

BYLAWS OF THE FRAMINGHAM AMATEUR RADIO ASSOCIATION, INC. (FARA)

ARTICLE 1 - Name and Purposes of the Organization

1.1 Name

This organization shall be known as the Framingham Amateur Radio Association., and shall be known as FARA in shorthand, for logging, bulletins, etc. (Hereinafter referred to as the Association)

1.2 Purpose

The purpose of the association is to provide and secure for its members the enjoyment, fellowship and benefits of the association of persons with a common and mutual interest in Amateur Radio. This shall be facilitated by furthering the exchange of technical information and data among its members, developing individual proficiency by arranging opportunities for education and training and by providing Emergency Communications and other Public Services to the Greater Framingham, Massachusetts community and the Commonwealth of Massachusetts in partnership with the ARRL, ARES and other Amateur Radio Clubs and Associations. The Association shall be affiliated with the American Radio Relay League in order to receive Club letters, notices of Contests, Training, VEC Testing, Field Day Notices, Newsletters. Members of the Association are not required to be members of the ARRL but for the reasonable amount of the ARRL annual or LifeTime dues, many benefits are available to individual Amateur Radio Licensees.

ARTICLE 2 - Governance

2.1 Officers

The Officers of the Association shall consist of the following: President, Vice President, Treasurer, Secretary and Director.

2.2 Board of Directors

The Board of Directors shall comprise the elected Officers and, for the duration of Board Meetings, all Regular Members who are present.

2.3 Eligibility for Office

All Members of the Association, who are at least age 18, shall be eligible to hold any of the listed offices, except that no more than one elected office may be held at any one time.

2.4 Definition of Duties

2.4.1 President

The President shall have general supervision of the affairs of the Association, shall be the authorized signatory of all contracts and legal documents executed by the Association or shall assign another member to sign specific contracts or documents, except as indicated by a specific provision of these bylaws. The President shall make reports to the members of the Association, and perform all such duties as are incident to the Office or are properly required by the President by these bylaws. In addition, the President shall appoint all standing committees and such Association Function Coordinators as may be deemed appropriate, except where the bylaws otherwise indicate. The President shall serve as an ex-officio member of all club committees, except when the President appoints another member to serve instead. The President shall ensure that the regular elections are held in accordance with these bylaws.

2.4.2 Vice President

The Vice President shall assume all duties of the President in the absence or incapacity of the President.

2.4.3 Clerk and Secretary

The Clerk and Secretary shall perform all recording duties as required for the operation of the Association, have charge of the Minutes of Meetings of the Association, sign all such instruments as require the Clerk and Secretary's signature and shall make such reports and perform such duties as are incident to the office. The Clerk and Secretary

shall have responsibility for the taking of minutes of all Regular, Special and Board Meetings of the Association. The Clerk and Secretary shall maintain custody of all Association Records, be responsible for assuring that notices for all Special Meetings or other designated events are issued, and perform such corresponding duties as are required for the operation of the Association.

2.4.4 Treasurer

The Treasurer shall have custody of all funds and securities of the Association and deposit same in the name of the Association in such financial institutions as are appropriate. The Treasurer shall sign all checks and all other instruments which require the Treasurer's signature, and shall make such reports and perform such other duties as are incident to the office. The Treasurer shall be responsible for the collection of Association dues and all other monies due the Association. The Treasurer shall make no major distribution of funds without proper authorization by the Association. The Treasurer shall keep a complete record of the Association's Membership, financial condition and accounting of all Association money and shall submit a brief Annual Report to the members, including the annual expenses, income, assets, liabilities, and a list of paid members. An audit of the Treasurer's accounts may be carried out at any time by an audit committee appointed by the Membership at a Regular or Special Meeting of the Association.

2.4.5 Director

The Director shall provide continuity and advice to the Association.

2.5 Presiding Officer

The highest ranking Officer of the Association present shall preside over any Regular or Special Meeting, except when (under exceptional circumstances only) they designate another officer or member to preside. The presiding officer shall only vote on matters of Association business in the event of a tie.

2.6 Final Duty of an Officer

When an Officer vacates their office for any reason, they shall immediately turn over all items in their possession belonging to the Association to their successor, or to another Officer if no successor is available at that time.

Article 3 - Election and Removal of Officers

3.1 General Elections

With the exception of the Association Director, who shall be elected for a three year term, the Officers of the Association shall be elected at the Annual Election Meeting. This Meeting shall be held in conjunction with the June Regular Meeting. At the May Regular Meeting, or a substitute activity such as a pizza party or picnic, the Nominating Committee or a designated Officer shall present a list of nominees for the offices. In addition, nominations shall be taken from the floor at both the May and June Regular Meetings. Nominations shall be closed immediately prior to the election. Signed absentee ballots, enumerating specific candidates for specific offices, shall be accepted at any time prior to the vote for that office. No proxy ballots shall be accepted. At the completion of the election, the newly elected officers shall assume the duties of their offices.

