

BY-LAWS OF THE CENTRAL PENNSYLVANIA REPEATER ASSOCIATION, INC.

The members of this association, being desirous to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio, by fostering the interest in its use gaining better cooperation among Amateurs, developing individual proficiency, fostering the interest of Amateur Radio in the general community.

We hereby resolve to work within Central Pennsylvania in maintaining all forms of communication throughout the region, contributing our assistance to the best advantage in the event of an emergency, do hereby constitute ourselves the CENTRAL PENNSYLVANIA REPEATER ASSOCIATION, INC. (hereafter referred to as the "Association")

And under the call sign of W3ND and the associated activity known as Central Pennsylvania IP Network (hereafter referred to as CPIN) do adopt these By-Laws as required by our government and the laws within as written in articles of incorporation with the Pennsylvania Department of State and the Internal Revenue Service.

Severability

If any provision of these By-Laws is held invalid, the other provisions of these By-Laws shall not be affected.

ARTICLE I MEMBERSHIP

All persons interested in the activities of the Association may be eligible for membership as set forth below:

Section 1 - Types of Membership:

There shall be several types of members in the Association:

- a) **FULL Member:** Any Amateur holding a valid and current Amateur Radio License issued by the Federal Communications Commission is eligible to become a FULL member. A FULL member may hold office and vote on any business brought before the Association.
- b) **ASSOCIATE Member:** Anyone with the desire to be a member of the association. This person is not required to hold any amateur license. This member has the privilege of attending all Association functions. This membership has no voting privileges.
- c) **FAMILY Membership:** All licensed Amateur Radio Operators in one household, residing at a single street address will be regarded as FULL members and are eligible to vote on any business brought before the Association. Family members who DO NOT hold a valid Amateur Radio License shall be regarded as ASSOCIATE Members.

- d) **HONORARY Member:** Shall be conferred upon any individual who or organization which has made an outstanding contribution to the furtherance of the Association. The Membership is granted upon recommendation of the Board of Directors and two-thirds vote of the members present at a general meeting. HONORARY Members are excluded from voting and dues requirements.
- e) **LIFE Member:** Any FULL Member in good standing who has been a member for one year or longer may apply and be considered for LIFE membership in the second year. If approved by two-thirds vote of the members present and shall pay a one-time fee equivalent to Twenty years of membership dues at the current rate. Then the member is accepted as a LIFE member and they keep all the privileges of a FULL member for life, so long as they hold a valid Amateur Radio License.

Section 2 - PRIVILEGES OF MEMBERSHIP

All Members may attend and participate in membership meetings and other activities, may serve on committees, will receive notices of Association activities, and may operate equipment belonging to the Association, within the limits of the individual member's Amateur Radio License.

Section 3 - TERMS OF ACCEPTANCE

Any person eligible for and applying for membership in the Association is subject to approval by the Board of Directors.

Section 4 - DUES

The annual dues shall be an amount agreed upon by the Active Full Members with voting privileges and will remain in effect for no less than one year. Dues shall be payable on an annual basis, prior to the start of the April meeting.

Section 5 - SUSPENSION OF MEMBERSHIP

An individual's membership may be suspended by a majority vote of the Board of Directors, with all Board members casting one vote. No votes shall be taken prior to a hearing of all persons concerned. Membership may be suspended for reasons including, but not limited to the following:

- a) Any member who has had his or her Amateur operator's License suspended or revoked by the Federal Communications Commission shall, notify the officers of the association and be automatically suspended from the privileges of the Association.
- b) Noncompliance with FCC Rules and Regulations.
- c) Noncompliance with the By-Laws and/or policies of the Association.
- d) General behavior or acts contrary to good citizenship.
- e) Conviction of a state or federal crime.
- f) Nonpayment or delinquent dues for two years prior to stated annual meeting. (See Article II Section 1)

Reasons for such suspension are to be stated by the officers at the next meeting of the membership and in the minutes of the association.

ARTICLE II MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING

An annual meeting of the membership shall be held at a place as the Board of Directors (hereinafter the "Board") may from time to time determine, during the third week of the month of April in each year, the specific date to be determined by the Board. The Secretary shall notify all members electronically and/or by U.S. Mail of date, time and location of the Annual meeting and shall attach a slate of officers to be voted on at that meeting time. Such notice shall be distributed not less than ten (10) days prior to the date of the Annual Meeting. A quorum of the membership as described in Article I, Section 1 is needed to conduct any business.

