

**BY-LAWS
OF THE
AMATEUR RADIO ASSOCIATION OF THE SOUTHERN TIER, INC.**

(Revision date: July 17, 2014)

ARTICLE ONE

NAME, PURPOSE and LEGAL STATUS

SECTION 1: NAME

The name of the corporation is **AMATEUR RADIO ASSOCIATION OF THE SOUTHERN TIER, INC.** (hereinafter 'ARAST') and its principal office shall be located in Chemung County, New York.

SECTION 2: PURPOSE

The purpose of ARAST is to provide a corporate organization to promote and maintain cooperation among its members in the promotion, education, and enjoyment of amateur radio; to further the interest of amateur radio in the local community; to sponsor amateur radio related educational and testing activities; to provide training for emergency communications; provide communication for the local community when necessary or as convenient; and to undertake fund raising activities as necessary to support the work of the corporation.

SECTION 3: LEGAL STATUS

ARAST is a Not-For-Profit Corporation organized under the Laws of the State of New York. The corporation, nor any member acting for the corporation, shall not engage in any activities contrary to the rules established for Not-For-Profit organizations by any jurisdiction in which it operates.

ARAST will not discriminate against any member, associate member or the general public because of race, color, religion, sex, sexual orientation, marital status, or national origin.

SECTION 4: MAILING ADDRESS

The official mailing address for the Corporation shall be P.O. Box 614, Horseheads, NY 14845-0614.

ARTICLE TWO

GENERAL MEMBERSHIP

SECTION ONE: MEMBERSHIP

All persons interested in amateur radio shall be eligible for membership, provided, however, that at least 75% of the membership holds validly issued amateur radio licenses, excluding associate members.

SECTION TWO: ARRL AFFILIATION

ARAST will attempt to maintain an affiliation with the American Radio Relay League.

SECTION THREE: TYPES OF MEMBERSHIP

There shall be six types of membership, namely:

Retired:

A retired member shall be a licensed amateur who has retired from his/her full-time employment. There is no minimum age requirement for this level so as to allow non-working, handicapped and disabled members under this category.

Individual:

Individual membership shall be for an individual holding a valid amateur license and shall accord all the rights and privileges of a member regardless of age.

Family:

Family membership shall be comprised of all licensed amateur members of an immediate family (parents, spouse, and children residing in the same household). Members of the family holding a valid amateur license shall have all the rights and privileges of a member regardless of age.

Associate:

Associate membership shall be comprised of people who volunteer their services at events of the corporation. Associate membership is necessary for the purpose of providing liability insurance coverage (to the extent of the corporation's insurance policy) to persons providing service at such events. An associate member does not share in the rights and privileges of a dues paying member.

New ham:

The corporation shall provide a full benefits membership for a period of one membership year to a newly licensed ham.

Life member:

The eight founding members of the former Rookies Repeater Association shall retain life membership as per agreement with the corporation.

SECTION FOUR: MEMBERSHIP YEAR

The membership year of the corporation shall be from October 1 to September 30.

SECTION FIVE: DUES

The board of directors shall from time to time establish the annual dues for membership in the corporation.

SECTION SIX: VOTING

Each retired, individual, family, new ham, and/or life member (hereinafter 'voting member') shall have a single vote at general meetings. They shall be entitled to a single vote in the annual election for the Board of Directors for as long as their dues are paid in full by the end of the February General Membership meeting. Voting by proxy is prohibited.

Non-licensed and Associate members shall have no vote in the affairs of the corporation.

SECTION SEVEN: SUSPENSION/EXPULSION

Any membership in this corporation may be suspended or canceled for cause following an investigation, a review and a two-thirds affirmative vote of the Board of Directors.

The review process will be initiated by any member filing a written complaint/charge filed with the secretary of the Board of Directors. The complaint/charge should clearly outline the allegations against the member including the dates, places and witnesses to any such charge.

Upon receipt of the Charge, the President of the Board of Directors shall appoint a member to be in charge of the investigation. During the investigation of the incident, both parties shall be afforded the right to provide information that will be useful in the investigation and to be represented by other members of the club.

The member in charge of the investigation will make a full report to the Board of Directors along with a recommendation based upon their findings. The member who has had allegations made against them shall be entitled to make a private statement before the Board of Directors.

