

**South Mountain Repeater Association, Inc.  
AKA “South Mountain Radio Amateurs”**

## **Bylaws**

### **Preamble**

We, the members of this organization, desiring to further interest in amateur radio in the general community, to render public service, and to secure for ourselves the pleasures and benefits of association with persons commonly interested in amateur radio thereby promoting improved individual communications education, do hereby constitute ourselves as the South Mountain Repeater Association, Inc. or “South Mountain Radio Amateurs” (hereinafter referred to as SMRA), and do enact these Bylaws as our governing rules. This document, and its future amendments, supersedes all previous Bylaws for SMRA upon ratification.

### **SMRA Mission Statement**

- To be a resource for advancing operational and technical skills, competency, and amateur radio licensing
- To mentor new members and enhance fellowship among radio amateurs
- To provide amateur radio communications resources and emergency communication services for the community
- To honor The Amateur’s Code

Variable data such as dues amounts, mailing address and meeting details are addressed in ARTICLE XIV.

### **ARTICLE I. ORGANIZATION**

The SMRA shall be organized, incorporated, and operated as a non-profit amateur radio club within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE II. RULES**

In all matters regarding rules, regulations, and Amateur Radio operating practices, the latest governing version of Part 97 of the Federal Communications Commission (FCC) Rules and Regulations of the shall be considered the final authority when applied to the conduct of SMRA members or to these Bylaws.

### **ARTICLE III. MEMBERSHIP**

Eligibility for Membership: Any person eligible for and applying for membership shall be voted into membership by a majority of the membership present at a Regular meeting.

A. There shall be three types of members:

1. Full: A member holding a valid FCC amateur operator's license and whose dues are current.
2. Family: A member of a Full Member's immediate household who also holds a valid amateur radio license and whose dues are current.
3. Honorary: A member the SMRA Board of Directors deems deserving (every calendar year). An Honorary Member shall not be required to pay dues.

B. Privileges of Members:

1. All members shall receive notices of SMRA activities, may serve on committees, and may operate equipment belonging to the SMRA within the limits of the member's amateur radio license.
2. Full and Family members shall have voting privileges and be eligible to hold office in the SMRA.
3. Honorary members shall have a voice without voting privileges.

C. Dues:

1. Dues for the current calendar year shall be payable by the last day of February of the current year. Members who are not current in dues shall have their membership terminated.
2. Dues for the following year shall be set by vote of all members present at the last scheduled meeting of each year. See ARTICLE XIV for the current dues structure.
3. First year membership for newly licensed operators, (see variable data - ARTICLE XIV)

D. Removal of Members: Membership in the SMRA shall be terminated by recommendation of three fourths of the Board of Directors, followed by a concurring vote of two thirds of the members in attendance at the next Regular meeting or a Special meeting called for that purpose. Membership termination for cause shall be for such reasons as operating SMRA owned equipment persistently in violation of rules of the Federal Communications Commission, or any other reason deemed serious enough to be considered by the Board of Directors, or brought to the attention of the Board of Directors by any member.

#### **ARTICLE IV. MEETINGS OF THE MEMBERSHIP**

All meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*. See ARTICLE XIV for the current meeting days and places.

- A. Regular Meeting: Regular meetings shall be held monthly to conduct SMRA business and activities.
- B. Annual Meeting: The Annual Meeting shall be the first meeting of the New Year. This meeting shall be a Regular Meeting and the election of Directors shall occur.
- C. Special Meeting: Special meetings of the membership may be called at any time by a majority of the Directors. Notice of such meetings stating the purpose for which the meeting is called shall be served not less than five (5) days prior to the date set for such a meeting and either in person or by mail. No business shall be conducted at a Special meeting other than that for which the meeting is called.
- D. Voting: Each voting member shall be entitled to one vote at all meetings of the membership. Votes shall be cast in person. A majority of the votes cast shall decide the issue (except for removal of members).

