

By-laws for the Franklin County Amateur Radio Club Inc. as Amended

- Proposed at the 10 November, 1997 Meeting
- Moved, Seconded, and Carried at the January 12th, 1998
- Final Ratification at the February 9th, 1998 Meeting
- As Amended by proposed change voted at the September 11th, 2000 meeting and ratified at the November 13th, 2000 meeting. *Change to effect Article III-Officers*
- These By-laws supersede and repeal all previous By-laws, Constitutions, and Amendments thereto, modify the Articles of Incorporation, and supersede and repeal any portion of the Standards which conflict with these By-laws. These By-laws shall take effect immediately upon final acceptance by the members, except that there shall be no change in the amount of any dues until the end of the calendar year in which final acceptance occurs. Also, other documents which are altered by any provisions contained herein shall be amended or rewritten by the time of the meeting immediately following the meeting at which final acceptance occurs.

ARTICLE I - Name & Purpose

- A. The name of this organization shall be "Franklin County Amateur Radio Club, Incorporated", herein after referred to as "FCARC".
- B. Purpose:
 1. Unite individuals interested in amateur radio as a hobby.
 2. Offer assistance to public officials in time of community emergencies.
 3. Promote good operating procedures and the exchange of technical information and assistance.
 4. Conduct club programs and activities to advance the general interest and welfare of amateur radio in the community.
 5. Publish a newsletter to be mailed to all members; containing official club information, and information of interest to the members.
 6. Provide a forum for any Amateur Radio issue which may concern or interest the membership.

ARTICLE II - Membership and Dues

- A. Membership shall be open to all persons interested in Amateur Radio.
- B. **Full Member.** A Full Member shall have all of the rights and privileges of membership including voting and holding office.
- C. **Family.** Additional licensed members in the same family may join for \$3 per year if one member has paid full membership.
- D. **Honorary.** Honorary membership may be bestowed on any person by the membership. Honorary members have nonvoting status.
- E. Dues shall be \$15.00 per year. Dues shall be payable on each annual anniversary, and shall be considered delinquent if not paid by the next regular meeting.

ARTICLE III - Officers

- A. The officers of the FCARC shall be:

- 1. President
- 2. Vice President
- 3. Clerk
- 4. Secretary
- 5. Treasurer
- 6. Two (2) Directors
- 7. Immediate Past President

And shall comprise the Board of Directors.

- B. Duties of the Officers:

- 1. **President.** The President shall preside at all meetings, be an ex-officio voting member of all Committees except for the nominating committee, administer the affairs of the FCARC, act as the contact for concerns which may affect the membership, act as the official representative of the FCARC in all matters involving other groups or the Federal Communications Commission, and perform such duties associated
- 2. **Vice President.** The Vice President shall assist the President in the performance of his duties, be an ex-officio voting member of all committees, assume the duties of the

President in the absence of the President, and perform such other duties associated with the title of Vice President.