Section 2 - SPECIAL MEETINGS

Special Meetings of the Membership may be called at any time by a majority of the Board. Notice of all meetings stating the purpose for which the meeting is called shall be served, either in person, electronically and/or by U.S. mail, not less than ten (10) days before the date set for the Special Meeting. The president might likewise call at his discretion a special meeting of the Membership upon proper notice given above. A quorum of the membership as described in Article II, Section 6 below needs to be present in order to conduct any business.

Section 3 - GENERAL MEETINGS

The Board has set aside the third Thursday of each month at 7 PM for the general meeting of the association. A quorum of Full members as described in Article I section 1 below is needed to conduct any business. No general meetings are held during the months of June, July, August and December, unless deemed necessary by the president.

Section 4 - VOTING AT MEETINGS

At all stated meetings of the Association, each member of record whose membership classification entitles them to vote shall be entitled to one, single vote per person. In the case of persons holding multiple offices, that person shall also be entitled to one and only one vote. That is, there is one vote per person, NOT one vote per position held. Votes may be cast in person, by stating Yay or Nay, by a show of hands, or by a written ballot. A plurality of the votes cast of those present at a General or Special Meeting will decide the issue with exception to By-Law Amendments. (See Article IX Section 1.)

Section 5 - QUORUM

A Quorum is defined as the following: the presence of (4) members of the Board of Directors, and a minimum of (8) other voting members in good standing with voting privileges, shall be necessary to constitute a quorum at all meetings for the simple transaction of business.

ARTICLE III BOARD OF DIRECTORS

Section 1 - BOARD OF DIRECTORS

The affairs and business of this Association shall be managed by a Board of Directors composed of nine (9) members with voting privileges. The Board of Directors shall be composed of the five (5) elected Officers, (3) members at large and the (1) past president or the fourth member at large. Directors shall be legal citizens of the United States of America.

Section 2 - OFFICERS

In addition to the Board of Directors defined in Article III Section 1, the Officers of this Association shall consist of the following:

- President
- Vice President
- Secretary
- Treasurer
- Trustee
- Past President

Section 3 - DUTIES OF OFFICERS

The duties and powers of the Officers of the Association shall be as follows:

a) PRESIDENT

- i. The President shall preside at all meetings of the Board directors, Special meetings and of the general meetings.
- ii. The President shall coordinate association priorities and report regularly the progress in achieving those goals to the Membership.
- iii. The President shall call regular and special meetings of the Membership pursuant to other articles of these By-Laws.
- iv. The President shall appoint, remove, employ or discharge all servants, agents, employees (if any) and others having or doing business with the Association other than the duly elected Officers, subject to the provisions of the By-Laws.
- v. The President shall sign and make all contracts and agreements by and for the Association.
- vi. The President shall make a report at the annual meeting of all contracts and agreements that are or have been in place for the previous year.

- vii. The President shall, if required by the Board of Directors, be bonded by an agreed upon amount as established by the Board as a security for the faithful discharge of his duties as President.
- viii. He shall enforce these By-Laws and perform all duties incident to the position and office he holds. He shall make regular reports at any meeting as needed.

b) **VICE-PRESIDENT**

- i. The Vice-President shall render, in the absence or inability of the President, the President's duties and responsibilities as prescribed under duties of the President.
- ii. When so acting, he shall have all the powers and will be subject to all the responsibilities hereby given to or imposed upon the President.
- iii. Further, the Vice-President shall be ad-hoc chairman of all Association activities and coordinate all programs and regular meeting agendas with the President.

c) **SECRETARY**

- i. The Secretary shall keep the minutes of both Board Meetings and meetings of the General Membership.
- ii. The Secretary shall give and serve all lawful notices of the Association.
- iii. The Secretary shall be responsible for maintaining a current roster of the Membership in a manner to be prescribed by the Board.
- iv. The Secretary shall be present at meetings or will provide an acceptable alternate to transcribe the proceedings in his absence of all officially scheduled meetings.
- v. The Secretary shall attend to all correspondence of a general nature incident to the activities of the Association.

d) **TREASURER**

- i. The holder of the office of Treasurer shall have custody and care of the Association's funds, assets, securities and accounts and shall routinely deposit all such funds in the name of the Association in such banks, trust companies or safe deposit boxes as designated by the Board.
- ii. The Treasurer shall sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for the payment of money, and shall pay out and dispose of same and receipt therefore, under the direction of the Board of Directors.
- iii. The Treasurer shall render in writing to the Membership a budget and statement of account for the Association's assets through the establishment of an Income Statement and Balance Sheet prepared annually. Said statement shall be made a part of the official records of the Association.

