

BYLAWS OF THE DELAWARE VALLEY RADIO ASSOCIATION, INC.

ARTICLE I

SECTION I: Basic disclosure for the requirements for membership is set forth in the Corporation Charter and Constitution. Additional requirements for and categories of membership may be set forth in the Bylaws, as provided in the Charter.

SECTION II: Application for membership in the Delaware Valley Radio Association, Inc., hereinafter called the DVRA, Corporation or Association, shall be made in writing to the Board of Directors on a form prescribed by them.

The Director of Membership shall review all applications to ensure that the applicants hold a valid amateur radio license as per Section III of the DVRA Constitution, have properly completed the application form, and have included their first year's dues payment, with certain exceptions as per Article I, Section VII.

Upon completion of these steps, the Director of Membership shall notify the Executive Committee of the acceptance of each new member.

The Director of Membership shall present new members to the membership at the next general meeting of the Association.

SECTION III: Any member's membership may be rescinded by the Board of Directors if, after review to which the said member is invited and allowed to address concerns, the conduct of the member is found gravely detrimental to the stated purposes of the DVRA, or actions are found to be detrimental to the Corporation. The results of any such action by the Board of Directors will be announced to the membership through proper communication methods.

SECTION IV: Full membership and voting privileges shall be granted only to those possessing a valid amateur radio operator's license issued by the

Federal Communications Commission. Those without a valid license may be conferred associate membership having no voting privilege.

SECTION V: Provided that a member is without sight or otherwise disabled or is unable to provide for his own welfare or is confronted with a hardship, the Board of Directors may waive membership dues on a yearly basis. Members of the immediate family living at the same address qualify for a reduced rate and questionable situations can be decided by the board of directors. Eligibility for the special family rate shall cease upon the resignation, termination or death of the original member.

SECTION VI: The Director of Membership of the Association shall notify members not less than thirty days in advance of the expiration of their membership. Members whose dues are more than sixty days in arrears shall be deemed to have resigned their membership without further action.

SECTION VII: From time to time the Board of Directors shall review and make recommendations, subject to the approval of the membership at a regular meeting, for revised dues rates for all membership categories. Notice of such revisions shall be communicated to membership at least 30 days before the meeting.

ARTICLE II

SECTION I: Regular monthly membership meetings of the DVRA shall be held. The day, time and location shall be selected by the Board of Directors and announced in advance through proper communication channels to members. Monthly meetings of the Directors shall be set by the President and are open to observation by any current member (within guidelines of location's seating capacity). Special meetings of the Association or Directors may be called by the President at any time.

SECTION II: Minutes of all meetings shall be provided to the membership through appropriate communication channels and available online. When temporary governmental regulations or environmental conditions prevent in person meetings, teleconferencing may be employed.

SECTION III: A quorum of at least one fifth (1/5) of the total voting membership present in person or proxy is necessary to enact any legislation, with the exceptions provided in the corporate charter.

ARTICLE III

SECTION I: The elected officers of the DVRA shall be the President, Vice President, Secretary and Treasurer. These shall constitute the Executive Committee.

SECTION II: The elected officers shall be chosen from the current roster of members in good standing. A Nominating Committee shall be appointed each October by the President. The Nominating Committee shall submit its recommendations to the members at the November meeting. Other nominations may be made at this meeting by the voting membership from the floor. A majority vote of those members in attendance at the December meeting shall be taken to elect the Officers. An Officer's term shall commence at the January meeting. The office of President shall be limited to no more than two consecutive terms.

SECTION III: The Executive Committee, the immediate Past President and the following Directors appointed by the Executive Committee shall constitute the Board of Directors:

- Director of Radio Station
- Director of Web Services
- Director of Repeater Operations
- Director of Special Events
- Director of Physical Plant
- Program Director
- Director of Training & Examinations
- Public Information Officer
- Director of Membership

The appointed Directors shall be nominated by the President each January and presented for approval to the remainder of the Executive Committee.

Each Director shall have the ability to assign an Assistant Director, who is a non-voting member unless the Director is absent, and they will act as the Director's proxy.

SECTION IV: The Executive Committee may appoint a member or committee from the general membership, including the Executive Committee and Board of Directors, to assist in non-administrative duties or special club functions. Examples of such positions are ARRL club liaison, bylaws committee, etc. Any such appointment is not to be construed as part of the Executive Committee or Board of Directors, voting privileges in board matters are not permitted.

