

# **RICHMOND AMATEUR TELECOMMUNICATIONS SOCIETY BY-LAWS**

2022 - April

## **RICHMOND AMATEUR TELECOMMUNICATIONS SOCIETY BY-LAWS**

As amended by the membership, August 1999; October 2010, April 2022.

### **PREAMBLE**

The By-Laws shall be the prime governing instrument of this organization.

### **ARTICLE I - NAME**

The name of this organization shall be the Richmond Amateur Telecommunications Society, Inc. (R.A.T.S., Inc.)

### **ARTICLE II - MEMBERSHIP**

#### **SECTION 1. Prospective Members**

Prospective members must submit an application with the appropriate dues. Election will be by majority vote of members present at the next club meeting.

#### **SECTION 2. Full Members**

A Full Member must be a licensed radio amateur. Full members in good standing shall have full voice in the conduct of the affairs of the organization and shall enjoy all the privileges of membership. All founding members active as of November 17, 1989, shall enjoy the status of full membership without the payment of dues.

#### **SECTION 3. Associate Members**

Associate membership is available for non-amateurs, organizations, or licensed radio amateurs who reside outside of the Commonwealth of Virginia. Associate members will not have voting privileges or access to repeater codes, and are not eligible to hold office in the organization.

#### **SECTION 4. Expulsion of Members**

A member may be expelled from the club by a three-fourths vote of the Board of Directors, or a majority vote of members present at any regular club meeting, for conduct unbecoming a club member whether or not it constitutes a violation of any law or regulation. Prior to a vote for expulsion the member shall be provided reasonable notice of the time and place of the meeting at which an expulsion vote will be considered, and provided an opportunity to appear at such meeting and to be heard concerning the matter or matters giving rise to such action. Conduct unbecoming a club member shall include, but not be limited to, any willful violation of Federal Communications Commission regulations, club rules, or other laws or regulations pertaining to the amateur service and shall also include public misconduct which reflects unfavorably upon the organization or is otherwise contrary to the best interest of the organization or its members.

#### **SECTION 5. Dues**

Annual dues shall be determined by the Board of Directors no later than September 1st. The membership year shall extend from October 1st of any year to and including September 30th of the following year. A member who is in arrears on dues and or assessments for a period exceeding 60

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days shall be deemed to have voluntarily relinquished membership and can renew membership through subsequent payment of the annual dues in full within a reasonable time and thereafter shall apply for reinstatement in the same manner as a new member. The Board of Directors shall have discretion to determine what constitutes reasonable time.

## **SECTION 6. Special Assessments**

Upon recommendation by the Board of Directors, any special assessment must be approved by a two-thirds ballot vote of the members casting ballots, with absentee ballots being accepted. Associate members are exempt from special assessments.

## **SECTION 7. Repeater Control Operators**

A Repeater Control Operator shall conform to FCC and club rules. A Repeater Control Operator must be a club member in good standing, be appointed by the Technical Committee and approved by the Board of Directors.

## **ARTICLE III - MEETINGS**

### **SECTION 1. Annual Meetings**

An annual business meeting shall be held at a time determined by the Board of Directors at such place (physical location or by electronic means) as is provided in the notice of the meeting which shall be given in writing or by electronic means no less than 10 nor more than 60 days before the date of the meeting. If the meeting is for the purpose of acting on an amendment to the articles of incorporation, a plan of merger or proposed sale of substantially all of the assets of the organization, or the dissolution of the corporation, notice shall be given not less than 25 nor more than 60 days before the meeting. A member entitled to vote may vote in person or by proxy or by electronic means, which becomes effective when received by the secretary.

### **SECTION 2. Regular Meetings**

Regular meetings of the members of the Society shall be held in accordance with a schedule adopted by the Board of Directors and published in the newsletter, at which meetings any business of the Society may be conducted except such business as requires formal notice pursuant to Virginia law, including the election of directors and the matters mentioned in the preceding section of this article.

