

Red Rose Repeater Association



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Lancaster, PA W3RRR.org

Bylaws

As Revised and Accepted
by the
Membership of the Association
on
June 21, 2023

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BYLAWS OF THE RED ROSE REPEATER ASSOCIATION, INC.

(AS ADOPTED NOVEMBER 15, 2006)

(AS AMENDED MAY 21, 2009)

(AS REVISED JANUARY 16, 2019)

(AS REVISED AUGUST 18, 2021)

(CURRENT VERSION AS REVISED AND APPROVED JULY 19, 2023)

ARTICLE I: NAME

The name of this organization shall be the “Red Rose Repeater Association Incorporated”, a Pennsylvania Not For-Profit corporation for independent public service organization.

ARTICLE II: PURPOSE

The purpose of the Red Rose Repeater Association is to develop proficiency in the use of Amateur Radio for scientific and educational purposes, and to provide emergency communications and communications networks to serve the community in all spectrums as so authorized by the Federal Communications Commission.

The purposes for which the Corporation is organized are charitable and educational purposes, and without limiting the generality of the foregoing, include the following purposes:

1. To develop the use of amateur radio for communications for emergencies, disasters, and an emergency aid to individuals;
2. To develop the use of amateur radio for scientific and educational purposes;
3. To promote emergency and public service communications and facilities to serve the communities of the area;
4. To coordinate efforts with and provide communications assistance to other organizations, i.e., American Red Cross, Salvation Army, Office of Emergency Preparedness, Amateur Repeater Organizations, and local public authorities in emergencies and disasters;
5. To develop and administer public information projects demonstrating and publicizing the benefits and the proper utilization of amateur radio to individuals, organizations, and industry, while not limited thereto.
6. To engage in any lawful act or activity for which corporations may be organized under the General Not-For-Profit Corporation Law of the Commonwealth of Pennsylvania.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, trustee, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation. No substantial part of the activities of the Corporation shall be the carrying 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) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying, or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to any such organization organized or operated exclusively for purposes similar to the purpose of this Corporation as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. If dissolution does occur, in the cooperative spirit of public services, it is recommended the assets be transferred to another Amateur Radio Club in Lancaster County, Pennsylvania.

ARTICLE III: MEMBERSHIP

A. CLASSIFICATIONS

Members shall be classified as follows:

1. Full Members
 - a) Any person holding a current Amateur Radio License with Operator Privileges equivalent to Novice, or higher, may become a Full Member.
2. Associate Members
 - a) Any Amateur Radio Operator residing outside Lancaster County may become an Associate Member.
 - b) Any other person not meeting the requirements for Full Membership may become an Associate Member, such as a friend of the Red Rose Repeater Association
 - c) Associate Members shall not be entitled to vote or hold office.
3. Lifetime Membership
 - a) Lifetime Membership shall be offered to any Full Member of the Association, retaining the same rights and privileges of a Full Member, to be renewed annually free of charge for the lifetime of the Member, in accordance with the following criteria
 1. The Member continues to hold a current Amateur Radio License,
 2. The member has maintained Full Membership for three (3) consecutive years immediately preceding the offer of Lifetime Membership, and
 3. The Member has attained the age of seventy five (75) years.

B. ELECTIONS

Applicants shall be elected to membership by a two-thirds vote of the Board of Directors, then be presented to the general membership.

C. LOSS OF MEMBERSHIP

Any member may be expelled from the Association, at any time, by a two-thirds vote of the full Board of Directors. Said Member shall have the right of appeal to the general membership at any Regular Meeting within four (4) months of receipt of notification of expulsion. Notification shall be deemed to have been delivered when deposited with the United States Postal Service via certified mail with return receipt and addressed to the Member's last address appearing on the books of the Corporation. Subject Member shall provide a notice of intent to appeal to the Board of Directors not less than fifteen (15) days prior to the Regular Meeting designated by the member. A simple majority vote of the Full Members present, providing quorum is met, shall be required to override the Board of Directors' action. A secret ballot shall be utilized in this case. No absentee ballots shall be permitted.

D. RESIGNATION

A member may resign his or her membership, position held on any committee or office, either verbally or in writing, to the Board of Directors. Any resignation must be acted upon in accordance with Robert's Rules of Order.

