

**BYLAWS**  
**Of the**  
**SOUTHEASTERN REPEATER ASSOCIATION, INC.**  
**As amended**  
**July 24, 2016**

This is to certify that we, the undersigned, do hereby associate ourselves into a non-stock corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes, entitled "Non-Profit Corporations Act" and the several amendments thereto, and to that end do hereby set forth and certify as follows:

**SECTION 1 - NAME**

The name of the corporation shall be SouthEastern Repeater Association, Inc.

**SECTION 2 - LOCATION**

The corporation's principal office of record shall be 5509 Plantation Circle, Raleigh, NC 27603 Phone number is 919-662-9797.

**SECTION 3 - CORPORATE LIFE**

The term of existence of the corporation shall be perpetual.

**SECTION 4 - ORGANIZATION**

The corporation shall be organized and operated to encourage participation in the amateur radio service of the United States of America and all income therefrom shall be used exclusively for purposes which shall, at the time, qualify as exempt under Section 501 (c) (3) of the U. S. Internal Revenue Code or corresponding provisions of any future U. S. Internal Revenue Law.

**SECTION 5 - PURPOSE**

The purposes for which the corporation is organized shall be to encourage participation in the amateur radio service of the United States of America. To this end, the corporation shall be authorized and empowered as follows:

- A. To maintain and provide means of rapid and accurate communication between amateur radio operators in the United States of America.
- B. To maintain and provide personnel to assist in the coordination and communication between amateur radio operators throughout the nation.
- C. To provide training and distribute technical information to amateur radio operators.

- D. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its properties, contracts and income.
- G. To have and exercise all power necessary or convenient to effect any or all of the purposes for which the corporation has organized.
- H. To do any and all other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do or exercise, as may be authorized by law, and shall possess such general and additional powers as are conferred by the laws of the State of North Carolina upon nonprofit corporations under North Carolina General Statute 55A.

#### **SECTION 6 - RESTRICTION ON USE OF EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **SECTION 7 - AUTHORIZATION OF STOCK ISSUANCE**

The corporation shall not have authority to issue any capital stock.

#### **SECTION 8 - DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

Notwithstanding any other provision of these by-laws, this corporation will not carry on any other activities not permitted to be carried on by:

- A. A corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue law; or,
- B. A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue

Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

## **SECTION 9 - FULL MEMBER QUALIFICATION**

Each amateur radio operator, or their representative, who maintains an amateur radio repeater, upon proper application, payment of dues, and if approved, as outlined in section 24, item 7a, may become a full member of the corporation. The Board of Directors of the corporation shall consist of the officers and a minimum of three (3) full members who shall be elected from full members, with elections held and vacancies in all those positions filled, in such a manner as shall be provided for in the By-Laws of the corporation. In addition, certain appointed positions on the Board of Directors may be provided for in the ByLaws of the corporation.

## **SECTION 10 - PRIVATE PROPERTY**

The private property of the members, directors, and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever including actions of any and all lawsuits against members, directors and officers of SERA.

## **SECTION 11 - REGISTERED AGENT**

- A. The name of the registered agent of the corporation is Wade Daniel Hampton and the physical office is 5509 Plantation Circle, Raleigh, NC. 27603. The phone number is 919-662-9797 The Registered Agent shall be responsible for the maintenance of the corporate status of the association and the filing of all reports, which may be required of the association under the corporate laws of the State of North Carolina.

## **SECTION 15 - POWER OF BOARD OF DIRECTORS**

The Board of Directors shall have the power to make and alter the By-Laws of the corporation.

## **SECTION 21 - MEMBERSHIP PROVISIONS**

Membership is hereby divided into two classifications:

A. Full memberships:

1. Full Membership - To qualify as a full member, allowing that person to hold office, nominate, vote, and participate with SERA full membership privileges, the Full Member's repeater must be operable and on the air, within the SERA area, and must be a SERA approved coordination. Other full member qualification requirements are defined in Section 24, Item 7 (a) & (b), of the SERA by- Laws.
2. Associate Memberships - Available to others who have an interest in the purpose of the association, may hold an appointed, but not elected, office and are not entitled to vote.
3. The dues of full membership and of an associate membership shall be determined by the Board of Directors.

