

# T-MARC

## *The Mid-Atlantic Repeater Council, Inc.*

P.O. Box 1022

Savage, Maryland 20763-1022

<http://www.tmarc.org>

## **BYLAWS of The Mid- Atlantic Repeater Council, Inc.**

### ARTICLE I -- NAME AND PURPOSE

Section 1. The Mid Atlantic Repeater Council, Incorporated, hereinafter referred to as T-MARC, Inc., T-MARC, or as TMARC, is hereby formed in order to coordinate amateur radio repeaters. In addition, the purposes of the corporation shall be as specified in the Articles of Incorporation:

To operate exclusively for charitable, educational and scientific purposes, so as to entitle the corporation in the future to apply for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, and more specifically, to foster cooperation among licensees of the Federal Communications Commission in the efficient and equitable use of scarce Amateur radio spectrum in the public interest; to encourage communications and information exchange among licensees of the Federal Communications Commission in the Amateur Radio service; and establish a forum for the adoption of protocols of agreement among licensees further to the accomplishment of the above purposes.

Section 2. The geographic coverage of T-MARC, Inc. includes the District of Columbia, the States of Delaware, Maryland, northern Virginia (that portion north of a line formed by the 38 Degree parallel of latitude extending from the Atlantic Ocean west to US Route 33, then following said US Route 33 to the West Virginia State line); and, the eastern five (5) counties of West Virginia, i.e. Berkeley, Hardy, Hampshire, Jefferson, and Morgan.

Section 3. The office of the corporation shall be as designated by the Board of Directors. The mailing address of the corporation shall be: P.O. Box 1022, Savage, MD 20763-1022.

Section 4. (Reserved)

Section 5. The term of existence of the corporation shall be perpetual.

Section 6. The corporation shall be organized and operated to encourage participation in the Amateur Radio Service of the United States and all income derived from such operations shall be used exclusively for purposes which shall qualify as tax exempt under Section 501 (c) (3) of the US Internal Revenue Code or corresponding provisions of any future US Internal Revenue Law, provided that T-MARC, Inc. has obtained 501-C3 Status with the IRS (see Section 1 above).

### ARTICLE II -- MEMBERSHIP

Section 1. Voting members of T-MARC, Inc. shall consist of any individual or organization (sponsor) (see ARTICLE IV, Section 5 below) who:

- 1) Owns and/or operates an amateur radio repeater within the T-MARC area of jurisdiction as described in ARTICLE 1, Section 2;
- 2) Applied and was accepted as a T-MARC repeater sponsor;
- 3) Accepts the T-MARC Bylaws, as amended, and;

4) Accepts and follows the T-MARC “Frequency Coordination Policy and Procedures.”

Section 2. When the T-MARC, Inc. member is a club or association, the representative of that organization must be an appointed or elected delegate, and/or one or more duly authorized alternate delegates of that organization. Authorization of delegates or alternates must be in writing to T-MARC, Inc.

### ARTICLE III -- MEETINGS

Section 1. Meetings of T-MARC, Inc. shall include an annual meeting and other such meetings as may be determined by a majority of the Board of Directors. Meetings will be announced to members 20 days in advance of such meetings, and the times, dates and locations will be specified.

Section 2. Special T-MARC, Inc. membership meetings may be called as necessary by a majority vote of the Board of Directors, or by the President. Alternatively, special meetings may be petitioned by a number of members/appointed delegates representing at least twenty (20) percent of the T-MARC, Inc. eligible votes.

Section 3. Specific dates, times, and locations of T-MARC, Inc. membership meetings shall be specified and/or approved by the Board of Directors. However, it is specified herein as a T-MARC, Inc. goal that meetings be as convenient for as many members/delegates as possible.

Section 4. A quorum at T-MARC, Inc. membership meetings shall be defined as at least ten percent of all T-MARC members on the then-current membership roster.

Section 5. Robert’s Rules of Order shall serve as the operating guide for all general membership meetings and Board of Directors’ meetings.

