

**Bylaws**  
**of**  
**The Chesapeake Bay Radio Association, Incorporated**  
**Effective Date: October 18, 2023**

**ARTICLE I NAME AND LOCATION**

SEC. 1 The name of the Corporation shall be: The Chesapeake Bay Radio Association, Incorporated, hereinafter referred to as C.B.R.A., club or corporation.

SEC. 2 Its principal office shall be located at the residence of the incumbent President.

SEC. 3 The mailing address shall be determined by the Board of Directors.

SEC. 4 Any other such offices for the transaction of business shall be located at such places as the President may periodically designate.

**ARTICLE II PURPOSE**

SEC. 1 The Chesapeake Bay Radio Association, Inc. (C.B.R.A.) mission is to organize, operate, and promote interest in Radio communication and experimentation as a not for profit organization; to include the establishment of Amateur and other Radio networks that provide electronic communications in the event of disasters or other emergencies; the advancement of the radio art; the fostering and promotion of noncommercial intercommunication by electronic means throughout the world; spreading education in the field of electronic communication; the promotion and conduct of research and development to further the development of electronic communication; the dissemination of technical, educational and scientific information relating to electronic communication. It is for the benefit and enjoyment of Radio technologies and to provide good quality service to its members and other Amateur radio operators in the local community. It shall provide activities and events that help further the advancement of knowledge and enjoyment of amateur radio to the membership. No substantial part of the activities of Chesapeake Bay Radio Association, Inc. (C.B.R.A.) shall be attempting to influence legislation.

**ARTICLE III MEMBERSHIP AND DUES**

SEC. 1 TYPES. There shall be five (5) types of members in the Corporation: Full, Life, Family, Youth, and Associate.

A. FULL MEMBER. Any amateur radio operator holding an Amateur Radio license issued by the Federal Communications Commission in good standing, is eligible to become a FULL MEMBER. A full member may hold office and vote on any business brought before the Corporation with a membership in good standing status.

B. LIFE MEMBER. Any member holding an Amateur Radio license issued by the Federal Communications Commission in which the Board of Directors or membership deems deserving can be designated as a life

member. A LIFE MEMBER shall have none of the obligations of membership in the association but shall be entitled to all the privileges regardless of license status.

C. FAMILY MEMBER. Any amateur radio operator holding or has good intentions to become an Amateur Radio operator Licensee issued by the Federal Communications Commission with his or her spouse, child, parent, or sibling having the same residence is eligible to become a FAMILY MEMBER. Only FAMILY MEMBERS with an Amateur Radio license in good status issued by the FCC may hold office and vote on any business brought before the Corporation, unless voted upon by the members of the corporation. Any FAMILY not holding an Amateur Radio license cannot hold office or vote on any business brought before the Corporation.

D. ASSOCIATE MEMBER. Any person without an Amateur Radio License issued by the Federal Communications Commission is eligible to become an Associate Member. An Associate member cannot hold office or vote on any business brought before the Corporation.

E. YOUTH MEMBER. Any amateur radio operator under the age of eighteen (18) and holding or has intentions to become an Amateur Radio License issued by the Federal Communications Commission is eligible to become a YOUTH MEMBER. Only YOUTH MEMBERS with an Amateur Radio license in good status issued by the FCC may hold office and vote on any business brought before the Corporation, unless voted upon by the members of the corporation. Any YOUTH MEMBER not holding an Amateur Radio license cannot hold office or vote on any business brought before the Corporation.

SEC. 2 PRIVILEGES OF MEMBERS. All members may attend and participate in membership meetings, use of club facilities and other activities, may serve on committees and will receive notices of Corporation activities.

SEC. 3 TERMS OF ACCEPTANCE. Any person eligible for and applying for membership in the Corporation is subject to approval by a vote of members at a regularly scheduled meeting and must have paid dues as set forth by the membership for the time during which application is made. Each person applying for membership must agree to abide by and be governed by the Articles of Incorporation and these Bylaws. Every member of the Chesapeake Bay Radio Association, regardless of membership category, must submit a new application renewal form to the Board of Directors periodically as requested by the Board of Directors.

SEC. 4 DUES. Annual Membership dues will be assessed in an amount determined by the Membership. Dues are payable on or before January 1st of each year. Any member who has not paid their dues by March 1st shall be automatically suspended from club membership. Individuals not previously members shall pay the full yearly amount prior to July 1<sup>st</sup>, or Prorated amount of total yearly dues for the remaining membership year.