## **SECTION 22 - GENERAL PROVISIONS**

- A. Every officer, District Director, and District Vice-Director shall serve and continue in office until his successor shall have been elected or appointed and qualified.
- B. All officers, District Directors, District Vice Directors, and appointees shall serve without compensation in any form. This shall not preclude the reimbursement of administrative expenses or other items specifically approved by the Board of Directors and any that might be covered under Section 6 when approved by the Board of Directors.
- C. Should any officer, director, etc., resign, or leave SERA, any property, software, etc. that is the property of the corporation must be returned by US Mail or any other reliable mode of transportation, to the President of SERA. Failure to do so could result in the past officer being held financially responsible for the property of SERA.
- D. The SERA Board of Directors shall consist of a District Director from each district, a District Vice-Director from each district, the President, The Vice-President, the Secretary, the Treasurer, the Membership Chairperson, and the Special Assistant to the President. These members will have board voting rights and shall have the final authority in the administrative affairs of the association.
  - 1. District Directors, Vice Directors, and officers are elected offices of the organization. The Membership and Publications Chairperson are appointed by the President and head their respective committees, see Section 28. B. 5 & 6. The Special Assistant to the President is an appointed position by the President, and shall represent the organization with the NFCC (National Frequency Coordinating Council) and other projects as prescribed by the President.

## **SECTION 23 - DIRECTORS**

- A. The District Director is the primary representative of the association within the district. The District Director is supported by a District Vice-Director, Assistant Directors, and other repeater representatives or associate members; elected or appointed as needed to assist in routine or special assignments to adequately cover the district. Any Director may serve the SERA in any district.
  - 1. The District Director maintains contact with all repeater representatives in the district and actively solicits leads on individuals or clubs interested in installing a repeater.
  - 2. The District Director maintains contact with repeaters who may not be members of the association to minimize conflicts, which may arise.
  - 3. The District Director maintains contact with the other directors in adjoining districts, and also with representatives of other repeater associations or repeater groups that are not in the association's districts.
  - 4. The District Director is a member of the association's frequency coordinating committee with a chairperson appointed by the president. The District Director advises the chairperson of potential problem areas regarding frequency recommendations. The District Director must therefore be fully knowledgeable of the coverage areas of repeaters in the district and of their future plans.
  - 5. The District Director attends meetings of the Board of Directors and serves as a sounding board for ideas and problems concerning repeaters and VHF/UHF interests in the district. In cases where the District Director is unable to attend a meeting, he must contact the President of SERA of his upcoming absence from the meeting and appoint his Vice-Director to give reports and represent the

Director in the meeting. Failure to attend the meetings on a consistent basis or for three meeting consecutively without an authorized excuse from the President, can result in the Director being replaced by the Executive Committee.

6. The District Director actively solicits repeater groups to join the association and encourage both owners and users to cooperate with the association in providing a unified voice for the geographical area represented by the association.
  7. The District Director keeps the Publications Chairperson supplied with information from the district so as to keep all levels of the membership informed of activities within.
- B. A District Vice-Director will serve in a role subordinate to the District Director in matters pertaining to coordination, but will be an equal member of the Board of Directors in all other matters. The District Vice-Director will maintain close contact with the District Director concerning matters of repeater memberships and actively solicit association memberships, both repeater and associate. Any Vice Director may serve the SERA in any district
1. The District Vice-Director works with the Membership Chairperson to frequently review the status of membership levels in the district.
  2. A duly elected District Vice-Director succeeds to the office of District Director, in the event of a vacancy in that office for any reason, prior to the expiration of their elected term of office.

## **SECTION 24 - ELECTION**

- A. On any date not later than noon of the first day of September, the Executive Committee shall appoint a nominating committee consisting of three repeater representatives, one having been appointed as chairperson.
1. The nominating committee shall nominate one repeater representative for each position to be elected and submit the names of the candidates to the Secretary no later than noon, September 30th.
  2. The nominating committee's appointment will expire on receipt of the nominating report by the Secretary.
  3. The Secretary shall inform the Publications Chairperson by October 1st of all nominees and provide a brief statement from each.
  4. The Publications Chairperson will publish the names of nominees for each office, supplied to the Secretary by the nominating committee, in the November Repeater Journal and include in the announcement the procedure for nominating additional candidates for each office.
  5. Additional nominations shall be submitted by acquiring the signatures of twelve full members from separate member repeaters within the area in question, plus written acceptance of the nominee and the statement required by 24 (A) (2) above.

