



BYLAWS

BATON ROUGE AMATEUR RADIO CLUB

ARTICLE I. NAME

The name of the Corporation is Baton Rouge Amateur Radio Club, Inc.

ARTICLE II. PURPOSE

The Baton Rouge Amateur Radio Club is a nonprofit Corporation organized to facilitate the exchange of radio knowledge and information among its members; to promote operating skills; to conduct its programs and activities to be of service to the general public and to educate members and the public concerning Amateur Radio in the areas of public service, emergency communications, and communications technology; to advance the interest and welfare of Amateur Radio.

ARTICLE III. MEMBERSHIP

Section 1. Any licensed radio amateur may submit an application for membership as an active member of the Corporation. Any unlicensed person may submit an application for membership as an associate member of the Corporation. For the purposes of determining eligibility for active membership, a licensed radio amateur is defined as any individual who holds a valid, active, FCC-issued Amateur Radio license; or any foreign operator who holds a valid Amateur Radio license with reciprocal operating authority in the USA. An amateur whose license has expired or has had his/her license cancelled or revoked will be dropped from the membership rolls of the Corporation. An amateur whose license has expired, but is still within the FCC-allowed grace period will be considered as licensed for the purposes of membership.

Section 2.

1. Active members with full voting and full membership privileges are defined as follows:
 - a. A regular member is a licensed radio amateur paying annual dues as specified by the Board.
 - b. A family member is a licensed radio amateur in the immediate family of an active member living at the same address and shall not be required to pay annual dues.
 - c. A student member is a licensed radio amateur who is enrolled as a student in a local elementary school, middle school, high school, or receiving equivalent home schooling and paying annual dues as specified by the Board.

d. A special member is a licensed radio amateur who, by confidential request to the President, and approval of the Board, is granted free membership in the Corporation for the year in which the request is made.

e. An honorary life member is a licensed radio amateur who may be awarded lifetime membership in the Corporation by a 2/3 vote of the entire Board of Directors to someone who has been an active member for twenty or more consecutive years and has made significant contributions to the welfare of the Corporation and shall not be required to pay annual dues.

2. Associate members with full membership privileges, but NO voting privileges, are defined as follows:

a. An unlicensed member is a person having a bona fide interest in Amateur Radio and paying annual dues as specified by the Board.

b. An introductory member is a licensed radio amateur who has been first licensed within 12 months of submitting an application for membership in the Corporation. This membership may be approved by any Officer or Board Member and shall not be required to pay annual dues.

Section 3. Membership in the Corporation is on an annual basis and available only in full year increments. A full year is described as January 1 – December 31.

ARTICLE IV. OFFICERS

Section 1. The Officers of the Corporation are the President, Vice President, Secretary, and Treasurer.

1. The President shall serve as the chief executive officer of the Corporation and shall:
 - a. preside over meetings of the Corporation, decide all questions of order, and shall conduct meetings in accordance with Robert's Rules of Order Newly Revised (RONR);
 - b. have general and active management of the business of the Corporation, and shall ensure that all orders and resolutions of the Board are put into effect;
 - c. execute bonds, mortgages and other contracts and be authorized to sign checks;
 - d. enforce the observance of the Articles of Incorporation and these Bylaws;
 - e. sign all official documents of the Corporation adopted by the Board of Directors or by vote of the membership and none other;
 - f. appoint the chairpersons of all committees, subject to the approval of the Board of Directors.

2. The Vice President shall:
 - a. serve in place of the President in the event the President is absent or otherwise unable to perform his/her duties. The Vice President shall then be vested with the same authority as the President;
 - b. succeed to the office of the President and complete the unexpired term in the event the office of the President becomes vacant.

3. The Secretary shall:
 - a. attend all meetings or assign a designated substitute and be responsible for all official correspondence of the Corporation;
 - b. keep a record of the minutes of each Board meeting and shall record all votes of all proceedings; perform like duties for each standing committee when required;
 - c. keep a roll of all members of the Corporation and distribute updated membership lists to Corporation members as necessary.

