

BY-LAWS Of ARRL Clay County Amateur Radio Emergency Service

ARTICLE I: NAME

The name of this organization is ARRL Clay County Amateur Radio Emergency Service, hereinafter referred to as Clay County ARES.

ARTICLE II: DURATION

The period of its duration shall be perpetual.

ARTICLE III: PURPOSES

The purposes for which Clay County ARES is organized are to provide disaster preparedness, emergency communications and public service communications:

- A. Emergency public safety communications in support of served agencies operating within Clay County, FL and any other lawful purpose.
- B. Support of surrounding counties as per request pursuant to ARRL policy and guidelines.
- C. Reliable primary and secondary communications links for governmental agencies and/or non-profit organizations as needed.
- D. Training of volunteers in amateur radio emergency services using Simulated Emergency Tests (SETs) and other appropriate training.
- E. Instruction of the public on subjects useful to the individual and beneficial to the community.
- F. Solicit and raise funds to support and advance the programs and activities of Clay County ARES.

ARTICLE IV: MEMBERSHIP

- A. Membership shall consist of all licensed amateur radio operators who demonstrate a sincere desire to serve in providing emergency communications.
- B. All members are volunteers who support the purposes of Clay County ARES.
- C. Members shall have voting rights as provided in the by-laws.
- D. Clay County ARES pledges not to discriminate against prospective members, members or audiences because of race, color, creed, religion, sex or national origin.

ARTICLE V: BOARD OF DIRECTORS

- A. The business affairs shall be managed by its board of directors, hereinafter referred to as board. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of Clay County ARES, as they may deem proper, not inconsistent with these by-laws and articles of incorporation.
- B. The board shall include the Chairman (Emergency Coordinator (EC)), Assistant Emergency Coordinators (AEC), and at least one (1), but no more than three (3), member(s)-at-large.
- C. Three members of the board present shall constitute a quorum for the transaction of business.
- D. The board shall not receive compensation for their services as such. The board shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of Clay County ARES in any other capacity.
- E. Any vacancies shall be filled pro-tem at the discretion of the Chairman.
- F. Members of the board may hold its meetings by any appropriate means, including telephone, email, radio net, etc. Such participation shall constitute presence in person at the meeting.
- G. Board meetings are held at the discretion of the board in order to properly manage the affairs of Clay County ARES.

ARTICLE VI: OFFICERS

- A. The officers shall consist of the Chairman (Emergency Coordinator (EC)), Vice Chairman, Assistant Emergency Coordinators (AEC), Secretary and Treasurer and shall hold office for one year or until their successors are elected and qualified.
- B. The Chairman shall:
 - I. Be the chief executive officer and shall have general authority and duties of supervision and management of the affairs of Clay County ARES.
 - II. Be appointed from the membership by the Crown ARRL Section Emergency Coordinator (SEC) to serve as EC.

- III. Have the following duties, including but not limited to:
 - a. Coordinating with served agencies, placement of ARES personnel to establish lines of communication.
 - b. Establishing NETs.
 - c. Presiding at membership and board meetings.
 - d. Performing any other duty, not inconsistent with the by-laws, as directed by the SEC or as appropriate in carrying out the purposes of Clay County ARES.
- C. The Vice Chairman shall:
 - I. Have the authority to perform all the functions and duties of the Chairman in the latter's absence or inability to attend to such duties and otherwise to assist in carrying out any of the Chairman's duties as directed by the Chairman. The board may also confer other powers or require other duties to be performed by the Vice Chairman.
 - II. Be elected from the board by the board.
- D. The Assistant Emergency Coordinators and member(s)-at large shall:
 - I. Assist in carrying out any of the Chairman's duties, as directed by the Chairman, the Vice Chairman, or the board.
 - II. Be appointed by the Chairman from its membership and may be from two or more in number as the Chairman deems necessary. Appointments are based on the member's experience, training, and/or skills.
 - III. Serve at the pleasure of the EC.
- E. The secretary shall:
 - I. Give notice of all meetings, notices of proposed amendments to the articles of incorporation and by-laws, and all other notices required by these by-laws.
 - II. Record all the proceedings of meetings.
 - III. Maintain a roster of all members, including such information about each member, including but not limited to equipment, qualifications and contact information as is desirable in carrying out the purposes of Clay County ARES.
 - IV. Maintain such other records of the operations, as the Secretary or the Chairman deems appropriate.
 - V. Keep a copy of each of the following records at its principal office:
 - a. Its articles of incorporation.
 - b. Its by-laws.
 - c. Resolutions adopted by its board relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members.
 - d. The minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years.
 - e. All written communications within the past three years to members generally as members.
 - f. A list of the names and business or home addresses of its current directors and officers.
 - g. A copy of its most recent corporate report delivered to the Florida Secretary of State.
 - h. All financial statements prepared for periods ending during the last three years that a member might request.
 - i. Deliver to the Florida Secretary of State for filing a corporate report on Clay County ARES on a form prescribed and furnished by the secretary of state.
 - j. Provide inspection of corporate records by members. A member is entitled to inspect and copy, during regular business hours at Clay County ARES' principal office, any of the records described above if the member gives written demand at least five business days before the date on which the member wishes to inspect and copy such records.
 - k. Attend board meetings as a voting participant.
 - l. Be elected from its members by the members of Clay County ARES.
- F. The treasurer shall:
 - a. Have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to Clay County ARES.
 - b. Deposit all monies and other valuables in the name and to the credit of Clay County ARES.
 - c. Maintain financial statements. Upon the written request of any member, Clay County ARES shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
 - d. Have all withdrawals approved by the Chairman and or the board.
 - e. Be elected from its members by the members of Clay County ARES. Attend board meeting as a voting participant.

