



By-Laws

of the

Birmingham Amateur Radio Club

Adopted on June 5, 2003

BY-LAWS OF THE BIRMINGHAM AMATEUR RADIO CLUB

BY-LAWS **OF** **THE BIRMINGHAM AMATEUR** **RADIO CLUB, INCORPORATED**

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ARTICLE I - ORGANIZATION

1.1 NAME

The name of this organization shall be the Birmingham Amateur Radio Club, Incorporated. It may also be known as BARC.

1.2 PURPOSE

BARC is organized and incorporated according to the laws of the State of Alabama for the purposes of:

- 1) Assisting and serving others through the use of amateur radio and our collective skills both in emergency and non-emergency situations in which normal lines of communication are disrupted or otherwise unavailable,
- 2) Encouraging continued education and training for prospective and current amateur radio operators by providing opportunities for both education and hands-on training,
- 3) Encouraging research and experimentation with new technologies to facilitate communication,
- 4) Promoting amateur radio through providing opportunities for social fellowship among members, their families and other interested persons,
- 5) Promoting public knowledge and understanding of amateur radio and its contribution to the public.

1.3 AFFILIATION

BARC is an affiliate of the American Radio Relay League ("ARRL").

ARTICLE II - MEMBERSHIP

2.1 MEMBERSHIP APPLICATION

- 1) Membership in BARC is available to all whom are eligible according to the following criteria, without regard to race, creed, color, sex, sexual orientation, national origin or disabilities of the applicant.
- 2) All who wish to join the BARC may apply for membership by submitting a fully completed, dated

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and signed membership application, along with any necessary dues, to the BARC Vice-President. The Vice-President shall accept applications and review them for accuracy, completeness, and inclusion of any required information and documentation. Once this check is complete, and barring the discovery of any incorrect or false information, the application shall be presented to the club membership at the next regular meeting for approval. Applicants will become a member upon approval of a majority of the voting membership present at the meeting.

- 3) All applicants accepted for membership in BARC shall hold membership based on only ONE of the available membership classifications. Each applicant wishing to join BARC under ANY category other than Regular or Associate shall furnish satisfactory evidence of meeting the prerequisites with their application. This information shall be verified PRIOR to acceptance of their application for membership. The applicant is solely responsible for supplying any verifications or other information as required to confirm eligibility for any membership classification other than REGULAR or ASSOCIATE membership.
- 4) A copy of the Articles of Incorporation and by-laws shall be provided at no charge to each person accepted as a new member.

2.2 MEMBERSHIP CLASSIFICATIONS

BARC membership is categorized as follows:

- 1) **Regular:** Anyone holding a valid amateur radio operators license that is issued by the Federal Communications Commission of the United States of America. Any person meeting the prerequisites for any other category of membership may choose to maintain a Regular membership classification in lieu of selecting any one of the other available categories. Selection of any category is totally at the discretion of the applicant. Regular members hold all voting rights and privileges.
- 2) **Life:** Anyone meeting the conditions for Regular membership AND who shall have remained a member in good standing of the BARC for a minimum of five (5) consecutive Club fiscal years prior to the date of application for Life membership, AND shall have attained the age of 70 years or

older as of the date of application. Life members receive all the rights and privileges contained with Regular membership.

- 3) **Senior:** Anyone meeting the conditions for Regular membership AND who shall also have attained the age of 65 years old as of the date of application. Senior members receive all the rights and privileges contained with Regular membership.
- 4) **Student:** Anyone meeting the conditions for Regular membership AND who shall be a full-time student through the 12th Grade. Student members receive all the rights and privileges contained with Regular membership.
- 5) **Associate:** Associate membership is available to anyone interested in amateur radio communications and the purposes of the organization AND who does not hold a valid amateur radio license issued by the Federal Communications Commission, or anyone who qualifies for another class of membership but does not wish to obtain it. An associate member shall not vote, hold office or serve on the Board of Directors.
- 6) **Family:** Anyone meeting the conditions of Regular or Associate membership AND who shall also reside at the same street address as an existing Regular member in good standing of BARC. The person requesting Family membership must be a member of the same household as the Regular member. All who are classified as Family members shall not receive their own copy of the Club newsletter but shall receive all the rights and privileges of membership. At least ONE member of the household shall be a Regular member of the Club in order for any other member of the same household to apply for Family membership. Properly licensed family members shall have the same status as Regular members and unlicensed family members shall have the same status as Associate members.
- 7) **Honorary:** Any person may be granted an honorary membership in BARC by a two-thirds vote of the membership at any regular meeting.

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ARTICLE III - VOTING CLASSIFICATION

3.1 VOTING CLASSIFICATIONS

There shall be two classifications of voting rights consisting of:

- 1) **Voting Member:** all members in good standing that hold a current valid amateur radio operators license. This is generally all members EXCEPT those in the Associate classification and those Honorary members that do not hold an amateur radio operators license.
- 2) **Non-Voting Member:** shall consist of all members not holding a valid amateur radio operators license. This will generally be those members in the Associate classification and those Honorary members that do not hold an amateur radio operators license.

ARTICLE IV - DUES

4.1 MEMBERSHIP DUES

Membership dues, in an amount determined by the Board of Directors and approved by a majority of the voting membership present, shall be assessed annually and are payable during the renewal period of January through February. Reduced rates shall be assessed for members who are classified as Senior, Student, or Family members. Persons for whom payment of dues would constitute a hardship or are physically handicapped shall, at the discretion of the Board of Directors, be exempt from payment of dues. Honorary members and Life members shall be exempt from payment of Club dues.

4.2 PRORATING OF DUES

Dues for new members that have not been a member during the preceding fiscal year shall be prorated based on the number of months remaining in the current fiscal year.

4.3 ASSESSMENTS

There shall be no assessments to the members.

4.4 DUES PAYABLE

Dues are payable on January 1 of each year and will be considered delinquent if not paid in full by March 1.

