

*The Upper Rio FM Society, Inc*  
PO Box 37007, Albuquerque, NM 87176  
www.urfmsi.org

## URFMSI Bylaws

As amended December 15, 2010, further amended February 2, 2011

### Article I. Offices

The principal office of the corporation in the State of New Mexico shall be located in the City of Albuquerque, County of Bernalillo.

The Corporation shall have and continuously maintain in the State of New Mexico a registered office, and a registered agent whose office is identical with such registered office, as required by the New Mexico Statutes governing Nonprofit Corporations.

### Article II. Members

**Section 1. Classes of Members.** The corporation shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

**FULL** -- Licensed radio amateurs in good standing entitled to all the rights and privileges of membership including the right to cast one vote on any motion brought to the membership at any meeting of said membership.

**SENIOR** -- FULL MEMBERS who reach the age of 70 are reclassified to SENIOR MEMBER and will continue to be entitled to all the rights and privileges of a FULL MEMBER. New members joining at the age of 70 years or above are SENIOR MEMBERS.

**FAMILY** -- Members of the immediate family of a Full, Senior or Life Member, with the same permanent mailing address, who are licensed radio amateurs in good standing and who meet one or more of the following conditions at the time of application for membership or renewal are entitled to the rights and privileges of membership but without the right to vote on motions before the membership or to hold office:

(a) Spouse, (b) Under the age of eighteen, (c) Under the age of twenty-five and a full-time student, or (d) Any age, if disabled or otherwise financially dependent upon and resident with the Full, Senior, or Life Member.

**LIFE** -- Conferred honorarily upon any Full Member after nomination by the Board of Directors and a two-thirds affirmative vote of the membership present at the annual meeting of the membership. Life Members shall have all the rights and privileges of a Full Member including the right of franchise but are not required to pay dues.

**Section 2. Voting Rights.** Each Full, Senior or Life Member shall be entitled to one vote on each matter submitted to a vote.

**Section 3. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause.

**Section 4. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.

**Section 5. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

### **Article III. Dues and Donations**

**Section 1. Annual Dues.** The Board of Directors may determine from time to time the amount of the initiation fee, if any, and the annual dues payable to the corporation by the members of each class.

**Section 2. Payment of Dues.** All members, except Life Members, shall pay dues and dues shall be payable on or before the last day of the members anniversary month. The anniversary month for each member is the month of acceptance into membership by the Board of Directors.

**Section 3. Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of two months following his anniversary month, his membership shall be terminated unless the Board of Directors determines otherwise.

**Section 4. Donations by URFMSI facilities users and by any persons.** Anyone wishing to support the URFMSI service to Amateur Radio Operators may make a contribution of money or equipment. The Corporation, through its Board of Directors, may accept or reject any donation. Donors shall receive a receipt from the Corporation for their donation.

### **Article IV. Meeting of the Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held on the second Tuesday in the month of October in each year for the purpose of electing Directors for a three year term and for the transaction of such other business as may come before the meeting.

**Section 2. Quarterly and Special Meetings.** Quarterly meeting of the members shall be held on the second Tuesday in the months of January, April, July, and October in each year for the transaction of such business as may come before the meeting. Special meetings of the members may be called by the President or the Board of Directors or by petition to the Board of Directors signed by 10% of the members entitled to vote. The quarterly meeting held in October shall incorporate the Annual Meeting of the Corporation.

**Section 3. Place of Meeting.** The Board of Directors may designate such place, in the State of New Mexico, as the place of meeting for any annual, quarterly or special meeting called by the Board of Directors.

**Section 4. Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, electronically, or by mail, to each member entitled to vote at such meeting, not less than 10 nor more than 30 days before the day of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which such meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid; if electronically, when the sender's email or electronic transmittal device shows that the notice has been sent.

**Section 5. Quorum.** The members present at an annual, quarterly or special meeting of the membership shall constitute a quorum at such meeting.

**Section 6. Proxies.** All votes cast at any meeting of members must be cast in person, and no proxy will be recognized as valid.

**Section 7. Order of Business.** Business shall be conducted according to Robert's Rules of Order as amended.

## **Article V. Board of Directors**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of New Mexico, but must be Full, Senior or Life Members of the corporation in good standing.

**Section 2. Number, Tenure, and Qualification.** The number of Directors shall be as close as practicable to and must not exceed ten, and shall include a voting trustee. In the event that there are fewer than 10 Directors, every good-faith effort shall be promptly made to fill any vacant position using the process outlined in these Bylaws for the election and/or appointment of Directors. No Director shall serve more than two consecutive three-year terms as an elected director. At the conclusion of two consecutive, three-year terms as an elected director, the vacating Director shall be ineligible for reelection to the Board of Directors for a period of one (1) year. However, the above notwithstanding, any member, regardless of previous service as a Director, may be appointed by the Board of Directors subject to a vote of consent at the next regularly scheduled meeting of the members to fill the remainder of the term of any

Director who leaves the Board for whatever reason for the remainder of the term of the leaving Director.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held approximately quarterly at a time and place provided in the notice of such meeting.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any two Directors. Special meetings, including but not limited to those special meetings in which votes are taken, may take place electronically via the Internet, conference call, or other means.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least five days previous to the time and date of the special meeting either delivered personally or sent by mail, email, or other electronic means to each Director. In the event of notice given electronically, acknowledgement of receipt of notice by a quorum of the Directors to whom notice has been sent shall be required before the meeting for which the electronic notice was sent shall be held.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 7. Order of Business.** Business shall be conducted according to Robert's Rules of Order as amended.

