

***** PARA *****

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PHILADELPHIA AREA REPEATER ASSOCIATION

P.O. BOX 954

VALLEY FORGE, PENNSYLVANIA 19481

PHILADELPHIA AREA REPEATER ASSOCIATION

P.O. BOX 954

VALLEY FORGE, PENNSYLVANIA 19481

March 22, 1988

To: PARA Board of Directors

Subject: Constitution and By-Laws
Letter of Introduction

The enclosed documents represent the corporation "paper work" of the Philadelphia Area Repeater Association (PARA). As voting members of the Board of Directors of PARA it is important that you familiarize yourself with these documents, since they provide the framework from which we operate.

Bob, K3RF has written a memorandum that provides an excellent background and explanation on each document of the corporation. He also makes some recommendations which serve to stimulate future discussions on restructuring the existing documents.

Next, you will find a copy of our original articles of incorporation dated September 4, 1973, and an amendment to the original articles that was filed on April 24, 1980. This amendment, as explained in Bob's (K3RF) memorandum, was filed to allow the association to be considered for tax exempt status by the Internal Revenue Service.

The next three documents are the Constitution, By-Laws, and Officers Operating Policy of PARA. Also, included is the Repeater Operating Policy which is used for our on-the-air operations. This policy is mailed to all new members.

Finally, you will find a listing of names, addresses, and phone numbers for the Board of Directors, plus a sample membership application for your reference.

It is my desire that this complete package shall serve as a reference tool for the overall operation of PARA, including our Board of Directors and General Membership meetings. New members of the Board as well as veterans should find this information beneficial.

Sincerely,

(Dick—K3ITH)

Richard E. Stewart, K3ITH
President

Lipton & Famiglio
ATTORNEYS AT LAW

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COPYRIGHT
AND
CORPORATE MATTERS

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MEMORANDUM

To: The Philadelphia Area Repeater Association
Board of Directors

From: Robert B. Famiglio

Dated: March 17, 1988

Re: Articles of Incorporation and Articles of Amendment for PARA

I have been asked by Dick Stewart, K3ITH to prepare a summary for the Board of Directors explaining the legal structure of the corporation and the effect of the Articles of Incorporation along with the Articles of Amendment as attached to this Memorandum. No doubt many of you have seen these documents, along with a document called PARA's "Constitution" along with By-Laws and Officers Operating Policies.

The "Rules and Regulations" that fundamentally control a corporation are its Articles of Incorporation. A corporation cannot perform acts or undertake endeavors which are contrary to the limitations, if any, contained in the Articles of Incorporation. You will find that the original Articles of Incorporation were filed on September 4, 1973, and are self-explanatory as to their limitations.

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Sometime ago, PARA wished to be considered by the Internal Revenue Service for tax Exempt status to allow donations and dues to be tax deductible. In order to do so, the Internal Revenue Service requires that a non-profit corporation be limited in its endeavors by its Controlling instrument. In our case, our controlling instrument is the Articles of Incorporation and to be eligible for consideration by the IRS for tax exempt status such Articles had to be amended. Hence we filed Articles of Amendment which adds Articles to the original filings. As you will see from the document, the Articles of Amendment simply add paragraphs to the Articles of Incorporation.

The rather lengthy Articles of Amendment were drafted to be in strict conformity with the requirements of the IRS. In other words, we knew beforehand what the IRS wished to see prior to granting tax exempt status.

A question has arisen regarding the status of the original Constitution and By-Laws which were used to form the original unincorporated association of PARA. Frankly, when PARA changed to a corporate format, the Constitution was no longer the controlling instrument although it was not formally discharged by the governing board of the corporation. Therefore, PARA has some procedural confusion with respect to its organizational structure. Some years ago, the Board

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of Directors attempted to address this ambiguity by a wholesale rewriting of the By-Laws of the corporation for a vote by the membership. In such a fashion the Constitution and By-Laws and operating policy would be thrown out and a new set of By-Laws, designed from scratch, would be put in place. By-Laws are a set of rules and regulations which govern the operation and procedure of a corporation, structurally, that are subject only to the limitations set forth in the Articles of Incorporation as amended. Therefore, in a sense, the Articles of Incorporation with their amendments are the overall framework of the corporation with the By-Laws filling in the details of the regulation and operating of the corporation.

It is my belief that given the existence of the various documents now and reading them together, the Constitution of PARA has essentially become the By-Laws of the corporation which must be read along with the set of rules that were developed under the title of By-Laws. With respect to the "Officers Operating Policies" which have been around for some time, they were never adopted with the formalities of By-Laws, and therefore cannot be considered as same. There seems to be some confusion as to whether the operating policies have been adopted in a formal fashion to require their adherence to their requirements.