4.5 NON-PAYMENT OF DUES

Failure to pay Club dues within sixty (60) days after the beginning of a new Club fiscal year shall be considered cause for removal from the Club membership rolls. Members removed for non-payment of dues shall be reinstated to their previous membership status upon full payment of any dues in arrears as well as those assessed for the current fiscal year. Payment of any arrears shall reinstate the member to their previous membership status except in the case that the dues are more than twelve months in arrears. In the event the dues are in arrears for more than twelve months, the person can only be reinstated by applying for membership as specified in Article II of these By-Laws.

ARTICLE V - FISCAL YEAR

The Club fiscal year shall be from January 1 through December 31.

ARTICLE VI - ELECTIONS

6.1 ELECTION AND INSTALLATION DATES

Officers and Board of Directors members described these by-laws shall be elected annually at the last regularly scheduled Club meeting in April. Officers and Board of Directors members shall serve until their successors are elected and installed. Installation of officers and Board of Directors members shall take place at the first regularly scheduled Club meeting in July.

6.2 NOMINATIONS

The presiding officer at the last regular scheduled Club meeting in February shall appoint a nominating committee composed of five (5) Club members in good standing, who are not current members of the Board of Directors, who shall select one of these to act as chairperson. At the last regularly scheduled Club meeting in March, the chairperson of the nominating

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committee shall submit a proposed slate of officers, board members and Long Range Planning Committee members to the Club. Each office shall have at least one candidate. At the March meeting in which the nominating committee report is presented, a request for nominations from the floor shall be entertained. Prior to any nomination, the person being nominated shall have been previously canvassed to confirm that they will run if nominated and also serve if elected. After any and all nominations have been received, the chairperson shall pronounce the nominations closed and no further nominations shall be entertained or accepted.

6.3 NOTICE OF ELECTION

The list of candidates and a notice announcing the date, time, and place of the election shall be distributed in writing to each Club member in good standing. This list of candidates and notice of election shall be distributed via US Mail and must be post-marked at least seven (7) days prior to the date of the election.

6.4 ELECTION PROCEDURE

- 1) The chairperson of the Nominating committee shall run the election.
- 2) Balloting shall be done by anonymous written ballot.
- 3) A candidate shall be elected to an office or a Board of Directors' seat by a simple majority of votes cast.
- 4) If there is only one candidate for an office or Board of Directors seat, that candidate shall be declared elected by acclamation without objection.
- 5) The chairperson of the nominating committee shall store the ballots securely until a sufficient time has elapsed, but no less than two (2) calendar weeks following the general election. Following that period of time and provided no need arises, all ballots shall be destroyed.
- 6) The nominating committee chairperson shall count votes cast at the election and shall then inform the current President and the members present at the election meeting of the results of the election.
- 7) The results shall be printed in the next available issue of the Club newsletter.

- 8) The newly elected officers and Board of Directors members shall be installed in accordance with these by-laws.

ARTICLE VII - OFFICERS

The officers of the Club shall be President, Vice-President, Secretary, and Treasurer.

ARTICLE VIII - BOARD OF DIRECTORS

8.1 COMPOSITION

- 1) The Board of Directors shall be composed of the President, Vice-President and five (5) other members not holding an elective office concurrently.
- 2) The immediate past President, based on his (or her) approval, shall automatically be nominated for one of the five elected Board of Director positions.
- 3) The qualifications for election to the Board of Directors are that the individual must be a voting member of BARC **AND** must meet a minimum of one of the following criteria:
 - a) Served as an elected officer of BARC,
 - b) Served as the chair of a BARC standing committee, or
 - c) Been a voting member of BARC for the three most recent consecutive fiscal years.

8.2 CHAIRMAN OF BOARD OF DIRECTORS

The Board of Directors shall elect one of its members as Chairman at the first board meeting following installation of board members as defined in Paragraph 8.1 of these by-laws.

8.3 VOTING RIGHTS

All members of the Board of Directors including the Club President and Chairman of the Board shall be entitled to vote on any matter properly brought before the Board of Directors unless otherwise prohibited within these by-laws.

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8.4 DUTIES

The Board of Directors shall conduct all business of the Club not otherwise delegated by the by-laws. They shall advise, when requested, the President on matters of Club business. They shall faithfully carry out all the lawful directives that the Club or the President may issue.

8.5 MEETINGS

- 1) The Board of Directors shall meet when needed but not less than bi-monthly.
- 2) The Board of Directors shall, whenever possible, notify the Club's membership of the times and places at which it shall meet. The President shall call for the meeting, and make notification of the time and place, by mail, telephone or email to the Board of Directors members, giving at least one week's notice except when such advanced notice is not practical and such notice is waived in writing by all the Board of Directors members.
- 3) All meetings of the Board of Directors must be open to all Club members in good standing except as provided in this Article VIII.
- 4) In cases where the Board of Directors is to discuss matters specified in Article XXIII (Removal from Office) or Article XXIV (Expulsion from Membership) the Chairman shall have the authority to close at his sole discretion such meeting to anyone not a member of the Board of Directors for the duration of such discussion. This authority is given to the Chairman to allow for the protection of confidentiality and privacy of the Club members.

8.6 REPORT OF MEETINGS

Following each Board of Directors meeting, the President will provide a report to the Club membership at the next regular Club meeting. This report will include at a minimum a summary of any actions taken by the Board unless otherwise specified in these by-laws (Article XXIII and Article XXIV).

ARTICLE IX - OFFICER OR ELECTED BOARD MEMBER VACANCY

- 1) Should any Club office (except that of President) or Board of Director's seat be vacated for any reason, the position shall be filled by any eligible Club member who shall be voted upon and approved by the entire remaining Board of Directors. This person shall serve the remainder of the current term and then the normal election procedure shall be followed as described within these by-laws.
- 2) Should the President's office be vacated, the Vice-President shall immediately resign that office, become President for the remainder of the current term, and immediately assume the duties of the President. The Vice-President's position shall be filled by any eligible member who shall be voted upon and approved by the entire remaining Board of Directors. This person shall serve the remainder of the current term and then normal election procedure shall be followed as described within these by-laws.

