

THE PEACE RIVER RADIO ASSOCIATION, INC.

BYLAWS

Amended _ June 2017

Article I. Membership.

Section 1. The PRRA classes of membership shall be as follows:

- a. **FULL** membership in the Peace River Radio Association (PRRA) is open to all amateur radio licensees. **FULL** membership includes all Club privileges including the right to hold Club office and to vote for Club Officers.
- b. **ASSOCIATE** membership in the PRRA is open to all non-licensed individuals having an interest in amateur radio. **ASSOCIATE** membership includes all Club privileges but excludes the right to hold any office or be a Director or vote.
- c. At such time as a member of the PRRA may become permanently disabled and can no longer attend Club meetings, the member may, by recommendation of the Board and a simple majority vote of the membership at a general membership meeting, be designated as a **LIFE MEMBER** of the PRRA and shall have no further obligation to pay annual dues.

Section 2. A Club member, Officer or Director whose conduct is deemed detrimental to the best interest of the PRRA or who violates the PRRA Bylaws may be suspended or expelled from Club membership by a three-fourths (3/4) majority vote of the members at a general membership meeting. The Board of Directors shall consider membership revocation upon receiving written request from ten (10) or more Full members. If the stated reasons appear sufficient, the Board shall advise the accused of the charges. The accused member shall have the right to present a written defense and to appear in person, or by a duly authorized member representative, before a meeting of the Board of Directors. The Board of Directors shall advise the accused of its findings and suggest appropriate action or make recommendations to the membership at the next general membership meeting for a membership vote. If the vote passes and the accused has not voluntarily resigned, said membership shall be revoked and prorated dues paid for the current year shall be returned to an expelled or suspended member.

Article II. Officers.

Section 1. The Officers of the PRRA shall consist of a President, Vice President, Secretary, and Treasurer. The Officers shall be responsible for Club management and to implement the Articles of Incorporation and the Bylaws. Unless waived by a membership vote, each Officer shall be a member of the PRRA in good standing for a minimum of six (6) months and must hold a valid amateur radio license.

Section 2. Club Officers shall be elected by a simple majority vote for a term of one (1) year by the members at the annual election meeting held in November. A Nomination committee, appointed by the President, shall present a slate of candidates at the October general membership meeting.

Additional candidates may be nominated from the floor at that meeting. Proxy ballots shall also be accepted at the election meeting. The newly elected Officers shall assume their respective duties on January 1st of the year following the election.

Section 3. Outgoing Club Officers and Directors shall be invited to the initial Board of Directors' meeting to assist in maintaining Club continuity. All PRRA records maintained by each outgoing Officer shall be passed to the respective newly elected Officers in good order and provide appropriate assistance to ensure timely assumption of duties.

Section 4. Vacancies occurring between elections shall be filled by an interim election held at the general membership meeting following the vacancy.

Article III. Duties of Officers.

The **President** shall:

- a. Direct the affairs of the PRRA under the guidance of the Board of Directors.
- b. Preside at all meetings according to the rules adopted.
- c. Serve as chairman at the Board of Directors meetings.
- d. Serve as ex-officio member of all committees excluding the Nominating Committee.
- e. Interpret and enforce observance of the PRRA Articles of Incorporation, Constitution, and the Bylaws.
- f. Ensure the currency and correctness of all membership-approved PRRA insurance policies.
- g. Monitor PRRA financial activities.
- h. Ensure that minutes of all PRRA meetings are taken and stored.
- i. Ensure that all Officers' records are maintained in good order and a yearly review of treasury books is performed, documented and made available to the membership for review.
- j. Perform or delegate all duties pertaining to the PRRA not specifically stated in the PRRA Articles of Incorporation, Constitution, and Bylaws.
- k. Sign all official documents adopted by the club

The President shall abstain from voting at meetings on proposed actions brought before the attendees except in the case of a tie in which instance the President shall cast the tie-breaking vote.