Section 6. Should the Board of Directors deem it necessary or prudent, a vote or poll of the Membership may be conducted via electronic communications to decide a particular issue? This communication shall identify the timeline for response, the issue to be voted or commented on, any other specific procedures required of the response. A minimum of 15 days will be allotted for response to the vote or poll. The normal quorum for business will be applied to the poll to determine its validity. Each Member or Sponsor must reply via electronic means that clearly identifies the issue at hand, The Member or Sponsors identity, and their vote on the issue. Note that any electronic voting held on an issue that will also be a topic for a physical meeting, must close by midnight of the day before the physical meeting to allow for compilation of votes and determining the existence of a quorum. The results will be published to the Membership promptly at the conclusion of the poll or vote.

### ARTICLE IV -- FINANCIAL/VOTING

Section 1. T-MARC, Inc. shall operate on a fiscal year, which shall extend from 1 January of a given year through 31 December of that same year.

Section 2. Any currently defined annual dues are payable at the beginning of each fiscal year. Members who have not paid dues for the current fiscal year by the beginning of the fiscal year shall not be eligible to vote thereafter until said dues are paid.

Section 3. Should T-MARC, Inc. dues rates be changed at any time, such changes shall not apply to dues already received for the current fiscal year.

Section 4. T-MARC, Inc. annual dues shall be computed, levied and/or suspended at the discretion of the Board of Directors.

Section 5. Each sponsor may designate one person who shall be entitled to cast one vote at T-MARC membership meetings. The voting eligibility of that person shall be determined by the T-MARC Board of Directors.

Section 6. T-MARC, Inc. may charge an administrative fee for service resulting from individual/organization requests for frequency coordination. The Board of Directors, with approval by the membership in quorum at an annual or special meeting, shall set the amount of any such fee.

## ARTICLE V -- BOARD OF DIRECTORS

Section 1. The affairs of T-MARC, Inc. shall be governed by a seven-member Board of Directors, which shall be composed of the officers and Directors of T-MARC, Inc., each of whom shall cast a single vote at a meeting of the Board of Directors.

Section 2. The T-MARC, Inc Board of Directors shall be as listed below:

- \* a. President
- \* b. Vice President, Technical Affairs
- \* c. Vice President, Public Relations
- \* d. Secretary
- \* e. Treasurer
- \* f. Director at Large
- \* g. Director at Large

Section 3. Each officer and Director shall be, at all times during his or her tenure, a member of T-MARC, Inc. or a delegate or alternate delegate of a member club or association. In addition to current by-law requirements, an individual may not be elected to, or serve as, an Officer or Director if he/she represents an organization/entity/group that is operating an un-coordinated repeater in the T-MARC area of responsibility

Section 4. No Director shall participate as a representative of any club or association if that club or organization has another representative on the T-MARC, Inc. Board of Directors unless no other member, delegate, or alternate delegate is available to serve on the Board of Directors.

Section 5. Seven Directors shall be elected by and from the membership at the annual T-MARC, Inc. meeting by written ballot. The current Board of Directors may, at its discretion, present a slate of nominees. Additional nominations may be accepted from the floor of the meeting.

The ballot will list all of the candidates for the seven positions as T-MARC Directors.

The winners of the election for the Director's offices shall be determined by the seven candidates who receive the most votes.

Once elected, the Directors, in a timely manner, but in no less than 30 days, shall decide among themselves the:  
President  
Vice President, Technical Affairs  
Vice President, Public Affairs  
Secretary

Treasurer

Two- Director at Large Members

Section 6. The Board of Directors shall have the authority to call meetings, raise and expend T-MARC, Inc. funds, procure equipment, enter into legal agreements and contracts on behalf of T-MARC, Inc., apply for and obtain licenses, and transact such other business as is consistent with the Articles of Incorporation and these Bylaws. However, the Board of Directors shall not incur obligations in excess of the amount of funds on hand without approval of T-MARC, Inc. membership.

