

**ARROW Bylaws, amended November 2002**

**ARROW Bylaws, amended December 2008**

**ARROW Communication Association, Inc. Corporate BYLAWS**

As amended December 2008

**ARTICLE I. Name and Location**

**SECTION 1. Name**

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

**SECTION 2. Location**

*Mailing address is P.O. Box 1572, Ann Arbor, Michigan 48106.*

**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. Membership**

**SECTION 1. Active Membership**

*Any Amateur Radio operator licensed by the Federal Communications Commission as such and approved by a majority of the Board of Directors shall be eligible to become an Active Member of this Corporation, with full voting and other privileges.*

**SECTION 2. Family Membership**

*Spouses or immediate relatives of active members residing in the household of active members identified in Section 1 above, who are licensed Amateur Radio operators and approved by a majority of the Board of Directors, shall be eligible to become family members of this Corporation.*

- a. Family Membership shall carry all of the rights and privileges of Active Membership, including the right to vote and hold office.*
- b. Family Membership shall run concurrently with the Active Membership.*

**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 of the rights and privileges of an Active Member, except that they shall not be entitled to vote or hold office.*

#### **SECTION 4. Student Membership**

*Any licensed Amateur Radio operator [allows for Canadian and those operating on CEPT licenses] who is either still in grades K-12, or in the first four years of pursuing a first college undergraduate degree, or in the first two years of pursuing a first associate degree, shall be eligible to become a Student Member of this Corporation. If at least 18 years old, this member shall have full voting and other privileges, and be able to hold office.*

#### **SECTION 5. Honorary Membership**

*The Board of Directors may annually by majority vote, confer honorary membership on any person it deems appropriate. Honorary Members shall have all of the rights and privileges of an Active Member, except that they shall not be entitled to vote or hold office.*

#### **SECTION 6. Voting Rights**

*Each Active Member and each Family Member shall be entitled to one vote on each matter submitted to a vote of the Membership.*

#### **SECTION 7. Suspension and Expulsion**

*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 the transaction of other business. Notice of these meetings, issued by the Secretary, shall be mailed or 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 be as follows:*

- 1. Call to Order*
- 2. Roll Call*
- 3. Reading of minutes of previous meeting*
- 4. Communications and bills*
- 5. Reports of officers*
- 6. Reports of committee heads and committee members*
- 7. Unfinished business*
- 8. New Business*
- 9. Election of Officers*
- 10. Other business*
- 11. Adjournment*

*The President may deviate from the foregoing Order of Business if, in his judgment, he feels it necessary to do so.*

## **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 Active, 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 Active, 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 his 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, executed in writing or by email by the member on such specific item.*

#### **SECTION 6. Parliamentary Authority**

*Robert's Rules of Order, Revised, 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, Secretary, Treasurer, Technical Coordinator, Activities Coordinator and Public Service Officer.*

#### **SECTION 2. Eligibility**

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

#### **SECTION 3. 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 4. 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. He shall be a member, ex-officio, of all committees. He shall communicate to the Corporation such matters and make such suggestions as may in his opinion promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties as are necessarily incident to the office.*

#### **SECTION 5. 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 to him by the President or the Board of Directors.*

#### **SECTION 6. 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 to him by the President or the Board of Directors.*

#### **SECTION 7. 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 his 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 to him by the President or the Board of Directors.*

#### **SECTION 8. Activities Coordinator**

*The Activities Coordinator shall be responsible for the conduct of Amateur Radio-oriented Corporate activities, including: Field Day and other contest operations, conduct of Amateur License classes, 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 to him by the President or the Board of Directors.*

#### **SECTION 9. Public Service Officer**

*The Public Service Officer shall be responsible for servicing all requests made to the Corporation for the provision of radio communication for non-profit activities, including liaison with such organizations and the coordination of such publicity and public relations pertaining to the role of the Corporation in public service communication and for all other aspects of the Corporate activities which may, in the Judgment of the President, Board of Directors and/or membership, merit public notice and, in general, all duties incident*

*to the office of Public Service Officer and such other duties as from time to time may be assigned to him 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 he has, in his 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 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 and a single delegate Trustee, selected by the members of a standing committee consisting of all appointed Trustees. 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 e 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 Director until his 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 in the Board of Director's seats of 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 such 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 or Bylaw 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 against him 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 member shall not have the right to speak except with the approval of the Board.*

#### **SECTION 8. Temporary Inability to Serve**

*If the President shall be temporarily unable to perform his 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 President's request act in his stead with the full powers of the office, until such time as the President is able to resume his duties, or a new President is appointed or elected as provided in ARTICLE VI, SECTION 4. The order of succession of officers shall be as follows: President, Secretary, Treasurer, Technical Coordinator,*

*Activities Coordinator, and then Public Service Officer. Any station Trustee may designate, on a temporary basis, a proxy to represent his interest during Board of Directors meetings. Such proxy shall be a member in good standing of the Corporation. The presence of any person or persons designated as such a proxy shall be counted in the reckoning for determining a quorum as defined in ARTICLE VI, SECTION 5.*

## **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 Active, 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 pro-rated 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 - May 31 - full year is dues.*
- June 1 - August 31 - 2/3 year is dues.*
- Sept 1 - November 30 - 1/3 year is dues*
- Dec 1 - 31 - Membership starts in January - full year is dues.*

### **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 total membership of said 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 initiated as followed by:*

- a. A two-thirds majority vote of the entire Board of Directors, or*
- b. Written petition submitted to the Board of Directors of ten per cent, but at least ten, of the Active or Family Members of the Corporation whose dues are paid to date.*

#### **SECTION 2. Procedure**

*Proposals for amendments properly instituted in accordance with the previous SECTION shall be processed by the Board of Directors by:*

- a. Calling a meeting of the Corporation for the purpose of voting on the amendment in accordance  
  
with ARTICLE III, provided that the proposed amendment shall accompany each notice, or*
- b. Preparing a mail or email ballot and sending it to every Active and Family Member of the Corporation at their last known address as*

shown  
upon the records of the Corporation.

### **SECTION 3. Passage**

*An Amendment shall be deemed passed whenever a majority 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 his acts or failure to act under these Bylaws, excepting only acts or failures to act arising out of his 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 Active 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.*