SECTION V: The Executive Committee shall appoint a member to have signatory power for club accounts in the absence or inability of the treasurer to perform appropriate duties.

ARTICLE IV

SECTION I: The President shall preside at all meetings of the DVRA and shall be chairman of the Executive Committee and the Board of Directors. The President shall be an ex officio member of all boards and committees except the Nominating Committee and the Audit Committee. The President shall be the spokesman for the Association and shall assume the legal responsibilities nominal to the corporate office.

SECTION II: The Vice President shall assume the office and duties of the president in the president's absence, and perform other duties delegated by the president. The Vice President shall co-work with and help coordinate the other directors in expediting Association matters.

SECTION III: The Secretary shall record, make available and store minutes of all meetings, prepare and mail legal notices, sign, file and safeguard documents as may be required. The Secretary shall be responsible for maintaining affiliation with the ARRL and make available the attendance log at each monthly meeting.

SECTION IV: The Treasurer shall receive and deposit all monies in the corporation's bank accounts, issue checks and disbursements as directed by the Board of Directors, prepare and maintain current books of account, and execute and file documents as required by law. All duties may be assumed by an Assistant Treasurer in the absence of the Treasurer, including signatory power.

SECTION V: The Director of Radio Station shall oversee all DVRA club station communication activities, promote emergency preparedness and good operating procedure among Association members. The Director of Radio Station shall coordinate an equipment preventive maintenance program and repairs of all non-repeater related equipment with the directors of physical plant and others as each may delegate. The Director of Radio Station shall be responsible for providing and maintaining a Station Manual describing all procedures for safe operation of the equipment by members including rules for obtaining key access to the station. The Station Manual is subject to the approval of the Board of Directors. The Director of Radio Station shall ensure that all members receive instruction in correct operation of Association equipment, as may be necessary and shall ensure that the club station is open to members and visitors on a published scheduled basis.

SECTION VI: The Director of Repeater Operations shall maintain and coordinate repair for all repeater systems, appoint an adequate number of control operators. and shall ensure that members receive instruction in correct operation of the repeater systems. The Director of Repeater Operations will be responsible for submitting/updating all repeater registrations to be filed with the presiding frequency coordinating group.

SECTION VII: The Director of Physical Plant shall be custodian of property and shall oversee and direct the physical plant and grounds of the DVRA. The Director of Physical Plant shall maintain a current file of Association property: their location, acquisition cost and condition, and shall ensure that necessary repairs and facility maintenance are done and will work with the Director of Radio Station and Director of Repeater Operations.

SECTION VIII: The Public Information Officer shall act as liaison with the media and general public, and coordinate publicity for the Association. Whenever possible, the PIO will coordinate with similar local ARRL publicity efforts.

SECTION IX: The Immediate Past President shall make available their advice and experience in guiding the Board of Directors.

SECTION X: The Program Director shall plan and provide for speakers or entertainers for regular meetings.

SECTION XI: The Director of Training and Examinations shall provide the necessary classes and training to enable those interested in amateur radio to become licensed operators or to upgrade to a higher-class license. The Director shall also be responsible for making available regularly scheduled examinations for those wishing to upgrade, as provided by the Volunteer Examiners program of the American Radio Relay League.

SECTION XII: The Director of Membership shall be responsible for maintaining an accurate roster of the club members, distribution of name tags and shall provide the Treasurer with information needed regarding expiration of memberships. A current roster shall be made available on the website accessible by membership. The Director of Membership will also provide information about the organization and distribute orientation materials to each new member and is responsible for new member recruitment.

SECTION XIII: The Director of Web Services shall be responsible for the club webpage and related internet matters.

SECTION XIV: The Director of Special Events shall be responsible for coordinating all special events such as public service activities, Field Day, emergency communications, etc.

ARTICLE V

SECTION I: The Board of Directors shall execute routine matters of business administration for the Association, execute legal and financial papers as required by law, and help coordinate and channel the needs and aspirations of the membership to promote efficient operation and growth of the Association.

They shall review applications for membership, meet on a regular basis at the discretion of the president, and report abstracts of their transactions at regular monthly meetings. Meetings of the Board of Directors shall require a quorum of at least two-thirds of the Board members to enact any legislation.

SECTION II: Each member of the Board shall have one vote when considering matters before the Board.