The Board shall review the alleged actions, the report of the investigator, and the comments made by the member to determine if the actions were/are not in the best interests of the Association. If found to have cause, the Board shall be empowered to suspend or expel the member from the Association. Such action requires a two-thirds majority of the Board.

Members suspended or expelled from the membership list by these proceedings shall not be entitled to any refund of dues paid to the corporation.

SECTION EIGHT: ANNUAL MEETING

The annual meeting of the members of the corporation shall be held in the month of March in each year, or as soon thereafter as it can be conveniently convened. Directors shall be elected at the annual meeting.

ARTICLE THREE

GOVERNING BODY

SECTION ONE: BOARD OF DIRECTORS

The Board of Directors shall oversee the activities of the club and ensure compliance with the by-laws, and all State Corporate and Civil Laws. The Board of Directors shall consist of at least seven (7) in number but not more than thirteen (13) in number. Each board member must be a voting member in good standing.

The Board of Directors is a classified board with one-third of the directors to be elected each year. The directors shall be elected for a three (3) year term and may be elected to consecutive terms of office. In addition to the board members, the Emergency Coordinator (hereinafter EC) is an ex-officio, non-voting board member to provide liaison between the Board and the Association's emergency services division. If the EC is elected to the Board of Directors he/she retains the normal voting privileges granted to all elected board directors.

SECTION TWO: NOMINATION AND ELECTION OF DIRECTORS

A. Nominations

The Board of Directors shall solicit nominations from the general membership at the regularly stated meetings in January and February. Anyone may nominate themselves or another for a vacant board seat. The person being nominated must accept the nomination by the close of the February General Membership meeting in order to have their name placed on the ballot. This acceptance can be given in person or via written or verbal communication. All members who have accepted the nomination shall be placed on the ballot.

B. Voting

The secretary shall mail official ballots to the voting members of the Association within 7 days of the February General Membership meeting. Each voting member may cast their ballot either by mailing it back to the Association via the official mailing address of the Corporation, or bring it to the March meeting to cast it in person. Those who are casting their ballots via the US Postal Service must ensure that the ballot is received at least 48 hours prior to the Annual meeting. Those casting their ballot at the Annual Meeting must bring their ballot with them. None will be provided at the time of the meeting.

C. Counting the Ballots

The Ballots that are cast via the US Postal Service shall be picked up at the Post Office 24 hours before the annual meeting and brought unopened to the same. A member shall be assigned the task of opening the envelopes and placing them in the ballot box.

The ballots will be counted at the Annual Meeting of the Association in the presence of the members present.

D. Winners

The winners of the election shall be the four top vote getters. In the case of a tie, the winner(s) will be chosen by lot.

SECTION THREE: VACANCIES

In case of a vacancy on the Board of Directors, the President with the approval of those present at a meeting of the general membership, may appoint a member to fill the vacancy until the next general election of directors.

SECTION FOUR: REMOVAL FROM OFFICE

Any Director may be removed from office for cause by the affirmative vote of at least two thirds of the board members present at any regular or special meeting of the board following due process consideration. Un-excused absence from three consecutive board meetings may be deemed abandonment of the director's board position and the seat may be declared vacant by majority vote of the board at a board meeting.

SECTION FIVE: OFFICERS

The corporation shall have the following officers, namely: President, Vice President, Secretary, Treasurer and Assistant Treasurer.

ARTICLE FOUR

OFFICERS

SECTION ONE: ELECTION

At the conclusion of the annual meeting of the general membership, the Board of Directors shall meet and elect from among themselves a President, Vice President, Secretary, Treasurer, and Assistant Treasurer who shall serve until the next annual meeting of the Corporation or until his/her successor in office assumes the duties of office. An officer may be elected to successive terms of office.

Further, the Board may appoint a financial Signatory who may, but is not required to be an elected member of the Board.