The **Vice President** shall:

- a. Perform all duties of the President when the President is absent.
- b. Maintain a capitalized inventory record of PRRA property and assets.
- c. Have charge over all property belonging to the PRRA and see that all property is functional and records maintained of property usage.
- d. Maintain a liaison with County Emergency Coordinators and the Community.
- e. Provide for monthly activities and programs at the general membership meetings.
- f. Maintain liaison with local community and the ARRL Section Emergency Coordinator to enhance Club participation in ARES and RACES emergency activities.

The **Secretary** shall:

- a. Record, save, and read the minutes of all PRRA meetings.
- b. Conduct all correspondence of the PRRA and maintain a Post Office Box.

- c. Keep and maintain the Articles of Incorporation, Constitution, and the Bylaws of the PRRA.
- d. Receive and maintain the PRRA mail, records, and documents and provide them for review upon request.
- e. Determine whether or not a quorum is present at each general membership, Board of Directors, and special meetings.
- f. Provide proxy ballots to members upon request.

The **Treasurer** shall:

- a. Collect all monies due PRRA, issue appropriate written receipts, and deposit all monies in a PRRA bank account.
- b. Maintain a record of expenditures.
- c. Pay expenses from the PRRA bank account, and maintain receipts of all budgeted PRRA expenses. Two signatories shall be required for all checks over \$100.00, but no two signatories may be from the same family.
- d. Present a balance sheet report to the membership at each general membership meeting.
- e. Maintain a membership status record of yearly dues paid.
- f. Maintain a record of treasury audit results.
- g. Maintain the PRRA IRS Employer Identification Number
- h. Maintain all PRRA financial records in good order and provide them for review by members on request.
- i. Maintain insurance to protect the Club and its membership.
- j. Maintain membership records, roster, and issue membership cards.

The **Registered Agent**, appointed by the President shall:

- a. Assure the maintenance of all matters pertaining to the corporate status of the PRRA.
- b. Assure the PRRA Annual Report and required fees are filed in a timely manner with the Florida Department of State and the Federal IRS as required.

The **License Trustee**, appointed by the President shall:

Be responsible for maintaining the Club's FCC-issued callsign.

Newly elected Officers and Directors shall prepare an annual budget and program and present the budget and program details to the general membership for approval by simple majority vote at a general membership meeting soon after taking office January 1st. Club Officers may then begin to spend Club finances for budgeted expenses. Additional expenses over and above those budgeted and special projects must be proposed and shall be approved by the membership by a simple majority vote at a general membership meeting.

Article IV: Directors.

A Board of Directors shall assist in the development and general supervision of PRRA policies, plans, and procedures as follows:

- a. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and a minimum of three (3) Directors. The Board's duties may be

- temporarily combined when a vacancy remains unfilled during a fiscal year.
- b. The term of office for members of the Board of Directors' shall be for three years and each Director's term shall be staggered at a one (1) year intervals with others. Vacancies of an un-expired term shall be filled by appointment by the President and approved by the Board of Directors.
 - c. Meetings of the Board of Directors shall be held at least once per calendar quarter and shall be called by the President or his/her designee. The general membership shall be invited to attend Board of Directors' meetings. A simple majority of the Board of Directors' members present at a Board of Directors' meeting shall constitute a quorum for the transaction of business. A simple majority vote of Board of Directors' members shall constitute passage of business matters. The President shall cast only tie-breaking votes. Minutes shall be taken at all Board of Directors' meetings and shall be made available to the general membership upon request.

Article V. Meetings.

Section 1. The PRRA fiscal year shall begin on March 1st and end on the last day of February.

Section 2. Regular general membership meetings of the PRRA shall be held each month on the last Thursday at a time and place depending on available facilities. The time and place of Club meetings shall be announced on the Club repeater and by email.

Section 3. Special meetings may be called by the President and notice shall be provided to the membership of such meeting at least forty-eight (48) hours in advance of the meeting. When the membership requests a meeting, at least five (5) members shall provide written notice of the request to the President. Only such business as designated shall be transacted unless approved by a simple majority of the meeting attendees.

