

Bylaws of the Florida Simulcast Group, Inc.

A Non-Profit Organization

ARTICLE I – NAME AND PURPOSE

SECTION 1: Name – The name of the organization shall be the **Florida Simulcast Group, Inc.**

SECTION 2: Short Name – The Short Name of the organization shall be **FSG** and shall be interchangeable with the Name.

SECTION 3: Purpose – The Florida Simulcast Group, Inc. is a nonprofit organization to promote and provide recreational, scientific, and emergency communication equipment and services to the greater Tampa Bay area with the primary purpose of helping to ensure the availability of emergency communication links between volunteer amateur radio operators and government emergency management offices and other governmental agencies as may be required in the event of an emergency, drill or other event.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1: Board Role, Size, and Composition - The Board is responsible for overall policy and direction of FSG, and delegates' responsibility for day-to-day operations to the Board's President and committees. The Board shall have up to seven (7), and no fewer than three (3) members. The Board receives no compensation other than reasonable expenses as may be set by the Board.

SECTION 2: Officers and Duties – There shall be four (4) officers of the Board consisting of a President, Vice-President, Secretary, and Treasurer. The members at the Annual Members Meeting shall elect the Officers. In the event one (1) person fills multiple positions, said person shall have only one (1) vote. Board members shall be Licensed Amateur radio operator members in good standing.

A. Duties of the President – The President shall be the Executive Officer of FSG

- (i) Convene scheduled board meetings and shall preside or arrange for other Directors to preside over meetings in the following order Vice-President, Secretary, Treasurer
- (ii) Maintain order and act on all business that may come before him
- (iii) Appoint a trustee for the Club owned repeater stations. Each station may have a different trustee. Such appointments shall be approved by a two-thirds majority vote of the Board of Directors.
- (iv) 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.
- (ii) Maintaining the website and email list and developing standards and content for each with consent of the board.

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

- (i) Taking minutes at all meetings.
- (ii) Sending out all meeting announcements and agendas.
- (iii) Distributing copies of minutes and the agendas to the members via the website and email list.
- (iv) Ensuring that corporate records are maintained including FCC, IRS, Federal and State records/licenses.

D. Duties of the Treasurer – The treasurer shall make a report of FSG financials at each meeting.

- (i) The Treasurer shall make reports available via the email list and website, 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) Process all regular membership applications, produce membership credentials, maintain a membership roster with current dues on a monthly basis, and invoice for membership renewals. Membership information (applications, standards, and current members) shall be listed on the website.
- (iv) Select a Licensed Certified Public Accountant to prepare and file the annual FSG 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.
- (v) Annual reports are required to be submitted to the Board showing income, expenditures and pending income, but the Board may require more frequent reports in it's discretion.

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

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 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.

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

SECTION 6: Passing business by vote required – 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 Founders Committee shall vote to break the tie.

SECTION 7: Notice – An official Board meeting requires that each Board member have written notice a minimum of 5 business days in advance, unless this notice period is waived in writing by the Board members. Any Director may waive receipt of written notice of any meeting before, at, or after such meeting, and the attendance of a Director at a meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

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

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by the Director.

The Secretary shall make notice to the email list at least 5 days prior. Each Director shall respond back if they will attend or not attend the meeting.

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. Email shall be considered legal written consent for this purpose.

SECTION 11: Founding Member Authority – All board actions may be vetoed by any Founding Member. The Board may seek to override a veto by any Founding Member by a vote of the Founders Committee. Founding Members may introduce business to be considered by the board at any meeting.

SECTION 12: FSG Finances – The board shall develop fiscal procedures, a fundraising plan, and annual budget with input from the General and Founding Members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. The financial records of the FSG are public information and shall be made available to the Board members and, upon request to any member of the public or government.

ARTICLE III – MEMBERSHIP

SECTION 1: Members - Any person interested in the mission of the FSG is eligible for general membership.

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

- A. General Member – A person aligned with the mission of FSG who has donated annually the membership dues as set by the board.
- B. Board Member – an elected position to the Board and must be a General or Founding Member in good standing.
- C. Founding Member – a member of FSG who commits to significant, ongoing time and financial contributions to FSG. Additions to the founding member list are allowed for any Member who has made a significant contribution to the FSG and furthered it's goals. Any candidates for addition must be nominated via two other founding members recommendations to the Secretary of the Board. A 2/3's vote of the Board of Directors and unanimous consent of the Founders Committee shall be required to confirm an addition to the Founding Members.

The initial Founding Members are:

- (i) **James Ashton**
- (ii) **Bryan Fields, KB9MCI**
- (iii) **Kristopher O'Connell, KC9EXH**

SECTION 3: Application – Application for membership with payment of dues may be submitted to the Secretary at any time. The applicant shall be deemed accepted via a majority vote of the Board.

SECTION 4: Dues – Dues shall be set by the Board. Dues will be payable for the calendar year January 1 through December 31. The Secretary shall remove from the roster any member whose dues are not paid in full by January 31.

If a member joins part way through a year such dues will be pro-rated in 1/12th increments corresponding to the calendar month in which they submit their application for membership.