4. The Treasurer shall:
 - a. collect, hold, and disburse, under the direction of the Board of Directors, all monies of the Corporation;
 - b. be charged with the collection of all money due the Corporation;
 - c. keep regular books of account, and submit a statement of his/her accounts at each regular meeting of the Board of Directors, or when requested by the Board to do so;
 - d. be authorized to sign checks.

Section 2. The Officers shall serve for a term of 1 year or until their successors are elected and installed.

Section 3. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled for the unexpired term by an active member of the Corporation appointed by an affirmative vote of a majority of the Board of Directors at the next regular or special meeting of the Board.

Section 4. Any Officer may be removed at any time either by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors or two-thirds (2/3) of the active membership of the Corporation actually voting at a regular meeting, or a special meeting called for that purpose.

Section 5. The Board may delegate the powers or duties of any Officer to any other Officer or Director by an affirmative vote of a majority of the Board of Directors at the next regular or special meeting of the Board.

Section 6. Any Officer of the Corporation who ceases to be an active member of the Corporation shall be deemed to have resigned.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of seven (7) Directors each with one vote. The President, Vice President, Secretary and Treasurer shall also serve as members of the Board of Directors, and shall have one vote each.

Section 2. The Board of Directors shall be charged with the management of all affairs of the Corporation, subject to the provisions of the Articles of Incorporation and these Bylaws.

Section 3. A simple majority of the entire Board of Directors of the Corporation shall constitute a quorum. A member of the Board may, in his/her anticipated absence at a specific Board meeting, appoint a proxy who is an active member of the club and who is not a member of the board or serving as a proxy for a board member at the time of the appointment. The appointment must be submitted to the President prior to or at the time of the Board meeting and specify the date of the relevant Board meeting.

Section 4. Directors of the Board of Directors serve for two (2) years or until their successors are elected and installed.

Section 5. In addition to the powers and authorities by these Bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the members.

Section 6. The Corporation shall indemnify and hold harmless each Director and Officer now or hereafter serving the Corporation, from or against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having been a Director or Officer of the Corporation and/or by reason of his alleged acts or omissions as such Director or Officer, whether or not he continues to be such Director or Officer at the time when any such claim or liability is asserted, and shall reimburse each such Director and officer for all legal and other expenses reasonably incurred by him in connection with defending any and all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with approval by the Board of Directors, whether or not he/she continues to be such Director or Officer at the time such expenses are incurred; provided, however, that no Director or Officer shall be indemnified against any claim or liability arising from his own negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any and all such claims or liability or in settling the same unless in the judgment of the Directors of the Corporation the Director or Officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

Section 7. If the office of any Director becomes vacant for any reason, the vacancy shall be filled for the unexpired term by an active member of the Corporation appointed by the affirmative vote of a majority of the Board of Directors at the next regular or special meeting of the Board.

Section 8. Any Director may be removed at any time either by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors or two-thirds (2/3) of the active membership of the Corporation actually voting at a regular meeting, or a special meeting called for that purpose.

Section 9. A member of the Board of Directors who misses three consecutive Board meetings without the knowledge and permission of the President or ceases to be an active member of the Corporation shall be deemed to have resigned.

ARTICLE VI. MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held on the first Tuesday of each month or on such day and at such time and place as determined by the Board for the purpose of conducting the business affairs of the Corporation.

Section 2. A regular meeting of the Corporation shall be held on the last Tuesday of each month, or on a date selected by the Board of Directors, at a time and place selected by the Board of Directors.

Section 3. A special meeting of the Corporation may be called at any time by the President or on the request to the President by a majority of the Board of Directors, or on request of 25 active members of the Corporation as detailed in Section 6 below.

Section 4. A special meeting of the Board of Directors may be called by the President or Vice President upon notification of each Board member or in like manner by the request to the President or Secretary by two or more Board members as detailed in Section 6 below.

Section 5. The annual meeting of the Corporation shall be held on the last Tuesday in November for the purpose of electing the Officers and Directors of the Corporation.

Section 6. Not less than seven (7) days prior to a special meeting of the Corporation or the Board of Directors, a notice of such meeting with a clearly defined agenda shall be advertised to the Corporation in a manner described in Section 8 below.