- iv. The Treasurer shall summarize the current financial standing of the Association as requested by presiding officers at all meetings of either the Board of Directors or Membership.
- v. The Treasure shall file all necessary forms required by the State and Federal Government for the reporting of operations of the Association as required by law.
- vi. The Treasure shall, if required by the Board of Directors, be bonded by an agreed upon amount as established by the Board as a security for the faithful discharge of his duties as Treasurer.
- vii. The Treasure shall exhibit at all reasonable times the Association's books and accounts to any Director or member of the Association upon application.

e) **TRUSTEE**

- i. The holder of the office of Trustee shall have custody and care of the physical assets of the Association, including but not limited to the Association's radio equipment.
- ii. The Trustee shall hold all of the Association's radio licenses. The Trustee shall have the responsibility of maintaining all licenses and shall ensure that all licenses issued to the organization are current.
- iii. The Trustee shall notify the directors if radio equipment repairs are needed.
- iv. The Trustee shall make regular reports at any meeting as needed.

f) **PAST PRESIDENT**

The Past President shall advise the Board of Directors and bring continuity to the new Board. If the current President has been re-elected, then the Past President shall no longer serve on the board directors, He shall be replaced by a fourth Member at Large on the Board of Directors.

g) **MEMBER AT LARGE (3/4)**

The holder of the office of Member at Large must be a member in good standing with voting privileges and will sit on the Board of Directors.

- i. All Members at Large are required to attend Board of Directors' meetings and have an equal vote as a Director.
- ii. The Members at Large shall represent the general body of members at these meetings.
- iii. The Members at Large shall conduct an Audit of the Treasure's books when a new person is elected Treasurer. An audit shall be preformed at least every three(3) years. The audit shall be done by a minimum of two(2) of the Members at Large. A signed report of their findings shall be submitted to the Board of Directors.

Section 4 - ELECTION OF THE BOARD OF DIRECTORS

See Article V.

Section 5 - TERM OF OFFICE

The term of office of each of the Directors shall be one year. There shall be no limit on the number of terms a Director may serve.

Section 6 - DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

- a) The Board shall have the control and general management of the affairs and business of the Association. Such directors shall in all cases act as a Board, by a majority.
- b) They may adopt such rules and regulations for the conduct of their meeting and the management of the Association as they may deem proper, not inconsistent with these By-Laws and the laws of the Commonwealth of Pennsylvania.
- c) The Board shall be empowered to authorize expenditures for improvements, for maintenance of the organization's property and for activities in furtherance of the goals of the organization, while retaining a reserve amount in the organization's accounts sufficient to cover recurring expenses for one fiscal year.

In calculating the reserve amount required, recurring expenses shall include, but not be limited to, the total of the previous fiscal year's utility bills, Internet services, insurance premiums, taxes, fuel for emergency power systems, on-going rental expenses and lease expenses. In calculating the amount actually held in reserve, the corpus of any endowment funds, trust funds or similar accounts shall be excluded from the calculation.

Section 7 - DIRECTORS MEETINGS

Regular meetings of the Board shall be held at least once a year or as the President deems appropriate or upon a request by of least three Board Members. Special meetings of the Board shall be called with adequate notice to all Board Members and shall be entered into upon written request to the Secretary. (See Article III Section 3c).

Section 8 - NOTICE OF MEETINGS

Notice of meetings, other than regular Board meetings, shall be given to each Director either in person, electronically or by U.S. Mail at least five (5) days prior to such meeting.

Section 9 - VOTING

- a) At all meetings of the Board of Directors, each Director is entitled to have one vote. In the case of an individual holding multiple offices, the individual is limited to one single vote. That is, there is one vote per person, NOT one vote per position held.
- b) Provided a quorum (as defined in Article III, Section 2) has been satisfied, a plurality of the votes cast by those present shall constitute an act of the Board.

- c) If the Board can not break a tie vote for a measure brought before the Board, then that measure shall be referred to the membership at the next membership meeting for a vote.