A. FULL MEMBER: Must pay yearly dues as stated above.

B. FAMILY MEMBER: Must pay yearly one-half full member dues as stated above.

C. ASSOCIATE MEMBER: Must pay yearly full member dues as stated above.

D. YOUTH MEMBER: Must pay yearly one-half full member dues as stated above.

C. EXEMPTED FROM DUES. The following members will not be required to pay dues:

1. LIFE MEMBERS.

## **ARTICLE IV MEETINGS OF THE MEMBERSHIP**

SEC. 1 REGULAR MEETINGS. The monthly meeting of the membership shall be held at a place, date and time which shall be determined by the Board of Directors. The Board of Directors shall give in person, mail, email, text messaging, newsletter, online forum(s), amateur radio or by telephone, not less than ten nor more than forty days prior to such meeting, a notice of said meeting. If above meetings are being held at the normal location, date and time, then the above notification is not required.

SEC. 2. SPECIAL MEETING. This type of meeting shall be determined by the Board of directors or the membership. Special meetings of the membership may be called at any time by a majority of the Directors or by Ten (10) % or more of the current membership. Notice of such meeting stating the purpose for which it is called shall be given in person, mail, email, text messaging, newsletter, online forum(s), amateur radio or by telephone not less than seven (7) nor more than forty (40) days before the date set for such meeting. It shall be directed to each member's postal mail address or email address as it appears on club records, or posted on online membership forum(s).

SEC. 3 QUORUM. The presence of any members at a regular meeting shall constitute a quorum for the transaction of normal business.

SEC. 4 QUORUM FOR SPECIAL MEETINGS. Special meetings of the membership shall require at least Twenty Five (25)% of the current membership of record.

## **ARTICLE V BOARD OF DIRECTORS**

SEC. 1 NUMBER. The affairs and business of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, and Director(s) at Large.

SEC. 2 TERM OF OFFICE. The term of office shall be one (1) year, running from January 1st to December 31st. In the event that no successor is elected for whatever reason, a Director's term shall be extended until a successor is elected or the position is otherwise filled. (Note: The three (3) consecutive year limit was rescinded at the Nov 16, 2000 CBRA monthly meeting, by majority vote)

SEC. 3 DUTIES. The Board of Directors shall have the control and general management of the affairs and business of the Corporation, and they shall adopt such rules and regulations for the conduct of their meeting and the management of the Corporation as the membership deem proper, not inconsistent with these Bylaws and the laws of the State of Maryland.

SEC. 4 EXECUTIVE MEETING. Meetings of the Board of Directors may be held prior to the regular meeting of the membership, and other meetings of the Board of Directors may be called at such other times as-the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of three Directors. These meetings, at the discretion of the President, may be open to the membership.

SEC. 5 NOTICE OF MEETINGS. Notice of meetings shall be given to each Director in person, mail, email, text messaging, newsletter, online forum(s), amateur radio or by telephone. If notice is given by mailing, it shall be mailed to the Director's address as it appears in the record of date. Notice shall be given at least One

(1) nor more than thirty (30) days before the date designated for such meeting. Notice of the meeting shall specify the time and place of such meeting.

SEC. 6 VOTING. At all meetings of the Board of Directors, each Director is to have one vote. The act of a majority of the Directors shall be the act of the Board of Directors. The President will vote only in the event of a tie, as a tie breaker vote.

SEC.7 REMOVAL OF OFFICERS. Anyone or more of the Directors may be removed with cause, or as provided in Article V1, Section 5, at any time by a vote of the majority of the membership present at a special meeting called for that purpose. At this meeting the Officer to be removed shall represent him/herself or appoint a representative of his/her own choosing. In the event that a Director is removed for cause by such a vote, his or (her) replacement shall be elected by majority vote of the membership at the meeting. In the event that the membership fails to elect a replacement for any reason, then at the next meeting of the Board of Directors, the remaining Directors, by majority vote, shall elect a replacement. In either event, the replacement so elected shall serve the remaining term of the removed Director.

SEC.8 VACANCIES. In the event that any position of Director becomes vacant and not filled according to Section 7 or by any other article, the Board shall elect a Director from the membership within 60 days after declaration of said vacancy, to serve the balance of the term applicable to the vacant position according to all requirements of the bylaws.