**Section 8. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**Section 9. Vacancies.** Any vacancy occurring in the Board of Directors shall be temporarily filled by an act of the Board of Directors. A Temporary Director taking office under this section shall serve as a Temporary Director until the next regular or special membership meeting at which a Director shall be elected by the outcome of a vote of the Directors present. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. In the event the unexpired term shall be less than one year, the director elected to fill this vacancy shall be entitled to be elected to two additional consecutive terms as Director.

**Section 10. Compensation.** Directors as such shall not receive any remuneration or payment for their services, but may have expenses incurred on behalf of the Corporation reimbursed by the Corporation if the expense and reimbursement are approved by the Board of Directors.

**Section 11. Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Consent in writing shall be defined to include electronic transmittal of the Directors' consent.

**Section 12. Removal of Directors.** Any elected or appointed Director may be removed by the Board of directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the rights, if any, of the Director so removed. Removal of a Director shall be by a 2/3 or more concurring vote by the elected Directors. Removal of a Director shall take effect immediately upon the recording of the vote for removal.

**Section 13. Mail Votes.** During the intervals between regularly scheduled meetings of the Board of Directors, and by prior permission of the President, motions requiring timely attention may be submitted to the Board of Directors for determination or decision via postal or by electronic mail. When such submission is deemed necessary, it shall be submitted by the President after he determines the importance of the matter merits a mail or electronic vote. The submission shall be in precise terms embodying the text of the proposed resolution. The President shall specify the time period of the vote and shall announce at the end of the voting period the outcome of the vote. Votes conducted by electronic mail shall define a quorum as a simple majority of the sitting Directors. The Secretary shall maintain written record of the proposed resolution and voting summary, which shall be published as an addendum in the minutes of the next regularly scheduled Board of Directors meeting.

## **Article VI. Officers**

**Section 1. Officers.** The officers of the corporation, all of whom shall have been elected by the membership as Directors, shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary or President and Treasurer.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected at the annual meeting of the Board of Directors and shall serve for two fiscal years. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been deemed by the Board of Directors to be qualified to hold the office for which he is proposed to assume. No Director shall serve more than two consecutive terms in any one office.

**Section 3. Removal.** Any Director removed from his position shall immediately also be deemed to have been removed as an officer immediately upon his removal as a Director.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice-President.** In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order of their selection) shall perform the duties of the office of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice-President shall ensure the timely completion and filing of the annual IRS Form 990 and New Mexico Public Regulatory Commission form and timely execution and filing of such other documents as the Board may instruct the Vice-President to execute and file.

**Section 7. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

**Section 9. Assistant Treasurers and Assistant Secretaries.** The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

## **Article VII. Committees**

**Section 1. Standing Committees.** The following standing committees are established:

- Technical
- Trustee

- Facilities
- Audit

The President shall nominate members of each standing committee and its chairman with confirmation by voice vote as specified in §50, pp. 477, Section C, of Robert's Rules of Order, Newly Revised, 10<sup>th</sup> edition, at the time of the committee's creation and annually at the first regular meeting of the Board of Directors. Membership of each standing committee shall include two Directors. The chairman of each standing committee, or his designee shall provide a verbal report at each regular meeting of the Board of Directors or provide a written report to the President prior to the meeting in the absence of its chairman or designate. Standing committees may originate studies in their fields and may generate recommendations to the Board on their own initiative.

**Section 1a. Technical Committee.** The Technical Committee shall:

1. Make recommendations to the Board of Directors regarding technical matters involving the corporation's fielded communication systems, including its maintenance and modification.
2. Make recommendations to the Board of Directors regarding concepts or designs of newly fielded communication systems.

**Section 1b. Trustee Committee.** The Trustee Committee:

1. Shall be composed of all designated FCC license trustees of the corporation.
2. Shall make recommendations to the Board of Directors regarding licensing and Part 97 regulatory matters affecting the corporation's fielded systems.
3. May include trustees of Amateur Radio organizations that are recognized as affiliated with the Corporation if appointed.
- 4.

**Section 1c. Facilities Committee.** The Facilities Committee:

1. Periodically inspect all facilities owned or used by the corporation.
2. Shall maintain an up-to-date inventory of owned assets within each facility owned or used by the corporation.
3. May designate individuals conducting maintenance or modification of fielded communication systems to conduct inspections or inventories at remote facilities.