Section 10 - VACANCIES

a) A vacancy of a seat on the Board of Directors shall be declared when a Board member has been absent for more the 50% of the stated meetings held in a given year or has been absent for three consecutive Board meetings. Consideration will be given by the board if a letter of illness is received. However, such letter shall not be binding on the Board and shall not be deemed as prohibiting The Board from declaring the seat as vacant. Upon declaring a seat vacant, the absent Board Member shall be contacted and advised of such by an officer of the Board.

b) Any vacancy shall be filled by an election to fill that office to finish out the unexpired term at the next membership meeting.

Section 11 - REMOVAL OF DIRECTORS

Any one or more of the Directors may be removed with cause at any time by a majority vote of Members with voting privileges at any meeting.

Section 12 - QUORUM FOR BOARD OF DIRECTORS MEETINGS

At any meeting of the Board of Directors, the presence of five (5) Board Members shall constitute a quorum for the transaction of business; but in the event a quorum is not present, a lesser number may adjourn the meeting to some future time, not more than 30 days later.

ARTICLE IV

(RESERVED)

**ARTICLE V
ELECTION PROCESS**

The President, under new business at the January general meeting shall appoint, Pick or have volunteers named to a Nominating Committee of three (3) members with voting privileges who will serve for the next three months. Members selected to serve on the Nominating Committee must be present when nominated and must express their willingness to serve on the Committee. Members of the Nominating Committee are NOT eligible for election to the Board.

Section 1 - DUTIES OF THE NOMINATING COMMITTEE MEMBERS

The committee will seek out, and interview members to fill a slate of Officers and Board members to be voted on for the next year. There should be at least 2 candidates for each position. The secretary will provide a list of members with voting privileges and contact information to the nominating committee.

Section 2 - AVAILABILITY

Any member with voting privileges that is wishing to be an officer shall advise the nominating committee of their desire to seek office.

Section 3 - REPORTING

The chairman of the nominating committee will make his report to the Secretary in the first week in April to permit the Secretary to publish the slate of candidates wishing to stand for office. This slate of candidates shall be distributed to the members in the newsletter as well as electronically to each member and listed on the Website and/or by U.S. mail.

Section 4 - FORMAT OF THE BALLOT

The Ballot will list one or more names for each of the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Trustee
- Member at Large Vote for up to three
- Member at Large
- Member at Large
- Member at Large The 'Member at Large' candidate with the fourth most number of votes shall serve on the board, if the president is re-elected.

Section 5 – VOTING

Under new business at the April meeting the Secretary will present the slate of candidates in a paper ballot to each member with voting privileges. The Nominating Committee will collect all ballots. At this time the Nominating Committee will tally the ballots

Section 6 – TALLYING OF BALLOTS

Ballots will be counted and those nominees receiving the highest number of votes shall be duly elected for the year effective immediately. In case of a tie, a ballot for that office shall immediately be distributed. The tie breaker ballots shall be collected, counted and the winner announced.

Section 7 - PRESENTATION OF VOTING RESULTS

The chairman of the nominating committee will submit the final list of elected officers to the Secretary who shall announce the results and upon acceptance, he shall destroy all ballots.

At this point the nominating committee is disbanded.

ARTICLE VI ASSOCIATION ACTIVITIES

Section 1 - GENERAL ASSOCIATION ACTIVITIES

The Association's mission is to promote the hobby of amateur radio and in so doing, use amateur radio to benefit our community. The club will raise funds to maintain the Association's equipment and inspire new members to become involved with the hobby of communication. It is to expand all areas of the hobby to the fullest it can. In doing so it is the Association's goal to provide emergency communications wherever needed through times of natural and man-made disasters, throughout the commonwealth and the nation.

Section 2 - Central Pennsylvania IP Network (CPIN)

The Association activity known as CPIN is dedicated to providing backup communications for governmental agencies such as Emergency Operations Centers, 9-1-1 call centers and other first responders in the event of failure of the public infrastructure during times of a disasters. CPIN provides a dedicated, digital microwave network that is independent of the public infrastructure to link these organizations together with digital PBX-like telephone service, FAX service and data services. Subject to availability, all members of CPRA may receive the services of the CPIN at their own expense within the technical limits of the CPIN network's current design and build out.

Section 3 - Fundraising Activities

Any activity of the association may raise funds under the 501(c)7 status of CPRA. All donations or funds raised must be handled through the treasurer and show on the club ledger.

ARTICLE VII FISCAL YEAR

Section 1 - FISCAL YEAR

The fiscal year shall begin on the first day of April of each year.

ARTICLE VIII RULES