ARTICLE X - DUTIES OF OFFICERS

10.1 PRESIDENT

- 1) The President shall preside at all Club meetings and shall vote only in the case of tie in which case he (or she) will cast the deciding vote.
- 2) The President shall be an ex-officio member of all Club committees.
- 3) The President has the authority and power to appoint all committee chairpersons. This authority may be delegated from time to time as deemed necessary; however, the ultimate authority to concur or veto all Club appointments shall remain with the President at all times.
- 4) The President may, from time to time, delegate to others the authority to act as Club spokesperson or representative of the Club, but shall retain the ultimate authority to act as the primary spokesperson and representative of the Club in all cases.

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- 5) The President shall present a written report of his administration to the Club membership at the last regular meeting in June.

10.2 VICE-PRESIDENT

- 1) The Vice-President shall serve as membership chairman, solicit and encourage new members, accept membership applications, and maintain the Club membership roster.
- 2) The Vice-President shall assist the President in the performance of the President's duties.
- 3) Should the President be unable to continue in office because of sickness, death, becoming incapacitated, or through the office becoming vacant, the Vice-President shall assume the office in accordance with the procedures described in these by-laws.
- 4) The Vice-President shall preside over all Club functions in the stead of the President should the President not be able to do so.

10.3 SECRETARY

- 1) The Secretary shall maintain the official and accurate record of all Club meeting minutes and attendance. This includes general member meetings, officer and Board of Director meetings. Keep originals or copies, as appropriate, of all correspondence relating to Club business.
- 2) The Secretary shall keep a copy of all amateur radio licenses issued to the Club.
- 3) The Secretary shall keep a list of the current name, address, and telephone number of all trustees of the various Club radio systems. This is required should communications with the U.S. Government agencies or other parties be required concerning the Club's radio systems.
- 4) The Secretary shall maintain the copies of the current Articles of Incorporation and by-laws of the Club and any amendments relating to these items.
- 5) The Secretary shall write all official correspondence for the Club, answer all official letters, and keep the file of correspondence of the organization.

- 6) The Secretary shall, based on information provided by the Club Equipment manager, keep and maintain an accurate and up-to-date list of all Club-owned, leased, or borrowed equipment. The Secretary has the responsibility only to maintain the listing of information. The responsibility for inventorying, tracking and day-to-day accounting for all Club assets resides with the Equipment manager, whose duties are described elsewhere in these by-laws.
- 7) No **original** documents in the custody of the Secretary may be transferred, assigned, or given to any other party without the express permission of the President. Should information be required, **photocopies ONLY** shall be provided and **ONLY** with the express permission of the President. Document having legal or historical significance shall be stored and protected in an appropriate manner. The Secretary shall, upon completion of their term of office, turn over all materials and documents to the incoming Secretary in a timely manner. The incoming Secretary shall verify the material and when satisfied shall execute a signed receipt to the outgoing secretary upon taking custody of this material. This receipt shall be stored in Club records.

10.4 TREASURER

- 1) The Treasurer shall receive and disburse all Club funds as directed by the Board of Directors, committee chairpersons, or the Club membership in accordance with the procedures described within these by-laws.
- 2) The Treasurer shall maintain a checking account in the name of the Birmingham Amateur Radio Club, Incorporated for deposit of funds and payment of normal disbursements.
- 3) The Treasurer shall maintain an interest bearing savings account for the deposit of reserve funds in excess of normal operating funds.
- 4) The Treasurer shall maintain and keep accurate, current, and detailed records of all financial transactions to which the Club is a party.
- 5) The Treasurer shall set-up and maintain an effective system to track budget status and projected budget

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conditions so as to alert the President as to any potential financial shortfalls that may occur.

- 6) The Treasurer shall provide, as requested, to the Board of Directors or the President a detailed and complete listing of receipts, expenditures, receivables, and liabilities.
- 7) The Treasurer shall as described in these by-laws, provide the Club Equipment Manager with timely information concerning any assets or equipment purchased, leased, or borrowed by the Club. This is required to accurately track and control any assets the Club may hold responsibility for managing.
- 8) The Treasurer shall provide a summary accounting of the Club treasury to the membership once per month at a regularly scheduled Club meeting. The books shall be accessible to any bona-fide Club member to inspect. No information concerning Club financial status shall be given outside normal Club channels without the express permission of the President. No document shall leave the possession of the Treasurer without the express permission of the President.
- 9) The Treasurer shall assist other authorized parties in a timely manner, as required, with any audits or reviews of Club books, tax issues, and other issues that may arise. Questions regarding how to handle these items shall be directed to the President.
- 10) The Treasurer shall at the completion of the term of office, turn over all materials and information to the incoming treasurer in a timely manner. A signed confirmation by the incoming treasurer of all materials being received shall be completed and filed with the current Club Secretary.

ARTICLE XI - STANDING COMMITTEES

All standing committees named in this Article XI are expected to operate and to serve BARC in a manner consistent with the stated purpose of BARC as specified in Article I of these By-Laws. All committee chairpersons except for that of the Long Range Planning Committee serve at the request and the will of the President.

11.1 BIRMINGHAM AMATEUR RADIO EMERGENCY SERVICE (BARES)

- 1) This is the emergency communication service of the Club. The chair of this committee shall also be known as the Director of Emergency Communication. The chair may as required appoint additional assistants. Membership in BARC is not required to participate in the activities of the Service.
- 2) The committee is responsible for maintaining the state of readiness of the Club for emergency communications at the highest level possible. This includes a documented response plan utilizing both the equipment and personnel of BARC.
- 3) Any Club equipment assigned to the Birmingham Amateur Radio Emergency Service shall remain the property of the Birmingham Amateur Radio Club.
- 4) The chair of the Committee is expected to work closely with the Training and Education Committee to insure optimal required training levels of the members.
- 5) This chair of the Committee or their designee shall serve as the BARC liaison to the various emergency management and emergency response agencies. This is to include agencies at the local, state and federal level.
- 6) In cooperation with the Station Activities Committee, this committee shall coordinate the operation of any BARC station(s) during emergency situations. This coordination shall include such things as the purpose, hours and staffing of such operation.

