

**B Y - L A W S O F T H E  
INDIANAPOLIS REPEATER ASSOCIATION, INC.**

***PREAMBLE:***

The Indianapolis Repeater Association of Indianapolis, Indiana, USA, is a not-for-profit organization that affirms the laws of the land and particularly the Federal Communications Commission (FCC) regulations.

The following are the purposes for which this organization has been organized:

The Corporation is organized exclusively for charitable, educational, and scientific purposes. Including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501c(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

**A R T I C L E I  
*MEMBERSHIP***

All persons who become members of the Indianapolis Repeater Association herein referred to as the "IRA", agree, as a condition of their membership, to be in good standing, to be bound by Federal Communications Commission rules/regulations, and the procedures and By-Laws of the IRA.

**SECTION 1**

The types of membership in the IRA shall be as follows:

- a) Full Membership – An individual holding a valid Amateur Radio License and who is approved for membership by the Board of Directors and who fulfills the requirements of Article VII Section 1.
- b) Life Membership - An individual holding a valid Amateur Radio License and who is approved for membership by the Board of Directors and who fulfills the requirements of Article VII Section 2.
- c) Honorary Membership – An individual holding a valid Amateur Radio License who is awarded a membership for a period defined by the Board of Directors.
- d) Associate Membership - Individuals holding a valid Amateur Radio License, who reside at the same residence of Full Members and who is approved for membership by the Board of Directors.
- e) Student Membership - Individuals holding a valid Amateur Radio License, who are enrolled full time in school up to a graduate degree and who is approved for membership by the Board of Directors.

## **SECTION 2**

Each full member shall be entitled to one vote on all matters submitted to a vote of members, which vote may be by a person holding a proxy of another member, with such proxy to be in writing. Said proxy must be specific as to its intent. The Proxy may be specific to the subject(s) as stated or indicate the limits of the proxy or further for any matters that come before the membership at the meeting cited in the proxy.

## **SECTION 3**

Voting rights shall only be performed by members who are current in the requirements of Article VII Section 1 or section 2, as applicable. This requirement must be paid/satisfied before the opening of a meeting to be considered a current member eligible for voting rights. Only those persons who hold voting rights shall be eligible to hold an office in the IRA.

## **ARTICLE II BOARD OF DIRECTORS**

The IRA shall be controlled and managed by a Board of Directors composed of nine(9) Regular Board Members and the Repeater Trustee who is appointed who shall each serve a 3-year term with three (3) Directors positions being elected each year. The Directors shall assume their offices immediately upon election. Further, there shall be no more than One (1) Board Member from the same household at any time.

## **SECTION 1**

In the event of a mid-term vacancy on the Board of Directors, the Board shall appoint a full member of the IRA to serve a term for the remainder of the calendar year, and a person shall be chosen at the next regular election to fulfill the remaining years of that term.

## **ARTICLE III OFFICERS**

The Officers of the IRA shall consist of a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected from among the Board of Directors by a majority of the full Board.

## **SECTION 1**

The Repeater Trustee is not an elected position, but shall serve on the Board of Directors with full voting privileges and shall be counted as any other Board Member for a Quorum. A vote of confidence shall be conducted at the first meeting of each calendar year to approve the current Repeater Trustee. A 2/3 vote by the Board of Directors is required for removal.

## **SECTION 2**

Officers shall serve for a term of one (1) year or until their successors are duly elected. The Officers shall be elected by the Board of Directors at an special organization meeting immediately after the general election. The Officers shall assume their IRA offices immediately upon election.

If an Officer resigns or is unable to complete the term, a replacement shall be elected by the Board at the meeting the vacancy is recognized.

## **SECTION 3**

The President of the IRA shall preside at all meetings of the Board of Directors. In the President's absence, the Vice-President shall preside.

## **SECTION 4**

The President shall appoint and serve on all committees. Roberts Rules of Order shall be followed at all meetings. The President or his/her designee shall issue all notices (including by electronic e-mail) for all meetings. The Secretary shall keep all minutes, shall sign with the President any instruments as require such signatures and shall make such reports and perform other duties as are incidental to his/her office and are authorized by the Board of Directors. The Secretary and Treasurer and/or Trustee shall be responsible for filing all financial statements to Local, State, and Federal authorities.

## **SECTION 5**

The Treasurer shall have general control including the right to sign checks, subject to any action by the Board of Directors, of all funds in the hands of the IRA, and shall issue notice of dues. All checks issued by the IRA shall require the signature of the Treasurer or in the absence of the Treasurer the Board of Director member designated to be a valid instrument. At each regular meeting of the IRA, the Treasurer shall make a report covering any and all expenditures for the period immediately preceding that meeting and following the previous meeting.

