

MINUTES and BY LAWS

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of

KEUKA LAKE AMATEUR RADIO ASSOCIATION, INC.

A Not-For-Profit Corporation  
Incorporated under the laws of  
The State of New York

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CONSENT TO ACTION TAKEN IN LIEU OF THE  
ORGANIZATION MEETING of

*KEUKALAKE AMATEUR RADIO ASSOCIATION*

The undersigned, being the incorporator(s) of the corporation hereby consent(s) to the action taken, as hereafter stated, in lieu of the organization meeting:

A copy of the certificate of incorporation together with the receipt issued by the Department of State showing the date and payment of the filing fee for the original certificate of incorporation was appended to this statement.

By-laws regulating the conduct and the affairs of the corporation, as prepared by

counsel for the corporation were adopted and ordered appended thereto.

The following person(s) were appointed director(s) of the corporation:

*JAMES C. WHITE*

*SAM PENNISE*

*EDWARD DOMBERT*

The principal office of the corporation was fixed at  
*VILLAGE OF BATH, COUNTY OF STEUBEN, STATE  
OF NEW YORK*

Dated *9<sup>th</sup>* DAY OF MAY, 1990

The undersigned accept their appointment as directors:

*James C. White*

*Sam Pennise*

*Edward Dombert*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The following are appended to this consent:

Copy of the certificate of incorporation  
Receipt of the Department of State By-laws

Organization Consent

CERTIFICATE OF INCORPORATION

OF

KEUKA LAKE AMATEUR RADIO ASSOCIATION, INC.

Under Section 402 of the Not-For-Profit corporation Law

The undersigned, being a natural person and at least eighteen years of age, desiring to form a not-for-profit corporation pursuant to the provisions of the Not-For-Profit Corporation Law of the State of New York, does hereby certify and set forth as follows:

(1) The name of the corporation is:

KEUKA LAKE AMATEUR RADIO ASSOCIATION, INC.

(2) The corporation is a corporation as defined in subparagraph

(a) (5) of Section 102; the corporation is a Type A corporation.

(3) The purpose or purposes for which this corporation is

organized are as follows, to wit:

To provide for the mutual assistance, enjoyment, entertainment and improvement of its members by promoting participating in social, civic and athletic activities.

To maintain for its members a club house to hold organizational meetings, social gatherings, and other activities to carry out the aforementioned purposes.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other antimonopoly statute of the State of New York.

(4) The office of the corporation in the State of New York is to be located in the County of Steuben.

(5) The initial directors of the corporation until the first annual meeting are as follows:

Sam Pennise, 30 Lake St., Hammondsport, NY 14840

James White, 8653 Coryelle Rd., Hammondsport, NY 14840 Edward Dombert, RD# 1 Box 87A, Hornell, NY 14843

(6) The duration of the corporation is to be perpetual.

(7) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Box 386, Hammondsport, NY 14840

IN WITNESS WHEREOF, this certificate has been signed this 22nd day of March 1990, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



---

Scott Schuster  
283 Washington Avenue Albany, New York  
12206

NYS DEPARTMENT OF STATE

FILING RECEIPT INCORPORATION (NOT FOR PROFIT)

CORPORATION NAME

KEUKA LAKE AMATEUR RADIO ASSOCIATION, INC.

DATE FILED

03/23/90

DURATION & COUNTY CODE

P STEU

FILM NUMBER

C122332-3

CASH NUMBER

585239

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

TYPE A  
\*SERV

ADDRESS FOR PROCESS

S/S THE CORP  
BOX 386

HAMMONDSPORT

NY 14840

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ \_\_\_\_\_

AMOUNT OF MONEY ORDER \$ 00060.00

AMOUNT OF CASH \$ \_\_\_\_\_

\$ 6.00 DOLLAR FEE TO COUNTY

\$ 050.00 FILING

\$ TAX

\$ CERTIFIED COPY

\$ 010.00 CERTIFICATE MISCELLANEOUS

TOTAL PAYMENT \$ 000060.00

FILER NAME AND ADDRESS

PETER BAKER  
51 MAIN ST.

HAMMONDSPORT

NY 14840

REFUND OF \$

TO FOLLOW

BY - LAWS  
of  
KEUKA LAKE AMATEUR RADIO ASSOCIATION, INC.

PREAMBLE

By-Laws - By-laws are "the set of rules adopted by an organization defining its structure and governing its functions." (Sturgis, The Standard Handbook of Parliamentary Procedure; third edition, new and revised, p. 257)

Collective Authority - Individual members may not speak or act on behalf of the corporation, unless they have been specifically granted that authority by a vote of the board of directors. An important corollary to this collective authority is the need for the board to speak with one voice once a decision has been made.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the Village of Bath, County of Steuben, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as follows:

- To promote interest in Amateur Radio communication and advancement of the radio art,
- To conduct programs, trainings, and exercises that enhance the skills of the members, and educate the community,
- To develop ties with other services and establish relationships with community organizations,
- To provide emergency communication services,
- To promote enjoyable Amateur Radio-related events,
- To provide help in solving radio frequency interference problems.
- To erect and maintain radio equipment for use by members and the amateur radio service.

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

All persons interested in amateur radio Communication shall be eligible for membership. Only licensed amateur radio operators shall be qualified to vote on corporate business or hold office in the corporation.