Section 7. At any meeting of the Corporation, each member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member. Each member shall have one vote registered in his/her name on the books of the Corporation, except where the membership books of the Corporation shall have been closed or a date shall have fixed as a date of record for the determination of its members entitled to vote.

Section 8. Notice of the annual meeting, regular meetings, board meetings, and all special meetings shall be advertised to active members at least seven days prior to the meeting by publishing it in the RF News, E-mail or posting the information on the Club's web page.

ARTICLE VII. DUES

Section 1. Dues for membership in the Corporation shall be specified by the Board, published on the website and are due on January 1st. Members whose dues have not been paid by April 1st shall be removed from the membership roll of the Corporation.

Section 2. To be considered an active or associate member, dues must be paid in the current year, regardless of when the membership application is submitted.

ARTICLE VIII. COMMITTEES

Section 1. The President may appoint such committees as he or she deems necessary, subject to approval by the Board of Directors. Whenever the Board of Directors is not in session, the committees appointed by the President may act subject to ratification at the next meeting of the Board of Directors, at which time the appointments made by the President and/or actions of the Committee must either be approved or disapproved.

Section 2. The following standing committees shall be appointed by the President upon assuming office: Education Committee, Emergency Operations Committee, Repeater Committee, Public Information and Outreach Committee, and Finance Committee.

Section 3. The duties of each standing committee shall be as follows:

1. The Education Committee shall plan and conduct training sessions and a mentoring ("Elmer") program. This includes the coordinating of licensing classes, operations and emergency communications training, and training to improve the technical proficiency of the members.
2. The Emergency Operations Committee shall encourage operators to serve during emergencies, maintain a list of operators able to serve during emergencies, and contact those operators when required.
3. The Repeater Committee shall be responsible for the installation and maintenance of the Corporation's repeaters. The committee shall also advise the Board of the status of each repeater and measures that can be taken to enhance repeater operation.
4. The Public Information and Outreach Committee shall introduce, share, and promote Amateur Radio to the community. The committee shall communicate club activities with new and potential club members, media, Amateur Radio clubs and other community organizations.
5. The Finance Committee shall annually review the income and expenditures of the Corporation and prepare a budget for consideration by the Board.

Section 4. The chairperson of each standing committee shall make a written report to the Board of Directors concerning the operation of his/her committee when so requested by the Board.

ARTICLE IX. ELECTIONS

Section 1. The Officers of the Corporation and the seat of any Director whose term has expired shall be elected annually by the active membership. The Board of Directors shall appoint a Nominating Committee to submit a list of candidates for each office to the membership. No member of this committee shall be a candidate for election. All candidates must be active members of the Corporation. This committee shall be appointed in sufficient time for it to present a slate of Officers and Directors to the membership at the regular meeting in October. This list shall consist of a minimum of one candidate for each Officer and each Director whose term of office will expire in the year in which the election is held. Active members may nominate qualified candidates for any position. Additionally, write-in votes may be cast for qualified candidates for any position up for election.

Section 2. Only active members shall be eligible to vote. Associate members are not eligible to vote.

Section 3. Absentee ballots received by the Treasurer, either in person or by mail, will be accepted for validation prior to the close of voting.

Section 4. A complete list of the members entitled to vote at the ensuing election, arranged in alphabetical order, with the address of each, shall be prepared by the Secretary and be open to examination by any member at any time during the duration of the election.

Section 5. The newly elected Officers and Directors shall be sworn to the faithful discharge of their duties and assume office on January 1 of the year following their election.

Section 6. The number of Board of Director positions up for election to a two (2) year term shall be determined as outlined in the Articles of Incorporation. Any vacant position of Director with unexpired terms due to his/her election to an Officer position shall be filled in accordance with Article V Section 7 of these Bylaws.

ARTICLE X. CHECKS

All checks, drafts, and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may designate.

ARTICLE XI. NEWSLETTER

Section 1. The Corporation shall publish, on a regular basis, a newsletter of general and technical interest to the membership. This newsletter, "*The RF News*" shall be the official publication of the Corporation.

Section 2. The newsletter shall contain a notice of each regular meeting of the Corporation and Board, articles and information related to Amateur Radio. Summary of the minutes of the previous month's meeting of the Board of Directors, including the Treasurer's report, shall be distributed monthly to the membership either by inclusion in the newsletter or by separate email. The Treasurer's report and Board of Directors minutes may be excluded from versions of the newsletter posted for nonmembers.

