

Bylaws of the Duval County Amateur Radio Emergency Service, Inc.

A Non-Profit Organization

ARTICLE I – NAME

SECTION 1: Name – The Name of the organization shall be the **Duval County Amateur Radio Emergency Service, Inc.**

SECTION 2: Short Name – The Short Name of the organization shall be **Duval County ARES** and shall be interchangeable with the name.

ARTICLE II – PURPOSES

The Duval County Amateur Radio Emergency Service, Inc. is a non-profit organization to promote and provide education, engineering, scientific research, and volunteer personnel for emergency communication infrastructure and services.

- A. Auxiliary public safety communication services to Duval County municipalities and the City of Jacksonville agencies and departments.
- B. Support State of Florida, State Emergency Response Team mutual aid request for Amateur Radio Service radio operators.
- C. Serve the general public in times of disaster by providing volunteer communication service utilizing the Amateur Radio Service.
- D. Auxiliary and backup communication services for non-governmental organizations and medical services provider corporations during declared disasters and exercises.
- E. Training of Duval County Amateur Radio Emergency Service, Inc. members in amateur radio emergency service and other appropriate training.
- F. Solicit funding and provide support in order to promote, equip, and maintain the Duval County Amateur Radio Emergency Service, Inc.

ARTICLE III – MEMBERSHIP

SECTION 1: Eligibility – Any person possessing an Amateur Radio Service license issued by the Federal Communications Commission and interested in the mission of the Duval County Amateur Radio Emergency Service, Inc. is eligible for membership. Membership in the Amateur Radio Relay League is not a requirement.

SECTION 2: Membership Types – The following membership categories shall be recognized:

- A. General Member – A person who has an accepted application to the Duval County Amateur Radio Emergency Service, Inc.
- B. Board Member – An elected position to the Board and must be a General Member in good standing.
- C. Non-Voting Member – A person whose permanent residence is outside of Duval County, Florida shall not have voting membership rights nor be eligible to be a Board Member.
- C. Inactive Members – Failure to participate in at least three of the Corporation’s meetings or scheduled activities for a period of one year will result in transfer to the Inactive Member role with the loss of all voting membership rights and privileges. Reinstatement to General Member status will be automatic upon participating in any two of the upcoming Corporation’s meetings or scheduled activities.

SECTION 3: Rights of Membership – All General Members shall have the right to vote on an election of the Board Members and each General Member shall have only one vote. No membership or right arising from membership may be transferred to any other person.

SECTION 4: Application – Application for membership may be submitted to the Secretary or the President at any time.

SECTION 5: Dues – The Duval County Amateur Radio Emergency Service, Inc. shall not collect dues.

SECTION 6: Termination and Discipline – All members shall be Ladies and Gentlemen with proper decorum. A membership shall terminate on the occurrence of any of the following:

- A. Resignation of the member in writing.
- B. A determination of a violation of the Amateur Radio Service regulations against the member by the Federal Communications Commission.

C. In the event a General Member or Non-Voting Member is accused of unladylike or un-gentlemanly conduct the board will review the accusation.

(i) If the investigation of the board affirms the charge and votes to expel the member by majority vote, the member shall be stricken from the membership roster by the secretary and all privileges of membership shall be rescinded.

(ii) In the event the Board votes to expel a member, that member can appeal the board decision to the General Membership and if 60 percent of the general membership votes for re-instatement the member shall be re-instated.

D. In the event a Board Member is accused of unladylike or un-gentlemanly conduct the general membership will review the accusation.

(i) Within 45 days of the initial accusation the general membership shall investigate the accusation and determine if the accusation has merit. If the general membership determines the accusation has merit. The general membership will conduct a vote of no confidence.

(ii) A vote by the general membership to remove a Board Member shall require a 75 percent majority vote.

(iii) Should the general membership vote to remove a Board Member that person shall immediately lose all rights and privileges of a Board Member and be changed to general membership status. A person removed from the Board by a vote of the general membership shall be ineligible for election to the Board for a period of three years from the date of removal.

SECTION 7: Meetings – Regular membership meetings shall be held monthly using a reoccurring schedule. The Chief Executive Officer may schedule special meetings of the membership as required. Provided 3 (three) days' notice of special meetings is provided to the membership.

