

BY-LAWS OF THE PHILIPSBURG AMATEUR RADIO ASSOCIATION AS ADOPTED ON FEBRUARY 12, 2022

I. PURPOSE:

- A. The Philipsburg Amateur Radio Association (PARA) is organized exclusively for charitable purposes as such purposes are defined by § 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).
- B. Without limitation of the foregoing, the PARA shall be operated for charitable, scientific, or educational purposes and does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the PARA shall inure to the benefit of any individual and no member, director, officer or employee of the PARA shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the PARA purposes.
- C. No substantial part of the activities of the PARA shall be the carrying on of propaganda or otherwise attempting to influence legislation.
- D. The PARA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.
- E. These By-Laws shall provide rules and procedures for the operation of and conducting of business by the Philipsburg Amateur Radio Association.

II. MEMBERSHIP:

A. MEMBERSHIP APPLICATION

1. Applicants for membership in the PARA shall indicate their wish by submitting an approved application form accompanied by the appropriate dues.
2. The President will present applications to the membership during a general meeting. The members present at the meeting will vote by a simple majority to accept or reject the applicant. Upon an acceptable vote, the President will declare the applicant a member of the PARA.

B. FULL MEMBERSHIP

1. Persons who hold a valid amateur radio operator's license are eligible for full membership in the PARA.
2. Full membership gives the holder all rights and privileges granted by the By-Laws.
3. Full members make up the voting membership of the PARA.
4. Full members shall pay full dues.

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5. Membership is valid for a period of one year and renewable upon payment of annual dues, if in good standing with the Association.

C. ASSOCIATE MEMBERSHIP

1. Persons who do not hold a valid amateur radio operator's license are eligible for associate membership in the PARA.
2. Associate members shall be entitled to all the rights and privileges of regular Full Members save voting or holding office.
3. Associate members shall not be counted in the determination of a quorum at meetings.
4. Associate members shall pay one-half full dues, rounded up to the next whole dollar amount.
5. Membership is valid for a period of one year and renewable upon payment of annual dues, if in good standing with the Association.

D. FAMILY MEMBERSHIP

1. If more than one member of a family residing in the same household desires to become members of the PARA, only one of them will be assessed the full amount of their dues.
2. Other members of the family shall pay one-half of the normal dues for their membership class, rounded up to the next whole dollar amount.
3. Family members may be either Full or Associate members in accordance with paragraphs B and C above and shall have the same rights and privileges as other members in their membership class.
4. If one of the members of the family is a full member, they must be the member who pays the full amount of their dues.

E. DUES

1. The dues year shall begin January 1 and end December 31.
2. The Board of Directors shall determine the amount of dues to be paid for full membership in the PARA.
3. If a person applies for new membership of any class in the PARA at any time other than the beginning of the dues year, their dues shall be prorated according to the following schedule:

January 1 – June 30	Annual full amount
July 1 – September 30	Two-thirds of annual full amount
October 1 – December 31	One-third of annual full amount

4. Current members may renew their annual membership by paying the current annual dues. Dues prorating is not applicable to membership renewals. If a former member has not been a paying member for more than two (2) years, their application will be considered a new membership application subject to new membership dues.

III. DISCIPLINE

A. OFFENSES

A member may be expelled from the PARA for:

1. Willfully or maliciously destroying any PARA property, facility or equipment.
2. Willfully or maliciously disrupting or interfering with any PARA sponsored activity.
3. Knowingly and intentionally violating any FCC rule or regulation.
4. Willfully or maliciously threatening or harming another PARA member or their family.

B. PROCEDURE

After notification of intent, the Board of Directors may, with the approval of the voting membership, expel any member of the PARA. An expelled member forfeits all dues paid to the PARA.

C. REINSTATEMENT

After a period of one year from the date of the expulsion, an expelled member may apply for reinstatement into the PARA.

IV. LIMITATION OF LIABILITY AND INDEMNIFICATION

- A. No member shall be personally liable for the debts, liabilities or other obligations of the PARA.
- B. The members of the PARA shall be indemnified by the corporation to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania.

V. BOARD OF DIRECTORS

A. MANAGEMENT

1. The business and affairs of the PARA shall be managed by a Board of Directors.
2. The Board shall maintain all operational control of the PARA.
3. The Board of Directors shall consist of four (4) officers elected by the members of the PARA holding FULL MEMBERSHIP status. The officers of the PARA shall be the President, the Vice-President, the Secretary, and the Treasurer.

