

Yonkers Amateur Radio Club

BY-LAWS



W2YRC

OCTOBER 2006

Yonkers Amateur Radio Club, Inc.

BY-LAWS

ARTICLE I - OFFICES

The principal office of the Corporation shall be in the City of Yonkers, County of Westchester, and State of New York. The Corporation may also have offices at such other places within this State as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE 11 - PURPOSE

The purpose for which this Corporation has been organized is as follows:

To promote interest in Amateur Radio Communication and Experimentation. To advance the Radio Art and interest in the development of Amateur Radio skills and to promote and develop this art and these skills, all as permitted under the laws of the United States of America and as regulated and directed by the Federal Communications Commission of the Federal Government to assist the Federal services and individuals in the relaying of messages by radio as permitted by law, and to advance the radio art in all public activities as permitted by law and which is for the good of the citizens of the Community in which this Corporation is permitted to function and to develop a spirit of fraternalism and maintain a high standard of conduct among all Radio Amateurs within the scope of the activities of this Corporation.

To own and operate Amateur Radio Stations as permitted by law, and to encourage all persons, so desiring to become licensed Amateur Radio Operators and to promote Friendship and Social ability among such Amateur Radio license holders.

To provide through this group assistance to other Amateur Radio Operators, and to do any other acts or things incidental connected or connected with or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors, Officers or any other individual, except as permitted under Article 5 of the Not-for-Profit Corporation Law. This Corporation is organized exclusively for Charitable and Scientific purposes, including, but limited to receiving contributions and paying them over to an Organization described in Section 501 8 (3) of the Internal Revenue Code as now in effect or hereafter amended.

ARTICLE III - MEMBERSHIP

There are five (5) types of Membership in the Corporation: **FULL, ASSOCIATE, FAMILY, STUDENT AND RETIRED.**

1. QUALIFICATIONS FOR MEMBERSHIP

Membership in this Corporation shall be open to all licensed Amateur Radio Operators and those persons interested in Amateur Radio and all phases of Amateur Radio. **Associate Membership** shall be open to all persons of good moral character and who have shown an interest in Amateur Radio.

2. MEMBERSHIP MEETINGS

The ANNUAL membership meeting of the Corporation shall be held on the **SECOND SUNDAY** of **FEBRUARY** each year.

The Secretary shall cause to be mailed to every member in good standing at his/hers address as it appears in the Membership Roll Book of the Corporation a notice stating the time and place of the Annual Meeting, no later than the third week of the preceding month of January.

Regular meetings of the Corporation shall be held on the **Second Sunday** of each month (EXCEPT the month of July) at the time and place designated by the Directors of said Corporation.

The presence at any Membership meeting or not less than a majority of the membership present constitute a quorum: such quorum shall be necessary to conduct the business of the Corporation.

A Membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of the membership. Only such persons as listed on the Membership roll shall be of good standing, and shall be entitled to vote.

3. SPECIAL MEETINGS

The Directors may call special meetings of the Corporation. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the Membership roll book at least ten (10) days but not more than fifteen (15) days before the scheduled date of such meeting. Such notices shall state the **date, time, place** and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice, or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action. The Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) days prior to any other action. **Membership dues** must be paid by January 31st in the year of Annual Election in order to vote at the Annual February meeting. **Members** who have not paid their dues by the January meeting cannot have their names put on the Nomination Slate for the February election.

5. PROXIES

Every member entitle to vote at a meeting of members or to express consent or dissent without attending a meeting may authorize another person or persons to act for him/her by proxy.

Every proxy must be dated and signed by the member. Prior to the execution of any the proxy shall be presented to the secretary who shall be responsible for its proper execution and such proxy execution shall be duly noted in the minutes of the meeting.

6. ORDER OF BUSINESS

The order of business at all meetings of the Members shall be as follows:

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished business
6. New Business
7. Good and Welfare
8. Adjournment

8. MEMBERSHIP DUES

The initiation fee for **FULL MEMBERSHIP** shall be \$10.00 for each member. An **ASSOCIATE MEMBERSHIP** is \$10.00..

No assessment shall be made without written notice thereof to all members at a regular or special meeting of the Corporation held for the purpose.

THE CLUB MEMBERSHIP DUES

FULL Membership shall be \$25.00 per year for each member.