### **SECTION 3. Special Meetings**

Special business meetings may be held on call of the Board or president or by members having not less than ten percent of the votes entitled to be cast at such meeting and the notice of such meeting shall specify the purpose for which the meeting is called. Such notice shall be given either personally or by mail, not less than 10 nor more than 60 days before the date of the meeting to each member entitled to vote.

### **SECTION 4. Quorum for Meetings of Members**

A quorum shall consist of members in person or by proxy holding not less than one-tenth of the votes entitled to be cast at the meeting. Once a member is present at a meeting the member shall be deemed present for quorum purposes for the remainder of the meeting.

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## **SECTION 5. Electronic Meetings**

Membership meetings may be conducted wholly using electronic means provided by the club. Additionally, during meetings that take place face-to-face in a central location, members who are not present are entitled to participate via electronic means provided by the club.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **SECTION 1. Board of Directors**

The Board of Directors shall exercise all corporate powers and manage all business either directly or through officers selected to execute the responsibilities and duties assigned to them. The Board shall consist of the four elected officers and not less than three nor more than seven other members, the number to be determined by the Board of Directors to be effective with the next regular election following the adoption of these bylaws and to continue annually thereafter unless subsequently changed by action of the Board effective at the next subsequent election.

### **SECTION 2. Officers**

The officers of the organization shall be President, a Vice-President, a Secretary and a Treasurer.

- 1) President - Shall preside at meetings of the club, make appointments to committees, and be responsible for operation of the organization.
- 2) Vice President - Shall assume the duties of the President when he/she is absent and assist the President in the affairs of the club. Should the Presidency become vacant, the Vice President shall complete the unexpired term of the office of the President.
- 3) Secretary - Shall maintain the official membership roster, inform the new members of their rights and privileges, and keep such minutes of meetings as deemed necessary.
- 4) Treasurer - Shall accept, and deposit in the club accounts, all moneys collected by the club, make disbursements as authorized, and keep a record of the financial status of the club according to club established financial and accounting procedures.

### **SECTION 3. Term of Office**

Directors and officers shall serve for terms of two years, staggered so as to provide continuity insofar as is practical. The Board shall determine the manner of providing for one year terms where appropriate to effect this objective. The president and vice-president shall serve for the same term and the treasurer and secretary shall serve the same term with two such officers being elected each year. In the event of a vacancy in any position the Board shall fill same until the next general election for that position. All directors and officers shall serve until their successors election becomes effective, or their position is abolished.

The officer provision shall be effective with the next regular election following the adoption of these by-laws by electing the treasurer and secretary for an initial one year term.

### **SECTION 4. Procedure for Election**

- 1) The Nominating committee is to be appointed by the Board of Directors annually, and shall consist of no less than three (3) Full Members in good standing. The committee will be charged with making nominations by the regular meeting in the month of June. Nominations

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will be accepted from the floor at that time. The Nominating Committee will obtain autobiographical sketches from all nominees, which will then be published without modification in July. No other information on the nominees, other than that submitted by the Nominating Committee, shall be published in July.

- 2) Elections shall be by a secret ballot vote of the membership, with absentee ballots being accepted. Ballots shall be collected and counted by the nominating committee. A simple majority of votes shall determine the winner of the election.
- 3) The following election schedule will govern the nomination and election of club officers:
  - June - Acceptance of nominating committee recommendations, and nominations accepted from the floor.
  - July - Secret ballot and autobiography distributed to each Full Member in good standing.
  - August - Ballots due in by start of the meeting with results announced during the meeting.
  - Board of Directors to be duly installed during the next membership meeting.

## **SECTION 5. Resignation of Directors**

A director may resign at any time by delivering written notice to the Board of Directors, its chairman, the president, or the secretary, and a resignation is effective when the notice is delivered unless the notice specifies a later effective date.

## **SECTION 6. Removal of Directors and Officers**

The members may remove a director or officer with cause only at a meeting called for the purpose of removal and the meeting notice shall state that the purpose of the meeting is removal of the director or officer. An officer may be removed by the Board of Directors, with or without cause, at any regular meeting thereof provided notice of the meeting so called shall state the intent to remove the officer. All outgoing Officers and Directors shall surrender to their successors all records and materials pertaining to that office.

