



THE MONITOR



ECARS Web Page: <http://www.ecars7255.com>

The official publication of the East Coast Amateur Radio Service, Inc.

From ECARS President

Greetings to all fellow ECARS members. We are half-way through 2004 and much has occurred surrounding ECARS during the past six months. Despite the downward turn in overall band conditions, membership in ECARS continues to grow, and the ECARS Net is providing efficient, friendly, and a high level of service to its users on a daily basis.

The year 2004 has been a year of many firsts for ECARS. The organization owns its own Internet domain name and web site at www.ecars7255.com, which provides a fast and friendly resource for ECARS and it also offers much useful Amateur Radio related information. ECARS now has two striking banners that can be proudly displayed at ham fests and meetings. Members can purchase high quality custom-embroidered jackets that bear the unique ECARS logo. Complimentary pencils bearing the ECARS web page address will be handed out at ham fests and other gatherings. "ECARSCHAT" encourages the membership to stay in tune with events and matters of interest. ECARS had its first ever on-the-air ECARS Technical Forum in May, with more planned. And there are two member-only meetings scheduled for 2004, the first at Matamoras, Pennsylvania on June 12th, and the second, the official ECARS Annual Meeting, at Williamsburg, Virginia on September 18th. These new ECARS features haven't materialized out of thin air. Your ECARS administration and many ECARS volunteers have worked hard to make it happen.

As you know, the sudden and simultaneous resignations in January of the then newly elected ECARS officers and directors left only ECARS Secretary-Treasurer, Charles Stampf N2CJ and me to steer the business operations of the ECARS corporation. Several ECARS members accepted interim appointments: John Zorger WA1STU as Vice President and Joe Blithe WB3GVD and Robert Reed W4RKR agreed to serve as interim Directors, until the election of directors is held this summer. Thanks in large part to N2CJ's business acumen and the assistance of the officers and interim directors, ECARS business operations continued without interruption. Also, many thanks to all those members who volunteered to task committee and leadership appointments in this years' administration.

Despite the past degradation of the level of service on

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ECARS

EXECUTIVE COMMITTEE

Joseph Blithe WB3GVD • David Jordan WA3GIN
Robert Reed W4RKR • Charles Stampf N2CF •
John Zorger WA1STU

Recommendation to Adopt Proposed Bylaws

This month, the ECARS Executive Committee asks you to support new ECARS Bylaws by voting "yes" on the enclosed ballot form and returning it to ECARS postmarked no later than July 10, 2004.

The Proposed Bylaws

The proposed bylaws are designed to replace the existing outdated ECARS Constitution and Bylaws, which were adopted years ago. The new bylaws will provide clear guidance to ECARS' officers and directors, with specific guidelines for many facets of ECARS' business operations, including (1) conducting open and fair elections, (2) conducting board meetings, (3) conducting committee meetings, (4) holding CHAT forums, (5) publication of The Monitor, (6) operation of the new ECARS web site, (7) membership eligibility, (8) officers' and directors' authority, (9) contracts, and (10) general business operations.

Please take a few minutes to read through the proposed bylaws. Compare them to the existing constitution and bylaws (available on the web site www.ecars7255.com). We think you will agree that the proposed bylaws will restore confidence in the election process and ensure that ECARS will be soundly managed for many years to come.

Development of the Proposed Bylaws

The Executive Committee and a number of ECARS volunteers began a major review of the Constitution and Bylaws. It quickly became apparent that these documents were deficient in critical areas. Portions of the constitution should have been in the bylaws and visa versa, and neither document augmented the other. Moreover, the documents were not compatible with the ECARS Certificate of Incorporation on file with the office of the Delaware Secretary of

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ECARS Service - 7255 KHz - for Public Health, Safety, and Welfare

(From ECARS President continued from page 1)

the ECARS net, starting in January, public service and friendliness have again become the hallmarks of the ECARS net, as the founders intended. In my opinion, net efficiency and friendliness are at the highest levels ever. We cannot thank Joe Reppert WY3T enough for his outstanding efforts as the ECARS Net Manager. Joe and the net control operators have restored credibility to ECARS net operations. As the Federal Communications Commission recently stated, publicly, ECARS is a credit to the hobby of Amateur Radio.

ECARS is a thriving organization that supports an important public service in a fun and friendly way. Many members, non-members, and new members are the ones who have made it all happen! I hope to meet old friends and make new ones at the ECARS meetings this summer. See you there!

ECARS President, David Jordan, WA3GIN 

ECARS Pins

ECARS pins are available from club secretary/treasurer Charlie Stampf, N2CJ. These are beautiful one-inch diameter gold pins with the red, white, and blue ECARS insignia in a very durable glossy finish. The price for one pin is \$3.50 plus \$.60 postage. To order a pin, send your check made out to ECARS for \$4.10 per pin to ECARS, PO Box 5923, Hudson, FL 34674-5923



(Executive Committee continued from page 1)

State. ECARS volunteers attempted to fix the deficiencies by revising these documents. However, after considerable review, suggestions from ECARS members, and an on-air discussion in April, it was clear that simply trying to revise the constitution and bylaws would not adequately serve the corporation. New bylaws are needed.