11.2 BIRMINGHAMFEST

- 1) The Birminghamfest Committee shall be composed of a chairman appointed by the Club President and at least five (5) other members of the Club that must be approved by the Board of Directors.
- 2) The Committee shall be responsible for the planning and coordination of all aspects of the Birminghamfest held in May of each year.

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- 3) Recognizing that the Birminghamfest is a source of revenue to provide funding for the purposes of BARC, the Committee expected to work with the BARC Treasurer to develop a detailed Birminghamfest budget and detailed accounting of receipts and expenditures.

11.3 CLUB EQUIPMENT

- 1) The Club Equipment Committee shall consist of a chair appointed by the Club President and other club members appointed by the chair or Club President. The chair of this committee shall be known as the Club Equipment Manager.
- 2) The chair of the Club Equipment committee shall direct and manage all activities dealing with the logging, tracking, and accounting of all Club assets and equipment. The chair shall conduct reviews, as described in these by-laws, to maintain knowledge and awareness of the location, holder, status, and condition of all Club assets. The chair shall maintain an inventory of all Club assets and shall provide the incoming President with a summary listing of these assets upon election to office. The chair shall manage the issuance and control of all access keys to Club storage locations. The chair shall be responsible for labeling all assets, where feasible, with unique Club identification markings. The chair shall design, manage, track and maintain the control of any loaned Club assets. The Treasurer and Secretary of the Club shall be ex-officio members of the equipment/property committee. The chair of the equipment/property committee shall oversee the inventory of all durable Club property, such as land, buildings, electrical and electronic equipment, tools, etc. He (or she) shall also oversee the storage and circulation of portable items such as tools, radios, etc. The chair of this committee shall devise, with the advice and consent of the Board of Directors, procedures to perform the tasks assigned to him (or her) in this paragraph.

11.4 FIELD DAY

- 1) The Field Day Committee shall be composed of a chairman appointed by the Club President, and any other members appointed by the Club President or the Committee chair.

- 2) The Committee shall be responsible for coordination of all activities required for BARC's participation in the ARRL sponsored Field Day.

11.5 HISTORICAL

- 1) The Historical Committee shall consist of a chair, appointed by the Club President, and other club members appointed by the chair or Club President. The BARC Secretary shall serve as an ex-officio member of this committee. The chair of this committee shall be known as the Club Historian.
- 2) The chair shall direct and manage all activities dealing with the safe and proper handling, retention, and storage of all records deemed valuable by the Club. These include, but are not limited to, Club charter and by-laws, Club Articles of Incorporation, contracts and legal documents, Club licenses and permits, historical records and documents, minutes of meetings and attendance listings, and any other records deemed valuable and/or important to the Club. The chair shall, based on a determination of the sensitivity, age, value and importance of a document or record, devise and implement an appropriate storage method to accommodate the requirements. Storage methods could range from a simple folder in a desk drawer to a fire-resistant safety deposit box in an institution. The dynamic nature of this effort requires a diligent effort and review to maintain effective control the chair shall also provide and assure that access to these records AND the means of access are known and available to all members. The chair shall provide a listing to the incoming President upon their election. The chair shall be required, at a minimum, to maintain records based upon state, federal, and municipal requirements or guidelines.

11.6 LONG RANGE PLANNING

- 1) The Long Range Planning Committee shall consist of the Club President, Treasurer, and three (3) members elected by the Club membership. The three at-large members shall serve three-year terms. Initially three members shall be elected with one having a one-year term, one having a two-year term, and one having a three-year term in order to establish the initial rotation.

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- 2) At the first meeting of the Long Range Planning Committee following July 1 of each year, the committee shall select from among its membership one person to serve as the chair of the committee.
- 3) The Committee shall be responsible for identifying and defining projects that the Club may want to undertake at a future date. These projects can include all aspects of the organization.
- 4) The committee has no authority other than to document and propose projects to the Board of Directors.

11.7 PROGRAM

- 1) The chair of the Program Committee shall be appointed by the Club President. The chair may appoint other club members to the committee as necessary.
- 2) The Committee shall be responsible for arranging various club program presentations for one club meeting each month unless otherwise directed by the President. The programs are to be in keeping with the club purpose as stated in Article I, Paragraph 1.2 of these by-laws.

11.8 PUBLIC SERVICE

- 1) The chair of the Public Service Committee shall be appointed by the Club President. The chair may appoint other club members to the committee as necessary.
- 2) The Committee shall be responsible for directing and managing all activities where the Club provides communications support to any organization, either internal or external.

11.9 PUBLIC RELATIONS

- 1) The Public Relations Committee shall be composed of a chair appointed by the Club President and other members as necessary to carry out the duties of the committee.
- 2) The Committee shall be responsible for public relations and publicity of BARC and the Birmingham Amateur Radio Emergency Service,

and maintain an accurate and permanent record of these activities.

11.10 PUBLICATION

- 1) The chair of the Publication Committee shall be the appointed by the Club President. The chair may appoint other members of BARC to serve on the committee as necessary.
- 2) The Committee shall be responsible for the publication of the Club monthly newsletter, an annual Club Membership Directory, and other Club publications that may be issued, from time to time. This does NOT include the program for the Birminghamfest, which will be published under the direction of the Birminghamfest Committee.

11.11 REPEATER

- 1) The Repeater Committee shall be composed of a chair appointed by the Club President. The trustee(s) of any repeaters licenses on behalf of BARC shall be members of this committee. The chair may appoint other Club members as appropriate to assist with the duties of this committee.
- 2) The Committee shall be charged with all activities concerning the Club repeater system(s). This includes, but is not limited to, initiating planning, construction, installation, and maintenance.

