

By-Laws of the Oklahoma Repeater Society, Inc.

ARTICLE ONE

NAME AND PURPOSE

1.1 Name

The name of this organization is Oklahoma Repeater Society, Inc., also referred to here as the Society.

1.2 Purpose The purpose of the Society is:

1.2.1 To render public service through Amateur Radio, and

1.2.2 To gather and disseminate information concerning Amateur radio operation especially in the frequency modulation mode and repeater operation, and

1.2.3 To coordinate efforts and establish standards in regard to repeater systems and associated functions, and

1.2.4 To associate with groups similarly constituted in order to broaden the scope and function of Amateur Radio as a service in the public interest, convenience or necessity, and

1.2.5 To encourage experimentation by the Society members in advanced techniques in the use of repeaters in order that the general technical excellence of repeater systems shall be improved, and

1.2.6 To provide a forum for discussion of spectrum utilization and the achievement of maximum compatibility between various users of the Amateur Radio Bands. (Amended March 21, 1998)

ARTICLE TWO

MEMBERS

2.1 Membership Membership in this Corporation will be in three (3) classes: General Membership, Associate Membership and Affiliated Group Membership.

2.1.1 General Membership General Membership shall be granted to anyone holding a current amateur radio operator's license of any class, upon application and payment of dues.

2.1.2 Associate Membership Associate Membership shall be granted to any unlicensed individual upon application and payment of dues.

2.1.3 Affiliated Group Membership Affiliated Group Membership may be granted to organized groups with interest similar to those of the Society, upon application and payment of dues. Affiliated Group Membership does not confer General Membership upon individuals of the affiliating Group.

2.2 The term of membership shall run from January 1 through December 31. Dues may be paid at any regular meeting but are not pro-rated. The amount of dues shall be \$10.00 (ten) dollars per year for individual membership.  
(amended March 21, 1998)

2.3 Deleted March 21, 1998.

2.4 Deleted March 21, 1998.

## ARTICLE THREE

### DIRECTORS

3.1 Directors The Society shall be managed by a Board of Directors. They shall be responsible for conduction all Society business between General Membership meetings.

3.1.1 Number of Directors The number of Directors is determined as follows:

The State shall be divided into six (6) Districts.

District One (1) Will be comprised of Oklahoma, Cleveland and Canadian counties in central Oklahoma.

This is the Metropolitan OKC District.

District Two (2) Will be comprised of Tulsa, Creek and Rogers counties in Northeastern Oklahoma. This is the Tulsa Metropolitan District.

District three (3) Will be the area North of Interstate 40 and West of Interstate 35, excluding the OKC Metro District One.

District Four (4) Will be the area North of Interstate 40 and East of Interstate 35, excluding the Metropolitan OKC and Tulsa Districts 1 and 2 respectively.

District Five (5) Will be the area South of Interstate 40 and West of Interstate 35, excluding the OKC Metropolitan District One.

District Six (6) Will be the area South of Interstate 40 and East of Interstate 35, excluding the OKC Metropolitan District One.

Each District shall have one (1) representative each for a total of six (6) Directors. Directors must live in the District they will represent. (Amended March 21, 1998)

### 3.1.2 Election of Directors

There shall be appointed by the general membership, a committee to assist the Districts in the selection of candidates for Director. There shall be a voter registration card for all members listing the city and/or county of residence and the District in which the member resides. This card shall be presented at all elections whose purpose is the election of Directors. Each member shall only vote for the candidates for director in the District in which he/she resides. Candidates for the position of Director will be voted upon separately by the members of their District present at the meeting. This process will continue until all six (6) Districts have elected a Director.

(Amended March 21, 1998)

The following is a proposed change, to be voted on at the Sep 1999 mtg.

\*\* In the event that there is no lawful candidate for any one district, a candidate from any other district can be elected for that area, who shall serve on a temporary basis until an appropriate candidate can be found. An announcement shall be made at each subsequent meeting about this vacancy until this position can be filled from the proper district.

3.1.3 Directors Term of Office Directors shall be elected every two (2) years unless a position is vacated for any reason. In that case, a candidate shall be selected from the District in which the vacancy occurs and any remainder of the term of office shall be served until the next

election of Directors. (See exception in Article Four, Section 4.1)  
(Amended March 21, 1998)

## ARTICLE FOUR

### OFFICERS

#### 4.1 Principal Officers

The principal officers of the Society excluding the President shall be selected from the six (6) Directors. They shall be the Vice-president, Secretary and Treasurer. These officers once chosen, shall assume office immediately and shall server a two (2) year term until the next general election. For the initial election, those Directors chosen to serve as Officers will have their term run for on (1) year, thereafter the term

shall be two (2) years.

(Amended March 21, 1998)

#### 4.2 President

The President shall preside at all meetings of the Society membership and all Directors meetings. Only in the case of a tie vote on any matter before the six (6) Directors will the President be allowed to cast a vote other than in general elections where he/she has the same privileges as a general members. The President shall be an ex-officio member of all Society committees. He/She must sign all authorized contracts and other obligations and undertakings on behalf of the Society. He/She shall be the principal officer of the Society and shall have general charge and supervision of the Society's affairs. The President may, in writing, delegate any specific signatory power to another Director.

