

BY-LAWS OF  
CHESAPEAKE AMATEUR RADIO SERVICE, INC.

ARTICLE I

Section 1. Eligibility. There shall be one class of membership of the Club as part of the Corporation. However, there shall be three dues rates for members. The club will allow affiliates to participate in its activities to the extent described below.

The class of membership, differentiated by dues rates, shall be:

- A) Regular member. A person holding an amateur radio license, over 18 years of age, and paying current dues shall have full membership and voting privileges and be considered a member in good standing. Members in good standing are those who have paid dues for the current calendar year or those within the membership grace period (first 3 months of the calendar year).
- B) Family member. A person holding an amateur license, over 18 years of age, and living in the same residence as a regular member in good standing. Family members may join at one-half (50%) of the dues paid by a regular member, and shall have all the privileges of members paying full dues.
- C) Youth member. A person holding an amateur radio license, 18 years of age or younger. Youth members may join at one-half (50%) of the dues paid by a regular member, and shall have all the privileges of members paying full dues.
- D) Emeritus member. A status granted by the Board of Directors for past services to the club. These members are not required to pay dues, and shall have all the privileges of members paying full dues.

Affiliates are:

- A) Associate. A person, no age restriction, working toward their amateur license or persons interested in the activities of the club may participate

without voting privileges. Affiliates shall pay dues at the one-half (50%) of the rate for regular members. An affiliate, upon receiving their amateur license and based on membership eligibility, may automatically become a regular, family, or youth member and will be placed on the appropriate member dues schedule at the start of the following calendar year.

Section 2. Acceptance of Membership. Each applicant for membership shall submit a completed application form. The applicant shall provide his/her name, address, and amateur experience. The Board of Directors will review the application. At the next general membership meeting, the Board will recommend whether to accept the application. Then, the members present, if the number constitutes a quorum, will vote to accept/reject the application. If the application is accepted, the new member shall submit dues payable for the current calendar year.

Section 3. Voting. Each member shall be eligible to cast a vote at any membership meeting at which he/she is present. The method of voting will be prescribed by the Board of Directors. Proxy voting will not be permitted.

Section 4. Dues. The Board of Directors shall set the annual membership dues. Dues for applications approved on or after October 1<sup>st</sup> will cover the member's due requirements for the following calendar year.

Section 5. Regular Meetings. Regular meetings shall be held monthly. Meetings will be held on a fixed day each month (e.g., the first Monday). If the meeting date is changed in any month, the Secretary shall notify all members of the change by email and by updates on the Club's website. This notification shall be made no less than 10 days prior to the regular meeting date. The October meeting shall be the annual membership meeting required to conduct the business of the corporation and present annual reports required by Virginia law governing corporations.

Section 6. Special Meetings. Special membership meetings may be 1) called by the President, or 2) by a majority vote of the members of the Board, and 3) shall be called by the Secretary upon the receipt of a petition signed by at least fifty percent (50%) of the Regular members of the Club who are in good standing. Written notice of such a meeting shall be emailed and posted on the website by the Secretary at least ten (10) days prior to the date of the

meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted.

Section 7. Quorum. The quorum for conducting business at membership meetings shall be twenty percent (20%) of the club members in good standing. Affiliate members do not participate in voting.

Section 8. Place, Date, and Hour. All meetings of the Club, whether of the membership or Directors, shall be held in the Commonwealth of Virginia at such place, date, and hour as may be designated by the person(s) authorized to call such a meeting. Meetings conducted using virtual meeting technologies are considered to be held in the Commonwealth of Virginia. For the purpose of quorum and Club business, members participating using virtual meeting technologies are considered present.

Section 9. Termination of Membership.

Resignation. Any member may resign from the Club upon written notice to the Secretary.

Non-Payment of Dues. A member will be terminated if the member's dues remain unpaid ninety (90) days after the first day of the calendar year; however, the Board may grant an additional thirty (30) days of grace to delinquent members in meritorious cases. In no case, may a person vote at any meeting or election if his/her dues are not paid as of the date of the meeting and if his/her membership grace period has expired. The Secretary shall notify members 30 days prior to being terminated for non-payment of dues of their impending loss of membership. Members may be reinstated upon payment of dues in full.

