

BY-LAWS
of the
ALABAMA REPEATER COUNCIL
INCORPORATED

ARTICLE 1

NAME AND PURPOSE

- 1.1 NAME: The name of the corporation is Alabama Repeater Council, Inc. (herein after referred to as ARC) and may be hereinafter referred to as the Council.
- 1.2 PURPOSE: The purpose of this Council is to establish an educational, benevolent, eleemosynary, non-profit organization of members.
 - 1.2.1 To render public service through Amateur Radio.
 - 1.2.2 To gather and disseminate information concerning Amateur Radio operation of qualified automatic devices (hereinafter referred to as QADs) using any emission.
 - 1.2.3 To coordinate efforts and establish standards regarding QAD systems and associated functions.
 - 1.2.4 To associate with groups similarly constituted to broaden the scope and function of Amateur Radio as a service in the public interest, convenience or necessity.
 - 1.2.5 To encourage experimentation by the Council members in advanced techniques on the use of QADs in order that the general technical excellence of QAD systems shall be improved.
 - 1.2.6 To place emphasis on maintenance of communication with Council members through meetings and bulletins distributed to members.

ARTICLE II

MEMBERSHIP

- 2.1 MEMBERSHIP: Membership in this corporation will be in two (2) classes: Regular Membership and Associate Membership.
 - 2.1.1 REGULAR MEMBERSHIP: To qualify as a regular member which allows a person to hold office, nominate, vote, and participate with ARC membership privileges, the regular members QAD must be operable and on the air within the ARC area and must be an ARC approved coordination. Regular Membership

privileges shall be extended to qualifying Holders of Record in the case of an individual as Holder of Record or the properly licensed person designated in writing to the ARC in the case of a club or agency as Holder of Record upon application, payment of dues, and approval of the appropriate officer, committee, or Board of Directors as the Board of Directors may authorize. Only one Regular Membership allowed per Holder of Record. Each Regular Membership shall have one (1) vote.

No regular member may be permitted to participate in the election process in any manner including, but not limited to, nominating a candidate or casting a ballot if the regular member operates a de-coordinated QAD nor shall that person be eligible for any office, either elected or appointed, within the ARC.

Regular member applications with payment of the specified dues, does not automatically result in membership. Any applicant's membership may be rescinded or refused, by vote of the Board of Directors, or Executive Committee if between scheduled meeting dates, if the ARC believes that person's regular membership to not to be in the best interest of the ARC. In the event this occurs, ARC shall return any collected dues for current membership.

It is expected that members of the ARC represent themselves and the organization with a spirit of cooperation and decorum at all times. Any behavior that is contrary to the spirit of cooperation and proper conduct in action or speech, whether at the annual meetings, hamfests, in regional meetings, or at any other occasion when the ARC is represented, shall be grounds for dismissal from the ARC membership and necessitate the refunding of that year's dues.

Applications for Regular Membership may be submitted in person or mailed with a membership paper application that can be found on the ARC website at www.alabamarepeatercouncil.org. Being a Regular Member allows nominations and voting privileges on candidates and Directors.

Voting in the ARC is the responsibility of the Directors and the Executive Committee. In certain instances, a regular member shall be permitted to participate in the election process by nominating a candidate, and/or casting a ballot for the Directors.

- 2.1.2 ASSOCIATE MEMBERSHIP: Available to others who have an interest in the purpose of the ARC, may hold an appointed but not elected office and are not entitled to vote.
- 2.1.3 MEMBERSHIP DUES: The dues of Regular Membership and Associate Membership shall be determined by the Board of Directors.
- 2.2 TERM OF MEMBERSHIP: The term of all categories of membership is concurrent with the fiscal year ending on December 31.

2.3 **TERMINATION OF MEMBERSHIP:** All categories of membership will be terminated by non-payment of dues, following a thirty (30) day grace period ending on January 30th.

ARTICLE III

BOARD OF DIRECTORS

3.1 **BOARD OF DIRECTORS:** The Board of Directors of the ARC shall consist of the officers, twelve (12) elected Directors and the Frequency Coordinator whom the board shall appoint. Each officer and director shall have only one (1) vote. The members of the Board of Directors will have broad voting rights and shall have final authority in the administrative affairs of the ARC.

