

# CONSTITUTION AND BYLAWS OF THE PLATINUM COAST AMATEUR RADIO SOCIETY (PCARS)

as amended by vote at the General Membership meeting on April 12, 2021

## CONSTITUTION ARTICLE I

**SECTION 1:** This organization shall be known as the Platinum Coast Amateur Radio Society, otherwise known as PCARS.

**SECTION 2:** This organization shall be incorporated under the laws and provisions of the Not For Profit Corporation Statutes of the State of Florida.

**SECTION 3:** This Constitution and these bylaws constitute the Code of Rules adopted by the Platinum Coast Amateur Radio Society, Inc. (PCARS) for regulation and management of its affairs.

**SECTION 4:** The rules contained in the current edition of Robert's Rules of Order/Newly Revised shall govern the Corporation in all matters to which they are applicable and which they are not inconsistent with these bylaws, and any special rules of order the Corporation may adopt.

## ARTICLE II PURPOSE

**SECTION 1:** To extend and promote the knowledge and principles of amateur radio, and the art of electronics, and to dedicate ourselves to the art, science and enjoyment of amateur radio.

**SECTION 2:** To bring together amateur radio operators and to increase interest and activity in the hobbies of amateur radio and electronics.

**SECTION 3:** To promote the mutual interests of its members and the public in amateur radio, or "ham radio", operations, and to provide a system of communication for civil defense and disaster emergencies for the protection, assistance and welfare of the general public.

# Bylaws

## ARTICLE I MEMBERSHIP

**SECTION 1: ELIGIBILITY:** Any person holding a valid amateur radio license is eligible for membership, and any person having an interest in amateur radio, licensed or not, is eligible for associate membership.

**SECTION 2: APPLICATION.** At any regular meeting, any eligible person may apply for membership by indicating to the general membership that he or she desires membership in the Club. Upon completion and submission of the membership form, and payment of applicable dues (and arrears, if any), the applicant shall be accepted for membership.

**SECTION 3: SUBMISSION OF APPLICATION:** The Membership Chair shall be the recipient of the completed application forms and monies, and shall forward both to the Treasurer, who shall record same, and enter the applicant's information on the Club's roster.

**SECTION 4: CLASSES OF MEMBERSHIP.** Classes of membership shall be as follows:

- A. Regular Membership: Any person that holds a valid amateur radio license, and supports the stated goals of PCARS, may become a Regular Member. Only regular members shall have the privileges of voting, holding office, and chairing committees.
- B. Associate Membership: Any person that supports the stated goals of PCARS may become an Associate Member. As stated above, Associate Members do not have voting privileges, nor can they hold office in the Corporation, nor chair committees. Associate Members pay dues at one half the rate of that of a regular member.
- C. Life Membership: Life Membership is granted to a Regular Member and shall have the same privileges and requirements as Regular membership, with the exception of paying dues. Life Membership may be bestowed in recognition of outstanding contributions to the Club. Life Members shall be nominated by the Board of Directors and voted on and confirmed by the General Membership. Only one Life Member may be elected per year.
- D. Honorary Membership: Honorary Membership may be bestowed upon any person as determined by the Board of Directors. All potential Honorary Members shall be nominated by the Board of Directors and voted on and confirmed by the General Membership. There shall be no dues charged to Honorary Members. Honorary Members do not have voting privileges, nor can they hold office or chair committees. Only one Honorary Membership may be bestowed per year. The term of an Honorary member shall be for live

**SECTION 5: CANCELLATION OF MEMBERSHIP/DUES.** Membership in this Corporation may be canceled for non-payment of dues. Membership may be reinstated upon payment of full, non-prorated fees or dues.