SECTION 8: Quorum – A Quorum of the membership shall be one-third (1/3) of the voting members, represented in person or by proxy.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1: Board Role, Size and Composition – The Board is responsible for overall policy and direction and they may adopt such rules for the management of

Duval County Amateur Radio Emergency Service, Inc., as they deem proper, and delegates responsibility for day-to-day operations to the Chief Executive Officer and committees. The Board shall have up to seven (7) and no fewer than three (3) members. The Board shall consist of the Duval County Emergency Coordinator, appointed by the Amateur Radio Relay League North Florida Section Manager, who will act as President of the Board, and up to six (6) elected Directors selected by vote of the general membership. The Board shall receive no compensation.

SECTION 2: Officers and Duties – There shall be four (4) officers of the Board consisting of a President, Vice-President, Secretary, and Treasurer. In the event one (1) person fills multiple officer positions, said person shall have only one (1) vote on the Board. The Vice-President, Secretary, and Treasurer shall be elected by the general membership at the Annual Members Meeting.

A. Duties of the President – The President shall be the Chief Executive Officer of the Duval County Amateur Radio Emergency Service, Inc.

(i) Convene scheduled board meetings and shall preside or arrange for other Directors to preside over meetings in the following order Vice-President, Secretary, or Treasurer.

(ii) Shall have general authority and duties of supervision and management of the Duval County Amateur Radio Emergency Service, Inc.

(iii) Maintain order and act on all business that may come before the Board.

(iii) Be authorized to spend up to two hundred (\$200) dollars per month to cover unbudgeted expenses.

B. Duties of the Vice-President - The Vice-President shall have the power of the President in his absence at any board meeting.

(i) The Vice-President shall chair special sub-committees as designated by the board and report on their progress regularly.

C. Duties of the Secretary - The Secretary shall be responsible for keeping all records of board actions, including:

(i) Taking minutes at all board meetings.

(ii) Sending out all meeting announcements and agendas.

(iii) Distributing copies of minutes and the agendas to the members via the email list.

- (iv) Ensuring that corporate records are maintained including IRS, Federal and State records/licenses.
- (v) Maintain a roster of members including, but not limited to, contact information, training level, membership status.
- (vi) Provide inspection of corporate records by members.

D. Duties of the Treasurer - The treasurer shall make a report of the Duval County Amateur Radio Emergency Service, Inc. at each Board Meeting.

- (i) The Treasurer shall make reports available via the email list and by other means if necessary.
- (ii) The Treasurer shall bank all monies as directed by the board, make authorized disbursements, keep a register of all receipts, and keep the bank-signature card(s) up to date.
- (iii) If the Board chooses to use services of a Certified Public Accountant. Select a Licensed Certified Public Accountant to prepare and file the annual Duval County Amateur Radio Emergency Service, Inc. tax return documents and audit of all financial statements against this filing. The Board must approve these documents before the Treasurer is authorized to file any tax documents.
- (iv) Annual reports are required to be submitted to the Board showing income, expenditures and pending income, but the Board may require more frequent reports at it's discretion.
- (v) Assist in the development of fund raising plans.
- (vi) Provide inspection of corporate records by members.

SECTION 3: Board Meetings - The Board shall meet at least annually, at an agreed upon time and place.

- A. Annual Board Meeting – The President shall call the Annual Board meeting after coordination with the Board members.
- B. General Board Meeting - General meetings of the Board for any purpose may be called by the President or any two (2) Board members without notice at such time and place as the Board by unanimous resolution may fix from time to time.
- C. Methods of Meeting - Any Annual Meeting or General Meeting of the Board may be held by in person, conference telephone, video screen communication, or other communications equipment. Each Board

member participating in the meeting must have concurrent communication with all other members.

SECTION 4: Term - The term of office for members of the board of directors initially appointed shall commence on the date of the initial meeting of the board of directors, and each director shall serve until the first annual meeting or until his or her successor has been elected and qualified. All Board members shall serve two-year terms, and are eligible for re-election for up to five (5) consecutive terms.

SECTION 5: Quorum - A Quorum of the Board of Directors shall be shall be three (3) members of the Board.

SECTION 6: Business Process - In every decision made by the board a vote will be required. Each Board Member shall have one vote, and shall vote yes, no, or abstain. A measure will be deemed passed when a simple majority of the board passes it. In the event of a tie vote, the proposed item will be rescheduled for another vote after thirty (30) days.