SECTION III: Any Director or elected Officer may by written instrument resign his position.

SECTION IV: Any Director may by appropriate instrument, upon mutual consent of involved parties, delegate part of his responsibilities (but not their vote) to others, including other Directors, for such periods and subject to such conditions as the delegating Director shall determine, to ensure optimum implementation and discharge of their duties.

SECTION V: A member of the Board of Directors may be removed from office by vote of the Executive Committee. A member of the Executive Committee may be removed from office upon recommendation of the Board of Directors and approval of the membership.

SECTION VI: In the event of a vacancy on the Board of Directors, a replacement shall be nominated by the President and approved by the remainder of the Executive Committee.

SECTION VII: In the event of a vacancy on the Executive Committee, the Board of Directors shall fill the vacancy subject to the approval of the membership.

ARTICLE VI

SECTION I: The current edition of Robert's Rules of Order shall prevail whenever question(s) of parliamentary procedure may arise at any meeting of this Corporation.

ARTICLE VII

SECTION I: This Corporation shall not engage in or exercise powers beyond those authorized in its Certificate of Incorporation, Constitution and Bylaws and other resolutions defining conduct of business, nor beyond those authorized in Title 15 of the N.J.S. and section 501(c)(3) of the Internal Revenue Code of 1986, and amendments thereto and supplements thereof.

ARTICLE VIII

SECTION I: No person shall be eligible for election to the Executive Committee unless they have reached the age of majority, as may be required by state or federal law, to enable them to discharge the legal responsibilities of the office.

ARTICLE IX

SECTION I: In accordance with Article III, Section IV of these Bylaws, the Executive Committee shall appoint an Audit Committee of three members, who are not officers or directors, at the end of each fiscal year, which shall be the calendar year. The Audit Committee shall work with the Treasurer to audit the books of account of this Corporation. This committee shall present a report of their findings to the Board of Directors which shall be filed with the corporate records and minutes of that meeting.

ARTICLE X

SECTION I: The Delaware Valley Radio Association, Inc. has maintained active affiliation with the American Radio Relay League (ARRL) since 1931 to assist this Association in carrying out its primary aims and objectives as stated in the Certificate of Incorporation. To this end, the DVRA will maintain its affiliation with the American Radio Relay League. An annual club report will be filed by the club's Secretary in accordance with ARRL policy.

ARTICLE XI

SECTION I: Members with voting privileges are permitted to vote by proxy in the manner and subject to the conditions enumerated herein. Proxies in writing directly generated by members entitled to vote, shall be accepted by the secretary of a given meeting. Proxies may be delivered to the Secretary by hand or via mail and may be delivered electronically. The intent is to permit members to be represented when, for non-frivolous reasons such as illness, commitments to work, church or family, they are unable to personally cast the vote to which they are entitled. This intent is not to be construed as encouragement of absenteeism and/or inactivity, or abuse of this provision to vote by proxy by members who have demonstrated inactivity, to override the wishes of that majority, which is active, working and demonstrating concern for and within this Association.

SECTION II: The format of proxies may be prescribed by the Board of Directors. However, proxies minimally shall contain: identification of the question(s) upon which vote is being taken; the actual statement of vote " for " or " against " the question(s); the date(s) for which the ballot shall be valid; name and amateur radio callsign of the member so voting.

SECTION III: As herewith stipulated, each voting member is entitled to one vote, Therefore, although the proxy may be transmitted or delivered by another member to the Secretary of a given meeting, any member's vote (and therefore proxy) cannot be transferred, assigned or otherwise left to the discretion of another voting member.

SECTION IV: The Secretary of the meeting shall be responsible for filing and counting proxies during or before the vote to which the proxies are addressed and shall include such proxies in corporate minutes.

ARTICLE XII

SECTION I: In accordance with Article III, Section IV of these Bylaws, the Executive Committee may appoint, as needed, a committee to amend the Bylaws, Constitution or Certificate of Incorporation of the Delaware Valley Radio Association.

SECTION II: Amendments to the Bylaws shall be communicated to the membership at least 30 days prior to the general membership meeting at which the proposed alteration is to be voted upon. A two-thirds (2/3) majority vote of those members in attendance and their proxies shall be required to adopt the amendment.

For the Bylaws Committee
Rich Freedman, N2EHL

These Bylaws duly adopted by the membership of the Delaware Valley Radio Association, Inc. on October 9, 2024