**SECTION 6: CANCELLATION OF MEMBERSHIP FOR CAUSE.** The Corporation may, for cause, suspend or expel any Member, provided that charges **proffered** against said Member shall have been thoroughly investigated by a Special Committee created in accordance with these bylaws. At the next Regular Meeting of the Corporation, the Committee shall present its findings to the Corporation, in writing and signed by all members of the Committee. The Member charged shall be entitled to present and be represented by counsel, to cross-examine and introduce witnesses on his behalf. To expel or suspend a Member shall require a two-thirds (2/3) majority vote of the General Membership in good standing, present and voting at a Regular Meeting of the Corporation.

Any Member whose membership has been canceled for cause may petition the Board of Directors for reinstatement of membership no more than once every two (2) years. Said petition shall be signed by at least five (5) Regular Members of the Corporation. The payment of any delinquent fees and/or dues, and an appropriately adopted resolution of the Board of Directors shall reinstate the petitioner's membership.

## **ARTICLE II DUES**

**SECTION 1: MEMBER DUES:** Annual dues shall be payable to the Corporation by the membership.

- A. Dues are subject to change, year to year, and the amount will be proposed by the Board of Directors and voted on by the General Membership.
- B. Persons in the same immediate family as a Regular Member may also become, or retain, their Regular Membership at one-half ( $\frac{1}{2}$ ) the dues of the Regular Member.
- C. Annual dues of new members will be pro-rated, on a quarterly basis, quarterly being figured on a calendar-year basis.
- D. If membership of any member ceases, either voluntarily or involuntarily, no refund of remaining fees or dues shall be made.
- E. Any member whose dues are delinquent more than thirty (30) days beyond the February meeting of any given year will be in arrears, and their membership shall be automatically canceled. Membership may be reinstated only in accordance with ARTICLE I, Section 5.

## **ARTICLE III FINANCES**

**SECTION 1:** All monies owed to the Corporation, or derived through Corporation activities shall be paid to the Treasurer. No activity shall be undertaken without the approval of the Corporation or the Board of Directors.

**SECTION 2:** The Treasurer shall pay no bills on account rendered against the Corporation or any Corporation activity unless such bills or accounts shall have been previously approved by

the Board of Directors or the General Membership, as a proper obligation of the Corporation, provided the Treasurer may pay any bill on account of \$50.00 or less without previous approval of the Board of Directors or the General Membership.

**SECTION 3:** The Treasurer or any officer or Member of the Corporation shall not accept any donation, gift or contribution of monies, other than membership dues, for or on behalf of the Corporation or any activity of the Corporation, unless the Corporation shall first have authorized the acceptance of such donation, gift, or monies, nor shall the Corporation reimburse any Member for any money borrowed, advanced or loaned directly or indirectly or paid for any obligation for, or on behalf of the Corporation or any activity of the Corporation, unless and until a motion for the reimbursement shall first have been approved by the Corporation or Board of Directors.

**SECTION 4: FUNDS.** All monies shall be deposited by the Treasurer in the name of the Corporation with such Federally insured financial institution(s) as approved by the Board of Directors.

**SECTION 5:** No officer of the Corporation shall be entitled to remuneration for his services. This shall not be construed as forbidding reimbursement of necessary expenses incurred by carrying out activities and actions authorized by the Corporation.

## **ARTICLE IV MEETINGS**

**SECTION 1: REGULAR MEETINGS.** Regular meetings of the Corporation shall be held on the second Monday of each month.

SPECIAL MEETINGS. Special meetings may be called upon the signed request of five (5) Regular Members. Only business specified in the request may be transacted at a Special Meeting. Written notice, containing the time, place, and specific business to be transacted, shall be sent to all Regular Members at least ten (10) days prior to the date of the Special Meeting. Notice shall be by US Mail, or electronic means, and is effective when sent to an address contained in the current Corporate roster.

ANNUAL MEETING. The Annual Meeting of the Corporation shall take place in the month of January.

**SECTION 2: QUORUM OF MEMBERS.** Fifteen (15) percent of all Regular Members shall constitute a quorum at all Regular or Special Meetings, except for voting on membership, and will include at least one officer of the Corporation.

