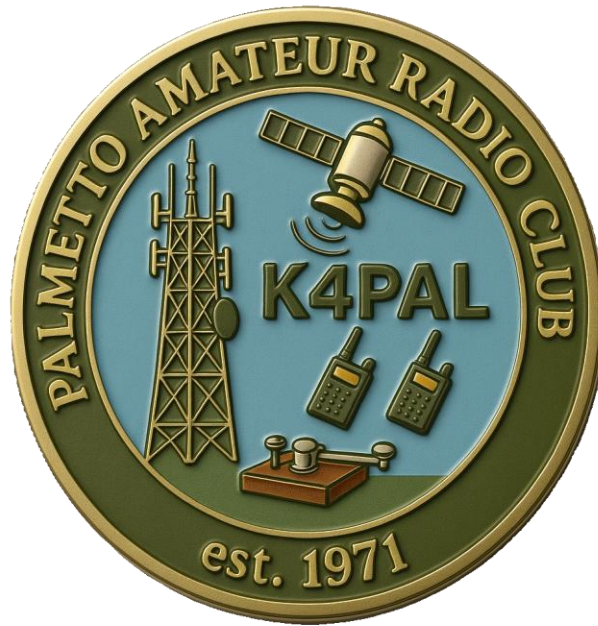




BY-LAWS

*Founded and established in 1971
By-laws 2021, 2023, 2026*

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ARTICLE I - Name

This organization shall be known as the *Palmetto Amateur Radio Club Inc.*, a Florida not-for-profit corporation, hereinafter referred to as *PARC*.

ARTICLE II - Purpose

We, the Membership of the *Palmetto Amateur Radio Club (PARC)*, desiring to secure the pleasures and benefits of the association of persons commonly interested in amateur radio, constitute ourselves the *PARC* and enact this constitution and bylaws as the governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote and encourage technical advancement, excellence, and experimentation by its members, to assist members and prospective amateurs in achieving fraternalism and high standards of conduct, to plan club programs and activities in such a manner as to advance the general interest and welfare of amateur radio in the community and support the public safety when called upon to do so.

ARTICLE III – Fiscal Year

The Fiscal Year shall be from January 1 through December 31. The Board of Directors shall be allowed to amend the beginning of the Fiscal year from time to time as seen fit.

ARTICLE IV - Members

Section 4.1 Membership — Membership shall be open to all persons interested in amateur radio. Membership shall be Full or Family. Members of the Club are expected to be of good moral character and to conduct themselves following all Federal Communications Commission regulations as stated in PART 97 and in a manner that will bring honor and respect to the “Amateur Radio Community.” It is strongly recommended, but not explicitly required, that all members of the Club maintain membership in the ARRL (American Amateur Radio Relay League).

Section 4.2 Lifetime Membership — Lifetime membership shall be awarded after 25 consecutive years of membership. Alternatively, after at least one year of membership, a member may apply for lifetime membership by payment of dues in the amount of current dues times the difference between 25 and the number of years of consecutive membership already achieved.

The Board of Directors may grant Lifetime membership to any member for outstanding services to the Club.

Section 4.3 Eligibility — Eligible persons, as defined in Article IV Section 4.1 of these Bylaws, shall become members upon applying to the President or their designee and the payment of the annual dues as specified in Article IV Section 4.4. Once admitted, such a person may be called a “member.” To maintain membership, each member must adhere to the annual requirements specified by the Board of Directors.

Section 4.4 Annual Dues — The annual dues to the *PARC* paid to the Treasurer or their designee by members shall be in such amounts as determined by the resolution of the Board of Directors and approved by a majority vote of the general membership. Dues shall be paid for 12 calendar months on admission to the membership and annually after that.

The calendar month in which a member’s dues are due shall be the month they are paid if rendered on or before the regular meeting day. If no meeting is held in that calendar month, the day that the regular meeting would typically be held will serve as the last day to pay dues for the calendar month. Dues paid after the typical meeting day shall be considered to be rendered on the first day of the following calendar month.

Dues will be due each year by the first of the calendar month they were initially rendered. A grace period of 2 calendar months shall be granted such that dues paid within the grace period will be considered paid on time. Dues paid within the grace period will not affect the month the member’s dues are due, and membership will be regarded as continuous. If dues are not rendered by the end of the grace period, the member will be listed as inactive, and all their club benefits will be suspended.

Membership may be paid in advance in on-year installments at the member’s discretion. Members who pay sufficient advance dues to qualify for life membership may be considered for life membership.

Section 4.5 Limitations — There shall be no limit on the number of members the *PARC* may admit.

Section 4.6 Liability — A member of the *PARC* shall not be solely or partially, because of such membership, personally liable for the debts, obligations, or liabilities of the *PARC*.

Section 4.7 Transferability — Neither membership in the *PARC*, nor any rights in the membership, may be transferred for value or otherwise.

Section 4.8 Termination — The membership of any member of the *PARC* shall be terminated for any of the following reasons:

- a) Upon receipt of such member’s written, signed request for such termination.
- b) Failure to abide by the Bylaws of the *PARC* or the conditions set by the sanction of the Board of Directors. Said member shall be given 30 days written notice of the termination stating the reasons and a timely opportunity to be heard on the

termination. The notification shall be sent by email or certified mail to the last known address in the records held by the *PARC*. The opportunity to be heard may be in person or in writing at the election of said member.

- c) For the convictions of a violation of Amateur Radio Service Part 97 of the Federal Communications Commission's rules and regulations as stated in 47 CFR.
- d) For the loss of one's operating license due to the violation of the Amateur Radio Service Part 97 as stated in 47 CFR.
- e) For the conviction of any felony subject to Board review.

Section 4.9 Benefits — Neither membership in the *PARC* nor the payment of membership dues shall be a prerequisite for using the club repeaters. Only members may operate additional features that the Club has added to the repeater's operation (i.e., IRLP).

Section 4.10 Assessments — "Assessments," although highly unusual, may sometimes be required to ensure the Club's financial integrity. A motion for an assessment can be made at any board meeting, include a set timetable, and be brought before the general membership for approval.

ARTICLE V - Voting

Section 5.1 Definition — The term "vote" in this Article shall refer to electing the Club's Officers and Directors. The Repeater Trustee shall not be an elected position.

Section 5.2 Votes — Each active club member in good standing shall be entitled to one vote.

Section 5.3 Member Voting — Members entitled to vote may authorize another *PARC* member to exercise a Proxy on their behalf in writing. The Proxy must be received by the Board of Directors 10 days before the voting date

ARTICLE VI - Officers and Board of Directors OFFICERS, DIRECTORS, and TRUSTEE:

Section 6.1 Board Members — The Board of Directors for the *PARC* shall consist of President, Vice President, Secretary, Treasurer, Repeater Trustee. The term of office for all Officers and Board Members shall be one calendar year.

Section 6.2 President — The President shall preside at all meetings of the Club and conduct the same according to the rules adopted herein. The President shall appoint a person to act as Parliamentarian to decide all questions of order in the conduct of meetings, appoint committees, and perform all other customary duties pertaining to the office of President.

Section 6.3 Vice-President — The Vice President shall assume all the duties of the President in the absence of the latter. In the event of a vacancy in that office, the Vice-President shall fulfill the remaining term of the office of President as outlined in Article VI, Section 4 of these bylaws. If the Vice President cannot assume the duties of the President, the President shall appoint or designate another board member to fulfill the President's obligations.

Section 6.4 Secretary — The Secretary shall keep a record of the proceedings of all meetings. In conjunction with the Treasurer, the Secretary shall maintain a current roster of all members, report to the Club new members, full, or family, carry on all correspondence, read communications at each meeting, and perform such other duties as directed by the President and bylaws. At the expiration of their term of office, they will turn over all items and properties belonging to the Club to their successor. Meeting minutes of board meetings and general meetings are due seven days after the last meeting of each month.

Section 6.5 Treasurer — The Treasurer shall receive and receipt for all moneys paid to the Club and shall keep an accurate account of all amounts of money received and expended and avail all records for audit. The Treasurer shall pay no bills without proper authorization by the Club or its officers and shall report at each regular meeting to the membership the current financial status of the Club, including all amounts of money received or paid out. The Treasurer will perform other duties as directed by the President and bylaws. At the end of their service, the Treasurer shall turn over all items and properties belonging to the Club to their successor.

Section 6.6 Repeater Trustee —

- a) The Repeater Trustee shall be appointed by the Board of Directors as soon as possible after the election in November, but in no event later than the regular monthly meeting in January. The term of office shall be one year, provided however, the Trustee shall remain in office until replaced.
- b) The Repeater Trustee shall be responsible for the establishment and maintenance of the Club's "radio station(s)" and equipment. The Trustee in conjunction with the Secretary, shall keep a record of all property and equipment belonging to the Club which is not the responsibility of another officer or member, to include all equipment and property donations and the disposition thereof. The Trustee will have voting rights same as the Board members.

Section 6.7 Director at Large — The Director at Large shall work on such projects as shall be delegated by the Board of Directors. This position is intended to be used to develop new leadership in the Club.

Section 6.9 Election of Officers and the Board of Directors — Officers and Directors shall serve a term of one calendar year beginning in January. An election of eligible members of the Club will be held at the November regular club meeting. Each candidate for office who wishes to be considered for election shall formally agree to be placed in nomination

for such office. Additionally, the prerequisite for any candidate shall be that the candidate is a member in good standing of the Club for at least one year. Nominees must be licensed Amateur radio operators.

A plurality of the voting members present at the November club meeting shall elect the winner of the election of each office.

Section 6.10 Vacancies — Vacancies between elections must be filled by special elections at the first regular meeting following the withdrawal, resignation, or removal from office. The exception shall be the office of the President which will automatically be filled by the Vice President, who shall be eligible for election to the Presidency at the next regular election meeting. This exception shall cause the special election for a new Vice President.

Section 6.11 Removal — An Officer or Director shall be removed from office:

- a) Upon presentation of petitions to the board signed by at least 51% of the current paid up membership to generate a new election in the respective slate.
- b) Upon a majority vote of the remaining Officers and Directors.
- c) Upon revocation or suspension of an Amateur radio license, conviction of any felony, death, or any long-term disability that prevents an Officer or Director from carrying out their duties for a period greater than three months.
- d) Failure of an Officer or Director, a Club Officer / Board of Directors member, to attend three consecutive scheduled monthly board meetings shall cause the automatic removal from office unless prior approval has been given for the absence.

Section 6.12 Responsibilities — The Board of Directors will be responsible for conducting all the business of the *PARC*. All business, arbitration, and coordination policies enacted by the Board of Directors will be by a majority vote of the Board. The President is General Manager and Chief Executive Officer of the *PARC* and will control and conduct all the meetings of the *PARC*.

ARTICLE VII - Committees

Section 7.1 Creating a Committee — The Board of Directors will be responsible for creating such advisory committees as it deems necessary to handle matters of interest to the *PARC*.

Section 7.2 Standing Committees — The standing committees of the Club are the Membership Committee, the Repeater Committee, the Field Day Committee, and the Social Activities Committee.

Section 7.3 Nominating Committee — The President shall appoint a member not holding

a position on the Board of Directors to serve as Chairman of the Nominating Committee two months before the annual election of officers. This person may appoint a sufficient odd number (including himself) from the club membership, excluding board members, to recommend a slate of officers for the upcoming year to the membership.

ARTICLE VIII – General Meetings

Section 8.1 Frequency — The *PARC* shall hold a general meeting every month except in December. The meeting time and place will be established by the Board and called by the President of the *PARC*. The annual meeting of *PARC* shall be the November meeting.

Section 8.2 Notice of Meeting — Notice shall be given to the general membership by posting on the main page of the *PARC* website. The Board of Directors shall be allowed to announce a new main page from time to time as seen fit.

~~**Section 8.3 Quorum** — A Quorum (20% of current paid-up members) must be present for a meeting to be held and transact business.~~

Section 8.4 Rules — Robert's Rules of Order, as may be amended from time to time, shall govern the meeting of *PARC* members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or the law.

Section 8.5 Expenditures — The membership present will vote to approve all expenditures exceeding \$250 by a simple majority.

ARTICLE IX - Board Meetings

Section 9.1 Quorum — A quorum is established with majority of board members.

Section 9.2 Calling a Meeting — The *PARC* President or any three Board members may call a meeting at any time that is deemed necessary.

Section 9.3 Meeting Notice — Notice will be given to each Board member at least three days before a Board meeting that has been called, except in emergencies.

Section 9.4 Expenditures up to \$250 — The Board may approve expenditures of up to \$250.

Section 9.5 Expenditures over \$250 — Expenditures greater than \$250 must be approved by the general membership at a regular monthly meeting.

ARTICLE X Credentials to Online Accounts and Bank Accounts

Section 10.1 Credentials & Account Ownership — The *PARC* must own all online accounts used by the Club. If it is necessary to open a new online account, the account must be opened by an officer of the Club after approval by a majority vote of the Board. All members of the Board serving for six months or more shall be in possession of all credentials excluding access to financial accounts. The only Board Member granted access to financial accounts will be President, Vice President and Treasurer.

Section 10.2 Opening New Account / Account Changes — New account information or changes to existing accounts must be distributed according to the requirements in Section 10.1. An officer refusing to comply with this section is subject to immediate removal and, if necessary, can become the subject of legal proceedings. Once a board position is accepted, the Board Member acknowledges responsibility for any legal cost to the Club due to their violation of this section.

Section 10.3 Changing Online Providers — If switching an existing online account to a different provider is necessary, a majority vote of the Board is needed to proceed. The President will appoint one officer to create the new account. The appointee will be distributing the credentials according to Section 10.1. After transferring all the information from the old account to the new account, the appointee will close out the old account.

Section 10.4 Members in Possession of Online Accounts — A majority vote of the Board is required if it is necessary to share online credentials with a regular Club Member. Suppose a Club Member in possession of online credentials changes the same without informing the Board of Directors in accordance with Section 10.2. In that case, the same penalties apply to the member as would apply to a Board Member, and the Club Member is subject to immediate removal from the Club.

ARTICLE XI AMENDMENTS

Section 11.1 Amendments — These bylaws may be amended by a majority vote of the total paid-up membership present at the meeting where the changes are brought to a vote. Proposals for amendments shall be provided to members by email or publication on the *PARC* website giving notice of the intent to amend the bylaws at the next following regular meeting, provided such notice is at least 20 days before the meeting.

Section 11.2 Acceptance / Rejection of Bylaws — Once Amendments have been accepted by a majority vote of the total paid-up membership present, these bylaws become effective immediately. Any member refusing the newly adopted bylaws can announce their rejection at the same meeting or any time thereafter. Rejecting the bylaws will result in immediate removal from the club and the member will lose all Club benefits. In such a case there will be no refund for paid membership dues.

ARTICLE XII - Audit and Inventory.

Section 12.1 Audit Frequency — An annual audit of the Club's financial records shall be conducted by a committee of non-board members to be appointed by the President, the results of which shall be reported by the committee at the next monthly general membership meeting.

Section 12.2 Inventory Frequency — An inventory of equipment owned by the Club shall be conducted annually by a committee appointed by the President, which the committee shall report at the next monthly general membership meeting.

Section 12.3 Update of Inventory — The inventory will be updated when any new club equipment is acquired.

ARTICLE XIII - Binding Actions.

All actions passed by a vote of the *PARC* within the authority of these Bylaws shall be considered binding on all members as the policy of the *PARC*.

ARTICLE XIV - Disbursement of Funds.

Should the *PARC* dissolve the corporation or disband, the remaining funds from the treasury and the inventory (personal property) shall be divided according to the Florida Statutes pertaining to not-for-profit organizations.

ARTICLE XV – Code of Conduct

Section 15.1 – Member Conduct

All members shall uphold the highest standards of integrity, courtesy, and respect in all club-related communications and activities. Discrimination, harassment, or disruptive behavior shall not be tolerated.

Section 15.2 – Reporting Violations

Alleged violations of the Code of Conduct should be reported to any Officer or Board Member. An internal review may be conducted by a committee designated by the President.

Section 15.3 – Disciplinary Actions

Depending on the severity of the violation, the Board may take action ranging from a verbal warning to suspension or termination of membership, subject to Article IV, Section 4.8.

ARTICLE XVI – Conflict of Interest Policy

Section 16.1 – Disclosure

All Officers, Directors, and Committee Chairs must disclose any actual or perceived conflicts of interest in any matter being considered by the Club.

Section 16.2 – Recusal

An individual with a conflict of interest shall recuse themselves from voting or decision-making related to the matter in question.

Section 16.3 – Documentation

All conflicts of interest and recusals shall be documented in the meeting minutes.

ARTICLE XVII – Emergency Operations

Section 17.1 – Activation

In the event of a local, regional, or national emergency, the President or Trustee may declare the activation of Club emergency operations in coordination with local authorities and agencies.

Section 17.2 – Participation

All members are encouraged to participate in emergency drills, Skywarn nets, and ARES/RACES activities to maintain operational readiness.

Section 17.3 – Equipment Usage

Club-owned equipment may be used for emergency purposes in accordance with the Trustee's authorization and applicable FCC regulations.

ARTICLE XVIII – Youth Outreach and Education

Section 18.1 – Purpose

To promote interest in amateur radio among youth and students through mentoring, licensing classes, and partnerships with schools and youth organizations.

Section 18.2 – Youth Membership

PARC may offer discounted or complimentary memberships to licensed amateur radio operators under the age of 18.

Section 18.3 – Educational Programs

The Board may establish a standing Education Committee to coordinate public classes, license exams, and outreach events.

ARTICLE XIX – Remote Participation

Section 19.1 – Virtual Meetings

General membership and board meetings may be held via online platforms (e.g., Zoom) to accommodate remote members or in the event of natural disasters or emergencies.

Section 19.2 – Electronic Voting

Electronic voting may be permitted, provided that appropriate measures are taken to verify the identity and eligibility of voters. Proxy rules in Article V still apply.

ARTICLE XX – Silent Key Recognition

Section 20.1 – Acknowledgment

When a member of the Club becomes a Silent Key (SK), the Club shall honor their memory at the next general meeting with a moment of silence and an acknowledgment in the Club newsletter or website.

Section 20.2 – Memorial Page

The Club may maintain a page on its website listing the names, call signs, and years of service of Silent Key members.

ARTICLE XXI – Digital Archives and Records

Section 21.1 – Document Retention

All Club documents, including meeting minutes, treasurer reports, inventory lists, bylaws, and correspondence, shall be stored digitally in a secure, cloud-based archive accessible to Officers and Board members.

Section 21.2 – Public Records

Non-sensitive club documents (e.g., newsletters, public announcements, bylaws) may be published to the Club's website for public access.

Section 21.3 – Historical Preservation

A designated historian or archival committee may be appointed to organize and preserve significant records and memorabilia relating to the Club's history.

ARTICLE XXII – Sponsorships and Donations

Section 22.1 – Acceptance of Donations

PARC may accept donations of funds, radio equipment, or services from individuals, businesses, or other organizations. All such gifts must be documented and acknowledged publicly unless anonymity is requested.

Section 22.2 – Sponsorship Guidelines

Any business or organization sponsoring an event or making substantial contributions to the Club may be recognized in Club materials or events, provided it does not imply endorsement of commercial products.

Section 22.3 – Donated Equipment

All equipment donations shall be inventoried and become the property of PARC, to be used for educational or operational purposes unless otherwise stipulated by the donor.

ARTICLE XXIII – Club Assets and Equipment Use

Section 23.1 – Property Control

All equipment purchased or donated for Club use shall be logged into an inventory maintained by the Secretary and Repeater Trustee.

Section 23.2 – Equipment Loans

With Board approval, equipment may be temporarily loaned to members for club-sanctioned activities or educational use. A written checkout procedure shall be followed, and the borrower is responsible for safe return.

Section 23.3 – Insurance

The Board may obtain insurance for valuable Club assets or property as deemed appropriate.