SECTION TWO: PRESIDENT

The President shall be charged with the general supervision of the affairs of the corporation. The President shall preside over all meetings, regular or special. The President shall schedule and call all meetings of the Board of Directors and shall schedule and call a meeting upon the written request of at least three (3) directors. The President shall convene an annual meeting of the membership each year. The President shall publish meeting agendas for both Board and general membership meetings. These agendas shall be made available at least 48 hours prior to the meeting when possible. The President shall be authorized to obtain repairs of equipment or purchase supplies and services utilizing the Equipment budget line in the annual budget.

SECTION THREE: VICE PRESIDENT

The Vice President shall be responsible for such matters as may be from time to time delegated to such office by the Board or President. In the absence of the President, the Vice President shall fulfill the duties of the President.

SECTION FOUR: SECRETARY

The Secretary shall keep an accurate record of the proceedings of all meetings of the General membership and the Board of Directors; keep a roll of membership including name, address, phone numbers, E-Mail address, current call sign and shall be custodian of the official records of the corporation. The Secretary shall ensure that all required notices of meetings to the Directors and the notice of the annual meeting to all members are sent in accordance with the by-laws. The Secretary shall ensure that meeting minutes of all general meetings and Board of Directors meetings are posted on the ARAST Website within one week of the minutes being approved. The secretary shall have the liberty to redact information that is private to the club.

The Secretary shall also preside over the meetings in the absence of the President and Vice President.

SECTION FIVE: TREASURER

The Treasurer shall act as custodian of all monies of the corporation. All monies received by him or her from any and all sources shall be deposited in the name of the corporation in such local bank or banks as shall from time to time be designated by the Board. The Treasurer shall pay all authorized expenses, maintain a set of books, present and maintain an annual budget and prepare annual financial statements for the corporation. The Treasurer will make the Treasurer's report at regular meetings.

SECTION SIX: ASSISTANT TREASURER

The Assistant Treasurer shall act as custodian of all monies of the corporation in the absence of the Treasurer. All monies received by him or her from any and all sources shall be deposited in the name of the corporation in such local bank or banks as shall from time to time be designated by the Board. In the absence of the Treasurer, the Assistant Treasurer shall pay all authorized expenses, maintain a set of books, present and maintain an annual budget and prepare annual financial statements for the corporation.

SECTION SEVEN: FINANCIAL SIGNATORY

The Financial Signatory must be a member of the Association who is appointed by the Board of Directors. He or She does not need to be a sitting member of the Board of Directors. He/she shall be empowered by the Board to sign any banking instrument used to pay the authorized bills of the club. This signatory is designated to conduct such business when the Treasurer and Assistant Treasurer are unavailable.

SECTION EIGHT: AUTHORITY OF OFFICERS

In the event of a situation where the Corporation is or may be financially liable for damages, any Officer of the Corporation has the authority to negotiate a settlement that is in the best interest of the Corporation, when time is off the essence. However, if time permits, a special or emergency meeting of the Board of Directors shall be called to determine the best course of action. In no event is any officer authorized to negotiate a settlement in excess of \$1,000 without prior approval of the Board.

SECTION NINE: VACANCY

Vacancies in office due to death, disability or resignation shall be filled by a majority vote of the Directors at any regular or special meeting.

SECTION TEN: REMOVAL

Any officer elected by the Board of Directors can be removed by a majority vote of the Board of Directors following due process.

ARTICLE FIVE

CLUB STATION LICENSE TRUSTEES

SECTION ONE: TRUSTEE

ARAST has sought and been granted one or more club station licenses to be used during club operating events. Under Federal Communication Commission rules, a club station license grant may be held only by the person who is the license trustee designated by an officer of the club. The trustee must be a person who holds an Amateur Extra, Advanced, General, Technician Plus, or Technician operator license grant.

SECTION TWO: SELECTION AND APPOINTMENT

The President shall identify and solicit qualified members to hold the position of trustee of the club station license(s). Trustees must be active members of ARAST in good standing. The President shall appoint one trustee for each club station license with the concurrence of the Board of Directors.

SECTION THREE: AUTHORITY AND RESPONSIBILITY

Trustees are directly responsible to the FCC for the proper use of the club station license. As such, the trustee shall have the final authority as to when and by whom the club station license may be used.

SECTION FOUR: TERM

Trustees serve at the pleasure of the Board of Directors until their successors are chosen and the proper paperwork is filed with the FCC to transfer the club station license. Trustees may request to be relieved of their responsibility as trustee at any time. A replacement trustee is to be appointed without delay.

