

THE INDIANA COUNTY AMATEUR RADIO CLUB, INC.

BY-LAWS of the Association

Adopted February 4, 1963

Updated including all changes effect xx/xx/2021.

PREAMBLE:

We, citizens of the Commonwealth of Pennsylvania, have associated ourselves for the purpose of promoting Amateur Radio for the education and promotion of value of amateur radio for our members and to provide a network of support communication for the County of Indiana, Pennsylvania, during periods of emergency.

ARTICLE ONE: NAME

This Association shall be named, known and styled as **THE INDIANA COUNTY AMATEUR RADIO CLUB, INC.**

ARTICLE TWO: MEMBERSHIP

Section 1: Any person of good moral character shall be eligible for membership in the Association.

Section 2: Anyone obtaining a license through a club sponsored event (class and/or testing session, etc.) shall be granted membership in the Association, with a waiver of their first years' dues.

Section 3: Any member whose dues are in arrears for a period of three months (or greater) shall be dropped from the active rolls. Such members' reinstatement shall be granted when dues are paid current.

Section 4: A full membership shall be granted to any person who is a licensed amateur radio operator with dues paid and current. Full members shall be eligible for all voting rights and to hold office.

Section 5: Associate membership shall not carry voting privileges, nor shall it be eligible to hold office.

Section 6: Family memberships shall be made available to all immediate family member/s within the same household. Family membership shall be limited to one licensed voting member per household, with a dues reduction as set forth by the Board of Directors. Licensed members shall be eligible to hold office and shall be limited to one family member holding office.

ARTICLE THREE: DUES

Section 1: Dues shall be established and maintained by the Board of Directors.

Section 2 Dues levels shall be established for the following categories: Full, Associate, Family. Dues shall be assessed on an annual basis and are payable January 1 of the new year.

Section 3: Should a member leave ICARC for any reason before the end of the current year ICARC shall not be required to refund any or all the member's dues, regardless of reason for the member's departure. Special permission may be granted at the discretion of the Board of Directors with good reason.

ARTICLE FOUR: LOCATION

Section 1: The principal office of the Association shall be located at the home address of the incumbent Secretary. This shall be a physical location. A permanent Post Office (P.O.) Box may be established for Club correspondence, with two keys issued (Secretary and Treasurer) and shall be checked at a minimum twice monthly.

ARTICLE FIVE: MEETINGS

Section 1: A general membership meeting shall be held at least once per month. The December meeting shall be considered the "Annual Meeting". The Board of Directors shall also meet once per month. Meetings may be cancelled for extenuating circumstances that affect all or a majority of the membership at the discretion of the president.

Section 2: A special meeting of the general membership of the Association may be called by the President at such time as deemed necessary; or upon a written request signed by 3 members of the Board; or upon the written request of 1/4 of the full membership of the Association.

A special meeting of the Board of Directors may be called by the President as deemed necessary; or upon a written request signed by 3 members of the Board.

Section 3: In order to keep the business at a minimum during the general meeting, all items for discussion should be on the Board agenda for that meeting. Members with items for discussion at the general meeting should contact the Board prior to the meeting.

Full discussion should be allowed upon all items on the agenda.

ARTICLE SIX: NOTICES

Section 1: Notices of all special meetings shall be in writing and sent through the US Mail or email. In an emergency, so declared by the Board or the President, this rule may be waived.

ARTICLE SEVEN: OFFICERS

Section 1: The officers of the Association shall consist of: President, Vice-President, Secretary, Treasurer, plus five Board members.

ARTICLE EIGHT: DUTIES OF OFFICERS

Section 1: The President shall be the Chief Executive officer of the Association and shall preside at all membership and Board meetings; shall see that all orders and resolutions of the Board

are carried out; shall have direction of all other officers and see that their duties are properly carried out; shall see that all bonds, mortgages and contracts are carried out by the affixing of the corporate seal; shall submit a report of the Association operations for the fiscal year to the Directors and members at the Annual Meeting, and from time-to-time report to the Board all matters within his/her knowledge that may affect the Association. He/she shall be a member ex-officio of all committees and shall have powers and duties and management usually vested in the office of President of a Corporation.

The President shall appoint all committees except as otherwise provided.

Section 2: The Vice President shall be vested with all the powers and duties of the President during the latter's absence; and shall have any other duties delegated by the Board. In the event that the President is absent at any meeting the Vice President shall preside.

Section 3: The Secretary should attend all sessions of the Board and act as a clerk. The Secretary shall send notices of meeting to Board members; The Secretary shall perform any other duties delegated by the Board or the President. The Secretary shall keep all non-financial books and records of the organization.

Section 4: The Treasurer, under the direction of the Board, shall have charge of all funds of the Association; shall deposit same, in the name of the Association, in a depository as designated by the Board. The Treasurer shall pay all vouchers that are attested to by the President or the Secretary. The Treasurer shall make a complete and accurate report of the Association finances at monthly meetings or any other reasonable time to the Board.

ARTICLE NINE: BONDS

Section 1: The Board may require officers to be bonded for any amount deemed necessary. The Association shall cover all bond costs.

ARTICLE TEN: THE BOARD OF DIRECTORS

Section 1: The Board shall consist of nine members as follows: all officers of the Association as set forth in Article Eight; three others to be elected by the membership by majority vote at the

Annual Meeting; the outgoing President; and the License Trustee, who is a permanent member of the board so long as he/she holds that appointment. The License Trustee is appointed by the President and is a permanent member of the Board so long as he/she holds the office and continues to serve as License Trustee.

Section 2: In case the President is re-elected for the next term, then an extra Board member may be elected to fill the 9-member requirement.

ARTICLE ELEVEN: DUTIES OF THE BOARD

Section 1: The property and business of the Association shall be handled by the Board.

Section 2: In addition to the general powers of the Board 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 by-laws, the following are expressly conferred upon the Board of Directors:

To purchase or otherwise acquire for the Association any property, right, or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint or remove or suspend subordinate agents or members, to determine their duties and affix their salaries; to confer by resolution upon any agent or officer of this Association the power of permanently removing any officers or suspending any officer or member for due cause; to determine who shall be authorized to sign on behalf of this Association any bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments; to delegate any powers of the Board to any standing committees, special committees, or to any officer or agent of the Association, with such powers as the Board may see fit to grant; to generally do all such lawful acts and things as are not by law, charter or these By-laws directed or required to be done by the members.

Section 3: If any officer or Board member is absent for more than two consecutive meetings without a valid, extenuating reason, the office may be declared vacant by the Board of Directors. Such office shall be filled according to these By-laws.

ARTICLE TWELVE: NOMINATIONS, ELECTIONS and TERM OF OFFICE

Section 1: All elections shall be held annually.

Section 2: Nominations for all offices shall be made from the floor at the regular November meeting of the Association. Nominations shall be made separately for each office, beginning with President. All nominations shall have been cleared with the person being nominated.

Section 3: A simple majority of the voting members present at the December Membership meeting shall be required to elect officers.

Section 4: All terms of office are for one year. When a vacancy occurs (either on the Board or as an Officer) the remaining Board members shall fill the unexpired vacancy. When more than one name is in nomination for any office, voting shall be by secret ballot.

Section 5: Newly elected Officers shall be installed at the December Membership meeting and shall assume leadership at the close of that meeting.

Section 6: Any full or family member in good standing is eligible to vote and/or hold office in the Association. In the case of family membership, the person holding office must be a licensed amateur radio operator.

ARTICLE THIRTEEN: QUORUM

Section 1: A quorum of 10 voting members is required to hold a special or general meeting. A quorum of 5 is required to hold a Board of Director's meeting.

ARTICLE FOURTEEN: MAJORITY VOTE

Section 1: A simple majority of voting members present shall be required to pass any motion at a membership or Board meeting.

ARTICLE FIFTEEN: RIGHTS

Section 1: Every full member in good standing shall have the right to vote at any general membership meeting and to hold office.

Section 2: The books, accounts and records of the Association shall be open for inspection to the Board at any time. Members may examine such records at a reasonable time and place.

ARTICLE SIXTEEN: SEAL

Section 1: The Association shall have a corporate seal upon which is inscribed the name of the Association, the year of its creation and the words:

INCORPORATED COMMONWEALTH OF PENNSYLVANIA.

ARTICLE SEVENTEEN: AMENDMENTS

Section 1: The members of this Association may, by a vote of 2/3 of the voting members present, propose to alter these By-laws, at any regular or special meeting. A notification, to include the current By-Law and proposed change, shall be sent to all members prior to any vote described in Section 2.

Section 2: Any changes to these By-laws shall be voted upon by the voting members present at the next regular meeting following their initial presentation to the Association.

ARTICLE EIGHTEEN: ADOPTION OF ORIGINAL BYLAWS,

Section 1: These By-laws were adopted by a majority vote of members present and voting at the time of its original proposal to members for its ratification.

Section 2: These By-laws were in full force and effect immediately upon their adoption as set forth in above **Section 1.**

Section 3: The original By-laws were legally registered and in effect on February 4, 1963.

ARTICLE NINETEEN: PRESENT BY-LAWS

Section 1: These By-laws as set forth here-in have been duly revised at the December 1982 regular meeting according to **Article Seventeen, Section 2** above.

Section 2: These By-laws as set forth here-in have been duly revised at the February 1992 regular meeting according to **Article Seventeen, Section 2** above.

Section 3: These By-laws as set forth here-in have been revised for non-substantive, editorial changes such as he/she gender revisions. These latest revisions have been attested to by Dick Christensen, N3EHO, Secretary/Treasurer on January 14, 1994.

Section 4: These By-laws as set forth here-in have been revised to eliminate all references to dollar amounts for dues in **Article Two, Section 5; Article Three, Section 1** and **Article Three, Section 2** eliminated. In their place an addendum called the **ICARC Dues Structure** has been added. These latest revisions have been attested to by Dick Christensen, N3EHO Board Member on May 4, 1999.

Section 5: This section has been added and these By-Laws as set forth here-in have been revised to reflect substantive and necessary changes to **Preamble, Article 2 Section 2, Article 2 Section 3, Article 2 Section 4, Article 2 Section 5, Article 2 Section 6, Article 3 Section 1, Article 4 Section 1, Article 5 Section 1, Article 6 Section 1, Article 8 Section 1, Article 8 Section 3, Article 8 Section 4, Article 10 Section 1, Article 11 Section 2, Article 12 Section 5, Article 12 Section 6, Article 13 Section 1, Addition of Article 3 Section 2, Article 3 Section 3, Addition of Article 19 Section 5, Addition of Article 20, and removal of Article 2 Section 7 and Dues Structure.** These latest revisions have been attested to by Gary C Miller, KC3NHE Board Member on November 2, 2021.

ARTICLE TWENTY: DISSOLUTION

Section 1: If the Association dissolves for any reason all assets, both real and monetary, shall be dispersed to local charitable organizations. This shall be determined by the remaining members at the time of dissolution.

Section 2: The Association shall be dissolved upon a membership of three or less active members, or when 10 or less

active members exist, and they choose to dissolve the Association.