

MIDDLE EAST TENNESSEE EMERGENCY RADIO SERVICE, INC.
BYLAWS

Article I. NAME, GOVERNANCE AND AFFILIATION

Section 1. Name. The name of the organization shall be Middle East Tennessee Emergency Radio Service, Inc. (hereinafter referred to as METERS), a not-for-profit private organization, incorporated in the State of Tennessee.

Section 2. Governance. METERS shall be governed by its Board of Directors and membership. METERS shall comply with federal, state and local laws, which laws shall take precedence where these Bylaws do not so comply.

Section 3. Affiliation. METERS is affiliated with the American Radio Relay League (ARRL). METERS supports the activities of: National Weather Service Spotter Networks (SKYWARN), Amateur Radio Emergency Service (ARES), Radio Amateur Civil Emergency Service (RACES), and other organizations involved with emergency communications. METERS bases its emergency communications training procedures upon ARES, RACES and Federal Emergency Management Agency / Department of Homeland Security (“FEMA” / “DHS”) operational training procedures.

Article II. PURPOSE

The purpose of METERS is:

- a. to contribute to the public welfare in times of communications emergency, often through support of served agencies;
- b. to provide a work force of trained radio operators;
- c. to increase communication between served organizations and the amateur radio community;
- d. to provide a forum for discussion of problems and concerns, and for the exchange of ideas by amateur radio operators working with emergency services organizations.

Article III. MEMBERSHIP

Section 1. Non-Discrimination Policy. METERS shall not discriminate on the basis of race, age, sex, nationality, ethnic origin, religious beliefs, or disabilities in any of its activities.

Section 2. Voting Membership. Any United States citizen who is a licensed amateur radio operator in good standing with the Federal Communications Commission (“FCC”) and who is not a convicted felon may become a Voting Member of METERS upon:

- a. submitting application for membership,

- b. receiving approval from the Board of Directors,
- c. introduction to the membership,
- d. payment of the first year's dues,
- e. waiting thirty (30) days thereafter for member and Board evaluation,
- f. a Board member placing the prospective member's name in nomination before the membership, and
- g. receiving an affirmative majority (50%+1) vote by the membership at a regularly scheduled meeting.

Only METERS members receive the right to vote, make motions and hold office. Votes by Voting Members must be cast in person at general membership meetings.

Section 3. Non-Voting Membership.

- a. Family Membership. Voting Members may choose to join as Family Members, which entitles their immediate family members to participate as Affiliate Members, without voting, office holding, or motion privileges. Dues for Family Membership shall be as established by the Board of Directors and approved by the Voting Members.
- b. Affiliate Membership. Any individual interested in the purposes, missions and activities of METERS may become associated with METERS as an Affiliate Member upon submission of an application for membership and affirmative majority (50%+1) vote by the Voting Members at a regularly scheduled meeting. Affiliate Membership shall entitle the individual to participate in activities, but it shall not entitle individuals to vote, make motions, or hold office in METERS. Dues for Affiliate Members shall be as established by the Board of Directors and approved by the Voting Members.
- c. Qualifications. Only amateur radio operators may serve as radio operators of METERS-owned equipment. Licensed amateur radio operators who are not METERS members may participate in METERS training and actual emergency communications activities with the concurrence of the METERS member in charge of the activity. Unlicensed Family or Affiliate Members may participate with the concurrence of the METERS member in charge of the activity and the FCC-licensed control operator.

Section 4. Additional Qualifications. To maintain METERS membership in good standing, a member shall behave in a manner that exemplifies the spirit of the radio amateur to be considerate, helpful, positive, supportive, friendly and patriotic and to actively participate in METERS activities. This active participation can be satisfied by attaining a minimum of twelve (12) points per year using the following table:

(e.g., 2 Nets, 2 Meetings, and 1 Community Service, $(2*1)+(2*3)+(1*4)=12$)

METERS Activities	Points
Net Participation	1
Meeting	3
Community Service, NCS for Net	4
Emergency Deployment	12

Section 5. Deployment Eligibility for an Emergency, Simulated Emergency Test (SET), Training Exercise or a Public Service Event.