6. To give the Secretary adequate time to prepare the ballots, the Secretary shall be given verbal notification no later than noon, November 15th, followed by written notification postmarked no later than noon, November 20th.
  7. The Executive Committee shall delete the name of any candidate who may be ineligible for election and the name of any who may withdraw by written communication.
- a. No full member may be permitted to participate in the election process in any manner including, but not limited to, nominating a candidate or casting a ballot, if the full member operates an uncoordinated or de-coordinated repeater as defined in our Coordination Policy and Guidelines, nor shall that person be eligible for any office, either elected or appointed, within the SERA. Full member applications with payment of the specified dues, does not automatically result in membership. Any applicant's membership may be rescinded or refused, by vote of the Board Of Directors, or Executive Committee if between scheduled meeting dates, if SERA believes that person's full membership to not to be in the best interest of SERA. In the event this occurs, SERA shall return any collected dues for current membership.

It is expected that members of the SERA represent themselves and the organization with a spirit of cooperation and decorum at all times. Any behavior that is contrary to the spirit of cooperation and proper conduct in action or speech, whether at the annual meetings, hamfests, in regional meetings, or at any other occasion when the SERA is represented, shall be grounds for dismissal from the SERA membership and necessitate the refunding of that year's dues.

- b. Applications for Full Membership may be submitted on line or mailed with a membership paper application that can be found on the SERA website at [www.sera.org](http://www.sera.org). Being a Full Member allows nominations and voting privileges on a candidate for Director or Vice Director in their area.
- c. Voting in SERA is the responsibility of the Directors, Vice Directors, and the Executive Committee. In certain instances, a full member shall be permitted to participate in the election process by nominating a candidate, and/or casting a ballot for the Director or Vice Director of their area. Should this occur, the secretary will mail ballots to Full Members in the area served by the candidate? If there are no nominations other than those from the SERA nominating committee, the vote of the Board of Directors will elect. Voting on all other matters will be conducted by the Board of Directors and Executive Committee. Assistant Directors, when appointed, do not have voting rights and no person shall vote on any matter if the full member serves in an elected or appointed position within any other coordinating entity, nor shall that person be eligible for any office, either elected or appointed, within SERA.

B. The remaining names shall be listed on a ballot in alphabetical order.

1. If there be but one eligible nominee for any office, the Executive Committee shall declare the nominee elected without balloting.
  2. If there be more than one eligible nominee for any office, on December 06th, the Secretary shall send by mail to every eligible repeater representative, in the area in which voting is necessary, a ballot listing the candidates and a return envelope, soliciting a vote for one name for each position listed.
- a. No full member may be eligible to cast more than one vote in any election process.
  - b. No full member shall be eligible to vote unless that person was a full member in good standing, at the time of the election.
- C. The Executive Committee shall appoint a Committee of Tellers, composed of three repeater representatives, to certify the results of the balloting.

1. In order to be counted, ballots must be mailed to the Secretary and postmarked no later than December 20th. No outer envelopes, marked as containing ballots, shall be opened until the meeting of the Committee of Tellers held for the purpose of counting the ballots.
  2. The Committee of Tellers shall meet before midnight, December 22nd, and in the presence of each other shall open the envelopes containing the ballots and shall count the votes, after first eliminating the ballot of anyone disqualified from voting.
  3. The Committee of Tellers shall forthwith prepare, and sign in the name of the Executive Committee, a report of the results of the vote declaring the duly elected candidate in each area receiving the greatest number of votes.
- D. The ballots and results shall be turned over to the Secretary.
1. The Committee of Tellers appointment will expire on receipt of the report of the results of the vote by the Secretary.
  2. The Secretary will notify the elected parties.
- E. The terms of all newly elected positions shall begin at noon on the first day of January of the year after that in which they are elected.
1. One District Director and one District Vice-Director shall be elected in the even numbered years by votes from the Full Members of each district for a term of four years.
  2. SERA Officers, being the President, Vice President, Secretary and Treasurer, shall be elected in the odd numbered years by Board of Directors for a period of four years.
- F. Failure to Respond to Designated Duties.
1. Should the District Director fail to respond to his elected duties, either voluntarily or involuntarily, and as determined by the Executive Committee, the Executive Committee shall designate that the Vice Director assist the Director with all of his duties, and will no longer serve in a role subordinate to the District Director in matters pertaining to coordination. This designation will remain in full force and effect until the Executive Committee deems that the designated assistance is no longer needed or until the next district election occurs. The District Director shall be notified in writing and by return receipt mail, by the Executive Committee that assistance with his duties shall be provided by the Vice Director until the Executive Committee deems that the designated assistance is no longer needed or until the next district election occurs.
  2. Should an elected District Vice Director fail to respond to his elected duties, the Executive Committee shall notify the Vice Director in writing and by return receipt mail, and will name and stipulate a qualified district representative to represent the SERA and perform the required duties, until the situation is corrected or until the next district election occurs.
  3. In the event of the absence of a vice-director in a state and/or in the situation where the district director wishes to resign before an election cycle and/or in the case of failure to respond to duties assigned to the director, the duly elected Vice-Director shall succeed the Director and the executive

