CONSTITUTION AND BYLAWS

Tulsa Repeater Organization, Inc.

November 24, 2009
(2.02 Amended July 07, 1992)
(Amended April 04, 1992
(Amended February 28, 1995)
(Amended April 27, 2004 6.14 & added SECTION XII)
(Amended November 24, 2009 5.05)
(Amended November 20, 2025 5.02)

SECTION I -AUTHORITY

1.01 Authority: These Bylaws have been adopted pursuant to authority evidenced by a majority vote of the Tulsa Repeater Organization, Inc. (hereinafter referred to as the CLUB).

Section II- Name, Purpose and Affiliation

2.01 Name: This Club shall be known as the Tulsa Repeater Organization, Inc. (A non-profit corporation chartered by the State of Oklahoma as of July 7, 1967).

2.02 Purposes: The purposes of the Tulsa Repeater Organization, Inc. is to establish and maintain a benevolent, non-profit club of members to hold in common a Club amateur radio repeating system and to gather and disseminate information concerning all amateur frequencies and modes. The TRO will assist federal, state, and local authorities with communications in times of disaster, national emergency, and defense of our Country. Further, we will operate in the interest, convenience and necessity of the Amateur Radio Service as set forth by the Federal Communication Commission.

2.03 Affiliation: The Club will support The Tulsa Area Emergency Management Agency, The Tulsa Area Chapter of the American Red Cross, The National Weather Service, and other benevolent community, charitable groups or organizations.

Section III- Membership and Dues

3.01 Club Membership: Membership in the Club will be for four classes: Regular, Honorary Life, Family and Associate.

3.02 Regular Membership: Regular membership shall be available to Amateur Radio Operators holding Novice, Technician, General, Advanced, and Amateur Extra Class licenses. Regular members shall have all privileges and rights to vote and hold an office, except as hereinafter provided.

3.03 Honorary Life Membership: Honorary Life membership may be granted to any person whose services to the Club and to Amateur Radio have been deemed outstanding over a period of years. Honorary Life membership shall only be conferred following a recommendation from the membership or the Executive Committee and a favorable majority vote of a Quorum of the Club, cast in secret. An Honorary Life Member shall have all Club privileges held before appointment and shall pay no dues.

3.04 Family Membership: The spouse or any dependent children under 21, holding any amateur license and living with a regular or honorary life member, may upon application, be granted family membership.

3.05 Associate Membership: Associate membership shall be available to any person not holding an amateur license or organization having an interest in amateur radio, and shall be granted upon written request, at the discretion of the Executive Committee. Associate members may not vote or hold office.

3.06 Membership Application: Each membership application shall be submitted in writing (on the form provided by the Club), along with a copy of the current Amateur license, and one years dues, to the Treasurer. Dues for a new applicant joining after the start of the fiscal year shall be prorated for the balance of the year.

3.07 Termination of Membership: Any member may be removed from the rolls of the Club membership for: a) conduct deemed detrimental to the Club b) conduct deemed detrimental to Amateur Radio. Such termination shall be at the discretion of the Executive Committee and a majority vote of a Quorum of the Club (excepting that member in question) cast by secret ballot at a Regular Club meeting.

3.08 Dues: Fees and dues are assessed as follows:

3.08:1 The amount assessed as annual dues for Regular, Family and Associate Membership shall be set by the Executive Committee, as they shall deem necessary from time to time, PROVIDED that the dues so set shall be approved by the vote of a Quorum at any regular club meeting not less than 30 days after the proposal has been published and circulated to club members.

3.08:2 Autopatch privileges are available to all paid members.

3.08:3 Special features added to the repeater system may be available for additional fees as set by majority vote of a Quorum at any Club meeting.

3.08:4 All dues are payable on or before March 1 of each year.

Section IV - Membership Meetings

4.01 Regular Club Meetings: A regular Club meeting shall be held once each calendar month on dates designated by the Executive Committee.

4.02 Special Club Meetings: Special Club meetings may be called by the Executive Committee and must be called by a principal officer upon request of a majority of the full Executive Committee.

