

LAKESHORE REPEATER ASSOCIATION BY-LAWS

ARTICLE ONE

Corporation Identification

The principal office of the LAKESHORE REPEATER ASSOCIATION, INCORPORATED (hereinafter may be referred to as "Corporation", "Association", Club or "LRA"), shall be in the State of Wisconsin and shall be the same as the address of the station Trustee. The Association, in addition, may use a post office box for association mailings.

Section 1. Tax Exempt Purpose and Mission.

Tax Exemption. The LAKESHORE REPEATER ASSOCIATION, INCORPORATED also known as LRA, is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") pursuant to the provisions of Chapter 181 Nonstock Corporations of the Wisconsin State Statutes and laws amendatory thereto, as enacted or hereinafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. There shall be no capital stock issued, and this corporation is not organized for profit, nor shall any person or member derive any benefit whatsoever, nor shall any pecuniary profit or benefit inure to the members of this corporation, 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 as described herein.

Notwithstanding any other provision of these articles, The LAKESHORE REPEATER ASSOCIATION, INCORPORATED, shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, or is not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Foremost, the Mission of Corporation is to provide community services in Southeastern Wisconsin, serve its Members, provide assistance, and practice good stewardship.

Section 2. Compliance with Wisconsin Policy and Law.

It is understood that The Corporation is a non-profit organization incorporated in the State of Wisconsin established to serve and benefit the citizens of Southeastern Wisconsin. Therefore, unless prohibited by law, these By-Laws shall be interpreted in a manner to the extent reasonably practical to comply with the standards and practices of non-profit organizations in Wisconsin as well as fully comply with requirements of the Wisconsin Department of Revenue and relevant Law.

Section 3. Purpose and Organization.

The Corporation is organized exclusively as a community organization for Amateur Radio Operators. The Corporation is wholly independent of any private or governmental organization, and is not an Agent of any other entity. Nothing in these By-laws, the Corporate Charter, resolutions of the Corporation or actions of the Officers of the Corporation shall be interpreted as meaning that the Corporation is an agent of any entity or entities.

Section 4. Dissolution

Upon the dissolution of the 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 the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which

the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

ARTICLE TWO

Objectives

1. The objectives for which the Association is organized are:
 - a. To maintain amateur radio repeater systems in support of all other objectives.
 - b. To render a public service to governmental agencies during impending storms or severe weather, as well as to assist in disaster relief operation and other community functions as required.
 - c. To unite the amateur radio operators of this area for the purpose of exerting effectively a combined influence upon matters concerning amateur radio operation.
 - d. To promote good operating procedures and the exchange of technical information and assistance.
 - e. To stimulate adherence to a code of ethics, both written and understood.
 - f. To ensure members comply with existing FCC rules and regulations.
 - g. To be an influence to new amateur operators of the area in the operation of their station.
 - h. To promote good will and fellowship among the members.
 - i. To further the art of electronics and encourage prospective members to participate in the purposes of the association.

ARTICLE THREE

Membership

1. Eligibility for membership in the association is set forth as follows: Any person is eligible for full membership provided that,
 - a. They hold a valid amateur radio operator/station license
 - b. They indicate a desire to become a member
2. Membership shall be one of three classes as outlined in these By-Laws;
 - a. To become a regular member of the association a person who is eligible must furnish their name, address, call sign, email address, telephone number, signature and annual dues with a completed application form to the Secretary or Treasurer. Any member may resign from the association when submitting in writing or email his/her desire to do so. Any dues payment to the association are non-refundable.
 - b. To become a family member, an eligible person residing in the same household may be granted membership privileges on the payment of a single membership fee.
 - c. Honorary Life Membership may be bestowed on any person with their approval, so deemed worthy by a majority vote of the LRA Officers. Honorary Members are not subject to paying dues. Honorary Members have voting rights but may not hold an elected office.
3. Each member shall pledge themselves to adhere to the best of his or her ability to:
 - a. All applicable FCC rules and regulations
 - b. The requirements of the By-Laws of the LAKESHORE REPEATER ASSOCIATION
 - c. Code of ethics adopted by the LAKESHORE REPEATER ASSOCIATION

