

FADCA AMATEUR DIGITAL COMMUNICATIONS ASSOCIATION, INC.

BY-LAWS

ARTICLE I – Name

The name of this organization shall be the “Florida Amateur Digital Communications Association, Inc.”, hereinafter referred to as FADCA.

ARTICLE II – Purpose

FADCA is a non-profit corporation incorporated in the State of Florida, whose objects and purposes are as follows:

1. The corporation is organized for scientific testing and research into the development and improvement of technological systems for use in the Amateur Radio Service Part 97 of the Federal Communications Commission rules and regulations within the meaning of Section 501 (c) (3) of the Internal Revenue Code, and not for pecuniary profit.
2. To disseminate to the public information resulting from such testing and research including, but not limited to, digital radio communications, software, hardware, local area networking, and computer network systems.
3. To provide frequency spectrum management and digital device coordination under the Amateur Radio Service Part 97 of the Federal Communications Commission rules and regulations for the VHF, UHF, and Microwave Amateur Radio bands in the state of Florida. To set the technical and operational standards and policies required to operate unattended amateur radio digital stations in the state of Florida. To minimize, within current technology, radio interference between and among such digital devices. To fairly and equally represent the owners and users of digital devices throughout the state of Florida. To interface with the Federal Communications Commission, American Radio Relay League, Florida Repeater Council, and other such government agencies as necessary.
4. To provide planning and other assistance, where requested, to owners of various digital devices for the purpose of creating and maintaining link capabilities between their various devices to the end of forming a network of such devices, thus permitting users to enter the network and connect to other users at distant points within the network.

ARTICLE III – Principal Office

The principal office of the corporation shall be the address of the Secretary of the corporation. The registered agent for service of process shall also be the Secretary. The principal office or registered agent may be changed at any time by the Board of Directors upon filing a notice of such change, and acceptance by the new registered agent, with the Secretary of State, state of Florida.

ARTICLE IV – Members

1. Members of FADCA shall be those persons licensed in the Amateur Radio Service Part 97 of the Rules and Regulations of the Federal Communications Commission.
2. Eligible persons as defined in Section 4.1 shall become members upon submission of an application to the President or his designee and the payment of the first annual dues.
3. Annual dues provide membership for the calendar year in which paid. Members who first become members during the last quarter of the calendar year shall also be members for the following calendar year.
4. The annual dues to FADCA payable to FADCA by members shall be in such amounts as shall be determined by resolution of the Board of Directors and approved by a majority vote of the Board of Directors.
5. There shall be no limit to the number of members FADCA may admit.
6. A member of FADCA shall not solely or partially, because of such membership, be personally liable for the debts, obligations, or liabilities of FADCA.
7. Neither membership in FADCA, nor any rights in the membership, may be transferred for value or otherwise.
8. The membership of any member of FADCA shall be terminated for any of the following reasons:
 - a) Upon receipt of such member's written, signed request for such termination.
 - b) Failure of any member to pay dues within sixty (60) days of the due date.
 - c) Failure to abide by the By-Laws of FADCA or the conditions set by the sanction of the device coordination. Said member shall be given thirty (30) days written notice of the termination stating the reasons and a timely opportunity to be heard on the termination. The notice shall be sent by certified mail to the last known address in the records of FADCA. The opportunity to be heard may, at the election of said member, be in person or in writing.
 - d) For a conviction for a violation of Amateur Radio Service Part 97 of the Federal Communications Commission Rules and Regulations, or for the loss of one's operating license under those rules.
 - e) For the conviction of any felony.
9. Neither membership in FADCA, nor the payment of membership dues shall be a prerequisite for device coordination or listing in the ARRL Repeater Directory.

ARTICLE V – Voting

1. The term "vote" shall refer to the process of electing a director from any respective districts, and in the event of a resolution for the dissolution of the corporation.
2. Each member shall be entitled to one (1) vote.
3. Members entitled to vote may authorize in writing another FADCA member to exercise a Proxy vote on their behalf.