- a. Member in good standing as defined in Article III Sections 2, 3 and 4.
- b. Meters will comply with the guidelines of a served agency regarding eligibility for deployment.
- c. Since many served agencies require formal certification(s) [for example, FEMA courses IS-100 Incident Command System (“ICS”), IS-700 National Incident Management System (“NIMS”) and Emergency Communications (“EmComm”) Level I, etc.], METERS members are required to obtain all possible certifications as quickly as possible to facilitate their deployment. This requirement applies only toward deployment eligibility.

Section 6. Removal from Membership.

- a. Grounds. An individual may be considered for removal from membership, regardless of points accrued, for failing to behave in a manner that exemplifies the spirit of the radio amateur and / or having been convicted of multiple misdemeanors. The membership of an individual charged with a felony shall be suspended. If the felony charge is cleared, the individual may request membership reinstatement. An individual convicted of a felony shall not be eligible for reinstatement.

The unexcused absence of an officer for three (3) consecutive meetings, the loss of a valid FCC license, or failure to satisfy Article III Section 4 shall be grounds for removal from membership and/or office.

- b. Process.

(1) Removal of an individual from membership and/or any office shall occur only after due consideration by the Membership Committee and/or the Board of Directors.

(2) Any proposal for removal shall be made by a member of the Board of Directors, and the Board shall then present it to the Voting Members.

(3) The member in question shall be notified of the motion for removal and the reasons for it within ten (10) days after the meeting at which the motion was made.

(4) A registered letter sent to the last known address of the member/officer concerned constitutes compliance of notification.

(5) After a motion for removal is made and seconded, a waiting period of fifteen (15) days after notification has been mailed is required before a vote on the motion, which requires a three-quarter (75%) majority vote of those Voting Members who cast votes at a regular meeting.

c. Legal representation. The officer or member is not entitled to legal representation before the membership.

Section 7. Suspension of Membership.

a. METERS members who are unable to maintain “good standing” may petition the membership for an exception to the criteria in Article III Section 4. In the absence of an exception being granted by the membership by majority (50%+1) vote at a regularly scheduled meeting, METERS members who fail to maintain “good standing” will be denied membership for a one-year period.

b. METERS members shall also be suspended for the reason set forth in Article III Section 6a.

Article IV. OFFICERS

Section 1. Officers of METERS are to be elected and shall be: President, Vice President, Board Member at Large, Secretary, and Treasurer. These officers shall perform the duties prescribed in Article V and by the parliamentary authority specified in Article XIV.

Section 2. Officers of Standing Committees shall be designated in the Bylaws; they shall be elected or appointed as provided in Articles IX and X.

Section 3. A Nominating Committee, as described in Article X Section 3d, shall present a nominee for each elective office at the August meeting, after which other nominations for any office may be made from the floor. Floor nominees must be presented by motion and seconded to be approved. Approved floor nominees shall be added to the ballot. Each nominee should be present at this meeting to accept the nomination; however, a nominee unable to attend, may provide a signed statement, witnessed by a Board Member in good standing, that if nominated, he/she will serve.

Voting for the nominees shall occur at the September meeting by written ballot.

Election shall be by a majority (50% + 1) of the members in good standing and voting.

In the event that no candidate receives the required majority vote, a re-balloting shall occur until a candidate is elected.

In order to ensure a sufficient number of officers for a functioning Board of Directors, the order of election shall be: President, Treasurer, Secretary, Vice President and Board Member at Large.

Section 4. Terms of elected officers shall be as follows:

The President, the Vice President and the Board Member at Large each shall be elected to a term of one year and shall be eligible for re-election to a second consecutive one-year term.

The Secretary and the Treasurer each shall be elected to a term of two years and shall be eligible for re-election to a second consecutive two-year term, but the terms of these two officers shall not be concurrent. Therefore, in the 2009 election the Secretary shall be elected to a two-year term and the Treasurer to a one-year term. Thereafter, the office of Treasurer shall be a two-year term.

