

**BYLAWS OF**  
**TERAC, Inc.**  
**(TEchnology Radio Amateur Club)**  
**Adopted November 12, 2015**

**ARTICLE I**

**MEMBERSHIP**

- 1.1 Three categories of membership are hereby established in TERAC, Inc., hereafter called, "The Club", and defined as follows: Full Membership, Associate Membership, and Special Membership.
- 1.2 Full Membership may be granted to individuals who hold a currently valid amateur radio license. Only Full Members are granted voting privileges.
- 1.3 Associate Membership may be granted to individuals who do not hold a currently valid amateur radio license.
- 1.4 Special Membership and privileges thereof may be granted by specific action and vote of the Board of Directors
- 1.5 Membership is contingent upon payment of dues, and is in effect for the remainder of the calendar year.
- 1.6 Any member may be removed by a three-fourths (3/4) vote of the Full Members present and voting at a duly-called meeting of the membership.

**ARTICLE II**

**OFFICERS**

- 2.1 The Officers of The Club shall consist of a President, Vice-President, Communications Director, Secretary, and Treasurer.
- 2.2 The qualification of these offices shall be as follows: President, Vice-President, Communications Director, Secretary, and Treasurer shall be Full Members of The Club.
- 2.3 The term of office for all Officers shall be one (1) calendar year from June 1 to May 31 of the following year. The term of all Officers serving at the time the changes to the Bylaws were adopted in 2015 shall be extended and shall expire on May 31, 2016, at which time the term of office for all Officers shall be one (1) calendar year from June 1 to May 31 of the following year.

- 2.4 Election of officers shall be by majority vote of the Full Members present and voting at the duly-called Annual Meeting.
- 2.5 Vacancies occurring between regular elections must be filled at the next duly-called General Membership Meeting.
- 2.6 Any Officer may be removed by a three-fourths (3/4) vote of the Full Members present and voting at a duly-called meeting of the membership.

## **ARTICLE III**

### **DIRECTORS**

- 3.1 There shall be a Board of Directors, consisting of not fewer than five (5) and not more than seven (7) members elected from the Full Members of The Club. The composition of the Board of Directors shall be as follows: President, Vice-President, Communications Director, Station Trustee, Secretary, and Treasurer; and at least one other Director as deemed necessary.
- 3.2 The term of office for all Directors shall be one (1) calendar year, except for the Station Trustee whose term shall end at the conclusion of the last year ending at least 60 days prior to the expiration of the club station license.
- 3.3 Election of Directors shall be by majority vote of the Full Members present and voting at the duly-called Annual Meeting. The Station Trustee shall be elected at the duly-called Annual Meeting held at the end of the concluding year of his or her term as defined in 3.2.
- 3.4 Vacancies occurring between regular elections must be filled at the next duly-called General Membership Meeting.
- 3.5 Any Director may be removed by a three-fourths (3/4) vote of the Full Members present and voting at a duly-called meeting of the membership.
- 3.6 Should the Station Trustee be elected to an office, an additional Director shall be elected.
- 3.7 The Board of Directors and Officers of The Club shall constitute the Executive Committee.
- 3.8 Meetings of the Executive Committee shall be open to the attendance of all members, in an advisory role, without vote.
- 3.9 Minutes shall be taken at all meetings of the Executive Committee and shall be reported to the members of The Club at the next duly-called meeting of the membership.
- 3.10 Decisions of the Executive Committee may be reversed or vetoed at a duly-called meeting of the membership by a majority vote of the Full Members present and voting. No financial penalty shall be incurred by any Executive Committee member resulting from this provision.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

- 4.1** The President shall preside at all meetings of The Club and Executive Committee and shall conduct same according to the rules adopted. The President shall enforce due observance of the Articles of Incorporation and the Bylaws, decide all questions of order, and perform all customary duties pertaining to the office of President. The President may delegate the duty of presiding at meetings to one of the other Officers in the event both the President and the Vice-President are prevented from presiding. The President shall have the responsibility for planning all duly-called meetings of the membership. At the expiration of the President's term of office, he shall turn over to his or her successor all items pertaining to his or her office except as Specified in **4.8**.
- 4.2** The Vice-President shall assume all the duties of the president in the President's absence. In addition, the Vice-President shall have responsibility for public relations and publicity for The Club. This shall include maintaining contacts with the local news media. News-worthy club activities shall be documented in a suitable form and distributed to the news media. A copy shall be given to the Secretary for inclusion in The Club's historical files. At the expiration of the Vice-President's term of office, he shall turn over to his or her Successor all items pertaining to his or her office except as specified in **4.8**.
- 4.3** The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, process membership applications, turn over all monies received to the Treasurer, carry on correspondence, make available to club members all communications, and give notice of all duly-called meetings of the membership in accordance with State Law. The Secretary shall be responsible for maintaining the central file of The Club containing all documents of present interest and those documents from prior years as may be deemed of historical, legal, or technical interest. At the expiration of the Secretary's term of office, he shall turn over to his or her successor all items pertaining to his or her office except as specified in **4.8**.
- 4.4** The Treasurer shall receive and receipt for all monies paid to The Club. He shall keep an accurate account of all monies received and expended. He shall pay no bills without authorization of the Board of Directors except as noted in **5.1**. At the Annual Meeting, the Treasurer shall submit an itemized statement of the Club's financial position and a tentative budget for the coming year (see also Article VII, Section 7.2). At the expiration of the Treasurer's term, he shall submit his records for audit, and turn over to his or her successor all items pertaining to his or her office except as specified in **4.8**.
- 4.5** The Communications Director shall handle club communications, such as, but not limited to, maintaining and updating the club website, club email communications, and public relations communications. At the expiration of the Communications Director's term of office, he shall turn over to his successor all items pertaining to his or her office except as specified in **4.8**.
- 4.6** [Removed]
- 4.7** Officers may appoint assistants with prior Board approval.
- 4.8** Copies of documents may be retained for legal protection and historical purposes.