## **SECTION 7. Meetings of Board**

Regular meetings of the Board shall be held at such time as may be determined by the Board. Special meetings shall be held upon notice, which need not describe the purpose of the special meeting except as otherwise provided herein. A director may waive any notice in writing, signed by the director and filed with the minutes of the meeting. A director's attendance at any meeting waives any required notice to him unless his attendance is solely for purposes of objecting to the meeting, and such objection is promptly stated upon his arrival.

## **SECTION 8. Quorum and Voting by Directors**

A quorum of the Board shall consist of a majority of the prescribed number of directors and if a quorum is present when a vote is taken the affirmative vote of a majority of the directors present is the act of the Board of Directors.

## **ARTICLE V - STANDING COMMITTEES**

### **SECTION 1. Technical Committee**

- 1) A standing Technical Committee may be established.

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- a) The Technical Committee shall be composed of Full Members in good standing. The Chairman of the committee shall be recommended by the President and approved by the Board of Directors. The other members of the Technical Committee shall be recommended by the Chairman and approved by the Board of Directors.
- b) The repeater trustee shall be selected by the Board of Directors and be a member of the Technical Committee.
- 2) The Technical Committee shall be responsible for the purchase, maintenance, implementation, and installation of all transmitting, receiving and testing equipment owned by the club as approved by the Board of Directors.
- 3) The Technical Committee shall be responsible for the exploration and resolution of interference problems and misuse of the club's equipment.

## **SECTION 2. Social Committee**

- 1) A standing Social Committee may be established.
  - a) The committee shall be composed of up to five (5) club members in good standing. The Chairman of the committee shall be recommended by the President and approved by the Board of Directors. The other members of the committee shall be appointed by the Chairman.
- 2) The Social Committee shall be responsible for the planning and implementation of social functions as approved by the Board of Directors.

## **SECTION 3. Program Committee**

- 1) A standing Program Committee may be established.
  - a) The committee shall be composed of up to five (5) club members in good standing. The Chairman of the committee shall be recommended by the President and approved by the Board of Directors. The other members of the committee shall be appointed by the Chairman.
- 2) The Program Committee shall be responsible for the coordination and procurement of speakers and/or programs for each meeting.

## **SECTION 4. Public Relations Committee**

- 1) A standing Public Relations Committee may be established.
  - a) The committee shall be composed of up to five (5) club members in good standing. The Chairman of the committee shall be recommended by the President and approved by the Board of Directors. The other members of the committee shall be appointed by the Chairman.
- 2) The Public Relations committee shall be responsible for the collection, dissemination, and distribution of information pertaining to amateur radio as deemed/set by the Board of Directors.

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## **SECTION 5. Frostfest Committee**

- 1) A standing Frostfest Committee may be established.
  - a) The Chairman of the Frostfest Committee shall be recommended by the President and approved by the Board of Directors. The other members of the Frostfest Committee shall be appointed by the Chairman.
  - b) The Chairman of the Frostfest Committee shall hold the title of Frostfest Director.
- 2) The Frostfest Committee shall be responsible for the promotion, planning, organization, and operation of a club sponsored hamfest as approved by the Board of Directors. The purpose of the Frostfest will be to promote amateur radio, and to provide funds for the support of club's operation.

## **ARTICLE VI - STATE CORPORATION COMMISSION**

The Board of Directors shall designate a registered agent to submit an annual report to the Virginia State Corporation Commission.

## **ARTICLE VII - AMENDMENTS**

No part of the By-Laws may be changed except by thirty (30) days prior notice to the membership, and a two-thirds ballot vote of the members casting ballots, with absentee ballots being accepted. The ballot vote shall be held at the next regular meeting following the expiration of the thirty days prior notice.

RATS BY-LAWS AS AMENDED BY THE MEMBERSHIP – August, 1999; October 2010; April 2022