



**BY-LAWS**

**OF THE**

**PUGET SOUND REPEATER GROUP (PSRG)**

**AMATEUR RADIO CLUB**

**AS REVISED**

**JANUARY 2009**

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## **ARTICLE I - NAME**

### *SECTION 1 - NAME*

The name of this organization shall be The Puget Sound Repeater Group, Incorporated (hereby known as The Group).

### *SECTION 2 - MAILING ADDRESS*

The mailing address of The Group shall be selected and set by The Board of Directors.

## **ARTICLE II - PURPOSE**

The purpose of The Group shall be as follows:

- A. To operate, maintain, and provide repeater communications for any licensed amateur radio operator.
- B. To provide an open repeater or repeaters as designated by the Western Washington Amateur Relay Association for the purposes of experimentation, development, and self-expression of amateur radio operators.
- C. To provide public service communications.

## **ARTICLE III – MEMBERSHIP**

### *SECTION 1 - REQUIREMENTS FOR MEMBERSHIP*

In order to become a member of The Group, one must satisfy the following requirements:

- A. Hold a valid FCC amateur radio license appropriate for The Group's repeater frequencies or a valid license appropriate for The Group's repeater frequencies issued by a foreign country of which they are a citizen of and the government of said country has entered into a bilateral or multilateral reciprocal operating agreement with the US; and
- B. Participate in The Group by regular use of the repeater; or by attending meetings and/or functions of The Group; and
- C. Contact the Secretary-Treasurer for membership and provide one's call sign, name, address and optionally phone and email address.

Anyone applying for membership at any general meeting shall satisfy Article III Section 1 and will not be considered a member of The Group until after the conclusion of that meeting.

### *SECTION 2 – DUES*

There are no dues or application fees required for membership of The Group.

### *SECTION 3 – MAINTENANCE OF ACTIVE MEMBERSHIP*

In order to maintain an active membership in The Group one must hold a valid FCC Amateur Radio License appropriate for The Group's repeater frequencies or a valid license appropriate for The Group's repeater frequencies issued by a foreign country of which they are a citizen of and the government of said country has entered into a bilateral or multilateral reciprocal operating agreement with the US; and complete any of the following:

- A. Active use of the repeater system (e.g. checking into weekly nets).
- B. Attend repeater activities designated by the Board of Directors, which are include, but not limited to:
  - 1. Annual General Membership Meeting
  - 2. General Membership Meetings
  - 3. Annual Picnic
  - 4. Board Meetings
- C. Contribute financially to the group.
- D. Be recognized by the Board of Directors as having played a substantial role in the support of The Group.

If the member has not completed any of these requirements in eighteen (18) continuous months, the member shall be declared inactive and voting privileges will be removed. The member can be reinstated to an active voting member thirty-days (30) after completing the requirements in Article III, Sections 1 and 3.

### *SECTION 4 – MEMBERSHIP ROSTER*

A roster of active members shall be approved by the Board of Directors at its meeting before the Annual Membership Meeting.

## **ARTICLE IV – OFFICERS**

### *SECTION 1 – OFFICERS*

Elected officers of The Group shall be; President, Vice President, Secretary-Treasurer, and three Directors (Positions 1, 2, and 3). These officers shall appoint the remaining officer, the License-Trustee. No officer may hold more than one office at any time.

### *SECTION 2 – TERMS OF OFFICE*

All elected officers shall be elected to serve a two-year term. The President, Secretary-Treasurer, and Board Position #2 shall be elected in even numbered years, and the Vice President, and Board position #1 and #3 shall be elected in odd numbered years. The License-Trustee, holding an appointed position, has no definite term of office, but may be appointed and/or removed from office at any time by the elected members of the Board of Directors.

