

# Cherryville Repeater Association II, Inc.

## By-Laws

Revision 2026.03

### I. PURPOSE

Without limiting the provisions of the Articles of Incorporation of the Cherryville Repeater Association II, Inc. as filed heretofore in the office of the Secretary of State of New Jersey, the membership of the corporation recognize and declare that the purposes of the corporation shall include primarily (1) the establishment of amateur radio networks to provide electronic communications in the event of disasters or other emergencies and the furtherance of the public welfare; (2) the offering of communication services to the citizens of the State in conjunction with civic, charitable, and community events; (3) the promotion of interest in amateur radio communication and experimentation; the advancement of the radio art; the fostering and promotion of non-commercial intercommunication by electronic means throughout the world; the fostering of education in the field of electronic communication; the promotion and conduct of research and development to further the advancement of electronic communications; the dissemination of technical educational and scientific information relating to electronic books, magazines, newspapers, and pamphlets necessary or incidental to any of the above purposes.

Notwithstanding any other provisions of these by-laws or of the Certificate of Incorporation, the corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

### II. MEMBERS

A. Membership Categories: The following membership categories are established:

1. Full membership: To be eligible an applicant must be a holder of an unexpired amateur radio operator's license issued or recognized by the United States.
2. Associate membership: Any person who is not eligible for full membership due to the lack of an amateur radio operator's license issued or recognized by the United States, but who is interested in amateur radio is eligible for associate membership.
3. Life membership: Life members shall be full members, not currently serving as a member of the Board of Trustees, who, because of their contributions of outstanding service to the corporation, have been nominated for life membership in writing by at least five (5) full members, none of whom are related to the candidate member by blood or marriage.
4. Supporting member: Any person who wishes to contribute monies without seeking personal, business or political gain to offset a portion of the operating cost for the corporation's repeater system without joining in the corporation activities is eligible to be a Supporting member, but will not be a member of the corporation and will not be afforded voting rights.

B. Application for all membership, including life membership, shall be submitted to the Secretary. All applications for membership shall be conveyed to the Board of Trustees for review. All persons desiring

# **Cherryville Repeater Association II, Inc.**

## **By-Laws**

Revision 2026.03

membership, apart from Life membership, shall be sponsored by at least one full member. Consideration for membership shall be predicated upon the applicant's attendance of two (2) meetings or club events. Upon receipt of a membership application, the Board of Trustees shall vote on the application at its next regularly scheduled board meeting. Should the Board of Trustees require additional time to consider the application, they may table the application provided their vote is not deferred beyond the second board meeting following the completion of the attendance requirement. A majority vote of the Board of Trustees shall be necessary to submit the application to approval by the general membership.

During the next meeting at which the applicant is present, the application shall be read aloud. The general membership shall be entitled to comment with respect to the application as well as any aspect of the applicant's character, reputation, or conduct. A majority vote of the general membership in attendance at that meeting shall be necessary to grant membership.

