

# **Constitution and By-Laws of the Bald Eagle Repeater Association**

## **Preamble:**

We the Undersigned, wishing to secure for ourselves the pleasures and benefits of the Association of persons commonly interested in Amateur radio, do hereby constitute ourselves the Bald Eagle Repeater Association, hereafter referred to as the “Association”, a non-profit organization, and under the call sign of KB3HLL, do enact this Constitution and Bylaws as our governing law, as required by our government and the laws within, as written in articles of incorporation with the Pennsylvania Department of State and the Internal Revenue Service.

We hereby resolve to work within Lycoming County and surrounding Counties of Pennsylvania in supporting all forms of communication throughout the region. Contributing our assistance to the best advantage in the event of an emergency,

It shall be our purpose to facilitate the exchange of information and general cooperation between members, to promote radio knowledge, fraternalism, and individual operating efficiency, and to so conduct club programs, and activities as to advance the general interest and welfare of Amateur Radio in the general community.

## **Severability**

If any provision of this Constitution and these By-Laws is held invalid, the other provisions of this Constitution and By-Laws shall not be affected.

## **Article I – Membership:**

All persons interested in Amateur Radio and the activities of the Association may be eligible for membership as set forth below:

### **Section 1: Types of Membership**

There shall be several types of membership in the Association:

- A) FULL Membership:** Any Amateur holding a valid and current Amateur Radio License issued by the Federal Communications Commission is eligible to become a FULL member. A FULL member may hold office and vote on any business brought before the Association.

- B) ASSOCIATE Membership:** Anyone with the desire to be a member of the association. This person is not required to hold any amateur license. This member has the privilege of attending all Association functions. This membership has no voting privileges.
- C) FAMILY Membership:** All licensed Amateur Radio Operators in one household, residing at a single street address will be regarded as FULL members and are eligible to vote on any business brought before the Association. Family members who DO NOT hold a valid Amateur Radio License shall be regarded as ASSOCIATE Members.
- D) Student Membership:** A Licensed Amateur Radio Operator in School, age 25 or less. A Student member may hold office and vote on any business brought before the Association.
- E) HONORARY Membership:** Shall be conferred upon any individual who or organization which has made an outstanding contribution to the furtherance of the Association. This Membership is granted upon recommendation of the Board of Directors and two-thirds vote of the members present at a general meeting. HONORARY Members are excluded from voting and dues requirements.
- F) LIFE Membership:** Any FULL Member in good standing who has been a member for one year or longer may apply and be considered for LIFE membership in the second year. If approved by two-thirds vote of the members present and shall pay a one-time fee equivalent to Twenty-Five years of membership dues at the current rate. Then the member is accepted as a LIFE member and they keep all the privileges of a FULL member for life, so long as they hold a valid Amateur Radio License.

## **Section 2 -**

Only licensed FCC Amateur operators will be allowed to hold any office.

## **Section 3 - TERMS OF ACCEPTANCE**

Any eligible person applying for membership in the Association is subject to approval by the Board of Directors.

#### **Section 4 - DUES**

The annual dues shall be an amount agreed upon by the Active Full Members with voting privileges and will remain in effect for no less than one year. Dues shall be payable on an annual basis, in January. Dues rates for each type of membership can be found in the By-Laws.

- A) Dues are payable by the first day of January of each year.
- B) Dues amount shall be set by the by-laws.

#### **Section 5 - SUSPENSION OF MEMBERSHIP**

An individual's membership may be suspended by a majority vote of the Board of Directors, with all Board members casting one vote. No votes shall be taken prior to a hearing of all persons concerned. Membership may be suspended for reasons including, but not limited to the following:

- A) Any member who has had his or her Amateur operator's License suspended or revoked by the Federal Communications Commission shall, notify the officers of the association and be automatically suspended from the privileges of the Association.
- B) Noncompliance with FCC Rules and Regulations.
- C) Noncompliance with the By-Laws and/or policies of the Association.
- D) General behavior or acts contrary to good citizenship.
- E) Conviction of a state or federal crime.
- F) Nonpayment or delinquent dues.

### **Article II – Board of Directors**

#### **Section 1 - BOARD OF DIRECTORS**

- A) This Association shall be managed by a Board of Directors composed of five (5) elected Officers, and Three Members-at-Large.
- B) The Board shall have the control and general management of the affairs and business of the Association. Such directors shall in all cases act as a Board, by a majority.
- C) Directors shall be legal citizens of the United States of America.

#### **Section 2 - OFFICERS**

The Officers of this association shall be:

President  
Vice President  
Secretary  
Treasurer  
Trustee-of-Record.

### **Section 3 – TERM OF OFFICE**

- A) The Officers of this association shall be elected for a term of one year by ballot of the members present at the last meeting prior to the new year.
- B) The Trustee-of-Record shall serve for six years.
- C) The three Member-at-Large will be elected to a 3-year term, rotating one elected every year.
- D) There shall be no limit on the number of terms a Director or Officer may serve.

### **Section 4 - VACANCIES**

Vacancies occurring between elections must be filled at the first regular meeting. If the position is not filled, the Vice President shall assume the position for the remainder of that positions term.

### **Section 5 - REMOVAL**

Officers may be removed from office on a vote by two thirds vote of membership. Intentions of removal must be announced at least two weeks prior to the next regular meeting and it must be in writing to one of the Officers. Vote shall be counted by a mass mailing to all current club members.

### **Section 6 - Duties of Officers**

#### **A) The President**

- i) Shall preside at all meetings of this association and conduct the meetings according to the rules adopted.
- ii) He/she shall enforce due observance of the Constitution and By-laws.
- iii) Decide all questions of order.
- iv) Sign all official documents that are adopted by the club, and none other.
- v) Perform all the customary duties pertaining to the office of the President.

#### **B) The Vice President**

- i) Shall assume all duties of the President in the absence of the President.
- ii) The Vice-President shall be ad-hoc chairman of all Association activities and coordinate all programs and regular meeting agendas with the President.

**C) The Secretary**

- i) Shall keep a record of the proceeding of all meetings; keep a roll of members and submit applications for membership.
- ii) It shall be the duty of the Secretary to keep the Constitution and By-laws of the Bald Eagle Repeater Association. And have the same with them at every regular and special meeting. Said person shall cause all amendments, changes and additions to be noted thereon. And shall permit the same to be consulted by members upon request at a meeting.
- iii) At the expiration of the present Secretary term all possessions belonging to the Bald Eagle Repeater Association shall be given to the successor.

**D) The Treasurer**

- i) Shall receive and receipt for all monies paid to the club.
- ii) Shall pay all bills under the direction of the Board of Directors.
- iii) Keep an accurate account of all monies received and expended.
- iv) A complete financial statement made at every club meeting.
- v) At the expiration of the Treasurer's term, all possessions belonging to the club shall be turned over to the successor.

**E) Trustee-of-Record**

- i) Shall have custody and care of the physical assets of the Association, including but not limited to the Association's radio equipment.
- ii) The Trustee-of-Record shall hold all of the Association's radio licenses.
- iii) The Trustee-of-Record shall have the responsibility of maintaining all licenses and shall ensure that all licenses issued to the organization are current.
- iv) The Trustee-of-Record shall notify the directors if radio equipment repairs are needed.
- v) The Trustee-of-Record shall make regular reports at any meeting as needed.

**F) MEMBER-AT-LARGE (3)**

- i)** The holder of the office of Member-at-Large must be a member in good standing with voting privileges and will sit on the Board of Directors.
- ii)** All Member-at-Large are required to attend Board of Directors' meetings and have an equal vote as a Director.
- iii)** The Member-at-Large shall represent the general body of members at these meetings.
- iv)** The Member-at-Large shall conduct an Audit of the Treasurer's books when a new person is elected Treasurer. An audit shall be performed at least every three (3) years. The audit shall be done by a minimum of two (2) of the Member-at-Large. A signed report of their findings shall be submitted to the Board of Directors.

**Section 7 - DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS**

- A)** The Board shall have the control and general management of the affairs and business of the Association. Such directors shall in all cases act as a Board, by a majority vote.
- B)** They may adopt such rules and regulations for the conduct of their meeting and the management of the Association as they may deem proper, not inconsistent with this Constitution, By-Laws and the Laws of the Commonwealth of Pennsylvania.
- C)** The Board shall be empowered to authorize expenditures for improvements, for maintenance of the organization's property and for activities in furtherance of the goals of the organization, while retaining a reserve amount in the organization's accounts sufficient to cover recurring expenses for one fiscal year.
  - i)** In calculating the reserve amount required, recurring expenses shall include, but not be limited to, the total of the previous fiscal year's utility bills, Internet services, insurance premiums, taxes, fuel for emergency power systems, on-going rental expenses and lease expenses. In calculating the amount actually held in reserve, the corpus of any endowment funds, trust funds or similar accounts shall be excluded from the calculation.

## **Section 8 - DIRECTORS MEETINGS**

- A) Regular meetings of the Board shall be held at least once a year or as the President deems appropriate or upon a request by of least three Board Members.
- B) Special meetings of the Board shall be called with adequate notice to all Board Members and shall be entered into upon written request to the Secretary.

## **Article III – Fiscal Year**

The fiscal year is January 1 thru December 31st.