I believe it is still advisable to consider a restructuring of the Constitution along with the

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By-Laws and Operating Policies in a fashion to integrate them into one set of rules which should be called "By-Laws of the Corporation". This undertaking will take some time but would allow the adoption of a more organized set of By-Laws which can be supplemented as may be deemed desirable by the corporation.

In the absence of any instructions in either the Articles of Incorporation as Amended, or the By-Laws, a non-profit corporation in Pennsylvania is governed by the non-profit corporation law. In a sense, the corporation law provides answers to organizational and governing questions which are not addressed in the Articles or By-Laws. Therefore, if there seems to be unanswered questions with respect to elections, voting, operations, spending of moneys, or other types of procedural questions, the statutes governing non-profit corporations would control the ability of the management of PARA to vote on such issues. In some situations, the non-profit corporation law enacted in Pennsylvania controls questions as to whether a membership vote or a Board of Directors vote is necessary to accomplish a certain purpose or change.

I would be pleased to answer any specific questions you may have after considering the within information.

Very truly yours,

Robert B. Famiglio

RBF/mas

(This page is an informational description of the Pennsylvania Corporate Application of PARA)
Filed 4th September 1973

Filing fee: \$75.00

3-1-73.40 764

COMMONWEALTH OF PENNSYLVANIA
Department of State
Corporation Bureau

Articles of
Incorporation
Domestic Non-Profit Corporation

In compliance with the requirements of 15 PA. S. #7316 (relating to articles of incorporation the undersigned desiring to be incorporated as a non-profit corporation, hereby certifies that:

1-The name of the corporation is:

Philadelphia Area Repeater Association

2-The location and post office address of the initial registered office of the corporation in this commonwealth is:

3630 Pickertown Road, Chalfont, Pennsylvania 18914

3-The corporation is incorporated under the Non-profit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

- a) to maintain and operate a system of amateur radio communication repeater stations;
- b) to utilize these amateur radio communication stations in providing a radio network in both natural and civil defense emergencies or other communications disasters where telephones and other services are disrupted.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

(This page is an informational description of the Pennsylvania Corporate Application of PARA)

3-1-73.40 765

4-The term for which the corporation is to exist is: Perpetual

5-The corporation is organized on a nonstock basis.

6- Strike out if inapplicable: xxxxxxxxxxxxxxxxxxxx

7-Strike out if inapplicable: xx

8-The name (s) and post office address(es) of each incorporator(s) is (are):

NAME	ADDRESS	
Alfred P. Hales, Jr.	3630 Pickertown Road,	Chalfont, PA. 18914
William D. Winter	6 Mulberry Lane,	Newtown Square, PA 19073
John Chapman	1031 Ferry Road	Doylestown, PA 18901

IN TESTIMONY WHEREOF, the incorporant(s) has (have) signed and sealed these Articles of Incorporation this 29th day of August, 1973.

Signatures:

Alfred P. Hales, Jr.

William D. Winter

John Chapman

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. For general instructions relating to the incorporation of non-profit corporations see 19 PA. Code CH.29 (relating to non-profit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- B. One or more corporations or natural persons of full age may incorporate a non-profit corporation.
- C. If the corporation is organized upon a stock share basis Paragraph 5 should be modified accordingly.
- D. Optional provisions required or authorized by law may be added as Paragraphs 8, 9, 10...etc.
- E. The following shall accompany this form:
 - (1) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB 17.3 (Consent to Use of Similar Name).
 - (2) Any necessary government approvals.
- F. 15 PA. S. #7317 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

scientific and educational purposes.

(Add Articles 9, 10, and 11 attached hereto)

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Admendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this -----16 th----day of APRIL, 1980.

PHILADELPHIA AREA REPEATER ASSOCIATION
(NAME OF CORPORATION)

By: John R. Brochon
(SIGNATURE)

PRESIDENT
(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:
Tracy Todd J. Wurtz
(SIGNATURE)

SECRETARY
(TITLE, SECRETARY, ASSISTANT SECRETARY, ETC)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified Accordingly.
- D. 15 Pa.C.S. & 7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

(This page is an informational description of the Pennsylvania Corporate Application of PARA)

80-26 457

9.- The corporation is organized exclusively for charitable purposes as such purposes are defined by Sec.501 (C) (3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, director, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Sec. 501 (C) (3) and Sec. 170 (1) (A) other than in clauses (vii) and (viii) of the Internal Revenue Code, or their successor provisions, and which has not been in existence and so described for a continuous period of at least 60 calendar months.

