

**SUMTER AMATEUR RADIO
ASSOCIATION
(A South Carolina Corporation)**

**BYLAWS
(As amended April 15, 2019)**

BYLAWS OF SUMTER AMATEUR RADIO ASSOCIATION

(A South Carolina Corporation)

ARTICLE I – OFFICES

The principal office of the Corporation shall be in the City of Sumter, County of Sumter, State of South Carolina. The Corporation may also have offices at such other places within or without the State of South Carolina as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II – MEMBERS

1. CLASSES OF MEMBERSHIP

- (a) Full Membership (Individual). Any person holding a valid United States amateur radio operator license is eligible for full membership.
- (b) Full Membership (Family). Members of the same family may be full members but have dues assessed at a special family rate. A family is generally considered to consist of members who share a single household. The Board of Directors has the sole power to determine whether a group of individuals constitutes a family for purposes of this section. A member who ceases to qualify as a family member may apply for membership as a full member; additional dues shall not be payable until the expiration of the current family membership.
- (c) Honorary Membership. The Association may, under special circumstances, bestow honorary membership to individuals who have made a significant contribution to the Association subject to a two-thirds majority vote of the members present at a meeting of the members. The honorary membership shall be for a limited term as determined by the membership. Individuals receiving honorary membership are entitled to full voting rights and privileges.
- (d) Associate Membership. Any person is eligible for associate membership. Associate members do not have voting rights and privileges.

2. APPLICATION FOR MEMBERSHIP

- (a) Individuals applying for membership must complete an application form and be sponsored by a current member. A vote of a two-thirds majority of

the members present at the meeting in favor of membership is required for admittance.

- (b) No applicant shall be denied membership solely on the basis of race, color, creed, sex, disability, ethnic origin, or location of residence.

3. DUES

- (a) Annual dues will be determined at the March regular monthly meeting by a majority vote of members present. The Board shall recommend an amount for dues for the new year. If the Board recommended amount is not approved, the former amount shall remain in effect.
- (b) The dues period will run from May 1 to April 31. For new members joining after May 1 of any year, dues shall be prorated at approximately one-twelfth the annual dues rate per month.
- (c) Dues may be paid incrementally during the year subject to agreement by the Treasurer. Dues are not refundable except as provided by Article II, paragraph 4.
- (d) Dues will be maintained in an account at a bank to be selected by the Treasurer with the concurrence of the Board of Directors. Dues and bank statements may be mailed directly to the Treasurer's home address or to the Association's normal mailing address, as desired by the Treasurer.

4. REMOVAL FOR CAUSE

- (a) A member may be removed from the Association for cause by a vote of at least two-thirds of the members present at a regular meeting. The vote shall be by secret ballot. Dues paid will be prorated and refunded to the member upon removal.
- (b) Readmission to the Association shall not be considered for a minimum period of one year from the date of removal.

5. FAILURE TO PAY DUES

Members who have not paid their dues by the first General Membership Meeting in June of the current year shall have their memberships and Association privileges terminated.

6. REINSTATEMENT

- (a) For former members in good standing, the member shall be automatically reinstated upon payment of a full year's dues.

- (b) A person removed from membership under the provisions of paragraph 4 of this article may be reinstated by a vote of two-thirds of the members present at a regular meeting and payment of a full year's dues. The vote shall be by secret ballot.

7. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Corporation or at such place within or without the State of South Carolina as the Board shall authorize.

8. ANNUAL MEETING

The annual meeting of the members shall be held at the November regular monthly meeting. Members shall elect a board and transact such other business as may properly come before the meeting.

9. REGULAR (MONTHLY) MEETINGS

Meetings shall be held at a time and place convenient for a majority of the members, to include the annual meeting. The date, time and place of meetings shall be published in the official newsletter of the Association.

10. SPECIAL MEETINGS

Special meetings of the members may be called by the Board or by the President and shall be called by the President or the Secretary at the request in writing of 10 or more members. Such request shall state the purpose(s) of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

11. FIXING RECORD DATE

For the purposes of determining the members entitled to notice of or to vote at any meeting of members or adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, a member shall have been a full voting member in good standing for at least 30 days.

12. NOTICE OF MEETINGS OF MEMBERS

Written notice of each meeting of members shall state the purpose or purposes for which the meeting is called, the place, date and hour of the meeting and if it is a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling the meeting.

13. WAIVERS

Notice of meeting need not be given to any member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy in writing, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by their.

14. QUORUM OF MEMBERS

Forty percent (40%) of the members entitled to vote thereat shall constitute a quorum at a meeting of members for the transaction of any business. Once a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any members. The members present may adjourn the meeting despite the absence of a quorum.

15. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for them by proxy. Every proxy must be signed and dated by the member or their attorney-in-fact and shall clearly state the powers given to the proxy holder. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

16. QUALIFICATION OF VOTERS

Every full or honorary member of record shall be entitled at every meeting of members to one vote. Associate members are not permitted to vote.