11.12 STATION ACTIVITIES

- 1) The Station Activities Committee shall be composed of a chairman appointed by Club President, trustees of any stations licensed on behalf of BARC, and the Director of Emergency Communications.
- 2) The Committee shall be directly responsible for the maintenance and operation of any station operated by the club that is not under the specific responsibility of another standing committee (for example, the Repeater Committee). The Committee chair may call upon other members to serve as required.

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11.13 TRAINING AND EDUCATION

- 1) The Training and Education Committee shall be composed of a chairman appointed by the Club President, and any other members as the Club President and chairman shall determine as necessary for the function of the Committee.
- 2) The Committee is to conduct classes in radio theory, amateur regulations, morse code, and provide other assistance in the licensing of radio amateurs. The Committee is also to provide continuing information and education to Club members, to encourage scientific experimentation and expansion of technical knowledge, to increase the ability to serve the public with amateur radio communication, to extend the full training and education of the Club to the physically handicapped.

ARTICLE XII - INTERIM COMMITTEES

The following committees shall be appointed for short-term service, and will report to the President:

12.1 NOMINATING

The Nominating Committee shall be appointed as described in Article VI, Paragraph 6.2 of these by-laws.

12.2 BY-LAWS

The By-Laws Committee shall be appointed and convened at least one time per year to review the by-laws in affect at the time and to make recommendations for changes, according to the process defined in Article XXVII.

12.3 CITIZENSHIP AWARD

The President shall appoint a chair of the Citizenship Award Committee. The appointed chair shall then select two club members who are also past recipients of the award. The chair shall be appointed a minimum of ninety (90) days prior to the scheduled award date and the chair shall select the two additional committee members as soon as is practical so that due consideration can be given to all candidates for the award.

The Committee shall select a candidate for recognition as specified in Article XIV of these By-Laws.

12.4 OTHER INTERIM COMMITTEES

The President may appoint other committees with specific tasks and charters from time to time as needs and issues warrant. The duration of these interim committees shall not exceed the term of the President appointing the committee.

ARTICLE XIII - CLUB RECORDS

- 1) All records of BARC shall be safeguarded and stored in a manner appropriate to and befitting their importance, status and value. The chair of the Historical Committee or his designee manage the program in accordance with the by-laws and other direction. Should the chair delegate this responsibility, such delegation shall be in writing with a copy provided to the President and to the Secretary.
- 2) Club records shall not be disseminated or distributed to anyone or any organization unless specifically authorized by the President or his/her designee.

ARTICLE XIV - CITIZENSHIP AWARD

14.1 PRESENTATION

At each annual Birminghamfest a Citizenship Award may be presented to a licensed amateur radio operator in the State of Alabama who in the opinion of the Citizenship Award Committee has demonstrated their unselfish commitment to and support of amateur radio.

14.2 SELECTION OF RECIPIENT

The Citizenship Award Committee specified in Article XII of these By-Laws shall make the selection of the award recipient.

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ARTICLE XV - REVIEWS

15.1 FINANCIAL REVIEWS

- 1) As soon as possible after the end of the Club's fiscal year but not later than the end of the first quarter of the fiscal year, the President shall, with the advice and consent of the Board of Directors, hire an independent certified public accountant to review all the Club's accounts. The review must be completed in time to file all required information concerning the Club's finances with the appropriate civil authorities.
- 2) Upon completion of the review, the President shall present the CPA's report to the Club's members at the first regular meeting of the Club after the Board of Director's receipt of the report, so that the report may be inspected by the Club's members and be incorporated into the Club's permanent records.

15.2 EQUIPMENT / ASSET REVIEW

- 1) At the regular business meeting of the Club in January, the President shall appoint an equipment review committee chairperson. Because of the quantity and wide dispersal of the Club's property in places such as repeater-system sites, the equipment review committee chairperson may, with the advice and consent of the president, appoint as many Club members to his (or her) committee as he (or she) shall feel are necessary to complete the review by the end of the club's fiscal year. No member of the equipment review committee shall be a member of the Board of Directors.
- 2) Using copies of the Secretary's equipment records, the equipment review committee shall then physically inventory the equipment of the Club wherever it may be, in such places as equipment lockers and repeater-system sites. In places where the Club's equipment is not controlled by the Club directly but instead through one of its committees (for example, a repeater-system site controlled by the repeater committee), the equipment review committee shall seek the consent and assistance of the appropriate committee chairperson in its efforts to inventory Club equipment controlled by that other committee.

- 3) Upon completion of the inventory of the Club's equipment, the equipment review committee shall present a written report of its findings to the Board of Directors, at which point the equipment review committee is dissolved. The Board of Directors may then propose a budget modification to the Club to correct deficiencies in the Club's equipment relating to missing or defective items.
- 4) The Board of Directors shall present the equipment review committee's report to the Club's members at the first regular meeting of the Club following the receipt of the equipment review committee's report by the Board of Directors, so that the Club may inspect the report and that it may be incorporated into the Club's permanent records.

ARTICLE XVI - BUDGETS, MODIFICATIONS, and EXPENDITURES

16.1 ADOPTION OF THE BUDGET

- 1) In July, after the new officers are installed, a joint meeting will be held by the new and out-going officers, directors, Chairman of Birminghamfest Committee, and Chairman of Field Day Committee to audit and verify the status of funds in custody of the Treasurer and examine the financial transactions of the previous year including the records of the Birminghamfest. Also in this joint meeting a proposed budget will be discussed in preparation for recommendation to the Club membership for adoption.
- 2) At the first regular meeting of the Club's members in September, the incoming Board of Directors shall submit to the Club's members a proposed budget for the fiscal year beginning in January. The proposed budget shall show the income and expenses for the current fiscal year as well as the expected income and expenses for the next fiscal year. Once the Club's members have amended and approved it, the budget shall serve as the basis for all expenditures of the Club.