For Cause. Members may be terminated for cause. A member shall only be terminated for cause in the event of egregious or malicious conduct. The Board shall recommend termination for cause, specifying the reason(s), and a quorum of the membership at a regular or special meeting shall vote to accept or reject the Board's recommendation by majority vote.

## ARTICLE II

### DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, Communications Officer, and the immediate Past President, all of whom shall be members in good standing, of legal age, and a licensed amateur radio operator. All officers (except the immediate Past President) shall be elected for terms of one year at the October membership meeting and shall serve until their successors are duly elected. The Board of Directors shall be the governing and controlling body of the Corporation and shall serve on the board as elected by the membership.

Section 2. Term of Office. The Board of Directors shall serve starting November 1st.

Section 3. Officers. The officers of the Corporation, consisting of the President, Vice-President, Secretary, Treasurer, Communications Officer, and immediate Past President, shall serve in the respective capacities both with regard to membership and its meetings and the Board and its meetings.

President. The President shall preside at all regular, special, and Board meetings, and shall perform such other duties as are incident to his/her office, or are properly required of him/her by the Board of Directors.

Vice-President. The Vice-President shall exercise the authority of the President in his absence and perform such duties as may be assigned to him by the President or the Board of Directors.

Secretary. The Secretary shall be responsible for recording the minutes of the membership and Board meetings and maintaining such other records as may be required of him/her by the President or the Board. He/she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his/her office as the President may direct or the Board assign.

Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Corporation. He shall deposit funds in a bank designated by the Board in the name of the Corporation. His/her books shall at all times be open to inspection by the Board and he/she shall report at every meeting on the condition of the finances of the Corporation and every item of

receipt or payment not before reported; and at the annual membership meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The treasurer shall prepare a proposed budget for the new fiscal year (FY) and present it no later than the last BOD meeting of the FY. On or after the first day of the new FY, the incoming BOD may meet and vote to accept or modify the proposed budget. The elected BOD will present the new FY proposed budget to the Membership at the first general membership meeting of the new FY for approval. There shall be an annual audit of books as directed by the Board.

Communications Officer. The Communications Officer shall be in charge of the club's radio equipment and antennas. The Communications Officer will provide or obtain maintenance for the radio equipment, antennas, and the radio shack as required to keep the "W4CAR shack" in good operating condition. The Communications Officer shall maintain property records for insurance coverage and compliance with FCC requirements. The Communications Officer will coordinate periodic training sessions for new radio operators and maintain a list of qualified operators that may use the club's equipment without direct supervision. The Communications Officer shall maintain a list of those who have keys to the W4CAR shack and those who have the cipher combination for the key boxes on the entrance doors. The Communications Officer or an available board member will retrieve keys if a key holder leaves the club and arrange to have locks and or ciphers changed if there is a concern about shack security.

Immediate Past President. The Immediate Past President shall be filled automatically by the outgoing President and shall serve as a resource to the Board of Directors and current President. In the event there is no immediate outgoing President, the office may remain vacant at the Board's discretion.

Section 4. Elections. The candidate receiving the majority of votes for each office shall be declared elected. If there are more than two candidates for an office and none receives a majority of the votes, then there will be a runoff between the two candidates receiving the most votes.

Section 5. Regular Board Meetings. Regular meetings of the Board of Directors shall be held monthly. Meetings will be held on a fixed day each month (e.g., the last Tuesday). If the meeting date is changed in any month, the Secretary shall notify all members of

the change by email and by updates on the Club's website at least five (5) days prior to the date of the meeting.

Section 6. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the receipt of a written request signed by at least fifty percent (50%) of the Board. The Secretary shall notify all members of such meeting by email and by updated on the Club's website at least five (5) days and not more than ten (10) days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other business shall be transacted thereat.

Section 7. Quorum. A quorum for a meeting of the Board shall be a majority of the Board.

Section 8. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the un-expired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

### ARTICLE III

#### COORDINATORS & COMMITTEES

Section 1. Committees. The Board will establish a Nominating Committee annually in July for the purpose of soliciting candidates for the Fall election. The Board may establish additional committees in writing to be appointed by the Board or elected by the membership, to advance the work of the Corporation and the Club. Such committees shall always be subject to final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Appointments and Termination. Any committee appointment may be terminated by majority vote of the full membership of the Board upon ten (10) days written notice to the appointee; and the Board may appoint successors to those whose services have been terminated.

### ARTICLE IV

## GENERAL PROVISIONS

Section 1. Calendar. The fiscal year of the Corporation and the Club shall begin on November 1st and end on October 31st of each year. The period for membership shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

Section 2. Budget. The club will operate on an annual budget that is approved by the membership. As part of this budget, the Treasurer will establish a Board discretionary fund not to exceed 25% of the total budgeted expenditures.

Section 3. Amendments. Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors and shall be submitted to the membership at a regular or special meeting. A copy of the resolution must accompany the notice of the meeting and such notice shall be given at least twenty-five (25) but not more than fifty (50) days prior to the meeting. The meeting must have a quorum present. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of votes present. Written notice of such a meeting shall be emailed and posted on the website by the Secretary.

Proposals to amend the By-Laws may be made by a majority vote of the Directors at any meeting at which a quorum is present, provided ten (10) days advance notice is given to the Directors of any proposed amendment. Proposals to amend the By-Laws made by the Board of Directors shall not become effective until approved by a vote of the majority of the members present at a regular or special meeting at which a quorum is present. Members shall be provided notice of the vote to amend the By-Laws at least ten (10) days prior to a regular meeting and the notice will contain a summary of the proposed amendments.

## ARTICLE V

### DISSOLUTION

The Corporation or Club may be dissolved at any time by recommendation of the Board of Directors and approved by more than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Corporation or Club, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation or the Club shall be distributed to any member; but after payment of all lawful debts of the Corporation or the Club, its property and assets shall be given to a charitable organization(s) as described in Chapter 501(c)(3) of the

Internal Revenue Code, as amended, such organization(s) to be selected by the Board of Directors.



(ORIGINAL) THESE BY-LAWS WERE ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AS OF FEBRUARY 15, 1991.

CHESAPEAKE AMATEUR RADIO SERVICE, INC.

Original Signed by George King (then) President

A Certificate of Incorporation was issued by the Virginia State Corporation Commission on October 23, 1990

**CHANGES: November 2, 1998**

*Due to the State Corporation Commission changing the Annual Corporation Reporting Schedule to the month of the of incorporation, this has resulted in the need to make the following By-Law Changes:*

1. *Article I, Section 5. delete the word "January" and replace it with "October". Due to the required reporting month now being October, the new officers need to be elected at an October Annual Meeting and reported during this period.*
2. *Article II, Section 1. delete the word "annual" and replace it with "October". Due to the required reporting month now being October, the new officers need to be elected and reported during this period.*
- 3 *Article IV, Section 1 delete the word "January" and replace it with "November", delete the word "December" and replace it with "October". Due to the required reporting month now being October, the new fiscal year needs to match the term of the officers and the annual reporting period.*

*These changes to the Corporate By-Laws were approved by a two-thirds (2/3) majority of the voting membership at the November 2nd, 1998, regular meeting.*

**CHANGES: July, 2003**

*These changes are herein endorsed by the below Directors*

1. *Article I, Section 1. add the wording (which shall be referred to herein as the "Club")*
2. *Changes to the number of classes of membership and the definition of the classes.*
3. *Article I, Section 2. change the word "secrete" to "vote".*
4. *Several Articles throughout the document adding the wording " and Club".*
5. *Article IV, Section 2. add words "or changes" , "or electronic" and delete ByLaws made by the members may not be altered or repealed by the Board of Directors without the consent of the members. Such consent shall be obtained in the same manner as hereinabove provided for an amendment to the Articles of Incorporation. Any ByLaws made by the Board of Directors may be repealed or changed by a majority of the members". Add the wording "any amendments or changes to the By-Laws made by the Board of Directors shall not become effective until receiving an affirmative vote of the membership, at which notice of the vote is provided ten (10) days prior to a regular meeting."*