4.03 Executive Committee Meetings: The Executive Committee shall meet upon the request of a principal officer of the Club. All Club members may attend Executive Committee meetings but only Committee members may vote. These meetings will be announced in the Club news letter or on the Clubs repeater system.

4.04 Quorum: At any Regular or Special Club meeting, 15% of the Regular membership shall be considered a Quorum at the first reading of any vote requiring a Quorum. If no Quorum can be attained, 10% shall be considered a Quorum at the next regularly scheduled Club meeting.

4.05 Executive Committee Quorum: At any Executive Committee meeting, 60% of the Committee shall be considered a Quorum.

4.06 Voting: Except as otherwise stated in these Bylaws, all decisions to be made by voting at any meeting of the Club membership, the Executive Committee, or other Club committees shall be made by a majority vote of the legal Quorum established herein. Voting on principal officers shall be by secret ballot, or by acclimation. Results of the vote shall be presented to the members. All members except Associate shall qualify to vote on all matters. Each qualified and eligible member shall have one and only one vote. Voting by proxy shall not be permitted.

Section V - Officers

5.01 Principal Officers: The principal officers of the Club shall be President, Vice-President, Secretary, Treasurer, and Trustee of the Club Station(s). Each of the Principal officers shall be elected annually by the Club voting membership at the last meeting of each fiscal year, and shall take office on the first meeting following the beginning of the next fiscal year.

5.02 President: The President shall preside at all meetings of the Club membership and the Executive Committee. The President shall be an ex-officio member of all the other Club Committees. the President must sign all authorized contracts and other obligations and undertakings in the name of and on behalf of the Club. The President shall appoint by December 1, a Nominating Committee to nominate officers for the coming year. The President shall be the principal officer of the Club and shall have general charge and supervision of the Club's Affairs and shall perform such other duties as may from time to time be assigned to the President by the Executive Committee. The President shall have been a member for at least three (3) years prior to election to the position.

5.03 Vice-President: At the request of the President, or in the event of the Presidents absence or disability, the Vice-President shall perform any and all duties of the Presidency. The Vice-President shall serve as program chairperson and have other powers and perform such duties as the Executive Committee may from time to time assign. The Vice-President shall have been a member for at least two (2) years prior to election to the position.

5.04 Secretary: The Secretary shall attend and keep the minutes of all meetings of the Club and of the Executive Committee. The Secretary shall keep reports on all meetings of all committees of the Club. The Secretary shall issue notices to the Club membership of all membership meetings, unless otherwise notified by the President. The Secretary shall have copies of the Bylaws and all standing rules. The Secretary shall have attest and affix the Corporate Seal to all contracts and other obligations and undertakings executed by the President in the name of the Club, as required. The Secretary shall have been a member for at least one (1) year prior to election to the position.

5.05 Treasurer: The Treasurer shall have the control of all funds of the Club subject to such regulations as may be prescribed by the Club membership. The Treasurer shall, in the absence or disability of both the President and the Vice-President perform any and all duties of the Presidency. The Treasurer shall endorse on behalf of the Club for collection, all checks, notes and other obligations and shall promptly deposit the same, and any other payments received in cash, in such banks or other depositories as shall be designated by the Club. The Treasurer shall enter regularly on the books of the Club, to be kept for that purpose, full and accurate accounts of all moneys and property received and all moneys and obligations and paid or incurred for the account of the Club, and shall exhibit such books for the inspection to the executive Committee at all reasonable times requested. The Treasurer shall in general perform all duties incident to the office of Treasurer, subject to the control of the Club. The Treasurer shall send out dues statements on or before February 1 of each year. The Treasurer shall also provide a report on the current financial condition at the regular Club meeting. The Treasurer shall keep a current list of Club membership and copies of licenses. The Treasurer shall have been a member for at least two (2) years prior to election to the position.

5.06 Trustee of the Club Station(s): The Trustee shall be the Primary designated control operator of the Club Amateur radio station and License, in accordance with the regulations of the Federal Communications Commission and shall perform all duties

incident to the office of Trustee, subject to the control of the Club. The Trustee must carry at least a General Class Amateur License. The Trustee shall have been a member for a least three (3) years prior to election to the position.