4. All members in good standing for thirty days shall have full voting privileges on any item, provided they are not delinquent in their “dues and assessments”, as provided for in these By-Laws. The privilege to speak on any business matter at a meeting is extended to members upon the recognition of the President.
5. Members of the association may be disciplined up to and including expulsion for violation of these By-Laws, or violation of any provisions of ARTICLE 8.
 - a. The LRA Discipline Committee shall investigate any violations of this section, and hold a closed door disciplinary hearing. The member who is alleged to have violated this section shall be notified of all charges by certified and first class mail and given fourteen days to answer such charges in writing. The LRA Discipline Committee shall determine when to hold a special meeting subject to the fourteen days to answer in writing, or after the written response is received by an LRA Discipline Committee member. In either case the member will be given not less than five days notice prior to the meeting. Notice may consist of email to the email on record with the Secretary and certified mail with a follow up telephone call, first class mail or personal service. A member may be disciplined by a simple majority vote of the full LRA Discipline Committee membership.
 - b. Readmission of an expelled member may be considered and acted upon subsequent to the expelled member’s written request to the LRA Secretary following six months from the date of expulsion. The LRA Officers shall vote on the question of readmission within fourteen days. A member may be readmitted by a simple majority vote of the LRA Officers.

Membership Meetings

1. Regular meetings of the association shall be held on the last Tuesday in the months of January, April, July and October.
2. A quorum shall consist of 10% of the eligible voting members of the association as a whole, excluding the LRA Officers.
3. All voting done by the general membership, excluding election of LRA Officers, shall be done by voice, or a show of hands.
4. Special meetings of the membership, or LRA Officers may be called for any purpose by any officer of the LRA upon notice by email and associations website posting to all members at least ten days in advance of said meeting. The notice shall contain an agenda of the nature of the business to be transacted.
5. All proposals for additional functionality on the repeater system must be approved by a majority of the membership at a quarterly or special meeting, and subsequently a majority of the LRA Officers.

Dues & Assessments

1. Each member is required to pay annual dues at the time of joining the association and at the end of yearly intervals thereafter. Annual dues shall be payable on or before January 1st of each year. The monetary value of membership dues may be adjusted in accordance to association needs, providing the membership approves such change at a regular or a special meeting, with a two thirds approval of those voting.
2. Family members shall pay dues as if they are one person. Family members are those persons who reside at the same physical address and are related consanguineously, by marriage or adoption. Each member of such a family shall have full rights and privileges of membership provided they meet the other requirements for membership stated above.
3. Memberships paid in Nov. and Dec shall include the following year as well as the remainder of the current year.

ARTICLE FOUR

Officers of the Lakeshore Repeater Associations

1. The membership shall elect Officers annually subject to these By-Laws, consisting of four elected Officers and two appointed Officers. The elected Officers shall be:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
2. The elected Officers shall appoint the following additional Officers annually by majority vote of the elected Officers:
 - a. Trustee
 - b. Technical Officer
3. The LRA Officers, both elected and appointed, shall be Directors of the Corporation to meet the requirements of Article 8 of the Articles of Incorporation.