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16.2 MODIFICATION TO THE BUDGET

- 1) At a regular meeting of the Club's members, any member may move to modify the budget. Any such motion must be seconded and then may be discussed by the membership.
 - i) If the modification is for an amount not exceeding five hundred dollars (\$500.00) AND the modification will not cause projected expenditures to exceed projected income in the current fiscal year, the modification may be adopted immediately by the Club's members by a simple majority vote of the voting membership present.
 - ii) If the modification is for an amount in excess of five hundred dollars (\$500.00) OR the modification would cause projected expenditures to exceed projected revenues for the current fiscal year:
 - (a) The motion to modify the budget shall be tabled until the next regular meeting of the Club.
 - (b) The Board of Directors shall then meet to consider the motion and report its recommendation to adopt or reject the motion to the next regular meeting of the Club.
 - (c) At the next regular meeting of the Club, the members, by a simple majority vote of the voting membership present, may adopt the modification of the budget upon receipt of the Board of Directors recommendation.
- 2) The Board of Directors may, without reference to the budget and by a simple majority vote of the board members present, approve expenditures it considers urgent in nature. Any such expenditure must be presented to the Club's members at the next regular meeting of the Club.

16.3 EXPENDITURES

- 1) The Treasurer normally signs all checks disbursing the funds of Club. If the Treasurer is unavailable, another member whose signature is on the

account's signature card may sign checks. A check cannot be issued to the person signing the check.

- 2) Withdrawal of reserve funds from other than the checking account shall require the signatures of the Treasurer AND also the President OR Vice-President for a total of two signatures required.

16.4 EMERGENCY EXPENDITURES

- 1) If an emergency expenditure is required to preserve the Club's property, its charter, or its tax-exempt status, or for public service required as a result of disaster, and the expenditure is not compatible with the Club's budget:
 - i) The Club officer who is aware of the emergency must call an emergency meeting of the Board of Directors. If circumstances do not permit such a meeting of the Board of Directors, he (or she) may poll the members of the Board of Directors by telephone or other suitable means.
 - ii) The budget will be modified and the emergency expenditure authorized upon an affirmative vote of a simple majority of the Board of Directors.
 - iii) The officer initiating such an emergency expenditure shall create a written record of the motion for an emergency expenditure, its discussion, and its outcome.
 - iv) The written records of the emergency expenditure shall be presented to the Club's members at the next regular meeting for inspection and incorporation into the Club's records.

ARTICLE XVII - QUORUMS

17.1 QUORUM

A quorum of the Board of Directors shall consist of at least five (5) members of the board. A quorum at any regularly scheduled Club meeting shall consist of the voting members present.

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17.2 ABSENCE OF QUORUM

In the absence of a quorum, no action taken in the name of the Club or the Board of Directors shall be valid.

17.3 DEFINITIONS

Majority or Simple Majority: Throughout the entirety of these By-Laws, any reference to a 'majority vote' is intended be a requirement for fifty percent plus one vote of all the valid votes cast in any proper action.

Two-thirds majority: Throughout the entirety of these By-Laws, any reference to 'two-thirds' is intended to be a requirement for a minimum of two-thirds of all valid votes cast in any proper action.

Unanimous: Throughout the entirety of these By-Laws, any reference to a 'unanimous' is intended to be a requirement that one hundred percent of all valid votes cast in any proper action.

ARTICLE XVIII - LOAN OF CLUB EQUIPMENT

- 1) The President, or designee, with advice from the Board of Directors, shall determine which, if any, Club equipment may be loaned out and the guidelines under which the designated equipment may be loaned. The guidelines will at a minimum contain a description of the conditions under which any given piece of equipment may be loaned and the maximum duration of any such loan. Only current Club members in good standing at the time of the request may borrow Club assets. The list of available equipment for loan and the applicable guidelines shall be furnished to the Club Equipment Manager.
- 2) The Equipment Manager shall design, manage, track, and maintain a system to account for all equipment issued. The Equipment Manager shall be responsible for the administration of the equipment loan guidelines and shall have the sole authority for the decision of loaning club equipment.
- 3) All loaned equipment is subject to annual review as described in Article XV of these by-laws.

ARTICLE XIX - CLUB LICENSE TRUSTEE

19.1 REQUIREMENT

As required by FCC rules (Title 47, Part 97) governing Amateur Radio, BARC shall designate a "Trustee" who will hold the club station license grant. This Article XIX is intended to supplement the FCC rules and should it be determined that this Article is in conflict with FCC rules, then the FCC rules will prevail.

19.2 QUALIFICATIONS

The Club License Trustee(s) shall be member in good standing of BARC and shall be maintain a valid amateur radio license of the highest class currently issued by the Federal Communications Commission.

19.3 MEMBER OF COMMITTEES

The Club License Trustee(s) shall be ex-officio member of the Repeater Committee and the Station Activities Committee.

19.4 SELECTION OF TRUSTEE

In the event the current Trustee of record no longer meets the requirement of this Article XIX, Paragraph 1, or the Trustee is no longer willing or able to serve as trustee, the Club President shall select a new trustee. The Club President will insure that all appropriate records are updated in accordance with current Federal Communications Commission rules and regulations.

ARTICLE XX – NON-PROFIT CORPORATION

20.1 NON-PROFIT CORPORTION

BARC is a non-profit corporation and will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its members, directors, or officers.

20.2 LOANS TO DIRECTORS, OFFICERS OR MEMBERS

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BARC will make NO loans to any of its directors, officers, or members other than incidental loans of equipment as are allowed and specified under Article XVIII of these By-Laws.

20.1 RIGHTS AND INTERESTS IN ASSETS

No member, officer, or director shall have any vested right, interest, or privilege in or to the assets, functions, or affairs of BARC, or any right interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases.

