

ARROW Communication Association, Inc. Corporate BYLAWS

As amended March 2023

ARTICLE I. Name and Location

SECTION 1. Name

The name of this Corporation shall be ARROW Communication Association, Inc.

SECTION 2. Location

The mailing address and a way to contact the corporation can be found on the corporation website (<https://w8rp.org/about/contact/>)

SECTION 3. Other Offices

Other offices for the transaction of business shall be located at such places within the State of Michigan as the Board of Directors may from time to time determine.

ARTICLE II. Mission Statement

SECTION 1. Mission Statement

The mission of the ARROW Communication Association is to serve our community by supporting emergency and event communications, conducting educational activities, promoting the amateur radio hobby and fellowship among radio amateurs.

ARTICLE III. Membership

SECTION 1. Full Membership

Any amateur operator with a license to operate in the United States of America, and approved by the Board of Directors shall be eligible to become a full member of the Corporation. If at least 18 years old, the member shall have voting privileges and be eligible to hold office.

SECTION 2. Family Membership

Persons residing in the household of active members identified in Section 1 above, who are licensed amateur radio operators privileged to operate in the United States of America and approved by a majority of the Board of Directors, shall be eligible to become family members of this Corporation. Family membership shall run concurrently with the Full Membership. This member shall have all the rights and privileges of a Full Member. If at least 18 years old, this member shall have full voting privileges, and be eligible to hold office.

SECTION 3. Associate Membership

Any unlicensed individual with a genuine interest in amateur radio and approved by a majority of the Board of Directors shall be eligible to become an Associate Member of the Corporation. Associate Members shall have all the rights and privileges of a Full Member, except that they shall not be entitled to vote or hold office.

SECTION 4. Student Membership

Any student (K-12, or in their first 4 years of college) who is a licensed amateur radio operator privileged to operate in the United States of America shall be eligible to become a Student Member of this Corporation. This member shall have all of the rights and privileges of a Full Member. If at least 18 years old, this member shall have full voting privileges, and be eligible to hold office.

SECTION 5. Honorary Membership

The Board of Directors may by majority vote, confer honorary membership on any person it deems appropriate. An Honorary Member who is a licensed amateur radio operator privileged to operate in the United States of America shall have all of the rights and privileges of a Full Member. If at least 18 years old, this member shall have full voting and other privileges, and be able to hold office.

SECTION 6. Suspension Expulsion and Denial of Membership

For cause, any Membership may be suspended or terminated. Sufficient cause for suspension or termination shall be a violation of these Bylaws or any lawful rule or practice adopted by the Corporation. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors provided an opportunity to appear and present defenses is given.

ARTICLE III. Meetings of Members

SECTION 1. Annual Meeting

There shall be an annual meeting of the Corporation during the month of December of each year, for the election of officers, receiving reports, and other business of the corporation. Notice of these meetings, issued by the Secretary or President, shall be emailed to the last recorded address of each member at least fifteen days before the time appointed for the meeting.

SECTION 2. Quorum

One-tenth of the Active and Family members of the Corporation when present at any meeting shall constitute a quorum; and in case there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

SECTION 3. Order of Business

The order of business at meetings shall not be in a strict format but shall start with a Call to Order and end with an Adjournment. The other topics covered at a business meeting may or may not include the following: Roll Call, accepting minutes of previous meeting, Communications, and bills, reports of officers, reports of committee heads and committee members, Unfinished business, New Business, Election of Officers and any other business needed.

SECTION 4. Special Meetings

The President shall, within thirty days after receipt of a petition signed by ten percent or more of the total Active and Family members of the Corporation, but by at least ten Full, Student and Family members, call a meeting of the Corporation and direct the Secretary to give written notice of the time, place and purpose of such meeting to every Full, Student and Family member of the Corporation, not less than three days or more than fifteen days from the time set for it.

The President at their own discretion or at the direction of the Board of Directors may call a meeting of the Corporation at any time, provided that the notice requirements of the preceding paragraph are met.

SECTION 5. Proxies

At any meeting of the membership where notification is given that a specific problem or issue will be discussed, a member entitled to vote may vote by proxy. The proxy shall be executed in writing or by email by the member on the specified item to the president or secretary.

SECTION 6. Parliamentary Authority

Robert's Rules of Order shall be the parliamentary authority used by all bodies of the Corporation, except when in conflict with these Bylaws.

ARTICLE IV. Officers

SECTION 1. Elective Officers

The elective officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, Technical Coordinator, Activities Coordinator and Public Information Officer.

SECTION 2. Order of Succession

The order of succession of officers shall be as follows: President, Vice President, Secretary, Treasurer, Technical Coordinator, Activities Coordinator, and then the Public Information Officer.