SECTION FIVE: REMOVAL FROM POSITION AS TRUSTEE

Any trustee may be removed from the position as trustee by the affirmative vote of a majority of the Board of Directors. Removal shall be automatic if the trustee leaves the membership of ARAST or is no longer capable of serving as trustee.

SECTION SIX: DISPUTES

Although the FCC links the club station license to the trustee, the club station license belongs to ARAST. By accepting appointment as the trustee, the trustee agrees that the club station license remains with ARAST if a dispute arises over ownership or control of the club station license.

ARTICLE SIX

ANNUAL MEETINGS

SECTION ONE: ANNUAL MEETING

The corporation shall hold an annual meeting of the general membership in March of each calendar year, or as soon thereafter as may be convenient. Generally, it is the regular meeting for the month of March.

SECTION TWO: NOTICE OF ANNUAL MEETING

The Secretary of the Corporation shall provide written notice of the annual meeting to each qualified voting member of the corporation. The notice which will contain the official Ballot as well as notification of the annual meeting, is to be sent at least twenty-five (25) days before the date of the annual meeting by postal or electronic mail.

ARTICLE SEVEN

REGULAR MEETINGS

SECTION ONE: REGULAR MEETINGS

ARAST shall conduct regular monthly meetings which will be held on the same day of the week each month during the year. All members of the corporation are encouraged to attend regular meetings and may participate in the discussion of business. The President, or other officer acting as such, may cancel or reschedule meetings as necessary, consistent with the objectives of the Corporation.

SECTION TWO: VOTING

A quorum shall consist of seven voting members, four of which must be Directors. There must be a quorum present at the regular meeting to transact business. Affirmative action of the general membership can be taken by a majority vote of voting members present and constituting a quorum.

SECTION THREE: NOTICE OF GENERAL MEMBERSHIP MEETINGS

The regular meetings of the general membership will be held on the same day of the week each month established by vote of the general membership. Notice of change in meeting time, location or the calling of a special meeting may be made by electronic notice, U.S. mail, or by telephone.

SECTION FOUR: MEETING PROCEDURES

All meetings shall be conducted under and governed by Robert's Rules of Order.

ARTICLE EIGHT

BOARD OF DIRECTORS MEETINGS

SECTION ONE: BOARD MEETINGS

A. Calling meetings

The President shall call periodic meetings, semiannually or as needed, of the Board of Directors. Generally, meetings will be held on the same day of scheduled months following the regular meeting. Non-board members may attend board meetings as non-voting observers and shall be provided an opportunity to address the board at meetings.

B. The President may deem a board meeting 'closed' if necessary to maintain decorum.

C. The Board of Directors is empowered to enter an executive session to discuss information of a personal nature. This power shall be used sparingly and only when the welfare of the club or a member thereof requires privacy. However, the Board of Directors is not able to vote in executive session. All voting of the Board must be done in an open meeting.

SECTION TWO: VOTING

A quorum of the directors shall be a number equal to one-half plus one of the elected directors. There must be at least a quorum of directors present at a meeting to transact business. Affirmative action of the board can be taken by a majority vote of directors present and constituting a quorum. Only directors may cast votes at meetings of the Board of Directors.

SECTION THREE: NOTICE OF BOARD OF DIRECTOR MEETINGS

The board meetings will be held on the date established by the President. Notice of change in meeting time or location or the calling of a special meeting of the board may be done by mail, telephone, amateur radio (during a net), or electronic media. Notice of a scheduled meeting will be made by at least two of the stated methods, and at least 72 hours in advance of the meeting. Emergency Board of Directors meetings require direct contact of a quorum of Directors, and at least 24 hours advanced notice to the general membership utilizing one of the aforementioned methods.

SECTION FOUR: MEETING PROCEDURES

All meetings shall be conducted under and governed by Robert's Rules of Order.

