. Members failing to pay dues within a 45-day grace period following expiration of membership shall submit a new application for membership and a late fee may be imposed.

B. Persons qualifying for membership who otherwise qualify as a Seasonal Member for the duration of the membership year may elect to pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year.

C. Persons under 25 years of age qualifying for membership who are currently enrolled as a full-time student shall pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year. Students claiming full-time status shall provide documentary evidence of such status as defined by the school attended.

D. Additional family members residing in the same residence of a Full Member and qualifying for membership shall pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year.

E. The Board of Directors may set dues upon approval by the membership at a properly called membership meeting. The Board of Directors may adjust or waive the dues fee, in individual cases, upon petition by a prospective member, in cases of personal hardship or for the purpose of Special Membership fees. The Board of Directors may elect to adjust the annual dues prior to the following dues year based on various economic factors as determined by the Board of Directors.

F. Members joining in the first two quarters of the Membership Dues Year will be required to pay the full annual dues fee paid by Full Members for the remaining membership year, except as provided herein for seasonal, student or family memberships. Members joining in the third quarter of the Membership Dues Year will be required to pay an amount equal to 50 percent of the annual dues fee paid by Full Members for the remaining Membership Dues Year, except as provided herein for seasonal, student or family memberships. Members joining in the last two quarters of the Membership Dues Year may elect to pay an amount equal to 125 percent of the annual dues fee paid by Full Members for the remaining Membership Dues Year and the following Membership Dues Year, except as provided herein for seasonal, student or family memberships.

#### **SECTION 6: Dismissal of Members**

Should some serious condition exist which would cause a member to become a liability to the general welfare of the Corporation, reasonable measures will be taken by the Board of Directors to resolve the problem. But, finding that the welfare of the Corporation will be best served by the exclusion of the member, the Board of Directors may take this action by a two-thirds majority vote of the directors present and voting at any regular board meeting or any properly called special board meeting, to declare the offender to be no longer in the membership of Corporation. This section shall apply equally to all classes and categories of membership.

#### **SECTION 7: Dismissal of Elected Officers**

A. Should some serious condition exist which would cause an elected officer to become a liability to the general welfare of the Corporation, reasonable measures will be taken by the Board of Directors to resolve the problem. But, finding that the welfare of the Corporation will be best served by the removal of the Officer, the Board of Directors may take this action by a two-thirds majority vote of the directors present and voting at any regular board meeting or any properly called special board meeting, to declare the offender to be no longer an Officer of the Corporation, and the Board of Directors may proceed to fill the vacancy in the same manner as with a resignation from office.

B. Any Tampa Amateur Radio Club (TARC) Board Member, occupying an elected seat, who are absent from three (3) consecutive regularly scheduled TARC Board Meetings will automatically be removed from his/her respective TARC Board seat.

## **ARTICLE V – ELECTION OF DIRECTORS**

### **SECTION 1: Elected Directors**

The elected directors of the Corporation shall exercise all powers of the Corporation and perform all lawful acts in accordance with the stated objectives and purposes of the Corporation as directed by the Board of Directors. The Board of Directors shall also be responsible for communications to the General Membership pertaining to the business of the Corporation, events of the Corporation, and other items of interest. There will be 9 elected Directors together with the W4DUG Trustee and the N4TP Trustee, both of who serve as voting, ex-officio members of the Board. The officers of the Corporation shall be selected from the elected Directors and shall include the President who shall serve as the Chairman of the Board of Directors, a Vice-President, a Secretary and a Treasurer.

### **SECTION 2: Term of Office**

Elected directors shall serve for a term of either one or three years (as elected) or until such time as the duties of their office are assumed by a newly elected officer. There shall be no limit to the number of terms directors may serve in office other than the requirement that the general membership elect to have them continue to serve. Annually, there shall be 2 Directors elected to 3 year terms and 3 Directors elected to 1 year terms.

### **SECTION 3: Vacancy of Elected Offices**

An elected officer may resign his position at any time by submitting his intention in writing to the President. In the event of the vacancy of any elected office the Board shall, by a two-thirds majority vote, appoint a Full Member from the General Membership to fill the vacancy and finish the term of the vacant office. No elected office shall remain vacant more than 30 calendar days. When appointments are made to elected offices, the Board shall be responsible for notifying the entire General Membership of the change in a timely manner, by any means determined suitable by the Board.

### **SECTION 4: Election of Directors**

A. NOMINATIONS - The Board of Directors shall supply at least one nominee to each elected office and this list of nominees shall be provided to the General Membership at the February business meeting. Additional nominees for each elected office shall be taken from the General Membership at this time. No additional nominations will be accepted after the close of this meeting. No member shall be nominated unless that member has indicated that he or she is willing to serve if elected.

B. ELECTION - The Board of Directors shall provide a method of voting for the nominated candidates to ensure the participation of any member who wishes to do so at a meeting called for such purpose. Voting shall be performed during the March business meeting by ballot for each office to be elected unless a single candidate has been nominated for the office. In that case such a candidate shall be deemed elected by acclamation. A majority of the votes cast at such meeting shall be sufficient for the election of a candidate to office. In the event of a tie, the Board of Directors shall break the tie by a method determined by them.

## **ARTICLE VI – MEETINGS**

### **SECTION 1: General Membership Meetings of the Corporation**

Regular business meetings of the general membership of the Corporation shall be held monthly at a date, place and time as determined by the Board of Directors and shall be open to all members. A quorum for any General Membership Meeting, regular or specially called, shall consist of 10% of the Full Members of the Corporation as of the beginning of such meeting. Further, no business will be conducted unless at least a majority of the members of the Board of Directors are present as of the beginning of such meeting. When a quorum does not exist the Chair may review the minutes of the last meeting and the report of the Treasurer and table approval of such reports until the next meeting. The Chair may proceed with any business for information purposes only, as well as any program or guest speaker. The Chair may continue the business meeting to a time and date certain.

### **SECTION 2: Annual General Membership Meeting of the Corporation**

The annual meeting of the members of the Corporation shall be held in the last quarter of the fiscal year of the corporation at such date, place and time, as will be determined by the Board of Directors. The purpose of the annual meeting shall be determined by the Board and may include presentation of information, documentation, account activity, membership status and any other business that has transpired during the fiscal year to be presented to the new Board of Directors of the following fiscal year and be made available to any full member of the organization upon request.

### **SECTION 3: Special General Membership Meetings of the Corporation**

The Chairman of the Board of Directors may call additional Special General Membership Meetings of the Corporation. Such Special General Membership Meetings of the Corporation shall be called with a minimum of 10 days notice by e-mail, postal mail service or a combination of the two.

### **SECTION 4: Voting**

Any person who is a FULL MEMBER as defined herein and in good standing at the time of any election or business meeting shall be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE VII – BOARD OF DIRECTORS OF THE CORPORATION**

### **SECTION 1: General Powers and Responsibilities**

The Board of Directors shall manage the business and affairs of the Corporation including, but not limited to the maintenance and perpetuation of the infrastructure of the clubhouse including, the financial obligations of rent, insurance, and corporate fees and filings. The Board of Directors shall review adopted Standing Rules for consistency with these bylaws and the purposes of the Corporation. The Board of Directors shall resolve all disputes within the Corporation. The decisions of the Corporation Board of Directors shall in all cases be binding.

## **SECTION 2: Size and Composition of the Corporate Board of Directors**

The Board of Directors shall consist of persons acting as a club trustee and the Full Members of the Corporation elected to hold office as a Director of the Corporation. The size of the Board of Directors shall be the Corporation's trustees and nine regularly elected Directors. Six directors shall serve three-year terms and the remaining three directors shall serve a one-year term. The three-year terms for directors will be staggered in such fashion that two three-year offices shall be elected at each election cycle. This shall have the effect of renewing five elected offices at each election cycle. At their initial organizational meeting, the Board of Directors shall select from among them a Chairman who shall, following such appointment designate a Corporation Treasurer and Corporation Secretary, who may be the same person. The Board shall select from the elected Directors a President and Vice-President. The President and Vice-President shall be responsible for Chairing the regularly scheduled meetings of the General Membership and with the Corporation's trustees serve on the permanent standing committees.

## **SECTION 3: Board of Directors Meetings of the Corporation**

Board meetings shall be held on a monthly basis at a date and time selected by the Chairman. Directors may also request meetings after contacting a quorum of the current Board of Directors. A quorum at any Board meeting shall consist of a simple majority of the entire Board of Directors. The acts of the Board at the meeting shall constitute the acts of the Board of Directors, except where otherwise specified by the Articles of Incorporation of the Bylaws.

## **SECTION 4: Board Action Between Meetings of the Corporation**

The President of the Corporation is authorized to approve the expenditure of the Corporation's funds up to \$500, on any single expenditure, provided that the expenditure advances the objectives and purposes of the Corporation and that conditions exist which make it impracticable to obtain Board approval at a meeting of the Board. For expenditures of the Corporation's funds up to \$1500 on any single expenditure, the President of the Corporation may obtain such approval by polling the Board of Directors and obtaining the approval of 6 members of the Board by phone or email to obtain such approval where conditions exist which make it impracticable to obtain Board approval at a meeting of the Board. Regarding issues requiring Board action which do not involve expenditures, the President of the Corporation may obtain such approval by polling the Board of Directors and obtaining the approval of 6 members of the Board by phone or email to obtain such approval where conditions exist which make it impracticable to obtain Board approval at a meeting of the Board.

## **ARTICLE VIII – COMMITTEES**

### **SECTION 1: Creation of Standing Committees**

The Board of Directors, by adoption of a resolution may create standing committees to further the objectives and purposes of the Corporation. The resolution creating such standing committees shall provide for the number of committee members,



manner of appointment thereto and the general mission of such committees. Any standing committee must have at least 2 members of the Board of Directors as voting members of such committee.

## **SECTION 2: Special Committees**

The President of the Corporation, or its Board of Directors by resolution, may appoint special committees to further the objectives and purposes of the Corporation. The President or the resolution by the Board creating such special committees shall provide for the number of committee members, manner of appointment thereto and the general mission of such special committees.

## **ARTICLE IX – AMENDMENT OF THE BYLAWS OF THE CORPORATION**

### **SECTION 1: Review and Amendment of the Bylaws of the Corporation**

A. The Board of Directors or their designees shall review the Bylaws of the Corporation at least once each year prior to the end of the fiscal year to determine whether any amendments are in order. Amendments to these Bylaws may also be proposed from time to time by vote of the Board of Directors or the General Membership of the Corporation. It shall be the responsibility of the Board of Directors or their designees to review proposed amendments and make appropriate recommendations. These Bylaws may only be amended by a two-thirds majority vote of the General Membership of the Corporation voting.

B. Notice to the Membership of proposed amendment of the Bylaws shall occur at least 10 days prior to a meeting at which such amendment is to be put to a vote for adoption

C. Amendments carry the same weight as the Bylaws of the Corporation and, where inconsistent with terms of these Bylaws, supersede such inconsistent terms. To the extent possible, such amendments will be in a form to change all inconsistent provisions of these Bylaws to effectuate their purpose.