

Pikes Peak Radio Amateur Association Bylaws

Article I: Office

Section 1. Principal office. The principal office of the association shall be in the City of Colorado Springs, County of El Paso, and State of Colorado.

The association may also have offices in such places as the Board of Directors may from time to time appoint or as the business of the association may require.

Article II: Dues and Membership

Section 1. Membership dues

- A. The Board of Directors shall set the amount of dues for each type of membership.
- B. Annual dues for all association membership types are required and must be paid in advance.
- C. Association membership shall expire on the last day of the month a member's annual dues are due.
- D. Dues set by the Board of Directors shall be published on the PPRAA website.
- E. The Board of Directors may waive dues for individuals.

Section 2. Membership. The following membership types shall be eligible to vote on all matters at all meetings of the association and serve on the Board of Directors. Members must hold a valid amateur radio operator license issued by the appropriate governmental entity throughout their membership in the association.

- A. **Individual Membership:** Any person who meets the Membership requirements shall be eligible to become an Individual member of the association.
- B. **Senior membership:** Any person who meets the Individual membership requirements and has attained the age of 65 shall be eligible to become a Senior member of the association.
- C. **Family membership:** All individuals whose amateur radio licenses have the same address and who meet the individual membership requirements shall be eligible for a Family membership to the association.

Section 3. Resignation. Any member of the association may resign at any time by delivering to the Secretary a notice in writing to that effect. In the event of resignation no refund of dues shall be made.

Section 4. Expiration or revocation of amateur radio license. If any member's amateur radio operator license expires or is revoked, their membership in the association shall be deemed expired and no refund of dues shall be made.

Section 5. Unacceptable behavior. Any member whose conduct is not true to the spirit of amateur radio in that they violate the rules established by the Federal Communications Commission in a knowing and willful manner whether the FCC is involved in the matter or not and who makes no obvious effort to change their behavior may have their membership canceled by a majority vote of the Board of Directors. The individual will be informed of the action that the Board of Directors is going to take, and if they desire they may request that their expulsion be voted on by those present at the next regular monthly meeting of the membership. A simple majority of those present at that meeting will decide the matter. In the event that they are expelled, the remaining portion of their membership dues shall be returned, if any.

Article III: Board of Directors

Section 1. The Board of Directors. The Board of Directors shall consist of eight elected Directors, four elected Officers, appointed Board of Director members and the Past President for the year following the election of a new President.

Section 2. General Powers. The control and management of the affairs and funds of the association shall be under a Board of Directors. The Board of Directors shall have a minimum of eight elected members. In addition to the powers conferred by these by-laws, the Board of Directors may exercise such other powers as are not by statute, by the Articles of Incorporation or by these by-laws required to be exercised by the members.

Section 2. Election. With the exception of Appointed Board of Director Members and the Past President, the Board of Directors shall be elected at the regular annual meeting of the members by ballot by plurality vote of the members present at the meeting.

Section 3. Limitations on Board of Directors authorized expenditures. The Board of Directors shall be empowered to authorize any single expenditure which does not exceed \$1000.00. Expenditures over that amount will require approval of two thirds of the membership in good standing present at the next regular monthly meeting or at a special meeting held in accordance with the requirements of the by-laws.

Section 4. Directors.