2 MEMBERSHIP MEETINGS

The annual membership meetings of the corporation shall be held on the second Wednesday of September each year. In the event the membership is prevented from meeting, the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be communicated to every member of the corporation

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2. Further the exchange of information and cooperation between member's.  
3. Promote radio and communication knowledge.  
4. Aid individuals in improvement of operating efficiency.

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7. Provide communication services to the general public.

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a notice stating the time and place of the annual meeting.

Regular meetings of the corporation shall be held on the second Wednesday of each month except that the meeting date may be altered to avoid legal holidays or other conflicts.

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The presence at any membership meeting of not less than twelve (12) members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

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A membership roll showing the list of members as of the record date, certified by the secretary or treasurer of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. SPECIAL MEETINGS

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be communicated to all members at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

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No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

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5. ACTION BY MEMBERS WITHOUT A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written or electronic consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES

Every member are entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

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Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

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#### 7. ORDER OF BUSINESS

The order of business at all meetings of members shall be as follows:

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1. Roll call
2. Review of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

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#### 8. MEMBERSHIP DUES

The corporation, by majority vote of its qualified voting members, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization within its purposes as set forth in these by-laws. Non-payment of such dues or assessments shall be cause for expulsion and forfeiture of voting rights.

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### ARTICLE IV - DIRECTORS

#### 1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the board of directors which shall consist of not less than three directors. Each director shall be at least nineteen years of age.

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#### 2. ELECTION AND TERM OF DIRECTORS

At each annual meeting of members, the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he/she was elected and until his/her successor has been elected and shall have qualified, or until his/her prior resignation or removal.

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#### 3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of the members or by vote of a majority of all of the directors. A decrease in number of directors shall shorten the term of any incumbent director.

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#### 4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

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#### 5. REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

#### 6. RESIGNATION

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 7. QUORUM OF DIRECTORS

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

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#### 8. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

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#### 9. PLACE AND TIME OF BOARD MEETINGS

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

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#### 10. REGULAR ANNUAL MEETING

A regular annual, meeting of the board shall be held immediately

following the annual meeting of members at the place of such annual meeting of members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director. Special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

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A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

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12. CHAIRMAN

At all meetings of the board, the president, or in his absence, a chairman chosen by the Board shall preside.

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13. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

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ARTICLE V - OFFICERS

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1. OFFICES, ELECTION, TERM

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint at the recommendation of the membership, a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, from the board of directors, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

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2. REMOVAL, RESIGNATION, SALARY

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.

3. PRESIDENT

The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and of the Board. He shall oversee the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

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The president shall be

4. VICE-PRESIDENT(S)

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

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5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect. He shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president. He shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors. He shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

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6. ASSISTANT-TREASURER

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. SECRETARY

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He/she shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He/she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the date when they became members.

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## 8. ASSISTANT-SECRETARIES

During the absence or disability of the secretary, the ~~assistant-secretary~~, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

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## 9. SURETIES AND BONDS

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his/~~her~~ duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may ~~come into his~~/~~her~~ hands.

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## ARTICLE VI (change remaining article numbers) - OTHER POSTIONS

1. Repeater Trustees - In accordance with FCC regulations, the board of directors shall appoint repeater trustees. The repeater trustees shall be qualified members of the KLARA.

The Repeater Trustee shall be

responsible for the operation and maintenance of the club repeater he/she has volunteered to oversee. If the repeater requires preventative or corrective maintenance, the trustee is authorized to solicit repair services from other club members if he/she is not qualified, able, or does not have the equipment to perform same. If repair services cannot be obtained from club membership, the trustee is authorized to procure external services provided he advises the club or the executive committee of his/her intent to procure same and the estimated cost in advance. The call sign of the repeater trustee will be the call sign of the repeater for which he/she has accepted responsibility. The trustee is responsible for all correspondence with the FCC and club recognized coordinating agencies. The Repeater Trustee will monitor the repeater to insure repeater users adhere to FCC regulations. The trustee is authorized to deactivate the repeater remotely to insure compliance with FCC regulations or in the case of malfunction. The trustee may, at his discretion, authorize another club member to operate the repeater in his absence. Each repeater trustee will have the final say on any repeater operation since he/she is the final authority as per the FCC.

2. Emergency Coordination Committee - The president shall appoint the Chairman of the ECC at the first meeting following annual meeting. The ECC will consist of at least a chairman and a vice-chairman, responsible to the board of directors. The ECC Chairman will select additional members of the ECC as needed. The ECC will be responsible for having an emergency action plan in place, and testing said emergency action plan at least once annually. The ECC, under the supervision and direction of the board of directors, will coordinate with other emergency services.

3. Public Relations Officer - Public Relations Officers plan, develop, and put into place and evaluate information and communication strategies that present the organization to the public, clients, and other stakeholders. They also promote good information flows within the organization. The president and/or his/her designee shall be the official spokesperson(s) for the KLARA.

ARTICLE VI - SEAL

The seal of the corporation shall be as follows:

ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - AMENDMENTS

The by-laws shall be reviewed annually by the board of directors or a committee appointed by the president. The by-laws may be adopted, amended or repealed by a two-thirds vote of the total membership. Proposals for amendments shall be submitted in writing at a regular meeting, provided all members have been notified of the intent to amend the By-Laws at said meeting.

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**Deleted:** by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.¶  
If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.¶

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