In the event the Corporation is dissolved and liquidated the board of directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporation property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Corporation; provided, however, that the transferee organization or organizations shall then be a qualified tax-exempt charitable organization within the meaning of Sec. 501 (C) (3) and Sec. 170 (B) (1) (A) other than in clauses (vii) and (viii) of the Internal Revenue Code or their successor provisions, shall have been in existence and so described for a continuous period of at least 60 calendar months, and shall also be an organization contribution to which are deductible under Sections 170, 2055, and 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution and liquidation of a Pennsylvania non-profit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

10.- The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(This page is an informational description of the Pennsylvania Corporate Application of PARA)
80-26 458

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4954 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

11.- All conditions, qualifications, requirements, privileges and regulations as to membership in the Corporation, including voting rights, shall be fixed and governed by the By-Laws of the Corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another officer, to be hereunto affixed this 16th day of April, 1980.

PHILADELPHIA AREA REPEATER ASSOCIATION
(Name of Corporation)

BY: John R. Brochon

PRESIDENT
(Title)

ATTEST:

Troat Todd Wurts

SECRETARY
(Title)

Philadelphia Area Repeater Association
P. O. Box 954
Valley Forge, Pennsylvania 19481

CONSTITUTION

PREAMBLE:

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in amateur radio repeater operation in the Greater Philadelphia and South Jersey areas, do hereby constitute ourselves the Philadelphia Area Repeater Association, and do enact this Constitution as our governing law.

It shall be our purpose to further the exchange of information and cooperation between members and other repeater users, to promote amateur radio repeater knowledge, fraternalism, and individual operation courtesy and efficiency and to conduct our activities in such a manner as to advance the general interest and welfare of amateur radio in the coverage area as a public service.

It shall be the primary function of this Association to license, operate, maintain and improve repeater systems in the Philadelphia area.

MEMBERSHIP:

ARTICLE I

Section 1 - Membership shall be open to all licensed amateurs interested in repeater operation and shall be by application acceptable upon such terms as provided in the by-laws.

Section 2 - All members of the Main Line VHF and Les Voyageurs associations, having paid the required dues of such organizations as of the time of merger, shall be considered members of PARA upon payment to the proper fees as provided in the by-laws.

Section 3 - Upon recommendation of members and approval of the Board, honorary membership shall be conferred on individuals for due cause.

OFFICERS:

ARTICLE II

Section 1. - The officers of this Association shall be: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and the Board of Directors.

PARA CONSTITUTION

Section 2. - The officers, with the exception of the Board of Directors, of this Association shall be elected for a term of one year by ballot of the members present at the annual meeting and shall take office at the beginning of the following calendar year.

(See Article IX Section 3 for an amendment to Section 2.)

Section 3. - The Board of Directors shall be elected at the annual meeting for a term of two years. During the first term, one Board member from each section serves a three year term.

Section 4. - Vacancies occurring between elections must be filled by special ballot for the unexpired term within one month after the Board of Directors meeting at which the withdrawal or resignation is accepted.

(See ARTICLE IX Section 6 for an amendment to Section 4.)

Section 5. - Officers may be removed on motion by a three-fourths majority of the membership voting at a duly called meeting.

DUTIES OF OFFICERS :

ARTICLE III

Section 1. - The President shall preside at all meetings of the general membership and the Board of Directors of this Association and conduct the same according to the rules adopted; he shall enforce due observance of this Constitution and By-Laws decide all questions of order; sign all questions of order; sign all official documents that are adopted by the Association, and none other; and perform all customary duties pertaining to the office of president.

Section 2. - The Vice-President shall assume all the duties of the President in the absence of the latter.

Section 3. - The Recording Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, and perform any other secretarial duties not otherwise delegated. He shall at the expiration of his term turn over everything in his possession belonging to the Association to his successor.

Section 4. - The Corresponding Secretary shall carry on all correspondence, read communications at each meeting, mail written notices to each member of every meeting of the Association when requested by the individual members, as provided in the by-laws. He shall at the expiration of his term turn over everything in his possession belonging to the Association to his successor.

PARA CONSTITUTION

Section 5. - The Treasurer shall receive and receipt for all moneys paid to the Association; dispute, receive, and record all applications for membership; and keep an account of all moneys received and expended. He shall pay no bills without proper authorization. At the end of each quarter, he shall submit an itemized statement of disbursements and receipts. He shall at the expiration of his term turn over everything in his possession belonging to the Association to his successor.

Section 6a. - The Board of Directors shall consist of two members from each district or section, elected by majority vote of the membership in the district which they represent.

(See Article IX Section 5 for an amendment to this Section)

Section 6b. - The Board of Directors shall be responsible for the over all management of the Association in conjunction with the duly elected officers.

Section 6c. - The Board of Directors shall be responsible to the general membership for the overall operation of the Association's facilities.

Section 6d. - The Board of Directors shall be responsible for administering funds and equipment necessary for technical operations; establishing dues, fees and other means of obtaining necessary funds; delegating and approving public information, advertising, and news releases; and conducting membership drives.

Section 6e. - The Board of Directors shall establish when, where and how often it shall meet and shall also decide when and where regular and special meetings of the general membership shall be held, within the provisions of the by-laws.

(See Article IX Section 4 for an amendment to this Article)

TRUSTEE:

ARTICLE IV

Section 1. - There shall be trustees as required to meet FCC requirements. The number of trustees and their responsibilities shall be determined by the Board of Directors, based upon recommendations from the Chairman of the Technical Committee (See Article V).

Section 2. - Trustees shall be elected for a period of five years with the term beginning on the effective date of the "Club Station" license and terminating with the expiration date of said license, or the five year period, whichever comes sooner. The Trustees shall be elected by the Board of Directors, based on nominations from the Technical Committee.

PARA CONSTITUTION

TECHNICAL COMMITTEE

ARTICLE V

Section 1. - There shall be a Technical Committee with a Chairman elected by the Board of Directors. He shall appoint a Site Director for each separate location or facility of the repeater system. The site directors may appoint assistants with the approval of the Chairman.

Section 2. - The Technical Committee Chairman shall have overall responsibility for all equipment, maintenance, site selection, frequency selection and coordination, the keeping of records of equipment owned by the Association or loaned to it by others, and the keeping of system maintenance records. He may delegate such duties to members of his committee.

MEETINGS:

ARTICLE VI

Section 1. - The By-Laws shall provide for regular and special meetings.

Section 2. - Only members in good standing may vote on Association matters.

Section 3. - Those members attending a duly called meeting shall constitute a quorum.

DUES:

ARTICLE VII

Section 1. - The Board of Directors, by majority vote of those present at a regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the Association within its object as set forth in the preamble thereof.

Section 2. - Non-payment of such dues or assessments shall be cause for expulsion from the Association within the discretion of the Board of Directors.

Section 3. - The Board of Directors shall be authorized to waive fees under special circumstances

MEMBERSHIP ASSISTANCE:

ARTICLE VIII

Section 1. - This Association shall enact appropriate rules to minimize interference in operation between member stations; it shall formulate adequate plans for disposition of any cases of interference to other radio services where reported to be

caused by an amateur station operating in the area of its jurisdiction. The
PARA CONSTITUTION

Association, through designated operating committees, shall provide technical
advice to members concerning equipment design and operating to assist in
frequency
observance, clear signals, uniform practice, and absence of spurious radiation's
from member stations. The Association shall also maintain a program to foster and
guide public relations in those channels favorable to amateur work.

AMENDMENTS:

ARTICLE IX

Section 1 - This Constitution or the By-laws may be amended by a two-thirds
majority of the general membership attending a meeting provided all members have
been notified of the intent to amend the Constitution or By-Laws at the specified
meeting. Such notification shall comply with the By-Laws, Section 3, Paragraph
(a) or (b).

Section 2. - Proposals for amendments shall be submitted in writing to the Board
of Directors for a review.

Section 3. - Article II Section 2 shall read:

"The five officers of this Association, named below, shall be elected for staggered
terms of two years by ballot of the membership present at the December meeting.

Offices of President and Recording Secretary shall be elected to terms beginning in
the even numbered years; Vice-President, Corresponding Secretary, and Treasurer
shall be elected to terms beginning in the odd numbered years.

In order to incorporate this amendment, all of the above named officers will be
elected for the year 1978 to the term as described above."

Section 4. - ARTICLE III Section 6f will be added:

"In the absence of a director at a Board meeting, a director of that quadrant may
delegate the absent director's proxy to a site chairman or trustee in that quadrant.
In no case shall there be more than two votes per quadrant."

Section 5. - ARTICLE III Section 6a add sentence:

"And also the Vice-President, Corresponding Secretary, Recording Secretary,
and Treasurer."

PARA CONSTITUTION

Add second paragraph:

"Members of the Board of Directors are eligible to vote at Board Meetings. In case of a tie vote, the President of the Association shall be eligible to cast the deciding vote."

Section 6 - ARTICLE II Section 4 shall read:

"Section 4 - Vacancies on the Board of Directors occurring between elections shall be filled in the following manner:

a. Quadrant Directors- A vacancy of a Quadrant Director shall be filled as soon as possible by appointment by the current Board of Directors. The appointment of the candidate presented to the Board of Directors must be registered in the quadrant where the vacancy existed. The vote for appointment by the Board of Directors shall be a majority vote of the current Board of Directors present at the appointment meeting.

1.- This appointment shall be temporary until the next regularly scheduled General Membership meeting. At the first General Meeting following such appointment, members in attendance from that quadrant where the vacancy occurred shall meet and either confirm the appointed person, or elect a replacement from their quadrant. If they elect a member not in attendance at that meeting, they shall first have secured written confirmation of his/her desire to serve.

b. Officers- Should a vacancy occur in any of the elected terms of office for an officer, other than President, wherein the Vice President shall serve, the position shall be filled by appointment by the current Board of Directors for the remaining term of the vacancy. The vote for appointment by the Board of Directors shall be a majority vote of the current Board of Directors present at the appointment meeting.

RULES:

ARTICLE X

Section 1. - Roberts Rules shall govern proceedings.

PHILADELPHIA AREA REPEATER ASSOCIATION
P. O. BOX 954
VALLEY FORGE, PENNSYLVANIA 19481

PARA BY-LAWS

- Section 1 RECORDING SECRETARY: It shall be the duty of the Recording Secretary to keep the Constitution and By-Laws of the Philadelphia Area Repeater Association and have the same with him at every regular and special meeting of the general membership and the Board of Directors. He shall cause all amendments, changes, and additions to be noted thereon and shall permit the same to be consulted by members upon request.
- Section 2 MEMBERSHIP: Applications for membership shall be submitted to the Treasurer and shall be considered accepted upon payment of the designated initiation fee and the current dues. The Board of Directors shall have the option of terminating membership by a two-thirds vote.
- Section 3 MEETINGS:
a. Regular Meetings of the general membership shall be held during the second and fourth calendar quarters at such place and time as the Board of Directors shall order. The fourth quarter meeting shall be designated as the annual meeting. Notice of such meeting shall be given on regularly scheduled bulletins transmitted on the main repeater system at least twice weekly for two weeks preceding the meeting. Written notice will be provided to any member having a self-addressed stamped envelope on file with the Corresponding Secretary for that purpose.
b. Special Meetings of the general membership may be called by the Board of Directors when necessary using the same notification procedures as required for regular meetings.
- Section 4 DUES: A regular yearly assessment, the amount to be fixed by the Board of Directors, is hereby assessed in accordance with the provisions of Article VI of the Constitution for the purpose of providing funds for current expenses. Such dues shall be payable by April 1. Members shall be considered in arrears after that date and subject to expulsion as provided by the Constitution.
- Section 5 TECHNICAL COMMITTEE: All technical problems relative to equipment installation, maintenance, and operation shall be brought to the attention of the Technical Committee for resolution as governed by Article V of the Constitution.
- Section 6 AUDITING COMMITTEE: There shall be an Auditing Committee consisting of two members, other than officers or Board members, who shall be elected at the annual meeting, by the general membership following the election

PARA BY-LAWS

of officers. This committee shall serve for a term of one calendar year. Vacancies occurring during the term shall be filled at the next Board of Directors meeting by appointment of the Board from the general membership, officers and directors excluded.

Section 7 SPECIAL COMMITTEES FOR SPECIAL WORK: Special committees shall be appointed by the President to accomplish special work when the need arises.

Constitution and By-Laws as approved by General Membership at meeting of December 1972.

Approved by Board of Directors November 18, 1973

Amendments, Article IX Sections 3 and 4, approved by the General Membership at the December 1977 meeting and approved by the Board of Directors at their January 1978 meeting.

Attest: Constitution and By-Laws Committee
K3ZPH, WB2BHK, K2QIJ Chairman

Philadelphia Area Repeater Association
P. O. Box 954
Valley Forge, Pennsylvania 19481

PARA OFFICERS OPERATING POLICIES

- I. PARA MEMBERSHIP REQUIREMENTS
 - A. Individual Membership
 - 1. Eligibility
 - a. Any and all licensed radio amateurs who are interested in repeater and remote station operation.
 - B. Family Membership
 - 1. Eligibility
 - a. Spouses, who are licensed radio amateurs, of individual members in good standing.
 - b. Unmarried children, of individual members in good standing, under 19 years of age and who are licensed radio amateurs. (If these children are full time students then they may be under 22 years of age to qualify for family membership.)
 - 2. Dues Arrangement
 - a. The initiation fee shall be waived in the case of family membership.
 - b. Dues fee for the first family membership shall be two-thirds the normal individual membership fee.
 - c. Each additional family membership, after the first family membership, shall be one-third the normal individual membership fee.
 - 3. Voting
 - a. Each family involved in a family membership shall have one vote per family.
 - 4. Eligibility to hold office
 - a. Only one member of a family involved in a family membership may hold office; or be a Director at the same time.
 - C. Honorary Membership
 - 1. Term of membership shall be life unless revoked by the Board of Directors.
 - 2. Eligibility
 - a. Any person regardless of whether he or she holds an amateur operators license may be granted Honorary Membership by the Board of Directors.
 - 3. Restrictions
 - a. Honorary Members shall not be eligible to vote or to hold office.
 - D. Club Membership
 - 1. Waiver of Initiation Fee
 - a. If ten (10) or more members of an established amateur radio club join PARA at the same time, the initiation fee may be waived.

PARA OFFICERS OPERATING POLICIES
(continued)

2. Agreements
 - a. Agreements may be made with established amateur radio clubs concerning any item that is mutually acceptable to the PARA Board of Directors and the members of the particular club.
- E. Five Year Membership
 1. Any individual or family who pays five years worth of dues, at one time, shall be eligible for a 15% discount.
- F. Life Membership
 1. Any individual licensed radio amateur who pays Two Hundred Fifty Dollars (\$250.00) * ** within a twelve month period shall be considered a Life Member of the Association.
 2. Any individual licensed radio amateur, 65 years of age or older, who pays One Hundred Dollars (\$100.00) within a twelve month period shall be considered a Life Member of the Association.
 3. Life membership fees may be paid in four equal quarterly payments. If the fees are paid this way the individual will be considered a Conditional Life Member upon the first payment. They shall then be considered a Full Life Member upon payment of the last installment payment.
- G. Associate Life Membership
 1. Any duly licensed radio amateur spouse of a Life Member may become an Associate Life Member by paying One Hundred Dollars (\$100.00) within a twelve month period.
 2. Any duly licensed radio amateur spouse of a Life Member who is 65 years of age or older, may automatically become an Associate Life Member upon written application to the Board of Directors. In this case, there will be no dues assessment for the Associate Life Membership.
- H. Associate Individual Membership
 1. Eligibility
 - a. This class of membership is open to any individual who wishes financially support PARA even though they do not hold an amateur radio license.
 2. Dues Arrangement
 - b. Dues shall be \$20.00 a year with no initiation fee. When this individual becomes a licensed radio amateur they shall automatically become a full individual member with their initiation fee waived by the Board of Directors.
 3. Voting
 - a. This class of membership shall not be eligible to vote in the affairs of the Association.
 4. Eligibility To Hold Office
 - a. This class of membership shall not be eligible to hold elected office in the Association.

* Changed to \$240.00 in January 1984 by the Board of Directors.

** Changed to \$400.00 effective January 1988 by the Board of Directors.

PARA OFFICERS OPERATING POLICIES

(continued)

II PARA MEMBERSHIP DUES

- A. Yearly renewal dues for previous PARA members in good standing shall be due on their "Membership Anniversary" date and shall be Twenty Dollars (\$20.00) per year.
- B. Previous years members who do not pay their dues by their "Membership Anniversary" date shall be in arrears and shall not be considered members in good standing until such dues are paid.

If these dues are paid late, up to one year after their "Membership Anniversary" date, they will be applied retroactively to such date and will be valid until the following "Membership Anniversary" date.

If, after the expiration date but not more than one year, a previous member elects to pay one year dues plus the initiation fee they will be considered a new member and will have one year membership in good standing from the date of such payment.

If these dues are paid late, more than one year after their "Membership Anniversary" date, the person must pay the initiation fee plus the yearly dues. In this case they will be considered new members and will have one year membership in good standing from the date of such payment.

- C. New members must pay a Five Dollar (\$5.00) initiation fee plus yearly dues of Twenty Dollars (\$20.00) to become members in good standing.
- D. Renewals are due and payable on each individual members "Membership Anniversary" date which is one year from when the individual paid his initial dues and became a member in good standing.
- E. Only members who are members in good standing are eligible to hold elected office, appointed office or to vote in the affairs of the Association.
- F. Dues may be waived or exempted in special cases as determined by the Board of Directors.
- G. The Treasurer shall invoice the members approximately one (1) month prior to the expiration of their membership.

NOTE: Section II, Subsections A, B, D, and G were approved and adopted by the Board of Directors on November 15, 1983

III. BOARD OF DIRECTORS MEETINGS

- A. Attendees
 - 1. Members of the Board of Directors.
 - 2. Elected Officers.
 - 3. Chairman of the Technical Committee.
 - 4. Individual Repeater Site Chairmen
 - 5. Invited Guests.

PARA OFFICERS OPERATING POLICIES
(continued)