ARTICLE VI – Board of Directors

1. The Board of Directors of FADCA shall consist of a minimum of eight (8), not to exceed thirteen (13) as representatives. The term of office for all directors shall be two (2) years.
2. Districts for the Board of Directors have been segregated by counties and digital activity. They are as follows:
 - District 1 - Dade and Monroe Counties
 - District 2 - Broward, Martin and Palm Beach Counties
 - District 3 - Brevard, Indian River, Okeechobee and St. Lucie Counties
 - District 4 - DeSoto, Hardee, Hernando, Hillsborough, Manatee, Pasco, Pinellas and Polk Counties.
 - District 5 - Lake, Orange, Osceola, Seminole, Sumter and Volusia Counties.
 - District 6 - Charlotte, Collier, Glades, Hendry, Highlands, Lee and Sarasota Counties.
 - District 7 - Alachua, Baker, Bradford, Citrus, Clay, Columbia, Dixie, Duval, Flagler, Gilchrist, Hamilton, Lafayette, Levy, Marion, Nassau, Putnam, St. Johns, Suwanee and Union Counties
 - District 8 - Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Madison, Okaloosa, Santa Rosa, Taylor, Wakulla, Walton and Washington Counties.
3. The Board of Directors shall be responsible for administering FADCA's activities in accordance with the needs of the membership subject to the responsibilities and restrictions contained in these By-Laws and FADCA's Coordination Policy.
4. Election of Directors
 - a) The term for a Director of the Board will be for two (2) years. An election of eligible members of the Board will be held each January. The odd-numbered Districts will elect in the odd numbered years, while the even numbered Districts will elect in even numbered years.
 - b) Each candidate for Director who wishes to be considered for election shall submit a nominating petition stating the candidate's name, callsign, and the District in which he is a candidate. The Director must reside within the District in which he is a candidate. This petition shall be signed by the candidate. Additionally, there shall be five (5) other signatures and callsigns representing FADCA members in good standing within the same FADCA District who support the nomination of the petitioning candidate. These additional signatures may be on the same or separate documents providing the nominating petition is submitted with all the required names and signatures in one package.
 - c) The completed nominating petition must be submitted to the Secretary of FADCA no later than November 30, immediately prior to the scheduled election.
 - d) Nominees must be bona fide licensed amateur radio operators with interest in maintaining a cohesive and organized structure to the amateur spectrum utilization plan set by FADCA's Coordination Policy.
 - e) Only one Director shall be elected for each District. Ballots will be sent to each member in good standing and should be returned to the Secretary. The Secretary shall have the ballots counted in such a way as to assure fairness. The winner of the election of each District shall be decided by plurality.
 - f) In the event that no nominating petitions are received from a District in the time frame required in the year scheduled for the election of its director, then the President shall present the name of a qualified member from that District for election by the Board at the next Annual Meeting.
 - g) Newly elected board members shall take office at the beginning of the board meeting when the election results have been tabulated and the election certified.
5. In the event a Director is unable to complete his/her term for any reason, the President shall appoint a temporary Director who will serve until the next scheduled district election is to be held.

ARTICLE VI – Board of Directors (Continued)

6. A Director shall be removed from office:
 - a) Upon presentation of petitions to the Board of Directors signed by at least 51% of the members of that district to generate a new election in the respective district, or
 - b) Upon a 2/3's vote of the remaining Directors, or
 - c) Upon revocation or suspension of an Amateur Radio license, conviction of a felony, or any long term disability that prevents a Director from carrying out his/her duties for a period greater than six (6) months.
7. A Director shall appoint a Vice-Director. The Vice-Director shall have no vote or arbitration power at any meeting of FADCA. However, in the absence of the Director, the Vice-Director will have the authority to represent the respective Director at any meeting of FADCA and carry the proxy vote of the respective Director.
8. The Board of Directors will be responsible for conducting all business of FADCA. All business, arbitration and coordination policies enacted by the Board of Directors will be by a majority vote of the Directors.