After consulting with legal counsel, the executive committee gave explicit instructions to its legal affairs committee: take the best of the revisions and draft completely new bylaws that will ensure fair and open elections, and provide sound guidance to ECARS officers and directors for years to come. The committee drafted a comprehensive set of rules for ECARS managers, even consulting with the FCC's Enforcement Division on issues related to ECARS' on air operations. The final product is what we now ask you to vote on.

New Bylaws Will Enable ECARS to Focus on 7.255 Net

Most of us joined ECARS because of the enjoyment and satisfaction we derive from combining our interest in Amateur Radio with on-air public service activities, and talking to our like-minded ham friends. We think the proposed bylaws will ensure, among other things, that ECARS elections are conducted in an open and fair manner, that limitations on the authority of ECARS officers and directors is clearly stated, and that the business side of ECARS is operated prudently.

Adopting the proposed bylaws will allow the organization to focus on maintaining the current high level of on-air services and friendliness on the 7.255 net.

ECARS 2004 Officers and Board of Directors 

ECARS Swap and Shop Net

Don't forget to tune to 7.255 MHz on Wednesday mornings from 11:00 to noon for the ECARS Swap and Shop Net.

ECARS Web Site

Check out ECARS web site at

www.ecars7255.com

A fast and friendly resource for ECARS as well as for other useful Amateur Radio related information.

MEMBERSHIP APPLICATION

The East Coast Amateur Radio Service, Inc. (E.C.A.R.S.)

Call _____ License Class _____ Date First Licensed _____ (mo./yr.)

Renewal? Y/N ___ If 'Y'es please enter your ECARS number: _____

Name _____

Street _____

City _____, State/Province _____

Zip/Postal Code _____ - _____

Home Phone (_____) _____ - _____ Work Phone (_____) _____ - _____

E-mail _____ Check if OK to publish ()

Signature _____ Date _____

Please return this form with \$7.50 check or money order (or use PayPal) to: **E.C.A.R.S., PO Box 5923, Hudson, FL 34674-5923**

ECARS Service - 7255 KHz - for Public Health, Safety, and Welfare

Proposed ECARS Bylaws

PREAMBLE:

The East Coast Amateur Radio Service, Inc. ("ECARS" or the "Corporation") was organized in December 1968 with the purpose of providing public service through the medium of Amateur Radio. All ECARS-sanctioned on-air activities shall be conducted pursuant to Amateur Radio regulations, and shall be consistent with good Amateur Radio practice. The corporate function shall be separate and distinct from on-air operations to the extent practicable, subject to Amateur Radio regulations. ECARS shall strive to provide a high level of service to its members (the "Membership").

The official publication of ECARS shall be The Monitor.TM The appearance of notices and other information in The Monitor or on an Internet site operated and maintained by ECARS ("Web Site") shall constitute notice pursuant to Bylaw 2.5 and general publication to the Membership (individually and collectively, "Publish", "Publication", or "Publishing").

These Bylaws shall be adopted and effective upon approval by a majority of the Full members who cast ballots in a referendum held for such purpose, and once adopted shall repeal and replace any and all prior ECARS bylaws and constitutions.

ARTICLE 1 - STATEMENT OF NON-PROFIT STATUS

The Corporation shall not be conducted or operated for profit, and no part of any net income or monetary surplus from dues or donations shall inure to the benefit of any member or individual.

ARTICLE II - BOARD OF DIRECTORS

2.1 GENERAL POWERS.

The business affairs of the Corporation shall be managed by its Board of Directors (the "Board of Directors", the "Directors", or the "Board"). The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these Bylaws.

The Board of Directors may conduct business by electronic means consistent with Bylaws 2.5, 2.6 and 2.7 so long as reasonable rules of order are observed in conducting said business. The Board of Directors shall, annually, determine membership dues on the basis of financial need of the Corporation.

2.2 NUMBER, QUALIFICATION AND TENURE.

2.2A - NUMBER OF DIRECTORS.

The number of Directors of the Corporation shall be not more than five (5) nor less than one (1), the precise number to be fixed by resolution of the Directors from time to time, or as circumstances warrant.

2.2B - QUALIFICATIONS OF DIRECTORS.

(a) To be eligible to seek the office of Director, a candidate must be a Full ECARS member for no fewer than three (3) years. A Director shall be a citizen and resident of either the United States of America or Canada or their respective possessions and/or territories.

(b) A Director shall hold, and have held, a valid Amateur Radio license for a minimum of three (3) years.

(c) A Director's Amateur Radio license shall never have been the subject of an enforcement or forfeiture action or, at the time of candidacy of the Director, the subject of a pending investigation by the authority that issued his or her license.