**SECTION 3: MAJOR BUSINESS.** Notice shall be given, by written or electronic means, at least ten (10) days prior to consideration of any item defined as "major business" by the Board of Directors. In addition to methods of notice determined by the Board, notice will also be made in the Corporation's newsletter.

- A. The Board of Directors shall evaluate all items of major business for feasibility, financial impact, and for the good of the Corporation.
- B. All items of major business shall require a two-thirds (2/3) majority of the General Membership present and voting.
- C. Major business is defined as:
  - 1. Cancellation of membership for cause
  - 2. Removal of an officer or director
  - 3. Confirmation of Life Membership or Honorary Membership
  - 4. Amendments to these bylaws
  - 5. Amendments to the Articles of Incorporation

## **ARTICLE V OFFICERS**

**SECTION 1: NOMINATING COMMITTEE.** The President shall appoint a Nominating Committee of not less than three (3) Regular Members at the General Membership meeting in November of each year. It shall be the duty of the Nominating Committee to report at least one (1) nominee for each elective office of the Corporation, at the Annual Meeting each year,

**SECTION 2: ELECTIONS.** Election of new officers of the Corporation shall be by show of hands at the Annual meeting each year. If requested of the Secretary by at least three (3) Regular Members, the election shall take place by secret ballot. The request for secret ballot must be made at least ten (10) days before the Annual meeting so as to allow the Secretary the time to prepare the ballots. The current Secretary shall prepare the necessary ballots, and distribute them at the Annual meeting. The President shall appoint three (3) tellers who will distribute the ballots to the General Membership at the Annual meeting. After the ballots have been marked by the Regular Members, and upon proof to the satisfaction of the tellers that the voters are in good standing with the Corporation, the ballots will be collected. The balloting shall close upon a majority vote of the General Membership present and voting. No absentee ballots will be allowed. The tellers shall then count the ballots and report the results. The nominee receiving a plurality of the votes cast for each office shall be declared duly elected.

**SECTION 3: INSTALLATION OF OFFICERS.** The newly elected officers shall be installed at the Annual meeting, and shall assume their duties at the close of the the Annual meeting.

**SECTION 4: VACANCIES.** Vacancies occurring for any reason shall be filled by nomination and election at the next Regular Meeting . Notice of such election shall be given at the previous Regular Meeting, whenever possible, and sent by US Mail or by electronic means to each Regular Member in good standing and at least five (5) days before the date of such specified election. Members who have been elected to fill vacancies shall serve for the full term, or the remaining balance, of those offices to which they have been elected.

**SECTION 5: NUMBER OF OFFICERS.** The officers of the Corporation shall be as follows:

President  
Vice President  
Secretary  
Treasurer  
Custodian  
Hamfest Chair

**SECTION 6: QUALIFICATION OF OFFICERS.** Each officer shall be a Regular Member of the Corporation. No Member shall serve more than two (2) consecutive terms in the same office, with the exception of the Hamfest Chairperson.

**SECTION 7: TERM OF OFFICE AND ELECTION OF OFFICERS.** The term of office for officers of the Corporation shall be one (1) year. Elections of officers shall be by ballot of the General Membership at the Annual Meeting.

**SECTION 8: POWERS AND DUTIES OF OFFICERS.**

A. The officers of the Corporation shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Corporation.

1. President: The President shall be the Chief Executive Officer (CEO) of the Corporation and of the Board of Directors. The President shall appoint all committee chairs, with the exception of the Audit Committee, and shall serve as a member exofficio of those committees, with the exception of the Audit and Nominating Committees.
2. Vice President: The Vice President shall, in the event of the death, resignation, or inability of any other officer, temporarily assume the duties of that office until a successor is named, or the inability resolved. The Vice President shall also arrange for programs for the monthly membership meetings, whenever possible.
3. Secretary: The Secretary shall keep the official record books of the Corporation, to include the minutes of the monthly General Membership meetings and of the monthly Board of Directors meetings, and of any Special Meetings. These minutes shall be an accurate and permanent record of all the business transacted by the Corporation.
4. Treasurer: The Treasurer shall receive all funds payable to the Corporation, and deposit and keep them in a financial institution as approved by the Board of Directors. The Treasurer shall serve without bond. The Treasurer, at least quarterly, shall prepare, provide and submit to the Board of Directors a detailed statement of receipts, expenditures, funds on deposit, and petty cash.
5. Custodian: The Custodian shall be responsible for the storage, maintenance and care of all of the equipment assets of the Corporation. The Custodian shall keep a record to include the location of all the Corporate-owned equipment.
6. Hamfest Chair. The Hamfest Chair shall manage, control, and direct the Melbourne Hamfest. The Hamfest Chair shall chair the Hamfest Committee.