SECTION 3. Eligibility

Any Full Member, Family Member, or Student Member that is at least 18 years of age and in good standing shall be eligible for nomination and election as one of the officers of the Corporation.

SECTION 4. Terms

All officers shall take office immediately upon their election, and shall serve for a term of one year, and until successors are duly elected. Officers are eligible for reelection. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors as set forth in ARTICLE VI, SECTION 4.

SECTION 5. President

The President shall be the chief officer of the Corporation and shall preside at the meetings of the Corporation and of the Board of Directors. They shall be a member, ex-officio, of all committees. They shall communicate to the Corporation such matters and make such suggestions as may in their opinion promote the welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessary of the corporation.

SECTION 6. Vice President

The Vice President shall support the activities of the President at Corporation meetings and committees when the President is not able to attend. They shall be responsible for setting up and maintaining the club's activities regarding educational activities / classes, including working with the VE team to promote and staff our VE sessions. They shall work with Call Sign Trustees to ensure everything is up to date and filed with the FCC and ARRL. They shall also perform other activities that may be assigned by the President or the Board of Directors from time to time.

SECTION 7. Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and all committees and to make provisions for the keeping of records of the proceedings; to conduct correspondence and to execute all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Corporation and, in general, to perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 8. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors and, in general, to perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 9. Technical Coordinator

The Technical Coordinator shall be in charge of the procurement, repair, maintenance and operation of the radio and electronic equipment of the Corporation, maintaining security, recommending to the Board of Directors from time to time such changes in the equipment and operating procedures of the station or stations of the Corporation as in their Judgment may be desirable and, in general, all duties incident to the office of Technical Coordinator and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 10. Activities Coordinator

The Activities Coordinator shall be responsible for the conduct of amateur radio-oriented Corporate activities, including: Field Day and contest operations, the conduct of any club nets and any other activities undertaken by the membership of the Corporation or by the Board of Directors and, in general, all duties incident to the office of Activities Coordinator and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 11. Public Information Officer (PIO)

The Public Information Officer shall be responsible for the coordination of public relations pertaining to the role and activities of the Corporation which may, in the judgment of the Board of Directors, merit public notice. This may include, but is not limited to, press releases, social media, advertisements, and other forms of public notice. Additionally, the PIO is responsible for responding to inquiries and information requests regarding the Corporation and/or its activities, liaison with local and regional governments and officials, maintenance of mailing lists and web sites, as well as such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE V. Trustees

SECTION 1. Duties

The Board of Directors shall appoint a trustee for each repeater or radio station maintained by the Corporation. One person may be the Trustee for more than one repeater or station. Such Trustees shall carry on, on behalf of the Corporation, all correspondence with the Federal Communications Commission, shall have all powers and duties concerned with the radio station prescribed by law or regulation of the Federal Communications Commission and shall have the power to order the shutting down of the repeater, radio transmitting station or stations of the Corporation at any time if they have, in their sole discretion, sufficient reason to believe that Federal Law or a regulation of the Federal Communications Commission has or will be violated by operation of such repeater, station, or stations .

SECTION 2. Nomination and Appointment

The Trustee(s) shall be nominated and voted in by a majority vote of the Board of Directors.

ARTICLE VI. Directors

SECTION 1. Composition

The Board of Directors shall consist of the elected officers of the Corporation. Any member shall be eligible for reelection or reappointment. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected.

SECTION 2. Powers and Duties

The Board of Directors shall be the governing body of this Corporation and shall have all powers necessary to conduct the Corporation's business and manage its property in keeping with the Articles of this Corporation and these Bylaws.

SECTION 3. Meetings

The Board of Directors shall hold meetings at least annually at a time and place designated by the President. Special meetings will be held upon call of the President or upon written demand of a majority of the Board of Directors.

SECTION 4. Vacancies

Vacancies in the Board of Directors other than that of the station Trustee(s), shall be filled by a majority vote of the remaining members of the Board, and each person so elected shall be a board member until a successor is elected by the members at the next annual meeting of the members, or at any special meeting thereof duly called for that purpose and held prior thereto. Vacancies of a Station Trustee(s) shall be filled in accordance with ARTICLE V, SECTIONS 1 and 2.

SECTION 5. Quorum

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which the quorum is present shall be the acts of the board.

SECTION 6. Powers of Suspension

The Board of Directors shall have the power to suspend for a definite period any member for violation of any rule of the Bylaws of the Corporation or for conduct detrimental to the Corporation if a two-thirds majority of the entire Board of Directors concurs, provided that such member is notified of the charges and given opportunity to be heard prior to the Board of Director's action.

