

Response to comments received as adopted at the meeting of the Board of Directors on December 2, 2004.

In response to comments received by the General Membership the following corrections and suggestions have been adopted into the bylaws changes to be voted on at the December Annual Business meeting:

1. In Article III, Section 1 under Facilities Management: language was added to include communications of interest to the General Membership.
2. In Article III, Section 2: language was added to clearly define that business of the Corporation shall occur only at the regular business meeting and not during other meetings of the Corporation that occur during any given month.
3. In Article IV, Sections 6 and 7: language was added to define the Board of Directors' authority and responsibilities regarding the dismissal of members and elected officers of the Corporation.
4. In Article V, Section 2: terms of office were modified to correctly represent the length of terms of officers selected in accordance with the provisions in Article VII, Section 2.
5. In Article VII, Section 2: composition of the Board of Directors has been altered to change the number of directors that will serve three-year staggered terms to six and to introduce three one-year term director positions to allow more diversity in the leadership of the Corporation.

The Enabling Amendment for Changes to the current bylaws of the Tampa Amateur Radio Club follows:

Enabling Amendment for Changes to current Bylaws of the Tampa Amateur Radio Club

Purpose: To effect the changes necessary to combine the two-council structure currently in use into a single monolithic club and disposition of council assets for both current councils.

Effective Date: These changes shall be effective on January 1, 2005.

Proposed:

1. That the current Bylaws of the Tampa Amateur Radio Club be changed to reflect the following language:

Prologue:

The following document shall be known as the Bylaws of the Tampa Amateur Radio Club, Inc. and shall have an effective date of January 1, 2005.

Changes to this document should refer to this document as “The 2005 Bylaws” or by using the document’s full title and effective date in the enabling amendment.

BYLAWS of the TAMPA AMATEUR RADIO CLUB, INC.

ARTICLE I – NAME AND PURPOSE

The name of this organization shall be "Tampa Amateur Radio Club, Inc." and shall be herein referred to as the Corporation. The Corporation is a non-profit organization incorporated in the State of Florida whose objects and purposes are as follows:

1. To stimulate and sustain interest in the Amateur Radio Service as defined in US Code 47CFR97, FCC Rules and Regulations.
2. To promote cooperation and the exchange of information and education among the members and with the general public.
3. To provide communications support in cooperation with authorized agencies in emergencies on the local, state, or national level.
4. To provide training and education of amateur radio operators and to conduct any and all activities incidental to the maintenance of an amateur radio club.

ARTICLE II – BUSINESS LOCATION AND FISCAL YEAR

The physical location of the offices of the Corporation shall be at the Amateur Radio Operations Center, 7801 North 22nd Street, Tampa, Florida.

For all accounting and tax purposes, the Fiscal Year shall be a calendar year. The Corporation’s Membership Dues Year shall be from April 1 to March 31 of the following calendar year.

ARTICLE III – ORGANIZATION

SECTION 1: Organization of the Corporation

In order to support the Corporation's Purpose there shall be established permanent standing committees whose purpose is to support operation, maintenance and upgrade of the Corporation's facility and equipment, both internal to the Operations Center and at remote locations. These permanent standing committees are enumerated as follows:

A. FACILITIES MANAGEMENT

Responsibilities of the Facilities Management committee shall include the maintenance and perpetuation of the infrastructure of the clubhouse including, but not limited to, the financial obligations of rent, insurance, and corporate fees and filings. The committee's duties shall also include the maintenance and perpetuation of tower, rotator and antenna infrastructure at the Operations Center. The Facilities Management committee shall have as its head the Chairman of the Board of Directors and shall have as its membership the Board of Directors and such persons as approved by the Chairman of the Board.

The Facilities Management committee shall also be responsible for publishing the club newsletter on at least a quarterly basis and other communications to the General Membership pertaining to events and other items of interest.

B. INTERNAL STATION MAINTENANCE

Responsibilities of the Internal Station Maintenance committee shall include the maintenance and perpetuation of the Corporation's radio station equipment normally installed or stored at the Operations Center. The committee shall have as its head the trustee of W4DUG and shall have as its membership such persons as approved by the W4DUG trustee and the Board of Directors.

C. EXTERNAL STATION MAINTENANCE

Responsibilities of the External Station Maintenance committee shall include the maintenance and perpetuation of the Corporation's radio station equipment normally installed and operated at remote locations from the Operations Center. This equipment includes, but is not limited to the Corporation's repeaters, feed lines, antennas and associated accessory equipment. The committee shall have as its head the trustee of N4TP and shall have as its membership such persons as approved by the N4TP trustee and the Board of Directors.

D. CLUB CALL SIGNS

The Corporation shall maintain club call signs to support the objects and purposes of the Corporation. The Board of Directors shall appoint a trustee for each club call sign and this individual may serve as trustee for multiple club call signs. Trustees shall serve in

this capacity until they submit their intent to resign in writing to the Board of Directors or until circumstances dictate their unsuitability to act as a trustee of the Corporation. Removal of a trustee shall be done in the same fashion as the removal of an officer of the Corporation.

The Corporation currently holds the club call signs of W4DUG and N4TP. These club calls shall be used to represent the Corporation during contests, emergency and community service activities and on the Corporation's repeaters.

Call signs to be used during these activities will be at the discretion of the Board of Directors.

SECTION 2: General Responsibilities of the Corporation

The Corporation shall hold a regularly scheduled business meeting each month on the first Monday evening of that month. Such meeting may be rescheduled to accommodate holidays or other conflicts by announcement at the previous monthly meeting.

Other meetings shall also be scheduled as needed, to accommodate special programs and other activities of interest. At these other meetings no business of the Corporation may be conducted other than announcements of interest to the General Membership. Accurate records and minutes of regular business meetings of the Corporation shall be kept.

The Corporation shall collect dues from the General Membership of the Corporation and these dues monies shall fund the budgets of the permanent standing committees enumerated in Section 1 as follows:

From monies received as dues from the Corporation's members the Internal and External Station Maintenance committees shall each receive a share of 40 percent.

The Facilities Maintenance committee shall receive the remaining 20 percent of the dues monies collected and these monies shall be used to fund activities not otherwise within the scope of activities already assigned to the Internal and External Station Maintenance committees.

In the event that an activity will require more funds than are currently held by a permanent standing committee additional funding may be received by requesting additional funds from the other permanent standing committees. These additional funds shall only be allocated after receiving a two-thirds majority vote from the Board of Directors and also a two-thirds majority vote of the General Membership present at a regularly scheduled business meeting.

SECTION 3: Dissolution of the Corporation

The Corporation may only be dissolved by a unanimous decision of the Corporation's Board of Directors and with a two-thirds majority vote of the general membership of the Corporation attending a properly scheduled business meeting and via supplied written

ballot in their absence. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation in a manner consistent with the purposes of the Corporation.

ARTICLE IV – MEMBERSHIP

SECTION 1: Criteria for Membership in Good Standing

Any person that maintains the requirements for membership as specified herein shall be deemed a Member in Good Standing.

SECTION 2: Classes and Requirements of Membership

A. The Corporation establishes four classes of membership enumerated as follows:

1. FULL MEMBER.

Any individual who holds a current amateur radio operator's license and has made application for membership and has otherwise met the requirements herein shall be considered a Full Member, eligible to hold elected office within the Corporation and possessing full voting rights at General Membership meetings, except when such membership is on a seasonal basis.

Seasonal members shall be excluded from holding elected office and shall have their voting rights restricted when the issues under discussion require permanent local attendance.

2. ASSOCIATE MEMBER.

Any individual who does not hold a current amateur radio operator's license and has made application for membership and has otherwise met the requirements herein shall be considered an Associate Member. Associate Members shall have no voting rights and are ineligible to hold elected office.

3. LIFE MEMBER.

A Full Member or Associate Member may become a Life Member by making applications for renewal of membership and indicating the request for Life Membership and the pre-payment of the current dues rate times twenty (20). A non-member may become a Life Member by making application for membership and indicating the request for Life Member and the pre-payment of the current dues rate times twenty (20).

Life Members shall not be expected to pay any dues or fees after application for Life Membership is accepted and shall have the status of Full Member or Associate Member as determined by the status of the Life Member's amateur radio operator's license.

