

DRAFT BY LAWS
Of The
Brevard Emergency Amateur Radio Services, Inc.
A Florida Nonprofit Corporation

ARTICLE I – Purpose and Authority

1. Definition of By-Laws - These bylaws constitute the code of rules adopted by the Brevard Emergency Amateur Radio Services, Inc. (BEARS) for regulation and management of its affairs.
2. Purpose - The purpose of BEARS is to provide coordination of the emergency communications activities of volunteer communications groups in Brevard County, Florida. The corporation exists to provide a single point of contact for served organizations, reduce duplication of effort, pool resources, own and maintain shared resources, and to improve operating efficiency.
3. Limitation of Authority – The actions of BEARS are non-binding on the constituent -organizations and its authority extends only so far as consented to by the constituent organizations.
4. Parliamentary Authority - The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the **conduct of** corporation **meetings** in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE II - Membership

5. Qualification of Membership – Membership in BEARS is open to organizations of volunteer radio communicators that meet the following requirements:
 - 5.1. The organization must have at least 10 members.
 - 5.2. The organization must have governing documents that define the organization, its goals, and membership requirements.
 - 5.3. An official address must be located in Brevard County, Florida.
 - 5.4. The organization shall possess liability insurance that covers its members while participating in BEARS activities not covered by Brevard County.
6. Acceptance of membership – All new memberships in BEARS are subject to the review and approval of the Board of Directors.
7. Individual memberships – The ARRL emergency coordinator and RACES radio officer for Brevard County, Florida shall be ex-officio members. These shall be the -only individual (non-organizational) members of BEARS.
8. Continued Participation - The secretary shall notify a constituent organization at their official address when their appointed representatives do not attend three (3) consecutive meetings. An organization that does not attend six (6) consecutive meetings shall be required to submit an application to renew

its membership.

9. Annual Update – Each constituent organization shall provide **the secretary of BEARS**, ~~in writing~~, at least annually ~~a letter~~ **correspondence naming or** confirming the organization's representatives **and alternate(s)**, mailing address, and continued qualification for membership.

ARTICLE III - Board of Directors

10. Number of Directors - The Board of Directors shall be composed of- the president of the corporation, one representative from each member organization, the ARRL Emergency Coordinator for Brevard County, FL, and the RACES radio officer for Brevard County, Florida.

11. Qualification of Directors - Each representative director must be a regular member in good standing of the organization they represent. No individual may hold more than one (1) position on the board of directors at any time.

12. Appointment of Directors – Each member organization shall appoint, in writing, at least annually, a primary and alternate representative. The alternate representative shall act as a director only in the absence of the primary representative. The member organization may replace their representative at any time by appointing a new one and notifying the BEARS secretary in writing of the change.

13. Meetings

13.1. Regular meetings of the board of directors shall be held monthly.

13.2. Special meetings shall be held at the call of three (3) directors.

a) Only business specified in the call may be transacted at a special meeting.

b) Written notice stating the place, day and hour of any special meeting shall be sent to each director not less than ten (10) ~~calendar~~ **calendar** days before the date of such meeting.

~~b)~~ **13.3. The Annual Meeting of the corporation shall be held at the regular January meeting.**

14. Quorum of Directors - Fifty percent (50%) of the directors, but never less than four (4) directors, shall constitute a quorum.

15. Powers and Duties of Directors - The powers and duties of the board of directors are as follows:

15.1. To have complete supervision and control over the policies, operation and affairs of the corporation

15.2. To elect the officers of the corporation

15.3. To cause the financial records of the corporation to be audited

15.4. To authorize and file tax returns on behalf of the Corporation;

15.5. To adopt an annual budget

15.6. To have such other powers and duties as are specified in the Articles of Incorporation, these By-

Laws, or as required in order to direct the activities of the Corporation.

ARTICLE IV - Officers

16. Number of Officers - The officers of the corporation shall be a President, **Vice President**, Secretary, Treasurer, and Custodian.

