

**BY-LAWS OF THE READING RADIO CLUB ARTICLE I NAME**

Section 1. This Association 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 State of Pennsylvania, to provide as far as possible, adequate means for emergency communications in the event of a disaster, and to promote fraternal spirit among persons interested in radio communications.

**ARTICLE III MEMBERSHIP**

Section 1. The membership of this organization 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 or its authorized agent.

Section 2. There shall be four classes of membership, viz:

A. **FULL MEMBERS:** Those persons eighteen years of age or more, who are holders of a valid amateur radio operator and/or station license issued by the Federal Communications Commission or its authorized agent. Full Members have voting rights.

B. **ASSOCIATE MEMBERS:** Entry level class for all new members. Individuals who will be considered for Full Membership by the Board of Directors are those who have attended two (2) regular General Meetings, and have participated in any club activity(ies) during the last calendar year, and are holders of a valid amateur radio operator and/or station license issued by the Federal Communications Commission or its authorized agent. That decision may be made at any Board of Directors meeting. Persons under age eighteen may be considered on an individual basis. Associate Members do not have voting rights.

C. **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 Federal Communications Commission or its authorized agent. Supporting Members do not have voting rights.

D. **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 prescribed by the Board of Directors, shall accompany the application for membership. If the applicant is not accepted, the fee will 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 this Corporation, 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.

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

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 Corporation.

#### **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 Corporation.

Section 2. The annual fee for an Associate Member shall be determined by the Board of Directors and shall be in accordance with the requirements of the Corporation.

Section 3. 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 Corporation.

Section 4. 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 thereupon he or she will cease to be a Member of the Club. 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 5. New Members shall be required to pay annual dues at the time of acceptance into the Club.

Section 6. 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 this Association 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 Corporation.

## **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 Members of the Association.

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 weeks notice of any special meeting and each Director shall receive one 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 Mail to each Member or Director on the Board of Directors as the case may be at his latest address recorded on the books of this Association.

Section 2. Each Member shall be entitled to one week's notice of special and regular monthly meetings, and thirty 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 and the official; legal newspaper in the City of Reading, as well as such other Cities, Towns, Boroughs or Villages of the Commonwealth of Pennsylvania as is deemed necessary.

## **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 By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notices whether before or after the time stated therein, shall be equivalent thereto

## **ARTICLE IX OFFICERS**

Section 1. The officers of this Association 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 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 this Association; he shall preside at all meetings of the Members and Directors; he shall have general and active management of the business of this Association; he shall see that all orders and resolutions of the Board of Directors are carried out; he shall execute all bonds, mortgages and all contracts of this Association, affixing the corporate-seal thereto; he shall have general superintendence and direction of all other officers of this Association and see that their duties are properly performed; he shall submit a report of the operations of the Association 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 this Association; he shall 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; he shall 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 latter. He shall also act as an activities and program manager and shall be an ex-officio member of all standing committees and further shall have such other duties as may from time to time be determined by the Board of Directors.

Section 3. The Secretary shall attend all sessions of the Board of Directors and all meetings of Members and act as a clerk thereof, and shall record all votes and minutes of all proceedings in a book to be kept for that purpose; shall when required, perform a like service for all standing committees; shall send notices of all meetings to the Members of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall be and he shall be the custodian of the corporate seal and all the books and records of this Association, 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 this Association and shall deposit the same in the name of this Association in depositories designated by the Board of Directors; he shall pay all the vouchers or orders properly attested by the President and Secretary; and shall make a complete and accurate report of the finances of this Association 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 Association to his respective successor in office, or 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 it may deem requisite.

## **ARTICLE XII BOARD OF DIRECTORS**

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

Section 2. All Members of the Board of Directors must be Full Members. All Members of the Board of Directors shall be elected by the voting Membership by majority vote and said Board shall consist of nine members. No more than three of the Board of Directors positions may be held by Technician Class licensees. + Modified Jan, 8<sup>th</sup> 2021

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

Section 1. The property and business of this Association 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 this Association, and elsewhere in these By-Laws, the following specific powers are expressly conferred on the Board of Directors:

To purchase or otherwise acquire for the Association any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or servants, to determine their duties and affix their salaries; to confer by resolution upon any officer or agent of this Association the power of permanently removing or suspending any subordinate officer or servants; to determine who shall be authorized, on behalf of this Association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the Association, with such powers as the Board may deem fit to grant; generally to do all such lawful acts and things as are, not by law, or by charter, or by these By-Laws 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 Club station licenses authorized by the Federal Communications Commission 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 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. + Modified Jan 8<sup>th</sup>, 2021

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 READING RADIO CLUB 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 Association held in December 1956, a Board of nine Directors shall be elected by the Membership with voting power, three of whom shall serve for three years, and three of whom shall serve for two years, and three of whom shall serve for one year. At each Annual election held thereafter, the Membership with voting power shall elect three Directors to replace those whose terms have expired, and who shall serve a term of three years.

Section 7. A simple majority vote of the Full Members voting shall be required to elect a Member to the Board of Directors. If 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. In the event that any member of the Board of Directors shall become vacant, the Membership with voting power shall immediately fill such vacancy for the un-expired 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 or her office by a two-thirds majority vote of all other Board of Directors Members present at a Board of Directors meeting at which such action is determined to be in the best interest of the Corporation. Any person so 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 of the Full Members with voting power in good standing.

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 Members 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 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. Associate and Supporting Members do not have voting power.

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

## **ARTICLE XIX AUDIT**

Section 1. The Treasurer's books may be audited at least 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. This Association shall have a seal, upon which shall be inscribed the name of this Association, the year of its creation, and the words, "Incorporated Commonwealth of Pennsylvania."

## **ARTICLE XXI AMENDMENTS**

Section 1. The Full and Honorary Members of this Association 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 BY-LAWS**

Section 1. These By-Laws 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 By-Laws shall be in full force and effect immediately upon their adoption as set forth in Section 1 and it is recommended that they be reviewed at least every five years by a Committee selected for that purpose.

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

**BY-LAWS 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<sup>TH</sup>, 2021.**