**Section 1d. Audit Committee.** The Audit Committee:

1. Shall conduct an annual financial audit of the corporation from the previous fiscal year.
2. Shall conduct a review of the corporation's insurance policies to determine sufficient coverage and scope.
3. Shall complete its annual audit and review, and furnish a report of findings and recommendations to the Board of Directors not later than its first regular meeting.
4. Shall include in its membership the Treasurer of the corporation.
5. Shall include in its membership at least one member of the Corporation who is not a member of the Board of Directors at the time of the audit and who was not

a member of the Board of Directors or appointed to serve the Board of Directors in any capacity during the period of audit.

**Section 2. Ad hoc Committees.** Ad hoc committees may be created to complete specific tasks as designated by a resolution containing the purpose of the committee adopted by the Board of Directors. The President shall nominate members of each ad hoc committee and its chairman with confirmation by voice vote as specified in §50, pp. 477, Section C, of Robert's Rules of Order Newly Revised, 10<sup>th</sup> edition upon the committee's creation. Membership of each ad-hoc committee shall include at least one Director. The chairman of each ad hoc committee, or his designate, shall provide a verbal report at each regular meeting of the Board of Directors or provide a written report to the President prior to the meeting in the absence of its chairman or designate. An ad hoc committee shall be dissolved at the completion of its task by a resolution adopted by the Board of Directors.

**Section 3. Term of Committee Membership.** Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated. Removal of a committee member shall be made in the same manner as provided in the case of the original appointment.

**Section 4. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **Article VIII. Special Interest Groups and Affiliations**

**Section 1. Special Interest Groups.** The Board of Directors may formally designate Special Interest Groups (SIG) to engage the membership in specific activities, conduct classes, advocate Amateur Radio, or for any other purpose that the Board of Directors believes is in the best interests of the Corporation. Each SIG is bound by the Corporation's bylaws. Each SIG shall have a Chairman who is a member in good standing of the Corporation and approved by the Board of Directors by majority vote. The chairman of each SIG, or his designee, shall provide a verbal report at each regular meeting of the Board of Directors or provide a written report to the President prior to the meeting in the absence of its chairman or designee.

**Section 2. Affiliated Organizations.** Relationships with other organizations may be formally recognized for the mutual benefit of both entities. Affiliation with an organization shall be recognized through a memorandum of understanding (MOU) approved by the Board of Directors and signed by the Presidents of each organization. The MOU shall include broad guidelines, expectations, and/or areas of cooperation



between the two organizations, and shall be reviewed periodically for recommended changes.

**Section 3. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Article IX. Contracts, Checks, Deposits, and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. The Board of Directors may reject any contribution, gift, bequest, or devise which it feels the Corporation should not accept.

## **Article X. Records**

The corporation shall keep correct and complete records of account and property and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep, at the registered or principal office, a record giving the names and addresses of the members, specifying those entitled to vote. The records of the corporation may be inspected by any Full, Senior or Life member for any proper purpose at any reasonable time.

## **Article XI. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **Article XII. Amendments to Bylaws**

*These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular or special meeting of the Board. Proposed changes to these bylaws must be noticed to the Directors not less than 21 days prior to any meeting where bylaws changes will be considered.*

## **Article XIII. Gender**

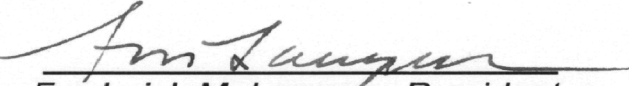
*Wherever the words "he", "him", or "his" appear in these bylaws it is understood to refer to either the male or female gender on an equal basis.*

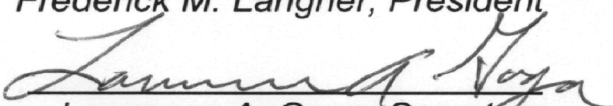
## **Article XIV. Indemnification of Directors, Officers and Agents**

*Every person who is a Director, Officer, or Agent of this Corporation or who formerly served in such capacity shall be indemnified by the Corporation against any and all reasonable expenses, costs, and attorney's fees reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, whether brought by or in the right of the Corporation or otherwise, or in connection with any appeal related thereto, in which he or she is made a party by reason of being or having been a Director, Officer, or Agent and against any amounts paid to satisfy a judgment or to compromise or settle a claim. The person shall not be indemnified if he shall be adjudged to be liable on the basis that he or she failed to act in good faith in a manner he or she believed to be in, or not opposed to, the best interests of the Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position, and if such conduct constituted willful misconduct or recklessness.*

*Advance indemnification shall be allowed of a Director, Officer or Agent for reasonable expenses to be incurred in connection with the defense of the action, suit, or proceeding, provided that the person indemnified executes an undertaking to reimburse the Corporation for such amount if it shall ultimately be determined that he was not entitled to indemnification.*

*The rights of indemnification provided in this Article shall be in addition to any other rights to which any Director, Officer, or Agent may otherwise be entitled by contract or as a matter of law; and in the event of such person's death, such rights shall extend to his or her heirs or legal representatives. The provisions of this Article are separable, and if any part should be held invalid, the remaining provisions shall be fully enforceable, it being the intent of the foregoing that the Corporation indemnify each of its Directors, Officers, and Agents to the maximum extent permitted by law.*

  
Frederick M. Langner, President

  
Lawrence A. Goga, Secretary