*These changes were approved by a two-thirds (2/3) majority vote of the membership at the July 7th, 2003, meeting.*

**CHANGES: September, 2003**

*These changes are herein endorsed by the below Directors*

- 1. Article II, Section 1, add the position of Communications Officer to the Board of Directors.*
- 2. Article II, Section 2, expand the list of board members and describe the duties of the Communications Officer.*

*These changes were approved by a two-thirds (2/3) majority vote of the membership at the September 8<sup>th</sup>, 2003, meeting and are endorsed by the below Board of Directors.*

**CHANGES: April 2007**

*The Board of Directors has endorsed these changes below:*

- 1. Rework the definition of members and add “affiliates.”*
- 2. Prorate dues on a quarterly basis.*
- 3. Define the regular October meeting as the annual membership meeting and amplify on regular meetings.*
- 4. Rework the Section on Termination of membership and add a provision for termination for cause.*
- 5. In Committees, Section 1, delete names of specific organizations and replace with “organizations approved by the Board or required by existing agreements.”*
- 6. Various minor editorial/spelling corrections.*

**CHANGES: April 2013**

*The Board of Directors has endorsed the changes listed below:*

- 1. Modified the description of the duties assigned to the Treasurer.*
- 2. Modified the description of the duties assigned to the Communications officer.*

**CHANGES: April 2014**

*The Board of Directors has endorsed the changes listed below:*

- 1. Modified the period for the payment of membership dues from the fiscal year of the club to January 1 until December 31 calendar year. The club’s incorporation fiscal year remain unchanged.*

**CHANGES: May 2021**

*The Board of Directors has endorsed these changes below:*

- 1. Rework the definition of members, affiliates, and add “youth members”.*
- 2. Modified Article 1 Acceptance of Membership to not require physically written application and in-person submission.*
- 3. Modified Article 1 Voting to explicitly allow different voting methods.*

4. *Modified Article I Dues to remove proration but allow dues paid after October 1st to cover membership dues in the next calendar year.*
5. *Modified Article I Meetings and Special Meetings to allow meeting notifications through the Club's website.*
6. *Modified Article I Quorum to include only members in good standing.*
7. *Modified Article I Place, Date, and Hour to explicitly allow for business to be conducted over virtual meeting technologies.*
8. *Modified Article I Termination to allow any member to resign.*
9. *Modified Article I Non-Payment of Dues to allow member notification from the Secretary and to allow membership reinstatement upon dues payment.*
10. *Modified Article I For Cause to specifically require a quorum and majority vote.*
11. *Modified Article II to explicitly set the Board of Directors' term*
12. *Modified Article II Treasurer duties to require proposed budget preparation and detail proposed budget approval process.*
13. *Modified Article II to define the Immediate Past President Board position.*
14. *Modified Article II Regular Board Meetings to explicitly require regular Board meetings to be "held on a fixed day each month" and to allow for meeting notification by email and website updates.*
15. *Modified Article II Special Board Meetings to allow for meeting notification by email and website updates.*
16. *Modified Article III to require a nominating committee to be established for the purpose of soliciting candidates for the Fall officer election.*
17. *Modified Article III to allow the Board to establish additional committees and coordinators as required to advance the work of the club.*
18. *Modified Article IV to add a Budget section requiring the club to "operate on an annual budget that is approved by the membership" and to create and cap a "Board discretionary fund not to exceed 25% of the total budgets expenditures."*
19. *Modified Article IV Amendments to explicitly require a quorum present for proposed Bylaws amendments and to require "written notice of such a meeting shall be emailed and posted on the website by the Secretary."*
20. *Modified Article V to explicitly require approval from both the Board and more than two thirds members in good standing.*
21. *Various minor editorial/spelling corrections.*

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President

Mike Tromba/WM4ST

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Vice President

Gary Atkinson/KN4USR

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Secretary

Blair Gillam/NS1H

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Treasurer

Duane Ettwein/KJ4YKG

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Communications Officer

Bill Mellema/N3WM