

# NCARES, Inc. By-laws

## **PREAMBLE - Some history and identity information**

In 1995 a small group of hams started an ARRL club named the Nassau County Amateur Radio Society (NCARS). The club was subsequently renamed the Nassau County Amateur Radio Emergency Service (NCARES) in 2009, when the club began assisting the Nassau County Emergency Operations Center (EOC) branch of the Nassau County Sheriff's Office.

The club had ideas for developing a system of repeaters to provide amateur radio licensees everyday public and robust emergency communication capabilities throughout Nassau County. Because the equipment, installation, and maintenance required were expensive and they were all volunteers, in 2011 they formed a nonprofit corporation - NCARES, Inc. This provided the opportunity to receive donations, hold fundraising events, and make purchases without paying taxes - making us better able to expand and improve our service to the community both between and during emergencies.

NCARES, Inc. is responsible for obtaining and disbursing funds, overall administration, and ensuring that we comply with all applicable laws, regulations, commitments and requirements.

## **Section I: Membership**

NCARES membership includes all persons having a current FCC-issued Amateur Band license, and listed in the Official Roster maintained by the Emergency Coordinator (EC) or his or her designee. Membership requires submission of a completed and signed NCARES Application. There are currently no membership dues or classes of membership.

## **Section 2: Meetings**

NCARES General Meetings are currently held at the Nassau County Emergency Operations Center the second Tuesday of each month at 7 PM. They are preceded by a social time starting around 6:30 PM. Check the calendar at <https://NCFARES.ORG>, especially if weather, lack of EOC availability or other situations occur. The December meeting is traditionally a dinner gathering instead of a normal meeting.

The NCARES, Inc. (501c3) Board of Directors meets quarterly. These meetings are open to all members. Robert's Rules of Order shall govern the conduct of business at all meetings, except where in conflict with provisions of these by-laws. Robert's Rules Simplified, by Arthur T. Lewis and Henry M. Robert shall be the standard reference when needed. A Quorum for all Board meetings shall be a simple majority of the Directors participating, whether physically present, or via electronic means.

### **Section 3: NCARES, Inc. Elections**

Directors will be nominated and elected by the members of NCARES. The Directors once elected will select the President, Treasurer, and Secretary from the members of the Board of Directors. Each Director will serve a term of three years and is eligible for reelection at the end of that term. To introduce a gradual change in the corporation leadership rather than a total replacement of the Board of Directors, the Directors will be elected and divided into three groups staggered such that approximately 1/3 of the Directors are elected will stand for election each year. A quorum at general membership elections shall be at least fifteen percent (15%) of the membership. Election results will be announced during the month of elections.

If a Director resigns from the Board of Directors with seven (7) months or less remaining before his or her three-year term expires, the Board of Directors will appoint a replacement for the remaining term of that Director. Otherwise the membership will elect a Director to serve the remainder of his or her term at the next annual election.

The election process will be implemented during 2024 in the following manner. At the January general meeting nominations for new Directors to be seated for a three (3) year term will be requested from the membership, as well as offered by the Board of Directors. A listing of existing Directors will also be provided. Members may self-nominate or nominate another member. A ballot will be prepared with the names of candidates for the open positions to be used by the membership for use in voting at the February general meeting. New Directors shall take office on the Board meeting in March.

The staggered terms of Board members will begin during 2024. The top three or more, if there are additional resignations, will be elected. The Emergency Coordinator and at least three other members will conduct the count of ballots and announce the results and names of the newly elected Directors at the December meeting as well as by email after the count of ballots.

A second election process will be executed in 2024 during the months of October and November with the second rotation of three Board positions open for member nominations, election, and, if applicable, re-election for three-year terms. New Directors shall take office in January. This schedule shall apply to all subsequent general elections.

Board of Directors meetings will be open to the general ARES membership, and will be held as part of the regularly scheduled EC/AEC planning meetings that coincide with the Board meeting months.