#### **ARTICLE V. BOARD OF DIRECTORS**

The Board of Directors shall be composed of eight (8) Full members elected by plurality of the voting members present at a meeting and the License Trustee.

- A. Term of Office: The term of office shall be two (2) years for each elected Director. If possible, four Directors shall be elected each year at annual meeting.
- B. Duties and Responsibilities: The Board of Directors shall have the following duties and responsibilities:
  - 1. Manage the corporate and general affairs of the SMRA.
  - 2. Direct the general management of the affairs and business of the SMRA.
  - 3. Elect the officers of the SMRA.
  - 4. Act as a board, by a majority, and rules and regulations as they deem proper that are not inconsistent with these Bylaws and the laws of the Commonwealth of Pennsylvania.
  - 5. Authorize expenditures for improvements.

6. Ensure a sufficient sum of monies is maintained in the treasury to cover operating expenditures.
  7. Shall not incur any indebtedness exceeding the liquid assets of the SMRA.
- C. Meetings: The corporate meeting shall be held immediately following the Annual Meeting of the membership. Other meetings shall be times determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President upon the written request of three (3) Directors.
- D. Notice of Meetings: Notice of meetings shall be given either in writing, by personal contact to expedite such notice or by communications sent to all members via the current SMRA media communication tool (Internet mailing list).
- E. Voting: A Director shall have one vote. The majority vote of the Board of Directors present shall be required to approve proposed business unless otherwise specified in the Bylaws.
- F. Vacancies: Vacancies in the Board of Directors occurring between annual meetings shall be filled for the un-expired portion of the term by a majority vote of members present at the next membership Regular Meeting after the vacancy occurs.
- G. Removal of Directors: Any one or more of the Directors may be removed by a majority vote of the SMRA members in attendance at any meeting.
- H. Quorum: A majority of the Board of Directors at a board meeting shall constitute a quorum and can conduct business.

## **ARTICLE VI. OFFICERS**

- A. The officers of the SMRA shall be:
1. President
  2. Vice-President
  3. Treasurer
  4. Recording Secretary
  5. Membership Secretary

- B. Election: Officers shall be members of the Board of Directors and shall be elected by the Board of Directors at its meeting held immediately after the Annual meeting of the membership. The Director's term of office shall be two (2) years or until a successor is duly elected. The membership shall be advised of the new officers who were elected to serve the next two-year term.
- C. Vacancies: The Board of Directors shall fill officer vacancies without undue delay at a Board of Directors meeting called for that purpose.
- D. Duties and Responsibilities of Officers: The duties and responsibilities of the SMRA officers shall be:
  - 1. President:
    - a. The President shall preside at all meetings of the Board of Directors and the membership.
    - b. The President shall not be able to vote on matters except in the case of a tie vote.
    - c. The President shall call regular and special meetings of the membership and the Board of Directors in accordance with these Bylaws.
    - d. With the approval of the Board of Directors, the President shall sign and make all contracts and agreements in the name of the SMRA, and shall ensure that the books, reports, statements and certificates are properly kept, made, and filed according to law.
    - e. The President shall appoint committees and committee members and shall be a member of all committees.
    - f. The President shall enforce these Bylaws and perform the entire duties incident to the position and office, and which the law requires.
  - 2. Vice-President:
    - a. The Vice President shall assume the duties and responsibilities of the President during the absence or inability of the President to perform these duties and responsibilities.
    - b. The Vice President shall maintain the inventory of SMRA materials and equipment.
  - 3. Treasurer:
    - a. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the SMRA, and deposit all such funds in the name of the SMRA in one or more of the following: a

federally insured bank, trust fund, trust company, safe deposit box, or vault as the Board of Directors may designate.

