

**ARIZONA REPEATER ASSOCIATION**  
**ARTICLES OF INCORPORATION**  
**AND**  
**BY-LAWS**

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**ARTICLES OF INCORPORATION OF**  
**ARIZONA REPEATER ASSOCIATION, INC.**

Know all Men by These Presents:

That we, the undersigned, having this day associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

**ARTICLE I:** The name of the Corporation shall be Arizona Repeater Association, Inc., hereinafter referred to as the Corporation, with its principal office in the County of Maricopa, State of Arizona, but other offices may be established and maintained inside or outside the State of Arizona at such places as the membership shall designate.

**ARTICLE II:** The names, residences and post office addresses of the incorporators are as follows:

Russell J. Hughes, 7508 North 17th Drive, Phoenix, Arizona 85021;  
Hamilton Lee Smith, 4136 East Montecito, Phoenix, Arizona 85018;  
John J. Toney, 8343 East Avalon Drive, Scottsdale, Arizona, 85251;  
Joel Kaplan, 7402 East Cambridge, Scottsdale, Arizona 85257.

**ARTICLE III:** This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, 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. No substantial 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) in any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV:** All assets or property received by the Corporation shall be devoted solely to the purposes hereinabove set forth. This Corporation shall never have or issue any capital stock.

**ARTICLE V:** Membership shall be created and regulated as provided by the bylaws of the Corporation.

**ARTICLE VI:** The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than four (4), nor more than twelve (12) members, the specific number, term of office, and qualifications to be fixed by the bylaws of the Corporation. The following members shall serve as Directors for the term expiring December 31st, 1967:

Russell J. Hughes  
Hamilton Lee Smith  
John J. Toney  
Joel Kaplan

The above directors were elected at a meeting September 25, 1967. at Phoenix, Arizona.

**ARTICLE VII:** The officers of the Corporation shall be a President, Vice President, and a Secretary and Treasurer, and such other officers as the membership may determine as provided by the bylaws. Each officer shall be elected for a period of one year and qualifications and manner of election thereto shall be fixed by the bylaws of the Corporation. Officers of the Corporation who shall serve until the annual election for year ending December 31st, 1967 are as follows: Russell J. Hughes, K7YFR, President; Hamilton Lee Smith, WA7EHL, Vice President; John J. Toney, WA7GPX, Treasurer; Joel Kaplan, WA7ERH, Secretary. The aforesaid officers being elected at a meeting September, 25th, 1967 at Phoenix, Arizona. The annual meeting and election of officers and directors shall occur on the Third Monday of December or as the bylaws otherwise provide.

**ARTICLE VIII:** The Board of Directors shall hold at least one meeting per year on a date specified by the Chairman of the Board. Said meeting shall be held in Maricopa County, State of Arizona.

**ARTICLE IX:** The private property, assets and/or income of the incorporators, members, Directors, officers, employees, and agents of this Corporation shall be forever exempt from liability for its debts and obligations.

**ARTICLE X:** Indebtedness and/or liability of the Corporation shall be limited to the physical assets of the Corporation.

**ARTICLE XI:** Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of

Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII:** The time for commencement of this Corporation shall be the day these Articles are filed and recorded in accordance with law and the duration of the Corporation shall be perpetual. (This Amendment filed with the Arizona Corporation Commission December 28, 1992.)

**ARTICLE XIII:** The power to amend these Articles of Incorporation of this Corporation, or any part thereof, is vested in the membership by action of a two-thirds vote at any regular or special meeting called for that purpose, provided there be a quorum present.

**ARTICLE XIV:** Harold Mann, whose residence is at 973 West Park Avenue, Chandler, Arizona 85224, having been a bona fide resident of Arizona for more than three (3) years is hereby appointed statutory agent for and in behalf of the Corporation, in and for the State of Arizona, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit, or proceedings that may be had or brought against the Corporation in any of the Courts of the State of Arizona, such service of process or notice or acceptance thereof by his endorsement thereon to have the same force and effect as if served upon the Board Chairman, President, and Secretary of the Corporation. The appointment may be revoked at any time by the Board of Directors by filing the appointment of another agent with the Arizona Corporation Commission.

In Witness Whereof, We the Incorporators of said Corporation, whose residences and post office addresses appear following our respective names, do hereunto set our hands, at Phoenix, Arizona, this 17th day of October, 1967.