3.2 Resignation of Officers

Resignation of an Officer shall be effective when received in writing by another Officer. Resignation may be communicated by email, but that email must be confirmed by voice discussion with an Officer. In the event of a resignation of an Officer, the notified Officer will notify the remaining Officers in a timely manner.

3.3 Removal of Officers

An Officer of the Association may be removed from office only by a two-thirds vote of the members present at a Special Meeting called for that express purpose.

Such a meeting may be called by a majority vote of the members present at a Regular Meeting of the Association. The Special Meeting must be held no sooner than 10 days nor later than 30 days after the Regular Meeting at which the Special Meeting was called. Proper notice of said meeting must be given and shall consist of transmittal to the Membership of the proposed action and the time and place of the meeting, in the

same manner as is used to provide notification of the General Meetings of the Association. This shall be done in such a manner that there is a reasonable expectation of receipt of such notice prior to said Special Meeting.

3.4 Filling of Vacancies

Nominations, including self-nominations, for the remainder of the term of a vacancy of an Office may be communicated by any reasonable method to an Officer. Vacancy of an Office shall be filled by majority vote of the members present at the next Regular Meeting. The Officer so elected shall serve the unexpired term of the vacant office. In the event of an unfilled Office, the other Officers will need to share the duties of the unfilled Office.

3.5 Voting Process:

3.5.1 For Association matters where voting is required, the following are considered eligible voters: Life Members, Paid-up Regular Members, including one member per Family.

3.5.2 Voting will generally (see exceptions below) be by majority vote of the eligible members present at a meeting.

3.5.3 For Amendments to the Bylaws (Article 7) or Dissolution of the Association (Article 8) a properly noticed meeting as defined elsewhere in the bylaws is required and a two thirds vote of the members present at that meeting are required.

3.5.4 Absentee votes in writing by regular mail, (or if by email it must be confirmed by voice contact with an Officer), may be accepted by an Officer prior to a vote on issues related to Elections, or Article 7 or Article 8, and presented by that Officer during the vote count. Proxy votes will not be accepted for any vote.

3.5.5 Voting at online meetings, or the online component of a face to face meeting, will be by hand, and/or voice count. A roll call vote may be requested by any member to confirm a vote count.

ARTICLE 4 - Association Meetings

4.1 Quorum

A quorum is necessary to conduct business, such as voting, at any meeting. A quorum can include Regular or Family Members, as in 5.2, or Life Members as in 5.3, who are either physically present at a face to face meeting, or who attend an online meeting (including those by video and those by phone), or any combination of these modalities as is technologically possible.

4.1.1 General and Special Meetings

A quorum for a General or Special Meeting will consist of a minimum of 10 percent of the Association Membership, including a minimum of two Officers. A Meeting may continue a discussion without a quorum if an Officer supports the discussion, but minutes will not be required, and no vote can be taken.

4.1.2 Board Meeting

A quorum shall consist of three or more Officers, or two Officers and at least three other members. The Board Meeting may continue to meet for discussion, without a quorum, if an Officer supports the discussion, but minutes will not be required, and no vote can be taken.

4.2 General Meetings

A General Meeting is intended to be attended by the maximum reasonable number of the members of the Association. Said meeting should be scheduled at a time and place so as to reasonably allow the maximum number to attend. Such meeting shall conduct such business as the Membership shall deem appropriate, except where restricted by these bylaws.

4.3 Regular Meeting

A Regular Meeting is a General Meeting, which is held at a regular time, such as monthly, and is intended for the attendance of the maximum reasonable number of the Membership.

4.4 Special Meeting

A Special Meeting is a Meeting called solely for the purpose of discussing a special agenda. Such Special Meeting shall be called by a majority vote at a General Meeting.

4.5 Board Meeting

A Board Meeting is a meeting intended to reduce the amount of business transacted at a Regular Meeting. A Board Meeting should precede a regular Meeting, at a preannounced time and place. All regular and Life members are encouraged to attend and participate in such Meetings.

4.6 Emergency On-Air Meeting

In the event that neither an online meeting nor a face to meeting can be held in a timely manner, and when there is pressing Association business, an on-air meeting could be considered by the Officers, to deal with such business. Such an emergency meeting should be held on a frequency and mode to allow maximum participation of the membership on such pressing issues.

ARTICLE 5 - Association Membership

5.1 Membership

Membership in the Association shall be open to all persons interested in Amateur Radio, without regard to race, color, religion, sex, age, gender identification or national origin. Minors attending Association meetings and events should be accompanied by an adult family member.

