

## **BYLAWS OF THE READING RADIO CLUB**

### **ARTICLE I NAME**

Section 1. This Organization shall be named, known, and styled as:

#### **THE READING RADIO CLUB**

### **ARTICLE II PURPOSE**

Section 1. The purpose of this Organization shall be to further the interest of amateur radio in the City of Reading, County of Berks, and Commonwealth of Pennsylvania, to provide as far as possible, adequate means for emergency communications in the event of a disaster, and to promote a camaraderie among persons interested in radio communications.

### **ARTICLE III MEMBERSHIP**

Section 1. The membership of this organization, hereinafter RRC, shall consist of persons, male or female, regardless of race, creed, color, or national origin, interested in amateur radio, whether licensed or unlicensed by the Federal Communications Commission, hereinafter FCC, or its authorized agent.

Section 2. There shall be three (3) classes of membership:

- A. **FULL MEMBERS:** Those persons who are holders of a valid amateur radio operator and/or station license issued by the FCC or its authorized agent. Full Members over the age of eighteen (18) have voting rights.
- B. **SUPPORTING MEMBERS:** Those persons of any age, who are interested in amateur radio and who are not holders of a valid amateur radio operator and/or station license issued by the FCC or its authorized agent. Supporting Members do not have voting rights.
- C. **HONORARY MEMBERS:** The Board of Directors may designate as an Honorary Member any member who has been a Full Member for twenty-five (25) years or more and has given the club many years of dedicated service. Honorary Members have the same rights as Full Members, but do not need to pay dues.

Section 3. A fee for initiation, determined by the Board of Directors, shall accompany the application for membership. If the applicant is not accepted, the fee shall be refunded.

Section 4. Any Member may be removed from membership by a majority vote by the Members present at any annual, regular or special meeting of the Board of Directors, called for that purpose, for conduct deemed prejudicial to the RRC, provided that such Member shall have first been served with written notice of the accusations against him and shall have been given the opportunity to produce his witnesses, if any, and to be heard at the meeting at which such vote is taken. Removal of the Member by the Board of Directors may be appealed to those of the Membership having the power to vote. The appeal process is as follows:

- A. The suspended or removed member from the RRC will submit their appeal request in writing within 30 days of the date of removal or suspension.
- B. Upon receipt of the Appeal, the RRC Board of Directors will immediately assign five full or honorary members of the general membership to an appeal panel to function as impartial reviewers of the Appeal. The following persons may not be on the panel:
  - a. Any member of the RRC Board of Directors.
  - b. Family member of the member filing the appeal.
  - c. Any member involved in the incident resulting in suspension or removal.
- C. The panel will review the suspension or removal of the member and the Appeal.
- D. The panel will decide to uphold or overturn the suspension or removal and present their decision to the RRC Board of Directors. The panel's decision will be final.
- E. When the panel reaches a decision, and the results presented to the RRC Board of Directors, the results of the appeal will be given to the appealing member.
- F. The entire appeal process is a private matter and will not be discussed with any other member of the club. The appealing member may announce it at a general membership meeting if they choose. The RRC Board of Directors and appeal panelists will NOT discuss this matter with any other members

outside the RRC Board of Directors and the appeal panel. The panel may research the appeal and suspension with anyone they deem necessary to be fair in deciding and are encouraged to use discretion.

G. The appeal process will be completed within 45 days after the RRC Board of Directors receives a written appeal.

Section 5. The size of the Membership, Full, Supporting, and Honorary, licensed, and unlicensed, shall be at the discretion of the Board of Directors in relation to the requirements or best interests of the RRC.

Section 6. A Member's class of membership may be redefined by the Board of Directors in relation to the requirements or best interests of the RRC.

## **ARTICLE IV DUES**

Section 1. The annual fee for a Full Member shall be determined by the Board of Directors and shall be in accordance with the requirements of the RRC.

Section 2. The annual fee for a Supporting Member shall be determined by the Board of Directors and shall be in accordance with the requirements of the RRC.