Nominations & Elections

1. To be eligible for office a person must be at least eighteen years of age, be a member in good standing for one year prior to elections and remain a member in good standing during the term of their office, consent to be a candidate and not be a member of the household or family of any current LRA Officer..
2. To be eligible to vote for an LRA Officer, a member must be in good standing for thirty days prior to the election and be present in person at the meeting. The Secretary and Treasurer shall work together to determine who shall receive a ballot on the night of the election.
3. The term of office for elected officers shall be for two calendar years commencing with elections in 2023.
4. The term of office for appointed officers shall be for one calendar year.
5. An election shall be held each year with the President and Treasurer being elected on the even years and the Vice-President and Secretary being elected on the odd years.
6. Elections shall be held during the regular October meeting and shall utilize secret ballots except in the event that only one candidate is running for a given office. The person receiving the simple majority of ballots cast for each elected office by the eligible voters physically present at that meeting will be declared the winner. Should no candidate receive more than fifty percent, a runoff election shall be immediately held between the top two candidates having received the most votes. Proxy voting is not allowed.
7. Terms of elected office will commence immediately following the election.
8. Any member may call for a recall election of an elected Officer by submitting a petition for a recall election to the LRA Secretary, unless the Secretary is named in the petition for recall, in which case the petition will be submitted to the LRA President. The recall petition shall be a document which lists which part or parts of these By-Laws have been violated the date the violation(s) occurred, or other good cause for recall. The petition shall contain the name and call sign of the person(s) concurring with the proposed recall, and the date the petition is signed. The signed petition forms may be transmitted and returned by email to the member calling for a recall election, but must consist of at least 20% of the current membership and submitted to either the LRA Secretary or President as described in this article within

forty-five days of the date of the first signature. The LRA Officers shall determine the validity of the petition forms. The elected Officer(s) whom the petition addresses shall not participate in the determination of the validity of the petition forms. If the signatures are determined valid a special election shall be held at the next general or special meeting. The potentially recalled officer shall be on the ballot without a nomination being required.

- a. The recall petition shall take the form of EXHIBIT A.
- b. The term of office for the newly elected Officer shall be for the remainder of the replaced Officers term.

Office Vacancies

1. Any vacancy in an elected office shall be filled at the next regularly scheduled meeting with a special election to fill the vacant position on an interim basis. The LRA Officers shall appoint a member in good standing to the vacant position on a temporary basis until such election is held in accordance with the provision of these By-Laws.
 - a. The term of office shall be until the next regularly scheduled election for the position elected to on an interim basis.
2. A vacancy in the office of Trustee or Technical Officer shall be filled by appointment of the elected LRA Officers.
3. An LRA Officer shall hold only one office.

Duties

1. The duties of the officers shall be such, as their title by general usage would indicate. Specifically:
 - a. The President shall preside at all meetings. The President is an ex-officio member of all committees. He/She is the spokesperson for the association at all official functions.
 - i. The President has full operating authority and decision making powers for all Association matters until an official meeting can be called.
 - b. The Vice-President's duties shall be to manage the association in the absence of the President.
 - i. The Vice-President shall have all the authority of the President when so acting in the presidential capacity. The Vice-President shall assist the President in all activities of the club.
 - c. The Secretary's duties shall be to keep the minutes of each meeting, together with the association membership roll and any other record keeping responsibilities not assigned to the Treasurer. The Secretary shall file all documents and reports required by any governmental agency. The Secretary shall work with the Treasurer to maintain a list of members in good standing. The Secretary shall be responsible for maintaining our email domain, web page, and any other internet related services belonging to the club.
 - d. The Treasurer shall be responsible for the keeping of an accurate financial record for the association and will be held personally responsible for those funds entrusted to him/her and shall give an accounting to the association and to any audit at their request. The Treasurer is responsible for the deposit and withdrawal of funds as well as payment of approved club expenses. The Treasurer shall provide a quarterly income statement to be prepared and presented at each quarterly meeting, subject to the approval of the membership. The Treasurer

shall prepare and provide a balance sheet at the October membership meeting. The Treasurer shall work with the Secretary to maintain a list of members in good standing.

- e. The Trustee shall ensure association repeaters and equipment are operated in compliance with coordinating authorities and with all applicable FCC rules & regulations.
- f. The Technical Officer shall be charged with maintaining, repairing, adding or removing all hardware and/or software necessary to keep the club's equipment operational. Additionally the Technical Officer is responsible for the integrity and security of the repeater system. The Technical Officer shall be authorized to spend up to \$250 without prior approval in order to make emergency repairs necessary to maintain the equipment operability.
- g. All officers shall, upon completion of the term of office, turn over all properties within thirty days belonging to the association to their successors and assist the succeeding officers in learning the necessary tasks required for good association governance. Any member not abiding by this provision shall be subject to disciplinary action.
- h. All officers of the association shall submit copies of all correspondence, documents, reports and any other records of club interests to the Secretary for filing and archiving.
- i. The officers of the association shall also have such duties as are required of them by other provisions of the By-Laws, or state or federal law.