4. HONORARY MEMBER.

The Board of Directors of the Corporation may, at its discretion, award any individual or entity an Honorary Membership in the Corporation. The Board of Directors shall handle the award and termination of Honorary Memberships on a case-by-case basis.

Honorary Members shall have the membership class of Associate Members.

5. Seasonal Membership

Anyone qualifying for membership who is currently not a local resident and who spends less than 9 months in the local area or can prove permanent residence outside of the local area, to be identified as a 100-mile radius of the Corporation's official physical address, shall be considered a Seasonal Member and for the duration the membership year may elect to pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year.

SECTION 3: Changing Membership Classes

Any Full Member who ceases to hold a current amateur radio operator's license shall be considered an Associate Member. Associate Members who at any time obtain a current amateur radio operator's license shall be considered a Full Member. Changing a member's class of membership shall be handled as an administrative function.

SECTION 4: Method of Application for Membership

All members must submit an application for membership, along with check, cash, or money order in proper amount for dues at time of application to the Board of Directors or their designees. A minimum of two Directors or their designees must approve such application before such membership may be granted.

SECTION 5: Membership Dues and Fees

A. Dues are payable upon application for membership and shall become due annually at the beginning of the Membership Dues Year. Members failing to pay dues within a 45-day grace period following expiration of membership shall submit a new application for membership and a late fee may be imposed.

B. Persons qualifying for membership who otherwise qualify as a Seasonal Member for the duration of the membership year may elect to pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year.

C. Persons qualifying for membership who are currently enrolled as a full-time student shall pay dues at a rate of 50 percent of that paid by Full Members in such Membership

Dues Year. Students claiming full-time status shall provide documentary evidence of such status as defined by the school attended.

D. Additional family members residing in the same residence of a Full Member and qualifying for membership shall pay dues at a rate of 50 percent of that paid by Full Members in such Membership Dues Year.

E. The Board of Directors may set dues upon approval by the membership at a properly called membership meeting. The Board of Directors may adjust or waive the dues fee, in individual cases, upon petition by prospective member or member, in cases of personal hardship or for the purpose of Special Membership fees. The Board of Directors may elect to adjust the annual dues prior to the following dues year based on various economic factors as determined by the Board of Directors.

F. Members joining in the first two quarters of the Membership Dues Year will be required to pay the full annual dues fee paid by Full Members for the remaining membership year, except as provided herein for seasonal, student or family memberships. Members joining in the third quarter of the Membership Dues Year will be required to pay an amount equal to 50 percent of the annual dues fee paid by Full Members for the remaining Membership Dues Year, except as provided herein for seasonal, student or family memberships.

Members joining in the last two quarters of the Membership Dues Year may elect to pay an amount equal to 125 percent of the annual dues fee paid by Full Members for the remaining Membership Dues Year and the following Membership Dues Year, except as provided herein for seasonal, student or family memberships

SECTION 6: Dismissal of Members

Should some serious condition exist which would cause a member to become a liability to the general welfare of the Corporation, reasonable measures will be taken by the Board of Directors to resolve the problem. But, finding that the welfare of the Corporation will be best served by the exclusion of the member, the Board of Directors may take this action by a two-thirds majority vote of the directors present and voting at any regular board meeting or any properly called special board meeting, to declare the offender to be no longer in the membership of Corporation. This section shall apply equally to all classes and categories of membership.

SECTION 7: Dismissal of Elected Officers

Should some serious condition exist which would cause an elected officer to become a liability to the general welfare of the Corporation, reasonable measures will be taken by the Board of Directors to resolve the problem. But, finding that the welfare of the Corporation will be best served by the removal of the Officer, the Board of Directors may take this action by a two-thirds majority vote of the directors present and voting at any regular board meeting or any properly called special board meeting, to declare the

offender to be no longer an Officer of the Corporation, and the Board of Directors may proceed to fill the vacancy in the same manner as with a resignation from office.