### *SECTION 3 – DUTIES OF THE OFFICERS*

- A. President – The President shall preside at all meetings of The Group and of the Board of Directors. The President shall have the power to sign official and legal documents for The Group.
- B. Vice President – The Vice President shall assume the duties of the President in the absence of the President. The Vice President is responsible for the arrangement and programs for all meetings and group functions, and for the notification of the membership of time, place, and the purpose of each meeting.
- C. Secretary-Treasurer – The Secretary-Treasurer shall be a member of the Finance Committee and shall be responsible for: all correspondence on behalf of The Group; the accurate recording of the proceedings of each meeting held by the Board of Directors and any General Membership Meeting; the activities of the Finance Committee; the filing of any necessary reports or returns with the Internal Revenue Service, the State of Washington, or other agencies; and keeping an accurate accounting of any and all property owned by The Group.
- D. License-Trustee – The duties of the License-Trustee are stated in Article VI.

### *SECTION 4 – GENERAL DUTIES*

All officers are members of The Board of Directors and have other duties as stated in Article V.

## **ARTICLE V – BOARD OF DIRECTORS**

### *SECTION 1 - DEFINITION*

The Board of Directors (The Board) shall consist of the President, Vice President, Secretary-Treasurer, three Directors (Positions 1, 2, and 3), and the License-Trustee.

### *SECTION 2 - DUTIES*

The Board is responsible for all policies and long-range planning of The Group, and it appoints the License-Trustee. The Board shall authorize all expenditures of The Group.

At the first Board meeting following each Annual Meeting, The Board shall fill all appointive positions, which include the Technical Committee and one position on the Finance Committee, as specified in Article VIII, Section 1. At the same meeting, The Board shall conduct a performance evaluation of the License-Trustee. The Board may appoint special committees from the general membership as needed to assist with special projects.

The Board shall prepare, approve by a 2/3 vote, and distribute a written statement of operating policy governing on-the-air operation of the repeater system.

### *SECTION 3 - MEETINGS*

The President and or the Vice President shall create the Agenda for each meeting of The Board.

Meetings of The Board shall be held on at least a quarterly basis. The Vice- President or his designate shall notify The Group of the time and place of the meeting at least one (1) week in advance by radio and/or e-mail. A special Board meeting shall be called by the president at the request of any two members of The Board.

Members of The Group are invited and encouraged to attend all meetings of The Board, however; only members of The Board may participate in the making of motions and voting on said motions.

#### *SECTION 4 – MEMBER REQUESTS*

Any member of The Board is required, upon receipt of a request from any member, to notify, as soon as possible, the President and Vice President in order to reserve that member a place on the agenda of the next meeting of The Board for the purpose of allowing that member to request action or state a complaint. The member must have made the request at least forty-eight (48) hours prior to any meeting of The Board or the request shall be placed on the next meeting of The Board. The member will be given ten (10) minutes to state his/her request or complaint. The Board shall then consider action on the request/complaint of the member. Should the member not be satisfied with the action of The Board, the member may present The Board with a written request for action signed by at least ten (10) active members. The Board is then required to reconsider the request for action from the member at the next meeting of The Board, provided the request has been made at least forty-eight (48) hours in advance.

#### *SECTION 5 - PROCEDURES*

- A. Voting at Board meetings shall be done by a show of hands or voice, and the results shall be made available to the membership. Only members of The Board of Directors may make a motion and vote on said motion at a Board meeting. Any member of the Board may designate another member of The Board in writing to vote in his or her absence.
- B. The President or his designee may conduct an emergency meeting of The Board, which meeting may be held in person or via teleconference or over the radio, for the purpose of acting upon an urgent issue. Any meeting of The Board not regularly scheduled and announced to The Group shall have the minutes of any emergency or special meeting read at the next regularly scheduled meeting of The Board and included with that meeting's minutes.

#### *SECTION 6 - RESPONSIBILITY*

By accepting an elected position to The Board, an individual accepts a responsibility to serve the interests of the members of the Puget Sound Repeater Group. This responsibility can only be fulfilled by regular attendance at Board meetings and active participation in repeater activities. Any member of The Board who is not able to attend a meeting of The Board must notify the President or Vice President in advance of the meeting for the absence to be considered explained. Any elected officer who has three consecutive unexplained absences from Board meetings is assumed to have lost interest and to have vacated the position. Any officer who cannot fulfill his or her duties for any reason is expected to submit a resignation to The Board so that the position can be filled by appointment until the next election.