- b. The Treasurer shall be responsible for accounts payable in accordance with ARTICLE VIII.
- c. The Treasurer shall exhibit at all reasonable times, the books and accounts of the SMRA to any Director, or member of the SMRA upon request.
- d. The Treasurer shall provide for the minutes a statement of financial condition of the SMRA at each meeting of the Board of Directors and at the Regular meetings of the membership.
- e. The Treasurer shall provide for the minutes an annual summary financial statement of all transactions and deposits at the Annual meeting of the membership.
- f. The Treasurer shall act in the absence of the Vice-President in any meeting.
- g. The Treasurer shall, if required by the Board of Directors, provide to the SMRA a security bond to guarantee the faithful discharge of his duties as the Board of Directors may direct. The cost of this bond shall be borne by the SMRA.
- h. The Treasurer shall make filings with the Internal Revenue Service appropriate for an IRS Section 501(c)(3) organization.

4. Recording Secretary:

- a. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the membership in appropriate books.
- b. The Secretary shall give and serve all notices of the SMRA.
- c. The Secretary shall be custodian of the records of the SMRA.
- d. The Secretary shall keep the books in the manner prescribed by law.
- e. The Secretary shall present to the Board of Directors at their stated meeting all communications addressed to the SMRA.
- f. The Secretary shall maintain the SMRA club affiliation with the ARRL.
- g. The Secretary shall perform all of the duties of the office of Recording Secretary.

5. Membership Secretary:

- a. The Secretary shall maintain a record of the membership.
- b. The Secretary shall perform all of the duties of the office of Membership Secretary.

In the case of the absence of any officer of the SMRA or for any reason the Board of Directors may deem sufficient, the board may, except as specifically otherwise provided in these Bylaws, delegate the duties or responsibilities of such officers to any other officer or Directors, provided a majority of the entire Board of Directors concurs.

## **ARTICLE VII. LICENSE TRUSTEE**

The President shall appoint a License Trustee of SMRA who shall have the duties and responsibilities specified in Part 97 of the Federal Communications Commission (FCC) Rules and Regulations. The President shall determine the License Trustee's term of office.

## **ARTICLE VIII. PAYABLES, CONTRACTS, AND AUDITS**

No officer shall make any bill, payable note, check, draft, or warrant or other negotiable instrument, or endorse the same in the name of the SMRA or contract or cause to be contracted any debt of liability in the name or on the behalf of the SMRA except as herein expressly prescribed.

Any bills payable, notes, checks, drafts, warrants, or any other negotiable instruments of the SMRA shall be made in the name of the SMRA.

The Treasurer shall sign checks for material amounts payable that are less than \$200.00. For material amounts that are equal to or greater than \$200.00 and for checks of any material amount made payable to the Treasurer, the President and Treasurer shall sign the checks.

The Audit Committee shall perform an annual financial audit by the end of February of each year and submit a written report of this audit to the Board of Directors at their next meeting following the audit.

## **ARTICLE IX. EQUIPMENT**

All equipment owned by, utilized by, or loaned to the SMRA shall be listed in an inventory and shall become the responsibility of the SMRA while in its possession.

## **ARTICLE X. COMMITTEES**

A. Standing Committees: The following shall be standing committees of the club:

1. Technical Committee - The Vice President shall be a member of this committee. The committee shall:

- a. Report on all maintenance efforts to the membership including the cost of any maintenance.
    - b. Maintain the equipment in operational status.
    - c. Maintain the technical configuration of installed equipment and stock equipment technical manuals.
    - d. Maintain the inventory of equipment and materials that is SMRA's responsibility.
  2. Emergency Communications (EMMCOM) - The EMMCOM shall plan and implement the activities of SMRA support to local emergency communication officials.
  3. Nominating Committee –The president shall appoint two (2) Full members in October of each year to serve on the Nominating Committee. The Nominating Committee shall nominate candidates to serve on the Board of Directors from the eligible members of the SMRA and report a slate of board member candidates at the December meeting of each year.
  4. Audit Committee – The Audit Committee shall consist of three (3) Full members and shall perform:
    - a. An annual financial audit by the end of February of each year.
    - b. An audit of the equipment and material inventory records.
- B. Other Committees – Other committees may be added in accordance with the Bylaws of the SMRA. Examples can include: Estate Sales, Field Day, Social, and Ways and Means. When a committee is established, the President shall provide the general ground rules for committee operation. In the case of Estate Sales and as a minimum, the ground rules for operation shall consist of a written agreement with the estate.