5.07 Vacancies: In the event of a vacancy in any principal elected office prior to the expiration of the annual term for which that officer was elected, the Club shall fill such vacancy from its membership. The Executive Committee will nominate a candidate or candidate for the vacant position, and the candidate shall be elected by secret ballot, show of hands or acclamation, by the membership. An office can be considered vacant if the officer is not present at three consecutive regular monthly meetings.

5.08 Removal From Office: Any officer may be removed from office for conduct deemed detrimental to the Club or Amateur Radio following a hearing before the Executive Committee, a majority vote of a quorum of the executive committee (excepting that officer in question) and a majority vote of a Quorum of the Club, taken in secret ballot.

SECTION VI- EXECUTIVE AND OTHER COMMITTEES

6.01 Board of Directors: The Club members shall elect for an indefinite term five members to serve as Board of Directors. They shall be empowered to perform all functions and duties as outlined in the Articles of Incorporation. Any member may be replaced at anytime by a duly called election, requiring a simple majority of the Club members present.

6.02 Executive Committees: The Executive committee shall be composed of the principal officers of the Club, the immediate past President and all current chairpersons of standing committees. They shall be responsible for the mode of repeater system use and shall perform such other duties given them by the Club.

6.03 Standing committee: There shall be six (6) standing committees: Bylaws, Activities, Public Relations, Operating Standards, Engineering, and Membership. Each incoming Club President shall appoint a chairperson for each of these. The chairpersons shall in turn appoint their other members. Each committee Chairperson shall provide a report on committee activities at each regular Club meeting.

6.04 Bylaws Committee: The Bylaws Committee shall be responsible for maintaining the Bylaws in a current condition and shall have the current Bylaws available to members on written request to the Secretary. This committee shall also study each proposed amendment and revision to the Bylaws for possible conflict and proper modification. They shall also maintain a record of all standing rules.

6.05 Activities Committee: The Activities Committee shall be responsible for planning and reporting of all special activities of the Club not covered by other standing or special committees.

6.06 Public Relations Committee: The Public Relations Committee shall be responsible for the production and content of all newsletters, press bulletins and public media interface.

6.07 Operating Standards Committee: The Operating Standards Committee shall be responsible for establishing and maintaining guidelines for the operation and use of the repeater system.

6.08 Engineering Committee: The Engineering Committee shall oversee all planning and installation of new equipment, research and development projects, and maintenance of the Club station(s). The Engineering Committee's activities shall be approved by the Executive Committee.

6.09 Membership Committee: The membership Committee shall be responsible for the ongoing recruitment and orientation of prospective Club members.

6.10 Special Committees: The President may appoint other special committees for specific purposes. These special committees shall have no inherent powers other than those granted by the President.

6.11 Nominating Committee: The Nominating Committee shall consist of five members, consisting of a past President, and four Regular members not currently serving on the Executive Committee. They shall present one (1) nominee for each principal office and accept any nominations for these offices from the floor at the January meeting. Each candidate is required to submit a biographical statement of qualifications suitable for publishing. Any candidate not submitting their biographical background statement of qualifications by the close of publication to the club newsletter, prior to the February printing, shall forfeit their candidacy. The Nominating Committee shall have published in the next regular issue of the Club newsletter, prior to the February meeting, the names and qualifications of all nominees and conduct the Club elections at the February meeting. All members of the nominating committee shall have been Club members for a least 1 year.

6.11.1 Failure to produce the required Biographical background statement of qualifications for publication by the candidate shall result in forfeiture of such candidacy for office, and in that event said office shall be filled by the Executive Committee at the next Executive Committee meeting after the election.

6.12 Removal of Committee Chairperson From Office: The President may remove any committee chairperson from office for neglect of duty or conduct deemed detrimental to the Club.

6.13 Review of Decisions: All decisions of standing or special committees are subject to review of the Executive Committee and may be overruled by the same.

6.14 Executive Committee: Club officers and appointed committee chairmen shall each have one vote regardless of the number of offices or positions held.