No member shall be eligible to serve more than two consecutive terms in the same office; however, after one year out of office a member shall again be eligible to seek election to that same office. In the event of an early vacancy for any of the officer positions, the new officer shall serve the remainder of the term and still be eligible to seek election for two consecutive terms.

The term of office shall begin immediately following the election and continue until the following year's election.

Section 5. No member shall hold more than one elected office at a time; **exception:** at the option of the Board of Directors, the positions of Secretary and Treasurer may be combined.

This restriction shall apply to officers currently serving at the time these Bylaws are adopted by the membership.

This restriction shall not apply to appointments to committees.

Section 6. The following Special Officers shall serve the President and Board of Directors. They shall be appointed by the President with the concurrence of a majority (50%+1) of the Board of Directors. Officers as specified in Section 1 may not serve in these positions unless no other members are willing to serve. The Special Officers, Special Committee Officers, and Standing Committee Officers do not have a vote on the Board of Directors:

a. Parliamentarian. The President may choose to appoint a Parliamentarian, to serve until either party terminates the service. The Parliamentarian shall give advice to the President on matters of parliamentary procedure. The President may consult with the Parliamentarian prior to meetings to anticipate problems and determine proper procedure. During meetings the Parliamentarian shall give advice when called upon by the President. The President retains the right to make a final ruling and may accept or reject the advice of the Parliamentarian.

b. Website Administrator. The METERS Website Administrator shall be responsible for developing and maintaining the METERS website. The Public Information Officer shall serve as deputy to the Website Administrator.

- c. Net Manager. The METERS Net Manager shall be responsible for directing and controlling the radio nets conducted on behalf of METERS. The METERS Net Manager shall be responsible for reporting net stats to appropriate amateur radio organizations, such as the ARRL/ARES Net Manager.
- d. Training Officer. The METERS Training Officer shall be responsible for arranging or conducting the ongoing training programs for METERS radio operators. The Training Officer shall chair the Training Committee (Article X Section 3a).
- e. Public Information Officer (PIO.) The METERS PIO shall publicize METERS events in a positive manner and serve as the deputy to the METERS Website Administrator.
- f. Liaison. The METERS Liaison shall represent the interests of METERS in a positive manner to a served or related organization and communicate the interests of such organization to the METERS membership.
- g. Trustee. The METERS Trustee shall hold all FCC station licenses, in accordance with FCC Part 97.5. The Trustee serves as control operator for all METERS station equipment.

Section 7. Vacancies. Refer to Article VII Section 2.

Article V. DUTIES OF THE OFFICERS

Section 1. President. The President shall have the customary duties of the office of President and shall preside over all meetings of the Board of Directors for fulfilling the purposes of this organization.

The President shall also serve as chief executive officer of METERS for day-to-day management and is authorized to make decisions on behalf of METERS without prior consultation with the membership or Board of Directors.

The President is authorized to approve individual expenditures up to \$100 without the advance approval of the Board of Directors but shall report such decisions and approvals at the next Board of Directors meeting.

The President is not authorized to commit funds in excess of those currently available.

The President shall have the responsibility for performing, with the aid of the entire Board, the duties outlined in Article X. The President is a voting member of the Board of Directors.

Section 2. Vice President. The Vice President shall preside in the absence of the President, serve as an ex-officio member of the Nominating Committee, and serve on the Board of Directors.

The Vice President assumes the duties of the President in case of the removal, death or resignation of the President.

The Vice President is a voting member of the Board of Directors.

Section 3. Board Member at Large. The Board Member at Large shall serve as a voting member of the Board of Directors and shall represent the general membership at all deliberations of the Board of Directors.

The Board Member at Large shall be a standing member of the Membership Committee.

This individual shall serve as the Ombudsman for any and all concerns of individual members.

Section 4. Secretary. The Secretary shall perform the customary duties of this office.

The Secretary shall keep an accurate record of all meetings of the membership and the Board of Directors and have these records available at least one week before the next regularly called meeting of the membership or Board of Directors.

The Secretary shall provide a copy of the minutes of a membership meeting to any member of METERS upon request.

The Secretary shall maintain copies of members' credentials and certifications.