committee shall appoint and be approved by the Board of Directors, a new Vice-Director in the interim and until the next election cycle.

The Executive Committee may make appointments to fill any vacancy, when necessary, including the District Director and Vice Director, in any elected or appointed office for any reason prior to the expiration of the term of the office, said action to be affirmed by the Board of Directors prior to the appointment becoming official except when a duly elected, Vice Director succeeds the Director. Appointed Vice-Directors must be approved by the Executive Committee and the Board of Directors before assuming the office of Director. The SERA Board of Directors has the reasonable expectation that the Director and Vice Director will abide by all SERA Rules, carry out all SERA Policies, and conduct himself or herself in a professional manner, free from malice, either written or spoken, against any other SERA Member.

## **SECTION 25 - MEETINGS**

- A. The annual meeting of the Board of Directors shall be held in the first quarter of the year. The meeting locations and times shall be established by the Board of Directors at locations within the association's districts.
1. There shall be no less than two meetings of the Board of Directors in any one calendar year.
  2. A special meeting of the Board of Directors can be called by decision of the President, the Executive Committee or any three voting members of the Board of Directors or the Executive Committee.
  3. All voting members of the Board of Directors must be notified by e-mail, telephone, or first class mail of any meeting of the Board of Directors, not less than twenty days in advance of said meeting.
- B. Those members of the Board of Directors in attendance, at any regularly scheduled or properly called special meeting, shall constitute a quorum for purposes of any action that might come before the body. Attendance by the District and Vice Directors, President, Vice President, Secretary, Treasurer, Journal Editor and Membership Chairperson is required at the Annual and Semi Annual Board of Directors meetings. Attendance is also required for special training when needed to conduct SERA business during the year. An official of SERA agrees, when making himself or herself a candidate for office, that he or she will attend Board meetings and that it is part of the job responsibilities. The Executive Committee will review and decide if any of these Elected Officials and Officers of SERA not meeting this requirement. 24(f).
1. No person may be entitled to more than one vote on the Board of Directors for any reason.
  2. Because the Board of Directors of the Southeastern Repeater Association, Inc. (SERA) is linked together by various electronic mail lists which are monitored on a frequent basis and because the SERA Board of Directors have a need to conduct business between the regularly scheduled summer and winter business meetings of the SERA, this section shall authorize the standard operating procedure for making motions, seconding motions, discussion of any motions, and the subsequent vote for, or against, the motions.
- 4 Any member of the Board of Directors may make a motion by sending the motion for consideration to the SERA Secretary who will verify the nominee is qualified by SERA requirements to serve and



submit the name to [vote@sera.org](mailto:vote@sera.org). A second may then be submitted by any other member of the Board of Directors also to [vote@sera.org](mailto:vote@sera.org).

- If a motion should lie for seven days (not less than 168 hours), without receiving a second, then the motion will die due to the lack of a second and will be announced as such by the SERA Secretary.
- After a motion has been sent and seconded, the SERA Secretary will open the floor for discussion for a period of seven days (not less than 168 hours).
- At the conclusion of the discussion period, the SERA Secretary shall call for a vote on the motion. The voting time period will be for seven days (not less than 168 hours).

At the conclusion of any vote, the SERA Secretary will compile a "spread sheet" type document that reflects how each member voted. An administrative style electronic mail announcing the summary of the voting results will be sent to the staff of the SERA as soon as practical, with the spread sheet being attached to that e-mail. Further, the Secretary will offer a report at the subsequent regular summer or winter meeting, whichever is applicable, regarding the motions that were made and their vote tally.

On questions of parliamentary procedure not otherwise determined by these By-Laws, the provisions of Robert's Rules of Order shall prevail.