NEW MEMBER: \$25.00 Jan-June/July, Aug., Sept prorated +\$10 INIATION fee Oct,Nov,Dec(3 months free)

ASSOCIATE Membership shall be \$12.50 Jan-June/July, Aug,Sept prorated+\$10 INIATION fee Oct,Nov,Dec(3 months free)

FAMILY Membership \$5.00 per member. Those who hold a valid Amateur Radio License and living in the same household shall have Full Privileges, Voting Rights and hold Office. Those 18 years or older shall have voting rights and hold Office.

STUDENT: \$15.00 Jan-June/July,Aug,Sept prorated +\$10 INIATION fee Oct,Nov,Dec (3 months free)

RETIRED: \$20.00 Jan-June/July, Aug, Sept prorated +\$10 INIATION fee Oct,Nov Dec(3 months free) (AGE 62 with proof)

PENALTY FEE: Membership dues **not paid** by January 31 will be charged a \$5.00 penalty fee for reinstatement up to three (3) years. After three (3) years a \$10.00 reinstatement fee will be charged as a new member.

AUTO-PATCH DUES

The Auto-Patch dues shall be \$15.00 per year for each member. Auto-Patch privileges shall be granted only with **FULL** membership. (**\$10 iniation-new member**)

No assessment shall be made without written notice thereof to all members at a Regular or Special meeting of the Corporation held for that purpose.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The Board of Directors, which shall consist of not less than five (5), shall manage the Corporation. Officers of the Association shall be: **PRESIDENT, VICE PRESIDENT, TREASURER, ASSISTANT TREASURER, SECRETARY/MEMBERSHIP, TRUSTEE, AND SERGEANT OF ARMS.**

2. ELECTIONS AND TERM OF DIRECTORS

At the Annual meeting of members the membership shall elect Directors to hold Office until the next Annual meeting. Each Director shall hold office until the expiration of the term for which he/she was elected and shall have qualified, or until his/hers prior resignation or removal. All Officers of the Corporation shall be Directors and shall have equal rights with the Directors. Directors nominated for General Election shall not exceed more than 7 Directors to serve on the Board.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by vote of the members or by vote of a majority of all the Directors.

No decrease in the number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIP

Newly created Directorship resulting from an increase in the number of Directors and vacancies occurring on the Board for any reason except the removal of Director without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/hers predecessor.

5. REMOVAL OF DIRECTORS

Any or all Directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

6. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer.

7. REMOVAL OF MEMBER

Any member may be subject to loss of privileges or expulsion if found in violation of any Club Regulations, By-Laws or FCC rules. All cases for such action shall be brought to the Board of Directors. The Board shall then hear the pertinent information about the case. The Board will then determine by a majority vote to submit to General Membership for determination. The member will appear before the Board to discuss his/hers actions with the Board. If the member refuses to appear before the Board, the Board with a majority vote to recommend termination of his/hers membership by two/three of Membership present.

8. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business.

9. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

10. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meeting at the office of the Corporation or at such places, within the State, as it may from time to time determine.

11. REGULAR ANNUAL MEETINGS

A regular Annual meeting of the Board shall be held immediately following the Annual meeting of members at the place of such Annual meeting of members.

12. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days notice to each Director either personally, by mail or by wire, special meetings shall be called by the President or the Secretary in a like manner on written request of two Directors. Notice of meeting need not be given to any Director who submits a waiver or notice whether before or after the meeting or who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him/her.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors. **Quarterly Board meetings will be mandatory-January, March, June and September.**

13. CHAIRMAN

At all meetings of the Board the President or in his/hers absence, a Chairman chosen by the Board shall preside.

14. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, such consisting of three (3) or more Directors. Each such committee shall serve at the pleasure of the Board.

15. CHAIRMAN OF THE TECHNICAL COMMITTEE

The Chairman of the Technical Committee shall be appointed by the Executive Board and Board of Directors. The Chairperson will have the right to appoint his/hers own Technical Committee members to be approved by the Board of Directors.

ARTICLE V - OFFICERS

1. OFFICERS, ELECTION, TERM

Unless otherwise provided for in the Certificate of Incorporation, the members shall elect: A **PRESIDENT, VICE-PRESIDENT, SECRETARY/MEMBERSHIP, TREASURER, TRUSTEE AND SERGEANT OF ARMS** and such other Officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

The Board at the December meeting of the members shall name a nominating Committee. The Nominating Committee shall prepare a ballot of Officers and Directors. The committee shall present their list of candidates to the Membership at the January meeting of the members, at which time the members shall have the opportunity to modify, challenge, or propose other candidates. The ballot shall be finalized at the January meeting prior to election in February.

At each Annual meeting of members the membership shall elect Officers and Directors to hold office until the next Annual meeting. Each Officers and Director shall hold office until the expiration of the term for which he was elected and shall have qualified, or until his/hers prior resignation or removal.