B. OFFICER DUTIES

1. President
 - a. The President shall act as the Chairman of the Board of Directors and shall preside at all membership and Board of Directors meetings.
 - b. The President shall appoint all committees authorized by the membership or Board of Directors.
 - c. In the absence of the Secretary, the President or presiding officer shall appoint any attending Board member to fulfill the secretary's duties.

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2. Vice-President

- a. In the President's absence, the Vice-President shall act as President.

3. Secretary

- a. The Secretary shall take the minutes of all membership and Board of Directors meetings and shall distribute them to the membership prior the next meeting.
- b. The Secretary shall keep a register of all paid up members and issue all notices and correspondence as directed by the membership and Board of Directors.
- c. In the absence of the President and the Vice-President, the Secretary shall act as President.

4. Treasurer

- a. The Treasurer shall receive all monies due to the PARA and shall pay, subject to the approval of the membership, all claims against the PARA.
- b. The Treasurer shall deposit all funds of the PARA in a bank or trust company as directed by the Board of Directors.
- c. The Treasurer shall make a report on the financial condition of the PARA to the membership on a monthly basis.
- d. The Treasurer shall perform an annual audit of all financial transactions of the previous twelve months and distribute the results of the audit to the membership. An Audit Committee may be appointed by the President to assist with the audit if the membership or Treasurer so desires.
- e. In the absence of the President, the Vice-President, and the Secretary, the Treasurer shall act as President.

C. NOMINATION AND ELECTION

1. To be eligible to become an officer of the PARA, a person shall be a FULL MEMBER of the PARA.
2. Nominations for officers will take place one month prior to the ELECTION MEETING.
3. Voting shall take place at the ELECTION MEETING and all ballots will be distributed at this meeting. Only FULL MEMBERS present at the ELECTION MEETING are eligible to cast a vote. Members who wish to vote and know in advance that they will be absent from the ELECTION MEETING may request an "absentee ballot" from the PARA secretary in writing. Such ballots must be returned to the PARA secretary before the ELECTION MEETING to be counted at the meeting. All ballots shall be counted at the ELECTION MEETING by a committee selected by the President or presiding officer.
4. A winning vote is determined by simple majority of the cast votes.

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D. TERM OF OFFICE

Terms of office shall be one year beginning on March 1 and ending on the last day of February.

E. REMOVAL FROM OFFICE

Any officer may be removed from their position on the recommendation of the Board of Directors and confirmation by the voting membership.

F. VACANCIES

If a vacancy exists for any reason, nomination and election shall be held at the next general membership meeting to fill the vacancy for the remainder of the unexpired term. The general members shall be notified at least seven (7) days in advance of the special election.

G. BOARD MEETINGS

The Board of Directors shall meet at a location determined by the Board.

H. BOARD ACTION BY VOTE

With the exception of any action that would divest the Board of Directors of operational control of the PARA; i.e., sale, merger, or dissolution; all actions of the board will pass with a majority vote. Any proposed action affecting the Board's operational control of the PARA must pass with a unanimous vote.

I. BOARD EXPENDITURES

The Board of Directors may spend up to \$200 in any given month without prior approval of the general membership. Expenditures must be voted on and approved by the Board according to the governing methods. All expenditures must be submitted at the next general membership meeting.

VI. MEETINGS

A. GENERAL MEMBERSHIP

1. General membership meetings shall be held at least six (6) times per year. The date, time, place, and agenda shall be determined by the Board of Directors. The Secretary shall notify all members of the meeting in writing at least seven days in advance of the meeting.
2. A January meeting shall be the Nominating Meeting.
3. A February Meeting shall be the Election Meeting.
4. A March meeting shall be the Installation meeting.

B. QUORUM

A quorum to conduct business shall consist of at least seven (7) FULL MEMBERS, including the attending officers.

C. VOTING APPROVAL

A majority vote of all FULL MEMBERS at a general membership meeting shall be sufficient to pass issues brought before it.

VII. DISSOLUTION OF THE CORPORATION

Upon dissolution of the PARA, the remaining assets shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literacy, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).

VIII. AMENDMENTS

A. PROCEDURE

These By-Laws may be amended at any time using the following procedure:

- A. Proposed amendments to these By-Laws signed by at least five voting members shall be submitted in writing for discussion at a general membership meeting.
- B. Prior to the general membership meeting, the Secretary shall distribute the amendment to the voting membership.
- C. At the membership meeting, a paper ballot vote on the amendment shall be taken.

B. ADOPTION

A two-thirds affirmative vote of the votes cast shall be necessary for the adoption of the proposed amendment.

IX. DOCUMENT HISTORY

Initial Adoption: February 12, 2022