ARTICLE XXI – BORROWING MONIES AND PLEDGING ASSETS

- 1) The borrowing of monies by BARC and/or the pledging of the assets of BARC may only be authorized by a vote of the membership. This shall apply to any such transaction between BARC and one or more of the members, other individuals, organizations, or institutions.
- 2) Any recommendation to borrow monies and/or pledge BARC assets must be considered by the Board of Directors and recommended by an affirmative vote of a simple majority of the Board of Directors.
- 3) At the next regular meeting of the membership, the presiding officer shall present to the membership the recommendation of the Board of Directors. After the presentation, a motion for approval and discussion, a vote of the membership shall be taken. The motion require an affirmative vote of two-thirds of the voting members present for approval.
- 4) Execution of the approved borrowing and/or pledging of assets shall require the signature of the President and one additional officer of BARC.

ARTICLE XXII - DISSOLUTION OF THE CLUB

Upon dissolution of the Corporation or the forfeiture of the Charter of the Corporation, the Board of Directors shall have the power to dispose of the assets of the

Corporation after paying, or making provisions for payments, of all liabilities of the Corporation. The Board of Directors shall distribute or dispose of the assets of the Corporation by transferring or conveying such assets, or the proceeds of the sale, to another corporation or organization which is organized and operated exclusively for charitable, educational, or scientific purposes and which shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or a corresponding provision of any future revenue code. In the event the Board of Directors fails or is unable to distribute such assets in accordance with the provisions of this Section, any member may petition a court of appropriate jurisdiction to assume jurisdiction over the assets and accomplish a distribution in accordance with the intent and purpose of this section.

ARTICLE XXIII - REMOVAL FROM OFFICE

23.1 CAUSE FOR REMOVAL

- 1) The President or Vice-President may, after advice from the Board of Directors, remove any officer or Board of Directors member, including each other, from the duties of their office for the following reasons:
 - i) Absence
 - (a) If, in his (or her) current term, a Club officer is absent at eight (8) regular meetings of the Club, those absences, of which at least four (4) must be consecutive, shall be cause for removal from office.
 - (b) For elected Board of Director members over the course of their terms on the Board of Directors, absences without good reason at six (6) Board of Director meetings, of which at least three (3) absences must be consecutive, shall be cause for removal.
 - ii) Failure to pay dues within the period in which dues are to be paid.
 - iii) Inability to be bonded, or to retain bonding, in accordance with Article XXV (Bonding).

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iv) Gross misconduct as determined by a majority of the Board of Directors in the performance of official duties.

2) Any officer or Board of Director member removed from their office or board seat retains membership within the Club unless expelled from the club. Should such expulsion from the Club be deemed necessary, then expulsion shall be handled as specified in Article XXIV (Expulsion from Membership).

23.2 PROCEDURES FOR REMOVAL

1) In the cases of absence and failure to pay dues, the accused officer or elected Board of Directors member shall be removed by a simple majority vote of the other members of the Board of Directors.

2) In the event a club officer or Board of Directors member can no longer be bonded in accordance with Article XXV (Bonding), his (or her) office or Board of Directors seat shall immediately be declared vacant.

3) In the case of gross official misconduct:

i) An officer or Board of Directors member accused of gross official misconduct may be suspended from duties associated with said office by a unanimous vote of the remaining members of the Board of Directors.

ii) An accused officer's duties shall be assumed by an acting officer, to be chosen by a simple majority vote of the remaining members of the Board of Directors. If the accused officer is the President, the Vice-President shall become acting president and the acting officer shall fill the temporarily vacant office of Vice-President. The acting officer must be a Board of Directors member who is not already an officer of the Club.

iii) If an accused Board of Directors member holds an elected seat, the remaining members of the Board of Directors shall, by a simple majority vote, choose as an acting Board of Directors member a member of the Club who is not already a Club officer or member of the Board of Directors.

iv) If an accused Board of Directors member holds a seat on the Board of Directors by virtue of his (or her) being a committee chair, the remaining members of the Board of Directors shall, by a simple majority vote, choose a member of that committee to serve as an acting Board of Directors member.

v) An accused officer or Board of Directors member must be notified by registered mail, with return-receipt requested, of his (or her) suspension from duties if he (or she) is not present at the meeting in which his (or her) suspension from duties is effected.

vi) At the first regular meeting of the Club following receipt by the Board of Directors of the return-receipt requested attached to the letter of notification to the accused officer or Board of Directors member, the Board of Directors shall report to the Club the decision to suspend from duties the accused officer or Board of Directors member, and the reasons for that decision. Failure to make this report shall result in an immediate re-instatement of the accused officer or Board of Directors member until the Board of Directors makes the required report to the members of the Club at a regular meeting of the Club.

vii) Once the Board of Directors has reported to the Club's members its reasons for suspending from duties the accused officer or Board of Director member, the accused officer or Board of Director member shall present a rebuttal of the accusation or accusations made against him (or her). If the accused officer or Board of Directors member is not present at the meeting at which the Board of Directors makes its report his (or her) suspension of duties shall remain in effect until he (or she) present his (or her) rebuttal. If the accused officer or Board of Directors member does not present a rebuttal within ninety days of the report of the Board of Directors to the Club, the accused officer or Board of Directors member shall be declared removed from his (or her) office or Board of Directors' seat.

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viii) When the accused officer or Board of Directors member has finished presenting his (or her) rebuttal, the members of the Club shall decide by a simple majority vote of the quorum either to re-instate the accused officer or Board of Directors member, to remove him (or her) from office, or to postpone a decision until a subsequent regular meeting if the members feel that additional investigation and deliberation are necessary. The suspension from duties of the accused officer or Board of Directors member shall remain in effect until the members of the Club have made their decision on the fate of the accused officer or Board of Directors member.

- 4) Any permanent vacancies resulting from this procedure shall be filled in accordance with Article IX (Officer or Elected Board Member Vacancy) of these by-laws.