(d) No person who has been convicted of a crime shall be eligible to serve as a Director.

(e) A Director must be fluent in speaking and writing the English language.

2.2C - ELECTION AND TERM OF OFFICE.

(a) The Directors shall be elected annually, subject to paragraph (d) of this Bylaw, by majority vote of ECARS members who submit properly executed ballots. If a vacancy (or vacancies) occurs, the remaining Directors shall, by majority

vote, appoint Directors to fill up to three (3) vacancies on the Board and serve the remainder of the respective terms, or until the next annual ECARS election, which ever shall occur sooner.

(b) The initial Directors shall each serve a term of one year, unless otherwise specified in his Bylaw 2.2C, and may be re-elected by the Membership. Thereafter, the Directors shall establish staggered terms as follows: (1) if two Directors are elected to the Board of Directors, one Director shall serve a two-year term, with his or her successors serving two-year terms thereafter, and one Director shall serve a one-year term, with his or her successors serving two-year terms thereafter; (2) if three Directors are elected to the Board of Directors, two Directors shall serve two-year terms, with their successors serving two-year terms thereafter, and one Director shall serve a one-year term, with his or her successors serving two-year terms thereafter; (3) if four Directors are elected to the Board of Directors, two Directors shall serve two-year terms, with their successors serving two-year terms thereafter, and two Directors shall serve one-year terms, with their successors serving two-year terms thereafter; (4) if five Directors are elected to the Board of Directors, three Directors shall serve two-year terms, with their successors serving two-year terms thereafter, and two Directors shall serve one-year terms, with their successors serving two-year terms thereafter.

(c) Subject to paragraph (d) of this Bylaw, each Director shall hold office until his or her term expires or until a qualified successor shall be elected, or until his death, resignation, incapacity to serve, or removal.

(d) Notwithstanding anything to the contrary in these Bylaws, the terms of the initial Directors elected under these Bylaws shall expire on January 15, 2006, elections for the corresponding Board seats to be held no earlier than December 2005.

2.3 REGULAR AND ANNUAL MEETINGS.

2.3A - MEETINGS.

The term "meeting" shall include, but not be limited to, the act of meeting of the Directors in the presence of each other at the same geographic location, by telephony, and business conducted and concluded electronically, e.g., electronic mail.

The Board shall make reasonable allowances for absences of Directors. An absent Director may authorize another Director to submit a vote on the absent Director's behalf, said authorization to be given in written form in advance, with copies promptly transmitted to all other Directors and the Secretary, and valid for no longer than thirty (30) consecutive days unless a longer period is approved by the Board.

2.3B - REGULAR MEETINGS.

A regular meeting of the Directors shall be held subject to the notice requirements of Bylaw 2.5 of this Article. The Directors may provide, by resolution, the date, time, place, and manner for the holding of additional regular meetings, subject to Bylaw 2.5.

2.3C - ANNUAL MEETINGS.

An annual meeting of the Directors shall be held annually, the date of the meeting to be determined by the Board of Directors. The President shall, on an annual basis, and no later than March 1, appoint a committee to oversee the arrangements for an annual meeting. The committee shall report frequently to the President and the Board and conclude all arrangements for the annual meeting on or near May 1.

Upon acceptance by the Board of the proposed arrangements for the annual meeting, the Board shall direct that a notice be Published, which shall include (1) the date, time, and location of the annual meeting and other related information, and (2) invite submissions of agenda items for the annual meetings from the Membership to be received by the Secretary no fewer than 10 days prior to the date of the annual meeting.

All agenda items submitted to the Secretary shall be promptly forwarded to the Board of Directors, which shall place all items on its agenda for the annual meeting. Members in attendance at the annual meeting shall be afforded time to address the Board, as the Board determines reasonable.

2.3D - CHAT FORUMS.

A chat forum may be convened by any member of the Board of Directors upon five (5) days notice through Publication and announcement on the net. The purpose of a chat forum shall be to discuss various issues and generate input from the

Membership. A net control operator designated by the Board or President shall take minutes of the forum discussions. All chat forums are to be conducted subject to the principles set forth in the Preamble with regard to on-air activities, in an orderly fashion on a net frequency, and participants are encouraged to respect the view points of others. After the close of a chat forum, the minutes of the forum shall be promptly forwarded to the President who shall direct that the minutes be Published.

2.4 SPECIAL MEETINGS.

Special meetings of the Directors may be called by or at the request of any two Directors. The person or persons authorized to call special meetings of the Directors may fix the date and time for holding any special meeting of the Directors called by them, pursuant to Bylaw 2.5. The Directors, by majority vote, shall fix the place and manner of any special meeting.

2.5 NOTICE.

Notice of meetings may be given electronically, in writing sent by mail or courier service, by telephone, or by facsimile. Notice may also be given by radio signal, as appropriate. Notice may be effected through Publication.

