

Clarksville Amateur Transmitting Society, Inc.

**As amended and adopted by the membership March 25,
2022.**

Article I. Name

This corporation shall be called the "Clarksville Amateur Transmitting Society, Inc." Pursuant to the statute laws of the State of Tennessee regulating the formation and organization of corporations without capital stock and as approved by the Secretary of the State of Tennessee.

Article II. Purpose

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio, do hereby constitute ourselves the Clarksville Amateur Transmitting Society, Inc. (hereafter called CATS Club). We desire to make the CATS Club a non-profit corporation under the laws of the State of Tennessee. It shall be our purpose to facilitate the exchange of information and general cooperation between our members and prospective members; to promote both technical and operation knowledge of radio; to provide emergency communications in times of need; and to advance the interest and welfare of Amateur Radio in the general community.

Article III. Offices

The contact address of the corporation shall be maintained by P.O. Box 30584, Clarksville, Tennessee 37040-3058. The corporation maintains a physical address as required by the State of Tennessee. That physical address is 109 Chisum Court, Clarksville, TN.

Article IV. Membership

Membership shall be by application and be granted, with confirmation of a majority of current club members in attendance, at a regular CATS Club meeting, after all eligibility requirements have been met as stated in the Standing Rules. The membership of the CATS Club shall consist of Full, Associate, and Honorary Members who shall be entitled to all rights and privileges, as stated in the Standing Rules.

A. Expulsion and Recall

Nothing herein contained shall preclude the Board of Directors from expelling a Member upon good cause shown and after notice and an opportunity to be heard at a special meeting, as defined in Article VIII, section B.

Article V. Officers

Officers shall consist of the President, Vice President, Secretary, Treasurer, and two Members at Large. Succession of the Officers shall follow Robert's Rules of Order. Each officer must be a Full Member of the CATS Club, with dues paid in full, by December 31st of the year of nomination, and must have attended fifty (50) percent or more of the regular monthly meetings during the year prior to nomination.

A. President

The President shall preside at all meetings of the Corporation and Board, shall appoint Committee Chairmen, shall call Special Meetings as specified in Article VIII, section B, shall prepare a propose annual budget with the Treasurer for the January meeting, and shall be responsible for the operation of the Corporation in accordance with these By-Laws and Standing Rules.

B. Vice President

In the absence or disability of the President, the Vice President shall preside at regular meeting and meetings of the Board of directors and, in general, act in his stead. In addition, the Vice President will be Program Chairman for all regular meetings. In the event the President can no longer serve, the Vice President will assume the office of the President.

C. Secretary

The secretary shall keep an accurate record of all meetings of the Corporation and the Board of Directors meetings and shall submit the minutes for approval at the next regular Club meeting, at which they be submitted for approval by the members present at the meeting. The Secretary shall be the custodian of all official records and files of the Corporation. All voted changes to the By-Laws shall be incorporated into the Corporation's official records and copies provided to all members. The Secretary will be responsible for all official correspondence of the Full, Associate, and Honorary members with their date of membership and attendance.

D. Treasurer

The Treasurer shall be responsible for the finances of the CATS Club, will provide a detailed accounting of income and expenses as described in the Standing Rules of the Corporation, and shall prepare a report to be presented at each regular Corporate and Board meeting. The Treasurer, along with the President, shall prepare a proposed annual budget for presentation at the earliest possible monthly meeting of each calendar year. All CATS Club bills will be paid by checks that are normally signed by the Treasurer and co-signed by the President, Vice President, or Secretary. In the absence of the Treasurer, the President or Vice President may pay approved

expenses. Expenses beyond those authorized by the annual budget require approval by the membership.

E. Members-at-Large

There shall be two Members-at-Large, with one elected each year. Members-at-Large shall be elected to the Board for a two-year term. Duties of the Members-at-Large shall be to attend all regular meetings to fill a quorum, and all Board Meetings to monitor and assist as needed.

F. Election of Officers

All officers shall be nominated during the regular October meeting. A list of all nominees shall be communicated to all Full Members at least one week before the regular November meeting. Election of officers will be at the November meeting. Postponing the elections and adjourning the meeting to a later date requires a majority vote of the Full Members present. In the event that no candidate for office receives a majority of votes, a run-off will be conducted between the two top vote getters. All officers will normally take office at the January meeting. All officers except the President may succeed themselves indefinitely. The President may succeed him/herself for one consecutive additional term.

Article VI. Standing Committees

The President shall appoint, with Board approval, the chairmen for all standing committees as described in the Standing Rules.

Article VII. Board of Directors

The Board of Directors shall consist of all the elected officers and the Members-at-Large.

A. Meeting of Board of Directors

The Board of Directors will meet as needed to prepare business to be presented to the membership.

B. Meeting between Outgoing and Incoming Officers

The Board of Directors incoming and outgoing only, will meet at least once between the November and January meetings where the outgoing officers will give the incoming officers all official records and properties of the Corporation, as stated in the Standing Rules. At this Board meeting, the outgoing Treasurer will provide a detailed year-end financial statement. A copy of this statement shall be available to the membership for review at the regular January meeting. Also, at this meeting, or as soon as practicable thereafter, the President will present the budget for the coming year for membership approval.