(Amended March 21, 1998)

4.2.1 The President shall serve a term of one (1) year. An at-large member of the Society shall fill the Office of the President. Any member, regardless of the District in which he/she resides shall be eligible for this position. Any number of candidates may be put forward for this position, subject to a vote of the general membership. This position is the only position that will be voted on by all general members.

(Added March 21, 1998)

#### 4.3 Vice-President

At the request of the President, or in the event of his absence or disability, the Vice-President shall perform any and all duties of the President. The Vice-President shall have other powers and perform such other duties as the Board of Directors may from time to time assign.

#### 4.4 Secretary

The Secretary shall attend, and disseminate the minutes of, all meetings of the Society membership and of the Board of Directors. He shall

promptly disseminate such minutes to each Director, following each membership or Director's meeting.

4.4.1 He/She shall keep reports on all meetings of the committees of the Society and shall issue notice to the Society membership and all current coordination holders by United States Mail of all general membership meetings at least thirty (30) days in advance of each such meeting. Meeting notices shall be disseminated to all publications and Affiliated Group Members designated by the Board of Directors in such a manner reasonably calculated to appraise all members of a pending meeting.

(Amended March 21, 1998)

4.4.2 He/She shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Society. He/She shall keep a current list of Society membership and shall supply such lists to each Director.

(Amended March 21, 1998)

4.4.3 He/She will keep the Articles of Incorporation, Charter issued by the Secretary of State and the By-Laws and have them with him at all meetings. He/She will cause all amendments, changes and additions to be noted therein and will permit the same to be consulted by members upon request.

Amended March 21, 1998)

4.4.4 The Secretary will keep duplicate records of the Frequency Coordinator, including the coordination base.

(Amended March 21, 1998)

#### 4.5 Treasurer

The Treasurer will have control of all funds of the Society subject to such regulations as may be prescribed by Society membership. He/She may endorse on behalf of the Society for collection, checks, notes and other obligations and shall promptly deposit the same and any other receipts received in cash in such banks or other depositories as shall be designated by the Society. Disbursements by the Society Treasurer must be countersigned by either the Society President or the Society Secretary.

(the above sentence to be deleted if passed at the Sep. 1999 meeting)

The Treasurer shall enter regularly on the books of the Society, to be kept by him for that purpose, full and accurate account of all monies and property received, and all monies and obligation paid or incurred for the account of the Society and shall exhibit such books for inspection to the Board of Directors at all reasonable times.

(Amended March 21, 1998)

4.5.1 He/She shall also provide a report of the current financial condition of the Society at each General Membership meeting. He/She will, at the end of his/her term of office, relinquish to his/her successor everything in his/her possession belonging to the Society.

(Amended March 21, 1998)

4.5.2 The Treasurer shall prepare an annual budget to submit to the board of Directors for approval.

(Added March 21, 1998)

(Amended May 8, 1999)

4.5.3 The Treasurer shall provide the Society Secretary and Frequency Coordinator with current membership information and shall provide updates to such information every quarter.

#### 4.6 Frequency Coordinator

The Frequency Coordinator/s shall conform to all Society Directives and Procedures. The Frequency Coordinator/s shall be appointed by the Board of Directors. The term of office for the Frequency Coordinator/s shall be two (2) years. The Frequency Coordinator/s shall provide the Society Secretary with duplicate records and shall provide updated records every thirty (30) days. The Frequency Coordinator/s shall conduct an audit of all records every two(2) years.

(Added March 21, 1998)

### ARTICLE FIVE

#### COMMITTEES

5.1 Committees shall be authorized by the Board of Directors as required and shall be appointed by the president. Committee members shall serve for a period not to exceed two years unless re-appointed.

#### 5.2 Standing Committees

There shall be at least three (3) standing committees, technical, frequency coordination and legislative.

##### 5.2.1 Technical Committee

The Technical Committee shall investigate methods and techniques designated by the Board of Directors related to the solution of technical problems experienced by members of the Society. The Technical Committee will provide technical information to and assist the Board of Directors in the formulation of suggested policy for the achievement of the purposes of this Society.

##### 5.2.2 Frequency Coordination Oversight Committee

The Frequency Coordination Committee shall be comprised of the three (3) members of the Board of Directors not chosen to be Officers. This committee shall oversee the Office of Frequency Coordinator and be an arbiter in the case of a dispute as to matters of coordination. Parties taking any matter before the Committee shall agree to abide by the

recommendations of the committee. If the Committee can not resolve the dispute, the final and binding decision shall be made by a majority vote of the general membership. The Coordination Oversight Committee shall meet when called upon.  
(Amended March 21, 1998)

#### 5.2.3 Legislative Committee

The Legislative Committee shall compile and assemble information regarding government or private regulation of Amateur regulation and its related activities. Such information shall be available to the Board of Directors and Membership for the formulation of Society policy.

#### 5.3 Removal of Committee Chairman from Office

The President may remove any Committee Chairman from office for neglect of duty or from conduct detrimental to the Society.