Section 4. At general membership and special meetings, one-fourth (1/4) of the number of PRRA members in good standing shall constitute a quorum. At Board of Directors meetings, one-fourth (1/4) of the total number of Officers and Directors shall constitute a quorum. A quorum shall be required at all meetings to conduct Club business.

Section 5. All non-budgeted items having a financial component shall require approval by the Club's general membership.

Section 6. "Roberts Rules of Order" shall be used to conduct business at all meetings.

Article VI. Dues.

Section 1. PRRA operations depend on the payment of dues by its members. Dues shall be levied once per year and become due by January 31 for the current calendar year. A member shall be considered delinquent if his/her dues remain unpaid at the end of February. A delinquency notice shall be sent to delinquent members. If payment is not received by March 31, membership shall be terminated unless a satisfactory reason for the delinquency is provided and accepted by the Board of Directors. Membership rights and privileges shall be withheld until dues are paid. Membership dues

may be prorated by the Board for new members joining the PRRA during the fiscal year.

Section 2. A member shall be considered to be in "good standing" when his/her dues are paid in full.

Article VII. Committee and Membership Assistance.

The President, or the PRRA membership by majority vote at a general membership meeting, shall appoint committees and/or perform membership assistance as deemed necessary to conduct the affairs of the PRRA. Committees once formed by the membership can be dissolved only by the membership or by the committee members upon notifying the membership. Examples of committees include Nomination, Repeater, Picnic, Hamfest, Field Day, Special Event, Health/Welfare, etc. There shall be a permanent committee that will perform all the duties associated with the proper operation, maintenance and registration of the Club Repeater(s).

Section 2. The PRRA may provide technical information to members concerning equipment design and operation, assist in frequency observation, promote clean signals, promote uniform operating practices, and encourage absence of spurious radiation from Club member's radio stations.

Article VIII. PRRA Property.

Property owned by the PRRA shall be insured and maintained in a secure location, and both property and records shall be available for review by the membership. The property shall be used on PRRA Board of Director's-approved community activities, special projects, contests, and emergency use. The Board shall be responsible to assure that the property is not used solely for personal use. PRRA property considered surplus to PRRA needs by the membership shall be sold at a Club auction, Hamfest, or public market. Club property records shall be adjusted and all proceeds remitted to the PRRA account.

Article IX. Amendments.

Section 1. Proposals for amendments shall be submitted in writing by the Board of Directors at a general membership meeting for submission to the membership for approval at a subsequent general membership meeting. The membership shall be notified of the content of the proposed amendment by (e)mail and the intention to submit the proposal for membership vote at a specified meeting. A two-thirds (2/3) vote of the membership shall be required to approve amending the Constitution or Bylaws. Proxy votes of members in good standing shall be accepted.

Section 2. The PRRA Articles of Incorporation, Constitution, and Bylaws shall be kept current, documented and made available for review by members at all meetings.

Article X. Dissolution/Merger.

Section 1. When it becomes desirous to dissolve or merge the PRRA, such action shall initially be approved by the PRRA Board of Directors. The dissolution or merger procedure shall then be initiated by notification in writing to all members of the PRRA of the intended action, justification for

dissolution/merger, and a call for a special membership meeting to discuss and approve the desired action. The final decision will take place after the approval by a two-thirds (2/3) majority vote for approval by the general membership. A ballot shall be (e)mailed to all the members describing the proposed action and defining the details and timing regarding distribution of all Club assets. The ballots received shall be counted and the results announced at a special membership or general membership meeting.

Section 2. When dissolution or merger is approved by membership vote, the PRRA Board of Directors shall first define and satisfy all debts and obligations of the PRRA. The remaining PRRA assets in a dissolution action shall be distributed in accordance with Federal Internal Revenue Code, to a not-for-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(7) of the Federal Internal Revenue Code. When a merger is contemplated, PRRA shall be merged only with another not-for-profit corporation organized within the State of Florida.