17. Qualification of Officers - Each officer must be a regular member in good standing of a member organization. ~~No member may serve more than two (2) consecutive terms in the same office.~~

18. Term of Office and Election of Officers — ~~All o~~**Officers except for the President and Vice President shall serve for one (1) year, at the pleasure of the Board until they resign, -or until a successor is nominated elected, and and shall be elected by ballot at the annual meeting. When an officer, other than the President, resigns, the Board may fill that vacancy at any meeting. The President's term shall normally be for one (1) year unless unanimously extended by the Board of Directors. The nomination process for President is proscribed in 18.1 below.**

18.1. Nominations.

a) **President: Any qualified individual(s) desiring to be President must be nominated no later than the October regular meeting. If there are no individual nominations, the next Member Club, in alphabetical order, shall provide a nominee willing to serve as President. If the Member Club is unable to provide a nominee, they shall notify the next club in alphabetical order that they are yielding their position to them until a nominee has been selected.**

b) **Vice-President: The immediate past-president shall become the Vice-President at the end of his/her term.**

~~±8:~~ c) **Nominations for the other offices may be made at, or any time before, the annual meeting.**

19. Powers and Duties of Officers - The officers shall perform the duties prescribed by these by-laws and the parliamentary authority adopted by the corporation. . **An officer may vote only if they are a director as defined in "ARTICLE III – Board of Directors" paragraph 12 above.**

19.1. President - The president shall be the chief executive officer and chairman of the board of directors of the corporation.

~~19.1.~~**19.2. Vice-President** – **The Vice-President shall act as President when the President unavailable and shall accede to the office of President for the remainder of the term if that office should become vacant for any reason.**

~~19.2.~~**19.3. Secretary** - The secretary shall keep the official record book of the corporation which shall be an accurate and permanent record of all business transacted by the corporation.

~~19.3.~~**19.4. Treasurer** - The treasurer shall receive all funds, deposit and keep them in a financial institution selected by the board of directors. The treasurer shall serve without bond. At least

quarterly a detailed statement of receipts, expenditures, funds on deposit, and petty cash shall be submitted to the board of directors.

~~19.4.~~**19.5.**Custodian - The custodian shall be responsible for overseeing the storage, maintenance and care of all equipment owned by the corporation -The custodian shall approve all repairs and modifications to corporation owned equipment. The custodian shall keep a record, including the location, of all equipment owned by the corporation.

ARTICLE V - Operations

20.Fiscal Year - The fiscal year of this corporation shall begin on ~~March~~**January** 1st and end on the last day of ~~February~~**December**.

21.Non-Profit Operations and Compensation~~ing~~ - This corporation ~~will~~**shall** not have ~~nor~~ issue shares ~~and of~~ stocks. No dividends will be paid, and no part of the income of this corporation will be distributed to its members, directors, or officers. However, the corporation may pay compensation in a reasonable amount to members, officers or directors for services rendered.

22.General - The corporation shall at all times be governed by the following limitations:

22.1.No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office.

22.2.Notwithstanding any other provisions of the Articles of Incorporation, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI - Amendments

23.Initiation of Amendments – Any member of the board of directors may initiate amendment of these bylaws by submitting a proposed amendment, in writing, at a meeting of the board of directors.

24.Review – The board of directors shall review or appoint a committee to review the proposed changes. At the completion of the review a majority vote of the board shall submit the amendment to the member organizations for ratification.

25.Ratification by Member Organizations – Each member organization shall have not less than thirty (30) ~~calendar~~**calendar** -days from the date of submission by the board of directors to ratify the proposed amendment. Any modifications to the proposal shall require an additional thirty day period.

26.Vote necessary for Approval – A vote of two-thirds of the member organizations in favor of the amendment shall be required for its adoption. Member organizations may submit their vote in writing or via their representative director.