Section 3. All dues shall be payable on an annual basis on or before the date of the January regular meeting of each year. Dues remaining unpaid after the date of the February regular meeting will subject the Member to suspension and will cease to be a Member of the RRC. Upon reinstatement of said membership, all arrearages must be paid. Should there be extenuating circumstances, the Board of Directors may decide to override this clause provided they are acting within all fiduciary responsibilities.

Section 4. New Members shall be required to pay their annual dues at the time of acceptance into the RRC.

Section 5. A family plan for dues will be assessed as follows: Full yearly dues for one Member, and one-half (1/2) yearly dues for each subsequent family member residing in the same household.

## **ARTICLE V LOCATION**

Section 1. The principal office of the RRC shall be located at the place of residence of the President, Secretary, or Treasurer as related to the nature of business in relation to the RRC.

## **ARTICLE VI MEETINGS**

Section 1. A general Membership meeting shall be held once a month and the annual Membership meeting shall be held in the month of December of each year.

Section 2. The Board of Directors shall meet at least once per month.

Section 3. Special meetings of the general Membership may be called by the President at times as he may deem necessary; or upon the written request signed by five (5) Members of the Board of Directors; or upon the written request signed by ten (10) Full or Honorary Members of the RRC.

Section 4. Special meetings of the Board of Directors shall be called by the President whenever he shall deem necessary; or at the written request signed by three (3) Members of the Board of Directors.

Section 5. Each Member shall be entitled to two (2) weeks' notice of any special meeting and each Director shall receive one (1) week's notice of a regular or special meeting.

## **ARTICLE VII NOTICES**

Section 1. Notices of all meetings, regular or special, shall be sent by electronic means or in writing through the United States Postal Service to each Member or Director on the Board of Directors at his latest address recorded on the books of the RRC.

Section 2. Each Member shall be entitled to one (1) week's notice of special and regular monthly meetings, and thirty (30) days' notice of the annual meeting.

Section 3. If circumstances warrant, in addition to the written notice provided for in Section 1 of this Article, either the Members at a regular or special meeting, or the Board of Directors at a regular or special meeting, may give notice by advertisement in at least one daily newspaper of general publication as is deemed necessary, or sent to Membership by email, monthly newsletter, or bulletin.

## **ARTICLE VIII WAIVER OF NOTICE**

Section 1. Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the Bylaws, a written waiver signed by the person or persons entitled to such notices, before or after the time stated, shall equate to a written notice.

## **ARTICLE IX OFFICERS**

Section 1. The officers of the RRC shall be the President, Vice President, Secretary and Treasurer; all of whom shall be elected by and from the Board of Directors.

Section 2. All officers must be Full or Honorary Members, hold at least a General Class license or higher, and be twenty-one (21) years of age or older.

## **ARTICLE X DUTIES OF OFFICERS**

Section 1. The President shall be the Chief Executive Officer of the RRC. His duties include but are not limited to:

- A. Preside at all meetings of the Members and Directors.
- B. Have general and active management of the business of the RRC.
- C. See that all orders and resolutions of the Board of Directors are carried out.
- D. Execute all bonds, mortgages, and all contracts of the RRC, affixing the corporate seal thereto.
- E. General superintendence and direction of all other officers of the RRC and see that their duties are properly performed.
- F. Submit a report of the operations of the RRC 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 all matters within his knowledge that may affect the RRC.
- G. Be ex-officio a member of all standing committees and shall have the powers, duties and management usually vested in the office of president in a corporation.
- H. Appoint all committees, except as herein otherwise provided.

Section 2. The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President. The Vice President shall be kept informed of RRC business at all times. The Vice President's duties include but are not limited to:

- A. Function as an activities and program manager.

- B. Be an ex-officio member of all standing committees.
- C. Other duties as may be determined by the Board of Directors.

