

The motion:

“To amend the bylaws of the Lake Erie Amateur Radio Association to take place of and supersede the existing bylaws of the association as heretofore amended, and to not consider any other amendments or modifications to the bylaws or this motion to amend until the question is called.”

Made by: Jeff Garvas, N8YNR

Seconded by:

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Initial the original amendment: Jeff Garvas:

Seconded by:

Witness:

BYLAWS OF THE LAKE ERIE AMATEUR RADIO ASSOCIATION

As ~~Amended PROPOSED - October 27, 2009~~

PREFACE: Any gender-specific pronoun used in these Bylaws will be understood to include the other gender as well.

POWERS: ~~Except as otherwise required by the law, as provided in the Articles of Incorporation or these Bylaws, the corporation shall be governed and all authority of the corporation shall be exercised by the Board of Trustees defined in Article II of these Bylaws. Except where the law, the Articles of Incorporation, or these Bylaws require that action be otherwise authorized or taken, all of the authority of the corporation shall be exercised by the Trustees.~~

ARTICLE I — MEMBERSHIP & DUES

Section 1. The members of the corporation ~~at any time may include, and~~ shall be limited to amateur radio operators, radio amateurs who hold a valid amateur license issued by the Federal Communications Commission, ~~and who live in or periodically visit the area served by the repeaters operated by the corporation.~~

Section 2. Any person qualified under Section 1 may become a member by filing a written or electronic application for membership with the corporation, accompanied by dues as stated in Article I, Sections 4 and 5. Further requirements, provisions and procedures regarding applications and renewals, as well as a required application approval procedure by the Board of Trustees, shall be prescribed in the Standard Operating Procedures of the Association.

Section 2a. Any person qualified under Section 1 who is a parent, spouse, child, or sibling of a person defined in Section 2 and living at the same physical residential address shall be deemed a "Family Member" so long as the eligibility and dues provisions in Sections 1, 2, and 2a are continually satisfied by at least one qualified member of the family.

~~**Section 3.** Active members shall be those members who after complying with the requirements of Section 1 and Section 2 have paid dues in accordance with Section 4.~~

Section 43. Each year the Board of Trustees shall estimate the financial needs of the Association for the subsequent year and shall determine the amount of dues required for that purpose. They shall announce that amount no later than the September meeting of the membership and shall present a motion to adopt that amount at the annual meeting. Should the Trustees fail to do so, the current dues shall remain in effect. Dues shall be payable in advance, and failure to pay annual dues by March 31 of any year shall terminate membership. Any applicant for membership who has been a member at any time in the past, or who has made frequent use of a repeater operated by the corporation before becoming a member, shall pay dues for the full calendar year in which he applied for membership. Others applying shall pay prorated dues for the remainder of the year in which they apply for membership starting with the month of application. The full payment due shall accompany the application. This dues requirement may be waived by action of the Board of Trustees or the membership at any meeting thereof.

Section 45. In addition to the dues as provided in Section 34, special charges may be established from time to time by the Trustees to cover the cost of specialized equipment, payable by those members using such equipment. Unless otherwise addressed by the Board of Trustees under Section 3 all "Family Member(s)" as defined in Section 2a shall be bestowed membership for the cost of a single family membership.

Section 5. Any member who has complied with the requirements of Sections 1 – 4 of Article I shall be an "Active Member" in good standing with the corporation. Any "Family Member" as defined in Section 2a shall be an "Active Member" in good standing with the corporation and shall be entitled to all of the benefits of membership as if they had applied for individual membership.

Section 6. Any action which may be authorized or taken at a meeting of members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, no less than a majority of the "Active Members" members who would be entitled to vote at a meeting for such purpose, which writing or writings shall be filed with or entered upon the records of the

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corporation. Said vote of the majority of "Active Members" may alternatively be taken electronically in accordance with electronic balloting requirements outlined in these Bylaws and/or Standard Operating Procedures.

Section 7. An individual's membership shall automatically terminate on expiration, revocation or suspension of his amateur license. A member may be expelled on recommendation of a majority of the Trustees approved by a two-thirds vote of the active members present and voting at the next meeting of the members of the corporation provided that Section 7a and 7b of Article I is satisfied.