## **SECTION 6**

An Audit shall be conducted in the first quarter of each calendar year by a committee appointed by the president for that purpose. A complete and accurate audit shall be performed at such time as the Treasurer position changes hand. All Books of Ledger, Accounts Receivable, Accounts Payable, including receipts and invoices, may be reviewed within 14 days of request by the Board of Directors for the purpose of a perfunctory audit. An annual summary statement shall be compiled at the end of each calendar year.

# **A R T I C L E   I V**

## ***MEETINGS***

“Meeting shall mean”; “An assembly or conference of persons for a specific purpose of social gathering and/or to conduct business and that one meeting shall not interfere with any other meeting or be counted as same.”

## **SECTION 1**

The Annual Meeting of the Members and the Board of Directors of the IRA shall be held on the fourth (4<sup>th</sup>) Monday of January, weather permitting, of each year. The meeting shall be held in Marion County, Indiana, and the time and place shall be determined by the Board of Directors, and the Secretary shall, or by designee, notify the members, in writing or by means of electronic e-mail, of the time and place of the annual meeting.

## **SECTION 2**

There may be membership meetings held quarterly on the fourth (4<sup>th</sup>) Monday of January, April, July, and October. The meetings may be either in person or open meetings on the air. Meetings (General or Special) of the members may be called by the Board of Directors or by the President.

## **SECTION 3**

The Board of Directors shall meet in person upon the call of the President, or upon written request of three (3) members of the Board, but in no event less frequently than once during every three (3) month period. The President or his/her designee shall notify each Director of the time and place of each Board meeting.

## **SECTION 4**

If an immediate need exists, the Board may be called to order by electronic means.

## **SECTION 5**

Should any Board member miss attending six (6) consecutive meetings, at the discretion of the Board, the office shall be deemed vacant.

# **A R T I C L E   V**

## ***ELECTIONS***

## **SECTION 1**

The election shall be held at the Annual Meeting of the IRA, and only members in good standing shall be eligible to nominate, or be nominated, or vote. The meeting notice shall state that the election of Directors will also be held. Nominations may be from the Nominating Committee and/or from the floor at the Annual Meeting.

## **SECTION 2**

In the event that there is more than one candidate for the same office, the vote at the Annual Meeting shall be by secret paper ballot, and a majority vote shall be necessary to elect. The Directors, whose terms do not expire in that year, shall act as The Tally Committee and shall report the results of the election to the membership, with receipt of the tally presented to the Secretary for inclusion in the record.

## **A R T I C L E   V I**

### ***QUORUM***

A Quorum of five (5) board members shall be required for the Board of Directors to conduct official business.

## **A R T I C L E   V I I**

### ***DUES***

#### **SECTION 1**

Annual Membership shall be granted to all persons who pay Dues and fulfill the requirements of Article I (Membership) of this document. The dues for each type of membership are to be set for the next calendar year at the October meeting of the Board of Directors. Dues shall be due on the first day of the calendar year. Dues shall be for the year.

#### **SECTION 2**

Life Membership shall be based on ten times the annual rate as set in the previous fiscal year. Life membership for those over sixty years, shall be based on eight times the annual rate. The life membership dues must be fully paid in the first three quarters of the calendar year this membership was initiated. Failure to complete the full assessment, the membership shall revert to that of an annual membership and the excess shall be considered a donation.

## **A R T I C L E   V I I I**

### ***SUSPENSION OR REMOVAL OF AN OFFICER OR MEMBER***

#### **SECTION 1**

An Officer or Member may be removed at any time for due cause with a 2/3 majority vote of the board of Directors.

#### **SECTION 2**

Violation of the Federal Communication Commission (FCC) rules and regulations, laws of the land, or rules established by the IRA Board of Directors, shall be cause for removal, suspension or probation.

Any member delinquent in paying dues or an assessment shall have no voting rights. Any member sixty (60) days delinquent in paying dues shall be deemed to have resigned and shall no longer be considered as a member in good standing.

**A R T I C L E   I X**  
**AMENDMENTS**

The By-Laws may be amended at any time. Requirements for amending the By-Laws are as follows:

- A 2/3 majority vote by the Board of Directors to amend.
- AND**
- A 2/3 majority vote of the Members present at a general Membership meeting called for that purpose.

**A R T I C L E   X**  
**EQUIPMENT, MAINTENANCE, PURCHASE AND SALE**

The Technical Committee may spend up to \$500.00 per month for maintenance and emergency repair on IRA owned equipment. Expenditures for such maintenance and emergency repair over \$500.00 in any given month must have the approval of a Quorum of members of the Board of Directors, and may be accomplished electronically (e-mail), if necessary.

The master copy of this document shall reside in the hands of the Secretary, with copies provided to the Board of Directors and any member in good standing, pursuant to law, upon request.

*Further, sayeth not.*    Revised October 26,2009