- A. **Term.** Elected Directors shall serve for a period of two years, except as provided in the Articles of Incorporation, with their term beginning at the end of the annual meeting in which they are elected. Four Directors shall be elected in alternate years to serve for a two year period.
- B. **Resignation.** Any Director of the association may resign at any time by giving written notice to the Board of Directors or the Secretary of the Association.
- C. **Abdication.** Any Director of the association who misses two Board of Directors meetings in succession without notifying the President or Vice-President at least 24 hours prior to the meeting will be considered to have resigned their position.
- D. **Removal.** Any director may be removed from office by a three-fourths vote of the members present at a monthly meeting. Notification of the intent to remove a director must be sent to the membership at least one week in advance of the monthly meeting.
- E. **Vacancies.** Any Director vacancy for any reason shall be filled by ballot by plurality vote of the members present at the next monthly meeting of the members following the occurrence of such vacancy, and the Director so elected shall serve the unexpired term of the Director whose vacancy is being filled.
- F. **Proxy.** A Director who cannot attend a Board of Directors meeting may, by notifying the President or Vice-President at least 48 hours in advance, appoint a member in good standing to act on their behalf. Such an appointee will have all powers and voting privileges granted to an elected director for the duration of the meeting for which they were appointed. A member in good standing, for the purpose of this section, is a member who is not currently a member of the Board of Directors.

Section 5. Officers. The principal officers of the association shall be a President, a Vice-President, a Secretary and a Treasurer.

- A. **Term.** Officers shall serve for a period of one year, with their term beginning at the end of the annual meeting in which they are elected.
- B. **Resignation.** Any Officer of the association may resign at any time by giving written notice to the Board of Directors or the Secretary of the Association.

- C. **Abdication.** Any Officer of the association who misses two Board of Directors meetings in succession without notifying another Officer at least 24 hours prior to the meeting will be considered to have resigned their position.
- D. **Removal.** Any officer may be removed from office by a three-fourths vote of the members present at a monthly meeting. Notification of the intent to remove an officer must be sent at least one week in advance of the monthly meeting.
- E. **Vacancies.** A vacancy in the office of the President for any reason shall be automatically filled by the Vice-President. A vacancy in any other position for any reason shall be filled for the unexpired portion of the term by ballot by plurality vote of the members at the next regular monthly meeting following the occurrence of such vacancy.
- F. **Separation of Duties.** In order to avoid any conflict of interest and allow for separation of financial approvals the office of the President or Vice-President and the office of the Treasurer cannot be members of the same household or family.
- G. **Duties.** The duties of the officers shall be as follows:
 - a. **The President** shall preside at all meetings of the association, and shall conduct them according to the rules adopted. He/she shall enforce due observance of the Constitution and by-laws, decide all questions of order, sign all official documents adopted by the association, and conduct all other duties pertaining to the office of President.
 - b. **The Vice-President** shall assume the duties of the President in his/her absence.
 - c. **The Secretary** shall keep a record of the proceedings of all meetings, carry on all correspondence, read communications at all meetings and such other duties pertaining to the office. At the expiration of his/her term he/she shall turn over items belonging to the association to his/her successor.
 - d. **The Treasurer** shall receive and account for all monies paid to the association, pay all authorized bills, and render such accountings to the Board of Directors and membership as required by the Board of Directors. At each meeting he/she shall submit an accounting of all income and expenses for the approval of the membership. At the end of his/her term, he/she shall turn over all items belonging to the association to his/her successor.

Section 6. Appointed Board of Director Members. The following Board of Director members are appointed by a simple majority vote of the Board of Directors to perform specific high-visibility tasks for the club. Appointed Board of Director members shall be full voting members of the Board of Directors.

- A. **Appointed Board of Director Member positions.**
 - a. **Zero Beat Editor.** The Zero Beat Editor shall edit and publish (either in hardcopy or electronic format) "Zero Beat" - the official publication of the association
 - b. **Webmaster.** The Webmaster shall maintain and publish content to PPRAA.ORG, the official website of the association.
- B. **Term.** Appointed Board of Director members shall serve as long as they fulfill the duties which they were appointed to perform.
- C. **Resignation.** An Appointed Board of Director of the association may resign at any time by giving written notice to the Board of Directors or the Secretary of the Association.
- D. **Abdication.** Appointed Board of Director members are deemed to have resigned from the Board of Directors when said person no longer fulfills the duties which they were appointed to perform.
- E. **Removal.** Appointed Board of Director members may be removed from office by a simple majority vote of the Board of Directors.
- F. **Vacancies.** A vacancy in an Appointed Board of Director member position shall be filled by the new appointed Board of Director member.

