

FUN MACHINE LINKED REPEATER SYSTEM

CONSTITUTION AND BYLAWS

Drafted March 6, 2019

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur repeater operation, constitute ourselves the Fun Machine Linked Repeater System, and enact this constitution as our governing law.

Article I. Name

This Club shall be known as the Fun Machine Linked Repeater System, or FMLRS.

Article II. Purpose

Section I. To further the technical & mechanical operations of FMLRS linked repeaters and its affiliates.

Section II. To provide financial support for a regional linked repeater system, and to maintain said repeaters for open use by all FMLRS members and other properly licensed amateurs and visitors to the area of coverage.

Section III. To provide support and encouragement for new modes and methods of repeater operations, as interest and association finances allow experimentation in such areas.

Section IV. To foster emergency preparedness among amateur radio operators in Southern Colorado by establishing and maintaining amateur radio repeaters for use in the Skywarn spotting network for the National Weather Service as well as cooperative emergency preparedness efforts with local, state and federal emergency service and disaster.

Section V. To promote social activity among its members

Section VI. To promote the interest of amateur radio in the community.

Article III. Membership

All persons interested in FM amateur radio communications shall be eligible for membership. Membership shall be by application and election upon such terms as the club and its bylaws shall provide.

Section I. Membership Tiers

Member: Any licensed amateur that chooses to support the system with a free membership. Donations are always appreciated but not required.

Affiliate: Any repeater owner who chooses to part time link a repeater to the system. The repeater would have the sponsor call sign and the sponsor coordination.

Repeater Owner: Any repeater owner who chooses to permanently link their repeater to the system. The repeater can have either the sponsor call/coordination or the club call/coordination.

Club Affiliate: An affiliation between the Fun Machine Linked Repeater System and another club in order to collaborate, build, create and participate in projects and activities which are in the best interest in both groups.

Section II. Membership Dues

No dues are required and use of the system is open regardless of membership.

3.01 No Membership Classes The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises. 3.02 Non-Voting Affiliates The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, by majority vote, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's written consent. At the discretion of the board of directors, Page 2 of 18 SANDARC, Inc. Corporate Bylaws EIN 23-7093258 affiliates may be given endorsement, recognition and media coverage at fund raising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

Article IV. Meetings

Section I. Annual Business Meetings

An annual business meeting shall be held and this shall be the meeting at which officers of FMLRS shall be elected. This can be an online meeting.

Section II. Regular Meetings

Regular meetings have been deemed unnecessary, therefore only the Annual and Special meetings are relevant.

Section III. Special Meetings

Special meetings may be called by the President or upon written request of one-fifth of the membership of the Association. Only such business as is designated in the notice shall be considered at the meeting. Notices of meetings shall be sent to the members via email, giving the place, date and time of meeting in no later than 5 days before meeting is needed. Special circumstances may involve an emergency to approve funds for emergency repeater repairs.

Section IV. Voting Members

Section V. Quorum

At all regular meetings, Special Meetings and the annual business meeting, one-fourth of the membership shall constitute a quorum for the transaction of business.

Article V. Officers

Section I. The officers of this club shall be President, Vice President, Secretary & Treasurer

Section II. Duties

The duties and powers of the officers shall be such as implied by their respective titles, more specifically as follows:

A. President – The President shall preside at the meetings of the club and of the Board of Directors, and shall be an ex officio member of all committees and have general supervision of the affairs of the Association.

B. Vice President – In the absence of the President, for any cause whatsoever, the Vice President shall automatically assume the responsibilities of the President, or shall perform such duties as may be delegated by the President.

C. Secretary –The Secretary shall:

- i. Present all applications for membership.
- ii. In conjunction with the Treasurer, keep an accurate list of the membership of the Association with the address of each member.
- iii. Remove from the list all delinquent members.
- iv. Notify all applicants for membership of their election or rejection.
- v. Carry on the general correspondence of the Association.
- vi. Keep the minutes of all meetings of the Association and the Board of Directors.
- vii. Present a written report at the annual business meeting.
- viii In the absence of the President and the Vice President, the Secretary shall automatically assume responsibility of the President; or shall perform such duties as may be delegated by the President.