Section 7a. The Trustees shall advise the member, no less than one week prior to the membership meeting where the vote shall be held, via certified mail with confirmation delivery to the last known postal address in the corporation's records and the current FCC records of the member's FCC callsign should those addresses differ. The member in question shall be given the opportunity to address the membership in either verbal or written form prior to a vote to expel said member and shall be permitted to vote in their favor-

Section 7b. If the member to be recommended for expulsion by the Trustees is a sitting member of the Board of Trustees the Trustees shall advise the member, no less than 72 hours prior to the Trustees meeting, of the intent to vote on the recommendation. The Trustee in question shall be given the opportunity to address the Board of Trustees in either verbal or written form prior to a vote of the Trustees. The Trustee in question shall be permitted to vote in their favor.

Section 8. The Board of Trustees may recognize and honor a member by conferring upon them the title of TRUSTEE EMERITUS, subject to the following qualifications:

1. The candidate must no longer be a Trustee;
2. The candidate had been a trustee for 10 years (all but 2 of which may be waived for cause);
3. The candidate has demonstrated a pattern of significant contributions to LEARA and/or amateur radio;
4. The position shall be ratified by unanimous a 2/3rds resolution of all current Trustees the Board of Trustees.
5. A vote on the motion to recognize said member shall be by secret paper ballot, unless initiated as defined in #6.
- 4-6. A resolution for the purpose of TRUSTEE EMERITUS may be initiated at any Trustee's meeting prior to the annual elections and may accumulate the signatures of individual Trustees until unanimously adopted, so long as the slate of Trustees does not change between introduction and adoption of the resolution. A resolution for TRUSTEE EMERITUS that has not succeeded prior to the annual elections shall become void and must be re-introduced in the following calendar year.

An individual so honored shall enjoy life membership in LEARA, but have no official Trustee privileges. An individual so honored who wishes to pursue the office of Trustee may decline or permanently relinquish the title of Trustee Emeritus at any time, and shall be exempt from the "12 month" requirement of Article III, Section 1 for nomination purposes if dues are paid with the nomination.

ARTICLE II - BOARD OF TRUSTEES & TRUSTEE MEETINGS

Section 1. The Board of Trustees shall consist of fifteen Trustees elected by the "Active Members" for a term of three years, and their terms shall be staggered so that five expire each year.

Section 2. The Trustee or Trustees of the Association's station licenses issued by the FCC ("License Trustee(s)") shall be chosen from among the fifteen Trustees by means of a vote of the Trustees. A "License Trustee" is responsible for being the corporation's liaison with the FCC and responsible for advising the Board of Directors of Part 97 compliance, but shall have no policy making authority other than a single vote of the Board of Trustees.

Section 31. ~~Except as otherwise provided in these Bylaws, the corporation shall be governed and all authority of the corporation shall be exercised by the Board of Trustees.~~ No Trustee shall be required to furnish any bond or surety for the faithful performance of his duties. No Trustee shall be entitled to or shall receive any compensation for attendance at meetings of the Trustees or other services provided to the corporation as a Trustee, provided, that the Trustees may authorize the reimbursement to any Trustee of expenses necessarily incurred by him in the performance of his duties as Trustee.

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~~Section 2. The Board of Trustees shall consist of fifteen Trustees. The Trustees shall be elected by the members for a term of three years, and their terms shall be staggered so that five expire each year. The Trustee or Trustees of the Association's station licenses issued by the FCC and in effect at the time shall be chosen from among the fifteen Trustees by means of a vote of the Trustees.~~

~~Section 3. Except where the law, the Articles of Incorporation, or these Bylaws require that action be otherwise authorized or taken, all of the authority of the corporation shall be exercised by the Trustees.~~

~~Section 46. The office of any Trustee shall become vacant upon his death or resignation as a Trustee. Any Trustee's office shall likewise become vacant if he shall be declared of unsound mind or otherwise incompetent by order of a court having jurisdiction or if he shall be adjudicated as bankrupt or shall make an assignment for the benefit of his creditors.~~ A Trustee's office shall also become vacant if he permits his amateur license to expire without applying for renewal, or if his license is suspended or revoked by the FCC, or if he is expelled from membership in the Association.

Section 5. The office of any Trustee shall become vacant upon three consecutive unexplained absences at regularly scheduled Trustees meetings. An absence is explained if the Trustee advises the Board of Directors of their absence prior to the meeting or within forty-eight hours of adjournment. A trustee vacated in this manner shall be notified in writing by the Secretary, and shall have the opportunity to be considered for re-appointment to the remainder of their term at the subsequent Trustees meeting.