**SECTION 9: RECORDS OF ACTIVITIES.** All officers shall keep records of pertinent and significant activities affecting the business interests and assets of the Corporation. These records shall be transferred to their successors upon completion of their term(s) of office.

**SECTION 10: COMMITTEE CHAIRS.** The President may appoint committee chairs of the club as deemed necessary or advisable to carry on the business of the Corporation.

## **ARTICLE VI BOARD OF DIRECTORS**

**SECTION 1: NUMBER OF DIRECTORS.** The Board of Directors of the Corporation shall be as follows:

- The Officers of the Corporation
- The immediate Past-President
- Four members elected at large

**SECTION 2: QUALIFICATION OF DIRECTORS.** Each Director shall be a Regular Member of the Corporation. No Director shall hold more than one (1) position on the Board of Directors at any one time.

**SECTION 3: ELECTION OF DIRECTORS.** Two members at large of the Corporation will be elected at each Annual Meeting, to serve for two (2) years. In the event a quorum of Directors no longer exists, a special election shall be held. In the event of loss of a Director, this member shall serve until a successor is elected. A member at large elected by a special election shall serve until the following Annual Meeting.

**SECTION 4: LENGTH OF TERM OF DIRECTORS.** The length of term of “at large” Directors shall be two years. Two Regular at-large members shall be elected at each Annual Meeting, to serve for two years, providing a stagger of membership on the Board of Directors. At-Large Directors shall be eligible for one further consecutive term. At-Large Directors must be present at a minimum of 50% of the Board of Directors meetings in order to retain their position. Failure to do so shall be considered forfeiture of their position, and they shall be removed as an At-Large Director.

**SECTION 5: MEETINGS OF BOARD OF DIRECTORS.** The Board of Directors shall meet **monthly** and report to the General Membership the results of those meetings. The Board of Directors shall meet at the call of the President or upon call of at least three (3) members of the Board. The meetings of the Board must be held in Brevard County, Florida. Meetings of the Board are open to all Regular Members of the Corporation. Non-members may attend by invitation of the President, or upon resolution by the Board.

**SECTION 6: QUORUM OF DIRECTORS.** Fifty (50) percent of the Directors, but not less than six (6) Directors, shall constitute a quorum.

**SECTION 7: POWERS AND DUTIES OF DIRECTORS.** The Powers and Duties of the Board of Directors of the Corporation are as follows:

- A. To have complete supervision and control over the policies, operation, and affairs of the Corporation
- B. To make recommendations to the Corporate Membership
- C. To fill vacancies on the Board of Directors
- D. To cause the financial records of the Corporation to be audited, by appointing an Auditing Committee
- E. SPECIAL DUTY OF THE BOARD OF DIRECTORS. Because of the critical time-linerequired for definition and approval of an annual operating budget for the Corporation, the following dates are critical for presentation and and approval of a budget:
  - November---current Board of Directors creates a preliminary budget
  - December---preliminary budget receives approval at the December Board of Directors meeting
  - January-----preliminary budget is presented to the new Board of Directors following the January elections
  - January-----new Board of Directors reviews at January Board meeting
  - February-----new Board of Directors presents the budget to the General Membership for approval
  - March-----new Fiscal Year begins
- G. To authorize any single expenditure of monies, up to \$1000.00 without the prior approval of the General Membership
- H. To have such other powers and duties as are specified in the Articles of Incorporation, these bylaws, or as required in order to direct the activities of the Corporation.