ARTICLE XXIV - EXPULSION FROM MEMBERSHIP

24.1 EXPULSION OF A MEMBER

Any member who willfully and knowingly violates any of the club's published practices and procedures as detailed in the club's handbook and/or violates the FCC rules, Part 97, which results in suspension or revocation of that member's FCC license or results in a finally-adjudicated monetary forfeiture to the US Government shall be liable for expulsion from the BARC. After final adjudication and completion of expulsion proceedings, any member, officer, or appointee shall be removed from the membership rolls of the BARC. Upon expulsion from the BARC, any member, officer, or appointee shall immediately turn over any and all records, assets, equipment, and information belonging to, or necessary for the continuing activities of the BARC. Once a member is expelled, re-admittance to Club membership shall only occur upon a unanimous affirmative vote of the entire Board of Directors of the Club.

24.2 PROCESS OF EXPULSION

- 1) The Board of Directors may, by a unanimous vote, make an accusation of misconduct against any member of the Club. Such an accusation of

misconduct may be made by the Board of Directors either on its own initiative, or upon receipt, either directly from the petitioners or through the President, of a petition for an accusation of misconduct. Any such petition must be signed by at least five (5) Club members in good standing of any class, and also must be accompanied by credible evidence of wrongdoing.

- 2) The accused member must be notified of the accusation of misconduct by certified mail, return-receipt requested.
- 3) The accusation of misconduct; the reasons for its issuance (to include full disclosure of any petitions urging the accusation, and their accompanying evidence); and a recommendation of expulsion, or other penalty; shall be report by the Board of Directors to the members of the Club at the next regular meeting of the Club following receipt by the Board of Directors of the return-receipt attached to the letter of notification to the accused member.
- 4) Once the Board of Directors has made its report to the Club members, the accused member shall make a rebuttal of the accusation against him (or her). If the accused member does not present a rebuttal within ninety days of the report of the Board of Directors to the Club, the accused member's membership shall be terminated.
- 5) When the accused member has finished making his (or her) rebuttal, the members of the Club, by a two-thirds majority vote of the quorum, may adopt the recommendations of the Board of Directors. If the Board of Directors' recommendations are not adopted, the accusation or accusations of misconduct made against the accused member shall be declared null and void.

ARTICLE XXV - BONDING

The Club shall purchase bond for all Club officers, Board of Directors members, and all the members of committees which control any monies, property, equipment or other assets belonging to the Club.

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ARTICLE XXVI - EXCULPATION

Pursuant to Section 10-11-1, et. Seq., Code of Alabama (1975), all non-compensated officers of BARC shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of BARC except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article XXVI, the term "officer" shall include BARC's officers, directors and trustees, and the members of any other governing body of the Corporation.

ARTICLE XXVII - INDEMNIFICATION

- 1) BARC shall indemnify an officer of BARC who is or was a party to any proceeding by reason of the fact that he is or was such an officer or is or was serving at the request of BARC as a director, trustee, officer, employee or agent of another corporation, partnership, join venture, trust or other profit of non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, BARC shall make advances and reimbursements for expenses incurred by an officer of BARC in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of BARC and shall be accepted without reference to his ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of BARC.
- 2) The Board is hereby empowered to cause BARC to indemnify or contract in advance to indemnify any person not specified in this Article XXVII, Paragraph 1, who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of BARC, or is or was serving at the request of BARC as a director, trustee, officer, employee or agent of another

corporation partnership, joint venture, trust or other profit or non-profit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Paragraph 1.

- 3) BARC may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article XXVII, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee, officer, employee or agent of another corporation, partnership, join venture, trust or other profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not BARC would have power to indemnify against such liability under the provisions of Article XXVII.
- 4) In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Paragraph 1 of this Article XXVII shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.
- 5) The provisions of this Article XXVII shall be applicable to all actions, claims, suits or proceeding commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article XXVII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.
- 6) For purposes of this Article XXVII, the term "officer" shall include BARC's officers, directors and trustees, and the members of any other governing body of BARC and any reference herein

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to directors, officers, employees or agents shall include former directors, trustees, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE XXVIII - PARLIAMENTARY AUTHORITY

The rules contains in "Robert's Rules of Order Revised" shall govern in all cases to which they are applicable, and in which they are NOT inconsistent with these by-laws.

ARTICLE XXIX - AMMENDMENTS TO THE BY-LAWS

- 1) Any voting club member may submit a proposed amendment to these by-laws at any regular meeting of the Club. Such proposals must be written, signed by five voting members of the Club, and must be given to the Club officer presiding at the regular meeting, who shall in turn give it to the President.
- 2) At the next meeting of the Board of Directors, the President shall present the proposed amendment to the Board, which will then discuss it and recommend either adoption or rejection of the proposed amendment, including in the recommendation the reasons for adoption or rejection. A decision on a recommendation may be postponed until the next meeting of the Board if the Board feels that additional investigation is required.

- 3) At the first regular meeting of the Club following the decisive meeting of the Board, the officer presiding at the meeting shall present to the Club the Board's recommendation on the proposed amendment to these by-laws. The only action the Club may take at this time is to set a date, time, and place at which a vote on the proposed amendment shall occur.
- 4) The Secretary shall convey copies of the proposed amendment and supporting comments from its creators, and the Board of Directors' recommendations and comments on the proposed amendments, to the Chair of the Publication Committee.
- 5) The Chair of the Publication Committee shall then publish, either as a special mailing to the entire Club membership or as an inclusion in the Club's monthly newsletter, a notice that shall be mailed at least fifteen (15) days prior to the meeting of the Club at which the vote on the proposed amendment shall occur. The notice shall include the proposed amendment and supporting commentary, and the Board of Directors' recommendations and comments.
- 6) At the meeting of the Club at which the vote on the proposed amendment shall occur, a two-thirds majority vote of the quorum present in favor of the proposed amendment is required to adopt the amendment.

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