## SECTION 26 - DISTRICTS

A. The Board of Directors may define a district and adjust boundaries as needed to best provide coordination services and information. For simplicity the following districts are established (*listed in chronological order of affiliation*):

1. **North Carolina:** the entire state of North Carolina.
2. **South Carolina:** the entire state of South Carolina.
3. **Virginia:** the area within the state of Virginia south of a line formed by the 38th degree parallel of latitude extending from the Atlantic Ocean west to US Route 33, then following US Route 33 to the West Virginia state line.
4. **Tennessee:** the entire state of Tennessee
5. **West Virginia:** the area within the state of West Virginia except for the area commonly known as the "eastern panhandle" which contains the counties of Berkeley, Hardy, Hampshire, Jefferson, and Morgan.
6. **Kentucky:** the entire state of Kentucky.
7. **Georgia:** the entire state of Georgia.
8. **Mississippi:** the entire state of Mississippi.

B. Each district may be subdivided into representative sections to facilitate control and ensure district wide communications between repeater representatives, associate members, and the District Director and District Vice Director

1. The counties included in each section may be established and modified by the District Director.
2. The District Director may nominate for appointment, Assistant Director(s) to serve as an assistant in areas of interest to SERA. If the Assistant Director is appointed, the Director will

bear the responsibility of their actions. The Assistant Director must be a full member of SERA, meet all of the requirements of a Director or Vice-Director and shall serve during the term of the Director. Should the Director resign or otherwise leave SERA, the appointment of the Assistant Director shall also be terminated. An Assistant Director must be nominated each time the Director's term is renewed. The appointment must be approved by the Board of Directors.

3. The appointment shall be for no longer than the duration of the District Director's term of office.
- C. An association district may be deleted or its boundaries altered, from time to time, by amending these By-Laws in accordance with the provisions herein.
1. In the case of a district size reduction or deletion, all full members representing a member repeater group, which may no longer meet the membership requirements as a result of the size reduction or deletion of their district, shall immediately lose their voting rights
- D. The following procedure shall be used in order to create a new association district:
1. Ten or more repeaters within the proposed district shall apply for full membership in the association, conditional upon acceptance of the new district, after polling the repeater owner/trustee of repeaters in the proposed district to determine acceptability.
  2. The owner/trustee of ten or more of these repeaters shall submit a petition to the President requesting the creation of a new association district. This petition shall delineate the geographical area to be represented and the proposed district name.
  3. Upon receipt of this petition and confirmation from the Membership Committee Chairperson that the petitioners are in fact valid conditional repeater representatives, the President shall place the petition before the Board of Directors in accordance with the provisions for amendment of these Bylaws as contained herein.
  4. Upon approval of the petition by the Board of Directors, the new district shall immediately be deemed part of the association and those who fulfill the membership requirements may immediately be allowed to apply for full membership. Upon disapproval of the petition, the conditional memberships, which had been submitted may be accepted as Limited Full Memberships, without voting rights as defined under Section 21, Paragraph (a), Sentence 1 (b).
  5. The officers of the District Director and District Vice-Director for the new district shall be filled in accordance with Section 24 of these By-Laws, with the exception that the dates shall be altered to commence their election procedure on the first day of the month following the creation of the new district. The term of these offices shall commence immediately upon notification of the newly elected parties by the Secretary and shall expire on the same date as the other District Directors and District Vice-Directors.
  6. Any repeater coordinating organization existing in an area prior to its becoming a SERA district may continue to keep its unique identity, provided:
    - a. All of the SERA's By-Laws and Coordination Policies and Guidelines are complied with fully as if the state organization did not exist.

- b. The election of SERA's District Director and District Vice-Director in that district is the Election of the state organization's president and vice president. In other words, the same two people will serve both organizations simultaneously.
- c. Membership in the state organization does not require membership in the SERA and vice versa, except as to the restrictions of Section 26 (D) (6) (b) above.