SEC.9 QUORUM. At any meeting of the Board of Directors, a majority of the Board three (3) shall constitute a quorum for the transaction of normal business, in the event of a quorum not being present, the President shall reschedule the meeting.

## **ARTICLE VI OFFICERS**

SEC. 1 NUMBER. The Officers of this Corporation shall be at least four (4) nor more than six (6); President, Vice President, Treasurer, Secretary and Director(s) at Large.

SEC. 2. ELECTIONS. Officers of the Corporation shall be elected annually from a slate of candidates listed from nominations at the November meeting. The Officers will be voted upon at the December meeting by a secret ballot of the membership. The successful candidates shall hold office from January 1st to December 31st or until their successors are duly elected or their position filled as required by these bylaws. The Secretary will provide a list of qualified voters.

SEC. 3 DUTIES OF OFFICERS. The duties and powers of the Officers of the Corporation shall be as follows:

PRESIDENT: The President shall preside at all meetings of the Board of Directors and the membership. He(she) shall present at each monthly meeting of the membership and Directors a report of the condition of the Corporation. He(she) shall cause to be called regular and special meetings of the membership and Directors. He(she) shall appoint and remove, employ and discharge, all servants, agents, employees and clerks of the Corporation other than the duly elected Officers. He(she) shall sign and make all contracts and agreements in the name of the Corporation. He(she) shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law. He(she) shall enforce these Bylaws and perform all the duties incident to the position of the office, and which are required by law.

All of the above shall be subject to the approval of the Board of Directors and in accordance with these Bylaws.

**VICE PRESIDENT:** During the absence or inability of the President to render and perform his (her) duties or exercise his(her) powers as set forth in these Bylaws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he(he) shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President. Normal duties shall be to assist the President in his(her) duties and other responsibilities as required by the President or Board of Directors.

**TREASURER:** The Treasurer shall have the care and custody of and be responsible for all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company(s), or safe deposit vault as the Board of Directors may designate. He(he) shall sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and payout and dispose of same and receipt there for, under the direction of the Board of Directors. He(he) shall exhibit at reasonable times his books and accounts to any Director or member of the Corporation upon written application. He (she) shall render a statement of the condition of the finances of the Corporation, and a full financial report at the regular meeting of the membership, and at each regular meeting of the Board of Directors and at such times as may be required of him(her). He(he) shall keep correct books of accounts of all Corporation business and transactions and such other books of account as the Board of Directors may require. His(her) records shall be submitted for audit at the direction of the President and at the end of the year. He(he) shall do and perform all duties appertaining to the Office of treasurer, including the filing of necessary reports with the State of Maryland and the Internal Revenue Service. He(he) shall, if required by the Board of Directors, give to the Corporation proof of bondability for the faithful discharge of his(her) duties. The books will be audited by a membership committee, not to include any previous years Officer(s) or current years Officer(s).

**SECRETARY:** The Secretary shall keep the minutes of the meetings of the Board of Directors and of the general membership. The meeting minutes shall be kept in bound record books stored for future reference and continuity of business and purpose. He(he) shall keep on file an inventory of the Corporation's property excluding those items valued at less than fifty dollars (\$50.00), pursuant to Article XII, Sec. 1 of these Bylaws and provide an Official copy to the treasurer. He (she) shall give and serve all notices of the Corporation. He(he) shall be custodian of the records and of the seal, and affix the latter when required. He(he) shall maintain a record of the membership in a manor to be prescribed by the Board of Directors. He(he) shall present to the Board of Directors at their stated meeting all communications addressed to the Corporation. He (she) shall attend to all correspondence and perform all the duties incident to the office of the Secretary. He(he) shall be responsible for the Corporations post office box.

**DIRECTOR(S) AT LARGE:** The Director(s) at Large shall serve as a member(s) of the Board of Directors and perform other duties as requested by the Board of Directors.

**SEC. 4 REMOVAL OF OFFICERS.** As stated in Article 5 Section 7.

**SEC. 5 VACANCIES.** As stated in Article 5 Section 8.

## **ARTICLE VII REPEATER OPERATIONS**

SEC. 1 The Club call sign WA3SFJ shall be in the name of a current member in good standing, holding an F.C.C. issued license of General or above. This member shall be an officer of the club whenever possible. All activities of the club shall utilize this call sign as required.