Section 7. The Board of Directors shall have the authority to delegate such of its powers to T-MARC, Inc. officers, or specific Directors, as it may deem necessary in order to accomplish its goals.

Section 8. The Board of Directors shall meet from time to time as it finds necessary. Meetings of the Board shall be called by the President in his/her capacity as T-MARC, Inc. Chairman of the Board. A reasonable attempt shall be made to provide at least seventy-two hours' notice of meetings to all Directors. Such notice may be waived by majority vote of the Directors; however, and presence of a quorum, as defined in Sections 9,10, or 11 of this Article shall be sufficient to transact business, regardless of notice.

Section 9. A quorum of the Board of Directors shall consist of four members of the Board of Directors. Business shall be transacted by vote, with approval requiring a simple majority of those voting. The numerical results of each vote will be recorded in the minutes. Any member of the Board of Directors may request vote by show of hands or written ballot, or that the votes of each officer or Director be recorded in the minutes.

Section 10. Should the number of serving Directors at any time be less than specified in ARTICLE V Section 1 above, the remaining members of the Board of Directors shall, as soon as practical, elect a replacement(s) to serve until the next general election.

Section 11. Should the number of serving Directors be less than specified for a quorum as written in ARTICLE V Section 9 above, a quorum of Directors shall consist of all remaining elected/serving Directors.

## ARTICLE VI -- OFFICERS

Section 1. The officers of T-MARC, Inc. shall include President; Vice President, Technical Affairs; Vice President, Public Relations; Secretary, and Treasurer.

Section 2. (Reserved)

Section 3. The Board of Directors may remove any T-MARC Director by a confirming vote of four Directors at any scheduled or announced special meeting of the Board of Directors.

Section 4. Should any office become vacant, the Board of Directors shall elect a replacement as soon as possible thereafter. Should one or more officers be temporarily unable to fulfill their duties, the Board of Directors may appoint a Director to act in their place(s).

Section 5. The President of T-MARC, Inc. shall be the principal executive officer, and shall, in general, supervise and oversee execution of normal operations of T-MARC, Inc., pursuant to policy determined by the Board of Directors. The President shall act as Chairman of the Board of Directors, and shall have such other duties and responsibilities as the Board may direct. The President shall develop a succession plan for this office as well as develop documentation of the Organizations operations, goals and objectives, and historical notes relating to the history and changes of the group.

Section 6. The Vice President, Technical Affairs shall be responsible for all technical aspects of T-MARC, Inc. operations and shall act for the President in his absence. He/she shall specifically be responsible for frequency coordination and for collecting and maintaining a compendium of appropriate technical information for distribution to members. He/she shall have such other duties and responsibilities as may be directed by the Board of Directors or as may be requested and/or delegated by the President. The Vice President, Technical Affairs shall develop a succession plan for this office.

Section 7. The Vice President, Public Affairs should be responsible for liaison with organizations, civic groups, the FCC, civil defense, RACES, Amateur Radio Public service Corps, MARS, and governmental bodies, and for all public relations for T-MARC, Inc. He/she shall have such other duties and responsibilities as may be directed by the Board of Directors or as may be requested and/or delegated by the President. The Vice President, Public Affairs shall develop a succession plan for this office.

Section 8. The Secretary shall keep minutes of all meetings, provide and/or deliver meeting notices, keep all T-MARC, Inc. records, and handle official T-MARC, Inc. correspondence. He/she shall also keep a current tally of the number of voting members and the total number of votes available to all members. He/she shall perform such other duties as may be incident to the office of Secretary or as may be directed by the Board of Directors or requested and/or delegated by the President. The Secretary shall develop a succession plan for this office.

Section 9. The Treasurer shall have custody of and be responsible for all funds and/or securities and all financial records belonging to the Association. He/she shall receive and disburse funds as necessary as authorized by the Board of Directors and approved by the President. The Treasurer may be directed to disburse funds without approval of the President if the Board of Directors deems it necessary. The Treasurer shall provide a financial statement at the annual meeting, as well as whenever directed by the President or Board of Directors. The Treasurer shall develop a succession plan for this office.