17. VOTE OF MEMBERS

Except as otherwise required by statute, the certificate of incorporation, or other parts of these bylaws:

- i. Directors shall be elected by a plurality of the votes cast at a meeting of the members;
- ii. All other corporate action shall be authorized by a majority of the votes cast.

18. WRITTEN CONSENT OF MEMBERS

Any action that may be taken by vote may be taken without a meeting on written

consent, setting forth the action taken, signed by the members entitled to vote thereon or signed by such lesser number of members as may be provided for in the certificate of incorporation.

19. TRANSFER OF MEMBERSHIP

Under no circumstances is membership in the Association transferable.

ARTICLE III – OFFICERS, DIRECTORS AND COMMITTEE CHAIRPERSONS

1. OFFICER STRUCTURE

The officers of the Association shall consist of three elected officers:

- (a) President
- (b) Vice President
- (c) Secretary/Treasurer

2. BOARD OF DIRECTORS

- (a) The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age.
- (b) The Board of Directors shall consist of five members of the Association, including the elected officers of the Association identified in paragraph 1 of Article III of these bylaws, one elected director, and one director consisting of either the prior year's outgoing President if not declined, or another elected director.

3. ELECTION AND TERM OF OFFICE

- (a) At each annual meeting of members, the members shall elect officers to hold office for one year beginning the January 1 following the annual meeting. Each officer and director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, or until resignation or removal. Presidents shall not succeed their self more than once.
- (b) Any candidate for office shall have been a full member in good standing for at least six months prior to election.
- (c) The voting for new officers shall take place at the annual membership meeting.

4. NEWLY CREATED DIRECTORSHIPS, OFFICES AND VACANCIES

- (a) Newly created directorships or offices resulting from an increase in the number of directors or officers and vacancies occurring in the Board or any office for any reason except the removal of directors or officers without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation.
- (b) Vacancies occurring by reason of the removal of directors or officers without cause shall be filled by vote of the members.
- (c) A director or officer elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of their predecessor.

5. REMOVAL OF DIRECTORS AND OFFICERS

- (a) Any or all of the directors or officers may be removed for cause by vote of the members or by action of the Board.
- (b) Directors or officers may be removed without cause only by a vote of two-thirds of the members.

6. RESIGNATION

A director or officer may resign at any time by giving written notice to the Board, the president or secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD

The vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

9. OTHER COMMITTEES

The Board may appoint committees for specific purposes whenever the need

arises. The Committees formed shall have a clear cut purpose/objective and a time frame for their operation. Committees shall report to the Board in a timely manner. Committees will have limited flexibility to perform their duties without requiring Board approval of a day to day nature. The Board shall have the power at any time to fill vacancies in, change the membership of, nullify the decisions of, or dissolve any such Committee.

10. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of South Carolina, as it may from time to time determine. Board meetings shall be open to all members of the Association.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

- (a) Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the president upon three (3) days notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to their.
- (b) A Majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN

At all meetings of the Board the president, or in his absence, the vice-president shall preside.

13. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or committee consent in writing to the adoption of a resolution authorizing the action, and the written consent thereto by the members of the Board of Directors or the committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

14. ACTION BY CONFERENCE CALL

Any one or more members of the Board of Directors of the Corporation or of any committee thereof may participate in a meeting of said Board or of any such committee by means of a conference telephone or similar communications equipment allowing all persons participating at the meeting to hear each other at the same time. Alternatively, amateur radio may be used in lieu of telephone, provided all members attending the meeting, in person or by radio, agree. Participation by such means shall constitute presence in person at a meeting.

15. COMPENSATION

No compensation shall be paid to directors, as such, for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

16. PRESIDENT

17. The president shall:

- (a) Be the chief executive officer of the Corporation;
- (b) Preside over all meetings of the members and of the Board;
- (c) Appoint committee chairs as necessary;
- (d) Have the management of the business of the Corporation;
- (e) See that all orders and resolutions of the Board are carried into effect.

18. VICE PRESIDENT

The vice president shall:

- (a) During the absence or disability of the president, the vice president shall have all the duties, powers and functions of the president.
- (b) Actively serve as the program coordinator for regular membership meetings.
- (c) Perform such other duties as are assigned by the Board or the president.

19. SECRETARY/TREASURER

The secretary/treasurer shall:

- (a) Attend all meetings of the Board and of the members;
- (b) Record all votes and minutes of all proceedings in a book to be kept for that purpose;
- (c) Give or cause to be given notice of all meetings of members or of special meetings of the Board;
- (d) Keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board;
- (e) When required, prepare or cause to be prepared and available at each meeting of members a certified list in alphabetical order of names of members entitled to vote thereat;
- (f) Keep all the documents and records of the Corporation as required by law or otherwise in a proper and safe manner;
- (g) Make a recommendation to the Board, prior to the March membership meeting, amounts for dues and other fees to be voted on by the members to become effective the following January 1;
- (h) Prepare ballots for election of officers & directors.
- (i) Have custody of all corporate funds and securities;
- (j) Keep full and accurate accounts of receipts and disbursements in the corporate books;
- (k) Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board;
- (l) Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
- (m) Maintain an accurate accounting within the general fund of all hamfest related income and expenses;
- (n) Render to the president and Board at the regular meetings of the Board, or whenever they require it, an account of all his transactions as treasurer and of the financial condition of the Corporation;
- (o) Render a full, written financial report at the annual meeting.
- (p) Be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of

the Corporation;

- (q) Perform such other duties as are given to their by these bylaws or as from time to time are assigned to their by the Board or the president;
- (r) Insure the bylaws are adhered to regarding financial matters.
- (s) Provide membership cards to all SARA members.