Section 67. A special meeting of the Trustees may be called by the President or by a Vice President or by any two Trustees. Notice of the time and place of all meetings shall be served upon or telephoned to each Trustee at least 24 hours, or mailed or telegraphed to each Trustee at his address as it appears on the records of the corporation at least 48 hours, prior to the time of such meeting. No notice of the time or place of any meeting of Trustees shall be required to be given if waived by every Trustee entitled to receive notice by (a) his written waiver filed with or entered upon the records of such meeting either before or after the meeting, or (b) his attendance at such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

Section 78. Any action which may be authorized or taken at a meeting of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by, all of the Trustees who would be entitled to notice of a meeting for such purpose, which writing shall be filed with or entered upon the records of the corporation. Said vote of the Trustees may alternatively be taken electronically in accordance with electronic balloting requirements outlined in these Bylaws and/or Standard Operating Procedures.

ARTICLE III - ELECTION OF TRUSTEES & VACANCIES

Section 14. The President shall, not later than the April meeting of members each year, appoint both a Nomination and Election Committee. The an Election-Nomination Committee ~~which~~ shall be responsible for receiving, ~~and~~ processing, ~~and/or making~~ nominations, and seeking out qualified candidates for Trustee and persuading them to accept nomination. All incumbent Trustees shall be automatically nominated when their terms expire unless they withdraw their names. To be eligible for nomination, an individual shall have paid dues in accordance with Article I ~~Section 4~~ for the 12 months immediately preceding his or her nomination. A candidate for Trustee may be nominated by two or more members in good standing. Nominations shall be in writing or electronic email, and shall be delivered to the Election-Nomination Committee not later than the regular July-August meeting of members, together with a statement ~~signed~~ by the candidate that he or she will serve as Trustee if elected, ~~and a brief statement, signed by the members making the nomination, that outlines the candidate's qualifications for office. If, at the time of the July meeting, the Trustees believe it would be in the best interests of the Association to do so, they may extend the period for accepting nominations to the August meeting.~~ The Election-Nomination Committee shall publish a list of nominees ~~and the procedures for conducting the election~~ not later than the regular September meeting of members.

Section 2. The Election Committee shall publish the procedures for conducting the election not later than the regular September meeting of members.

Section 35. The election shall be conducted during the thirty days preceding the annual meeting, in accordance with procedures determined by the Trustees, and included in the Standard Operating Procedures (SOP) of the Association. Any "Active Member" as

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~~defined in Article I Section 5 member of the Association who has complied with the dues requirements of Article I Section 4 shall be given a reasonable opportunity to vote by secret ballot for one candidate for each position to be filled.~~

~~**Section 4.** A ballot for this purpose shall be provided to each member entitled to vote in time to reach him or her at least two weeks before the annual meeting. It shall be the responsibility of members who choose not to vote electronically to request and procure a ballot from the Election Committee to have ample time to return said ballot prior to tabulation at the annual meeting either through US Postal Mail or by hand delivery. do not receive a ballot by the specified date to request a replacement, and all members shall be responsible for the return of their ballots in time to be counted.~~

~~**Section 5.** The officer presiding at the annual meeting shall designate two or more members from among those present who are not candidates for any office. The Election Committee shall ~~to~~ act as tellers and tabulate ~~the election~~ any paper ballots at the annual meeting following a deadline to deliver ballots of 7:30 PM Eastern.~~

Section 6. Any candidate may designate one additional member to observe the tabulation on his behalf, and such observers shall be entitled to inspect the ballots after they have been tabulated and make an independent count if they so desire, in the presence of the official tellers and any other observers. No one other than the tellers and designated observers shall be permitted to watch or take part in the count. In the spirit of guaranteeing open and honest elections and following the publication of final election results and actual vote counts the candidates; any defeated incumbent or any sitting Trustee-elect shall be authorized to audit the Electronic Voting tally. The Board of Trustees shall accommodate these requests if either of the following methods is requested:

- 1) The Board of Trustees may enter into an agreement where a third party electronic voting vendor provides a formal written certification of the election to include the number of votes cast, the call signs of the members who voted, and the individual count that each candidate received in the electronic tally, or;
- 2) The Board of Trustees may individually or at the very next Trustees meeting provide any of the authorized candidates, incumbent or sitting Trustee to login to the administrative interface of the vendor's electronic voting system to audit the results in the presence of any other authorized auditor.