SIGNED:     Russell J Hughes, K7YFR;  
              Hamilton Lee Smith, WA7EHL  
              John J. Toney, WA7GPX

(ARTICLE XII and ARTICLE XIV were amended as shown above, on the 2nd day of July, 1992 and filed with the Arizona Corporation Commission December 28, 1992)

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# ARIZONA REPEATER ASSOCIATION

## BYLAWS

### ARTICLE 1.0: AUTHORITY

These bylaws have been adopted pursuant to the authority of the articles of Incorporation of the Arizona Repeater Association as evidenced by a two-thirds majority vote of a legal quorum of the membership thereof on October 27, 1983. Previous versions of these bylaws were adopted under the same authority on September 25, 1967; and revised on November 28, 1972; May 25, 1975; September 19, 1976; June 23, 1977; September 25, 1980; January 22, 1981; October 27, 1983; August 16, 1994 and December 1, 1994. The April 6, 1995 version represents a complete reversion of the prior bylaws.

### ARTICLE 2.0 ARTICLES AND BYLAWS AVAILABLE TO MEMBERSHIP

A copy of the Articles of Incorporation and these bylaws shall be given to each new member of the Corporation.

### ARTICLE 3.0: FISCAL YEAR AND AUDIT REQUIREMENTS, FISCAL AFFAIRS

**3.1** The fiscal year of the Corporation shall be from January 1st to December 31st. The Corporation shall engage the services of a Certified Public Accountant to prepare Federal and State Information Return forms. The Treasurer shall submit the Corporation's books and records to the Accountant within thirty days after the end of the fiscal year. The Information Returns shall be prepared and submitted to the Board of Directors for review, approval and execution within ninety days after the end of the fiscal year.

**3.2** The financial affairs of the Corporation shall be the responsibility of the Board of Directors. The President, with the approval of the Board of Directors shall appoint an Internal Audit Committee and a Chairman thereof who shall audit the books and records of the Corporation annually and who shall have the authority to set up any internal controls deemed necessary by such Committee.

**3.2** All Corporate checks shall be endorsed by any two of the following Officers of the Corporation: President, Vice President and Treasurer.

**3.3** All monies, funds and properties received by the Corporation are to be immediately considered the property of the Corporation and shall be dispensed or expended in accordance with these bylaws and the Articles of Incorporation.

**3.4** The Treasurer shall make all disbursements in accordance with Article 3.2 of these bylaws and he shall have prior approval of the Board of Directors for all such disbursements.

**3.5** Notwithstanding any other provision herein, the President shall have the power and the authority to order disbursements of no more than \$50.00 for each matter or purpose, and limited to matters and purposes requiring timely action.

**3.6** Notwithstanding any other provisions herein, the President shall have the power

and authority to disburse no more than \$25.00 per month (not to be accumulated month to month) in order to maintain the affairs of the Office of President.

## **ARTICLE 4.0 MEMBERSHIP AND VOTING PRIVILEGES**

### **4.1 MEMBERSHIP**

There shall be the following classes of membership;

**4.1.1 REGULAR:** Regular membership shall be granted to anyone holding a current FCC authorized Amateur Radio Operator's license of any class. The prospective member shall make application for such membership on a form provided therefor. Such prospective member shall agree to abide by all lawful rules and regulations of the Corporation and shall tender initiation fees and dues with the application.

**4.1.2 FAMILY:** Family membership shall be granted to any member of the immediate family of a Regular or Life Member who is dependent upon and resides with that member and who otherwise meets all the requirements of a Regular Member. A prospective Family Member shall meet all other requirements as set for a Regular Member including the application procedure.

**4.1.3 ASSOCIATE:** Associate membership shall be granted to any person who is not an FCC licensed Amateur Radio Operator who desires to support Amateur Radio. A prospective Associate Member shall meet all other requirements as set forth for a Regular Member including the application procedure.

**4.1.4 LIFE:** Life Membership shall be granted to any Regular Member who pays a sum equal to dues for ten years within a time period of eighteen (18) months. For the purpose of this Article, such sum shall be based upon the dues structure in effect at the beginning of the eighteen month period.

**4.1.4.1 FAMILY LIFE:** Family Life Membership shall be granted only to a spouse of a Life Member; such spouse shall further meet all requirements for Regular Membership. The Family Life Member shall pay a sum equal to Family Member dues for ten years within a period of eighteen (18) months. Upon the event of death of the Life Member spouse, the surviving Family Life Member spouse shall become a Life Member with no further dues payment accruing.