## **ARTICLE XI. BYLAW CHANGES**

These Bylaws may be altered, amended or repealed by recommendation of the Board of Directors followed by a majority vote of the voting membership at any meeting.

## **ARTICLE XII. FISCAL YEAR**

The fiscal year (FY) shall be the calendar year.



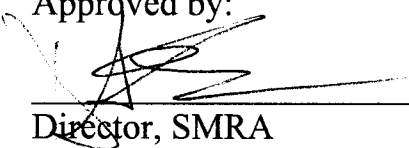
### **ARTICLE XIII. TERMINATION OF SMRA**

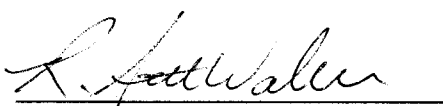
If a majority of the membership desires to dissolve this organization voluntarily (and if deemed necessary by the acting Board of Directors) the process shall be governed by Title 15, Subchapter F, of Pennsylvania's Consolidation Statutes, comprising sections 5971 through 5980. A resolution in accord with the statute shall be prepared, and the required notice sent to each voting member of record with the purpose of dissolution clearly stated. Should the resolution be adopted, the required notices to the Pennsylvania Department of State and the Pennsylvania Attorney General, along with notice to the Internal Revenue Service and any creditors shall be sent. Distribution of any remaining assets shall be according to the provisions provided by Title 15, Subchapter F, of Pennsylvania's Consolidation Statutes, comprising sections 5971 through 5980.

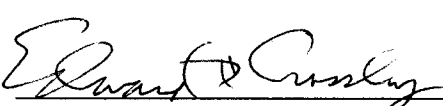
### **ARTICLE XIV. VARIABLE DATA**

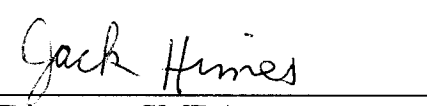
This article provides for the data and information that may be changed by a majority approval of the voting members and shall not be considered as a change to these Bylaws. The variable data is issued as a single, last page of these by laws.


Approved by:

	<u>Donald E Evans</u>	<u>11/21/17</u>	<u>KB3VAX</u>
Director, SMRA	(print name)	Date	Call

	<u>Scott WALKER</u>	<u>11/21/17</u>	<u>N3SW</u>
Director, SMRA	(print name)	Date	Call

	<u>Edward (Ross) EW</u>	<u>11/21/17</u>	<u>W3SMF</u>
Director, SMRA	(print name)	Date	Call

	<u>Jack Himes</u>	<u>11/21/2017</u>	<u>NC30</u>
Director, SMRA	(print name)	Date	Call

	<u>RALPH D BARRIE</u>	<u>21 NOV 17</u>	<u>NIXGH</u>
Director, SMRA	(print name)	Date	Call

**Annual Dues:**

Full membership: \$12 (Paypal \$10)

Family membership: \$18 (Paypal \$15)

Lifetime membership: \$100

Lifetime family membership: \$140

Honorary member: no dues

A newly licensed operator (<1 yr.) no matter what class, is eligible to receive free membership in the SMRA (the calendar year of joining plus the next calendar year).

Dues are due before March 1st in each year

**Meeting Dates and Places:**

- A. Annual Meeting - Third Tuesday of January at the Cumberland County Department of Public Safety.
- B. Regular Meetings - Third Tuesday of each month at the Cumberland County Department of Public Safety.
- C. Board of Directors Meeting - Tuesday prior to general membership meeting on a bi-monthly basis, at a location to be determined and announced by the President.

**Patron Designation:**

Shall be granted to any person who wishes to support the club with a donation of greater than \$25.00. Patrons will be recognized by having their names and calls on the SMRA website and in the monthly meeting minutes.

**Club Mailing Address:**

221 W. Main St., Mechanicsburg PA 17055