3.1.2 **SELECTION OF DIRECTORS:** The Council shall consist of four (4) Regions divided by counties:

| NORTHERN | NORTH-CENTRAL | SOUTH-CENTRAL | SOUTHERN |
|-----------------|----------------------|----------------------|-----------------|
| Lauderdale | Lamar | Sumter | Choctaw |
| Limestone | Fayette | Greene | Washington |
| Madison | Walker | Hale | Mobile |
| Jackson | Blount | Perry | Clarke |
| Colbert | Etowah | Chilton | Baldwin |
| Franklin | Jefferson | Coosa | Monroe |
| Lawrence | St. Clair | Tallapoosa | Conecuh |
| Morgan | Calhoun | Chambers | Butler |
| Marshall | Pickens | Marengo | Crenshaw |
| DeKalb | Tuscaloosa | Dallas | Covington |
| Marion | Bibb | Wilcox | Pike |
| Winston | Shelby | Autauga | Coffee |
| Cullman | Talladega | Bullock | Geneva |
| Cherokee | Clay | Montgomery | Dale |
| | Cleburne | Lowndes | Barbour |
| | Randolph | Macon | Henry |
| | | Lee | Houston |
| | | Russell | Escambia |
| | | Elmore | |

Each Region shall be represented by three Directors elected by the Regular Membership of that Region. Any Regular Council member not otherwise prevented from holding office in accordance with these bylaws, may be a Director. The thirteenth Director (hereinafter referred to as the Frequency Coordinator) shall be selected by a simple majority of the Board members present at a called meeting. The Frequency Coordinator shall be the thirteenth Director on the Board and shall have his/her duties delineated by the Board.

- 3.1.3 DIRECTORS TERM OF OFFICE: Directors will serve four-year terms beginning at the Membership meeting in which they are elected.
- 3.1.4 By-Laws shall be in hand or available on the ARC website for new Officers and Directors every election year.

ARTICLE IV

OFFICERS

- 4.1 PRINCIPAL OFFICERS: The thirteen Directors (elected by the Regular Membership) shall select the principal officers of the Council. They shall be President, Vice-President, and Secretary-Treasurer. These officers shall be selected by the Board of Directors every four years and shall take office immediately. Seven (7) votes shall be required for the election of any officer.
- 4.2 PRESIDENT: The President shall preside at all meetings of the Council membership and all Directors meetings. He/She shall be an ex-officio member of all Council committees. He/She must sign all authorized contracts and other obligations and undertakings in the name of and on behalf of the Council. He/She shall be the principal officer of the Council and shall have general charge of and supervision of the Council's affairs. He/She shall perform such duties as may be assigned him/her by the Board of Directors. The President may delegate any specific signatory power to another Director.
- 4.3 VICE-PRESIDENT: At the request of the President, or in the event of his/her absence or disability, the Vice-President shall have other powers and perform such other duties as the Board of Directors or President may assign from time to time.
- 4.4 SECRETARY-TREASURER: The Secretary-Treasurer shall attend, and disseminate the minutes of, all meetings of the Council membership and of the Board of Directors. He/She shall promptly disseminate such minutes to each Director, following each membership or Director's meeting. He/She shall keep reports on all meetings of Council committees, unless otherwise notified by the President. He/She shall submit applications for membership and keep a current list of Council members. The Secretary-Treasurer shall have other powers and perform such other duties as the Board or President may assign from time to time.
 - 4.4.1 He/She shall, in general, perform all duties incident to the office of Secretary-Treasurer, subject to the control of the Council.
 - 4.4.2 He/She shall keep a current list of Council membership, and shall supply such list to each Director.
 - 4.4.3 He/She will keep the Charter, Articles of Incorporation, and the By-Laws and have them with him at all meetings. He/She will cause all amendments, changes, and additions to be noted therein and will permit the same to be consulted by Directors on request.