Section 7. Past President. The Past President shall be a member of the Board of Directors and shall be a full voting member of the Board of Directors.

- A. **Term.** The Past President shall serve for one year following the end of their term as President.
- B. **Resignation.** The Past President may resign at any time by giving written notice to the Board of Directors or the Secretary of the Association.
- C. **Abdication.** A Past President who misses two Board of Directors meetings in succession without notifying the President or Vice-President at least 24 hours prior to the meeting will be considered to have resigned their position.
- D. **Removal.** The Past President may be removed from office by a three-fourths vote of the members present at a monthly meeting. Notification of the intent to remove the Past President must be sent at least one week in advance of the monthly meeting.
- E. **Vacancies.** A vacancy in the Past President position shall not be filled

Article IV Meetings

Section 1. Rules of Order. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 2. Membership meetings

- A. **Monthly meetings.** Regular monthly meetings of the association shall be held each month at a time and location specified by the Board of Directors.
- B. **Annual meeting.** The annual meeting of the members shall be held on the second Wednesday of October of each year at a time and location specified by the Board of Directors. At said meeting, the members eligible to vote shall elect four Directors and all club officers. The annual meeting will satisfy the requirement of a monthly meeting.
- C. **Summer picnic.** One association picnic each year shall be held during one of the summer months at a time and location specified by the Board of Directors. The picnic will satisfy the requirement of a monthly meeting even if membership business is not conducted.
- D. **Holiday party.** One association party each year shall be held during the month of December at a time and location specified by the Board of Directors. The party will satisfy the requirement of a monthly meeting even if membership business is not conducted.
- E. **Special meetings.** Additional meetings may be held for such special occasions as the association may desire providing at least 96 hours notice is given to all members of record.
- F. **Notice of meetings.** Notice of meeting of the members shall be given in and concurrent with the publication of the association's publication Zero Beat.
- G. **Quorum.** At membership meetings, fifteen percent of the members of the association shall constitute a quorum at each meeting, provided however, that if less than fifteen percent of the members shall be present in person at each meeting those members present shall have the power to adjourn such meeting from time to time until a quorum shall be present. No notice of any adjourned meeting shall be required. Other than adjournment, no other business or voting may be undertaken at a membership meeting unless a quorum is present.

Section 3. Board of Directors meetings

- A. **Scheduled meetings.** Scheduled Board of Directors meetings shall be published on the associations' website (ppraa.org) or Zero Beat.
- B. **Special meetings.** Notice of special meetings of the Board of Directors shall be made by mail (electronic or regular) or telephone at least eight hours prior to such meeting.

- C. **Quorum.** A simple majority of the Board of Directors shall constitute a quorum at any Board of Directors' meeting. In the absence of a quorum, the Board of Directors present may adjourn such a meeting until a quorum shall be present. No notice of any adjourned meeting need be given. Other than adjournment, no other business or voting may be undertaken at a Board of Directors meeting unless a quorum is present.

Article V: Committees

Section 1. General. The committees designated in the Sections below shall be standing committees, the chairman and membership of which shall be designated by the Board of Directors at its first meeting following the annual meeting of the membership of the association.

Section 2. Elmer Committee. The Elmer committee shall be made up of individuals with diverse technical backgrounds to assist members with questions and problems associated with amateur radio such as testing, operation and interference. If necessary the Elmer committee shall work in conjunction with the Federal Communications Commission to resolve issues.

Section 3. Zero Beat committee. The Zero Beat committee shall be responsible for the production of the monthly association publication Zero Beat.

Section 4. Publicity committee. The publicity committee shall be responsible for the dissemination of information to the public concerning the activities of the association and amateur radio in general.