## **ARTICLE VII COMMITTEES**

**SECTION 1: APPOINTMENT.** All committee chairs, with the exception of the Audit Committee, shall be appointed by the President. Committees may be made up of any number of Regular Members.

**SECTION 2: STANDING COMMITTEES.** The Standing Committees shall be:

- A. Auditing Committee: An Auditing Committee, consisting of two (2) members-at-large of the Board of Directors and one (1) Regular Member of the Corporation and not serving on the Board of Directors, shall be appointed no later than the end of November of each year, by the Board of Directors. It shall be the duty of the Audit Committee to audit the accounts and financial records of the Corporation at the end of the calendar year, and report the findings at the Annual Meeting.



- B. Technical Committee: It shall be the duty of the Technical Committee to establish standards for the operation and maintenance of the Corporate HF/VHF/UHF transmitting and receiving equipment, and antennas owned and/or operated by the Corporation, to include all repeater equipment and antennas. The Technical Committee shall present a training session, or sessions, for all interested club members wanting to operate the Corporation-owned equipment. Such qualification shall be indicated on the member's membership card. The Trustee of the Corporation-owned repeaters shall be a member of the Technical Committee.
- C. Sunshine Committee: The Sunshine Committee shall maintain contact with the members and their families who are sick or saddened by death, and express the concern of the Membership.
- D. Hamfest Committee: The Hamfest Committee is responsible for assisting the Hamfest Chair in the execution of a successful hamfest. The Hamfest Chair shall chair the committee. The committee shall submit a final report, including finances and recommendations to the Membership at the November meeting.
- E. Emergency Committee: An Emergency Committee shall be established, and ensure that the Corporation can provide a pool of skilled radio operators in the event of an emergency, by developing plans, conducting drills, public service events, and related activities.
- F. Education Committee: The Education Committee shall be responsible for conducting amateur radio classes for the interested public, and license upgrade classes for Members of the Corporation.
- G. Nominating Committee: A Nominating Committee shall be appointed per Article V, Section 1 of these bylaws.
- H. Membership Committee: A membership committee shall be established to provide new members with the necessary information they will need in order to become productive members.  
A "New Member" package will be provided to each new member, which shall contain a list of all officers, committee heads, area repeaters, a club roster, among other items.
- I. Webmaster: A Webmaster shall be appointed to maintain the Corporate website. It shall be his/her duty to keep the website up to date with the necessary and pertinent information related to the Corporation.
- J. Special Committees: Special Committees shall be appointed as necessary to carry out the work of the Corporation.

**SECTION 3: RECORDS OF ACTIVITIES.** All committee chairs shall keep records of pertinent and significant activities affecting the business interests and assets of the Corporation. These records shall be transferred to their successors upon completion of their term(s)..

**SECTION 4: DUTIES.** It shall be the duty of the committees appointed in accordance herewith to attend to such matters as may be designated by the President.

**SECTION 5: LENGTH OF SERVICE.** All Standing Committees shall function throughout the Corporation year. Other committees shall function until the particular assignment is accomplished and a final report is submitted, or until dissolved by the President or a majority vote of the General Membership present and voting at any Regular Meeting or Special Meeting. Vacancies are to be filled by the same procedures provided for the formation of the original committee.

## **ARTICLE VIII CLUB-OWNED ASSETS**

**SECTION 1: CLUB STATION EQUIPMENT.** Equipment and hardware used to establish, operate and maintain any Corporation-owned, sponsored and operated amateur radio station shall be Corporate-owned. The loan of any item to the Corporation for such use must have prior approval of the Board of Directors. Any equipment or hardware donated to the Corporation for such use must have the prior approval of the Board of Directors. Such donations shall be offered and accepted without condition regarding the use, disposition or eventual disposal of said equipment or hardware. Equipment loaned to the Corporation for a specified operation shall be returned to the owner at the conclusion of the event. Equipment considered necessary for the operation of an event may be borrowed by the Corporation without the prior approval of the Board of Directors should the exigencies of the event preclude the seeking prior authorization.