SECTION 7. Open Meetings

All meetings of the Board of Directors shall be open to any member in good standing of the Corporation, but such members shall not have the right to speak except with the approval of the Board.

SECTION 8. Temporary Inability to Serve

If any board member shall be temporarily unable to perform their duties, either at a meeting of the Corporation or of the Board of Directors or in other Corporate activities the next officer in succession shall, at the given board members request act in their stead with the full powers of the office, until such time as the given board member is able to resume their duties, or a new board member is appointed or elected as provided in ARTICLE VI, SECTION 4.

ARTICLE VII. Committees and Coordinators

SECTION 1. Establishment

Special committees, Emergency Coordinators, and Net Coordinators may be appointed by the Board of Directors or the President of the Corporation as such committees and coordinators are needed. Their duties shall be designated by the authority creating them, and their membership shall not be limited.

ARTICLE VIII. Initiation Fees, Dues, Donations, and Assessments

SECTION 1. Initiation Fees

Members will not be assessed any initiation fee.

SECTION 2. Annual and Multi-Year Dues

Annual Dues shall be assessed at a rate determined by the Board, for Full, Associate and Family Members. The Board of Directors may from time to time provide for advance payment of dues for any period not to exceed five years and may provide for an appropriate discount for such advance payment of dues. Dues of a Family Member shall be prorated commensurate with the membership term of the Active Member. The membership calendar runs from January 1 to December 31. Dues for the next year are due January 1 of that year. Memberships starting at various times will be pro-rated as follows:

- Jan 1 - June 30 - full year is due.
- July 1 - November 30 - half year is due.
- Dec 1 - 31 - Membership starts in January - full year is due.

People that take an amateur radio license exam during one of the corporation's VE sessions could be provided a free corporation membership. This membership gives the person all the same rights and privileges as a Full member, if at least 18 years old. Their membership shall start when they turn in the membership form and it runs according to the Full membership schedule above.

SECTION 3. Changes

The Board of Directors may determine from time to time the amount of the annual dues payable to the Corporation for each class of membership if a two-thirds majority of the Board concurs. In no case shall the dues for a Family Membership exceed one-quarter of the dues for an Active Membership. In no case shall the dues for a Student Membership exceed one-quarter of the dues for an Active Membership

SECTION 4. Default and Termination of Membership

When any individual of any membership class in the Corporation shall be in default in payment of dues for a period of three months, membership may be terminated or suspended by a majority vote of the Board of Directors.

SECTION 5. Borrowing Power

The Corporation may from time to time, as authorized by a two-thirds majority of the total membership in the Board of Directors, borrow money and issue its promissory notes or bonds for the repayment thereof with interest, and may, in like manner, mortgage its property as security for its debt or other lawful engagements.

ARTICLE IX. Amendments

SECTION 1. Initiation

Amendments to these Bylaws may be initiated as follows, by:

1. A two-thirds majority vote of the entire Board of Directors, or
2. Written petition submitted to the Board of Directors signed by at least ten members who are eligible to vote and are in good standing.

SECTION 2. Procedure

Once an amendment has been properly initiated, the Board of Directors shall contact each voting member, notifying them of the proposed amendment. Then, they shall call for a vote on the amendment, not less than 30 days later. They may:

1. Call for a vote at a regular meeting of the Corporation,
2. Call for a special meeting of the Corporation, at which a vote will be held,
3. Prepare a mail ballot, which is to be sent to voting members at their last known mailing address, or
4. Prepare an email ballot, which is to be sent to voting members at their last known email address.

SECTION 3. Passage

An amendment shall be deemed passed when a majority vote of those voting indicate approval.

ARTICLE X. Liabilities

SECTION 1. Liability of Members

Nothing herein shall constitute the members of the Corporation as partners for any purpose. No member, officer, trustee, director, coordinator, agent or employee shall be liable for the acts or failure to act on the part of any other employee of the Corporation, nor shall any member, officer trustee, director, coordinator, agent, or employee be liable for their acts or failure to act under these Bylaws, excepting only acts or failures to act arising out of their own willful misfeasance.

ARTICLE XI. Dissolution

SECTION 1. Method

Dissolution of this Corporation may be proposed by the method set forth in ARTICLE IX for the amendment of these Bylaws, except that dissolution must be approved by a two-thirds majority of the total Full and Family membership for it to be binding upon the Board of Directors.

SECTION 2. Duty of Board of Directors

Upon proper approval of the dissolution of the membership, the Board of Directors shall proceed to dissolve the Corporation in accordance with the laws of the State of Michigan and the final paragraph of ARTICLE IX of this Corporation's Articles of Incorporation.

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