D. Treasurer – The Treasurer shall:

- i. Collect all dues/donations.
- ii. Pay all bills after proper authorization by the Board of Directors.

- iii. Keep a record of all funds received and expended.
- iv. Give a financial report at each Board of Directors meeting if requested.
- v. Submit an itemized statement and all books for auditing at the annual business meetings.
- vi. At the expiration of his term, turn over all Association records to his successor.
- vii. In the absence of the President, the vice-president and Secretary, the Treasurer shall automatically assume responsibility of the President, or shall perform such duties as may be delegated by the President.
- viii. In conjunction with the Secretary, the Treasurer shall maintain a list of Members by name and address.

Article VI. Board of Directors

Section I. Number of Directors

The Board of Directors shall be comprised of eight members, including: the four elected officers of FMLRS. Four additional elected representatives, each of whom shall carry the title of Director; shall be elected for their knowledge and expertise to oversee club activities.

Section II. Candidates

Candidates for office may be nominated by petitions signed by five or more members provided that such petitions be filed with the Secretary before balloting starts at the annual business meeting. In addition, the Board of Directors shall appoint a nominating committee who shall nominate one candidate for each office.

Section III. Term of Office

All officers and the four elected Directors shall be elected by ballot at the annual business meeting, provided there is a quorum, and shall continue in office for one year to coincide with the club year, or until such time as they may be replaced by duly elected successors.

Section IV. Vacancies

Vacancies occurring between the elections shall be filled by special appointment from the BOD at the first regular meeting following the official announcement of such vacancy.

Section V. Removal of Officers

Officers may be removed only by a vote of three-fourths of the members present at an annual or special meeting of FMLRS.

Section VI. Powers

The Board of Directors shall have power to:

- a. Manage the affairs of FMLRS to plan and promote measures for its growth.

b. Transact the business of FMLRS in the interim between meetings and report the same at the next meeting.

c. Provide for the auditing of the Treasurer's books.

Section VII. Meetings

Meetings of the Board of Directors shall be held as often as required, at the discretion of the President.

Section VIII. Quorum

Five members of the Board of Directors shall constitute a quorum at all meetings thereof.

Article VII. Committees

Section I.

The Board of Directors shall establish and shall be responsible for the performance of such standing committees as are deemed necessary for the proper operation of FMLRS. They shall normally include:

a. Technical Committee.

b. Public Relations Committee

c. Education/Licensee Committee.

d. Emergency Communications Committee.

Section II. Duties

- a. Technical Committee – The Tech Committee is the most important branch of FMLRS. This is the body of people that will be responsible for maintenance of repeater systems and behind the scenes networking and repeater interfaces.
- b. Public Relations Committee - duties
- c. Education/Licensee Committee - duties
- d. Emergency Communications Committee - duties

Article VIII. Order of Business

The order of business at the Annual business meeting shall be:

a. Call to order.

b. Roll call (which shall normally be taken in writing)

c. Reading of Minutes

d. Annual Report of Secretary.

- e. Annual Report of Treasurer.
- f. Annual Reports of Standing Committees.
- g. Business
- h. Election of Officers.
- i. Adjournment

Article IX. Funds

Section I.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

Section II. Dissolution

Upon termination or dissolution of the Fun Machine Linked Repeater System, any assets lawfully available for distribution shall be distributed to RMHAM, a non-profit charity described in Section 501(c)(3). The distribution of those assets are under the condition that they be used solely to support the function of the RMHAM Microwave or Repeater Network.

Article X. Parliamentary Authority

The rules of parliamentary procedure contained in Robert's Rules of Order shall be the authority of all meetings of this Association and of the Board of Directors, subject to any special rules which may be adopted at the time.

Article XI. Fiscal Year

The fiscal year shall be from April 1st to April 1st of the following year.

Article XII. Amendments