ARTICLE V – ELECTION OF DIRECTORS

SECTION 1: Elected Directors

The elected directors of the Corporation shall exercise all powers of the Corporation and perform all lawful acts in accordance with the stated purposes of the Corporation as directed by the Board of Directors. The officers of the Corporation shall be selected from these elected directors and shall include the Chairman of the Board, a President, two Vice-Presidents, a Secretary and a Treasurer.

SECTION 2: Term of Office

Elected directors shall serve for a term of either one or three years (as elected) or until such time as the duties of their office are assumed by a newly elected officer. There shall be no limit to the number of terms directors may serve in office other than the requirement that the general membership elect to have them continue to serve.

SECTION 3: Vacancy of Elected Offices

An elected officer may resign his position at any time by submitting his intention in writing to the Board of Directors. In the event of the vacancy of any elected office the Board shall, by a two-thirds majority vote, appoint a Full Member from the General Membership to fill the vacancy and finish the term of the vacant office. No elected office shall remain vacant more than 30 calendar days. When appointments are made to elected offices, the Board shall be responsible for notifying the entire General Membership of the change in a timely manner, using the Corporation's newsletter or by other means determined by the Board.

SECTION 4: Election of Directors

A. Nominations

The Board of Directors shall supply at least one nominee to each elected office and this list of nominees shall be provided to the General Membership at the February business meeting. Additional nominees for each elected office shall be taken from the General Membership at this time. No additional nominations will be accepted after the close of this meeting. No member may be placed in nomination if that member indicates an unwillingness to serve if elected. No member shall be nominated in absentia unless that member has indicated in writing that he is willing to serve if elected.

B. Election

The Board of Directors shall provide a method of voting for the nominated candidates to ensure the participation of any member who wishes to do so at a meeting called for such purpose.

Voting shall be performed during the March business meeting by ballot for each office to be elected unless a single candidate has been nominated for the office. In that case such a candidate shall be deemed elected by acclamation. A simple majority of the votes cast at such meeting shall be sufficient for the election of a candidate to office. In the event of a tie, the Board of Directors shall break the tie by a method determined by them.

ARTICLE VI – MEETINGS

SECTION 1: General Membership Meetings of the Corporation

Regular meetings of the full membership of the Corporation shall be held monthly at a date, place and time as determined by the Board of Directors and shall be open to all members. A quorum for any General Membership Meeting, regular or specially called shall consist of 10% of the Full Members of the Corporation as of the beginning of such meeting. Further, no business will be conducted unless at least a majority of the members of the Board of Directors are present as of the beginning of such meeting. When a quorum does not exist the Chair may review the minutes of the last meeting and the report of the Treasurer and table approval of such reports until the next meeting. The Chair may proceed with any business for information purposes only, as well as any program or guest speaker.

SECTION 2: Annual General Membership Meeting of the Corporation

The annual meeting of the members of the Corporation shall be held in the last quarter of the fiscal year of the corporation at such date, place and time, as will be determined by the Board of Directors. The purpose of the annual meeting shall be determined by the Board and may include presentation of information, documentation, account activity, membership status and any other business that has transpired during the fiscal year to be presented to the new Board of Directors of the following fiscal year and be made available to any full member of the organization upon request.

SECTION 3: Special General Membership Meetings of the Corporation

The Chairman of the Board of Directors may call additional Special General Membership Meetings of the Corporation. Such Special General Membership Meetings of the Corporation shall be called with a minimum of 10 days notice by e-mail, postal mail service or a combination of the two.

SECTION 4: Voting

Any person who is a FULL MEMBER as defined herein and in good standing at the time of any election or business meeting shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE VII – BOARD OF DIRECTORS OF THE CORPORATION

SECTION 1: General Powers and Responsibilities

The Board of Directors shall manage the business and affairs of the Corporation including, but not limited to the maintenance and perpetuation of the infrastructure of the clubhouse including, the financial obligations of rent, insurance, and corporate fees and filings. The Board of Directors shall review adopted Standing Rules for consistency with these bylaws and the purposes of the Corporation. The Board of Directors shall resolve all disputes within the Corporation. The decisions of the Corporation Board of Directors shall in all cases be binding.