Section 5. Asset committee. The Board of Directors shall appoint an asset custodian, who shall be the Asset Committee Chair and who is responsible for, but not limited to, accounting for, inventory of, warehousing of, issuing of, returning of, all tangible assets of the association. The Asset Committee and the custodian shall prepare for and coordinate an annual physical inventory and announce completion of the inventory in Zero Beat. The Asset Committee shall report any losses of and/or non-functional conditions of any asset immediately to the Board of Directors, who shall evaluate the circumstances of such loss, and be empowered to take appropriate actions.

Section 6. Membership committee. The membership committee shall be responsible for keeping the membership list current, including both new membership applications and renewals. This committee shall complete a membership roster at least once a year. In addition, changes to the roster will be provided to the Webmaster for publication as soon as practical after they are compiled by the membership committee.

Section 7. Auditing committee. The auditing committee shall be responsible for the review, verification, and audit of the financial report(s) prepared by the Treasurer and approved by the Board of Directors.

Section 8. Nominating committee. The nominating committee shall consist of the officers and Board of Directors. The committee shall nominate a list of eligible members as needed for officers and Directors at the Board of Directors meeting occurring the month prior to the annual association meeting. In addition to nominations made by this committee, the President shall receive nominations of eligible members from the floor at the annual meeting. Such nominations shall be made by and seconded by members in good standing.

Section 9. Special committees. The Board of Directors shall be empowered to appoint special committees as needed to carry out the duties set forth in appropriate instructions promulgated by the Board of Directors.

Article VI: Authority to encumber or convey property

Encumbrance or conveyance of all or any part of the corporate property either real, personal, or mixed must be approved by a two-third majority vote of the Board of Directors or by a two-third vote of the membership in

attendance at a regularly or annual scheduled meeting. Such encumbrance or conveyance shall be documented in the records of proceedings of such meeting as well as affected financial records.

Article VII: Seal

The association shall have a seal which shall be in the form of the association emblem and shall bear the name of the association.

Article VIII: Indemnification

The association shall indemnify, by means of Bond and/or other suitable insurance coverage for each Board of Director member now or hereafter, his or her heirs, executors and administrators, against all cost, expenses and liabilities including settlements approved by the Board of Directors reasonably insured or imposed upon him or her in connection with or resulting from any action, suit or proceedings or the settlement or compromise thereof prior to final adjudication to which he or she is or may be made a party by reason of his or her being or having been on the Board of Directors, except in relation to matters as to which he or she is finally adjudged in such action, suit or proceedings to have been derelict in the performance of his or her duty as such Board of Director. The provisions for ensuring the above indemnity shall be reviewed at least 30 days before the annual renewal of the club's insurance policy.

Article IX: Dissolution

The Pikes Peak Radio Amateur Association may cease to exist as an organization for a number of reasons, three of which are:

- A. The organization decreases in size to the point where its continued existence is without merit.
- B. An external event such as a war may cause the suspension of amateur radio which could activate reason (A).
- C. The PPRAA may be absorbed into another organization.

For the PPRAA to be officially dissolved, for any reason, an affirmative vote by two thirds of the members of record in good standing who can be located shall be required. All assets of the PPRAA shall be distributed as specified in the Articles of Incorporation and in accordance with section 501(c)(3) of the Internal Revenue Code.

Article X: Amendments

Section 1. Procedures. These by-laws may be amended, altered or repealed in whole or in part, and new by-laws may be instituted by the affirmative vote of a majority of the members present at the annual or any regularly constituted meeting of the association; provided that the text of the proposed changes be available to the membership in sufficient copies and in sufficient time at or prior to such meeting. All such changes may be proposed in a petition signed by ten members of the association or by a majority of the Board of Directors.

Section 2. Annual review of By-Laws. The Constitution and by-laws shall be reviewed annually at the first Board of Directors meeting held the month after the annual association meeting. The Board of Directors shall either approve these documents as presently constituted or take action as outlined in Section 1, above.