## **Article IV – Meetings:**

### **Section 1:**

- A) The by-laws shall provide for regular and special meetings.
- B) At meetings, three members and two officers, a total of five members present, shall constitute a quorum for the transaction of business.

## **ARTICLE V - ELECTION PROCESS**

The President, under new business at the September general meeting shall appoint, pick or have volunteers named to a Nominating Committee of three (3) members with voting privileges who will serve for the next two months. Members selected to serve on the Nominating Committee must be present when nominated and must express their willingness to serve on the Committee. Members of the Nominating Committee are NOT eligible for election to the Board.

### **Section 1 - DUTIES OF THE NOMINATING COMMITTEE MEMBERS**

The committee will seek out, and interview members to fill a slate of Officers and Board members to be voted on for the next year. There should be at least 2 candidates for each position. The secretary will provide a list of members with voting privileges and contact information to the nominating committee.

### **Section 2 - AVAILABILITY**

Any member with voting privileges that is wishing to be an officer shall advise the nominating committee of their desire to seek office.

### **Section 3 - REPORTING**

The chairman of the nominating committee will make his report to the Secretary in the first week in November to permit the Secretary to publish the slate of candidates wishing to stand for office. This slate of candidates shall be distributed to the members in the newsletter as well as electronically to each member and listed on the Website and/or by U.S. mail.

### **Section 4 - FORMAT OF THE BALLOT**

The Ballot will list one or more names for each of the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Trustee-of-Record every 6 years
- Member-at-Large

### **Section 5 – VOTING**

Under new business at the November meeting the Secretary will present the slate of candidates in a paper ballot to each member with voting privileges. The Nominating Committee will collect all ballots. At this time the Nominating Committee will tally the ballots

### **Section 6 – TALLYING OF BALLOTS**

Ballots will be counted and those nominees receiving the highest number of votes shall be duly elected for the next calendar year. In case of a tie, a ballot for that office shall immediately be distributed. The tie breaker ballots shall be collected, counted and the winner announced.

### **Section 7 - PRESENTATION OF VOTING RESULTS**

The chairman of the nominating committee will submit the final list of elected officers to the Secretary who shall announce the results and upon acceptance, he shall destroy all ballots.

At this point the nominating committee is disbanded.

## **Article VI – (Reserved)**

### **Article VII – Amendments:**

#### **Section 1:**

This Constitution or By-Laws may be amended by a 2/3rds majority vote of the club's members present at a meeting.

Proposals for Constitution Amendments shall be submitted in writing at a regular meeting with vote action to be taken at the next regular meeting.

Proposals for bylaw changes shall be submitted in writing or email one week before a meeting to be voted on.

### **Article VIII - Dissolution**

#### **Section 1:**

In the event of dissolution of the club and pursuant to the non-profit laws of the Commonwealth of Pennsylvania, and after settlement of all claims, debts and expenses of dissolution, all remaining assets and funds shall be distributed to another like organization, which is organized and operated exclusively for education and scientific purposes and one that has established its tax exempt status under the rules of the Internal Revenue Code.

# **By-laws of the Bald Eagle Repeater Association.**

## **Section 1: Membership and Dues:**

Applications for membership shall be submitted in writing. Membership classes that are available with the Bald Eagle Repeater Association are:

- A) Regular membership is \$20.00 a year.
- B) Associate membership is a one-time \$10.00 fee.
- C) Family membership is \$20.00 plus \$10.00 each additional family member
- D) Student membership is \$10.00 a year.
- E) Honorary membership is no charge.
- F) Life membership is Twenty-Five times current dues rate.

## **Section 2: Meetings:**

- A) Regular meetings shall be held at such a place as the President shall order.
- B) Regular meetings are held on the Third Tuesday of the odd month at 7:00 PM.
- C) Special meetings may be called for by members by notifying any club officer to set up the meeting for a specific reason.

## **Section 3: Audit:**

(See Article II, Section 6-F-iv)

An annual monetary audit of the Treasure's books shall be made one month after the end of the fiscal year by the auditing committee. The auditing committee shall consist of at least two Member-at-Large (See Article II, Section 6-F-iv). The Committee shall report at the next regular meeting.

## **Section 4: Repeater Building, Rules & Guidelines**

- A) Annual donation \$25.00 rent per year.
- B) There must be no interference to 09 and 05 repeaters
- C) Must ID properly
- D) Coordinated with ARCC
- E) Rack mounted or wall cabinet installation
- F) Technical Information available, preferably on site
- G) Assembled neatly and properly grounded
- H) Antenna feed line grounded at tower
- F) These guidelines are to be respected at all times

**Constitution and Bylaws Revisions:**  
**As amended July 2016**

**First Approval 9/17/2024**  
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