

# Bylaws of the Phil-Mont Mobile Radio Club

## 2013

### PREAMBLE

Mindful of the duties and obligations of the radio amateurs of our country, its government and its people, to further and to increase our enjoyment and proficiency in the hobby of our choosing, and to promote, nurture and to create good fellowship among and between amateur radio operators, we associate ourselves for the purpose of forming a club for those amateur radio enthusiasts interested in mobile radio operation.

### ARTICLE 1- NAME

Section 1 - This Association shall be named, known and styled as: The Phil-Mont Mobile Radio Club. (PMRC) and shall hereinafter be referred to as the Association.

### ARTICLE 2 - FORM OF ORGANIZATION

Section 1 - This Association shall be a nonprofit, non-stock corporation, and no dividends, pecuniary gain or profit, incident or otherwise, shall be declared to its members. The corporation shall exist perpetually.

### ARTICLE 3 - MEMBERSHIP

Section 1 - Any person holding a valid amateur radio operator's license issued by the government of the United States of America, shall be eligible for membership.

#### Section 2 - Election of Members

Applications for membership shall be made, in the form prescribed by the Board of Directors, to the membership committee, which shall in turn submit said application to the Board of Directors. The Board of Directors shall cause publication of the names of all qualified applicants at each General Meeting, and shall also cause their names, with a brief resume, to be published in the monthly newsletter. A majority vote of those directors present at the monthly directors' business meeting next following such publication shall be necessary for election to membership. Application for membership, if rejected, cannot be considered again until after six months have elapsed.

### Section 3 - Terminating Membership

Any member in good standing who resigns or terminates his/her membership for good cause, such as military service, change in employment location requiring a move from the area, etc., shall be entitled to reinstate his/her membership by application or notification to the Board of Directors. There shall be no waiting period for admission for such applicants.

### Section 4 - Honorary Membership

Honorary memberships shall be granted by the Board of Directors. The Honorary member shall have the same privileges as other members, except the right to vote.

Section 5 - A copy of the Bylaws shall be provided to each newly elected member.

## ARTICLE 4 - DUES

### Section 1 - Annual Member Dues

The annual dues assessed each member shall be as determined by the Board of Directors. Dues shall be payable in advance on the first day of January of each year, and the first annual payment thereof shall be apportioned on a quarterly basis.

### Section 2 - Honorary Member Dues

Honorary members shall be free from dues assessment.

### Section 3 - Dues Notice

During December of each year, the Treasurer shall send each member a notice of dues payable for the ensuing year. Such notice shall be mailed to the member's latest address on file with the Association. The membership status of any member shall lapse automatically if dues are not paid by the last day in February, provided a second dues-payable notice was mailed to the delinquent member prior thereto.

## ARTICLE 5 - LOCATION

Section 1 - The location of the headquarters of the Association shall be Philadelphia, Pennsylvania or its suburbs.

## ARTICLE 6 - MEETINGS

Section 1 - There shall be at least two meetings of the Association each month. A General Meeting, open to members and guests, shall be held the first Wednesday of each month at a place designated by the Board of Directors, the General Meeting shall be devoted to appropriate business, programs and good fellowship. This mid-month meeting shall be devoted to the business of the Association, and shall be attended by the directors and Interested members.

## Section 2 - Annual Meeting

The December General Meeting shall be designated the Annual Meeting of the Association.

## ARTICLE 7 - MEETING NOTICES

### Section 1 - Regular Meetings

Meeting notices published in the monthly newsletter of the Association, addressed to the members, shall constitute sufficient and adequate notice to the members for the purpose of this article of the Bylaws.

### Section 2 - Special Meetings

Each member shall be entitled to two-week notice of any special meeting, and each director shall receive one-week notice of a regular or special meeting.

### Section 3 - Special Meetings: General Membership

Special meetings of the general membership may be called by the President at such times as (s)he may deem necessary, or upon written request signed by a majority of the Board of Directors, or upon written request signed by at least 25% of the members of the Association.

### Section 4 - Special Meetings: Board of Directors

Special meetings of the Board of Directors shall be called by the President whenever (s)he shall deem necessary, or at the written request signed by at least four members of the Board of Directors.

## ARTICLE 8 - OFFICERS

### Section 1 - Officers

The officers of this Association shall be President, Vice-President, Secretary and Treasurer.

Section 2 - All officers shall automatically become members of the Board of Directors for the term of their office.

## ARTICLE 9 - DUTIES OF OFFICERS

### Section 1 - President

The President shall be the chief executive officer of this Association: (s)he shall preside at all meetings of the members and directors: (s)he shall have general and active management of the business of this Association: (s)he shall see that all orders and resolutions of the Board of Directors are carried out; (s)he shall execute all contracts of the Association. Affixing the corporate seal thereto; (s)he shall have general superintendence and direction of all other officers of this Association and see that their duties are properly performed; (s)he shall submit a report of the operations of the Association for the fiscal year to

the Board of Directors and members at their Annual Meeting, and from time to time shall report to the Board of Directors and members all matters within his/her knowledge that may affect this Association: (s)he shall be ex-officio a member of all standing committees, and shall have the powers and duties usually vested In the office of President in a corporation; (s)he shall appoint all committees, except as herein otherwise provided.

#### Section 2 - Vice-President

The Vice President shall be vested with all the powers, and shall perform all the duties of the President during the absence of the latter, and shall have such other duties as may, from time to time, be determined by the Board of Directors.