2. REMOVAL, RESIGNATION, SALARY

Any Officer elected by the Board may be removed by the Board with or without cause. In the event of the death, resignation, or removal of an Officer, the Board in its discretion may elect a successor to fill the unexpired term. Any two or more Offices may be held by the same person, except the Offices of President and Secretary, however, that person shall be eligible to cast only one (1) vote at all Board Meetings.

DUTIES OF OFFICERS AND DIRECTORS

1. PRESIDENT

The President shall be the Chief Executive Officer of the Corporation, he/she shall preside at all meeting of the Members and of the Board, he/she shall have the General Management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

2. VICE-PRESIDENT

During the absence or disability of the President, the Vice-President, shall have all the powers and functions of the President. Vice-President shall perform such other duties, as the Board shall prescribe. **VICE PRESIDENT** shall have Guest speakers at meetings, if possible.

3. TREASURER/3A ASSISTANT TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such Bank or Trust Company as the Directors may elect; he/she, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; he/she shall also sign all Checks, Drafts, Notes and Orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President; he/she shall at all reasonable times exhibit his/hers books and accounts to Directors and Members of the Corporation upon application and the office of the Corporation during ordinary business hours. At the end of each Corporate year, he/she shall have an Audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the Annual meeting of the Members, at which time he/she shall also present an Annual meeting of the Members, at which time he/she shall also present an Annual Report setting forth in full the financial conditions of the Corporation. *YARC financial books will be audited at the November membership meeting or at the next membership meeting if the November membership meeting is canceled. The President shall appoint an auditing committee consisting, Treasurer, one(1) Board member and one(1) member at large*

4. SECRETARY/MEMBERSHIP

He/She shall have the custody of the Seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/She shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct. He/She shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/hers Office. He/She shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence and the time when they became Members.

5. RECORDING SECRETARY/DIRECTOR

He/She responsibility to take minutes at the Board Meeting only
Voted by the Board and reinstated on May 14, 2006

6. TRUSTEE

The Trustee shall have full responsibility and final authority for the operation and utilization of all licensed Amateur radio systems operated by the Association. The Trustee shall:

1. Hold the station licenses for all Association Radio equipment licensed by the FCC.
2. Be the liaison with the FCC in all licensing matters.

7. SERGEANT OF ARMS

He/She will maintain order during the General and Board meetings.

SECURITIES AND BONDS

In case the Board shall so require, any Officer or Agent of the Corporation shall execute to the Corporation in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/hers duties to the Corporation and including responsibility for negligence and for the accounting for all Property, Funds or Securities of the Corporation which may come into his/hers hands.

ARTICLE VI - SEAL

The Seal of the Corporation shall be as follows:

ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation shall govern.

ARTICLE VIII - AMENDMENTS

The By-Laws may be adopted, amended or repealed by the Members at the time they are entitled to vote in the election of Directors. By-Laws may also be adopted, amended or repealed by the Board, may be amended by the Members and shall be ratified by the Members entitled to vote thereon, as hereinbefore, provided.

If any By-Laws regulating an impending election of Directors is to be adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of Members for the election of Directors the By-Law to be so adopted, amended or repealed, together with a concise statement of the changes made.

REVISIONS: Any revisions to the By-Laws shall take effect immediately.

DATED: June 14th, 1998

These BY-LAWS were voted on by the YARC Membership on June 14, 1998.

TYPED BY: SECRETARY/MEMBERSHIP: Emily Maytan AC2V-June 14,1998

AMENDMENTS:

ELIMINATION OF RECORDING SECRETARY-VOTED BY MEMBERSHIP OF JAN.09 2000

ELIMINATION OF 2nd VICE PRESIDENT-VOTED BY MEMBERSHIP ON DEC. 09 2001.

ELIMINATION OF 10 DIRECTORS TO 7 DIRECTORS-VOTED BY MEMBERSHIP ON DEC. 09 2001.

AMENDMENT TO \$5.00 PENALTY CHANGED TO JANUARY 31. ACCEPTED BY BOARD ON FEBRUARY 13, 2005

AS OF 2006, SENIOR DUES SHALL BE \$20.00-PASSED BY DIRECTORS JUNE 2005

REINSTATED-DIRECTOR/RECORDING SECRETARY, VOTED BY THE BOARD;MAY 14, 2006

YARC financial books will be audited at the November membership meeting or at the next membership meeting if the November membership meeting is canceled. PASSED BY BOARD Oct 08,2006