Notice of any regular meeting shall be given at least seven (7) calendar days prior thereto, and notice of any special meeting shall be given at least three (3) calendar days prior thereto, by written notice sent by electronic or surface mail to each Director at his address of record. If mailed, such notice, shall be deemed to be delivered when transmitted electronically or deposited in surface mail so addressed with postage thereon prepaid or by 48 hours notice delivered personally, or by telephone, telegraph, or facsimile. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No notice of any meeting of the Board of Directors need state the purposes thereof. Meeting notices and meeting agendas may, in the discretion of the Board, be Published as the Board deems appropriate.

2.6 QUORUM.

At any meeting of the Directors, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

2.7 MANNER OF ACTING.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if, prior to such action, written consent thereto is issued by all members of the Board, or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee. The Board, in its discretion, may elect a chairman.

2.8 CONDUCTING BUSINESS BY ELECTRONIC MAIL.

If business is being conducted by electronic mail, a Director who fails to respond to an outstanding matter of business more than five (5) calendar days after the corresponding motion is transmitted shall be deemed absent, and his vote shall not be counted.

2.9 NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except that removal of Directors without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected by the Board to hold office for the unexpired term of his predecessor. Terms of office for new Directors shall be staggered appropriately, consistent with Bylaw 2.2C(b).

2.10 REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed with or without cause by two-thirds majority vote of the Membership, provided that the Director to be removed is given reasonable notice.

2.11 RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

A Director who fails to respond to outstanding business, or attend any Board meeting, three (3) times in any consecutive twelve (12) month period shall, by operation of this Bylaw, have resigned from the Board effective as of the date and time of transmittal of notice from which the item of business arose, and which shall render the Director's seat vacant. Directors are presumed to have reviewed and understood this provision and thereby waive any obligation on the part of ECARS to provide notice, if any. A Director who resigns by operation of this Bylaw may be reinstated only by unanimous vote of the Board upon its acceptance of a compelling reason for the Director's failure to respond, provided that resignation pursuant to this Bylaw occurs prior to June 1.

2.12 COMPENSATION.

All Directors and appointees shall serve solely on a voluntary, uncompensated basis.

2.13 PRESUMPTION OF ASSENT.

A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by electronic mail or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

2.14 COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more ad hoc or standing committees, each committee to consist of three or more persons, which shall have such name or names and shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation, as may be determined from time to time by the Board of Directors; provided, however, that no committee shall have the power to amend or repeal any resolution or action of the Board of Directors, and no committee shall have the authority of the Board of Directors in reference to (1) amending the Certificate of Incorporation or Bylaws of the Corporation; (2) adopting a plan of merger or consolidation; (3) the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; or (4) a voluntary dissolution of the Corporation or a revocation of any such voluntary dissolution.

(a) A committee shall act by majority vote of its members, and shall conduct business, pursuant to Bylaws 2.3A, 2.3B, and 2.5 of this Article. The principles set forth in Bylaws 2.8 and 3.10 shall apply to committee proceedings.

(b) The Board of Directors, by resolution adopted in accordance with paragraph (a) of this Bylaw, may designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent regular committee member.

(c) The Board of Directors shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

2.15 COMMUNICATIONS.

Expression and/or communication of any kind that in any way pertains to the views, opinions, or positions of one or more Directors in their official capacity, or reflects a statement of policy of ECARS may not be conveyed to the public or parties outside ECARS without the express approval by a majority of Directors, unless conveyance is expressly authorized in advance. Copies of communications shall be retained by ECARS pursuant to Bylaw 9.1 when otherwise directed by the Board of Directors. Directors shall maintain the confidentiality of matters such as, but not limited to, membership status and changes thereto.

Notwithstanding the foregoing, the President or Secretary of the Corporation may issue correspondence, which is consistent with the established views of the Board concerning ECARS matters. Copies of such issued correspondence shall be immediately submitted to the Board and are subject to Bylaw 9.1.

2.16 DELEGATION OF DUTIES.

In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any Director. However, the Board must act with reasonable diligence in filling any vacancy.

2.17 PUBLICATION OF BOARD BUSINESS.

The Board of Directors shall, on a quarterly basis, Publish a summary of business matters conducted by the Board during that quarter. Notwithstanding the foregoing, matters pertaining to membership status or legal matters shall not be Published unless the Board so approves, by unanimous vote. Summaries shall be timely prepared by the Secretary or other officer designated by the Board in a format approved by the Board.

ARTICLE III - OFFICERS

3.1 QUALIFICATIONS.

Any Full ECARS member who has been a member in good standing for one year or more from their membership anniversary date shall be eligible for elected office.

An officer of the Corporation shall be a citizen and resident of the United States or Canada who holds a valid Amateur Radio license issued by the government of the country of his domiciliary, said license never having been suspended or revoked or subject to a pending investigation of a licensing authority. No person who has been convicted of a crime shall be eligible to serve as an officer.