Meetings

1. The LRA Officers shall meet at least quarterly.
2. The LRA Officer quarterly and special meetings shall have an agenda posted on KR9RK.com at least five days prior to their meeting.
3. All LRA Officer quarterly and special meetings shall be open for observation only to all LRA members in good standing.
4. A special meeting may be called by any LRA Officer by providing a request to the LRA Secretary. The request shall include an agenda of items to be discussed. The special meeting date, time and location shall be posted on KR9RK.com at least five days prior to the special meeting.
5. Robert's Rules of Order Newly Revised and any Subsequent Revisions shall be recognized as the authority of procedures governing meetings when not in conflict with the By-Laws at all association meetings.
6. A Parliamentarian may be appointed by the President. He/she may attend all meetings of the association and meetings of the LRA Officers, when requested by the President or another LRA Officer. When requested, the Parliamentarian should give opinions and advice on parliamentary procedures. The Parliamentarian should be well versed in the current version of Robert's Rules of Order, and the By- Laws of the Association. The person holding the appointed position of Parliamentarian shall be a member in good standing of the association, but not an LRA Officer.

ARTICLE FIVE

Committees

1. Committees and their Chairpersons may be appointed by the President as may be necessary. These committees will function for the association's advantage and may be dissolved upon completion of the assigned task, or at the discretion of the President. Any member in good standing may accept an appointment as a Chairperson or Committee member. Non-members may be allowed as non-voting

committee members or guests at committee meetings to provide knowledge or information needed to carry out the functions of the committee when invited by the Committee Chairperson.

2. The LRA shall establish Standing Committees as follows:
 - a. Disciplinary Committee, consisting of the President, Vice-President, Secretary, Treasurer, Trustee, and Technical Officer. The President shall be the Chairman of the Disciplinary Committee, unless the President is the member being investigated for discipline, in which case the Vice-President shall be the Chairman of the Disciplinary Committee.
 - i. The Disciplinary Committee shall have the authority to administer discipline to LRA members as outlined in these By-Laws by one or more of the following as determined by the Committee.
 1. Letter of reprimand. A reprimanded member shall be considered a member in good standing.
 - a. A member who receives two or more reprimands in a given membership year may face further discipline.
 2. Probation of not more than six months
 - a. A member on probation shall have all the rights and privileges of a regular member, and shall be considered a member in good standing.
 - b. Should a member on probation have additional charges brought against them during the time of their probation, then the Committee may review the matter and the member may be subject to further discipline..
 3. Suspension of not more than six months
 - a. A member on suspension shall not be a member in good standing for the duration of their suspension and shall not attend or participate in LRA functions, LRA sponsored functions or meetings.
 4. Expulsion
 - a. An expelled member is not a member in good standing and shall not attend or participate in LRA functions, LRA sponsored functions or meetings.
 - b. An expelled member may petition the LRA for membership in accordance with these By-Laws.
 - b. Financial Committee, consisting of the Secretary, Treasurer, and Vice-President. The Treasurer shall be the Chairman of the Financial Committee.
 - i. The Treasurer is authorized to pay all recurring expenses such as electric, insurance, tower fees, bank fees, and internet.
 - ii. The Financial Committee shall recommend all other expenditures at a general or special membership meeting to be approved upon a majority vote of the members present.
 - iii. The Financial Committee can authorize emergency funds necessary to make repairs to restore repeaters to full functionality, not to exceed \$1000.
 - iv. The Financial Committee shall maintain an inventory of all club equipment and property.
 - c. Technical Committee, consisting of the Technical Officer and the Trustee. The Technical Officer shall be the Chairman of the Technical Committee.
 - i. The Technical Officer shall appoint two to five other members in good standing to the Technical Committee.

- ii. The Technical Committee shall establish a list of members in good standing and properly trained that are authorized to link, unlink, reset or perform other remote operations of our repeater systems as they deem appropriate.
- iii. Notifications of work or maintenance on club equipment will be followed up with a status report via email to the membership and posting to kr9rk.com when work has been performed, the results and any follow up work that remains.
- iv. Any repeater outages shall be investigated, corrected and an email sent to the membership outlining the cause, repairs, duration of outage and steps taken to prevent future problems of a similar nature.
- v. The Technical Committee shall perform all maintenance and repairs to the repeater hardware and software necessary to assure full functionality of our systems.
- d. Communications Committee. The Secretary shall be the Chairman of the Communications Committee.
 - i. The Secretary shall appoint two to five other members in good standing to the Communications Committee.
 - ii. The Communications Committee shall be responsible for;
 - 1. All of the club’s social media accounts contents.
 - 2. KR9RK.org/.com web page, and its contents.
 - 3. The monthly newsletter.
 - 4. Other public relations duties as may be assigned.
- 3. All Committees shall make a verbal report to the members at the regular membership meeting in the order called by the President.

ARTICLE SIX

Property

- 1. The association may acquire and/or sell property for the purposes determined by the LRA Officers. Any purchase or sale of association property must have the approval of the majority of the members present at a regular or special meeting. Except as otherwise provided in these By-Laws.
- 2. The association may accept special donations or bequests and devices of personal and real property from public spirited persons, corporations, or organizations having a philanthropic interest in the work of the association, to provide sufficient and additional means of aid of the association or to carry out its general or special purposes. Such donations become the sole property of the Lakeshore Repeater Association to utilize in whatever manner deemed to be in the best interest of the LRA.

ARTICLE 7

Amendments

- 1. These By-Laws may be amended in the following manner:
 - a. Proposed amendments shall be submitted to the LRA Officers not less than thirty days prior to the next membership meeting for the purpose of formatting and to ensure the proposal does not conflict with any other By-Law.
 - b. The proposed amendments shall be placed on the agenda for a general membership meeting.

- i. A two thirds majority vote of members present at the membership meeting for the proposed amendment is required for approval.
- c. If approved the proposed amendment becomes effective immediately.

ARTICLE 8
Code and Ethics

1. Radio amateur’s Code (adopted from ARRL)
 - a. The Radio amateur is:
 - i. CONSIDERATE...He/She never knowingly operates in such a way as to lessen the pleasure of others.
 - ii. LOYAL...He/She offers loyalty, encouragement and support to other amateurs, local clubs, the IARU Radio Society in his/her country, through which Amateur Radio in his/her country is represented nationally and internationally.
 - iii. PROGRESSIVE...He/She keeps his/her station up to date. It is well-built and efficient. His/Her operating practice is above reproach.
 - iv. FRIENDLY...He/She operates slowly and patiently when requested; offers friendly advice and counsel to beginners; kind assistance, cooperation and consideration for the interests of others. These are the marks of the amateur spirit.
 - v. BALANCED...Radio is a hobby, never interfering with duties owed to family, job, school or community.
 - vi. PATRIOTIC...His/Her station and skills are always ready for service to country and community.

2. Lakeshore Repeater Association’s Code of Ethics
 - a. Members of the Lakeshore Repeater Association:
 - i. Shall not misappropriate any property or funds of the LRA.
 - ii. Shall not cause damage or destruction of LRA property either maliciously or through gross negligence.
 - iii. Shall maintain a valid FCC amateur license.
 - iv. Shall not perform any act which results in public (or on the air) disgrace or disrepute upon the club or amateur radio.

3. Violators of these codes and ethics are subject to disciplinary action as outlined in these By-Laws.

EXHIBIT A

Recall Petition

We the undersigned members of the Lakeshore Repeater Association demand the recall of _____ (Call sign/Name/Title)_____. The grounds for this demand for recall are as follows:

(State grounds of the demand here)

	Signature	Printed Name	Call sign	Date
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