Section 10. The TWO Director's at Large will assist with the operations of the Organization as directed by the President or the Board of Directors.

## ARTICLE VII -- COMMITTEES AND AGENTS

Section 1. T-MARC, Inc. shall have at least one standing committee, the Coordination Committee, and other such committees as the Board of Directors may deem necessary.

Section 2. Committee chairmen may also be Directors of T-MARC, Inc. The Vice President, Technical Affairs shall be chairman of the Coordination Committee. Other committee chairmen shall be appointed by the President.

Section 3. Committee chairmen shall select members for their committees as needed, with the advice and consent of the Board of Directors.

Section 4. The Vice President, Technical Affairs will also be known as the "area frequency coordinator". He/she shall be responsible for maintaining a list of all coordinated frequencies; for liaison with groups or individuals requesting or receiving frequency coordination; and for initial recommendations for coordination. All frequency coordination recommendations shall be approved by the committee before becoming final. The Committee Chairman shall attempt to achieve wide geographic distribution of committee membership, if feasible. The policies used by the Coordination Committee may be changed only by the membership at the annual meeting, or a special meeting called for such purpose, by a simple majority vote. The Board of Directors may make temporary changes, not in conflict with existing policies, that will remain in effect until the next meeting at which the membership may vote on said changes.

## ARTICLE VIII -- AMENDMENTS

Section 1. These Bylaws may be amended by a written vote of the eligible members that are attending either the annual meeting, or at any other general membership meeting as called by the Board, provided that there is a quorum of members voting, by a simple majority vote. Additionally, the Board of Directors may also elect to conduct an electronic vote of the membership as defined in Article III, Section 6.

Section 2. No modification to these Bylaws shall be approved for submission to the general membership, until:

- 1) Every Director has been sent either a hard copy or a copy in common machine readable format with at least seven days for review;
- 2) The Directors have the opportunity to make minor changes without objection;
- 3) A simple majority of the Directors shall approve a final version of the modification to the Bylaws to be presented.

Section 3. (Reserved)

Section 4. If, and only if, all the requirements of ARTICLE VIII, Section 2 have been met:

The Secretary or his designated appointee, shall notify the T-MARC membership of the final version of the proposed bylaw modification(s), as approved by the Board, by either a hard copy or in a commonly used machine readable format.

- 1) The Secretary or his designated appointee, shall take every measure to ensure receipt of the proposed bylaw modification(s) to be no less than 15 days before the next general membership meeting.
- 2) The Board shall call for a vote on the proposed bylaw modification(s) at the next general membership meeting or by conducting an electronic vote as defined in Article III, Section 6.

Section 5. Amendments or additions to these Bylaws become effective when adopted, unless specifically provided otherwise.

These Bylaws, having been previously adopted and ratified by the Board of Directors of T-MARC, were voted on and approved by the Board of Directors of T-MARC, Inc. at a regular meeting of the Board of Directors of T-MARC, Inc. on 17 April 1995, following the incorporation of T-MARC, Inc. on 1 June 1994.

Amendments to these Bylaws, having been previously adopted and ratified by the Board of Directors of T-MARC on 17 April 1995, were voted on and approved by the T-MARC general membership and the Board of Directors at a regular T-MARC meeting on 28 February 2010.

Amendments to these Bylaws, having been previously adopted and ratified by the T-MARC General Membership on 28 February 2010, as reviewed and approved by the Board of Directors of T-MARC, Inc. on 28 February 2010.

These Bylaws were reviewed by the Board of Directors during 2019. Clarifications and Updates were created and APPROVED by the Board of Directors on July 11, 2019. These changes were published to the Membership for review and were subsequently ACCEPTED by a unanimous vote of the members present at the Annual Meeting held on October 6, 2019.

(Corporate Seal)