3.2 NUMBER.

The officers of the Corporation shall, at a minimum, be a President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined upon resolution of the Board of Directors. Such resolution shall, until superseded by resolution of the Board of Directors, render candidacy for a respective separate office unavailable.

3.3 ELECTION AND TERM OF OFFICE.

The officers of the Corporation shall be elected annually by majority vote of those members who submit properly executed ballots. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Officers may serve an indefinite number of consecutive terms subject to election or recall by the Membership.

3.4 REMOVAL.

Any officer may be removed by unanimous vote of the Directors whenever in their sole discretion and judgment the best interests of the Corporation would be served thereby, provided that there are at least three Directors on the Board, and the officer who is the subject of the removal effort is given by the Board a Notice of Removal, which states with particularity the reasons therefore. An officer who receives a Notice of Removal shall wholly refrain from engaging in the duties or activities of the office until the matter is resolved, unless it is resolved through removal, in which case the Removal Order issued by the Board shall terminate the officer retroactive to the date of the Notice of Removal, unless otherwise specified by the Board.

An officer who receives a Notice of Removal shall be provided 10 days to respond to the Notice of Removal prior to the Board's vote, which shall not be exercised until after giving consideration to the officer's response, or, if no response is timely received, until after the expiration of the 10 day response period. Removal proceedings shall be conducted in a fair manner, entirely and only in writing by surface mail only. The Board of Directors may establish reasonable rules for removal proceedings and revise said rules from time to time, as necessary.

3.5 VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term. Notwithstanding the foregoing, any vacancy in any of the administrative offices, except the office of President, occurring between elections, shall be filled within 30 days by majority vote of the

Board of Directors of a Full member who consents thereto. The appointed officer shall complete the remainder of the term of the retired or vacating officer. The Vice President shall fill a vacancy in the office of the President. If the Vice President chooses not to fill that vacancy the Board of Directors shall, within 30 days, appoint any eligible Full member to serve the remainder of the term. If the vacancy occurs between the time of election and the taking of office, the runner-up in the election shall succeed to the office in question.

3.6 PRESIDENT.

The President shall be the principal executive officer of the Corporation and, subject to the supervision of the Directors, shall in general supervise and control all of the business affairs of the Corporation. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Directors, any instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

(a) Should a sufficient number of Board or officer posts become vacant for any reason, the effect of which renders the Corporation without the ability to ordinarily conduct business according to these Bylaws, the President or his successor shall be empowered to, and shall, within 5 days (1) resume the conduct of Corporation business as is reasonably necessary and prudent, consistent with these Bylaws and the Certificate of Incorporation, (2) fill up to three Board or officer vacancies by immediate appointment, and (3) announce an election of Directors to be held, consistent with these Bylaws, within 60 days of the date of resumption of Corporation business, and Publish the announcement.

(b) The President may appoint ad hoc committees for any purpose reasonable and necessary to carry out Corporation activities, including, but not limited to, nominating committees and ballot counting committees. The President shall not appoint a committee whose purpose would be duplicative of a committee appointed by the Board of Directors pursuant to Bylaw 2.14. Any committee thus appointed may also be dissolved by the President upon conclusion of the committee's work, or if the purpose for which the committee was created has been served or is no longer an issue. Notwithstanding the foregoing, only the Board of Directors may dissolve a ballot counting committee, upon conclusion of its work, or if the Board concludes that irregularities have occurred.

(c) The President shall provide procedures and guidance to committees as necessary, and shall confer closely with committees in fulfilling committee tasks and obligations. Appointments of the President expire with the term of the President whether the expiration is due to resignation, recall, or any other reason. However, appointees may, at the discretion of the President, remain on a committee or committees.

(d) The President shall promptly direct that the Secretary's Annual Report and the Treasurer's Annual Report be Published.

(e) The President shall appoint a Net Manager, who shall serve at the discretion of the President.

(f) The President shall appoint an editor of The Monitor, and an editor of the Web Site. The respective Editors shall serve at the discretion of the President.

(g) The President shall appoint a Director of Public Relations, who shall serve at the discretion of the President.

3.7 VICE PRESIDENT.

The Vice President shall perform such duties as are generally performed by Vice Presidents. The Vice President shall perform such other duties and exercises such other powers as the President, in his or her absence. The Vice President shall fill a vacancy in the office of President.

3.8 SECRETARY.

The Secretary shall keep the minutes of the Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records, be custodian of the seal of the Corporation, if any, keep a register of ECARS members, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President or by the Board of Directors.

Prior to completion of his or her annual term of office, the Secretary shall submit an annual report of the significant

activities of the current term (the "Secretary's Annual Report") to the Board of Directors and the President, and promptly convey in an orderly manner any instruments of the office to his or her successor, taking due care to preserve said instruments.

3.9 TREASURER.

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Directors.