## **ARTICLE V**

### **DUTIES OF DIRECTORS**

- 5.1** All business of The Club, except for the election or removal of Officers or Directors, removal of Members, amendments to the Articles of Incorporation and the Bylaws, or decisions affecting the membership of The Club in matters of dues, may be carried on by the Executive Committee. The Executive Committee shall have authority to manage routine financial affairs of The Club, but capital expenditures that exceed five hundred dollars (\$500) must have prior approval by the membership. Use of The Club's assets for purposes of gifts or donations in any amount, except meal honorariums, must be voted by the Full Members present and voting at a duly-called meeting of the membership. Political contributions shall require seven (7) to fifty (50) days advance notice to the membership before coming to a vote.
- 5.2** Directors are expected to attend the meetings of the executive Committee, and duly-called meetings of the membership. They shall guide the efforts and activities of The Club in keeping with its purposes as outlined in the Articles of Incorporation and the Bylaws.
- 5.3** The Station Trustee shall assure the continuance, without lapses, of the Club Station License through proper and timely renewal and revision of the Station License. The Station Trustee must also assure the continuance of his or her own personal amateur license, and meet all FCC requirements to be a Station Trustee. The Station Trustee shall assure that all activities such as station operation, operation of a repeater, or any other activity involving the Club Station License and/or call sign be in strict compliance with FCC regulations. He or she shall regulate the use of club property and supervise its storage. He or she shall report at the Annual Meeting any changes in the inventory of club property during the year and shall upon leaving his or her office, turn over to his or her successor all items pertaining thereto, except as specified in **4.8**.
- 5.4** The Board of Directors shall annually appoint a Nominations Chairman who shall secure a slate of proposed Officers and Directors, duly-qualified and willing to serve, to be presented at the next Annual Meeting for election.
- 5.5** Directors may appoint assistants with prior board approval.

## **ARTICLE VI**

### **MEETINGS**

- 6.1** General Meetings of the membership may be called by any Director.
- 6.2** There shall be an Annual Meeting of the membership, the date and time of which shall be decided by the Executive Committee. Such meeting shall always be in April or May. Written notice of the Annual Meeting shall be sent to the members of The Club seven (7) to fifty (50) days prior to the Meeting.
- 6.3** A duly-called meeting of the membership shall be defined as one occurring at a time and place which has been communicated to the members as customary or for which notice has been given to the members seven (7) to fifty (50) days in advance of the meeting. The minimum number of Full Members necessary to do business shall be the lesser of 50 percent of the Full Members or seven (7) members, at least three (3) of whom are Directors. Business conducted at any duly-called meeting of the membership may be done by majority vote of the Full Members present and voting.

- 6.4 Routine business affairs of The Club shall be conducted at Executive Committee Meetings, which may be called by any Director. A quorum of the Executive Committee shall be five (5) Directors. Decisions in Executive Session shall require a simple majority.
- 6.5 The Executive Committee shall meet as often as required to transact business for The Club, within the restrictions of 5.1, to keep the business portion of General Membership meetings as brief as possible.

## **ARTICLE VII**

### **DUES**

- 7.1 General Dues in The Club shall be due and payable on January 1 of each year, and the membership shall be valid through December 31 of the same year. A member shall have a thirty (30) day grace period to pay dues.
- 7.2 The appropriate dues for the calendar year following the Annual Meeting shall be recommended by the Treasurer at the Annual Meeting in the context of his or her tentative budget and shall be submitted for ratification by the Full Members present and voting at the Annual Meeting. Any ratified dues shall become effective from January 1 to December 31 of the calendar year following the annual meeting.

## **ARTICLE VIII**

### **AMENDMENTS**

- 8.1 The Articles of Incorporation and the Bylaws may be amended at any duly-called meeting of the membership by a two-thirds (2/3) vote of the Full Members voting. Proposals of amendments shall be submitted in writing and distributed to members at least thirty (30) days in advance of the meeting at which voting is to take place.
- 8.2 Voting on amendments may be done in person or by absentee ballot.

## **ARTICLE IX**

### **VOTING**

- 9.1 Voting on the removal of Members, Officers, or Directors shall be by secret ballot of Full Members present and voting.
- 9.2 An absentee ballot is the responsibility of the voting member. The signed absentee ballot must be received by the Secretary prior to the meeting at which voting is to take place.

## **ARTICLE X**

### **ACTIVITIES**

- 10.1** A club activity shall be defined as any preplanned commitment of The Club's resources or those of its members towards a goal which is to be accomplished in the name of The Club, and with respect to which The Club could be held Legal Agent.
- 10.2** All club activities shall require approval by majority vote of the Board of Directors or of the Full Members present and voting at a duly-called meeting prior to the time of the activity.
- 10.3** Emergency actions and mobilization, although done in the name of The Club, are specifically exempt from prior vote. They shall be presumed to be club activities and to be part of the basis and purpose of The Club to which members subscribe.

## **ARTICLE XI**

### **RULES**

- 11.1** Roberts Rules of Order (rev.) shall govern all proceedings of The Club.
- 11.2** Any use of the Club call sign requires prior approval of the Station Trustee.