#### 5.4 Review of Decisions

Decisions of all committees are subject to the review of the Board of Directors and may be overruled by a majority vote of the Directors.  
(Amended March 21, 1998)

### ARTICLE SIX

#### MEETINGS

##### 6.1 General Membership Meetings

There shall be two (2) General Membership Meetings per year, held at approximately six-month intervals. Meetings will generally be held in the months of January (winter meeting) and June (summer meeting) at a place and time designated by the Board of Directors.

##### 6.2 Special Meetings

Special Meetings shall be called by the President when requested by a majority of the Directors or a majority of members present at any given meeting.  
(Amended March 21, 1998)

##### 6.3 Directors' Meetings

The Directors shall meet at least twice yearly, upon request by the Principal Officer of the Society. General Membership may attend Directors meetings. Special meetings of the Board of Directors may be called at the request of the President upon ten (10) days notice to all Directors.  
(Amended March 21, 1998)

##### 6.4 Quorum

At any General or Special Membership meeting, a quorum shall consist of 20 members or fifty-one percent (51%) of the current membership, whichever is less.  
(Amended March 21, 1998)

#### 6.5 Directors' Quorum

At any meeting of the Board of Directors a majority of the Board will be considered a quorum for the transaction of business.

#### 6.6 Voting

General Members and General Members only may vote at a General Membership or Special Meeting. Only Directors may vote at a Directors' meeting.

6.6.1 All decisions at any meeting of the membership or Board of Directors of a committee shall be a majority vote of the quorum. Each member shall have one and only one vote and no voting proxy shall be permitted.

6.6.2 Notwithstanding the provisions of any other part of these By-Laws, the Chairman of any regular or special meeting may interrupt ordinary parliamentary procedures at any time to conduct a non-binding straw vote on any issue, whether or not that issue is under discussion at the time of the interruption.

### ARTICLE SEVEN

#### PARLIAMENTARY PROCEDURE

7.1 Roberts Rules of Order shall serve as the parliamentary authority of the Society for all rules and procedures not specified in the Articles of Incorporation of these Bylaws.

7.2 A suggested agenda prepared by the President shall be circulated as a part of notice of Directors' Meetings. Notwithstanding this provision, any topic may be presented to a meeting by a member except as noted in Section 6.2.

7.3 Deleted March 21, 1998.

### ARTICLE EIGHT

#### FISCAL AFFAIRS

8.1 Fiscal Year The fiscal year shall commence on January 1 and continue through December 31.  
(Amended March 21, 1998)



8.2 Audits The Directors shall audit the books of the Society immediately prior to the Summer semi-annual meeting and shall report the condition of the books at each semi-annual meeting.

8.3 Society Funds All funds and properties received by or coming into the custody of the Society belong to and are trust funds and property of the Society to be expended only in accordance with the regulations prescribed by the Society.

8.4 Dues Membership dues for each classification shall be \$10.00 per year.  
(amended May 8, 1999)

8.5 Disbursements The Treasurer shall make all disbursements of the Society's funds.

8.6 Deleted March 21, 1998.

8.7 Directors' Disbursements Authority The Directors may order disbursements for needs which arise prior to the next scheduled membership meeting. The Directors' disbursement authority shall not exceed One Hundred Dollars (\$100.00). This disbursement authority is in addition to regular budgeted expenditures for normal Society business.  
(Amended March 21, 1998)

8.8 The Board of Directors may borrow or lease certain equipment items of high cost under terms suitable to the Board. Leased items shall be budgeted in advance if the cost exceeds the specifications in Articles 8.6, 8.7 and 8.8.

## ARTICLE NINE

### SEAL AND LOGO

#### 9.1 Corporate Seal

The corporate seal shall have inscribed thereon the name of the corporation, the words "corporate seal" and the name of the state under which the laws of which the corporation exists. The seal, an impression of which is made on the margin hereof, be and the same is hereby adopted as the seal of the Corporation.

#### 9.2 Logo

The Logo of the Society shall be:  
(logo shown on the original)

ARTICLE TEN

AMMENDMENTS

10.1 Amendments to the Articles of Incorporation

10.1.1 Notice of Proposed Amendments Proposals for amendments to the Articles of Incorporation must be submitted in writing at the Summer Meeting.

(Amended March 21, 1998)

10.1.2 The Secretary shall notify the Society members of each proposed amendment at least thirty (30)days prior to the regular General Membership meeting.

10.1.3 At the next regular General Membership meeting the proposed amendments will be submitted to the membership. A two-thirds vote of a quorum shall be required to adopt an amendment.

10.2 Amendments to the By-Laws

The By-Laws shall be reviewed at the first Directors meeting of the fiscal year.

10.2.1 Changes, additions or corrections to the By-Laws may be proposed by the Directors or by any General Member at any regular meeting of the Society. Such proposals shall require a written notice and a majority vote of the General Membership for their adoption at the next voting meeting.

(Amended March 21, 1998)

ADPTED BY THE BOARD OF DIRECTORS THIS 11 TH DAY OF SEPTEMBER, 1977

Leonard Hollard - President

Attest: Daniel Schroeder - Secretary

Amendments: March 1998

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