- 4.4.4 He/She will have control of all funds of the Council subject to such regulations as may be prescribed by the Council's Board of Directors. He/She may endorse on behalf of the Council for collection, checks, notes, and other obligations and shall promptly deposit the same and any other receipts received in cash in such banks or other depositories as shall be designated by the Council. The Secretary-Treasurer shall enter regularly on the Books of the Council, to be kept by him/her for that purpose, full and accurate account of all monies and properties received, and all monies and obligations paid or incurred for the account of the Council and shall exhibit such books for inspection to the Board of Directors at all reasonable times.
- 4.4.5 He/She shall also provide a report of the current financial condition of the Council at each Council meeting. He/She will, at the end of his/her term of office, relinquish to his/her successor everything in his/her possession belonging to the Council.
- 4.4.6 The Secretary-Treasurer may select a person to perform the physical duties of his/her office, however, the Secretary-Treasurer is responsible for the proper management of the office in any event.
- 4.5 VACANCIES: In the event of the death, resignation, or inability to serve of any Director, the President shall, at the next Membership meeting conduct an election for someone to serve the remaining term of the vacated Director. In the event of death, resignation, or inability to serve of any officer, a special Board of Directors meeting will be called by the President or in the absence of a President by the Vice President to select a new officer to serve the remaining current term of office.
- 4.6 REMOVAL FROM OFFICE: Any Officer/Director may be removed from office for conduct deemed detrimental to the Council or to the Amateur Radio Service in general, following a hearing before the Board of Directors. The hearing before the Board of Directors may not be scheduled until at least thirty (30) days after a special committee consisting of not less than four (4) Directors, appointed by the President has investigated the alleged conduct and recommended a hearing by the full Board of Directors. If the President is the person to be removed, then the Vice-President shall preside and assume the duties of the President until the hearing and any subsequent proceedings are concluded. A two-thirds (2/3) majority of those Directors present (except the Officer/Director in question) at the full Board meeting shall terminate the Regular Membership or the Directorship or both of the Officer/Director in question depending upon the recommendation of the committee.
- 4.7 Any Director moving out of his Region would be an automatic resignation for such Region. Should there be an open Director position in his/her new Region, provided he/she is still in the State of Alabama; he/she may take on such until the end of his/her term.

ARTICLE V

COMMITTEES

- 5.1 COMMITTEES: Committees shall be authorized by the Board of Directors as required and shall be confirmed at least every four (4) years.
- 5.2 STANDING COMMITTEES: There shall be at least four (4) standing committees: Executive; Frequency Coordination and Standards; Membership; Constitution and By-Laws.
- 5.3 COMMITTEE POWERS: The Board shall delineate areas of authority and responsibility to each committee on an individual basis subject to Board review at least every four (4) years.
- 5.4 REMOVAL OF COMMITTEE CHAIRMAN FROM OFFICE: The President may remove any Committee Chairman or Committee Members from office for neglect of duty or for conduct detrimental to the Council with the concurrence of the Board of Directors.
- 5.5 REVIEW OF DIRECTORS: Decisions of all committees are subject to the review of the Board of Directors and may be overruled by them.
- 5.6 EXECUTIVE COMMITTEE: The Executive Committee shall consist of the three (3) officers of the ARC.
- 5.7 GREVIENCE COMMITTEE: The Grievance Committee shall be the Board of Directors. The Grievance Committee shall hear all disputes and questions that may arise from time to time regarding ARC business, defining any undefined term in the Constitution or Bylaws, or settling the meaning or intent of any portion thereof. The decision of the Grievance Committee shall be final.

ARTICLE VI

MEETINGS

- 6.1 COUNCIL MEMBERSHIP MEETINGS: Council membership meetings must be held at least once a year and may be held in conjunction with a Regional meeting. Other Council meetings may be called by the President when requested by a majority of the Board. All Council Membership meetings must be open. The Board of Directors shall schedule the annual Membership Meeting.
- 6.2 SPECIAL MEETINGS: Special Membership or Board of Directors meetings shall be called by the President when requested by a majority of the Board of Directors. The agenda for Special Meetings shall be stated in the announcement of the meeting and shall be limited thereto. Electronic devices may be used to provide the communications medium for any Special Meetings with the concurrence of the Board of Directors.
 - 6.2.1 REGIONAL MEETINGS: Regional meetings shall be held at such Regional Hamfest as approved by the Board of Directors. Regional Meetings should be held in each of the ARC regions once per year if possible.