- C. Each applicant for membership must express a willingness to abide by the provisions of the Articles of Incorporation and By-Laws of the corporation, as well as any other rules relating to the conduct of the affairs of the corporation as may from time to time be enacted by the Board of Trustees. Signature on the membership application signifies such agreement.
- D. Any member may, with his consent, be appointed as a member of any standing committee; however, only Full and Life members may chair such committees.
- E. Associate members, upon obtaining an amateur radio operator's license, shall be considered a Full member and accorded Full membership privileges as of the effective date of their license. A Supporting member seeking to become a Full member must resubmit his application as a new request for membership.
- F. Membership in the corporation shall be considered a revocable privilege. Any member whose character, reputation or conduct, either on or off the air, inures to the detriment of the corporation shall be subject to revocation of that person's membership. Any action to revoke membership shall be initiated by the submission of formal written charges to the Board of Trustees. If, after due consideration, the Board of Trustees determines that good cause exists for revocation of membership, it shall refer the charges to the general membership. The charges and the findings of the Board of Trustees shall be read aloud at the next regular membership meeting by the presiding officer. In addition, all members shall be notified of the charges and findings of the Board of Trustees in writing and shall be further notified that actions with respect to the charges shall be taken by the membership at large at the next regular membership meeting. All members shall be notified of the date, time, and location at which said meeting is scheduled to occur. All notices mailed to members shall be accompanied by an absentee ballot, each of which shall be serially numbered. All absentee ballots with respect to the revocation of membership will be valid provided the same are received by the Secretary of the Board of Trustees prior to the taking of ballots of those present at the regular membership meeting at which the charges are to be considered. All ballots of those members present at said meeting shall consist of the serially numbered ballots previously mailed to said members or a substitute ballot in the event that a particular member certifies to the Secretary that the ballot mailed to him was either not received or has been lost or destroyed and that the member has not previously voted on and returned said ballot to the secretary. The Secretary shall also maintain a record which shall be available at the time of the meeting and in which the Secretary shall maintain a record of those ballots which have been returned prior thereto. Any member present at such meeting shall be entitled to request the Secretary to advise him as to whether a ballot previously returned to the Secretary by mail was received. If such ballot was not previously received by the Secretary, the member shall be entitled to cast a substitute ballot. A two thirds majority of all ballots cast shall be necessary to revoke membership, provided, however, that the number of ballots cast to revoke membership shall be not less than 50% of the number of members eligible to vote.

### III. MEMBERSHIP MEETINGS

# **Cherryville Repeater Association II, Inc.**

## **By-Laws**

Revision 2026.03

- A. Regular meetings of the membership shall be held on a monthly basis and shall be held at such times and at such locations as the Board of Trustees may designate. In event that the Board of Trustees does not designate, as to any specific month, a specified meeting date and location, the monthly membership meeting shall be held on the second Wednesday of the month at the Flemington Baptist Church, 170 Main Street, Flemington, NJ. 08822. In addition, special membership meetings may be called by the Board of Trustees. In the event that a special membership meeting is called or in the further event that a different time or place for regular monthly membership meetings is fixed by the Board of Trustees, notice of such meetings shall be given in accordance with the provisions of N.J.S. 15A:5-1 et seq. which notice shall include both the date and location of such meeting and a brief description of the nature of the business to be transacted at such meeting.
- B. The meeting of the membership for the purpose of electing Trustees shall be held annually on the second Wednesday of April at the customary location or at such other date or location as may be established by Trustees. The date or location of the annual meeting for electing Trustees may be changed by a majority vote of the Board of Trustees provided that the meeting is not held later than the regularly scheduled membership meeting and that all members receive notice of the change of meeting date or location.
- C. A quorum at any membership meeting including the meeting for the election of Trustees shall consist of at least two (2) members of the Board of Trustees and not less than ten (10) other members. All business to be conducted at the meeting and requiring the taking of a formal vote shall require the affirmative vote of the majority of a quorum. In the event that a member is not eligible to vote for any reason such member shall not be included either for purposes of calculation of a quorum or calculation of the number of votes either required or cast with respect to the conduct of business or any portion thereof.
- D. All active members whose dues are paid up, and current are entitled to vote. Under no circumstances shall proxy voting be permitted with respect to the conduct of any business of the corporation including the election of Trustees.
- E. Membership shall be for the personal benefit of the member and under no circumstances shall any membership be transferable.

#### **IV. DUES AND ASSESSMENTS**

The Board of Trustees may by a majority vote levy upon the membership such annual dues and assessments as the Board of Trustees shall determine to be necessary for the conduct of the business of the corporation and/or to carry out its objectives. The Board of Trustees may furthermore levy upon the membership such additional assessments from time to time as the Board of Trustees shall determine to be necessary for the conduct of a specific activity or project or in the event that the Board of Trustees should determine that the general operating expenses of the organization require an additional assessment. All such dues or assessments shall be payable by the members in one payment.