**4.1.5 STUDENT:** Student Membership shall be granted to any person who meets the requirements for any other class of membership and is, at the time of application for membership, a full time student. Such membership shall be subject to review of student status upon each renewal thereof.

**4.1.6 HONORARY LIFE:** Honorary Life Membership may be granted to any person whose services to the Corporation and to Amateur Radio have been deemed outstanding over a period of years. The person shall be recommended for this class of membership by the Board of Directors and shall be approved by a simple majority vote of the voting membership in a secret election.

### **4.2 MEMBER AND GUEST PRIVILEGES**

**4.2.1** Voting privileges shall be extended to those Members of any class who hold a current FCC authorized Amateur Radio Operators license of any class.

**4.2.2** Corporation publications shall be mailed to all classes of Members except Family Members, except as otherwise provided for election ballots in Article 8.1.1.

**4.2.3** All Members and guests may partake in any Corporate sponsored activity. See Article 12.2, herein, for the Corporate policy on use of radio repeater stations owned by the Corporation.

## **ARTICLE 5.0: INITIATION AND DUES**

**5.1** There shall be an initiation fee for each new member, according to the class of membership, but the initiation fee shall only be charged once per person. Dues shall be assessed according to the class of membership and shall be prorated according to the number of months left in the fiscal year at the time of a new membership application. The current initiation fee and dues schedule is as shown in Appendix A, hereto.

**5.2** Dues shall be payable annually on or before January 1st. Payments not made by March 1st shall cause automatic termination of membership. Upon termination, membership may be reinstated for any year by payment of full dues (not prorated) for that year only, without a new initiation fee being required. A new membership application form must accompany the reinstatement payment with indication of the reinstatement status of the new application. No dues paid shall be refundable.

## **ARTICLE 6.0; DIRECTORS AND OFFICERS**

**6.1** Any voting Member (see Article 4.2.1) shall be eligible to be a Director or Officer of the Corporation. The Corporation shall have Directors and Officers as follows:

**6.1.1 DIRECTORS:** There shall be twelve Members of the Board of Directors. Ten of the Members shall be elected by the general membership of the Corporation as set forth below and two shall be granted Membership by the Board of Directors as set forth below.

**6.1.2 OFFICERS:** There shall be a President, Vice President, Secretary and Treasurer. All Officers elected to the Board of Directors by the General Membership shall remain members of the Board of Directors for their elected term, upon or after election as an Officer. Officers shall serve such for a term of one year or until replaced.

**6.2 DUTIES:** The duties of the Officers shall be as follows:

**6.2.1 PRESIDENT:** The President shall preside at all meetings of the Corporation Membership and Board of Directors and shall serve as chairman of the Board of Directors. He shall be an ex-officio member of all Corporate Committees. He must sign all authorized contracts in the name of and on behalf of the Corporation. He shall be the Executive Officer of the Corporation and shall have general charge and supervision of Corporate affairs and shall execute such other duties as the Membership or the Board of Directors shall assign to him. Only duly elected Members of the Board of Directors who have at least one year remaining in their term as such are eligible for election to the Office of President.

**6.2.2 VICE PRESIDENT:** In the event of absence or disability of the President or at the request of the President, the Vice President shall perform any and all duties of

the President. Upon the death, permanent disability, removal or resignation of the President, the Vice President shall become President in title and function for the remainder of the unserved term of the President. Only duly elected Members of the Board of Directors who have at least one year remaining in their term as such are eligible for election to the Office of Vice President.

**6.2.3 SECRETARY:** The Secretary shall maintain the minutes of all meetings of the Membership and the Board of Directors. He shall keep all of the records, except fiscal records, of the Corporation and shall issue all notices required by the Articles of Incorporation and bylaws of the Corporation and as may be required by the Board of Directors. The Secretary must be a Member of the Corporation in order to be eligible to be elected to the Office. If the Secretary is elected from that group of Corporate Members who are not Members of the Board of Directors, he becomes a Member of the Board of Directors for the duration of his one year term in office and has voting privileges on the Board of Directors during that term.