- B. Voting
 - 1. Members of the Board of Directors are eligible to vote at Board Meetings.
 - 2. In case of a tie vote, the President of the Association shall be eligible to cast the deciding vote.
- C. A Board member shall not miss more than two (2) consecutive meetings without good reason. If this occurs, possible replacement of the Board member may be the decision of the Board members present.
- IV. UNEXPIRED TERMS FOR OFFICERS AND DIRECTORS
 - A. Members elected or appointed to fill the unexpired term of an Officer or Director shall serve out the specific unexpired term involved. They shall not be elected or appointed to a term of office that would exceed the original Officer or Directors term.
- V. OBSOLETE EQUIPMENT
 - A. The Chairman of the Technical Committee shall be authorized to dispose of obsolete equipment provided a list of equipment is given to the Board of Directors.
- VI. FINANCES AND BUDGET
 - A. The checking account for PARA shall be a two signature account. The Treasurer and either the President, the Corresponding Secretary, or the Chairman of the Technical Committee shall be authorized to sign checks.
 - B. The Treasurer shall prepare a line item budget each year for approval by the Board of Directors at the first Board of Directors meeting of the calendar year.
- VII. DIRECTORS
 - A. Each Board member holds only one vote, with the exception of President, who may only vote in the event of a tie.
 - B. In any election before the Board of Directors, where a Director feels he has a potential conflict of interest, he shall disqualify himself from participating in the action.
- VIII. USE OF LIFE MEMBERSHIP AND FIVE YEAR MEMBERSHIP FEES
 - A. The funds derived from Life or Five Year Memberships must be deposited in an interest bearing account and the interest is to be used for the operating budget expenses.
- IX. DISTRIBUTION OF PARA "MEMBERS ONLY" INFORMATION
 - A. The normal channels for distributing PARA information which is meant for "Members Only" shall be:
 - 1. PARA-GRAPHS
 - 2. Information sheets or operating booklets, provided by the Board of Directors, which are sent to new members or current members by the Treasurer or the Corresponding Secretary.
 - 3. Land-line Bulletin Boards, with written approval by the Board of Directors, which have a means to restrict the information to retrieval by "PARA Members Only".
 - B. The only PARA information which shall be considered available for non-members

PARA OFFICERS OPERATING POLICIES
(continued)

distribution shall be:

1. Membership Applications
 2. Lists of PARA repeaters, which may include:
 - a. Locations
 - b. Frequencies
 - c. Trustee's call signs
 - d. Auto-patch availability
 - e. Times, days & frequencies of PARA Bulletins.
 3. Names, call signs and positions of PARA Directors and Officers.
 4. Dates, times, and locations of PARA General Membership Meetings.
- C. All other PARA information shall be considered for "Members Only" and shall not be given or made available to any non-member.
- D. Distribution of PARA "Members Only" information to non-PARA members, by PARA members, shall be considered a violation of membership privileges and may be cause for termination of membership, by the Board of Directors, under Section 2 of the By-Laws.
- X. PARA "MEMBERSHIP LIST"
- A. The PARA "Membership List" shall be for "Members Only".
 - B. The PARA "Membership List" shall consist of:
 1. First and Last Name.
 2. Call Signs
 - C. This "Membership List" will appear in PARA-GRAPHS at least once a year.
 - D. Copies of this list will be available to the General Membership upon written request to the Corresponding Secretary and inclusion of a stamped, self-addressed envelope with that request.
 - E. Under no circumstance will general members' addresses and/or phone numbers be given to the General Membership.

This "Board of Directors Operating Policies" was discussed and voted upon at the PARA Board of Directors meeting on February 15, 1983, which was held at Kimberton Rollerama.

Section II, Paragraphs A, B, D, and G were approved at the November 1893 Board of Directors meeting.

Section I, Paragraph F, Sub-paragraph 1 was changed from \$250 to \$240 at the January 1984 Board of Directors meeting.

Section I, Paragraph H and its associated sub-paragraphs were changed and approved at the August 1986 Board of Directors meeting.

PARA OFFICERS OPERATING POLICIES
(continued)

Section VII, Paragraph A was changed and approved at a Board of Directors meeting prior to the November 1986 General Meeting, and confirmed by the general membership at the November 1986 General Meeting. It became effective with the January 1987 Board of Directors meeting.

Section III, Paragraph C was added and approved at a Board of Directors meeting prior to the November 1986 General Meeting, and confirmed by the general membership at the November 1986 General Meeting. It became effective with the January 1987 Board of Directors meeting.

Section I, Paragraph F, Sub-paragraphs A and C were recommended by the May 1987 General Membership meeting and later approved by the Board of Directors with an effective date of January 1988.

Sections IX and X and their associated paragraphs and sub-paragraphs were added and approved at the March 1988 Board of Directors meeting.

Philadelphia Area Repeater Association
P. O. Box 954
Valley Forge, Pennsylvania 19481