Article VIII. Meetings

All regular meetings of the CATS Club are open to all members and guests.

A. Monthly Business Meetings

There will be at least ten (10) regular monthly meetings at a time and place specified by the Board with the consent of the membership. If a sudden conflict arises and a meeting must be changed, the President may make other arrangements as necessary and reasonable efforts must be made to notify members of the change.

B. Special Meetings

Special Meetings may be called by the President at the written request of five Full Members. A notice of the Special Meeting will be communicated so as to reach all Full Members at least twenty-four (24) hours prior to the meeting. Business conducted at that meeting shall be limited to the business requested in writing by the five Full Members and specified in the meeting notice. Special meetings may be attended by Full Members only.

Article IX. Quorum and Voting

Business transactions of the behalf of CATS Club:

A. Quorum for Transacting Business

A quorum for the purpose of transacting CATS Club business shall be fifty-one (51) percent of the Board Members, or three Board Members and the majority vote of Full Members present.

B. Quorum for Electing Officers and Amending By Laws

A quorum for the purpose of electing officers and amending these By-Laws shall be the same as A. above provided that a notice has been sent to all Full Members as specified by these By-Laws.

Article X. Amendments

Amendments to these By-Laws shall be announced at the meeting prior to the meeting at which the vote is proposed. Written notice of the proposed amendments shall be communicated to all Full Members so as to reach them one week prior to that meeting. Amendments may be proposed by the Board, by a By-Laws Committee, or by petition signed by five (5) Full Members.

Article XI. Dues

Membership dues will be as defined in CATS Club Standing Rules paragraph 2(A).

Article XII. Rules

Roberts Rules of Order shall be the Parliamentary authority on all matters not covered by these By-Laws. Standing Rules that define the duties of appointed committees, further define the duties of officers, or facilitate the operation of the CATS Club may be adopted, modified, or

rescinded as needed without requiring a revision to these By-Laws. Standing Rules may be proposed, adopted, modified, or rescinded by the means stated in the Standing Rules.

Standing Rules:

1. Committees

- a. Committees shall be established as required to administer event organization and address other requirements as they may arise.
- b. Standing committees may be established but are discouraged as long as special committees are deemed effective.

2. Membership

- a. Anyone holding a valid FCC Amateur Radio Operators license desiring full membership in CATS shall apply complete a standard membership application, provided separately, and shall remit the one-year membership fee of \$20. The membership shall approve applications within one month of receipt unless there is a justifiable cause to deny membership. Justifiable cause shall be limited to known issues such as previous failure to respect amateur radio etiquette or club member privacy or other behaviors directly related to CATS activities.
- b. Associate membership shall be made available at half the full membership dues level for persons who are not yet licensed.
- c. Honorary memberships with zero dues may be endowed by the Board of Directors to individuals whose contributions to the Club and to amateur radio merit special recognition.
- d. Members remain in good standing by attending at least two in-person meetings per year and remitting dues renewal in a timely manner. Dues are typical payable in January, but consideration shall be made for members who originally joined mid-year and have thus “paid ahead” on dues. No formal pro-ration system is established; good judgment shall prevail.
- e. Members shall be granted access to club member databases, club-owned equipment as feasible, and club events.

3. Officers

- a. **The President is responsible for the operation the Corporation. He or she:**
 - i. Shall preside over meetings according to Roberts Rules of Order.
 - ii. Shall appoint Committee members with the approval of the Board of Directors.
 - iii. Shall submit an annual budget for membership approval IAW the By-Laws.

iv. Shall be the official face of the Corporation in interaction with other official entities and the general public.

b. The Vice President

- i. Shall act as President during any temporary unavailability or incapacitation of the President.
- ii. Shall be installed as President if for any reason the President can no longer serve.

c. The Secretary's general duties are established in the By-Laws. Specifically, the Secretary shall:

- i. Record detailed minutes of Club meetings IAW standard best practices.
- ii. Present said minutes for approval to the Club membership at the following meeting.
- iii. Maintain meeting attendance records.
- iv. Maintain official copies of Club documents: By-Laws, Standing Rules, insurance policies, banking agreements, documents of incorporation, etc.
- v. Carry out other duties deemed appropriate by the membership.

d. The Treasurer's general duties are established in the By-Laws. Specifically, the Treasurer shall:

- i. Maintain a detailed financial ledger for Club finances IAW with best bookkeeping practices.
- ii. Submit such ledger to an appointed committee for audit upon request.
- iii. Receive and remit payment, IAW the By-Laws, for all club billings and expenses.
- iv. Maintain a record of dues paid.
- v. Reconcile bank statements and notify the President if there is any unreconcilable discrepancy.
- vi. Carry out other duties deemed appropriate by the membership.

e. The Members'-at-large duties are established in the By-Laws.

4. Proposed Changes to these Rules may be made formally at any official Club meeting by any Full member. Such proposals:

- a. Shall be presented during the New Business portion of the meeting
- b. Shall be presented in a clear manner and shall be accompanied by a rationale for the change.
- c. Shall be debated by the membership IAW Roberts Rules.
- d. Shall require a majority vote to gain approval.
- e. Shall be officially incorporated into the Standing Rules within 30 days of passage.