ARTICLE IV: DUES

A. AMOUNT

1. The Board of Directors shall, from time to time, determine the amount of membership dues.
2. Any member of the same family, residing in the same household as a Full Member, and holding a current Amateur Radio License may apply for Full Membership, with all the rights thereof, and need pay annual dues only equal to those of an Associate Member.

B. TERM

1. Dues shall be due and payable prior to call to order of the Election meeting every year, usually held in December. Members not paying by that time shall be dropped from membership, and lose all membership privileges until current dues are paid and membership is reinstated by the Board of Directors.
 - a. Any former member paying dues within a three (3) month period from the date his or her dues lapsed shall be automatically reinstated and all membership privileges restored.
2. A new membership beginning in October to the beginning of the following election meeting, will be extended thru the following dues year. This provision shall not apply to reinstatements.
3. The Membership year shall begin and end with the call to order of the Election Meeting every year. The Election Meeting is usually held in the month of March, but may be postponed due to unforeseen circumstances. If postponed, the term of the membership will be extended to the date of the rescheduled Election Meeting.

C. EXCEPTIONS

1. The Board of Directors may grant special exceptions in case of hardship or other justifiable reasons.
2. The Amount and Terms of Dues shall not apply to Lifetime Members.

D. REFUNDS

1. No refunds of dues shall be made except as determined by the Board of Directors.

ARTICLE V: OFFICERS & DIRECTORS

A. OFFICERS

1. The executive officers shall be elected by the Full Members and shall be a President, Vice President, Secretary, Treasurer and Repeater Trustee.

a. President: The President shall be the chief executive officer of the Association; he/she shall preside at all meetings of the Members and Directors; he/she shall be responsible for the general and active management of the affairs of the Association; he/she shall see that all orders and resolutions of the Directors are carried into effect. After being authorized by the Board of Directors, he/she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He/she shall be an Ex-Officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

b. Vice President: The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required from time to time.

c. Secretary: The Secretary shall attend all sessions of the Board of Directors and all meetings of the Members, and record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/she shall give, or cause to be given, notice of all meetings to the Members as required by the Board of Directors, and in accordance with Article VIII and Article XIV, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He shall keep in safe custody the Corporate Seal, and when authorized by the Directors, affix the same to any instrument requiring it. He/she shall keep the Official Copy of the Bylaws of the Association and shall maintain them current in accordance with Article IX. He/she will keep Membership and Attendance Records, Club Property Records with Serial Numbers, Cost and Locations; Club Licenses, Primary and Ancillary with Frequency Coordinators Certifications, and all Electronic Codes and Ciphers as required by the Association, and copies of all manuals for association equipment. In the absence or incapacity of both the President and Vice President, he/she shall conduct the meetings and affairs of the Association.

d. Treasurer: The Treasurer shall have custody of the Corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account(s) to the credit of the Corporation. He/she shall disburse the funds of the Corporation as may be directed by the

ARTICLE V: OFFICERS & DIRECTORS (continued)

Board of Directors, and shall render to the President and Directors, at regular members meetings, or whenever they may require it, an account of all transactions as treasurer, and of the financial condition of the Association. Treasurer is authorized to retrieve any and all banking fees in the event a bad check is submitted by a member or an applicant. The Directors may require that the Treasurer be bonded.

e. Repeater Trustee: Is responsible to insure all Corporate Licenses are current and that members utilizing the organization's systems have valid and current FCC licenses. He/she has ultimate authorization, with Board approval, to remove personnel from the systems and is responsible to insure all users are in compliance with current FCC Rules and Regulations as amended. He/she will also maintain records for all Licenses and authorities and related materials.

B. DIRECTORS

1. The affairs of the Association shall be governed by a Board of Directors of nine (9) Full Members consisting of the President, Vice-President, Secretary, Treasurer, Repeater Trustee, and four (4) Directors-at-Large elected by the membership.
2. The Directors shall lead the Association to achieve its purpose.
3. Unless otherwise directed by the Membership, the Board of Directors may authorize the following Association expenditures for the Dues Year, by more than fifty percent (50%) vote of the board.
 - a) A maximum of one thousand dollars (\$1000.00) per incident for the maintenance or replacement of existing equipment.
 - b) A maximum of seven hundred fifty dollars (\$750.00) for new technical projects within any twelve (12) month period.
 - c) The funds and contracts necessary to support potential income producing activities approved by the membership.
 - d) The funds and contracts necessary to cover the normal routine general expenses of the Association such as telephone, newsletter, office supplies, postage and Repeater License fees to the FCC.