Prior to completion of his or her annual term of office, the Treasurer shall submit an annual report of Corporation receipts and expenses (the "Treasurer's Annual Report") to the Board of Directors and the President, and promptly convey in an orderly manner any instruments of the office to his or her successor, taking due care to preserve said instruments.

3.10 COMPENSATION.

All officers and appointees shall serve solely on a voluntary, uncompensated basis.

ARTICLE IV - DUTIES OF APPOINTEES

4.1 APPOINTEES.

ECARS appointees shall carry out their duties subject to these Bylaws.

(a) The Director of Public Relations shall, pursuant to the direction of the Board of Directors and the President, promulgate such information and data pertinent to, for, and in behalf of the Service to outside publications, bodies, and organizations related or unrelated to Amateur Radio. The Director of Public Relations shall report to the President.

(b) The Editor of The Monitor shall be responsible for its publication pursuant to the direction of the Board of Directors and the President. The Editor shall report to the President, and shall request from the President or his appointees, assistance that may be needed in assembling and distributing The Monitor. The Editor shall distribute four issues of The Monitor annually, as near as possible to February 1st, June 1st, October 1st, and December 1st. Particular attention shall be paid to timely publication and mailing of the June and December issues.

(c) The Editor shall Publish in the December issue of The Monitor a certified ballot of candidates for ECARS Directors and officers. The December issue of The Monitor shall be prepared and mailed no earlier than December 1st nor later than December 5th, so as to conform with Article V of these Bylaws. Copies of the December issue of The Monitor, including the certified ballot portions, shall be posted on the Web Site no later than December 5, and promptly forwarded to the Net Manager. No one person may serve as Editor of The Monitor or Web Site while holding ECARS office or serving on the Board of Directors.

(d) The Net Manager may appoint, as many, Area Coordinators or Assistant Net Managers as necessary for the efficient operation of the nets. The Net Manager shall supervise net operations and encourage adherence to good Amateur Radio practices by Area Coordinators, Assistant Net Managers, and net participants. The Net Manager shall report to the President on a monthly basis.

(e) Area Coordinators and Assistant Net Managers shall assist the Net Manager as he or she directs. In the absence of the Net Manager, Area Coordinators or Assistant Net Managers shall have the authority to manage the nets on a temporary basis, subject to supervision by the President.

ARTICLE V - ELECTIONS

5.1 ELECTION OF DIRECTORS AND OFFICERS.

Directors and officers shall be elected subject to these Bylaws.

In order to provide the Membership with a reliable, democratic election process, elections shall be conducted in a fair, impartial, and open matter. Those charged with conducting an election shall take all steps necessary to ensure that all election activities are properly and truthfully executed, and that the results are accurately determined.

(a) Elections shall be held for officers on an annual basis in December, and as appropriate for Directors in December as their respective terms draw to a close, subject to Bylaw 2.2C(d). Nominations shall close on November 25, and ballots shall be certified no later than November 30.

(b) Prior to October 15th of each year, the President shall designate a Nominating Committee consisting of no fewer than three Full members for the purpose of certifying nominated candidates for Board of Directors and each elected administrative office.

(c) Any Full member may nominate eligible members as candidates for Director or offices, upon prior consent therefrom, by submitting written nominations to the Chairman of the Nominating Committee. To ensure open and fair elections, no nominee, once nominated, shall be eligible for the candidacy for a different post during the election period. A nominee may withdraw from the position for which he or she was nominated, prior to November 25th, the date nominations shall be closed. In selecting candidates, the Nominating Committee shall consider each candidate's qualifications, experience, conduct, and other relevant information. The Nominating Committee shall, with the assistance of the Secretary, promptly certify from the pool of nominations received, a ballot of candidates (the "Certified Ballot"), and forward the Certified Ballot to the editors of The Monitor and the Web Site for receipt no later than November 30 for immediate Publication, and shall also be immediately forwarded to the Net Manager. Ballots may, as appropriate, include proposed amendments to the Bylaws, subject to Article VI of these Bylaws.

(d) No member may seek or hold more than one office at a time.

(e) A Full member shall vote by completing a single ballot, voting only for one candidate per post, or in the affirmative or negative on any ballot measure, and submitting it for receipt by a ballot counting committee, as specified on the ballot, no later than December 30th, at which time the election shall officially close. Electronic voting (e.g., by e-mail) shall be permitted consistent with this Bylaw 5.1(e). Electronic voting shall be conducted pursuant to rules adopted by the Board of Directors, said rules to be Published no fewer than 30 days prior to an election. The Board shall revise electronic voting rules from time to time, as needed. However, no revisions shall be made after Publication without a compelling reason, which shall, along with the revisions, be promptly Published.

(f) A ballot counting committee shall certify the election results no later than January 10, and simultaneously report the results to the Board of Directors, the President, the Net Manager, and the respective elected candidates no later than January 10. The certified election results shall be promptly Published.