#### **Section 4: Duties of Officers and Board of Directors**

- **President:** The President, or his or her designee, shall preside at all meetings of the Board of Directors and shall enforce due observance of the By-laws; decide all questions of the order; and perform all duties customary and pertaining to the office of the President. He or she shall be the Chairperson of the Board of Directors and ex officio member of all committees; and shall appoint or solicit the chairman of all committees. He or she shall provide the Directors with an agenda at least two (2) days before each Board meeting. In the event of an unexpected absence of the President at a meeting, the Secretary, Treasurer, or a Director shall preside in that order.
- **Treasurer:** The Treasurer shall be responsible for all monies received and expended, and shall pay no bills without the proper authorization of the Board of Directors based upon presentation of vouchers, bills or receipts. At the expiration of elected terms, the Treasurer shall turn over to the elected successor, all corporate documents unless reelected. An audit shall be made at the end of his or her term of office by the Board of Directors or their appointee(s). The Treasurer shall be immune from suit by the Corporation or individual members thereof, for loss of Corporation funds in the Treasurer's custody where such loss is not the proximate result of the Treasurer's willful and wrongful act, or the Treasurer's culpable negligence. The Treasurer shall be the custodian of a current list of all capital equipment that cost more than \$100 owned by the Corporation.
- **Secretary:** The Secretary shall keep a record of the proceedings of all Board meetings, call the roll for any vote when a roll call voted is requested or required, read all communications as appropriate and communicate with the membership as required. The Secretary shall be responsible for seeing that all Corporation periodic filings, applications and payments are submitted in a timely manner. At the expiration of elected terms, the Secretary shall turn over to the elected successor all corporate documents unless reelected. Upon request, the Secretary shall make all official documents including minutes available for any NCARES member to review. The Secretary shall promptly complete and file an Articles of Amendment to Articles of Incorporation form whenever there are changes in the addresses, officer titles, Board members, wording, Registered Agent, etc. as required by law, that have been properly voted on and approved.
- **Board of Directors:** Directors are expected to attend all meetings unless illness, injury, or other circumstances make absence unavoidable. They are also expected to be active leaders and participants on committees and in other meetings, fund raising events, and helping to get things done in many other ways. The Board of Directors shall have the authority to submit proposals for grants, solicit donations, or seek other sources of funding to the benefit of the Corporation. They may accept for review preliminary plans and proposals for discussion and or approval that pertain to policy and expenditures. They may discuss and suggest activities submitted and receive committee action reports and proposals. The Board shall have the authority to add and terminate individuals in staff positions for clerical, accounting, and other similar duties by a simple majority vote of the Board members.

The duties of officers and Board of Directors may be changed and these By-laws updated at any time by a simple majority vote of the Directors. All officers and Directors are expected to have a computer with a printer along with Excel, Word and email programs, and be at least somewhat familiar with Robert's Rules of Order. The Treasurer is expected to have a background in accounting or adequate knowledge for performing their duties. The President is expected to have excellent leadership skills, advanced knowledge of the ARES structure and program, and know enough about Robert's Rules of Order to maintain order and enforce the By-laws.

#### **Section 5: FCC Club License Trustee**

The President shall appoint a trustee for the NCARES, Inc. Club FCC license, W4NAS. This appointee shall be a member holding a valid FCC extra class license, who is familiar with the responsibilities of maintaining a Club license, and a full-time resident of Nassau County, Florida. This appointment must be validated by the Board of Directors. Once appointed, the Club license trustee shall remain in this position until the trustee withdraws from the position, is unable to continue, or is removed by a majority vote of the Board of Directors. The Club license trustee shall carry out the rules and procedures established by the Board of Directors for the use of all NCARES, Inc. repeaters and operations thereof and any use of the NCARES, Inc. call sign.

#### **Section 6: Conflict**

Nothing in these By-laws shall conflict in any way with the purposes of the Corporation or operation of the Corporation as set forth in the Articles of Incorporation as originally adopted and later revised and restated.

#### **Section 7: Termination of membership**

A member may terminate his or her membership by notifying any NCARES, Inc. Board member in writing via letter, email or text.

#### **Section 8: Transparency:**

These By-laws and our Articles of Incorporation are public documents, and shall be available for examination on the [NCFARES.ORG](http://NCFARES.ORG) web site in a format or via a link, as chosen by the webmaster. Members shall also be provided with copies of meeting minutes upon request.