## **SECTION 27 - OFFICERS**

- A. The President shall preside over all meetings of the Board of Directors. The President shall represent the association in its relationship with the public and shall be the official spokesperson of the Board of Directors in regard to all matters of policy.
- B. In the absence or disability of the President, the Vice President shall preside at the meetings of the Board of Directors and in general act in his stead.
- C. The Secretary shall record the proceedings of all meetings of the Board of Directors. The Secretary shall publish highlights of the meetings in the Repeater Journal. These minutes may also be available on the SERA Website, but the minutes of the BOD meetings will not be published or made public until they are voted on and approved by the Board of Directors. The Winter Minutes will be voted on during the Summer Session and those from the Summer Session will be approved or disapproved at the winter meeting.
- D. The Treasurer shall be the recipient of all monies of the association and shall deposit, or cause to be deposited, the same in the name of the association in a depository insured by an agency of the federal government. The Treasurer shall pay all obligations known to be proper and authorized. The Treasurer shall make a report at any meeting of the Board of Directors. The Treasurer shall be responsible for the filing of all reports, which may be required of the association under the tax laws of the State of North Carolina and the United States of America.

## **SECTION 28 - STANDING COMMITTEES**

- A. The following standing committees are established: Executive, FCC Liaison, Frequency Coordination, Membership, Publications, and Technical Advisory.
- B. Committee membership appointments may be made by the President for no longer than the duration of the President's term of office.
- C.
  - 1. The Executive Committee shall consist of the four elected officers of the organization, the Membership /Database Manger, Publication Chairman, and may include up to two At-Large Positions appointed by the President and approved by the Board. These positions, will run concurrent with the officers elected term. Any appointed At-Large members, must be Full Members of SERA and be approved by majority vote of the Board of Directors.

The Executive Committee shall handle:

- a. Such duties as may be assigned by these By-Laws.
- b. Such duties as may be delegated to the committee specifically by the association's Coordination Policies and Guidelines, or other action of the Board of Directors.
- c. If unforeseen matters of the association arise between meetings of the Board of Directors, and those issues need a decision before the next meeting of the Board of Directors, the Executive Committee may take action and notify the Board of Directors by email. The committee shall be responsive to any inquiry by a member of the board, and supply information concerning any action in the process of being acted upon, including the final decision relating to said action.

#### The Frequency Coordinating Committee

2. The Frequency Coordinating Committee has a standing membership composed of the District Directors, and a Chairperson may be appointed by the President. The Chairperson may, or may not, be a District Director.
3. The FCC Liaison Committee shall consist of the necessary number of members, one appointed as a Chairperson. The committee shall:
  - a. Keep up to date on all commission rules and regulations and advise the President and Board of Directors on all matters that may influence repeaters and/or general VHF/UHF operations.
  - b. Prepare comments for the association to the FCC on all rule changes and prepare petitions for changes on behalf of the association.
  - c. Advise on matters concerning general amateur operating procedures and practices.
4. The Membership Committee has a standing membership of the District Vice-Directors with the Membership Manager as Chairperson. The Chairperson may, or may not, be a Vice Director. The committee shall:
  - a. Solicit all repeater trustees, clubs, groups, or individuals that maintain an existing repeater, or plan to install a repeater, to encourage them to join the association.
  - b. The Membership Manager shall maintain membership records, prepare renewal notices, receive payments of dues, and forward moneys collected to the Treasurer. All money collected for SERA should go directly to the treasurer. The treasurer will report membership money to the Membership Chairperson or within the appropriate software.
  - c. Maintain a current mailing list for the association and handle Repeater Journal mailings.
5. The Publications Committee shall consist of an Editor who shall serve as the chairman of the committee, and may include an Assistant Editor, Advertising Director, and Technical Editor. The Editor is to be appointed by the President and may, as needed, appoint the remainder of the committee together with any necessary assistants. The committee shall:
  - a. Publish the Repeater Journal, the official newsletter of the association