(g) Newly elected Directors and officers shall assume their posts on January 15.

(h) The Board of Directors may establish reasonable election rules consistent with fairness and subject to this Bylaw 5.1, said rules to be Published no fewer than 30 days prior to an election. The Board may revise the election rules from time to time, as needed. However, no revisions shall be made after Publication without a compelling reason, which shall, along with the revisions, be promptly Published.

ARTICLE VI - AMENDMENTS

6.1 AMENDMENTS.

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of the majority of members submitting ballots on the issue.

(a) Proposals for amendments shall be submitted to the Secretary in writing. The Secretary shall promptly forward amendments to the Board of Directors for review prior to Publication, which shall be effected by the Board no later than 30 days from receipt by the Secretary. The Board of Directors may edit proposed amendments as to form, so long as original proposals are not substantively changed. Notwithstanding the foregoing, proposed amendments inconsistent with the Certificate of Incorporation or Bylaws, or state or federal laws and regulations, shall not be balloted, and members whose proposals are not balloted shall be promptly so informed.

(b) The Board of Directors shall determine whether a proposed amendment shall be voted upon during the annual election or in a special referendum to be called by the Board. Votes shall not be solicited fewer than 30 days from the date of Publication of a proposed amendment

(c) Balloting of amendments shall be conducted in open and fair manner, consistent with these Bylaws.

ARTICLE VII - MEMBERS

7.1 ECARS MEMBERSHIP.

7A - MEMBERSHIP CATEGORIES.

There shall be two categories of ECARS membership, Full and Associate, available to those who satisfy the requirements of this Bylaw, and have paid annual dues, which are not refundable:

(a) Full Membership: To be eligible for Full membership, an applicant must hold of a valid internationally recognized Amateur Radio license granting operating privileges on frequencies where the ECARS nets are conducted. The right to vote and all other privileges, subject to Bylaws 2.2B and 3.1, shall be extended to individuals granted Full membership.

(b) Associate Membership: To be eligible for Associate membership, an applicant must have a genuine interest in Amateur Radio, but need not hold an Amateur Radio license. All privileges of Full membership, with the exception of voting privileges and eligibility to hold elected office, are extended to Associate members.

7B - MEMBERSHIP DURATION.

Membership duration shall be for the period of one year and shall be renewable on the anniversary date of the member's enrollment in ECARS. Adjustments to the amount of dues shall be made by majority vote of the Board of Directors. A person who submits an application for membership after September 30th shall not be eligible to vote in the election of that calendar year. Payment of dues shall be submitted to the Secretary or the Corporation as determined by the Board of Directors from time to time.

7C - APPLICATIONS FOR MEMBERSHIP.

Applications for ECARS membership or renewal of membership shall be submitted to the Secretary. The Secretary shall have the authority to grant membership, but may refer any application to the Board of Directors for review, as he or she deems reasonably appropriate, or shall so refer upon request from the Board of Directors. The Board of Directors may, in its sole discretion, decline to extend membership to any applicant after review and consideration of the application and available, relevant information. Prompt notice shall be given by the Secretary to applicants whose applications for membership are declined.

7D - MEMBERSHIP STATUS.

All members are members at will, and termination of membership by the Board of Directors shall be permitted for good cause upon 10 days written notice by sending to the member a Notice of Termination. A member who receives a Notice of Termination may appeal the decision in writing to the Board of Directors. Appeals must be sent to the Secretary, postmarked within 10 days of receipt, to be considered by the Board of Directors. Decision on appeal shall be promptly rendered and shall be final.

Termination proceedings shall be conducted in a fair manner, entirely and only in writing by surface mail only. The Board of Directors may establish reasonable rules for termination proceedings and revise said rules from time to time, as necessary.

ARTICLE VIII - CORPORATION ASSETS, FINANCES, CONTRACTS

8.1 MANAGEMENT AND CONTROL OF CORPORATION ASSETS.

The Board of Directors and officers shall exercise lawful control over the Corporation's physical and financial assets, and intellectual property of any kind, including, but not limited to, trademarks and service marks, copyrights, Internet domain name registrations, and Web Site content (the "ECARS Intellectual Property"). Any person who obtains, creates, or maintains any ECARS Intellectual Property does so exclusively on behalf of the Corporation, and shall claim no right or interest thereto.

8.2 DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a federally insured financial institution(s) in the United States.

8.3 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. A complete and accurate record of all receipts, deposits, and disbursements shall be prepared by the Treasurer on a monthly basis and promptly submitted to the Board of Directors (the "Treasurer's Monthly Report"), or as frequently as the Board directs.

Only elected officers and Directors shall execute corporation checks or other instruments. No committee, appointee, or other persons or agents shall be given authority to access Corporation funds or accounts for any reason without the unanimous resolution of the Board of Directors. Any such resolution shall include a sunset clause.

8.4 LOANS.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No Corporation funds shall be loaned or gifted to any ECARS member for any reason.