ARTICLE NINE

COMMITTEES & OPERATING DIVISIONS

SECTION ONE: COMMITTEES

The Corporation shall maintain six standing committees. These are By-laws, membership, education, equipment, repeater, and hamfest. In addition, the general membership or the Board of Directors may, from time to time, establish various additional committees. Each committee shall be assigned to one or more aspects of the operation of ARAST business, or be devoted to one or more areas of special interest within the amateur membership. A chairperson will be appointed for each committee. A chairperson must be a voting member of ARAST. Anyone, whether a member or not, may volunteer to serve on any committee.

SECTION TWO: COMMITTEE & OPERATING DIVISIONS BUDGETS

Each Committee and Operating Division Chairperson shall submit a proposed annual operating budget for review and discussion by the general membership at the October regular meeting. The proposal, annotated with any recommended changes by the general membership, will then be submitted to the Board of Directors. Budgeted funds are available to committees and Operating Divisions at the beginning of the fiscal year. Additional committee and Operating Division disbursements above the approved budget may be paid only upon approval of the Board of Directors. In order to facilitate the work of the operating committees and Divisions, each committee and Division may constitute its own advisory board and protocol. A motion from the floor for a non-budgeted item may be brought forth. The final vote on this motion is to be made by the Board of Directors.

SECTION THREE: COMMITTEE & DIVISION FUND RAISERS

Each committee and division may hold fund raisers to aid in reaching their goals. Fund raisers shall be subject to approval of the Board of Directors.

SECTION FOUR: COMMITTEE & OPERATING DIVISION REPORTS

Each committee and operating division chairperson or his/her delegate shall deliver a report at each regular meeting.

ARTICLE TEN

ARAST BUDGET

SECTION ONE: ARAST BUDGET

The Board of Directors shall meet after the November regular meeting to approve the budget or as soon after as practical. The Treasurer will submit the general membership's review and recommendations of committee or operating division budgets to the Board of Directors. The Board may approve or disapprove each committee's or operating division's budget all or in part. The Board's approval of any expense will serve as the Treasurer's Authorization to pay the expense so approved.

SECTION TWO: DISCRETIONARY FUNDS

Each year, as part of the budget process, the Board of Directors may allocate a discretionary fund for the use of the general membership. An approved motion from the floor of the general membership is required to access these funds.

SECTION THREE: DEFICIT BUDGET

A vote of two-thirds of the Board of Directors is necessary to approve a budget with a planned deficit.

ARTICLE ELEVEN - CCARES
(CHEMUNG COUNTY AMATEUR RADIO EMERGENCY SERVICE)

SECTION ONE: CCARES DIVISION

CCARES is an operating division of ARAST whose focus is public service activities and emergency and civic radio communications. CCARES is led by the Emergency Coordinator as appointed by the Amateur Radio Relay League (ARRL). The EC is responsible for the day-to-day operation of CCARES and is the primary contact with the ARRL Amateur Radio Emergency Service and local organizations requesting CCARES assistance.

SECTION TWO: MISSION

The CCARES mission is to develop and maintain the leadership, organizational structure and trained personnel necessary to support the emergency communications objectives of the government and public service agencies serving the Chemung County area of the State of New York.

SECTION THREE: EC DUTIES

The EC shall keep written records of all CCARES meetings and activities and report at regular meetings to the general membership. The EC shall also file and maintain all reports required by the ARRL for this position. The EC is responsible for submitting and allocating the CCARES budget.

SECTION FOUR: CCARES MEETINGS

Meetings of CCARES will be at the discretion of the EC. The purpose of the meetings will be for planning, preparation, training and operation in case of an emergency. The EC or his/her appointee will conduct the meetings.

SECTION FIVE: CCARES PARTICIPATION

Any member of ARAST may participate in CCARES. Any licensed amateur or other volunteer that participates in a CCARES activity and is not an ARAST voting member is automatically an associate member of ARAST.

ARTICLE TWELVE:

MISCELLANEOUS

SECTION ONE: BYLAWS

The Bylaws of the Corporation may be amended. Amendments may be proposed by any member of the Association as well as the By-laws committee. Said amendment must be read at two general membership meetings prior to being set up for a vote. A vote of all members shall be conducted via the U. S. Postal Service with an affirmative vote of two-thirds of those responding necessary to approve the amendment. The member or the by-laws committee may write a letter of explanation and support for the amendment to be mailed with the ballots if they so choose.