SECTION VII-FISCAL AFFAIRS

7.01 Fiscal year: The fiscal year of the Club shall commence on the first day of March and shall end on the last day of February.

7.02 Audits: The Executive Committee shall audit the books of the Club during the last month of each fiscal year and shall report the condition of the books at t he first meeting of the next fiscal year.

7.03 Club Funds: All funds and properties received by or coming into the custody of the Club belong to and are the trust funds and property of the Club to be expended only for the purposes authorized and only in accordance with the regulations prescribed by the Club.

7.04 Disbursement of Funds: Disbursement of funds shall be by checking account and be signed by any two(2) of the three (3) named officers: President, Trustee or Treasurer.

7.05 President's Discretionary Fund: The President shall have a yearly discretionary fund of one hundred-fifty dollars ($150.00). The President may order disbursements against this fund for Club purposes only.

7.06 Executive Committee Disbursement Authority: The Executive Committee may order disbursements for emergency needs which arise prior to the next scheduled membership meeting.

7.07 Club Budget: The newly elected President shall submit to the membership for approval a budget for Club activities and expenditures in maintaining the repeater system. This budget shall be presented at the first business meeting of the new fiscal year and when approved, the Treasurer shall disburse Club funds against the budget as required or upon the request of the appropriate committee chairperson.

SECTION VIII-CLUB STATION(S)

8.01 The Club Station(s): The repeater system shall be maintained as the Club Station(s). All equipment installed as normal function of the repeater system is property of the Club.

8.02 Use of the Club Station(s): The Repeaters are open to all licensed Amateur Radio Operators. The access codes to the special functions of the repeaters will be distributed to paid Club members only.

8.03 Emergency and Public Service uses: The primary use of the Club Station(s) will be emergency and approved public service work. When so used the Club members not participating will allow special courtesy to those involved.

8.04 Extra Use of Station(s): Upon approval of the Executive Committee, a member or a group of members may be granted special privileges for a specific period of time.

8.05 Control Stations: The Club shall maintain a sufficient number of control stations to meet the requirements of the Federal Communications Commission. These stations shall be selected from the membership by the Executive Committee and with the approval of the Trustee.

8.05.1 The Control Stations are authorized to suspend repeater operations whenever the operation currently in progress is deemed detrimental to the general interest of the Club, or when malfunction occurs, or when operation through the repeater is determined to be illegal under the Federal Communications Commission Rules and Regulations.

SECTION IX-STANDING RULES

9.01 Standing Rules: The Club may by majority vote of the Quorum and without prior motion, adopt or abolish outstanding rules to cover points of procedures or other rules not of sufficient importance to be included in the Bylaws. These Standing Rules may not conflict with any Bylaw.

SECTION X-AMENDING THE BYLAWS

10.01 Notice of Amendment: Notice of amendment to the Bylaws will be presented to the membership of the Club one (1) calendar month in advance of voting.

10.02 Preparation for Consideration: The President shall instruct the Bylaws Committee to prepare the proposed amendment for consideration as stated in the notice and to insure that no conflict in the Bylaws will exist because of the proposed amendment. The Bylaws Committee shall present the proposed amendment and recommendation to the Club membership for their consideration at the next regular meeting. Notice of the proposed amendment will be published with the regular meeting announcement.

10.03 Vote Required on Amendment: A two-thirds (2/3) majority vote of the Quorum shall be required to amend the Bylaws.

SECTION XI- ADDITIONAL PARLIAMENTARY PROCEDURE

11.01 "ROBERT'S RULES OF ORDER" shall serve as the parliamentary authority of the Club for all rules and procedures not covered by the Bylaws. A parliamentarian shall be appointed by the President and the parliamentarian's interpretation of Robert's Rules of Order shall be final.

SECTION XII- DISSOLUTION

12.01 In the event of a unanimous vote of the Board of Directors to dissolve the Tulsa Repeater Organization, Inc., corporation, all remaining assets after satisfaction of all obligations of the corporation shall be distributed for purposes within the code of Internal Revenue Service Code 501(c)(3), and any amendments thereof.