## **ARTICLE VI – LICENSE-TRUSTEE**

### *SECTION 1 - DEFINITION*

The License-Trustee shall be responsible for the compliance of the repeater system with the current Federal Communication Commission (FCC) regulations.

### *SECTION 2 - QUALIFICATIONS*

The License-Trustee must hold a valid FCC amateur radio operator's license appropriate to The Group's repeater frequencies.

### *SECTION 3 - DUTIES*

The License-Trustee is responsible for the dissemination of information concerning the means of system control. The License-Trustee will provide this information to all control operators and to other individuals, as he or she deems necessary.

The License-Trustee will select the control operators and will provide them with guidance concerning the day-to-day operation of the repeater system. The License-Trustee will meet with the control operators at regular intervals to discuss any problems they may have encountered and to review the latest FCC regulations.

### *SECTION 4 - REMOVAL FROM OFFICE*

The License-Trustee may be removed from office by a majority vote of the other members of the Board of Directors. Should the License-Trustee resign or be removed from office, a new License Trustee must be appointed by The Board within thirty-days (30). In the interim, the President shall serve as the License-Trustee.

## **ARTICLE VII – CONTROL OPERATORS**

### *SECTION 1 - QUALIFICATIONS*

Control operators must hold a valid FCC amateur radio operator's license appropriate to The Group's repeater frequencies.

### *SECTION 2 - SELECTION OF CONTROL OPERATORS*

Control Operators shall be selected by the License-Trustee and approved by a majority vote of the Board of Directors.

### *SECTION 3 - DUTIES*

The control operators shall monitor the repeater system for activities or communications in violation of Part 97 of the Federal Communication Commission Rules and Regulations. Each control operator shall review these regulations periodically. If a situation arises that is clearly a violation of Part 97, the control operators are directed to use their best judgment to immediately resolve the problem. The particular situation and information regarding its resolution are to be discussed with the License-Trustee at the earliest opportunity, and the License-Trustee for clarification, if needed, will bring the matter to the attention of the Board of Directors. Any time control operators exercise control over the repeater system, they must identify themselves by their call signs and as control operators. Control operators are expected to use common sense and tact consistent with the codes of ethics stated in the A.R.R.L. Handbook.

#### *SECTION 4 - REMOVAL*

Only the License-Trustee may remove a control operator. Should a control operator resign or be removed, the License-Trustee may appoint an interim control operator subject to subsequent approval by the Board of Directors.

### **ARTICLE VIII - COMMITTEES**

#### *SECTION 1 - FINANCE COMMITTEE*

The Finance committee shall be a standing committee of two members; one member shall be the Secretary-Treasurer and the other shall be appointed by the Board of Directors from among the members of The Board, as provided in Article V, Section 2. The Finance Committee shall be the custodian of the Group's funds. It shall deposit and withdraw from The Group's checking account. It may invest cash that is in excess to The Group's current needs in federally insured savings accounts or certificates or in obligations of the U.S. Treasury. At each meeting, it shall report on the Group's receipts, expenses, and reserves. Both members shall be signees on the Group's Bank account

#### *SECTION 2 - TECHNICAL COMMITTEE*

The Technical Committee shall be appointed by the Board of Directors and shall be composed of at least three members. The members of the Technical Committee shall choose one of the committee to be the chairman of the committee. Although the members of the Technical Committee have complete access to control functions and control codes, they will not be considered control operators unless appointed as such by the License-Trustee. The Technical Committee shall be responsible for the maintenance and improvements on the repeater, antenna, and control systems, subject to the approval of the Board of Directors. The Technical Committee is expected to draw on the expertise of the members when necessary to insure the best possible operation of the system.

#### *SECTION 3 - SPECIAL COMMITTEES*

Special committees may be appointed by the Board of Directors as needed to assist with special projects.