- b. Solicit newsworthy information from various officers, District Directors, District Vice Directors, members, the amateur public, and the general public to insure the membership is kept current on all VHF/UHF activities in the association districts.
  - c. Provide promotional and educational literature to the membership as applicable.
  - d. The President shall appoint a Representative and/or Committee to review the contents of the Journal prior to it being published.
  - e. The Editor or any of his or her reports shall NOT write or cause to write any article that disparages any member, repeater owner or the SERA. The Repeater Journal is not a sounding board for opinions except as those that may pertain to the Coordination Process.
  - f. The Editor, if compensated for preparing the Repeater Journal for printing, shall serve at the pleasure of the Board of Directors and shall do so as an independent contractor, not an employee of the corporation. The Editor shall ensure the proper and timely publication of the SERA Repeater Journal.
6. The Technical Advisory Committee may consist of up to five members one of which will be appointed as Chairperson. The committee shall:
- a. Advise the association on appropriate standardization matters, such as: frequency utilization plans, tone access frequencies, auto patch configurations, linking techniques, etc.
  - b. Provide assistance in interference situations between, or among, repeater stations and their users.
  - c. Conduct evaluations into new and improved equipment and/or configurations related to improving the overall operation of repeaters.
7. Social Media Committee
- The President shall appoint a Chairperson who may construct and operate sites for SERA such as Facebook, Twitter, etc. The purpose of Social Media is to increase visibility of events and changes within SERA coordination policies and other items of interest to the Amateur Community. The Social Media Chairperson shall work closely with the Repeater Journal Editor and Membership Manager to produce interesting and informational postings. The same committee that overlooks and assists the Repeater Journal Editor will assist with the moderation of all social media sites pertaining to SERA. These committee members, appointed by the President, shall have the same rights as the Social Media Chairman to moderate the sites and be able to remove any unwanted postings that are not deemed to enhance our coordination efforts.
8. All standing committees shall have the power of original recommendations to the Board of Directors.

## **SECTION 29 - APPOINTMENTS CONFIRMATION**

Appointments by either the President or a District Director/Vice require confirmation by the Board of Directors, for the appointee to act on behalf of the association in any manner.

All appointments will automatically expire no later than the next vacancy occurring in the office of the official making the appointment without regard to:

- A. The manner by which the vacancy occurs (*i.e. normal expiration of term, resignation, death, or otherwise.*)
- B. Whether or not the appointing official is re-elected or re-appointed to the position held at the time the appointment was made.

## **SECTION 99 – AMENDMENTS**

Amendments to these By-Laws may be accomplished by one or more voting members of the Board of Directors proposing a change at least thirty days before the amendment is to be acted upon.

- A. If the action is at a regular or properly called special meeting of the Board of Directors, an affirmative vote by a majority of those voting members of the Board of Directors in attendance at said meeting shall determine the outcome of the proposed settlement.
- B. If the action is by email, mail, conference, or other telephone call, or by any other manner other than a meeting of the Board of Directors, an affirmative vote by a majority of all voting members of the Board of Directors will be required to enact the change.

Realizing that sections in these By-Laws numbered lower than 20 are basically a restatement of similar items included in the Articles of Incorporation as filed with, and approved by, the Secretary of State of the State of North Carolina, the amendment of any such section will require a paralleling amendment of the Articles of Incorporation to be filed with the Secretary of State of the State of North Carolina and will be effective only upon receipt of the document as issued by that office.

The amendment of any article other than those mentioned in Section 99 (B) above, shall be effective immediately upon completion of action thereon by the Board of Directors, unless stated to the contrary in the amendment so enacted.

### **Document Modification History:**

On April 28, 2002, the SERA Board of Directors approved by a unanimous vote to amend Section 2 and Section 11, which changed the SERA Office of Record and SERA Registered Agent, due to the untimely death of Wayne Williams.

On June 11, 2005, the SERA Board of Directors approved by unanimous vote to renumber existing subsection 25.C to 25.D and introduce new sub-section 25.C, with 25.C allowing official electronic (e-mail) motions and votes of record.

On July 15, 2011, the SERA Board of Directors approved a language change for Section 24.E 1 & 2 and the addition of Section 24.F.

On July 15, 2013, the SERA Board of Directors approved a complete and necessary re-write of these bylaws to incorporate changes brought about by electronic tools used in coordination and changes in appointed members and their duties.

On June 9, 2014 and at the Summer 2014 Board of Directors meeting, various changes in the Bylaws were discussed and the changes were ordered to be held for 30 days and then a call for vote.

On January 2, 2015 at the Winter Board of Directors meeting the Bylaws were amended to add the Membership Manager to the Executive Committee

On June 6<sup>th</sup>, 2015, at the Summer Board of Directors meeting the Bylaws were amended to change Section 24, A-5, to read the signatures of twelve full members. **Official Copy 07/15/2013 Mike Fariss, K4EZ By-Laws Chairman**

**Official Copy 07/20/2014 Dr. Mike Fariss, K4EZ By-Laws Chairman**

**Official Copy 02/02/15 Dr. Mike Fariss, K4EZ By-Laws Chairman**

**Official Copy 07/06/15 Dr. Mike Fariss, K4EZ By-Laws Chairman**

**Official Copy 02/10/6 Dr. Mike Fariss, K4EZ By-Laws Chairman**