**SECTION 2:** Club sponsored and operated limited-duration, special event, or contest station and emergency communications situations, including drills, are exempt from the above provisions. However, no financial responsibility, either expressed or implied, shall be assumed by the Corporation under these special situations for equipment not owned by the Corporation without the prior approval by a majority of the Board of Directors.

## **ARTICLE IX OPERATIONS**

**SECTION 1: FISCAL YEAR.** The Fiscal Year of the Corporation shall begin on March 1 of any given year, and end on the last day of February of any given year.

**SECTION 2: NON-PROFIT OPERATIONS AND COMPENSATION.** The Corporation will not have, nor shall it issue, shares or stock in the Corporation. No dividends shall be paid, and no part of income of the Corporation shall be distributed to its Members, Directors, or Officers.

**SECTION 3: LOANS.** The Corporation shall not borrow money unless such loans are first approved by two-thirds (2/3) of the General Membership of the Corporation present and voting. Ten (10) days notice shall be given to the General Membership prior to the vote.

**SECTION 4: GENERAL.** The Corporation shall at all times be governed by the following limitations and guidelines:

- A. No substantial part of the activities of the Corporation shall be the promotion of propaganda or otherwise attempting to influence legislation, except as precisely defined by the Board of Directors and the General Membership, and the Corporation shall not participate in, nor intervene in a political campaign on behalf of any candidate for public office, to include the publishing or distribution of statements
  
- B. Notwithstanding any other provisions of these Articles of Incorporation and bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation

## **ARTICLE X AMENDMENTS**

**SECTION 1: PROCEDURE.** These bylaws may be amended through the following procedures:

- A. A petition containing the proposed amendment(s), or revision(s) signed by five (5) of Regular Members of the Corporation is submitted to the Secretary
  
- B. The petition is made available to the General Membership, and the complete text of the proposed amendment(s) or revision(s) is made available by electronic means.
  
- C. Following the reading of the proposed amendment(s) or revision(s), consideration of the proposed amendment(s) or revision(s) shall be postponed to, and made a special order of, a subsequent meeting

**SECTION 2: VOTE REQUIRED FOR ADOPTION.** A vote of two-thirds (2/3) of the General Membership in good standing present and voting shall be required for adoption of any amendment(s) or revision(s) to these bylaws.

## ARTICLE XI REVISION HISTORY

**SECTION 1: HISTORY OF ALL REVISIONS.** A history of all amendment(s) or revision(s) to this Constitution and bylaws shall be recorded by date and description according to the sequence in which they occur. Recording of these dates and descriptions herein shall not require the creation of another revision or amendment.

Date of Amendment	Article/ Section/ Paragraph	Change  (changes will be noted in <b>BOLD</b> text)
4/12/2021	II/1/E	Any member whose dues are delinquent more than thirty (30) days beyond the February meeting of any given year, will be in arrears, and their membership shall automatically be canceled. Membership will be reinstated only in accordance with Article I, Section <b>5</b> .
4/12/2021	I/4/B	Associate Membership: Any person that supports the stated goals of PCARS may become an associate Member. As stated above, Associate Members do not have voting privileges, nor can they hold office, nor chair committees. <b><u>Associate Members pay dues at one half the rate of that of a regular member.</u></b>
4/12/2021	I/4/D	Honorary Membership may be bestowed upon any person as determined by the Board of Directors. All potential Honorary Members shall be nominated by the board of Directors and voted on and confirmed by the General Membership. There shall be no dues charged to Honorary Members. Honorary Members do not have voting privileges, nor can they hold office in the Corporation, nor chair committees. Only one Honorary Membership may be bestowed per year. <b><u>The term of Honorary Member shall be for life.</u></b>