#### Section 3 - Secretary

The Secretary shall attend all sessions of the Board of Directors, and all meetings of members, and act as clerk thereof; (s)he shall record all votes and minutes of all proceedings in a book to be kept for that purpose; (s)he shall maintain the official copy of the Bylaws of the Association and the Procedural Rules of the Association; (s)he shall send notices of all special meetings to the members, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision (s)he shall be; and (s)he shall be custodian of the corporate seal and all of the books and records of this Association, except as may be otherwise provided. The Secretary may have, subject to the approval of the Board of Directors, an assistant to aid him/her in his/her duties.

#### Section 4 - Treasurer

The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of this Association, and shall deposit same in the name of this Association in depositories designated by the Board of Directors: (s)he shall pay all vouchers or orders properly attested by the President and Secretary, and shall make a complete and accurate report of the finances of this Association at each Annual Meeting of the members, or at any other time upon request of the Board of Directors. The Treasurer may have, subject to the approval of the Board of Directors, an assistant to aid him/her in his/her duties.

### ARTICLE 10 - BOARD OF DIRECTORS

#### Section 1 - Board of Directors

The Board of Directors shall be eleven in number and shall consist of all the officers of this Association (as set forth in Article 8, Section 1), six other members elected by the membership and one member appointed by the President.

#### Section 2 - Terms

The six members of the Board of Directors elected by the membership shall be elected for two-year terms, three directors standing for election each year.

### Section 3 - Members

The member of the Board of Directors appointed by the President shall be selected from the past officers or directors of the Association, and shall serve for a term of one year.

## ARTICLE 11 - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1 - The property and business of this Association shall be managed by the Board of Directors.

### Section 2 – Powers.

In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this Association, and elsewhere in these Bylaws, the following specific powers are expressly conferred on the Board of Directors. To purchase or otherwise acquire for the Association any property, right or privilege which the Association is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents, and to determine their duties; to determine who shall be authorized, on behalf of this Association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments; and generally to do all such lawful acts and things as are not by law, or by charter or by these Bylaws directed or required to be done by the members.

### Section 3 - Board of Directors

Only persons who have been members for one year shall be eligible for election as an officer or member of the Board of Directors.

## ARTICLE 12 - ELECTIONS AND TERMS OF OFFICE

### Section 1 - Elections

Elections shall be at the Annual Meeting and shall be conducted in accordance with rules of election established by the Board of Directors.

### Section 2 - Vacancies of Offices

In the event of a vacancy in any office or on the Board of Directors, the remaining members of the Board of Directors shall, by majority vote, fill such vacancy for the unexpired term.

### Section 3 - Removal of Officers or Directors

Any officer or director may be removed by the Board of Directors, whenever, in the judgment of the Board, the best interest of the Association will be served thereby. The Board of Directors shall have the power to select a member to fill any vacancy for the unexpired term.

### Section 4 - Ballot

The ballot for the elections in this Association shall be a closed, written ballot.

#### Section 5 - Office Eligibility

Any member in good standing for a minimum of one year shall be eligible to hold office in this Association either as an officer or as a member of the Board of Directors.

#### Section 6 - Issues

Each member in good standing shall have one vote on all questions presented for action at any General Meeting.

#### Section 7 - Elections

Voting by members at the Annual Meeting shall be either in person or by absentee ballot; absentee ballots shall be in writing and accepted from members in good standing when, for any reason, they cannot attend the Annual Meeting.

Section 8 - The term of office of an officer shall be for one year, commencing January 1st, or until his/her successor is elected.

### ARTICLE 13 - QUORUM

#### Section 1 - Members

A quorum for the purpose of transacting any business at a General Meeting of the members shall be at least 25% of the membership. If the business to be transacted at the meeting has been published in the official association publication (The Blurb) at least one month prior to the meeting, a quorum for the purpose of transacting that business shall consist of the members present and voting.

#### Section 2 - Board of Directors

A quorum for the purpose of holding any meeting of the Board of Directors shall be the simple majority of the members of the Board of Directors.

### ARTICLE 14 - PROCEDURAL RULES

Section 1 - Procedural Rules adopted by the Board of Directors or by the membership, relating to the business of the Association and its committees, shall be published in the monthly newsletter, and a permanent copy shall be attached to the official copy of the Bylaws.

### ARTICLE 15 - RIGHTS AND OBLIGATIONS OF MEMBERS

#### Section 1 - Members

No member or officer of this Association shall promise or obligate this Association to any expenditure or activity without specific authorization of the Board of Directors.

## Section 2 - Board of Directors

The books, accounts and reports of this Association shall be open for inspection to any member of the Board of Directors at any time. Members of this Association may, at the discretion of the Board of Directors, inspect such books, accounts and records or this Association at such reasonable times as the Board of Directors may, by resolution, designate.

## ARTICLE 16- STANDING COMMITTEES

Section 1 - There shall be such standing committees as from time to time shall be determined by the Board of Directors.

## ARTICLE 17 - ASSOCIATION SEAL

Section 1 - This Association shall have a seal, upon which shall be inscribed the name of the Association, the year of its incorporation, and the words, "Incorporated Commonwealth of Pennsylvania."

## ARTICLE 18 - AMENDMENTS

Sections 1 - The members of this Association may, by a majority vote of those members present and voting, alter, amend, suspend, or annul these Bylaws at any General Meeting or special meeting called for this purpose, provided that notice of intent to amend has been published in the official Association publication at least one month prior to the meeting.

As Amended 9/19/79, 1/1/86, 9/11/93, 9/4/96, 5/20/13