SECTION 7: Notice of Meetings - An official Board meeting requires that each Board member have written notice a minimum of five (5) business days in advance, unless this notice period is waived in writing by the Board.

A. Written notice may include electronic mail unless the Board member has specified in writing another method of communication, however, any such notice must be reasonably assured to have been received by the Board member.

B. The Secretary shall make notice using electronic mail or the Board member's preferred method at least 5 days prior. Each Director shall respond back if they will attend or not attend the meeting.

C. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

SECTION 8: Vacancies - When a vacancy on the Board exists, the Secretary may receive nominations for new members from members in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the

next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

SECTION 9: Resignation - Resignation from the Board must be in writing and received by the Secretary.

SECTION 10: Action by Consent - Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a board meeting, may be taken without a meeting if a written consent to such action, setting forth the action to be taken or so taken, is signed by all the board members. Electronic mail shall be considered legal written consent for this purpose.

ARTICLE V – ELECTIONS

SECTION 1: Nominations – Nominations shall open three (3) Months prior to the annual Board meeting, and will close Thirty Days (30) before the annual Board meeting. All members in good standing are able to nominate candidates for any Board position.

A. The Secretary via electronic mail or other valid method accepted by the Secretary shall receive any nominations. The nominee must consent to being nominated.

B. The Secretary shall announce the opening and closing of nominations to the members email list. Upon the close of nominations, the secretary shall compile a list of valid candidates from the nominees and post this list to the members email list.

SECTION 2: Voting – All voting members may vote in the general election. Each Member regardless of type shall have one vote. Voting shall be by written ballot.

SECTION 3: Election – During the annual meeting General members shall vote one time per member for each position. A candidate shall require a majority of votes to be elected to office. In the event of a tie or non-majority a run-off election for that position shall be held between the two candidates with the most votes in the general election.

SECTION 4: Installation of Electees - Before the end of the annual Board meeting, the new Board members shall be installed.

ARTICLE VI – COMMITTEES

SECTION 1: Creation of Committees – The Board may create committees as needed. The President appoints all committee chairs. Committee chairs must be members of the Board. A Board created committee shall be either standing or for a special purpose. All committees shall keep minutes of meetings, and conduct business in the same manner as the Board of Directors. All committee chairs report the committee’s business to the Board, through the Vice-President.

- A. Standing Committees – A standing committee shall be appointed for at least one year and shall consist of one chairman and a minimum of two other members. The committee members shall serve at the pleasure of the board.
- B. Ad-Hoc Committees – An Ad-Hoc Committee shall be appointed for a special function and shall have a defined function and length. It shall consist of a chairman and a minimum of two other members. The committee members shall serve at the pleasure of the board.

ARTICLE VII – FINANCES

SECTION 1: Fiscal Year – The fiscal year of Duval County Amateur Radio Emergency Service, Inc. shall be January 1 through December 31. The Board of Directors may establish policies for fiscal audits by certified public accountants.

SECTION 2: Designated Contributions – The Chief Executive Officer of Duval County Amateur Radio Emergency Service, Inc. may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes. As so limited, donor designated contributions will be accepted for special funds, purpose, or use. Further, Duval County Amateur Radio Emergency Service, Inc. shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restriction contained in the grant and Duval County Amateur Radio Emergency Service, Inc.’s exempt purposes.

SECTION 3: Cash Contributions – All cash solicitations or donations shall be counted by one (1) Board Member, who is not the Treasurer, and a minimum of two (2) General Members. Any member receiving cash contributions shall notify the Treasurer within three (3) days of the contribution amount and to arrange for accounting of the monies.

SECTION 4: Compensation and Benefits Prohibited - No person, whether a member, director, or officer, shall receive any compensation or emolument for any services rendered to the Duval County Amateur Radio Emergency Service, Inc. (other than the reimbursement of reasonable business expenses if approved by the Board). Moreover, Duval County Amateur Radio Emergency Service, Inc. shall not lend any money or property to any member, director, officer, or any other person; provided, however, that members may use Duval County Amateur Radio Emergency Service, Inc. assets as needed to fulfill the purposes of the Duval County Amateur Radio Emergency Service, Inc. as set forth in Article II of this document.

ARTICLE VIII – TANGIBLE PROPERTY

SECTION 1: Records – All Property acquired by Duval County Amateur Radio Emergency Service, Inc. shall be recorded by the Treasurer with description, serial number, date acquired and value in the Asset Journal.