5.2 Regular Membership

Regular members are those persons who have paid such dues as established by the Association, pursuant to these bylaws. See Article 6. Family members with active amateur radio licenses, living in the same household as a regular member, and who are listed on the membership application/renewal form, will also be deemed to be regular members. Only one member of a family, in general the one filling out the application, may vote in Association matters or elections. Other family members who later get their amateur radio license can be added as a member by contacting the Treasurer of the Association.

5.3 Life Membership

Life Membership may be conferred upon those members as the Association deems appropriate. This may be accomplished by a majority vote at a General Meeting, following nomination at a Board or Special Meeting. Life Members shall have all the privileges of Membership in the Association, but shall be exempt from Membership dues.

5.4 Term of Regular Membership

The term of Regular Membership shall run concurrent with the business year.

5.5 Application for Membership

Application for Membership shall be made on an approved form, including an online form, and presented to an Officer. Assistance with the application process can be obtained from another member or Officer of the Association.

5.6 Revocation of Membership

Notwithstanding other provisions of these bylaws, a person's membership may be revoked for cause. The person whose membership is being considered for revocation shall be given notice of the proposed action and shall have the right to be heard by any meeting that is considering the possible revocation. Said revocation shall first be considered by the Board and, upon recommendation of the Board, shall be voted upon by two successive General Meetings. A majority vote of the members present at the aforesaid Meetings is required to accomplish said revocation. Persons who have previously had their membership in the Association revoked for cause must be

approved for membership by a similar vote, specifically upon recommendation of the Board, and voted upon by two successive General Meetings.

ARTICLE 6 - Fiscal Matters of the Association

6.1 Regular Membership Dues

Dues for regular members are payable on an annual basis, concurrent with the Business year, as in Article 6.3, in an amount decided by a majority vote of the members present at a General Meeting. The month of January is a grace period for those who have paid the previous year, and after January 31 of a given year, only paid up members will be considered active members who can vote in Association matters. A dues paying regular member need not have an active amateur radio license. At the time of a given meeting or vote, only paid up and Life members can be included in a quorum or vote.

6.2 Additional Assessments

The Association may establish such additional assessments as it may deem appropriate. Payment of these assessments shall confer such additional privileges upon a member as the Association may deem appropriate.

6.3 Business Year

The Business Year shall run from 1 January to 31 December.

6.4 Expenditure Authorizations

6.4.1 General Meeting

A General Meeting may authorize the expenditure of any amount of the club's monies.

6.4.2 Special Meeting

A Special Meeting may authorize the expenditure of any amount of the club's monies, related to the agenda of the Meeting.

6.4.3 Board Meeting

A Board Meeting may authorize the expenditure of up to \$1000.

6.4.4 Association Officers

The President, Vice President, Clerk and Secretary, and the Director of the Association may authorize a single expenditure of up to \$250 between Meetings.. After that authorization, it is expected that the Treasurer and the other Officers will be notified in a timely manner. Further expenditures by an individual Officer for the period up to the next Regular Meeting can occur only after prior notification of the President and the rest of the Officers, directly, or in a Regular, Board, or Special Meeting. The amount of the expenditures will be reported by the Treasurer to the members present at the next Regular Meeting. The Treasurer may authorize up to \$500 of cumulative expenses, between regular meetings, in order to meet regular Association expenses in a timely manner. After this expenditure, the Treasurer will notify the rest of the Officers in a timely manner, after which this amount will be reported to the members in a Regular Meeting.

ARTICLE 7 - Amendment of Bylaws

These bylaws may only be amended by a two-thirds vote of the Regular and Life Members present at either a General Meeting or a Special Meeting, provided that proper notice is given. Proper notice shall consist of transmittal of the exact wording of the proposed bylaw changes and the time and the place of the meeting, to the Membership, in the same manner as is used to publicize a General Meeting. Such notice will generally be given by email along with posting on the Association's webpage. Such notice shall be done so that there is a reasonable expectation of receipt of the notice at least 72 hours prior to said meeting.

ARTICLE 8 - Dissolution of the Association

The Association may only be dissolved by a two-thirds vote of the Regular and Life Members present at either a General Meeting or a Special Meeting, provided that proper notice is given. Proper notice shall consist of transmittal of the proposed dissolution of the Association and the time and the place of the meeting, to the

Membership, in the same manner as is used to publicize a General Meeting. Such notice will generally be given by email along with posting on the Association's webpage. Such notice shall be done so that there is a reasonable expectation of receipt of the notice at least 72 hours prior to said meeting. Dissolution of the Association shall be deemed to have occurred only after the assets and equipment of the Association have been donated to one or more 501c3 organizations, as determined by a majority vote of the members present at a Regular or Special Meeting held for the purpose of such asset distribution.