REPEATER OPERATING PROCEDURES

- A. Intrinsic with the repeater is its value when used in emergency (s) and for public service. A normal transmission should be as short as possible (60 seconds or less) expressing a single thought. Pause several seconds between transmissions to permit break-in stations to access the repeater. These two basic procedures will naturally allow for emergency or priority traffic to be recognized.
- B. Base stations should be cognizant of the possibility of accessing more than one repeater at a time. Use of a repeater from a base station should be kept to a minimum. Direct operation on a simplex frequency should be conducted whenever possible. Two base stations should seldom have to use a repeater. Mobile and/or hand held units should also attempt to communicate directly whenever possible. By communicating directly on a simplex frequency the repeater is made available for stations not able to communicate directly, emergency conditions or for auto-patch calls.
- C. Repeated transmitter keying, unidentified transmissions, transmitting music or strange noises, etc., constitutes illegal operation and puts the station license in jeopardy. Infractions will cause the repeater to be shut down until such operations cease.
- D. Watch your language and subject matter. The repeater covers a lot of ground and a lot of people listen to it. Try to use language you would use with someone whom you wished to impress. Restrict discussions and opinions that might be disturbing to others to simplex operations or better yet land-line or eye-ball contacts.
- E. Certain conditions, such as heavy traffic, bad weather, or an emergency of any kind could lead to someone needing the repeater for emergency traffic. Be particularly careful to keep transmissions short (less than 60 seconds) and open periods between transmissions longer than usual during these periods.
- F. Common practices require while operating through a repeater:
 - 1. Identify your station when coming on and leaving a repeater and at intervals as prescribed by the FCC.
 - 2. When accessing a repeater state your intentions; ie: Monitoring, Requesting road directions, Emergency, etc.
 - 3. If you are testing, say so and try to keep your tests as short as possible.
 - 4. Do not feel you have to continue your QSO until one of you arrives at your destination. If you have exchanged your information and find words hard to come by, then it is time to QUIT.

REPEATER OPERATING PROCEDURES
(continued)

- G. All repeater organization members are encouraged to welcome and willingly provide assistance to transient amateur operators. Transient is defined here as a person who does not live within the normal area of coverage of a repeater and one who does not travel daily in the normal coverage area.

- H. The organization has established several repeaters and invested large sums of money in equipment, up keep, electricity, telephone, etc., let alone the time spent to keep them running. Therefore a "share the costs" plan has been adopted by the organization to support the repeaters. If you are a non-member, common courtesy is expected. Do not engage in long-winded QSO's even when no one else desires to use the repeater. You are using the equipment, it costs money to keep it running and you are not contributing to its support.

- I. English is the sole language for use on the PARA repeaters. The control operators must be in control of the repeaters. The use of a foreign language takes control away from these operators. Though multi-lingual individuals are welcomed and rather than turning off the repeaters, PARA requests that only English be used on its repeaters.

(added 3/22/88)

Philadelphia Area Repeater Association
P. O. Box 954
Valley Forge, Pennsylvania 19481

April 19, 1988

To: PARA Board of Directors

Subject: Revision 01 to the
Constitution and By-Laws

The enclosed documents represent Revision 01 to the PARA Constitution and By-Laws package issued at the March 22, 1988, Board of Directors meeting. During this meeting several changes were approved as indicated below. Also, some of the copies of our corporation "paper work" had page 19 missing.

Please remove and replace (or add new pages) as listed below.

<u>Remove</u> <u>Page #</u>	<u>Insert</u> <u>Page #</u>	<u>Summary of changes</u>
1	1	Added "Revision Letters" to table of contents
---	19	Page 19 missing from original issue.
---	23A	Added section IX and X to "PARA Officers Operating Policies" as approved at the 3-22-88 Board of Directors meeting.
24	24	Documented addition of Sections IX and X.
26	26	Added Section I (English...Sole language) to "Repeater Operating Procedures" as approved at the 3/22/88 Board of Directors meeting.
27	27	Corrected spelling of City for NM3A and deleted work phone # for WB3HX.
---	29	Add this page to reference all the above changes.

As always, if you have any questions or comments please call me.

Sincerely,

Dick K3ITH

Richard E. Stewart, K3ITH
President

Philadelphia Area Repeater Association
P. O. Box 954
Valley Forge, Pennsylvania 19481

May 17, 1988

To: PARA Board of Directors

Subject: Revision 02 to the
Constitution and By-Laws

The enclosed documents represent Revision 02 to the PARA Constitution and By-Laws package issued at the March 22, 1988, Board of Directors meeting.

During the April 9, 1988 Board of Directors meeting Bruce WD4DSV, Treasurer, announce that he had accepted a company transfer back to home state of Virginia; therefore he would need to resign effective after the May General Meeting. Also during the April Board meeting both North West Directors, Geoff KC3QC and Dan KT3W, jointly submitted a letter of resignation. After a review of the letter a motion was made and passed to accept both resignations with regrets, effective immediately.

Within three working days notice was sent to all North West Quadrant members stating the elections for the two Directors would take place at the May General Meeting. Notice of the elections for Treasurer was included with the April issue of *Para-Graphs*.

The result of the election for Treasurer was Lance N3AYT who will fill the remaining term which expires December, 1988. The election results for new Directors were Bob WB3AIG to fill the term which expires December, 1988, and Hal W3AHP who will fill the term that expires December 1989.

Please remove and replace (or add new) pages listed below.

Remove Page	Insert Page	Summary of Changes
-----	-----	-----
27	27	Changed names and addresses for Treasurer and both North West Directors.
----	30	Add this page to reference all of the above changes.

Total number of pages changed or added is two.

As always, if you have any question or comments please call me.

Sincerely,

Dick K3ITH

Richard E. Stewart, K3ITH
President