### **ARTICLE IX – GENERAL MEMBERSHIP MEETINGS**

#### *SECTION 1 - FREQUENCY OF MEETINGS*

General membership meetings shall be held on an annual basis, or more frequently if called by the Board of Directors. Any member may present to the Board a written request for a general membership meeting, signed by at least (10) ten active members. The Board is then required to call a general membership meeting within thirty-days (30) for the express purpose of considering the members request. This meeting cannot be held within ninety-days (90) of the annual membership meeting.

#### *SECTION 2 - NOTIFICATIONS*

At least one week's notice of the meeting shall be given to all members by mail, telephone, E-mail, or radio by the Vice President or the Vice President's designee.

#### *SECTION 3 - RULES OF PROCEDURE*

The current edition of "Robert's Rules of Order, Newly Revised", shall govern the conduct of all meetings.

#### *SECTION 4 - ANNUAL MEETING*

The first General Membership meeting of each calendar year shall be considered the Annual Meeting for the purpose of elections and annual reports.

#### *SECTION 5 - QUORUMS*

The presence of at least twenty per cent (20%) of all active members shall constitute a quorum at a General Membership meeting.

#### *SECTION 6 – MOTIONS*

Any active member present may make or second a motion during a meeting. Voting shall be by active members present at the meeting; proxy voting is not allowed.

### **ARTICLE X - ELECTIONS**

#### *SECTION 1 - ELECTION AND VACANCIES*

All officers of The Group shall be elected for a term of two years. Board positions one, three, and the Vice-President on odd numbered years and Board position two, President, and the Secretary/Treasurer on even numbered years. Any officer may be removed by a 2/3 vote of the membership present and voting at a General Membership meeting. The Board of Directors may fill any elective office that becomes vacant temporarily through appointment until the next Annual Meeting, at which time the office will be filled by a vote of the general membership.

#### *SECTION 2 - NOMINATIONS*

Any member may nominate any other member, or place one's own name in nomination for any position being considered for election. Each nominee must have consented to be nominated. Each nominee for office must be a current active member of The Group.

#### *SECTION 3 – VOTING*

Election for each office shall be decided by a simple majority of active members present and voting. In the event no candidate receives a majority, balloting shall continue until a majority has been achieved or there is a tie vote. In the event of a tie vote, lot shall decide the election.

### **ARTICLE XI – AMENDMENTS**

This constitution and By-laws may be amended at any General Membership meeting by a 2/3 majority of the active members present, provided written notice, which shall include the text of any proposed amendment, has been given at least one week in advance of the meeting.

### **ARTICLE XII - DISSOLUTION**

#### *SECTION 1 - QUALIFICATION FOR DISSOLUTION*

The Group may be dissolved at any time by a unanimous vote of The Board of Directors followed by a 2/3 vote of the active members present at a General Membership meeting called for this purpose. The Board shall provide notice to the General Membership a unanimous Board approved resolution defining the dissolution not less than 45 days prior to the General Membership meeting called for this purpose.

## *SECTION 2 - DISPOSAL OF POSSESSIONS*

After dissolution has been approved in the preceding action, the disposal of The Group's assets shall be as follows:

- A. All equipment on loan from members shall be returned within fifteen (15) days after the adoption of the dissolution resolution.
- B. The Board of Directors shall pay all outstanding bills within fifteen (15) days after the adoption of the dissolution resolution.
- C. There shall be an open auction of all The Group's property at a place and time designated by the Board of Directors.
- D. The Secretary-Treasurer shall notify the State of Washington, the Internal Revenue Service, and any other agency required to be notified of The Group's dissolution.
- E. All funds then left shall be given to a charity or another amateur organization as specified by the dissolution resolution.

## **ARTICLE XIII – PARLIAMENTARY PROCEDURES**

The current edition of "Roberts Rules of Order, Newly Revised" shall be the parliamentary authority in all cases not covered by this Constitution and By-laws.