

Exhibit #1-001

Florida Repeater Council

By-Laws

Proposed to Board FEB 14, 2015 – Adopted by Board October 10, 2015

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ARTICLE I - Name

Section 1.1 This organization shall be known as the Florida Repeater Council., hereinafter referred to as FRC.

ARTICLE II - Purpose

Section 2.1 The FRC is a non-profit corporation whose sole purpose is frequency spectrum management and repeater coordination under the Amateur Radio Service-Part 97 of the Federal Communications Commission rules and regulations for the HF, VHF, UHF and Microwave Amateur Radio bands in the State of Florida. To set the technical and operational standards and policies required to operate amateur radio Repeater stations in the State of Florida. To minimize, within current technology, radio interference between and among repeater stations. To fairly and equally represent the owners and users of repeater stations throughout the State of Florida. To interface with the Federal Communications Commission, American Radio Relay League, and other such government agencies, as necessary.

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ARTICLE III - Members

Section 3.1 Membership in the FRC shall be open to those persons licensed in the Amateur Radio Service Part 97 of the Rules and Regulations of the Federal Communications Commission to operate an Amateur repeater station which holds a valid coordination issued by the FRC.

Section 3.2 Eligible persons as defined in Section 3.1 of these By-Laws, shall become members upon the submission of an application to the FRC and the payment of the first annual dues as specified in section 3.3 and approval by the Board. To maintain membership, each member must remain qualified for membership as designated in Section 3.1 and these By-Laws and remain current in the payment of dues as provided in Section 3.3.

Section 3.3 The annual dues payable to the FRC by members shall be in such amounts as determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors.

Section 3.4 An individual may only hold a single membership in the FRC. A member will be designated a member of a particular FRC district based on the members personal Amateur Radio Service license address listed on the FCC database.

Section 3.5 A member of the FRC shall not be solely or partially, because of such membership, personally liable for the debts, obligations, or liabilities of the FRC.

Section 3.6 Neither membership in the FRC, nor any rights in the membership, may be transferred for value or otherwise.

Section 3.7 The membership of any member of the FRC shall be terminated for any of the following reasons:

- (a) Upon receipt of such member's written, signed request for such termination.
- (b) Failure of any member to pay dues within sixty (60) days of due date.
- (c) Failure to abide by the By-Laws of the FRC or the conditions set by the sanction of the repeater coordination. Said member shall be given thirty (30) days written notice of the termination stating the reasons and a timely opportunity to be heard on the termination. The notice shall be sent by certified mail to the last known address in the records of the FRC. The opportunity to be heard may, at the election of said member, be in person or in writing.
- (d) Upon any adverse action by an enforcement agency for a violation of Amateur Radio Service Part 97 of the Federal Communications Commission's rules and regulations involving an Amateur repeater.
- (e) For the loss of one's operating license under the Amateur Radio Service Part 97.
- (f) For the conviction of any felony.

Section 3.8 Neither membership in the FRC, nor the payment of membership dues shall be a prerequisite for repeater coordination.

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ARTICLE IV - Voting

Section 4.1 The term "vote" in ARTICLE IV shall refer to the process of electing a director from all respective districts.

Section 4.2 Each member shall be entitled to one (1) vote.

Section 4.3 Members entitled to vote may vote in person at a duly called annual meeting or by written ballot as designated by the Board.

ARTICLE V - Board of Directors

Section 5.1 The Board of Directors for the FRC shall consist of a minimum nine (9), not to exceed twenty-one (21), as representatives. The term of office for all Directors shall be two (2) years.

Section 5.2(a) The Districts for the Board of Directors have been segregated by Counties and repeater number density. Click [HERE](#) for a district listing and map

Section 5.2(b) The FRC, in order to fairly and equally represent the owners and repeater stations throughout the State, will readjust district boundaries as necessary.

Section 5.3 The Board of Directors shall be responsible for administering the FRC's activities in accordance with the needs of the membership subject to the responsibilities and restrictions contained in these By-Laws and the FRC's Coordination and De-Coordination Policies.

Section 5.4 Election of Directors.

(a) The term for a director of the Board will be two (2) years. An election of eligible members of the Board will be held each January. The odd-numbered Districts will elect in even-numbered years, while the even-numbered Districts will elect in odd-numbered years.

(b) The President shall appoint a nominating committee prior to October first of each year. The nominating committee shall submit its nomination for vacant and expiring Director Positions to the Secretary by November 30. The nominees must be eligible to serve as a Director as stated elsewhere in these By-Laws.

(c) A candidate for Director may submit a nominating petition stating the candidate's name, call sign, and the District in which he is a candidate. The District Director must reside within the District in which he is a candidate. This petition shall be signed by the candidate. Additionally, there shall be five (5) other signatures and call signs representing FRC members in good standing within the same FRC district who support the nomination of the petitioning candidate. These additional signatures can be on the same or separate documents providing the nominating petition is submitted with all the required names and signatures in one package. The completed nominating petition must be submitted to the Secretary of the FRC no later than November 30, immediately prior to the scheduled election. The Secretary shall validate the petition and if accepted shall present the candidate for ballot as described in (e).

(d) Nominees must be bona fide licensed Amateur radio operators with interest in maintaining a cohesive and organized structure to the Amateur spectrum utilization plan set by the FRC's Coordination Policy.

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(e) Up to two directors shall be elected for each district. The Secretary shall mail written ballots to the eligible members in good standing in each contested district by January 5. Ballots must be received by the Secretary by January 20. The secretary shall have the ballots counted in such a way that assures fairness. The winner of the election of each District shall be elected by plurality. Such newly elected directors shall take office at the beginning of the annual meeting.

(f) In the event that there are no nominations for a District Director in accordance with (b) or (c) then the president shall present the name of a qualified member from that District for election by the Board at the Annual Meeting.

Section 5.5 In the event a Director is unable to complete his/her term for any reason, the President shall appoint a temporary director who will serve until the next scheduled district election is to be held.

Section 5.6 A Director shall be removed from office:

(a) Upon presentation of petitions to the Board of Directors signed by at least 51% of the members of that district to generate a new election in the respective district,

(b) Upon a 2/3's vote of the remaining Directors,

(c) Upon revocation or suspension of an Amateur radio license, conviction of any felony, or any long term disability that prevents a Director from carrying out his/her duties for a period greater than six (6) months.

(d) Failure of a Director to attend two (2) consecutive scheduled board meetings shall cause the automatic removal of the Director. The President shall appoint a successor as provided in the By-Laws.

Section 5.7 A Director shall appoint a Vice-Director. The Vice-Director shall have no vote or arbitration power at any meeting of the FRC. However, in the absence of the Director, the Vice-Director will have the authority to represent the respective Director at any meeting of the FRC and carry the proxy vote of the respective Director.

Section 5.8 The Board of Directors will be responsible for conducting all of the business of the FRC. All business, arbitration, and coordination policies enacted by the Board of Directors will be by a majority vote of the Directors.

ARTICLE VI - Officers

Section 6.1 The officers of the FRC shall be the following: President, Vice-President, Secretary, and Treasurer.

Section 6.2 The President, Vice-President, Secretary and Treasurer will be elected by a majority vote of the Board of Directors at the annual meeting.

(a) A nominating committee chairperson will be selected by the President. This appointment will take place no earlier than one-hundred eighty (180) days and no later than ninety (90) days prior to the annual meeting.

(b) The Chairperson shall be responsible for selecting a committee of not less than three (3) individuals to collect the nominations for President, Vice-President, Secretary and Treasurer.

(c) The list of nominees shall be presented in writing to the Board of Directors not less than thirty (30) days prior to the date of the annual meeting. Upon presenting the list of nominations to the Board of Directors no further nominations will be accepted.

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Section 6.3 All appointments made by the President shall be subject to a majority vote of the Board of Directors.

Section 6.4 The President shall have the following responsibilities:

(a) The President will appoint the Database Manager and Frequency Coordinator(s), within thirty (30) days of his/her assuming office. The existing appointees shall remain until the new appointees assume their duties.

(b) The President is the General Manager and Chief Executive Officer of the FRC and will control and conduct all of the meetings of the FRC.

Section 6.5 The President shall be a member of the Board of Directors.

ARTICLE VII - Meetings

Section 7.1 Annual Directors Meeting.

(a) The FRC shall hold an annual meeting during the first quarter of each calendar year. The time & place for the annual meeting will be established by the Board of Directors and called by the President of the FRC.

(b) Notice shall be given to the general membership at least sixty (30) days prior to the annual meeting by posting of such notice on the main page of the FRC website.

(c) A Quorum (a majority of Directors plus the President or Vice-President) must be present for a meeting to be held.

(d) The Robert's Rules of Order, as may be amended from time to time, shall govern the meeting of FRC members insofar as such rules are not inconsistent with or in conflict with these By-Laws, the Articles of Incorporation, or the law.

Section 7.2 Board of Directors Meetings:

(a) The FRC Board shall meet at least 4 times per year. The annual meeting of Directors shall be held after the Annual meeting of the membership each year at a location designated by the Board. 3 additional meetings held approximately quarterly, at a place and time designated by the Board. The 3 additional meetings may be on-site or teleconference. The FRC President or any three Directors may call a meeting of the Directors at any time that it is deemed necessary.

(b) Notice will be given each Director at least thirty (30) days prior to a Board of Directors meeting that has been called, except in emergencies.

ARTICLE VIII - Audit

Section 8.1 It shall be required that an audit committee be appointed by the Board of Directors from the membership to audit the financial records at least once per fiscal year. A report of the books authenticity shall be presented by the committee at the annual Directors meeting.

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ARTICLE IX - Binding Actions

Section 9.1 All actions passed by a vote of the FRC within the authority if these By-Laws shall be considered binding on all members as the policy of the FRC.

ARTICLE X - Disbursement of Funds

Section 10.1 Should the FRC dissolve the corporation or disband, the remaining funds from the treasury shall be donated to an IRS recognized 501c.3 entity selected by the Board.

ARTICLE XI - By-Law Amendments

Section 11.1 These By-Laws may be amended by a seventy-five (75) percent vote of the Board of Directors at the Annual Meeting or a specially called meeting. Published notification of intent to amend the By-Laws must be provided on the FRC website at least 30 days prior to the date of the meeting where such amendments will be considered.

ARTICLE XII - Requirements

Section 12.1 A print out of the FRC repeater database shall be sent prior to the deadline to the A.R.R.L., annually.

Latest update: 14 February 2015. See top.