- 6.2.2 **BOARD OF DIRECTORS MEETINGS:** A Board of Director's Meeting shall be held in January of each year, location and time to be set by the President. A second Board of Directors should be held prior to the annual Membership meeting. Electronic devices may be used to provide the communications medium for any Director's Meeting with the concurrence of the Board of Directors.
- 6.2.3 All Officers and Directors shall hold a brief meeting prior to each Regional Meeting to establish an agenda for the Regional Meeting. This Meeting shall be for Officers and Directors only. Location and time of such meeting shall be set by the President. The agenda shall be published prior to the meeting.
- 6.2.4 Members and non-members should contact a Director of their Region to place items on the agenda of the upcoming meeting. Only items placed on the agenda by a Director or officer may be brought up in Regional meetings
- 6.4 **QUORUM:** At any Board of Directors meeting, a majority of those serving on the Board of Directors present will be considered a quorum for the transaction of business.
- 6.5 **VOTING:** Each Director has only one (1) vote in any Board of Directors meeting. A Director may vote by proxy (or absentee ballot) under certain conditions stipulated by the Board.
 - 6.5.1 All decisions at any Board of Directors meeting shall be by a majority vote of a quorum (except where stipulated otherwise). Each Director shall have one and only one vote.
 - 6.5.2 Notwithstanding the provisions of any other part of these By-Laws, any officer may interrupt ordinary parliamentary procedure at any time to conduct a non-binding straw vote on any issue, whether or not that issue is under discussion at the time of the interruption.
 - 6.5.3 The President or other presiding chair at any meeting of the ARC may table any motion to a future date or may refer that motion to an existing committee or appoint a committee to take up any motion tabled at a meeting provided he/she does so prior to taking a binding vote. No further discussion or action may be made on a motion that has been tabled and/or referred to a committee until that committee delivers the motion back for discussion and consideration or tables the motion. Should a committee postpone a vote on a motion that motion is not eligible to be brought back up at any meeting or by any other committee until a final vote and disposition has been reached by the committee considering said motion.

ARTICLE VII

PARLIAMENTARY PROCEDURE

- 7.1 Revised Roberts Rules of Order shall serve as the parliamentary authority of the Council for all rules and procedures not specified in the Articles of Incorporation or in the By-Laws.

ARTICLE VIII

FISCAL AFFAIRS

- 8.1 FISCAL YEAR: The first full fiscal year shall commence after acceptance of the Articles of Incorporation by the State of Alabama and continue annually on a calendar basis.
- 8.2 AUDITS: The Directors shall audit the books of the Council immediately prior to the annual meeting and shall report the condition of the books at each annual meeting. The Board of Directors may audit the books more frequently if needed.
- 8.3 COUNCIL FUNDS: All funds and properties received by or coming into custody of the Council belong to and are trust funds and property of the Council to be expended only in accordance with the regulations prescribed by the Council.
- 8.4 DUES: Membership in the Council shall be maintained by the payment of dues excluding.
- 8.4.1 Regular Membership dues shall be set by the Board of Directors per fiscal year due the first day of the first month of the fiscal year.
- 8.4.2 Associate Membership dues shall be set by the Board of Directors per fiscal year due the first day of the first month of the fiscal year.
- 8.4.3 Annual dues become due January 1 of each year.
- 8.5 COUNCIL BUDGET: The President shall submit an annual budget to the Board of Directors for approval. This budget shall be presented at the annual Board of Directors meeting for the upcoming year, and if approved, will authorize the Secretary-Treasurer to disburse Council funds in the amounts stated in the budget, as required, or upon the request of the appropriate officer or committee chairman.
- 8.6 DISBURSEMENTS: The Secretary-Treasurer shall make all disbursements of the Council's funds. No single item disbursement shall exceed one hundred (100) dollars unless authorized in the Council's Budget or by the provisions of Articles 8.7 and 8.8.
- 8.7 PRESIDENT'S DISCRETIONARY FUND: The President shall have a discretionary fund not to exceed five hundred (500) dollars each fiscal year. He/She may order disbursements against this fund for Council purposes only.

- 8.8 EXECUTIVE COMMITTEE'S DISBURSEMENT AUTHORITY: The Executive Committee may order disbursements for emergency needs which arise prior to the next annual Board of Directors meeting. The Executive Committee's emergency disbursement authority shall not exceed five hundred (500) dollars per item disbursement.
- 8.9 The Board of Directors may borrow or lease certain equipment items of high cost under terms suitable to the Board. Leased items shall be budgeted in advance if the cost exceeds the specifications in Articles 8.6, 8.7, and 8.8.

ARTICLE IX

PROHIBITED ACTIONS

- 9.1 PROHIBITED ACTIONS AND MOTIONS: Members, Directors, and Officers shall be prohibited from certain actions as outlined below and as set by the Board of Directors and included in the minutes of ARC meetings.
- 9.2 No member, Director, or Officer of the ARC may introduce a motion who's intent or effect could result in the following:
- a. Cessation of frequency coordination's within the borders of the State of Alabama by the ARC.
 - b. Appointing or recommending any other entity to become the recognized frequency coordinator within the State of Alabama.
 - c. Allowing any other entity to choose or elect any officer or director of the ARC.
 - d. The ARC accepting, recognizing, or following the bylaws or coordination policies and guidelines of any other entity.
 - e. Merging the ARC with or into any other entity.
 - f. Any action contrary to our Constitution, Bylaws, or Federal or State law or regulation.