8.5 CONTRACTS.

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE IX - COMMUNICATIONS

9.1 PUBLICATIONS AND PRESENCE ON WORLD WIDE WEB.

The Monitor, the official publication of ECARS, shall be distributed at no additional cost to all dues-paying members upon their request, unless the Board of Directors otherwise determines.

The Corporation shall maintain a presence on the Internet, a/k/a the World Wide Web, using its Web Site. The content of the Web Site shall be solely for the dissemination of information about ECARS, the on-air activities of its members, and/or information about Amateur Radio, generally. The Editor of the Web Site shall ensure that all Web Site content is current and appropriate in all respects for the intended audience.

ARTICLE X - FISCAL YEAR

10.1 FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of January.

ARTICLE XI - SEAL

11.1 CORPORATE SEAL.

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, year of incorporation and the words, "Corporate Seal".

ARTICLE XII - WAIVER OF NOTICE

12.1 WAIVER OF NOTICE.

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Certificate of Incorporation, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ECARS Ballot and Instructions

Instructions

Full ECARS members who were granted full membership status on or before April 1, 2004 are eligible to vote in this referendum.

Please vote by checking one of the “YES” or “NO” boxes on the Ballot below.

ECARS Ballot

PROPOSAL: Pursuant to Article V of the ECARS Constitution, the ECARS Executive Committee proposes the adoption of the Proposed ECARS By-laws, as published in the June 2004 issue of *The Monitor* and on the ECARS web site at WWW.ECARS7255.COM.

QUESTION: Should the Proposed ECARS Bylaws be adopted?

Circle one: **YES** **NO**

Mail your completed ballot postmarked no later than July 10, 2004 to:
ECARS, Inc.
P.O. Box 150232
Alexandria, VA 22315

ECARS Directors Nomination Form

An election of ECARS Directors will be held August-September 2004. Full members (as of April 1, 2004) may submit as nominees the names of Full members who will have held such status for at least one year as of August 1, 2004:

Nominee Name	Nominee Call Sign

Mail your completed ballot postmarked no later than July 10, 2004 to:
ECARS, Inc.
P.O. Box 150232
Alexandria, VA 22315

ECARS Monitor
PO Box 5923
Hudson, FL 34674-5923

First Class Mail

The ECARS Monitor is published by the East Coast Amateur Radio Service Inc., for the benefit of its members. Full permission to quote from the Monitor is granted, provided a credit line is used. Members' for sale advertisements are run free of charge. Credit card size commercial ads are accepted at a cost of \$15.00 per issue or \$45.00 per year. Send advertisement information to the editor. The Monitor and ECARS do not assume any responsibility for items offered for sale. Your Monitor mailing label will show your ECARS number and the year of membership expiration.

Items for the Monitor should be sent to the editor in Microsoft Word or text format, if possible. The deadline for submissions is the 15th of the month preceding the month of publication, subject to change by the Editor. Publication is in Feb., June, Oct., and Dec. The Editor reserves the right to reject, edit, or modify submitted material as necessary.

Membership renewals, address changes, call sign changes, and new applications should be sent to: **ECARS, PO Box 5923, Hudson, FL 34674-5923.** Membership dues are \$7.50 per year. Make checks payable to ECARS, and put your call sign and member number on the check memo. Multi-year renewals are appreciated. Renewals of three years or more will receive a laminated card at no charge. All membership subscriptions begin upon receipt of dues and terminate on December 31st.

ECARS decals are available for \$1.50 each, and pins for \$3.50 each plus \$.60 postage per pin. Send your payment to: ECARS, PO Box 5923, Hudson, FL 34674-5923.

The 2004 ECARS Executive Committee

President

David Jordan, WA3GIN
5262 Bessley Place
Alexandria, VA 22304
Email: wa3gin@erols.com

Vice President

John Zorger, WA1STU
5711 Artemus Rd.
Gainesville, VA 20155-1542
Email: zycom@starband.net

Secretary/Treasurer

Charles Stampf, N2CJ
11646 Wayside Willow Court
Hudson, FL 34667
Email: n2cj@arrl.net

Director: Robert Reed, W4RKR,

Email: reed@centralva.net

Director: Joseph Blithe, WB3GVD

Email: jblithe@comcast.net

Net Manager

Joseph S. Reppert WY3T,
Email: jsbrat@early.com

Webmaster: Bill Clark, W2BLC, Email: webmaster@w2blc.com

Webmaster: Paul Colin, WA2CRB, Email: ceza@earthlink.net

Public Relations Manager: Mary Popella, N3YL

Email: n3yln3oo@verizon.net

Swap and Shop Manager:

Frederick D Thumhart Jr., KB2IXT, Email: kb2ixt@juno.com

Monitor Editors: Mike Stone, N1VE, Peggy Burns, K1VE

32 Carriage Road,
Gilford, NH 03246
Email: n1ve@amsat.org