SECTION 2: Size and Composition of the Corporate Board of Directors

The Board of Directors shall consist of persons acting as a club trustee and the Full Members of the Corporation elected to hold office as a Director of the Corporation. The size of the Board of Directors shall be the Corporation's trustees and nine regularly elected Directors.

Six directors shall serve three-year terms and the remaining three directors shall serve a one-year term. The three-year terms for directors will be staggered in such fashion that two three-year offices shall be elected at each election cycle. This shall have the effect of renewing five elected offices at each election cycle.

At their initial organizational meeting, the Board of Directors shall select from among them a Chairman who shall, following such appointment designate a Corporation Treasurer and Corporation Secretary, who may be the same person.

The Board shall select from the elected Directors a President and two Vice-Presidents. The President and Vice-Presidents shall be responsible for Chairing the regularly scheduled meetings of the General Membership and with the Corporation's trustees serve on the permanent standing committees.

SECTION 3: Board of Directors Meetings of the Corporation

Board meetings shall be held on a monthly basis at a date and time selected by the Chairman. Directors may also request meetings after contacting a quorum of the current Board of Directors. A quorum at any Board meeting shall consist of a simple majority of the entire Board of Directors. The acts of the Board at the meeting shall constitute the

acts of the Board of Directors, except where otherwise specified by the Articles of Incorporation of the Bylaws.

ARTICLE VIII – COUNCIL BOARDS OF DIRECTORS

Article VIII has been stricken as moot.

ARTICLE IX – STANDING COMMITTEES

SECTION 1: Creation of Standing Committees

The Corporation, by adoption of a standing rule may provide for a method of creating standing committees to further the purposes of the Corporation. The standing rule creating such standing committees shall provide for the manner of appointment thereto and the general mission of such committees.

ARTICLE X – AMENDMENT OF THE BYLAWS OF THE CORPORATION

SECTION 1: Review and Amendment of the Bylaws of the Corporation

A. The Board of Directors or their designees shall review the Bylaws of the Corporation at least once each year prior to the end of the fiscal year to determine whether any amendments are in order.

Amendments to these Bylaws may also be proposed from time to time by vote of the Board of Directors or the General Membership of the Corporation. It shall be the responsibility of the Board of Directors or their designees to review proposed amendments and make appropriate recommendations. These Bylaws may only be amended by a two-thirds majority vote of the General Membership of the Corporation voting.

B. Notice to the Membership of proposed amendment of the Bylaws shall occur at least 10 days prior to a meeting at which such amendment is to be put to a vote for adoption.

C. Amendments carry the same weight as the Bylaws of the Corporation and, where inconsistent with terms of these Bylaws, supersede such inconsistent terms. To the extent possible, such amendments will be in a form to change all inconsistent provisions of these Bylaws to effectuate their purpose.

ARTICLE XI – STANDING RULES OF THE COUNCILS

Article XI has been stricken as moot.

2. Furthermore, it is proposed that all monetary assets currently held by the councils shall be transferred to the Corporation with the following disposition of these assets: the monetary assets held by the HF council shall become the initial operating fund of the Internal Station Maintenance Committee and the monetary assets currently held by the VHF council become the initial operating fund of the External Station Maintenance committee. These funds shall be administered by the Board of Directors in accordance with the proposed changes to the Bylaws of the Tampa Amateur Radio Club, Inc.

3. It is also proposed that all station assets currently held by each council shall become the property of the Corporation and that these assets will be maintained in accordance with the proposed changes to the Bylaws of the Tampa Amateur Radio Club, Inc.

4. Finally, it is proposed that the current seated Board of Directors shall transition to the structure in the proposed changes in the following manner:

The Chairman of the Board shall remain as Chairman.

The HF Council Director shall assume the duties as President.

The HF and VHF Council Vice-Directors shall assume the duties of Vice-President.

All other Directors seated on the Board shall retain their positions.

The Chairman of the Board is directed to select the Corporation's Secretary and Treasurer at the next meeting of the Board of Directors in accordance with the proposed changes to the Bylaws of the Tampa Amateur Radio Club.

5. The term of office of all currently seated Directors shall expire on March 31, 2005 and elections for these offices shall occur in accordance with the proposed changes to the Bylaws of the Tampa Amateur Radio Club.