ARTICLE VII: MEETINGS

- A. Annual meetings and elections by the board and members shall be held at a time and place voted by the board. In the absence of such action the Chairman shall call the meeting.
- B. Regular membership meetings are held monthly or as needed.
- C. Special meetings of the members may be held whenever deemed necessary by the board or the Chairman or the Vice Chairman acting in place of the Chairman. Members will be given as much notice of special meetings as is practicable under the circumstances, using any reasonable means, i.e. email, telephone, etc.
- D. At regular and special membership meetings, three members of the board plus five additional members of Clay County ARES constitute a quorum for the conduct of business.

ARTICLE VIII: AUTHORITY

The rules contained in Roberts' Rules of Order shall govern the organization.

ARTICLE IX: COMMITTEES

Standing or special committees of members may be established as appropriate by the board or by the Chairman to carry out the purposes of Clay County ARES.

ARTICLE X: FINANCES

In general, the radio and other equipment used in carrying out the purposes of Clay County ARES are provided by the served agencies or by members performing the services, or is otherwise publicly available (such as repeaters). In appropriate circumstances, members may be reimbursed from any available funds for actual expenses incurred. There are no membership fees for membership in Clay County ARES, and members are not compensated other than the above-mentioned reimbursement for actual expenses incurred.

ARTICLE XI: AMENDMENTS

The articles of incorporation, by-laws and such other rules and regulations as may be deemed necessary to regulate and govern the management and affairs of Clay County ARES, save only as restricted by law or by the articles of incorporation may be amended by a two-thirds vote of the members present, as long as a quorum of members is present and the amendment was proposed at the preceding regular membership meeting. The invalidity of any provision of the by-laws and articles of incorporation shall not affect the other provisions hereof, and in the event these by-laws shall be construed in all respects as if the invalid provision were omitted.

ARTICLE XII: DISSOLUTION

- A. If Clay County ARES is dissolved Clay County ARES shall dispose of the known claims against it by following the procedures described in this section.
- B. Clay County ARES shall give written notice of the dissolution to known claimants within ninety days after the effective date of the dissolution. The notice shall:
 - I. Describe the information that shall be included in a claim;
 - II. Provide an address to which written notice of any claim shall be given to Clay County ARES; and
 - III. State that, unless sooner barred by any other statute limiting actions, the claim will be barred if an action to enforce the claim is not commenced by a deadline that is stated on the notice, which deadline shall not be less than two years after the giving of notice.
- C. Unless sooner barred by any other statute limiting actions, a claim against the dissolved Clay County ARES is barred if a claimant received the notice of dissolution given pursuant to Section B of this section and an action to enforce the claim is not commenced by the deadline stated in the notice of dissolution.
- D. The failure of the dissolved Clay County ARES to give notice to any known claimant pursuant to Section B of this section shall not affect the disposition under this section of any claim held by any other known claimant.
- E. For purposes of this section, "Claim" does not include a contingent liability or claim based on an event occurring after the effective date of dissolution. For purposes of this section, an action to enforce a claim includes an arbitration under any agreement for binding arbitration between the dissolved Clay County ARES and the claimant and includes a civil action.
- F. The liquidation of all remaining assets held by Clay County ARES and the appropriate distribution of these assets shall be made to one or more exempt organizations of the kind described in section 501(c)(3) of the Internal Revenue Code.

G. Clay County ARES shall either:

- I. Maintain a registered agent to accept service of process on its behalf; or
- II. Be deemed to have authorized service of process on it by registered or certified mail, return receipt requested, to the address of its principal office, if any, as set forth in its articles of dissolution or as last changed by notice delivered to the secretary of state for filing or to the address for service of process that is stated in its articles of dissolution or as last changed by notice delivered to the secretary of state for filing.

ARTICLE XIII: TRADEMARKS AND PROGRAM

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ARTICLE XIV: CONFLICT OF INTEREST

Any interested party with any actual or possible conflict of interest must disclose to the directors the existence of the interest and all material facts. The directors shall meet and discuss the interest and material facts with the interested party, who then shall leave the meeting while the disinterested directors discuss and vote on the transaction or arrangement involving the possible conflict of interest taking into account what is in Clay County ARES best interest and benefit and is fair and reasonable. The directors will make reasonable efforts to obtain a more advantageous transaction or arrangement with a disinterested party that would not give rise to a conflict of interest. The directors shall take appropriate disciplinary and corrective action with any interested party who fails to disclose an actual or possible conflict of interest.

APPROVED BY THE MEMBERS: