

BY-LAWS
of the
CENTRAL MISSISSIPPI AMATEUR RADIO ASSOCIATION, INC.

Article I - NAME, ORGANIZATION, AND PURPOSE

- A.** The name of the corporation shall be the “Central Mississippi Amateur Radio Association, Inc.,” hereinafter sometimes referred to as the “Association.”
- B.** The Association is organized as a Mississippi not for profit corporation.
 - 1. The Association is organized exclusively for educational, charitable, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 - 2. The Association must not engage in any activities that are not in furtherance of the exempt purposes under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - 3. Upon dissolution of the Association, any remaining assets of the Association shall be used exclusively for 501(c)(3) purposes.
- C.** As part of its educational mission, the Association shall encourage members of the public to become licensed amateur radio operators and provide training and assistance to potential licensees.
- D.** As part of its charitable mission, the Association shall encourage its members and other amateur radio operators to participate in public service and civil defense communications, particularly during events of natural disasters and other emergencies.
- E.** As part of its charitable and public service mission, the Association shall support the functions of the Amateur Radio Emergency Service (ARES) and the Radio Amateur Civil Emergency Service (RACES) as appropriate.
- F.** As part of its educational mission, the Association shall support a volunteer examiner team to administer amateur radio license testing for all classes of licenses as provided by and in accordance with the rules of the Federal Communications Commission and the regulations of the Volunteer Examiner Coordinating body.

Article II - MEMBERSHIP AND DUES

- A.** Any person who is the holder of a valid, renewable amateur operator license issued by the Federal Communications Commission shall be eligible for full membership in the Association.
- B.** Any person who is eligible for full membership and who has either reached 65 years of age or is totally and permanently disabled shall be eligible for senior membership at one-half of the full membership dues. Likewise, any person who is eligible for full membership and who is 18 years of age or younger shall be eligible for membership at one-half of the full membership dues.
- C.** Any person who is a licensed amateur radio operator and who resides at the same residence as a person holding full or senior membership shall be eligible for family membership by paying half of the full membership dues for each family member.
- D.** Any person who is not licensed but interested in amateur radio activities shall be eligible for associate membership at one-half the full membership dues for the remainder of the current year and then at the full membership dues.

- E.** Any person who has paid his or her dues for the current year and whose membership has not otherwise been cancelled or revoked shall be considered a member in good standing of the Association.
- F.** Full membership dues shall be \$20.00 at the time of these by-laws, but may be changed from time to time by proposal made at a membership meeting and approved by a majority of those present at the next membership meeting. Dues shall be due and payable on October 1st of each year.
- G.** The membership of any person whose conduct violates the Federal Communication rules and regulations or whose behavior is disruptive to the Association or not true to the spirit of amateur radio may be revoked upon two-thirds vote of the entire Board of Directors. The person shall be informed of the action and may request that their membership be considered at the next regular membership meeting, at which time the action of the Board must be ratified by a majority of those present at the meeting for the person's membership to be revoked. Upon revocation of membership, the full dues for the current year shall be refunded to the former member within a reasonable time.

Article III - GOVERNING BODY – BOARD OF DIRECTORS

A. GENERAL QUALIFICATIONS

- 1. All officers and directors of the Association shall be licensed amateur radio operators and members in good standing.
 - 2. All Voting members of the Board of Directors must be at least 18 years of age.
 - 3. It is Good Practice though not a requirement that Officers and especially the President should have served at least one term as a Director in order to have good working knowledge of the day to day operations of the Association and Board of Directors
- B.** The Board of Directors shall have the authority and duty to conduct the business of the Association, save and except any matters which require a vote of the membership under these by-laws.

C. OFFICERS AND THEIR DUTIES

1. PRESIDENT

- a.** The President shall be the chief executive officer of the Association and shall preside at the membership meetings and serve as chairperson of the Board of Directors.
- b.** It is the President's duty to monitor and oversee the operations of the Association either directly or through the various committees of the Association.
- c.** The President shall not vote on matters before the membership or board of directors except in case of a tie.

2. VICE-PRESIDENT

- a.** The Vice-President shall act as assistant to the President and be familiar with the operations of the Association.
- b.** The Vice-President should be in preparation to fill the role of the President when the current President completes their term(s) in office.

3. SECRETARY

- a.** The Secretary shall be responsible to compile and distribute all necessary documentation for meetings of the Board of Directors and meetings of the

Members unless otherwise noted herein, including, but not limited to the meeting agenda, committee reports, official correspondence, and other notable activities of the Association as deemed appropriate.