Section 3. The managing editor shall be appointed by the Board of Directors. The managing editor shall select his/her staff and manage the newsletter in accordance with the policies set forth by the Board.

ARTICLE XII. HAMFEST

Section 1. The Board of Directors of the Corporation may elect from time to time to conduct a hamfest. If this is so, a hamfest chair shall be appointed by the Board. The hamfest committee shall consist of the hamfest chair, the club Treasurer and at least three active members of the Corporation.

Section 2. The Hamfest Committee shall have jurisdiction over all decisions pertaining to the hamfest, subject to the concurrence of the Board and the following limitations:

1. The selection of prizes, facilities, catering, programs, speakers, etc., is intended to rest upon the committee; however, the Board retains the right to set dollar limitations in each area.
2. The hamfest chair shall be responsible for coordination between the committee and the Board of Directors. He/she shall report to the Board and solicit their recommendations. He/she shall appoint all committee members not selected by the Board. The chair shall encourage as many members as possible to participate in the hamfest.
3. Hamfest expenditures shall be determined and approved by the Hamfest Committee, then submitted to the Club Board for approval. The hamfest chair shall have the authority to make hamfest expenditures up to \$150.00 without the approval of the committee only in cases where expediency indicates committee approval is not practical.

ARTICLE XIII. SPECIAL AWARDS

Section 1. The "B.R. Award" may be awarded annually by the Board of Directors. Nominations must be submitted in writing to the Board by the November Board meeting of each year for consideration by the Board. Qualifications for the B.R. Award are as follows:

1. The candidate must be an active member of the Corporation.
2. The candidate must have made an outstanding contribution to the advancement of Amateur Radio.

Section 2. The "Stan Preston Award" may be awarded annually by the Board of Directors. Nominations must be submitted in writing to the Board by the November Board meeting of each year for consideration by the Board. Qualifications for the Stan Preston are as follows:

1. The candidate must be an active licensed amateur.
2. The candidate must have demonstrated continued "Good Samaritan" activities through Amateur Radio.
3. The award shall be given as directed by the Board.

ARTICLE XIV. EMBLEM

Section 1. The emblem of the Corporation is attached to page 1 of these Bylaws.

Section 2. A digital version of the emblem shall be maintained by the Secretary.

Section 3. Each member is authorized to display the emblem of the Corporation for their personal use only. Members are not authorized to share the emblem, including digital versions, with non-members.

Section 4. Use of the emblem of the Corporation for profit requires permission of the Board of Directors.

ARTICLE XV. OATH OF OFFICE

Each Officer and Director shall be sworn to the faithful discharge of his/her duties as follows:

"I will faithfully perform, to the best of my abilities, all of the duties required of me by the Baton Rouge Amateur Radio Club. I pledge to obey the Articles of Incorporation and Bylaws of the Baton Rouge Amateur Radio Club."

ARTICLE XVI. RULES OF PROCEDURE

The current edition of *Robert's Rules of Order Newly Revised*, referred to in this document as RONR, shall govern all proceedings of the Corporation.

ARTICLE XVII. AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors and by the affirmative vote of two-thirds (2/3) of the active membership actually voting at a regular meeting, or special meeting called for that purpose. These Bylaws may not be altered, amended, or repealed within twenty (20) days prior to the date of the election of Officers and Directors.

Adopted by the Board of Directors of the Baton Rouge Amateur Radio Club, Inc. at a regular meeting of the Board of Directors held August 1, 2017.

John Reise, WA9JBR
Robin Hudson, KK5RH
Todd Huovinen, AB5TH
Ken Shutt, W5KQ
Vernon Morris, AA5O
Daniel Smith, N5KHM

Brett Hebert, KG5IQU
Steve Irving, WA5FKF
Ty Mixon, KA1TY
Dave Thomas, K5CGX
Brook Samuel, N5DGK

Adopted by the Membership of the Baton Rouge Amateur Radio Club, Inc. at a regular meeting of the Corporation held September 26, 2017.