SECTION 2: Inventory – Annually, the President shall appoint an Ad-hoc Committee, whose appointment shall not exceed 60 (sixty) days, to inventory all tangible property. This committee shall report the location, condition, and quantity of tangible property listed in the Asset Journal to the Board.

SECTION 3: Management – The Chief Executive Officer shall appoint a General Member to manage the storage, distribution, maintenance and assist with inventory of tangible property. The member appointed to this position shall assist the Secretary with maintaining the Asset Journal.

SECTION 4: Authority – The Chief Executive Officer has total discretion to warehouse, assign, and otherwise utilize all tangible property in support of activities defined in Article II of this document.

ARTICLE IX – CONFLICT OF INTEREST

SECTION 1: Conflict Defined – A conflict of interest may exist when the interests or activities of any Director, Officer, or committee member may be seen as competing with the interests or activities of the Duval County Amateur Radio Emergency Service, Inc., or the Director, Officer, or committee member derives a financial or other material gain as a result of a direct or indirect relationship.

SECTION 2: Disclosure Required – Any possible conflict of interest shall be disclosed to the Board or to the President, by the member concerned. When there is

doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the Board of Directors or its Committee, excluding the person concerning whose situation the doubt has arisen.

SECTION 3: Abstinance from Vote – When any conflict of interest relates to a matter requiring action by the Board of Directors or any Committee, the interested person shall call it to the attention of the Board of Directors or its appropriate Committee and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof.

SECTION 4: Absence from Discussion – Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

SECTION 5: Minutes – The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

SECTION 6: Annual Review – A copy of this conflict of interest Bylaw shall be furnished each Director, Officer, and committee member who is presently serving Duval County Amateur radio Emergency Service, Inc., or who may hereafter become associated with Duval County Amateur Radio Emergency Service, Inc. This policy shall be reviewed annually for the information and guidance of Directors, Officers, and committee members. Any new Director, Officer, and committee member shall be advised of this policy upon undertaking the duties of such office.

ARTICLE X – AMENDMENTS

SECTION 1: Amendments to Bylaws - New Bylaws may be adopted, or these Bylaws may be amended or repealed, at the annual Board meeting by a two-thirds majority vote of the members present, as long as a quorum of members is present and forty-five (45) day notice of the amendment was provided to the members email list.

A. Proposed Bylaws amendment once submitted to the Secretary shall be posted to the members email list.

B. The proposed Bylaw amendment notice shall include the existing Bylaw to be amended or repelled and full text of the amendment, or full text of the new Bylaw.

SECTION 2: Severability – The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

ARTICLE XI – DISSOLUTION

SECTION 1: Notice - Duval County Amateur Radio Emergency Service, Inc. shall give written notice of the dissolution to known claimants within ninety (90) days after the effective date of the dissolution.

SECTION 2: Liquidation - On dissolution of Duval County Amateur Radio Emergency Service, Inc., The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all or the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII – MISCELLANEOUS

SECTION 1: Books & Minutes – Duval County Amateur Radio Emergency Service, Inc. shall keep correct and complete books, minutes, records of account and financial statements. The financial records of the Duval County Amateur Radio Emergency Service, Inc. are public information and shall be made available to the Board members and, upon request to any member of the public or government. All such records shall be made available via the website to any member.

SECTION 2: Fiscal Year – The fiscal year of Duval County Amateur Radio Emergency Service, Inc. shall be January 1 through December 31. The Board of Directors may establish policies for fiscal audits by certified public accountants.

SECTION 3: Indemnification – Duval County Amateur Radio Emergency Service, Inc. will indemnify its officers and directors to the extent authorized by the

board of directors and allowed by the Laws of the State of Florida and consistent with the Articles of Incorporation of the corporation.

SECTION 4: Headings – The section headings contained in bylaws are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

SECTION 5: Construction - Wherever the context so requires, the masculine gender includes the feminine or neuter.

ARTICLE XIII – NATIONAL AFFLIATION

The term "ARES" or "Amateur Radio Emergency Service," are registered marks of the American Radio Relay League, Incorporated and are used by permission. Amateur Radio Emergency Services® or ARES® is a program of the American Radio Relay League (ARRL). Duval County Amateur Radio Emergency Service, Inc. will abide by the Rules and Regulations of the ARRL's Field Organization, as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications.

Adopted by the Board of Directors on October 2, 2021.