

# Florida Repeater Council By-Laws

Proposed to Board October 24, 2016 – Adopted by Board February 11, 2017

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## **ARTICLE I – Name**

**Section 1.1** This organization shall be known as the Florida Repeater Council, Inc, 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 radio interference between and among repeater stations, within current technology. To fairly and equally represent the owners and users of repeater stations throughout the State of Florida. To interface with the Federal Communications Commission and other such government or other agencies, as necessary.

**Section 2.2** In order to perform the designated purpose of the FRC, it must collect information from applicants for frequency coordination and other services. Failure to supply any information required on an FRC Application or respond timely to any request for additional information that the FRC Board or Coordinators deem necessary in the evaluation of an application may result in the rejection of such application.

## **ARTICLE III – Members**

**Section 3.1** The Corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

## **ARTICLE IV – Voting**

**Section 4.1** Each member of the Board of Directors shall be entitled to one (1) vote.

**Section 4.2** Members of the Board entitled to vote may vote in person at a duly called meeting or by teleconference ballot as designated by the Board.

## **ARTICLE V - Board of Directors**

**Section 5.1** Membership on the FRC Board of Directors 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 and are listed as the Trustee of such coordination and the FCC ULS. 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 not the address of a license

where the individual is listed as the Trustee of a club or other non-individual license.. A member of the FRC Board shall not be solely or partially, because of such membership, personally liable for the debts, obligations, or liabilities of the FRC. Neither membership in the FRC, nor any rights in the membership, may be transferred for value or otherwise.

**Section 5.2** The Board of Directors for the FRC shall consist of a minimum nine (9), not to exceed twenty-one (21), as representatives. The Districts for the Board of Directors have been organized by Counties and repeater number density. The FRC Board of Directors, 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 stated mission of the council and 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.

Directors will be elected by a majority vote of the Board of Directors at the Annual Meeting of the Board 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 at the annual meeting of the Board. To provide continuity of representation on the Board the 2 Directors from a district will be elected in alternating years, on a schedule determined by the Board.

(b) The President shall appoint a nominating committee prior to October 31st of each year. The nominating committee shall submit its nomination for vacant and expiring Director Positions to the Secretary and President at least 10 days prior to the annual meeting. 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 Director candidate 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 Trustees or Holders of FRC coordination's 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 30 days, 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.

(e) Up to two directors shall be elected for each district. The Secretary shall deliver any validated petitions to the nominating committee for review. Candidates nominated by a petition who meet all other requirements for election shall be placed in nomination along with those candidates recommended by the nominating committee. Such newly elected directors shall take office at the end 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 66% of the Trustees 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.

(e) 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 Director, 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.

**Section 5.7** 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.

**Section 5.8 PRESUMPTION OF ASSENT.** A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or, such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

**Section 5.9 PARTICIPATION IN MEETING BY CONFERENCE CALL.** Members of the Board of Directors may participate in a meeting of the Board of Directors by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 5.10 ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a Board of Directors' meeting or a meeting of a committee of the Board of Directors may be taken without a meeting if: (a) each of the directors, or each of the members of the committee, as the case may be, consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one or more writings and such written consents will have the same effect as a unanimous meeting vote.

**Section 5.11 DIRECTOR CONFLICTS OF INTEREST.** No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consents of such interested directors, all in the manner provided by law; or
- (b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

**Section 5.16 DUTIES OF DIRECTORS.** A director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## **ARTICLE VI - Officers**

**Section 6.1** The officers of the FRC shall be the following: President, Vice-President, Secretary, and Treasurer. The Officers shall be members of the Board of Directors.

**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.

**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 Vice President** will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President will succeed to the President's power and duties in the order designated by the Board of Directors.

**Section 6.6 Secretary** The Secretary will attend all meetings of the Board of Directors, record all proceedings of such meetings in the minute book of the Corporation, and authenticate records of the Corporation. The Secretary will perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.

**Section 6.7 Treasurer** The Treasurer will (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) keep full and accurate accounts of receipts and disbursements, (c) receive and give receipts for monies due and payable to the Corporation, and deposit monies in the name of the Corporation in the depositories designated by the Board of Directors, and (d) perform all other duties as may, from time to time, be prescribed by the Board of Directors or the President. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

## **ARTICLE VII - Meetings**

**Section 7.1 Annual Board of 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. The Purpose of the Annual Meeting is to elect Directors and Officers and such other business that may come before it.

(b) Notice shall be given at least thirty (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 the FRC Directors 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 and 3 or more 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 where a written consent to action without notice by  $\frac{3}{4}$  of the Directors shall constitute a waiver of notice.

## **ARTICLE VIII - Audit**

**Section 8.1** It shall be required that an audit committee be appointed by the Board of Directors 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.

## **ARTICLE IX - Binding Actions**

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

**ARTICLE X - Disbursement of Funds**

**Section 10.1** Should the FRC dissolve the corporation or disband, after properly closing of the organization any 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.

*Latest update: 11 February 2017*