ARTICLE VII – Officers

1. The officers of FADCA shall be the following: President, Vice-President, Secretary, and Treasurer.
2. The President will be an appointed position, and this appointment will be by a majority vote of the Board of Directors at the annual meeting.
 - a) A nominating committee chairperson will be selected by the President. This appointment will take place no earlier than one hundred eighty (180) days and no later than ninety (90) days prior to the annual meeting.
 - b) The Chairperson shall be responsible for selecting a committee of not less than three (3) individuals to collect the nomination for President.
 - c) The list of nominees shall be presented in writing to the Board of Directors not less than thirty (30) days prior to the date of the annual meeting. Upon presenting the list of nominations for President to the Board of Directors, no further nominations will be accepted.
3. All appointments made by the President shall be subject to a majority vote of the Board of Directors.
4. The President shall have the following responsibilities:
 - a) The President will appoint the Vice-President, Secretary, Treasurer, Frequency Coordinator(s) and the Data Base Manager within thirty (30) days of his/her appointment. The officers of the previous administration, excluding the President, shall remain in office during this transition period until their replacements are appointed.
 - b) The President is the general manager and chief executive officer of FADCA and will control and conduct all of the meetings of FADCA as chairman.
5. The President shall be a member of the Board of Directors.
 - a) If he is not an elected District Director under Article VI of these By-Laws, then he shall be a Director at large and shall have no power to vote except in the event of a tie vote by the seated Board of Directors.
 - b) If he is an elected District Director under Article VI of these By-Laws, then he shall appoint a Temporary Chairman at the beginning of any meeting here he may desire to exercise his right to vote as such Director. This Temporary Chairman shall have no power to vote except in the event of a tie vote by the seated Board of Directors.
6. Each officer shall hold office for a term of one year, or until his successor is appointed and approved by the Board of Directors. An officer may succeed himself any number of times.

ARTICLE VIII – Meetings

1. Annual Directors Meeting.
 - a) FADCA shall hold an annual Directors meeting within one hundred twenty (120) days of the beginning of FADCA's fiscal year. The time and place for the annual Director's meeting will be established by the Board of Directors and called by the President of FADCA.
 - b) Written notice shall be mailed to the general membership at least fifteen (15) days prior to the annual meeting.
 - c) A Quorum (a majority of Directors plus the President or Vice-President) must be present for a meeting to be held.
 - d) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of FADCA members insofar as such rules are not inconsistent with or in conflict with these By-Laws, the Articles of Incorporation, or the law.
2. Board of Directors Meetings:
 - a) The FADCA President or any three Directors may call a meeting at any time that is deemed necessary.
 - b) Notice will be given each Director at least fifteen (15) days prior to a Board of Directors meeting that has been called, except in emergencies.
3. Membership Meetings:
 - a) The FADCA President or any three Directors may call a meeting at any time that is deemed necessary.
 - b) Notice will be given each Member at least fifteen (15) days prior to a Board of Directors meeting that has been called, except in emergencies

ARTICLE IX – Fiscal Year

The fiscal year of this corporation shall be the calendar year.

ARTICLE X – Audit

It shall be required that an audit committee be appointed by the Board of Directors from the membership to audit the financial records at least once per fiscal year. A report on such audit shall be presented by the committee at the annual Directors meeting.

ARTICLE XI – Binding Actions

All actions passed by a vote of FADCA within the authority of these By-Laws shall be considered binding on all members as the policy of FADCA.

ARTICLE XII – By-Law Amendments

These By-Laws may be amended, repealed or altered in whole or in part by the approving vote of three quarters (75%) of the Board of Directors present and voting at any meeting called in accordance with these By-Laws provided that appropriate notification of intent to amend the By-Laws has been included in the meeting notice.

ARTICLE XIII – Dissolution

Should the corporation be dissolved, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the assets by distribution to one or more tax exempt organizations whose exempt purpose is within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) as the Board of Directors may determine. Any asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

FADCA BY-LAWS

February 14, 2004 Amendments

March 19, 2000 BY-LAWS

The following amendments made by vote of the Board of Directors on February 14, 2004. (Ref: Minutes of BOD Meeting February 14, 2004)

Addition to Article V –Voting

4. At the discretion of the FADCA Board of Directors, any issue before the Board or the Membership requiring a vote may be voted on using mail, or electronic means including but not limited to:

- a) mailed or hand-delivered hard copy,
- b) electronic such as FAX, e-mail, or
- c) radio messaging such as digital network messages or NTS-type messages.

Change Article VI – Board of Directors

To paragraph 8 add:

- a) The board of directors may conduct FADCA business, including those requiring votes by the Directors or Members, using mail or electronic means such as but not limited to those items listed in Article V, 4.

Change article VIII – Meetings

Change 1.c) to read:

1 c) A Quorum (a majority of Directors plus the President or Vice-President) must be present or represented for a meeting to be held. In the case of conducting FADCA business using electronics means, it is necessary that only a quorum respond to any vote taken.

Add:

4. Written notice may be in any acceptable form, such as, but not limited to:
 - a) mailed or hand-delivered hard copy,
 - b) electronic such as FAX, e mail, or
 - c) via radio messaging such as digital network messages or NTS-type messages

No other changes made on this date.