

1 **MANATEE AMATEUR RADIO CLUB, INC. (MARCI)**

2 ***BY-LAWS***

3 **ARTICLE I - NAME OF CORPORATION**

4 The name of the corporation is to be; "Manatee Amateur Radio Club, Inc."

5 Hereinafter referred to as the corporation.

6 **ARTICLE II - PURPOSES**

7 A. Said Corporation is organized exclusively as a non-profit organization and for the  
8 enhancement of the value of the amateur radio service to the public as a voluntary non-  
9 commercial communications service, particularly with respect to providing emergency  
10 and public service communications.

11 B. The corporation purposes are:

- 12 (1) To provide emergency communications in the event of disaster or other similar  
13 situations as requested by Manatee County Emergency Management, The American  
14 Red Cross or other qualified governmental organizations.
- 15 (2) To erect, operate and maintain Radio Repeater stations licensed by the Federal  
16 Communications Commission, under the call K4GG, in one or more locations in  
17 Manatee County so as to carry out these support operations.
- 18 (3) To erect, operate and maintain other radio stations licensed by the Federal  
19 Communications Commission which will enable emergency communications  
20 between this county and other locations in the State of Florida or the United States, as  
21 appropriate.
- 22 (4) To assist in the education of any interested person in radio electronics and Federal  
23 Communication Commission rules so they may obtain any amateur radio license  
24 granted by said Commission.

25 **ARTICLE III - MEMBERSHIP ADMISSIONS AND CLASSIFICATIONS**

26 A. The Board of Directors shall, by resolution, fix the amount of any regular or  
27 special dues. Membership dues will be due January 1<sup>st</sup> and will be for that calendar year.  
28 . The failure to pay any dues assessed shall render a member liable for expulsion. There  
29 shall be no refund of dues paid upon resignation, death or dismissal of a member.

30 The Board of Directors, in its sole discretion, by unanimous vote may deny or remove  
31 from membership any person on the grounds of conduct not becoming a person of good  
32 moral character, and such decision in no way shall be made because of race, religious  
33 belief, sex, national origin, or sexual orientation.

34 Membership shall not be denied to any person because of race, religion, sex, national  
35 origin or sexual orientation.

1 **ARTICLE IV - BOARD OF DIRECTORS**

- 2 A. Number and Qualification: The Board of Directors shall consist of seven  
3 members, all of whom shall be individuals and shall include the President, Vice-  
4 President, Secretary and Treasurer. The President shall be chairman of the Board of  
5 Directors. The number of directors may be increased or decreased from time to time  
6 by amendment to these by-laws, but no decrease shall have the effect of shortening  
7 the term of any incumbent director. The number of directors shall never be less than  
8 three (3).
- 9 B. Term of Office: The directors shall be elected by a majority of the members at  
10 the May meeting. Each director shall hold office for a term of one year, or until his or  
11 her successor is elected. A director may succeed himself or herself no more than two  
12 consecutive times. After three consecutive years in office the director must allow one  
13 year to pass before seeking re-election. Newly elected directors shall assume their  
14 duties on June 1<sup>st</sup> of the current year.
- 15 C. Duties and Powers: The Board of Directors shall be responsible for the control  
16 and management of the affairs, property and interests of this corporation subject to the  
17 law, Articles of Incorporation and these by-laws.
- 18 D. Meetings: The Board of Directors shall meet monthly at such time and place as  
19 determined by the President. The President may call a special meeting of the Board at  
20 any time upon written notice stating the purpose, place, day and hour of such meeting  
21 and mailing such notice not less than five days before the date of the meeting. A  
22 special meeting of the Board of Directors may also be called upon similar written  
23 notice at the request of any three members of the Board.
- 24 E. Disbursement of Funds: The Board of Directors shall approve all expenditures of  
25 M.A.R.C.I., up to \$500.00 for single expenditures, without approval of the  
26 membership. The Treasury balance shall not fall below \$500.00 without prior  
27 approval of the membership.
- 28 F. Quorum and Voting: The presence of a majority of the members of the Board of  
29 Directors at any meeting lawfully called shall constitute a quorum. The act of a  
30 majority of the directors present at any meeting where there was a quorum present  
31 shall be the act of the Board of Directors. Each member of the Board of Directors  
32 shall have one vote.
- 33 G. Vacancies: Any vacancy occurring in the Board of Directors due to death,  
34 resignation, refusal or inability to serve, shall be filled for the unexpired portion of the  
35 term by a majority vote of the remaining directors. An election to fill the vacancy  
36 shall be held at the first regular meeting of the Board of Directors following the  
37 occurrence of the vacancy.
- 38 H. Resignation: Resignation of a director shall be in writing and shall take effect  
39 upon receipt by the Board of Directors. The unexcused absence of a director from  
40 three consecutive meetings of the Board of Directors shall be deemed a resignation  
41 from the Board of Directors.
- 42 I. Removal: Any director may be removed by a majority vote of the members of  
43 the corporation in good standing at a meeting called for the purpose of removing a  
44 director, provided that before a director's term of office shall be terminated without  
45 his consent, he shall be given an opportunity to be heard, unless he is absent from  
46 Manatee County.