**6.2.4 TREASURER:** The Treasurer shall be responsible for and have control of the fiscal matters of the Corporation. He shall endorse on behalf of the Corporation all collections, checks, notes and any other obligations or assets of the Corporation and shall promptly deposit all receipts received for the Corporation in such banks or other depositories as shall be directed by the Board of Directors. He shall maintain all fiscal records of the Corporation and shall make such records available for inspection at all reasonable times to the Board of Directors or to any Member. He shall report on the state of the financial conditions of the Corporation at each meeting of the Board of Directors or the Membership or shall delegate that reporting function to another member. The newly elected Treasurer shall be responsible for generating a Corporate Budget for presentation to the Board of Directors for approval within one month of the time of election of the Treasurer. The Treasurer must be a Member of the Corporation in order to be eligible to be elected to the Office. If the Treasurer is elected from that group of Corporate Members who are not Members of the Board of Directors, he becomes a Member of the Board of Directors for the duration of his one year term in office and has voting privileges on the Board of Directors during that term.

**6.2.6 DIRECTORS:** There shall be twelve Directors making up the Board of Directors. The Board of Directors shall have complete responsibility and authority for the affairs and policies of the Corporation within the limits defined herein and in the Articles of Incorporation.

## **ARTICLE 7.0: TRUSTEES**

Trustee(s) of Corporate owned and operated radio stations shall be appointed by the President as approved by the Board of Directors. The trustee(s) shall have control of the radio station(s) and shall be responsible for the operation thereof according to FCC regulations and accepted operating practices. He (they) shall serve indefinitely until he (they) shall resign or be replaced by the President with approval of the Board of Directors.

## **ARTICLE 8.0; ELECTIONS, VACANCIES AND APPOINTMENTS**

### **8.1 ELECTIONS**

**8.1.1** All elections by the Membership shall be by mail ballot with an option by each

member to cast his ballot in person (see, below.) The only required election is that for Directors. Other elections shall be determined by the Board of Directors. However, all matters involving a change in bylaws, Articles of Incorporation, dues or initiation fee changes, must be submitted to the Membership by means of a mail ballot (See Article 8.1.2, below, for Member recourse as to these election decisions by the Board of Directors.) Election ballots shall be mailed to the members of record not later than twenty (20) days prior to the required date of return. The date of record shall be the thirtieth (30th) day prior to the date required for return of the ballots. The dates of mailing and of return shall be determined by postmark. Such balloting by mail shall constitute a quorum. Ballots may be cast at the election meeting instead of by mail at the option of individual members. (See Article 4.2.1 for voting eligibility.) A simple majority of those voting shall prevail in all matters except for an amendment of these bylaws (including the dues schedule of Appendix A, attached hereto) or an amendment of the Articles of Incorporation wherein a two-thirds majority of those voting shall prevail, but in no case shall the Board of Directors change the method of voting for Directors without amendment of these bylaws.

**8.1.2** The membership may initiate an election on any matter by petition to the board of Directors bearing valid signatures of eight percent (8%) of the eligible Voting Members of record.

**8.1.3.** The Membership shall elect ten (10) Directors. Each such Director shall serve a two year term. Five (5) Directors shall be elected each year with those nominees obtaining the five highest number of votes prevailing. (In the first election after this version of these bylaws is adopted, the Membership shall elect a number of Directors equal to ten minus the number of carry over Directors from the previous year. The five Directors receiving the highest number of votes shall be two-year term Directors, the balance become one-year term Directors. Tie votes shall be resolved by a coin toss.) The election shall be held on a date in November to be determined by the Board of Directors. Nominations shall be made by a nominating committee which shall be appointed by the President, subject to approval by the Board of Directors. Nominations shall be published to the Membership at least ten (10) days prior to the monthly meeting just preceding the election meeting in November. At such preceding meeting, nominations may be made from the floor, duly seconded.

**8.1.4** Officers shall be elected secretly by the newly elected and carry-over Members of the Board of Directors at their initial meeting and the newly elected officers shall serve in those offices for a period of one year. The candidates for Corporate Offices must be selected from among those Members having voting privileges (see Article 4.2.1.) and the candidates for the Offices of President and Vice President shall be current Members of the Board of Directors. Candidates for Secretary and Treasurer need not be Members of the Board of Directors. The election shall take place one office at a time and in the following order President, Vice President, Treasurer and Secretary. No other business shall come before the Board of Directors until after the election of Officers. The Past President shall chair the election portion of the meeting or, if he is not present, the Board of Directors shall choose a temporary Presiding Officer for the purpose of the election of Officers. Nominations shall be made for one Office and then that Officer shall be elected. Then nominations shall be made for the next office, etc. A simple majority shall prevail. If there is no candidate receiving a simple majority, there shall be a runoff between the two candidates receiving the highest number of votes. If there is a tie for second place for the runoff election, the tied candidates shall both rerun with the first place vote getter. The chair may vote if he is also a Board Member. First place ties shall be broken by toss of a coin, absent

a withdrawal by one of the tied candidates.