20. ASSISTANT SECRETARY/TREASURER

The Board of Directors may, at its option, appoint an assistant secretary/treasurer. The appointment will be for the term specified by the Board but in no case shall it extend past the end of the fiscal year in which appointed. During the absence or disability of the secretary/treasurer, the assistant secretary/treasurer shall have all the power and functions of the secretary.

21. SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

22. NOMINATING COMMITTEE

- (a) The Board of Directors shall appoint a Nominating Committee consisting of no fewer than five (5) active members at the September meeting. The nominating committee shall serve from September through November. This Nominating Committee shall bring a slate of candidates before the Association at the October membership meeting.
- (b) The slate shall consist of at least two qualified, consenting candidates for each of the established offices and Board of Director positions. In the event the committee cannot secure nominations of at least two members for each office, the slate of nominees as presented by the committee may be accepted.
- (c) Nominations shall also be accepted from the floor only at the October membership meeting. However, if the members present feel there is a need for additional nominations, the meeting may be adjourned to be continued at a later date upon approval of a majority of members present. The nominating committee shall tally the votes cast for election of Officers and Directors and announce the results immediately following the

balloting.

ARTICLE IV – INDEMNIFICATION

1. Each person who is made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or serves or served any other entity in any capacity at the request of the Corporation may, in the discretion of the Board of Directors, be indemnified by the Corporation from and against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by their in connection with the defense or settlement of such action, or in connection with an appeal therein, except as such indemnification may be proscribed by statute from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this bylaw, whether by contract or otherwise. Such indemnification may be authorized by resolution of the Board of Directors or resolution of the members or by agreement entered into with individual directors and officers. To the extent not inconsistent with Corporation Law of the State of South Carolina and in the discretion of the Board of Directors, the Corporation may purchase and maintain insurance:
 - (a) To indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under provisions of this Article IV; and
 - (b) To indemnify directors and officers in instances in which they may be indemnified by the Corporation under provisions of this Article IV; and
 - (c) To indemnify directors and officers in instances in which they may not otherwise be indemnified by the Corporation under the provisions of the Corporation Law of the State of South Carolina, provided the contract of insurance covering such directors and officers provides in a manner acceptable to the Superintendent of Insurance for a retention amount and for coinsurance.

ARTICLE V – CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "Corporate Seal, South Carolina." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the membership certificates or on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE VI – EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE VII – FINANCIAL MATTERS

1. FISCAL YEAR

The fiscal year shall begin the first day of January in each year.

2. SIGNING OF CHECKS

Any two of the president, vice president, or secretary/treasurer must sign all checks from the club checking account. The signing of blank checks in advance is expressly prohibited.

3. ANNUAL AUDITS

The Board of Directors is responsible for performing an annual audit of the Association's financial records and must present its audit report to the members no later than the second regular monthly meeting of each fiscal year. The Board may appoint a committee to carry out the audits. Only full members may serve on the committee.

4. APPROVAL OF EXPENDITURES

The membership shall set a limit above which individual expenditures may not be made without approval of two-thirds of the members present at a membership meeting. This limit shall be voted upon at the annual membership meeting and may be adjusted at any meeting of members. The Board of Directors, upon recommendation of the Treasurer, shall present a single amount to be voted upon. If the amount is not approved, the previously existing amount shall remain in place.

ARTICLE VIII – AMENDMENT, REPEAL, ADOPTION, ELECTION OF DIRECTORS

1. Bylaws may be amended, repealed or adopted by vote of two-thirds of the members at the time entitled to vote.

2. Bylaws may also be amended, repealed or adopted by the Board, but any bylaw acted upon by the Board may be amended by two-thirds of the members entitled to vote thereon.

3. If the Board amends, repeals or adopts any bylaw regulating an impending election of officers or directors, the Board shall provide notice of same in the notice of the next meeting of members for the election of directors, or earlier

meeting of members, the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

4. Amendments to these bylaws affecting changes to the number of officers or directors shall be implemented either during the next nomination/election cycle, or immediately if so decided by a two-thirds vote of the Board of Directors as it was constituted before the proposed change.

Adopted this 15th day of April, 2019 at a regular meeting of the Sumter Amateur Radio Association.

Charles Francis, KF4ARD
Secretary