Dues are considered a charitable donation and are not refundable in the event a member leaves the organization, has their application rejected or is removed as provided for under Article III, Section 6.

Founding Members are exempted from paying regular dues and are expected to donate time and money above a General Member.

SECTION 5: Discipline – All members shall be Gentlemen.

A. In the event a General member is accused of ungentlemanly conduct the board will review the accusations.

- (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 2/3's of the general membership votes for re-instatement the member shall be re-instated.

B. In the event a Board member is accused of ungentlemanly conduct the Founders Committee will review the accusations.

- (i) If the investigation of the Founders Committee affirms the charge and votes to remove the Board Member, the member shall be removed from the Board.
- (ii) If the conduct is so egregious that it requires removal of general membership as well, the Board can use the general membership discipline procedure to expel the member.

C. In the event a Founding Member is accused of ungentlemanly conduct the Founders Committee will review the accusations.

- (i) If the investigation of the Founders Committee affirms the charge and votes to remove the Founding Member by unanimous vote, the member shall be removed from the Founding Members list and stricken from the General Membership of the FSG.

ARTICLE IV – ELECTIONS

SECTION 1: Nominations – Nominations shall be open Three (3) Months prior to the annual meeting, and will close Thirty Days (30) before the annual meeting.

All members in good standing are able to nominate candidates for any Board position.

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- A.** The Secretary via email 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 on nominations, the Secretary shall compile a list of valid candidates from the nominees and post this list to the members email list.
- C.** In the event a candidate is unavailable or unable to run after the close of nominations, and he is the only candidate running for a position, the Founders Committee shall nominate a replacement candidate to take the candidates place on the ballot.

SECTION 2: Voting – All members (General, Founding and Board) who are licensed amateur radio operators may vote in the general election. Each Member regardless of type shall have one vote.

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. In the event of a tie during a run-off election, the Founders Committee shall vote to break the tie.

The secretary shall record how each member votes in the FSG records.

- A.** Early voting – In the 15 days prior to an annual meeting, members may vote via email to the members email list one time for each candidate. If members vote early they will not be able to vote one the day of the meeting unless they cancel their prior votes with the Secretary.

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

ARTICLE V – COMMITTEES

SECTION 1: Creation of Committees – The Board may create committees as needed such as, emergency communication, public relations and data collection. The President appoints all committee chairs with the exception of the Founders Committee. Committee chairs must be members of the Board, and/or Founding Members.

A Board created committee shall be either standing or for a special purpose.

All committees shall keep minuets, and conduct business in the same manner as the Board of Directors.

- 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.

SECTION 2: Duties of Committee Chairman – A chairman shall report to the board as instructed, at least two times per year, and submit an annual budget to the board for approval. The chairman shall not spend budgeted monies with out consent of the FSG Treasurer.

SECTION 3: Founders Committee – All Founding Members shall be part of the Founders Committee. The Founding Members shall select their own chairman of the Founders committee and shall develop their own rules for organizing the committee. The Founders Committee shall be convened at least once per year. The committee shall submit suggestions to the board for the direction of the club in the following year and advise the Board on the direction of the club.

- A. All resolutions must pass the Founders Committee by a two-thirds (2/3) majority to deem the resolution passed.

ARTICLE VI – 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 FSG, 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 FSG, or who may hereafter become associated with FSG. 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 VII– MISCELLANEOUS

- SECTION 1:** Books & Minutes – FSG shall keep correct and complete books, minutes, records of account and financial statements. . The financial records of the FSG 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:** Tangible Property – All Property acquired by FSG shall be recorded by the Secretary with description, serial number, date acquired and value in the property register. All property shall be affixed with a notice reading “Property of St. Petersburg – Tampa Repeater Club, Inc.” or substantially similar notice.
- If FSG property is temporarily assigned to a member, the Secretary shall track this in the property register and record the sign out and sign in date. A member is responsible for FSG property while it is signed out to them.
- SECTION 3:** Fiscal Year – The fiscal year of FSG shall be January 1 through December 31. The Board of Directors may establish policies for fiscal audits by certified public accountants.

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SECTION 4: Designated Contributions – The Officers of FSG 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, FSG 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 FSG's exempt purposes.

SECTION 5: Loans to Directors and Officers Prohibited – No loans or advances, other than customary travel advances, shall be made by FSG to any of its Directors or Officers.

SECTION 6: No Private Inurement – FSG is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in Article I of these bylaws.

The net earnings of FSG shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom FSG may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets or assets of FSG be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, that

- (i) reasonable compensation may be paid any director while acting as an Agent, including consultant, contractor, or employee of FSG for services rendered in affecting one or more of the purposes of FSG; and
- (ii) Any Director may, from time to time, be reimbursed for his or her actual expenses incurred in connection with the administration of the affairs of FSG.

SECTION 7: Indemnification – FSG 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 8: Dissolution – On dissolution of FSG, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the Board of Directors.

SECTION 9: Amendment of Bylaws – These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors and the Founders Committee. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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

SECTION 10: 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.

SECTION 11: 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 12: Construction - Wherever the context so requires, the masculine gender includes the feminine or neuter.

Adopted on March 19, 2014 by unanimous resolution of the FSG Board of Directors.