SECTION TWO: CORPORATION RECORDS

The secretary of the Corporation shall be the custodian of the corporate records, with the exception of the fiscal records which shall be held by the treasurer. These records are to be passed on as elections change officers. The Board of Directors may call for an audit of any records of the Corporation. This audit will be completed by a committee designated by the Board.

SECTION THREE: FISCAL YEAR

The Corporation's fiscal year shall be the calendar year.

SECTION FOUR: EFFECTIVE DATE

These bylaws shall be effective upon approval as set forth in Section One of this article and shall remain in full force and effect until amended as herein provided.

SECTION FIVE: CONTROLLING LAW

These bylaws and the affairs of the Corporation shall be subject to and determined in accordance with the laws of the United States of America, the State of New York, and any other applicable local laws.

ARTICLE THIRTEEN:

ASSETS

SECTION ONE: OWNERSHIP

All funds, equipment, licenses and club call signs are the sole property of the Corporation.

SECTION TWO: DISPOSITION OF ARAST SURPLUS PROPERTY

The following process shall be followed when excessing property that is no longer of use to the club:

- 1) Inventory list of "proposed surplus" property to be distributed to all Board Members and all Committee/Operating Division Chairpersons for review. This includes property that is in working and/or non-working condition.
- 2) Any equipment discovered to not be owned by ARAST is to be removed from the list. If any Committee/Operating Division Chairperson has a use for the equipment within their Committee/Division, they may state their plans for the equipment and have it excluded from the "proposed surplus" list.
- 3) The Board of Directors may then vote to declare the remaining equipment "surplus;" either the list as a whole or line by line.
- 4) Once the equipment has been deemed surplus, the committee shall be able to recommend that the item be listed at no value in the case that it is to be donated to an individual or organization or assign a fair market value to the item if it is to be sold. When the item has been deemed to have a fair market value the following shall be the priority of disposition:
 - a) Club Members - Members in good standing shall have the first opportunity to purchase the item(s), at 75% of the value assigned on the list. If more than one club member wants to purchase an item, winner will be chosen by lot.
 - b) Other Area Clubs or Organizations - Other clubs or organizations (such as the Red Cross) in and around our area that are interested in the items may purchase the item(s), at 85% of the value assigned on the list.
 - c) General Public - Any items left after Club Members and other Area Clubs or Organizations have had the opportunity to purchase the item(s), they may be offered to the general public at the assigned value in any appropriate manner (i.e. hamfest, eBay, ARAST Online Store, etc...). If any items are listed for sale on ebay (or another auction site) the starting bid may be any value.
 - d) If items remain unsold, the list may be reviewed and a new value assigned to the item. After the new value is established, the priority of disposition will begin again with the current Club Members.

ARTICLE FOURTEEN:

DISSOLUTION

In the event of dissolution of this Corporation for any reason whatsoever, except pursuant to a reorganization or establishment of a successor Corporation or Trust, any and all rights, title and interest in and to the real and personal property of this Corporation shall, after payment of all valid outstanding debts, be distributed to another organization for their use in exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code or the corresponding section of any future Federal Tax Code, with preference given to local amateur radio organizations providing emergency communication services to the Chemung County, New York area. CCARES shall survive the dissolution of ARAST as its own entity. No corporate property, including bank accounts, cash or equipment, shall inure to the benefit of any officer, director or member of the Amateur Radio Association of the Southern Tier, Inc.

**CERTIFICATE OF REVISION TO THE BY-LAWS OF THE
AMATEUR RADIO ASSOCIATION OF THE SOUTHERN TIER, INC.**

I, Albert Comfort, hereby certify that I am the duly elected Secretary of the Amateur Radio Association of the Southern Tier, Inc., a New York Not-For-Profit Corporation. I further certify that on July 7, 2011, the Membership of the Association revised the By-laws of the Association (the "By-laws") by making substantial changes and updates to all sections as necessary and desired. This revised edition of the By-laws replaces all prior By-laws and is in effect as of the date hereof.

IN WITNESS WHEREOF, I sign this Certificate as of the 17th day of July, 2014.

___Signature on File _____

Albert Comfort

Secretary

Amateur Radio Association of the Southern Tier, Inc.