SEC. 2 The operation and maintenance of the repeater shall be performed by a technical committee. This committee shall consist of at least three (3) members of the organization. A chair person will not be required but if one is so desired it shall be the President. All decisions pertaining to the repeater shall be by majority vote. In the event that no members can be found to serve on the committee the President shall appoint a temporary custodian to maintain the repeater.

SEC. 3 Control Operators shall be designated by the President on approval of the Technical Committee. The control operators shall be members in good standing and have control of the repeater in such a manner as his/her F.C.C. license permits. The responsibilities of the control operator(s) shall be to allow the repeater to be used in accordance with current F.C.C. rules/guidelines, these bylaws and any rules as set forth by the Board of Directors, the membership or the technical committee.

SEC. 4 All equipment used on the repeater shall be owned by C.B.R.A., or in the case of an emergency be loaned for the purpose of operation of the repeater, with approval of Membership every thirty (30) days. Equipment may be donated to the organization as long as it's affirmed in writing to that effect. An inventory of all equipment in the organization, owned by the organization or on loan will be maintained by the technical committee and current copies will be provided to any Officer or member of the C.B.R.A.. This inventory will show the condition, location, estimated value and maintenance log.

## **ARTICLE VIII NOMINATIONS**

SEC. 1 Nominations for all Officers will be received at the November meeting. All persons nominated must agree either in person or writing to serve prior to elections in December.

SEC. 2. At the December meeting all candidates shall be put before the membership, subject to the rules of election. The list will be available prior to the December meeting.

## **ARTICLE IX ELECTIONS**

SEC. 1 Each voting member shall have one vote.

SEC. 2 The elections will be held annually by secret ballot at the December membership meeting. Ballots shall list the candidates for the positions. Election instructions shall clearly state that members shall vote for no more than one (1) candidate for each position to be filled. Incorrectly marked ballots shall not be counted.

SEC. 3 If by the date of balloting there are no more candidates than there are vacancies on the Board, the existing candidates shall be considered elected by acclamation and ballots need not be taken.

## **ARTICLE X ATTENDANCE AT MEETINGS**

SEC. 1 A Director who misses three consecutive meetings of the Board of Directors or membership or a total of four meetings within one twelve-month period, without appropriate cause, Shall automatically be

terminated as a Director. A Director may be excused from attending meetings by the President or a majority of the Board. In the event that a Director is excused, his (her) absence will not be counted for the purposes of this paragraph.

SEC. 1. The Secretary will record the attendance of the Directors in the minutes. The secretary will notify the President at the beginning of the second consecutive or third accumulative meeting missed by the delinquent Board member.

SEC. 3 In the event that a member wishes to make a presentation at the meeting of the Board of Directors he/she will be given permission by the President and must provide adequate advanced notice of attendance and the subject on which he/she desires to speak.

## **ARTICLE XI**

### **BILLS, NOTES, ETC.**

SEC. 1 HOW MADE. All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be approved by the Board of Directors (for amounts of \$250 or less) or by the membership for amounts greater than \$250, prior to signing. No Officer or agent of the Corporation, either singly or jointly with others, shall have power to make any bill, note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name of or in behalf of the Corporation except as herein expressly prescribed and provided.

SEC. 2. SIGNATURES. All instruments of the Corporation will require two (2) Officers signatures, with one being the Treasurer.

## **ARTICLE XII EQUIPMENT**

SEC. 1. INVENTORY. All equipment owned, or utilized by, or loaned to the Corporation shall be listed in an inventory and said equipment shall be maintained in a reasonable manor except for normal wear and tear. Acts of God shall not be the responsibility of this organization. This requirement of inventory shall be required only of items possessing a fair market value in excess of fifty dollars (\$50.00).

SEC. 2. LOANABLES. Any equipment loaned to members shall be maintained in a reasonable manner and returned to the organization in the same reasonable condition as received.

## **ARTICLE XII FISCAL YEAR**

SEC. 1 FISCAL YEAR. The Fiscal year shall begin on the 1st day of January and continue through the 31st day of December of the same calendar year.

**ARTICLE XIV CONDUCT OF BUSINESS**

SEC. 1 RULES. Robert's Rules of Order shall govern all proceedings of the membership and the Board of Directors. The Secretary will obtain and have available a copy of Robert's Rules of Order at all meetings of the Corporation.