**8.1.5** (See Article 10.2.4 for voting rules relating to meetings of the Board of Directors.)

## **8.2 VACANCIES**

**8.2.1** A vacancy occurs when an Officer or Director dies, is incapacitated, resigns or is duly removed from office or in the event that the Vice President assumes the Office of President under the terms of Article 6.2.6. or in the event that either the Secretary or Treasurer is elected from within that group comprising the Board of Directors. This means that there shall at all times subsequent to the election of new Officers at the beginning of each fiscal year, be twelve Members of the Board of Directors. Therefore, any vacancies in the Officeships and/or on the Board of Directors shall be filled by appointment of the President subject to the approval of a two-thirds majority of the Board of Directors. The term of the appointment shall be until the position can be filled by a regularly required general Membership election or by the next regular election of Officers by the Board of Directors, whichever applies. No person shall hold two Offices simultaneously.

## **8.3 APPOINTMENTS**

**8.3.1** All Committee Chairmen shall be appointed by the President with the approval of the Board of Directors.

**8.3.2** All Committee members may be appointed by the President without approval of the Board of Directors, but the President has the option of allowing Committee Chairmen to appoint their own Committee members.

**8.3.3** (For vacancies on the Board of Directors of Officers, see Article 8.2.)

**8.3.4** (For appointment of Trustees of Corporate radio stations see Article 7.0.)

**8.3.5** The President shall appoint a Property Manager/Purchasing Agent, subject to approval of the Board of Directors. He shall be an Ex-officio Member of the Board of Directors, without voting rights. The Property Manager/Purchasing Agent shall have complete charge and responsibility for any and all corporate capital equipment and shall determine what comprises such equipment. He shall issue purchase orders for new equipment by authorization of the Board of Directors. He shall keep a complete inventory of such equipment, a record of all loaned equipment including a record of the location of each such equipment, and a record of all sales made under authorization of the Board of Directors. He shall submit a record of all such equipment and sales to the Membership and the Board of Directors at the October meeting of the Membership.

## **ARTICLE 9.0: RESIGNATIONS AND REMOVALS**

### **9.1 RESIGNATIONS**

**9.1.1** All resignations from Membership, officership, Directorship, Committee Chairmanship or Membership, Trusteeship or any other position in the Corporation must be in writing and delivered to a non-resigning Officer of the Corporation. A Secretary or Treasurer, who was not a Member of the Board of Directors at the time

of his election to Office, who should decide to resign from his Office, shall also resign from his position as a Member of the Board of Directors.

## **9.2 REMOVALS**

**9.2.1** Any Member may be removed for good cause shown from any position he may hold in the Corporation, including his Membership

**9.2.1.1** Committee Chairmen and Trustees hold their office by appointment of the President. He may remove them for good cause with approval of a two-thirds majority of the Board of Directors.

**9.2.1.2** Committee Members may be removed by the Committee's Chairman with good cause shown if he appointed the Member to be removed. Otherwise, he may remove the Member with the President's approval.

**9.2.1.3** An Officer of the Corporation may be removed from office, for good cause shown, by eight members of the Board of Directors. The Chairman of the Board of Directors may vote in this instance.

**9.2.1.4** A Director or an Officer of the Corporation may be removed, for good cause shown, by a three-fourths majority of the Membership at a special election called by eight members of the Board of Directors or at an election held under the terms of Article 8.1.2. The three-fourths majority of this Article shall be based on the number of votes cast.

**9.2.1.5** A Member may be removed from Membership in the Corporation, for good cause shown, by a unanimous vote (twelve votes) of the Board of Directors. The Member must be given ample opportunity to argue his case before the Board of Directors at a public hearing. Any other Member(s) may also be heard at such a hearing, such right to be heard shall not be unreasonably denied by the Board of Directors. Notice of the hearing must be published to the membership of record at least twenty days prior to the hearing date.

## **ARTICLE 10.0 MEETINGS**

### **10.1 GENERAL MEETINGS**

**10.1.1** General meetings of the Membership shall be held on a regular basis. Dates, places and times shall be determined by the Board of Directors and shall be published to the Membership not less than thirty days before each such meeting.

**10.1.2** Special Membership meetings may be called by the Board of Directors at any time for any specific purpose. Notice of the time, place and purpose of such a special meeting shall be published to the Membership at least twenty (20) days prior to the meeting date.

**10.1.3** The Corporation may not conduct any official business at any general or special Membership meeting unless there is a quorum in presence equal to eight percent (8%) of the Membership of record at the time of the meeting. No business shall be voted upon at any meeting of the Membership unless notice of the subject matter of that business was in an agenda sent to the Membership of record at least ten days prior to the meeting. The last sentence shall not restrict approval by the Membership of minutes, records and other such general matters presented at any

meeting. Any vote on a business matter properly brought before a general or special meeting of the Membership shall prevail on a simple majority vote of those present at the time of the vote or of those present at the opening of the meeting, whichever is greater, unless otherwise stated herein or unless otherwise stated in the agenda.

**10.1.4** (See Article 8.1.2 for special elections called by the Membership.)

**10.1.5** A written proxy, signed by an eligible Voting Member and stating a vote on a specific matter, shall be honored at a membership meeting if tendered by an eligible Voting Member. A general proxy stating no specific purpose will not be so honored.

## **10.2.0 MEETINGS OF THE BOARD OF DIRECTORS**

**10.2.1** The Board of Directors shall have a scheduled meeting once a month, except in July and December, unless the Board of Directors determines to cancel such meeting more than thirty days prior to such meeting and such information is published to the membership at least twenty days prior to the scheduled date.

**10.2.2** The Board of Directors may have a special meeting at any time. It may be called by the President or by a majority of the Board of Directors with reasonable notice to all members of the Board of Directors.

**10.2.3** Meetings of the Board of Directors are normally open to the Membership. Members may take part in these meetings but have no vote. The President has the power to reasonably restrict debate at meetings of the Board of Directors. The Board of Directors may close any meeting thereof, or any portion thereof, for good cause shown. An example of good cause would be for the purpose of discussion of bids from competitive bidders for real estate owned by the Corporation or other such sensitive matter which if known publicly would put the Corporation at a competitive disadvantage. The Board of Directors must not use this power to close meetings without careful consideration of the balance between the desire and intent to inform its Membership of Corporate activities and sensitivity mentioned, above.

**10.2.4** A quorum of seven (7) shall be required for the Board of Directors to conduct official business. The quorum shall be determined at the opening of the meeting and shall not be destroyed by departure of a Director before adjournment. Except as stated herein, a simple majority vote based on the number present at the opening of a given official meeting or based on the number voting, whichever is greater, shall be required for any issue to prevail and an abstaining vote shall count as a vote for this purpose. The Presiding Officer of an official Board meeting shall not vote except to break a tie or as otherwise specifically allowed herein. In no case shall a matter prevail with less than a total of four votes cast for or against the matter and abstentions shall not count as votes for this purpose. In any matter before the Board of Directors which involves the expenditure of more than two thousand dollars (\$2,000 00) or the approval of an annual budget or the setting of a special election on the authority of the Board of Directors, a two-thirds majority of those present at the opening of the meeting or those present for the vote, whichever is greater, shall be required for passage. Only written proxies will be allowed for the purpose of absentee voting at a Board of Directors meeting. In no case shall a proxy vote be cast on the basis of a generally written proxy, the proxy must be written to specifically cover the matter for which it is to be used and only a duly elected or appointed Board Member may exercise a proxy for another such Member. A proxy may not be used for the purpose of establishing a quorum but may be used to

establish a majority on the issue for which it is written.

## **ARTICLE 11.0: COMMITTEES**

### **11.1 TECHNICAL COMMITTEES**

**11.1.1** The Technical Committee shall oversee all planning, installation and maintenance of the Corporation's radio equipment. All radio repeaters shall be maintained as Corporate stations and all such installations shall be the sole responsibility of the Corporation.

**11.1.2** The Chairman shall be appointed by the President. The Chairman shall appoint committee members, as required, to assist him.

### **11.2 SPECIAL COMMITTEES**

The President, with approval of the Board of Directors, shall appoint Chairmen and, at the President's option, Committee members, to perform ongoing administrative tasks for the Corporation.

## **ARTICLE 12.0 USE OF CORPORATION RADIO REPEATER STATIONS**

### **12.1 EMERGENCY AND PUBLIC SERVICE USES**

The primary usage of the Corporation's repeater stations shall be for emergency and approved public service activities. When in such use, Members and others not participating in such use shall allow special courtesy to those operators so involved. In such cases of emergency, normal usage of the repeaters can and should be curtailed to allow maximization of effectivity for the solution of the emergency. Emergency services shall take priority over all other usage of the repeaters.

### **12.2 PURPOSE AND USE PRIVILEGES**

Corporate radio repeaters are intended primarily for use by Members of the Corporation, however they are open to use by all FCC licensed Amateur Radio Operators holding a license allowing operation on the frequency and mode provided for by the particular repeater in use. Operation of Corporate radio repeaters are, at all times, to be in compliance with all laws and regulations which may apply to such use and shall be in accordance with high standards of Amateur Radio operating practices and in accordance with rules for such operation as shall be set from time to time by the Corporation.

## **ARTICLE 13.0: AMENDMENT OF THESE BYLAWS**

**13.1** Any Member may request amendment of these bylaws.

**13.1.1** The request may be submitted in writing to an Officer of the Corporation. The President shall instruct a Bylaws Committee to review the proposed amendment. If the Committee approves of the amendment as submitted, it shall pass it to the Board of Directors. If the Committee does not approve the proposed amendment, it shall attempt to negotiate suitable changes therein with the author so that the Committee can approve the amendment and forward it to the Board of Directors. Absent its

approval of the proposed amendment, the Committee shall pass the amendment to the Board of Directors with a negative recommendation.

**13.1.2** The Board of Directors shall consider all proposed amendments received from the Bylaws Committee together with the Committee's recommendation and then attach its own recommendation thereto. The proposed amendment shall be published to the Membership, not less than sixty days prior to the due date for ballots in the next election for Directors. Members may debate the merits of the amendment at any general meeting prior to that election meeting.

**13.1.3** Subsequent to the publication of the proposed amendment, it shall be placed on the ballot for the next election for Directors. No special election shall be called for a proposed amendment except under the provisions of Article 8.1.2, herein, or by a positive vote therefor by no less than eight Members of the Board of Directors.

**13.1.4** A two-thirds majority of those voting shall be required to pass an amendment to these bylaws

## **ARTICLE 14.0; GENERAL**

**14.1** Wherever herein the male gender is used, it shall be understood that either gender is intended.

**14.2** The Article and sub-Article titles used herein are for convenience of the reader and are not to be construed to have any particular legal meaning.

**14.3** These bylaws are severable; any such bylaw which is or is found to be in conflict with any applicable law or regulation shall be rendered ineffective, but all others of these bylaws shall continue to be of full force and effect thereafter insofar as they are not in such conflict.

**14.4** Robert's Rules of Order shall serve as the parliamentary authority for the Corporation, in any meeting sanctioned thereby, for all rules and procedures not covered by these bylaws. In any case the provisions of these bylaws and the Articles of Incorporation shall prevail in case of any conflict of rules. In case of a conflict between the Articles of Incorporation and any other rule, the Articles of Incorporation shall prevail.

**14.5** When Article number is referenced herein, it shall be deemed to refer to that number and to all sub-Article numbers thereunder.

**APPENDIX A**

MEMBERSHIP CLASS	INITIATION FEE	ANNUAL DUES
REGULAR	\$10.00	\$18.00
FAMILY	00.00	\$9.00
ASSOCIATE	\$10.00	\$9.00
STUDENT	*00.00	\$18.00
INACTIVE	(non-applicable)	00.00
LIFE	**	**
HONORARY LIFE	00.00	00.00

\* Initiation fee shall be payable at the termination of student status so that Student Membership may be converted to Membership class applied for at that time.

\*\* Ten times REGULAR annual dues, currently \$180.00, plus Initiation Fee of \$10.00, if not previously paid. No further dues payable once Life Member status is granted. A Family Member shall pay one-half this amount.

ARIZONA REPEATER ASSOCIATION  
PO Box 35758  
Phoenix, Arizona 83069-5758

These Articles of Incorporation and Bylaws, complete with revisions, have been produced on Microsoft Word by Howard Kemper, W7FVZ, on April 5, 1995.

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This document converted to electronic file by Virgil Silhanek, K7VZ, July 2014.