Section 3. The Secretary's duties include but are not limited to:

- A. Attend all sessions of the Board of Directors and meetings of Members, and function as a clerk thereof, and record all votes and minutes of all proceedings in a book to be kept for that purpose.
- B. When required, attend meetings for standing committees and record all votes and minutes of all proceedings.
- C. Send notices of all meetings to the Members of the Board of Directors.
- D. Perform such other duties as determined by the Board of Directors or the President under whose supervision he shall be.
- E. Custodian of the corporate seal and all the books and records of the RRC, except as may be otherwise provided.

Section 4. The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of the RRC. The Treasurer's duties include but are not limited to:

- A. Deposit the RRC's funds in the name of the RRC in depositories designated by the Board of Directors.
- B. Pay all the vouchers or orders properly attested by the President and Secretary.
- C. -Make a complete and accurate report of the finances of RRC at each annual meeting of the Members, or at any other time, upon request, to the Board of Directors.

Section 5. All Officers, upon the expiration or termination of his office, for any reason, shall turn over all items, books and official records in his possession and belonging to the RRC to the Board of Directors.

## **ARTICLE XI BONDS**

Section 1. The Board of Directors may require such Officers to be bonded as it shall deem necessary, for any amount(s) as deemed required.

## **ARTICLE XII BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of nine Full or Honorary Members elected by the voting Membership by majority vote.

Section 2. The Board of Directors will consist of:

- A. Nine (9) Full or Honorary Members; and
- B. At least six (6) members of the Board of Directors will hold a General Class license or higher; and
- C. The Board of Directors may include a maximum of three (3) Technician Class licensees.

## **ARTICLE XIII DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

Section 1. The property and business of the RRC, shall be managed by the Board of Directors.

Section 2. 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 the RRC, and elsewhere in these Bylaws, the following specific powers are expressly conferred on the Board of Directors:

- A. To purchase or otherwise acquire for the RRC any property, right, or privilege which it is authorized to acquire at such price or consideration, and upon such terms deemed expedient.
- B. To determine their duties and affix their salaries.
- C. To confer by resolution upon any officer or agent of the RRC the power to appoint, permanently remove or suspend any subordinate officer or servants.
- D. To determine who shall be authorized, on behalf of the RRC, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments.
- E. To delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the RRC, with such powers as the Board may deem fit to grant.

F. 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. The Board of Directors shall appoint Full Member(s) of the Club as Trustee of any or all RRC station licenses authorized by the FCC or its authorized agent. The Trustee(s) shall have sole authority in matters concerning the use of the Club station licenses. The Board of Directors shall review the performance of the Trustee(s) at regular intervals not exceeding five (5) years.

## **ARTICLE XIV NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

Section 1. Elections shall be held annually.

Section 2. The general Membership with voting power shall elect the Members of the Board of Directors as set forth in Article XII.

Section 3. Nominations for Members of the Board of Directors shall take place at the regularly scheduled November and December meetings.

Section 4. The election of Members of the Board of Directors shall be conducted at the Annual Membership Meeting by secret ballot by the voting Membership present.

Section 5. The Officers of the RRC shall be nominated and elected by and from the Board of Directors at the re-organizational meeting at the beginning of each calendar year. The term of office for all the officers shall be one year.

Section 6. At the Annual Meeting of the Membership of the RRC held in December, the Membership with voting power shall elect three (3) Directors to replace those whose terms have expired, and who shall serve a term of three (3) years.

Section 7. A simple majority vote of the Full and Honorary Members voting shall be required to elect a Member to the Board of Directors. In the event no candidate for the Board of Directors receives a majority on the first ballot, a second ballot shall be taken in which the candidates receiving the highest number of votes shall be declared elected as members of the Board of Directors.

Section 8. If any position of the Board of Directors shall become vacant, the Membership with voting power shall immediately fill such vacancy for the unexpired term by conducting a special election.



Section 9. Any Member of the Board of Directors not performing his duties as indicated by performance or poor attendance of meetings may be removed from his office by a two thirds (2/3) majority vote of the other Board of Directors Members present at a Board of Directors meeting during which such action is determined to be in the best interest of the RRC. Any person removed from office shall be replaced in accordance with Article XIV, Section 8.