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**ARTICLE V - OFFICERS**

- 3 A. Title: The officers of this corporation shall consist of a president, a vice-  
4 president, a secretary, a treasurer, and such other officers as the Board of Directors  
5 may from time to time deem advisable.
- 6 B. Term of Office: The officers shall be elected by a majority vote of the members  
7 at the annual May meeting as provided in Article VI of these by-laws. Each officer  
8 shall hold office for a term of one year, or until his successor is elected. An officer  
9 may succeed himself/herself as many as two times.
- 10 C. Duties: The officers of this corporation shall have the following duties:
- 11 (1) The president shall be the chief executive officer of the corporation and, subject to  
12 the direction of the Board of Directors, shall supervise and control all of the  
13 business affairs and property of the corporation, and shall preside at all meetings  
14 of the membership and the Board of Directors.
- 15 (2) The vice-president shall act in the absence of the president. If the Board of  
16 Directors shall find the president disabled and incapable of acting, the vice-  
17 president shall act in his place.
- 18 (3) The secretary shall keep minutes of all meetings of the membership and the Board  
19 of Directors, shall be the custodian of the corporate records, shall give, or cause to  
20 be given, notice of all meetings and shall perform such other duties as may be  
21 prescribed by the president or the Board of Directors.
- 22 (4) The treasurer shall:
- 23 (a) Have charge and custody of all funds generated, collected or obtained by  
24 or on behalf of the organization in any manner, and shall be responsible for the  
25 proper receipt and disbursement thereof;
- 26 (b) Keep full and accurate accounts of receipts and disbursements and shall  
27 deposit such monies in the name and to the credit of the corporation in such  
28 bank or banks as may be designated by the Board of Directors;
- 29 (c) Transfer from the general operating account such funds as are necessary to  
30 establish a balance of \$500 in the repeater account in January of each year for  
31 repeater repair or replacement.
- 32 (d) Maintain a petty cash fund not to exceed fifty (\$50.00) and shall be  
33 authorized to disburse such petty cash on behalf of the corporation within his  
34 or her discretion.
- 35 (e) Disburse the funds of the corporation as may be ordered by the Board of  
36 Directors and shall render to the Board of Directors, annually, or more often  
37 upon discretion of the Board of Directors or the President, an accounting of all  
38 transactions and financial condition of the corporation.
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**ARTICLE VI - SELECTION OF THE OFFICERS**

41 The President shall appoint a nominating committee of not less than three (3) members,  
42 said committee to report a list of nominees at the regular April Meeting.

43 The election of the officers shall take place annually at the regular May meeting. It shall  
44 be by secret ballot if more than one nomination is made for an office. The President shall

1 call for further nominations from the floor at the May meeting.

2 Candidates for office must hold a valid amateur operator's license, shall be an active  
3 member of MARCI in good standing for a full twelve (12) months prior to the election of  
4 officers. The out-going president's name shall appear on the nominating ballot for the  
5 Board of Directors, unless said individual refuses the nomination or has been in office for  
6 three years.

7 If there is more than one nomination for a corporate office, then separate ballots shall be  
8 ordered for that corporate office. If there is no majority on the first ballot, another ballot  
9 shall be ordered for the two candidates receiving the highest number of votes, all other  
10 names omitted.

11 If there are more than three nominations for the directors, then a single ballot shall be  
12 ordered for the three (3) directors' vacancies. Each member present and voting must vote  
13 for three (3) of the nominees. If three (3) candidates from those nominated do not receive  
14 a majority, a second ballot shall be ordered for the four nominees receiving the highest  
15 number of votes, with the three (3) candidates each receiving a majority, declared elected.