In the event that any member shall have failed to pay his dues or assessments prior to March 31st of any given year with respect to any dues or assessments levied upon the general membership prior to March 31st, such member shall be removed from the rolls of the membership of the corporation effective March 31st of the year in which such member's dues or assessments remain outstanding. No further formal action need be taken by the Board of Trustees in order for such revocation of membership to become effective, notwithstanding any other provisions of these by-laws or of the Articles of Incorporation to the contrary. Such member shall be entitled to reinstatement of full member privileges consistent with their membership category upon payment of all back dues and assessments at the discretion of the Board of Trustees.

#### **V. BOARD OF TRUSTEES**

- A. The affairs of the corporation shall be governed by a Board of Trustees, which shall consist of nine

# Cherryville Repeater Association II, Inc.

## By-Laws

Revision 2026.03

members to be elected by the general membership from year to year as heretofore provided. In addition, if the President of the Board of Trustees is not re-elected to the Board or should he decline standing for election to an additional term, he shall be entitled to serve as a member of the Board of Trustees for one additional year. During this period, he shall be entitled to all the rights and privileges of members of the Board of Trustees including full voting privileges.

- B. The Trustees of the corporation shall consist of nine persons who shall be elected annually by the general membership. Each candidate running for a position on the Board of Trustees must be a member in good standing. Associate members who demonstrate an extraordinary desire and facility to contribute to the corporation may upon approval of the Board of Trustees be declared to be eligible to serve as an Officer or Trustee at Large, provided the number of Associate members serving on the Board of Trustees does not exceed one at any time. All such Trustees who are elected shall serve as members of the Board of Trustees.
- C. There is hereby created the position of Club/Repeater Call Sign Trustee. Said trustee(s) shall be those members of the corporation who shall be holders of licenses issued for repeater and club stations maintained by the corporation and who hold such licenses issued by the Federal Communications Commission (FCC) in trust for the general benefit of the membership of the corporation as well as the citizens of the United States. Each Club/Repeater Call Sign Trustee shall be entitled to a single vote as a member of the Board of Trustees in issues related only to the use of the call sign of which they are said Trustee.
- D. There is hereby created the appointed position of Club Chaplain. This role is intended to serve the spiritual needs of the membership and their families as well as coordinate the "Good of the Club" works. The Chaplain shall be nominated by any Regular or Life member and confirmed by a majority vote of the general membership.

### VI. ELECTION OF THE BOARD OF TRUSTEES

- A. All references in this section to Trustees shall mean and include appropriate references to the Board of Trustees with the intention that such terms should be used interchangeably.
- B. The Trustees shall be elected by vote of the general membership. Any Full or Life member, or Associate member declared eligible by the Board of Trustees, whose dues are fully paid may declare himself as a candidate for election as a Trustee. Any such member either declaring himself to be a candidate or who is nominated to be a candidate shall declare himself to be or shall be designated when nominated to be a candidate for a specific office or as Trustee at Large. Trustees shall consist of the President, Vice President, Secretary and Treasurer together with five Trustees who shall be designated as Trustees at Large. No members may declare themselves or be nominated as a candidate for more than one office or as an officer and Trustee at Large.
- C. The President, Vice President, Secretary, and Treasurer elected by the membership shall serve a term of one year commencing immediately upon the date of the holding of the election of Trustees and continuing until either their re-election or election of their successor in the immediately succeeding year.
- D. Trustees at Large elected by the membership shall serve a term of two (2) years commencing immediately upon the date of the holding of the election and continuing until either their re-election or election of their successor in the second succeeding year. To provide continuity between succeeding Board of Trustees, Trustee's at Large terms of office will be overlapping. In each even year, three (3) Trustees at Large will be elected for a two (2) year term, and in each odd year two (2) Trustees at Large will be elected for a two (2) year term.
- E. No person shall be eligible for or hold office or otherwise serve as a Trustee if the business connections of such person are of such a nature that he could gain financially through the shaping of the affairs of the corporation by the Trustees or by the improper exploitation of his office for the

# **Cherryville Repeater Association II, Inc.**

## **By-Laws**

Revision 2026.03

furtherance of his own aims or those of his employer. The primary test of eligibility under this provision of the by-laws shall be the freedom from commercial or governmental connections of such nature that the influence of such person in the affairs of the corporation could be used for his private benefit. In addition, no person shall be eligible for or hold office as a Trustee in the event that the holding of such office or the serving by such member as a Trustee would deprive the corporation of nonprofit status under the provision of Title 15A of the revised statutes of the State of New Jersey or would deprive the corporation of exempt status pursuant to the Internal Revenue Code of the United States or any rules and regulations promulgated pursuant thereto.

- F. Election of Trustees shall occur at the time and place of the holding of the regular monthly membership meeting for April of each year. Any member declaring himself to be a candidate for election as a Trustee or nominating another member for such candidacy shall do so by notifying the Secretary of such candidacy and shall specify whether such candidacy is for a specific office or as Trustee at Large. No nomination or declaration of candidacy shall be effective until the same is made in writing and delivered to the Secretary. As to nominations, the same shall not be effective until the Secretary has received from the nominee specific written consent to the placing of his name into nomination. Any nominee shall have the right to withdraw his own candidacy provided the Secretary receives appropriate written notification from the said nominee prior to the close of the nomination period. Any member not having previously announced his candidacy may do so from the floor at the meeting for election of Trustees. Any person not previously having declared his candidacy or having been nominated for candidacy may be so nominated provided the nominee is either present at such meeting for the election of Trustees and consents to such nomination or has previously been advised that his name would be placed in nomination and has previously delivered to the Secretary written approval of such nomination.
- G. All members declaring themselves as candidates or being nominated and accepting candidacy at or prior to the regular membership meeting of March of any given year shall be entitled to have their names and a designation of the office or position for which they are candidates placed on an election ballot to be mailed or submitted to the general membership. The Secretary shall not be required to include on such ballot the names of any members declaring or being nominated as candidates subsequent to the regular membership meeting of March of any given year although such candidates shall remain eligible for election and may advise the general membership of their candidacy requesting that their names be "written in" on any members ballot. Any such ballots containing write-in votes shall be fully valid and effective provided that the persons whose names have been written in have either formally declared their candidacy or have formally approved their nomination as candidates at or before the annual meeting for the election of Trustees.
- H. The Secretary shall cause to be printed and mailed to all members in good standing within seven days of the date of the holding of the scheduled March membership meeting of any given year a written election ballot in such a form as may, from time to time, be approved by the Board of Trustees, but which in all events shall contain the following minimum information:
  - 1. Five separate categories of candidates which shall be designated as "President", "Vice President", "Secretary", "Treasurer", and "Trustee at Large".
  - 2. Within each separate category, the names of each member who has declared himself to be or has approved his nomination as a candidate for the position designated by such category.
  - 3. A designation of the date, time, and location of the scheduled meeting for the election of Trustees.
  - 4. A statement that no ballot shall be counted unless the same has been actually received by the Secretary, either by mail or by personal delivery, at or prior to the closing of floor nominations at the membership meeting for the election of Trustees.
  - 5. A statement that any member desiring to do so may write in the name of a different member for

# Cherryville Repeater Association II, Inc.

## By-Laws

Revision 2026.03

election to not more than one category and that such write in vote shall be considered valid and effective provided that the ballot is received on time by the Secretary and further provided that the member whose name is written in has, prior to the closing of floor nominations at the meeting for election of Trustees, either declared his candidacy for such office in such category or has consented to his nomination as a candidate for such position.

- I. All ballots shall be numbered serially, and the Secretary shall maintain a confidential record which shall not be disclosed to any other officer or member and by which the Secretary shall keep a formal record of the number of the ballot mailed to each member.
- J. The ballots shall consist of the serially numbered ballots mailed to the membership by the Secretary or a substitute ballot in the event that a particular member certifies to the Secretary that the ballot mailed to him was either not received or has been lost or destroyed and that said member has not previously voted on and returned said ballot to the Secretary. The Secretary shall also maintain a record which shall be available at the time of the meeting for the election of Trustees and in which the Secretary shall maintain a record of those ballots which have been returned prior thereto. Any member present at such meeting shall be entitled to request that the Secretary advise him as to whether a ballot previously returned to the Secretary by mail was received. In the event that such ballot was not previously received by the Secretary, such member shall be entitled to cast a substitute ballot.
- K. The provisions of these by-laws governing the election of Trustees shall be enforced in such a manner as to preserve the integrity of the election process, promote the democratic election of Trustees and to assure that no member is unfairly prevented from participating in the electoral process. By virtue of the fact that Supporting Members have opted to not participate in club activities and to only support the corporations repeater system financially, they are not considered to be members of the corporation or included in the voting process.
- L. The officers and Trustees at Large elected by the membership shall consist of those candidates in a specific category who receive the highest number of votes. The votes on all eligible and valid ballots shall be counted and recorded by the Secretary at the annual meeting for the election of Trustee and the results shall be immediately thereafter read aloud to the membership present.
- M. Under no circumstances shall proxy voting for Trustees be permitted.

### VII. CONDUCT OF AFFAIRS OF THE CORPORATION

- A. General Provisions: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws or Articles of Incorporation, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.
- B. Each member of the Board of Trustees shall keep himself informed as to the conditions and activities of the corporation and the needs and desires of the members in order that he may faithfully and intelligently represent the true interests of such members.
- C. President: The President shall preside over all meetings of the Board of Trustees as may be required by law as well as over all meetings of the Board of Trustees relative to the governing of the affairs of the corporation. The President shall further preside over all meetings of the general membership. He shall with the advice, counsel, and assistance of the other members of the Board of Trustees represent the corporation in its relationship with the public and local governments or governmental agencies and shall be the official spokesman of the corporation regarding all matters of corporate policy.
- D. Vice President: In the absence or disability of the President, the Vice President shall preside over all

# Cherryville Repeater Association II, Inc.

## By-Laws

Revision 2026.03

meetings of the Board of Trustees, the Board of Trustees and the general membership and shall in general act in place of the President. In the event that the Vice President is also absent or unable to act, the Secretary and, thereafter, the Treasurer shall succeed to the responsibilities of the President until the President (or Vice President in his place) has returned to his duties. Additionally, the Vice President shall serve as the presiding chairperson of the membership committee of the corporation.

- E. Secretary: The Secretary shall record the proceeding of the Board of Trustees as well as the minutes of the meetings of the general membership. Prior to all regularly scheduled meetings of the Board of Trustees the Secretary, upon consideration of the reports or advice and comments of the other members of the Board of Trustees shall establish an agenda for the meeting. Any proposals for amendment of the agenda or for deletion or addition of items to be considered by the Board of Trustees shall be the first order of business. The Secretary shall furthermore be responsible for the maintenance of the corporate status and the filing of all reports and certificates required by the laws of the State of New Jersey including all tax returns as well as all tax or other returns required by the Internal Revenue Code or any other law of the United States. He shall furthermore be responsible for the maintenance of all records of the corporation and shall fulfill such other duties as the Board of Trustees may from time to time designate.
- F. Treasurer: The Treasurer shall be the recipient of all monies of the corporation and he shall deposit the same in the name of the corporation in a depository specified by the Board of Trustees. He shall sign checks in payment of obligation known by him to be proper and duly authorized for payment by the Board of Trustees. He shall make a report to the Board of Trustees concerning the finances of the corporation at such time as the Board of Trustees shall determine, but not less than annually. He shall also attend or submit a report to be read at all meetings.
- G. Standing Committees: There is hereby created a standing technical assistance and advisory committee, and a standing membership committee.

The Board of Trustees is authorized to create such additional standing and/or temporary committees as they may determine to be necessary or advisable for promotion of the purposes of the corporation. Committees created for specific purposes shall be dismissed by the Board of Trustees at the expiration of their specific purpose.

Appointments to any committee, except the Board of trustees, shall be made by majority vote of the Board of Trustees. All committee members so appointed shall serve for a term of one year. The President shall designate a chairman of each committee, with the exception being the membership committee which is chaired by the Vice President.

All committees shall make informal oral reports to the Board of Trustees at the monthly Board of Trustees meeting as well as provide written reports as requested.

All standing committees shall have the authority to make recommendations to the Board of Trustees concerning the management of the affairs of the corporation.

The acting President shall serve *ex-officio* on all committees.

### VIII. ASSETS OF THE CORPORATION

All notes, records, receipts, bills, vouchers, checks, or other similar documents as well as radio receiving or transmitting equipment including towers, batteries, etc., presently or hereafter owned by the corporation, shall at all times remain the property of the corporation. This shall include all documents required to be maintained as a record of the corporation by any officer or member of the corporation. As such officer or member in possession of any such records or assets of the corporation regardless of how characterized shall retain possession of the same as Trustee for the corporation only and shall not have any personal interest in and to the same. At the expiration of the term of office of any officer requires to maintain such

# Cherryville Repeater Association II, Inc.

## By-Laws

Revision 2026.03

records, such officer shall turn such records or other documents or assets over to his successor in office or such other person as may be designated to receive such assets by the Board of Trustees.

### IX. RULES OF ORDER

- A. On questions of order and procedure not otherwise determined by these By-Laws the provisions of the current edition of "Robert's Rules of Order" shall prevail.
- B. Without changing their import, the Secretary may from time to time, on notice to the Board of Trustees, re-number these By-Laws to serve the purpose of ready reference. Any reference in the By-Laws to words such as "he, his, or him" or otherwise referring to a specific gender or the singular or plural shall mean and shall include without further reference both the singular and plural as well as both male and female genders as the circumstances may require.

### X. SEVERABILITY

In the event that any provisions of these By-Laws is determined by a court of competent jurisdiction or by any governmental agency (including the Internal Revenue Service) having jurisdiction, to be invalid, unlawful or otherwise contrary to law or to result in the loss of nonprofit corporate status pursuant to the provisions of Title 15A of the revised statutes of the State of New Jersey or the loss of exempt status under any applicable provision of the Internal Revenue Service, the provision of these By-Laws so found to be unlawful or the result of such loss shall be severable from these By-Laws and neither the severing of such provision of these By-Laws nor the determination of unlawfulness, etc., of such provision shall in any way affect the validity or enforceability of any other provisions of these By-Laws.

---

#### Document History:

| Date        | Version | Author(s)         | Description                                                                                                                                                                                                                             |
|-------------|---------|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7 June 2026 | 2026.3  | WA2RT/AC2NX       | Page 2 paragraph 1 added text to clarify deferral time for new membership vote.                                                                                                                                                         |
| 5 MAR 2026  | 2026.2  | WA2RT             | Incorporated comments and corrections from AC2NX; Simplified and clarified text; Added revision tracking as YYYY.VV; Draft submitted for approval.                                                                                      |
| 3 MAR 2026  | 2026.1  | WA2RT             | Imported to Word; removed the file name from the footer; added Club Chaplain role; pg 7 changed advise to advice; Changed nominal meeting night to Wednesday; hyphenated and italicized ex-officio; underlined Robert's Rules of Order. |
| 7/9/1999    |         | Board of Trustees | Revised                                                                                                                                                                                                                                 |
| April 1999  |         | N3QDC/ N3ODB      | Retyped from BY-LAWS document "DRAFT FEBRUARY 18, 1991"                                                                                                                                                                                 |