C. TERMS OF OFFICE

1. Each executive officer shall be elected for a term of one year, and shall serve until the end of the yearly Election Meeting, or until a successor is chosen.

ARTICLE V: OFFICERS & DIRECTORS (continued)

2. Each Director-at-Large shall be elected for a term of two years and shall serve until a successor is chosen. One half of the Directors-at-Large shall be elected on alternate years. In the event that a Director-at-Large is elected to one of the executive offices prior to the completion of their term, a special election shall be held during the election meeting to elect a successor for the duration of his or her current term.
3. Repeater Trustee shall be elected for a term of one year and shall serve until a successor is chosen.
4. Should a vacancy occur in any office or directorship during the course of a term, such vacancy shall be filled for the duration of the current term thru appointment by the President with confirmation by a simple majority of the Directors except as provided otherwise in these bylaws.
5. No one may hold more than one elected office and/or directorship simultaneously. The President and the Treasurer cannot be from the same immediate family.

D. NOMINATIONS TO ELECTED POSITIONS

1. All nominees must meet the attendance requirements for nomination.
2. Following the October Membership meeting, the Secretary shall review Attendance and Membership records, and compile a list of potential Nominees. The President shall appoint an additional member not presently in an elected position to assist and oversee the nominee vetting process. The Secretary will then contact all prospective nominees to present all positions available in the upcoming election, and confirm their interest in filling an eligible position.
3. A member must have attended a minimum of six (6) meetings, in person or live video, within previous 12 months to be eligible for nomination. The Board of Directors has the authority to waive this requirement for extenuating circumstances for nominees.
4. All nominations must have the consent of the nominee. All nominees may only run for one (1) office on the ballot.
5. A slate of all prospective nominees and the position they seek will be presented at the November Membership Meeting. Following the November Membership meeting, a sample Election Ballot will be prepared and emailed to all members in good standing. This email shall constitute the Official Notice of Elections, and shall include instructions for Absentee Ballots.
7. Floor nominations/write-ins of eligible members (including members who've been granted an attendance eligibility waiver) may still be made at the Election Meeting.

ARTICLE V: OFFICERS & DIRECTORS (continued)

8. Ballots shall be prepared under the direction of the Secretary.

E. ELECTIONS

1. Election of officers and directors shall be held at the December Meeting of each year, except as provided for elsewhere in this document for unforeseen circumstances. The newly elected Officers shall assume office at the conclusion of that meeting. Full members only shall be allowed to vote. Members voting must have attended a minimum of four (4) meetings, in person or by live video, in the prior Dues/Membership year.

2. The election shall be conducted by secret written ballot.

3. Elections shall be conducted by a committee of at least three (3) tellers appointed by the President at the time of the election. Tellers cannot be on the ballot or an immediate family member of anyone on ballot.

4. Demand for a recount of the ballots cast will be entertained until the conclusion of the meeting at which the election is conducted.

5. Any member or absentee ballot arriving after the ballots have been tabulated, shall not be entitled to vote or be counted in any recount of the ballots.

6. The Election Meeting shall be held in the month of December, unless postponed due to unforeseen circumstances. If postponed, the term of the Elected Officer or Director will be extended to the date of the rescheduled Election Meeting.

F. RECALL

1. Any Officer and any member of the Board of Directors may be removed from office by a two-thirds vote of all Full Members present at the meeting. Secretary to send meeting notice via electronic mail advising of a recall action to be presented and voted at this meeting. No absentee ballots authorized.

ARTICLE VI: BALLOTS

A. ABSENTEE BALLOTS

1. An absentee ballot may be obtained by any Full Member by requesting same from the Secretary or any other Director.
2. Absentee ballots shall be returned to the Secretary via the US Postal Service, or hand delivered, on or before the night of the election. Ballots delivered by the date of the election shall be presented to the Committee of Tellers.
3. In the event of more than one ballot from the same member, the ballot bearing the most recent date shall be counted, all others being left unopened.
4. Absentee ballots shall be sealed in a plain, unmarked, envelope, which in turn shall be inserted into a second envelope, which shall be sealed, signed and dated by the member casting the ballot. This envelope may be used as a mailing envelope and shall be marked as containing a ballot.
5. All absentee ballots shall be delivered to the Committee of Tellers at the time of the election. The Committee of Tellers, with the assistance of the Secretary and Treasurer, shall determine that all those casting absentee ballots are Members in good standing. The Treasurer shall open only the outer envelope of all acceptable ballots and return the unopened inner envelope to the Committee of Tellers for counting.
6. Absentee ballots may be withdrawn by the member casting same at any time prior to the opening of the outer envelope.