## 17 **ARTICLE VII - MEMBERSHIP MEETINGS**

18 A. Annual Meeting: There shall be a general membership meeting held during the  
19 month of May each calendar year for the purpose of electing officers and directors and  
20 amendments of by-laws. To amend the by-laws a motion or desire to change must be  
21 presented to the Board of Directors at least sixty (60) days prior to the annual meeting  
22 for the purpose of formulation and investigation before presenting the changes to the  
23 general membership thirty (30) days prior to the annual meeting. Any change in by-  
24 laws requires two-thirds majority vote of the membership present and voting.

25 B. Notice of Meetings: Regular meetings shall take place on the first Tuesday of  
26 each month. If the designated meeting place is unavailable, an alternative day or  
27 meeting place may be chosen by the Board of Directors. Written notice of special  
28 membership meetings called by the Board of Directors, shall state the purpose for  
29 which the meeting is called. The date, time and location of the meeting shall be  
30 mailed to each member at least five (5) days in advance of the meeting.

31 C. Quorum: The presence in person of 20% of the members at any meeting shall  
32 constitute a quorum for the transaction of business.

33 D. Voting: Members who have missed four (4) consecutive membership meetings  
34 will be listed as inactive and lose voting eligibility beginning with the fifth (5<sup>th</sup>)  
35 meeting.

## 37 **ARTICLE VIII - COMMITTEES**

38 The president shall have the power to appoint committees and outline their duties. He  
39 shall be an ex-officio member of all committees except the Auditing Committee and the  
40 Nominating Committee.

41 Standing Committees may consist of: Club Station Operation, Education and Training,

1 Programs, Publicity, Membership, Interference, Control Operators, Trustees, and  
2 Technical Committee.

3 The number of members of each committee shall be determined by the President, except  
4 the Club Station Operation Committee shall have as a permanent member the station  
5 license (K4GG) trustee.

6 The Technical Committee may expend up to one hundred dollars (\$100.00) in any one  
7 month to purchase small items of equipment to maintain the corporation's owned  
8 communication equipment, without prior approval of the Board of Directors. All costs  
9 incurred shall be paid by the Treasurer upon presentation of appropriate receipts.

10 The Technical Committee Chairman shall review the past year's accomplishments, and  
11 the coming year's objectives at the January meeting. He shall also account for the  
12 budgeted monies expended to meet those accomplishments, and present a new budget, for  
13 approval by the Board of Directors at their January meeting, to cover the coming year's  
14 objectives.

#### 15 **ARTICLE IX - ASSETS, EARNINGS AND ACTIVITIES**

- 16 A. No part of the net earnings of the corporation shall inure to the benefit of, or be  
17 distributed to, its members, trustees, officers or other private persons except that the  
18 corporation shall be authorized and empowered to pay reasonable compensation for  
19 services rendered and to make payments and distributions in furtherance of the  
20 purposes set forth in Article II.
- 21 B. No substantial part of the activities of the corporation shall be the carrying on of  
22 any propaganda, or otherwise attempting to influence legislation, and the corporation  
23 shall not participate in, or intervene in (including the publishing or distribution of  
24 statements) any political campaign on behalf of any candidate for public office.
- 25 C. Notwithstanding any other provision of these articles, the corporation shall not  
26 carry on any other activities not permitted:
- 27 (1) By a corporation exempt from federal income tax under section 501 C(3) of the  
28 Internal Revenue Code, or corresponding section of any future federal tax code, or  
29 (2) By a corporation, contributions to which are deductible under section 170 (2) of  
30 the Internal Revenue Code, or corresponding section of any future federal tax  
31 code.

#### 32 33 **ARTICLE X - DISSOLUTION**

- 34 A. Upon the dissolution of the corporation, assets shall be distributed for one or more  
35 explicit purposes within the meaning of section 501 C (3) of the Internal Revenue Code,  
36 or corresponding section of any future federal tax code, or shall be distributed to the  
37 federal government, for public purpose. Any such assets not disposed of by the Board of  
38 Directors shall be disposed of by the competent court in the county in which the principal  
39 office of the corporation is then located exclusively for such purposes or to such  
40 organization or organizations as said court shall determine which are organized and  
41 operated exclusively for such purposes.

1 **ARTICLE XI - RULES OF ORDER**

2 All meetings of the members and the Board of Directors, and other proceedings of the  
3 corporation, shall be governed by Robert's Rules of Order (as last revised) except when  
4 in conflict with these by-laws, or the laws of the State of Florida.

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9 5/01/1991

10 rev 8/20/1995

11 rev 5/06/1997

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