## **ARTICLE XV QUORUM**

Section 1. A quorum for the purpose of holding any meeting of the Members shall be at least one-fourth (1/4) of the Full and Honorary Members with voting power.

Section 2. 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 XVI MAJORITY VOTE**

Section 1. A simple majority of those Full and Honorary Members present and voting, shall be required to pass any motion at any meeting of the Members or Board of Directors, unless otherwise provided.

## **ARTICLE XVII RIGHTS AND OBLIGATIONS OF MEMBERS**

Section 1. Each Full Member over the age of eighteen (18) and each Honorary Member shall be entitled to one vote on each matter submitted to a vote of the Members at the general Membership Meetings. Supporting Members do not have voting power.

Section 2. The books, accounts, and records of the RRC shall be open for inspection to any Member of the Board of Directors at any time. Members of the RRC may, at the discretion of the Board of Directors, inspect such books, accounts, and records of the RRC at such reasonable times as the Board of Directors may designate.

## **ARTICLE XVIII STANDING COMMITTEES**

Section 1. The President shall appoint, subject to the approval of the Board of Directors, such standing and special committees as may be deemed necessary for the efficient conduct of the business of the RRC and within the limits of power granted by the Board of Directors. The President shall delegate authority to such Committees and be responsible to the Members for the acts of such Committees.

Section 2. Each Committee Chairman shall, upon the expiration or termination of his position, for any reason, turn over all items, books and records in his possession belonging to the RRC to the Board of Directors.

## **ARTICLE XIX AUDIT**

Section 1. The Treasurer's books should be audited annually, or at the discretion of the Board of Directors, by a Committee selected by the Board of Directors for that purpose.

## **ARTICLE XX ASSOCIATION SEAL**

Section 1. The RRC shall have a seal, upon which shall be inscribed the name of the RRC, the year of its creation, and the words, "Incorporated Commonwealth of Pennsylvania."

## **ARTICLE XXI AMENDMENTS**

Section 1. The Full and Honorary Members of the RRC may, by a majority vote by the Full and Honorary Members present and voting, alter, amend, or suspend or annul these Bylaws at any regular meeting or special meeting called for this purpose, after notice.

## **ARTICLE XXII ADOPTION OF BYLAWS**

Section 1. These Bylaws shall be adopted by a majority vote of the Full and Honorary members present and voting at the time of its proposal to the Members for ratification.

Section 2. The Bylaws shall be in full force and effective immediately upon their adoption as set forth in Section 1 and reviewed at least every five (5) years by a Committee selected for that purpose.

NOTE: Any item not specifically covered in the RRC ByLaws will follow the solution and direction of *ROBERT'S RULES OF ORDER*<sup>1</sup>.

**BYLAWS AS AMENDED 10/30/19. UPDATED ARTICLE IV, SECTION 4, DUES. MEMBERSHIP APPROVAL VOTED ON 10/11/19.**

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<sup>1</sup> The most recent Robert's Rules of Order was published in 2020 by PublicAffairs and is titled Robert's Rules of Order Newly Revised 12th edition.

**BYLAWS AS AMENDED 01/08/2021, UPDATED ARTICLE XII, SECT. 2 AND ARTICLE XIV, SECT. 3, BOD MEMBER REQUIREMENTS AND NOMINATIONS TIMING. VOTED ON BY THE MEMBERSHIP JANUARY 8 TH, 2021.**

**BYLAWS AS AMENDED 10/13/2023, REMOVAL OF ASSOCIATE MEMBER AND REFORMAT DOCUMENT FOR CLARITY. APPROVED BY GENERAL MEMBERSHIP ON OCTOBER 13TH, 2023.**

**BYLAWS AS AMENDED 3/8/2024, UPDATED LANGUAGE USE FOR CONSISTANCY; UPDATE ARTICLE III SECTION 4 TO INCLUDE APPEAL PROCESS; FORMATTING OF ARTICLE X, ARTICLE XII, AND ARTICLE XIII SECTION II. APPROVED BY GENERAL MEMBERSHIP ON MARCH 8, 2024.**