The Secretary is a voting member of the Board of Directors.

Section 5. Treasurer. The Treasurer shall perform the customary duties of this office.

The Treasurer shall make payments for budgeted items supported by an invoice or other appropriate documentation.

The Treasurer shall make other expenditures up to \$100 without approval of the Board of Directors only on approved ongoing activities and shall report such expenditures at the next Board of Directors meeting.

The Treasurer shall report all expenditures to the Board of Directors every month.

The Treasurer shall provide the Board a monthly report concerning the dues status of each member of METERS.

The Treasurer shall maintain, in addition to a financial record of all METERS funds, a written record of all other METERS assets, itemizing the value and location of each item.

The Treasurer is a voting member of the Board of Directors.

Article VI. MEETINGS

Section 1. Unless otherwise indicated, all METERS meetings shall be open to anyone who wants to attend, but only METERS members shall have voting and motion-making privileges. While METERS meetings are "open," they are private and not "public forums," and the information discussed in these meetings shall not be considered as being in the "public domain," unless METERS becomes covered under the provisions of the "sunshine laws."

Section 2. The meetings are held as follows:

a. Membership meetings shall be held on the fourth Tuesday of each month.

b. The Board of Directors shall meet at the call of the President, usually a week before the membership meeting.

c. The Nominating Committee shall call for nominations for officer positions at the July membership meeting and shall meet at least once prior to submitting a slate of candidates to the membership at the August membership meeting. Members may also present nominations

from the floor at the August meeting.

d. Other committees shall meet as necessary.

Section 3. Prior notice of all meetings shall be given to the membership.

Section 4. A quorum is constituted as follows:

a. Members present shall constitute a quorum at any membership meeting.

b. A majority (50%+1) of elected members shall constitute a quorum at Board of Directors meetings.

c. For committees and other bodies with designated specified membership, the presence of a majority (50%+1) of the committee members shall constitute a quorum.

d. For work groups and other bodies with unspecified membership, a quorum shall be the number of people attending the meeting.

Article VII. BOARD OF DIRECTORS

The Board of Directors is composed of the elected officers of METERS as defined in Article IV. Additionally, the Immediate Past President shall serve ex-officio on the Board of Directors but will be required to vote in the event of a tie vote of other Board members. Ex-officio (non-voting) members include those committee chairs that may be requested by the President to present reports to the Board.

Section 1. The Board of Directors shall perform the following duties:

a. Approve by majority (50%+1) vote appointments and designations of the President to Standing and Special Committees as specified in Article X Section 2 and Article XI.

b. Approve by majority (50%+1) vote proposed actions of the President and other officers of METERS.

c. Oversee the activities of all committees and approve the expenditure of funds.

The Board of Directors is not authorized to approve expenditure of funds in excess of those currently available.

Section 2. A vacancy in an elected office on the Board of Directors (Officers) caused by an incumbent's removal, resignation, death, etc. shall be filled for the remainder of the unexpired term by the following election process: An announcement of the vacancy and of an election to fill the vacancy at the following meeting shall be made at the first regularly scheduled meeting after the vacancy occurred. Nominations may be accepted at that time. A vote to fill the vacancy shall be held at the next regularly scheduled meeting following the vacancy announcement. Additional nominations may be made at the vacancy election meeting.

Vacancies on committees caused by an incumbent's removal, resignation, death, etc. shall be filled for the remainder of the unexpired term by appointment by the President with concurrence of a majority (50%+1) of the Board of Directors either by mail vote or at the monthly meetings. If the President should leave or be removed, the Vice President shall assume the duties of President.

Section 3. Invitations to name a representative to serve as an ex-officio, non-voting member of a committee may be extended by the committee to individuals sharing common interests and purposes with METERS.

Section 4. Ex-officio memberships shall be reviewed periodically.

Article VIII. ASSETS AND INSURANCE

Section 1. METERS shall maintain legal liability coverage for the officers and the organization in an amount consistent with the risks that have been experienced or anticipated. Other property and casualty insurance coverage is required as is usual and appropriate for the security of the group's assets and the well-being of the members. Insurance requirements shall be reviewed annually by the Board of Directors.

Section 2. The acquisition and disposal of assets shall be conducted by the Board of Directors. In the event of METERS' dissolution, the residual assets of METERS shall be turned over to one or more organizations which are themselves exempt as organizations as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purposes.

Article IX. COMMITTEES

Section 1. Committees are action-oriented groups related to ongoing work of METERS. Special Committees may be created or changed by the Board of Directors. Officers of Special Committees shall be Chair, Assistant Chair and Secretary and shall be elected as provided in Article XI. Membership in a committee is not specified or limited. Any METERS member may be a member of a Special Committee in which he or she has an interest. All METERS members attending a Special Committee meeting may vote.

Section 2. A written statement of the purpose, goals and structure of a committee shall be submitted to the Board of Directors for approval. It shall be the responsibility of each committee to revise these statements as necessary and to submit the revised statement to the Board of Directors. Work groups and subcommittees of a committee are also required to prepare a statement of membership, purpose, goals, structure and duration of operation, which shall be approved by the committee and submitted to the Board of Directors for approval.

Article X. STANDING COMMITTEES

Section 1. Standing Committees shall be created to perform the ongoing work of METERS. Standing Committees may be created only by amending the Bylaws as provided in Article XV.

A statement of the functions and membership of the Standing Committee shall be written into the Bylaws at the committee's creation. Committees may appoint subunits for specific tasks. No member of a Standing Committee shall be eligible to serve more than two consecutive terms on the same committee. Policies and procedures of Standing Committees shall be submitted to the Board of Directors for approval.

Section 2. The President shall seek the advice of a Standing Committee Chair when filling appointed positions on that committee. The President shall appoint the Chair and members of all committees, with the concurrence of the Board of Directors.

Section 3. METERS shall have the following Standing Committees:

a. Training Committee. This Committee shall be composed of a Chair (who is the Training Officer as defined in Article IV Section 7d) and a minimum of two members or a maximum of four appointed to staggered two-year terms. A minimum of one member or a maximum of two shall be appointed each year.

b. Bylaws and Organization Committee. This Committee is composed of a Chair and a minimum of two members or a maximum of four appointed to staggered two-year terms. A minimum of one member or a maximum of two shall be appointed each year. The Committee functions shall include structural and organizational concerns of METERS. The Committee will revise these Bylaws as necessary or upon request from the membership. Such revisions shall be submitted to the membership according to procedures outlined in Article XV. The Committee shall conduct a periodic organizational review of METERS.

c. Membership Committee. This Committee shall be composed of a Chair and a minimum of two members or a maximum of four appointed to staggered two-year terms. One of these individuals shall be the METERS Board Member at Large. The Committee shall actively promote membership in METERS and shall promote participation of members in METERS activities. The Committee shall propose and facilitate meeting programs.

d. Nominating Committee. This Committee shall be composed of a Chair and a minimum of two members or a maximum of four appointed to staggered two-year terms. The Vice President shall serve as ex-officio member. The Committee shall use information contained in METERS Policies and Procedures documents to determine the offices for which vacancies exist and the requirements for these offices. The Committee shall coordinate the nominating process by recruiting and nominating qualified candidates and prepare for the election to be held by direct ballot. The Committee shall maintain a full record of the election results in order to have a record of eligibility for vacancies.

e. Planning Committee. This Committee shall be composed of a Chair and a minimum of two members or a maximum of four appointed to staggered two-year terms. The Committee shall investigate and pre-plan for likely emergency communications needs and events and develop written pre-plans for such events as are likely or identified as needs by the supported agencies.

f. Finance Committee. This Committee shall be composed of the METERS Treasurer as

Chair and a minimum of two members or a maximum of four appointed to staggered two-year terms. The Committee Chair may appoint ad hoc, non-voting members with the approval of the Board of Directors, as needed to complete the Committee task. The Committee, working with other entities within METERS, oversees creation and implementation of the Fund Raising Plan, with functions to include:

- (1) Identifying and soliciting funds from external sources of support;
- (2) Researching and developing various fund-raising projects;
- (3) Planning and implementing fundraisers for METERS activities;
- (4) Aiding the Chair with solicitations and contacts as needed.

Article XI. SPECIAL COMMITTEES

The Board of Directors may establish Special Committees for any particular or specific purpose within the purview of METERS. Special Committees shall be of limited and specified duration. In creating a Special Committee, the Board of Directors must approve a statement of its purpose, organization, membership and duration.

Article XII. POLICIES AND PROCEDURES

Operating policies and procedures of METERS shall be maintained by the Secretary as part of the proceedings of METERS activities. In the event there is a conflict between the Bylaws and the operating policies and procedures of METERS, the Bylaws shall take precedence.

Article XIII. FINANCES

Section 1. Funds to support METERS activities shall come from the dues of the general membership, contributions, and monies from workshops, publications or other fund-raising activities.

Section 2. Dues for members, affiliates and others shall be proposed by the Board of Directors and presented to the membership for approval or revision at the October meeting.

Section 3. The Board of Directors shall prepare a budget for the next fiscal year and present it to the membership at the January meeting.

Section 4. Elected and appointed officers shall request funds as necessary to implement approved programs of the organization.

Section 5. The Board of Directors shall allocate funds to each activity or committee based upon budgets submitted by the activities or committees and the funds available.

Section 6. The Board of Directors shall have control of all monies earned or expended by METERS.

Section 7. The President, with the concurrence of the Board of Directors, shall approve all expenditures.

Section 8. The President and the Treasurer shall have the authority to sign checks.

Article XIV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order are applicable when they are not inconsistent with the Bylaws or any special rules of order METERS may adopt.

Article XV. AMENDMENTS

Section 1. The Bylaws may be amended by a majority (50%+1) vote of the members in attendance and voting at any called or scheduled meeting, provided that notice of the proposed version has been sent to members or published on the METERS web page at least thirty (30) calendar days prior to the meeting. The Bylaws may also be amended by a majority (50%+1) vote of those responding in a mail referendum to members, provided that notice of the proposed revision has been sent to members at least thirty (30) calendar days prior to the vote.

Section 2. Proposals for revision may be sent by any member of the Board of Directors to the Chair of the Bylaws Committee, which shall review and report on the proposed revision to the Board of Directors. Upon approval by the Board of Directors, the proposed revision shall be disseminated to the membership as provided for in this Article.

Section 3. Any member may propose amendments to the Bylaws with supporting signatures of at least twenty-five (25) percent of the total membership eligible to vote as described in Article III Sections 2 and 3. In order to obtain the supporting signatures, a proposed amendment may be circulated with an accompanying form, which supporters may sign, and return to the Bylaws Committee Chair.

Section 4. Upon receipt of a written proposal signed by twenty-five (25) percent of the total members eligible to vote, the Bylaws Committee shall review and report to the METERS membership on the language and compatibility of the proposal with other provisions in the Bylaws. The proposed amendment will be republished on the web page, discussed and voted on as provided in Section 1 of this Article.

Article XVI. AUTHORITY AND ADOPTION

The purpose of these Bylaws is to update and clarify points of possible confusion in the previous Bylaws. Upon adoption of these Bylaws on this 25th day of August 2009, all prior versions of the METERS Bylaws and amendments thereto will become null and void. These Bylaws will become the primary document controlling METERS operations and business.

Article XVII. VALIDILTY OF BYLAWS

In the event a court of competent jurisdiction shall hold any of these Bylaws to be invalid, the Bylaws not so held invalid shall be considered in full force and effect.

These Bylaws were approved on the 27th day of July 2004.
Adopted on the 28th day of September 2004.
Amended on the 27th day of September 2005.
Amended on the 26th day of September 2006.
Amended on the 25th day of August 2009.

By:

President: _____
(Larry Osterman W8JYQ)

Attest:

Secretary: _____
(RICK ROGERS K4AMT)

(Bylaws Committee 2009: Merle Growden KD6FBT, Chair; David Ogle KE4YBZ; and John Randle K9RSQ)