- b. The Secretary shall keep minutes of the membership meetings and Board of Directors meetings, prepare a report of the meeting's minutes and present them for approval at the next meeting, and provide a copy of the approved minutes to the webmaster for publication on the website of the Association.
- c. The Secretary shall also be the custodian of all other official documents and records of the Association and shall maintain the official membership list of the Association.
- d. Upon resignation, removal, or completion of his or her term of office, the Secretary shall deliver the minute book, membership list, and all documents and records of the Association to the newly elected Secretary or, if none has yet been elected, to the President of the Association.
- e. In the absence of another board member being appointed to the position, the Secretary shall serve as Parliamentarian and as such should be reasonably familiar the rules of order and procedure as generally accepted from Robert's Rules of Order.
- f. In the absence of both the President and the Vice-President at any meeting of the Board or Members the secretary shall request and / or appoint a member in good standing to chair the meeting.

4. TREASURER

- a. The Treasurer shall be responsible for collecting membership dues and all other funds of the Association and depositing the funds in the Association account or accounts.
- b. The Treasurer shall be responsible for disbursing all funds of the Association and shall maintain detailed records as to the collection and disbursement of funds.
- c. The treasurer shall provide a detailed financial report to the membership at the June and January meetings each year and shall verbally provide a balance at all other membership meetings.
- d. Upon conclusion of his term of office, the Treasurer shall deliver all financial records of the Association to the newly elected Treasurer or, if none has yet been elected, to the President of the Association.

D. OTHER MEMBERS OF THE BOARD OF DIRECTORS AND DUTIES

1. In addition to the officers, there shall be at least two additional members of the Board of Directors, henceforth known as "Board Members" or "Directors"
2. Directors are expected to take an active role in the operations of the Association, as such their duties are much more extensive and flexible than the Officers, but also more general, to include:
 - a. Attend all meetings of the Board and the Members whenever possible.
 - b. Offer the full range of their individual talents and knowledge to the advancement of the Association.
 - c. Present ideas and information that may benefit the Association

- d. Discuss and expand Motions presented to the board. This may also include providing constructive criticism to a motion under discussion keeping in mind the end goal is to benefit the Association.
- e. Vote their conscience on the issues at hand without undue external influence.
- f. Serve on any number of committees either standing or appointed at the behest of the President.
- g. Undertake any special assignments suited to their individual knowledge and talents.
- h. Provide reports to the Board on the progress and actions of any said committees or assignments.
- i. Act as a Liaison to the Members and represent the interests of the membership at Board meetings.
- j. Any other duties deemed appropriate by the Board.

E. COMBINING THE POSITIONS OF OFFICERS

1. The positions of all board members and officers may be held by the same person with the following exceptions
 - a. No person shall hold the office of President and Treasurer at the same time.
 - b. As a matter of succession it is strongly discouraged for the same person to hold the position of Vice-President and Treasurer at the same time.
2. No person shall hold more than 2 Officers positions at the same time.

F. TERMS AND TERM LIMITS

1. All Board Members and officers shall be elected to serve a term of one year.
2. Any Board Member or officer may be elected in any number of consecutive years with the exception of the President and Vice-President.
 - a. The President may be nominated and elected in two consecutive terms, but then must step down for at least one full term before being nominated to the office of President again. A President who has served two consecutive full terms may be elected to the Board of Directors, but not as an Officer for the following term.
 - b. The Vice-President may be nominated and elected in three consecutive terms, but must then step down from this office. A person having reached this term limit may be nominated and elected to any other position on the Board, most notably the office of President.
3. Directors of Committees may serve any number of terms provided they are reelected to the Board of Directors. It should be deemed good practice for the Directors of Standing Committees to continue their duties uninterrupted if at all possible.
4. Appointees of the Association are not subject to limitations of term, time, or reelection / reappointment, but serve at the discretion of the Board and President as outlined herein.

G. COMMITTEES

1. Major or long term tasks of the Association may be assigned to one or more Permanent or Temporary committees.
2. Each Committee shall act as a subsidiary of the Board of Directors and may work independently of the board under the following guidelines:

- a. The chairperson or “Chair” of any committee must be a duly elected member of the Board of Directors. This includes any Director or Officer.
 - b. The President of the Association shall appoint the chairperson of each committee under advisement of the Board and outline the directives and duties to be accomplished. Said person shall be known as “Director of” the committee.
 - c. The chairperson may recruit additional Members of the Association or persons outside the Association with special skills and knowledge to assist with the tasks and duties of the committee.
 - d. The Chairperson shall be prepared to give a report to the Directors at each Board meeting on the status of their project or activities.
 - e. Any action of a committee must be in accordance with the directives and limitations set forth by the Board. In general committees are to advise the Board of Directors of their findings and recommend actions to be authorized by the Board and not take action themselves unless duly authorized to do so.
3. Types of Committees and Duties
- a. Permanent Committees also known as “Standing Committees”
 - Permanent Committees coordinate the long term and ongoing operations of the Association and as such need not be disbanded and reformed with each term of the Board.
 - To accomplish the purposes of our charter the following Standing Committees shall be created.
 - Programs – The President shall appoint a Director of Programs to recruit persons to present training and informational programs at the regular meetings of Members.
 - Events – The president shall appoint a Director of Special Events to organize club activities such as Field Day, HamFest, Requests for Communications Assistance from the public and other groups, etc.
 - Awards - The President shall appoint a committee of two to five people to serve as the Associations award committee and make recommendations to the Board for awards given by the Association. All awards must be approved by a majority vote of the Board of Directors.
 - The President may appoint additional Standing Committees under the advisement of the Board as necessary.
 - b. Temporary Committees also known as “Appointed Committees”
 - Temporary Committees are generally appointed to the accomplishment of a single task.
 - Such tasks should generally be completed over the course of several months.
 - Upon completion of their appointed duties Temporary Committees shall automatically be disbanded.
 - c. The President shall be a defacto ex officio member of all committees.

H. APPOINTMENTS

- 1. Appointed positions are generally considered to be lifetime or “until further notice” unless otherwise agreed.

2. The President under guidance from the Board of Directors shall appoint qualified persons to fill vacancies for the following positions:
 - a. As long as the Association has repeaters on the air, as a requirement of FCC regulations, the President shall appoint a repeater trustee for the Association's repeaters. A committee may be appointed to assist the repeater trustee in performing his or her duties. The repeater trustee and committee shall be working positions responsible for the maintenance and work on the repeaters. All policy decisions regarding the repeaters shall be made by the Board of Directors.
 - b. A webmaster for the association's website and YouTube channel.
 - c. Social media officer who shall be responsible for the association's Facebook, Twitter, Yahoo groups, and similar media.
3. The President under advisement of the Board may make other appointments as needs dictate.
4. Appointees continue until they step down or may be removed by a majority vote of the Board.

I. ORDER OF SUCCESSION

1. In the absence of the President at any meeting of the Board or Members, the Vice-President shall chair the meeting with full authority normally given the President to take any action necessary as benefits the Association.
2. A vacancy in the office of the President shall be filled by the Vice-President.
3. The unexpired term of any other officer may be filled by majority vote of the Board of Directors. The unexpired term of any Director may be filled by majority vote of the Board of Directors.

J. REMOVAL OF OFFICERS OR BOARD MEMBERS

1. Cause:
 - a. Any Officer or Director may be removed for generally the same reasons as described for members.
 - b. Additionally an Officer or Director may be removed for failure to perform their duties
2. Procedure:
 - a. Any Officer, Director, or Member in good standing may call for a Vote of No Confidence to remove an Officer or Director.
 - b. Upon such a request the Board of Directors must take up the matter immediately if in session or as the first order of business at their next meeting.
 - c. A vote requiring a two-thirds majority of the entire board is necessary to remove the person in question.
 - d. The actions and outcome must be reported to the Members at the next meeting of Members and the floor opened for further discussion as necessary.

Article IV - ELECTIONS OF OFFICERS AND BOARD MEMBERS

- A. The president shall appoint a committee to accept and vet nominations no later than at the August Board Meeting.
 1. The Committee shall verify that each nominee:
 - a. is willing and able to hold the office.
 - b. is a Member in good standing.
 - c. meets the qualifications of the office they are being nominated to.

contracts obligating the Association must be approved by the Board of Directors and signed by the President and Secretary of the Association.

Article VII - BRANDING AND SOCIAL MEDIA

- A. The official emblem of the Association shall be the emblem currently used at the time of adoption of these by-laws but may be changed from time to time upon majority vote of the members present at a regular monthly meeting.
- B. All website, YouTube, FaceBook, Twitter, Yahoo groups, Google accounts, and other social media accounts shall be property of the Association.
- C. All passwords for these accounts shall be provided by the coordinator for that particular social media, group, or website to the Secretary so that at least two members of the Association will have the passwords to the accounts.

Article VIII - AMENDMENT

- A. These by-laws may be amended from time to time in the following manner.
 - 1. Any proposed amendment shall be submitted in writing and discussed at a regular monthly meeting of the Association.
 - 2. The proposal shall thereafter be posted on the Association's website and/or Yahoo group as the Board of Directors deems appropriate.
 - 3. A vote shall be held at the next monthly membership meeting of the Association and any proposed amendment shall be adopted upon vote of two-thirds of the members in good standing present at the meeting and voting in favor of the amendment.