ARTICLE VII: TECHNICAL COMMITTEE

A. DUTIES

1. A chairman shall be appointed by the President to seek technical assistance in maintaining the equipment belonging to the Association and to recommend various ways of improving its technical operations.
2. The Technical Committee shall present a summary report on their activities periodically and in any case at least at each regular meeting or when specifically requested by the President or Board of Directors.

B. AUTHORITY

1. The Technical Committee is authorized to spend up to two hundred fifty dollars (\$250.00) per incident, with a maximum of seven hundred fifty dollars (\$750.00) within any twelve-month period, on maintenance or replacement of existing equipment unless specifically and officially directed to the contrary by the Board of Directors. These expenditures shall not require approval of the Board of Directors or Membership.

ARTICLE VIII: MEETINGS

A. TIME AND PLACE

1. Unless otherwise specified by the members, regular meetings of the Association shall be held on the third Wednesday of each month, starting at approximately 7:00 PM local time. In the event a meeting must be canceled (due to an act of nature or other unforeseen circumstances), all business will be carried over to the next month's regular meeting.
2. Unless otherwise specified by the members in meeting, the Association regular meetings shall be held in or near Lancaster, PA. at a place specified by the Board of Directors that is reasonably convenient for the Members.
3. Notice of regular meetings is desirable but not absolutely required if the meeting place and time are unchanged from the previous regular meeting.
4. A special meeting may be called by the President.
5. A special meeting shall be called by one of the Executive Officers upon the written request of three (3) Directors or nine (9) Full Members.
6. Notice of a special meeting or a regular meeting where the place or time of the latter is to be changed shall be mailed or delivered to each member to their last address appearing on the books of the Association at least ten (10) days before such meeting. Electronic mail may be utilized for notifications, and it is the member's responsibility to insure the corporation has a current and valid electronic address. Rejected electronic mail does not mandate nor require a notice be sent via other means.
7. Association business matters stated in the Special Meeting Notice is the only business that may be transacted at this meeting.

B. QUORUM

1. A quorum for transacting business at an Association meeting shall be the presence of at least fifteen percent (15%) of the current Full Membership on record at the time of meeting. Fractional values shall be rounded down to the nearest whole value.
2. Five (5) Directors shall constitute a quorum for transacting business by the Board of Directors.

ARTICLE VIII: MEETINGS (continued)

C. BOARD OF DIRECTORS MEETINGS

1. Meetings of the Board of Directors shall be called as necessary.
2. The President shall call for a meeting of the Board of Directors upon written request of three (3) Directors.
3. All Members are entitled to attend any meetings of the Board of Directors but only Officers and Directors shall be entitled to vote or speak therein.

ARTICLE IX: PROPERTY & RECORDS

A. LOCATION OF RECORDS

1. The books, accounts and records of the corporation may be kept at such place or places within or without the Commonwealth of Pennsylvania as the Board of Directors may, from time to time determine.

B. INSPECTION OF RECORDS

1. Any and all books and records of the Association shall be available for inspection by any member within one week of receipt of a written request.

C. AUDITS

1. The President shall appoint an auditing committee.
2. All books and records of the Treasurer shall be audited annually by the Auditing Committee following the election and preferably within thirty (30) days of that date.

D. OFFICIAL RECORDS

1. All official records of the Association shall use, at least, the members' first and last names, preferably name and call sign.
2. All official records of the Association shall include the date, including month, day and year.
3. At the beginning of each monthly meeting, the secretary will provide a copy of the last monthly meeting attendance roster to the president for his/her files. The Secretary will provide a copy of the monthly minutes at the meeting for which they are read to the president. The Treasurer will provide a copy of the Treasurer's report to the president and secretary at the beginning of the meeting.
4. The Secretary shall keep and maintain the Official Copy of these Bylaws. Maintenance shall consist of attaching a copy of all adopted amendments to the Official Copy. Said copy of the Bylaws and any amendments thereto are to be marked "Official Copy", dated with the date of adoption, embossed with the Corporate Seal, and signed by the Secretary.
5. Equipment manual copies will be maintained by the Secretary, Repeater Trustee, and President. The Association will pay for these copies, which remain association property.

ARTICLE IX: PROPERTY & RECORDS (continued)

E. CORPORATE SEAL

1. The Corporate Seal of the Corporation shall have inscribed the name of the Corporation, the year of incorporation, and the words "Corporate Seal, Pennsylvania".

F. TRANSFER OF CORPORATE PROPERTY

1. All Officers of the Association shall turn over all records, property and other items belonging to the Corporation to the newly elected officers at the conclusion of the election meeting.

ARTICLE X: STATEMENT OF NOT-FOR-PROFIT REQUIREMENTS

A. Notwithstanding any other provision, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by an organization whose contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services received and to make payments and distribution in furtherance of its purposes. No substantial part of the activities of this corporation shall be 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) any political campaign on behalf of any candidate for public office.

ARTICLE XI: COMMONWEALTH REQUIREMENTS

A. The Board of Directors will insure the requirements as set forth by the Commonwealth, as amended, are fulfilled in a timely manner, as listed below:

1. Insure the Decennial Filing Report is completed and submitted to the Department of State with appropriate fees.
2. In accordance with Act No. 46 of 1982, requires all non-profit organizations to register with the Department of State, Corporation Bureau, before beginning operations in Pennsylvania, and to annually notify the Corporation Bureau of any change in its officers. This registry must set for the name of the corporation, the date of incorporation, the Act or the Assemble or Authority under which it was incorporated, the place of business, the post office address, the name of the president, vice president, secretary, and treasurer, the amount of capital authorized by its articles of incorporation, if any, and the amount of capital paid into its treasury. Forms required are card DSCB-BCL206 (Rev81) Corporate Registry Information to be submitted in triplicate, and forwarded to the Department of State, Corporation Bureau, Room 308, North Office Building, Harrisburg, PA 17120.
3. Solicitation of funds from citizens of the Commonwealth by Non-Profit organizations must register with the Department of State, Commission on Charitable Organizations, Room 308, North Office Building, Harrisburg, PA 17120.

ARTICLE XII: LIMITATION OF DIRECTOR LIABILITY / INDEMNIFICATION

A. An elected officer of the corporation shall not be personally liable for monetary damages for any actions taken or failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth as not or hereafter in effect. The provisions of this article is intended to exempt the elected officers of the Corporation from liability for monetary damages to the maximum extent permitted under the Pennsylvania/Officers Liability Act (42Pa.C.S.8361 et seq) or under any other law now or hereafter in effect.

ARTICLE XIII: OTHER DOCUMENTS

A. The Articles of Incorporation for this Corporation, dated March 13, 1978, and the applicable statutes of the Commonwealth of Pennsylvania and the United States of America pertaining to domestic non-profit Corporations shall be considered a part of these bylaws as though contained herein. In the event of a conflict, said statutes shall prevail. Any discrepancies and or conflicts within these Bylaws will be resolved by utilizing Robert's Rules of Order, as amended.

ARTICLE XIV: AMENDMENTS

A. AMENDMENTS

1. These bylaws may be amended by a two-thirds (2/3) vote of the Full Members present and voting or by absentee ballot. Absentee ballots will follow the same procedure as the regular elections. Each proposed amendment shall be submitted in writing at a meeting preceding the meeting in which it is to be voted upon. Notice of the subject matter of a proposed amendment shall be sent via electronic mail to each member at his or her last electronic address appearing on the books of the Corporation at least twenty (20) days before the meeting at which the proposed amendment will be voted upon. Notice to a member shall be deemed to have been given when transmitted via electronic mail to members electronic mail address as supplied to the Corporation. It is the member's responsibility to insure the corporation has his/her current electronic mail address. The Corporation is NOT responsible for invalid electronic addresses.
2. A copy of all adopted amendments shall be attached to the Official Copy of these Bylaws in the possession of the Secretary in accordance with Article IX, Section D. 2.

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