Section 7. To be elected a Trustee, a candidate must receive the vote of a majority of the valid ballots cast in the election. Of those candidates receiving a majority vote, the ones with the greatest number of votes shall be declared elected, up to the number required to fill the vacant positions. If the number of candidates receiving a majority is insufficient to fill all vacancies, the remaining positions shall be filled by a vote of the Trustees whose terms have not expired and those newly elected, at the next meeting of the Trustees following the election, ~~in the manner provided in Section 6.~~

Section 8. In the case where an irregularity is found to have occurred ~~or a candidate challenges the results based on an undeniable error discovered in in the course of an election~~ the audit process described in Section 6 and within 72 hours of said audit, the Trustees shall review the election and ~~take such action as they deem appropriate~~ either resolve the irregularity to the content of all candidates for office, or declare the election null and hold a special election of the same ballot no less than 45 days following the challenge or discovery of an irregularity. During a contested election the incumbents shall retain their seats and all officer positions shall not change.

Section 9. Newly elected Trustees shall assume office at ~~the next Trustee's meeting following the annual meeting~~ the November meeting of the Board of Trustees or the next regularly scheduled Trustees meeting in the event of a special election, and no officer elections shall take place prior to said meeting. A Trustee's three-year term shall end on the day of the first Trustee's meeting to occur in November following the annual election and immediately upon the meeting being called to order.

Section 10. In years where at the time of the ~~nominating deadline~~ August Membership Meeting the number of persons nominated for Trustee is equal to or less than the number of available positions, the membership may choose to compel an election prior to the close of nominations. Failure to act will result in the election not being held and those holding office shall be appointed by acclamation.

Section 11. VACANCIES: Any vacancy or vacancies among the Trustees, however caused, may be filled for the unexpired term by the vote at a meeting of the Trustees with a majority of the remaining Trustees. Within the meaning of this section, a vacancy or vacancies shall be deemed to exist when and if the members in their annual election of Trustees fail to elect the authorized full number

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of Trustees. In filling such vacancies, the Trustees shall choose from among candidates who meet the requirements prescribed in Section 14, but shall not be bound by ~~the any~~ nominating procedure ~~prescribed in that section~~.

ARTICLE ~~IV~~ ~~III~~ ~~II~~ ~~I~~ **OFFICERS**

Section 1. The officers of the corporation shall be a President, two Vice Presidents, Secretary, Treasurer, License Trustee or Trustees, and two Radio Officers.

The President, Vice Presidents, Secretary, Treasurer, and License Trustee or Trustees shall be selected by the Trustees from among their own membership, giving due consideration to any wishes of the active membership expressed at the annual meeting. Duties of the President, Vice Presidents, Secretary, Treasurer, and License Trustee or Trustees shall be those customary to the office held, and as specifically prescribed by the Trustees.

The Radio Officers shall be responsible for supervising of operation and maintenance of the repeaters. They shall receive notice of and be entitled to attend meetings of the Trustees. The Radio Officers may be selected by the Trustees from among the membership at large, and need not be Trustees.

The other officers shall be selected by the Trustees from among their own membership, giving due consideration to any wishes of the active membership expressed at the annual meeting.

Section 2. Selection of officers by the Trustees shall be accomplished ~~within the thirty days immediately following the annual meeting, and announced to the membership at the November meeting and at the first Trustees meeting following the annual meeting. The results shall be announced to the membership at the subsequent membership meeting and~~ in the Association's newsletter. Officers shall take office upon completion of the election of officers, and hold office ~~until their successors are appointed and take office until the next officer election or their resignation.~~

ARTICLE ~~V~~ ~~IV~~ **MEETINGS**

Section 1. The annual meeting of the members of the corporation shall be held on the last Tuesday in October, at a time and place determined by the Trustees. Such time and place shall be published to the members ~~with the ballot materials mailed to each member in any print or electronic publication of the association, including but not limited to electronic email mailing lists.~~

Section 2. Regular meetings of the members of the corporation shall be held on the last Tuesday of each month except December. There shall be no regular meeting in December. ~~The Trustees may, from time to time, move the regular meeting date to accommodate special events such as holding the meeting at Field Day or accommodating any special tours and/or presentations.~~

Section 3. All regular meetings of the members of the corporation shall be held at a place established by majority vote of the ~~active members present and voting at the preceding regular meeting. In the absence of such action at any meeting, the next meeting shall be at the same location.~~ Board of Trustees, however the members present and voting at any regular meeting may vote to change the ~~location of the subsequent regular meeting and the Board of Directors shall be bound by said vote.~~

Section 4. Special meetings of the members of the corporation may be called by the President, or in his absence by a Vice President, at a time and place specified in the notice of the meeting. Notice of a special meeting shall be either read to the members present at the preceding regular meeting, or mailed to all active members at least one week before the date of such special meeting.