3. **Clerk.** The Clerk shall act as liaison between the Corporation and the Office of the Commonwealth: Shall in concert with the Corporate Secretary and Treasurer file the annual report and such other reports as may from time to time be required the Secretary of State; and shall act as Resident Agent of the Corporation for service of process and such similar functions as may be required of Massachusetts, Chapter 180 corporations.
 4. **Secretary.** The Secretary shall maintain accurate records of the events of each meeting of the FCARC and perform such other duties associated with the title of Secretary. This includes initiating and responding to, all official club correspondence.
 5. **Treasurer.** The Treasurer shall maintain records of all Members, maintain the financial records, collect dues, disburse all monies, file all reports and returns as may from time to time be required by various government agencies, and perform such other duties associated with the title of Treasurer.
 6. **Directors.** The Directors shall assist the other officers in the proper conduct of the affairs of the FCARC and perform such other duties as associated with the title of Director.
 7. **Immediate Past President.** The Immediate Past President shall assist the President with transition, act as a personnel advisor and confidant to the President, and perform such other duties as may from time to time be assigned by the President.
- C. **Election of Officers.** The officers of the FCARC shall be Members of the FCARC and shall be elected by majority vote of the Members at the Annual Meeting of the FCARC. Nominations shall be reported in the newsletter immediately preceding the Annual Meeting. Additional nominations may be made and accepted at the Annual Meeting provided the nominee is present and consents to the nomination. The office of Immediate Past President shall be filled by the outgoing President, if any.
- D. **Term of Office.** The term of office of all officers, except Immediate Past President, shall be two (2) years, and further until replaced. The office of Immediate Past President, if filled, shall have a term of one (1) year. The term of office shall begin on the first day of September in the year elected. The terms of office shall be staggered-President, Secretary, and one (1) Director shall begin in even numbered years; Vice President, Treasurer, and one (1) Director shall begin in odd numbered years. The office of Immediate Past President shall be filled by the outgoing President, if any, and shall have a term of one (1) year.
- E. **Board of Directors.** The Board of Directors is responsible to the membership for the government and administration of the FCARC, its policies, and its procedures. By resolution introduced and passed at any meeting, the membership may recommend and direct action by the Board of Directors. The Board of Directors shall meet at such times and places as it shall deem necessary in order to fulfill its duties and responsibilities. There shall be at least one meeting of the Board of Directors per calendar quarter. For the purpose of transacting business at a meeting of the Board of Directors, the presence of a majority of the current members of the Board of Directors shall constitute a quorum.

- F. The Board of Directors will meet before each regularly scheduled club meeting.
 - 1. At that time they will take care of the routine club business and review the wishes of the club members that were expressed at the last meeting. They will then report on their actions to the membership, with a goal of limiting the business section of the regular meeting to a maximum of 15 (fifteen) minutes.
- G. Succession. In the event that an office other than the office of President shall become vacant, the Board of Directors shall select a member to fill the vacancy for the remainder of the existing term. In the event the office of President shall become vacant and the Vice President is unable to serve or the office of Vice President is also vacant, the order of succession to the office of President shall be first to the Treasurer, then to the Secretary, then to the senior Director, then to the junior Director, and then to the Immediate Past President.
- H. Removal from Office. An officer may be removed from office by a two-thirds vote of the membership present at a recall election. Such election must be called upon presentation at any regular meeting of a petition containing the signatures of at least ten (10) Full Members. The election shall be announced in the next newsletter and shall be held at the next regular meeting.

ARTICLE IV - Committees

- A. Nominating Committee. A Nominating Committee shall be appointed by the Board of Directors no later than the meeting immediately preceding the Annual Meeting for the purpose of selecting candidates for the offices which will be open for election at the Annual Meeting.
- B. Other committees shall be appointed by the Board of Directors as necessary and shall be responsible to the Board of Directors. The duration of a committee shall be until the completion of its assigned task, or the election of new officers, whichever shall come first.

ARTICLE V - Appointed Positions

- A. The Board of Directors shall appoint Full Members to such positions as may from time to time be needed in order to fulfill the purposes for which the FCARC exists; these positions shall include, but not be limited to, Emergency Coordinator, Repeater Manager, and Newsletter Editor. The appointees shall serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by majority vote of the Board of Directors. The appointees shall have their actions directed by such guidelines as the Board of Directors shall establish, and their actions shall be subject to review by the Board of Directors. Should an appointee resign, or a vacancy otherwise occur, the President shall appoint a Full Member to fill the position until the next meeting of the Board of Directors, at which time the Board of Directors shall appoint a Full Member to the position. The President shall review with each appointee in September of even numbered years whether the appointment should be continued and shall report to the Board of Directors before their next meeting the result of this review.

- B. **Newsletter Editor.** The Newsletter Editor shall be responsible for the assembly and mailing of the newsletter and such other notices as the Board of Directors may from time to time require. The Newsletter Editor shall be responsible to the Board of Directors for the content of any newsletter or notice mailed. The Newsletter Editor shall be entitled to obtain from the Coordinating Secretary the FCARC's mailing list for the purpose of fulfilling the duties of his position, and shall obtain direct reimbursement from the Treasurer for duplication and postage expenses for mailings.

ARTICLE VI - Membership Meetings

- A. **Annual Meeting.** The Annual Meeting shall be held on the Second Monday of June of each year.
- B. **Regular Meetings.** Regular meetings shall be held as determined by the Board of Directors. There shall be at least one regular meeting per calendar quarter.
- C. **Special Meetings.** A special meeting may be called at any time that a majority of the Board of Directors shall deem it necessary. A special meeting shall be called by the President upon presentation of a petition signed by at least ten (10) Full Members. Notification of a special meeting shall be made by First Class U.S. Mail posted at least ten (10) days prior to the date of the special meeting; such notice shall state the purpose of the meeting.
- D. **Quorum.** For the purpose of transacting business at any meeting, a quorum shall be defined as the presence of a majority of the current members of the Board of Directors.
- E. **Voting.** Only Members whose dues are not delinquent shall be eligible to vote at any meeting. For the purpose of voting at any meeting, the date of record for determining delinquency shall be the start of the meeting. Mail votes will be accepted up to one (1) day prior to a meeting at which an announced vote is to be taken, must be on the ballot provided for this purpose, and must be signed by the member casting the vote. Voting by proxy shall not be permitted at any meeting of the FCARC.

ARTICLE VII - Liability

- A. The FCARC does hereby indemnify any person who is named as a party or is threatened to be made a party to any action, except an action by or in the right of the FCARC, by reason of the fact that the person is an officer, appointee, or agent of the FCARC provided that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the FCARC or its members, and with respect to any criminal action or proceeding, that the person had no reasonable cause to believe that the conduct was unlawful.

- B. Any officer of the FCARC, by virtue of the fact such person is a volunteer, shall not be personally liable to the FCARC or its members for monetary damages for a breach of the person's fiduciary duty. However, this provision shall not eliminate or limit the liability of such person for any of the following:
1. A breach of the officer's duty of loyalty to the FCARC or its members.
 2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
 3. A violation of any section of Massachusetts General Laws.
 4. A transaction from which the officer derived an improper personal benefit.
 5. An act or omission occurring before the date of final adoption of these By-laws.
 6. An act or omission that is grossly negligent.

ARTICLE VIII - Assets, Income, and Profit

- A. A payment or distribution of any part of the assets, income, or profit of the FCARC shall be in conformity with the purposes of the FCARC.
- B. The FCARC shall not distribute any part of its assets, income, or profit to its members, appointees, or officers except that the FCARC may pay compensation in a reasonable amount to members, appointees, or officers for services rendered to the FCARC and may reimburse members, appointees, or officers for expenses incurred while performing such services as may from time to time be required in order to further the purposes of the FCARC.

ARTICLE IX - Standards and Procedures

1. Expenditures of up to \$200 may be made by a majority vote of the board of directors.
2. Any expenditure in excess of \$200 shall only be made by a majority vote of the members in attendance at a Regular Meeting.
3. The rules in the latest revision of Roberts's Rules of Order shall govern the Club in all cases in which they are not inconsistent with the by-laws or the special rules of order of this club.
4. A club roster shall be published in the newsletter at the beginning of the calendar year.

ARTICLE X - Changes to These By-laws

Any provision of these By-laws may be adopted or amended by the membership at any regular meeting, provided that:

1. Such change or adoption shall have been moved, seconded, and carried at a regular meeting of the FCARC preceding the regular meeting at which such change or adoption is finally determined;
2. Such change or adoption, after having been carried by the membership once as provided in section 1 above, shall have been printed in the FCARC newsletter or other written communication mailed to all members with an invitation for comment, at least 30 days prior to the regular meeting at which it is finally adopted (Such notice shall be deemed delivered when sent via First Class U.S. Mail to the address currently on record with the FCARC).
3. That written comments made to the Officers of the FCARC during the pendency of the matter, whether by members or by representatives of the coordinating bodies of other States or Provinces, shall be reported upon to the membership for their consideration no later than at the regular meeting at which the matter is finally resolved.

ARTICLE XI - Operation of Law

If any provision of these By-laws, or any provision of any document referred to by these By-laws, shall be found to be contrary to any law or regulation, then that provision shall automatically be considered null and void. This action shall have no effect on the validity and enforceability of the remaining provisions of these By-laws or any document referred to by these By-laws.