**ARTICLE XV AMENDMENT OF BYLAWS**

SEC. 1 These Bylaws may be altered, amended, repealed or added to by a majority vote of the membership of this Corporation. Notification and a copy of the changes will be issued by direct mail to members of record, or posted in the club news letter at least seven (7) but not more than thirty (30) days before such meeting. The changes will be presented the first meeting after notice for discussion and approved the following meeting. All changes shall be submitted to the Board of Directors in writing before the first meeting for review.

SEC. 2 Voting requirements: Qualified voters must be members in good standing for thirty (30) days prior to the first meeting of notification. Any member not able to attend shall send a written proxy to the President to be voted as stated. At meetings where a vote takes place the Secretary shall have a simple list of qualified members.

**ARTICLE XVI IMPLEMENTATION**

SEC. 1 These Bylaws supersede all previously existing Constitutions and Bylaws, and are effective as of September 21 2021. (This date shall agree with the first page)

**ARTICLE XVII DISSOLUTION OF THE CORPORATION**

SEC. 1 In the event of the merger or dissolution of Chesapeake Bay Radio Association, Inc. (CBRA) for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of receiving 501(c)(3) organization shall be distributed at the discretion of the C.B.R.A. Board of Directors, or such other persons as shall be charged by law with the liquidation or dissolution of Chesapeake Bay Radio Association, Inc. (C.B.R.A.) and its affairs, to any organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for Amateur Radio operations as a charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

SEC. 2 ACTION. In the event the members of the Corporation fail to hold a meeting of the members or of the Board of Directors (whether regular or special as required by these Bylaws) for a period of six (6) consecutive months the presiding Officer shall solicit signatures from not less than twenty-five (25%) of the voting members of record on a petition to call a special meeting within thirty (30) days to consider dissolving the Corporation.

SEC. 3 NOTIFICATION. All members as of record shall be notified, proxy enclosed, by mail (return receipt requested) of the special meeting to dissolve the Corporation, at least thirty (30) days before the meeting.

Voting members who are unable to attend shall be requested to submit their vote by the enclosed proxy. A record of all such requests, receipts and proxies shall be maintained by the presiding Officer. Receipts must be received before the meeting. Any proxies not returned will be voted by the presiding Officer at his/her discretion.

SEC. 4 RECORD of VOTE. The secretary or Officer acting in his(her) place, shall make a complete written record of each member's vote in accordance with the membership list of record. This record will indicate whether the vote was by written proxy or personal attendance.

SEC. 5 AFFIRMATION. Two thirds (2/3) of all members of record shall be required to affirm any action to dissolve the Corporation.

SEC. 6 EQUIPMENT. Any equipment or material given to the Corporation for temporary use shall be returned to the owner or if abandoned be sold and proceeds returned to the Corporation. All assets of the Corporation shall be sold for fair market value and the proceeds returned to the Corporation. This shall be completed within two (2) years after affirmation of dissolution of the Corporation.

SEC. 7 ASSETS. Receipts from the sale of Corporations assets, along with funds remaining in the bank, after payment of all debts shall constitute remaining assets of the Corporation.

SEC.8 DISBURSEMENT OF ASSETS. All requirements of the Internal Revenue Service Code 501 (c)(3), or amendments, shall be adhered to by the acting Officer. All requirements of the state of Maryland Corporation laws shall be adhered to by the acting Officer. All bank accounts, post office boxes and associations affiliations shall be terminated by the acting Officer.

SEC.9 REMAINING ASSETS. If any assets remain after compliance with all laws and bylaws, the remaining assets will be donated to a non-profit charitable organization.

## **ARTICLE XVIII AMENDMENTS**

ARTICLE III, SEC. 4 DUES, amended 21-Sep-21, changing dues payment from March 1<sup>st</sup> to January 1<sup>st</sup>.

ARTICLE IV, SEC. 1 REGULAR MEETINGS, amended 21-Sep-21 to include electronic forms of notifications.

ARTICLE IV, SEC. 2 SPECIAL MEETINGS, amended 21-Sep-21 to include electronic forms of notifications.

ARTICLE V, SEC. 5 NOTICE OF MEETINGS, amended 21-Sep-21 to include electronic forms of notifications.

## **ARTICLE XIX DISTRIBUTION OF BYLAWS**

SEC.1 DISTRIBUTION. All members of record will be provided a copy of these bylaws.