Section 5. The Trustees of the Association shall have regularly scheduled meetings no less than six times per year, at a time and location prescribed by the Trustees. Such meetings are to be open to the membership, ~~however the Board of Trustees may limit the time that members are permitted to speak at Trustees meetings and may call the meeting to executive session at any time by a super majority vote of 60% of the Trustees present.~~ The time and location of these meetings shall be announced to the members.

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ARTICLE VI - ADMINISTRATION OF FUNDS AND PROPERTY

Section 1. The Trustees shall have unlimited discretion in all matters relating to acquisition, holding, operation, maintenance, and disposition of funds, equipment, and other property of the corporation, subject to any limitations imposed on their actions by a majority vote of the active members present and voting at a regular meeting and subject to the limitations of the following paragraph.

The Trustees may not establish a new repeater nor discontinue operation of an existing repeater without:

1. Announcing the proposed action at a regularly scheduled membership meeting and publishing the proposed action to the membership.
2. At a subsequent regularly scheduled membership meeting obtain the approval of a majority of the active members present and voting.

Section 2. For the purposes of Article VI "discontinue" means to terminate operation of an existing repeater for a period of time to exceed thirty days. This Article shall not prohibit the Trustees, Radio Officers, and License Trustees from disabling a repeater due to abuse, performing maintenance or long-term overhauls of the equipment with the intention of re-establishing service. Further, in the event that the corporation is evicted from a tower, rooftop, or other installation or suffers a substantial hardware failure and continually pursues resolution a vote under Section 1 shall not be required.

ARTICLE VII - LIABILITY

Section 1. No Trustee or other member shall incur liability to the corporation or to any other member for any action taken on behalf of the corporation or its members under direction of the Trustees or with the approval of a majority of the Trustees, whether or not such approval is formally expressed or rendered.

Section 2. No member shall be liable to the corporation for any loss of corporation property or damage thereto unless such loss or damage is caused by his own gross negligence or willful misconduct.

ARTICLE VIII - AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended or new Bylaws may be adopted by affirmative vote of a majority of the active members present and voting at the regular meeting following a regular meeting at which the proposed amendment or new Bylaw is submitted in writing signed by a proposer and seconder and the motion to adopt the amendment(s) shall be read to the members present.

Section 2. Once a member moves to adopt modification of the bylaws the consideration of those bylaws at the introductory meeting and the subsequent meeting may only be tabled if the sponsor of the original motion is absent or agrees to table his or her motion.

ARTICLE VIII-IX - QUORUM

Section 1. A majority of the Trustees currently in office shall constitute a quorum for any meeting or other action of the Trustees.

Section 2. Five active members, at least two of whom shall be officers, shall constitute a quorum at any regular monthly meeting of members of the corporation.

Section 3. Ten active members, at least three of whom shall be officers, shall constitute a quorum at any meeting other than a regular monthly meeting of members of the corporation, provided that those calling the meeting shall have notified or attempted to notify each active member of the meeting as provided in Article IV, Section 4.

Section 4. Except as otherwise provided in Sections 2 and 3 above, a majority of the active membership including three officers shall constitute a quorum for transaction of any corporation business, excluding business requiring the authority of the full Board of Directors.

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ARTICLE IX - STANDARD OPERATING PROCEDURES of the ASSOCIATION

Section 1. The Trustees of the Association may promulgate, and from time to time amend, the Standard Operating Procedures (SOP) of the Association. The SOP may include, but is not limited to, such items as membership application processing procedures, control operator guidelines and procedures, [nomination and election procedures](#) and Radio Officer rights and responsibilities.

[Section 2. If at any time The Standard Operating Procedures conflict with these bylaws, the law, or the Articles of Incorporation the Standard Operating Procedure shall be superseded by the superior document or law.](#)

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Witness: