

**BY-LAWS  
of  
AUTOMATIC RADIO FREQUENCY  
TECHNIQUES GROUP,  
INCORPORATED**

**ARTICLE I  
Members**

**Section 1. Membership.** Membership is open to any individual interested in the general purposes of the Group as stated in the Certificate of Incorporation. Two categories of membership exist, both of which are entitled to the full rights and privileges of corporate membership. (1) Regular Members are those individuals whose annual dues have been paid to the Treasurer. (2) Honorary Members are those individuals who, having distinguished themselves in the field of automatic radio frequency techniques, have been so designated by the Executive Committee. Any additional rights and privileges of the Honorary Member shall be set by the Executive Committee. Honorary membership shall not be conferred when the number of active honorary members would exceed five percent (5%) of the regular members.

**Section 2. Meeting of Members.** The members shall meet annually, in conjunction with the Fall/Winter Conference, and at such other times and places as determined by the Executive Committee or the President. A portion of the Annual Meetings shall be devoted to electing new Executive Committee members as needed, and other business matters. The Executive Committee shall have the responsibility of notifying all members of the time and location of all meetings.

**Section 3. Procedure.** At each meeting of members the order of business shall be determined by the presiding officer, matters of procedure shall be governed by these By- Laws, Parliamentary Procedure and Robert's Rules of Order.

**Section 4. Quorum.** Except as otherwise required by law or the certificate of incorporation, a quorum at all meetings of members shall consist of twenty (20) members. Except as otherwise provided by law or these By-Laws, a majority vote of those present will be necessary to carry a motion.

**Section 5. Adjournments.** The members entitled to vote who are present in person ~~or represented by proxy~~ at any meeting of members, whether or not a quorum shall be present at the meeting, shall have power by a majority of the votes cast to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. At any adjourned meeting held without notice at which a quorum shall be present any business may be transacted that might have been transacted on the original date of the meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be ~~given~~ sent to each member of record entitled to vote at the adjourned meeting.

**Section 6. Removal of Members.** The Executive Committee or Membership may remove any member, with or without cause, by a two thirds (2/3) vote of the members present (of the respective bodies).

**Commented [A1]:** To allow for scheduling flexibility

**Commented [A2]:** Proxies present some practical (how long valid, how many can one person hold...?) and legal questions.

**Commented [A3]:** Clarification as email is the normal mode of transmission

**Commented [A4]:** Clarification on what the 2/3 is referring to

## ARTICLE II Executive Committee

**Section 1. General Powers.** The property, business and affairs of the corporation shall be managed by or under the direction of its Board of Directors, herein called the Executive Committee. The Executive Committee shall have the following duties: (1) To establish annual membership dues; (2) To maintain a current membership list; (3) To enroll new general members, and make available to them a copy of the *ARFTG* By-Laws, and other membership information; (4) To maintain communications with all group members to inform them of Policies and Procedures, meeting arrangements, meeting agenda, and meeting minutes; (5) To make all arrangements for meetings; (6) To set a registration fee to cover the expenses of each Group meeting; and (7) To carry out all other administrative functions of the Group.

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**Section 2. Number and Qualifications.** The Executive Committee shall consist of fifteen ~~twelve~~ (12, 15) members. The Executive Committee may be increased or decreased by a two-thirds (2/3) vote of the members present at a meeting provided that the number of the Executive Committee may not be decreased below four (4) members and the Committee may only be reduced by the number of vacancies prior to an election.

**Commented [A6]:** While this section does permit a routine change in member count (when approved by full membership), this was changed to 15 back in 2003 so the update here reflects the result of that general membership approval.

**Section 3. Election and Term of Office.** Except as otherwise required by law or these By-Laws, each member of the Executive Committee shall be elected for a three year term, in three "classes", such that an equal or as nearly equal number as possible are elected at each Annual Meeting of the members. The Executive Committee member shall hold office until the adjournment of the Post-Conference Executive Committee meeting following the Annual Meeting closest to his or her classes expiration year, and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal. The Executive Committee shall determine the "class" of its members.

**Section 4. Resignation.** Any Executive Committee member may resign at any time by giving written notice to the corporation. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Removal of Executive Committee members.** Except as otherwise provided by law, any Executive Committee member or the entire Executive Committee may be removed, with or without cause, by a two-thirds (2/3) vote of the general members present at a meeting of the corporation called for that purpose. The Executive Committee may suspend, with or without cause, any member by a two-thirds (2/3) vote (of those executive committee members present) until the next general membership meeting of the corporation.

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**Commented [A8]:** Clarification of which population

**Commented [A9]:** Consistency of language with article I for clarity

**Section 6. Vacancies.** Vacancies in the Executive Committee, including vacancies resulting from the resignation of Executive Committee members effective immediately or at a future date or from the removal of Executive Committee members, with or without cause, may be filled by vote of a majority of the Executive Committee members then in office (including Executive Committee members whose resignations are effective at a future date), although less than a quorum, or by the sole remaining Executive Committee member. Each Executive Committee member so chosen shall hold office for the remainder of the term being filled. A vote to fill a vacancy or vacancies created by the resignation or resignations of an Executive Committee member or Executive Committee members effective at a future date shall take effect when the resignation or resignations become effective.

**Section 7. First Meeting of Newly Elected Executive Committee members.** The first meeting of the newly elected Executive Committee may be held immediately upon the election of the Executive Committee and at the same place as the election, provided a quorum is present, and no notice of the meeting shall be necessary. In the event the first meeting of the newly elected Executive Committee is not held at said time and place, it shall be held as provided in Section 8 or 9 of this Article II.

**Section 8. Regular Meetings of Executive Committee members.** Regular meetings of the Executive Committee shall be held in conjunction with ARFTG's conferences at such time and such place within or without the State of New York as may be fixed by resolution of the Executive Committee or called by the President.

**Section 9. Special Meetings of Executive Committee members.** A special meeting of the Executive Committee may be called by the President or, in the absence or disability of the President, the Vice President, or by any two Committee members, or if there is only one Executive Committee member by that one Executive Committee member. Each special meeting of the Executive Committee may held at such time and place within or without the State of New York as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**Section 10. Notice of Special Meetings.** Notice of each special meeting of the Executive Committee, stating the time and place thereof, shall be given by the President, any Vice President, the Secretary, any Assistant Secretary or any member of the Executive Committee, to each member of the Executive Committee (a) not less than ~~30~~ 10 days before the meeting by depositing the notice in the United States mail with first-class postage thereon prepaid, directed to each member of the Executive Committee at the address designated by him or her for such purpose (or, if none is designated, at his or her last known address), or by sending an e-mail to each member of the Executive Committee to the e-mail address designated by him or her for such purpose, or (b) not less than ~~30~~ 10 days before the meeting by either (i) delivering the same to each member of the Executive Committee personally, (ii) sending the same by telephone, ~~telegraph, cable or wireless~~ or electronic means to the address designated by him or her for such purposes (or, if none is designated, to his or her last known address) or (iii) delivering the notice to the address designated by him or her for such purpose (or, if none is designated, to his or her last known address). The notice of any meeting of the Executive Committee need not specify the purpose or purposes for which the meeting is called, except as otherwise required by law or these By-Laws.

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**Commented [A11]:** Practicality as speed of communication has increased

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**Section 11. Quorum and Action by the Board.** At all meetings of the Executive Committee, except as otherwise required by law or these By-Laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire Executive Committee, and the vote of a majority of the Executive Committee members present shall decide any question that may come before the meeting. A majority of the Executive Committee members present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

**Section 12. Procedure.** The order of business shall be set by the presiding officer, matters of procedure shall be governed by Parliamentary Procedure and Robert's Rules of Order.

**Section 13. Committees of Executive Committee.** The Executive Committee may, by resolution adopted by vote of a majority of the ~~entire~~ Executive ~~Committee~~ members

**Commented [A13]:** Simplify committee generation and make this section consistent with other executive committee voting practices. Quorum is still required.

**present**, designate one or more committees. Each committee shall consist of at least one Executive Committee member. The Board may designate one or more Executive Committee members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, shall have and may exercise only those powers and authority provided in the establishing or subsequent resolutions of the Executive Committee, in the management of the property, business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. No such committee shall have the power or authority of the Executive Committee in reference to amending the certificate of incorporation, adopting any agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the members a dissolution of the corporation or a revocation of a dissolution, amending the By-Laws of the corporation, or any other action that may not, by applicable law, be taken by a committee of a board of directors. Each such committee shall keep regular minutes of its proceedings and report the same to the Executive Committee when required. A majority vote of all the members of any such committee may fix its rules or procedure, determine its actions and fix the time and place within or without the State of New York for its meetings and specify the number of members required to constitute a quorum and what notice thereof, if any, shall be given, unless the Executive Committee shall otherwise provide. The Executive Committee may at any time fill vacancies in, change the membership of or discharge any such committee.

**Section 14. Compensation of Executive Committee members.** The Executive Committee shall have the authority to fix the compensation of Executive Committee members. The Executive Committee members may be paid their expenses, if any, of attendance at each meeting of the Executive Committee and may be paid a fixed sum for attendance at each meeting of the Executive Committee or a stated salary as Executive Committee member. No such payment shall preclude any Executive Committee member from serving the corporation in any other capacity and receiving compensation therefor. Members of committees of the Executive Committee may be allowed like compensation for attending committee meetings.

**Section 15. Action Without a Meeting.** Any action required or permitted to be taken by the Executive Committee or any committee thereof may be taken without a meeting provided all committee members are notified and a majority of the Executive Committee members or the committee consent in writing (mail, fax, or email **or other electronic means**) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Executive Committee or committee shall be filed with the minutes of the proceedings of the Executive Committee or committee.

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**Section 16. Presence at Meeting by Telephone.** Members of the Executive Committee or any committee thereof may participate in a meeting of the Executive Committee or committee by means of a conference telephone or **similar other** communications equipment by means of which all persons participating in the meeting can hear each other **or communicate via some other form of messaging with latency suitable for the expected pace and duration of the meeting.** Participation in a meeting by such means shall constitute presence in person at the meeting.

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**Section 17. Waiver of Notice** Whenever notice is required by law or these By-Laws to be given to any Executive Committee member, a written waiver thereof, signed by such Executive Committee member, whether before or after the time stated therein, shall be deemed equivalent to notice.

### ARTICLE III Officers

**Section 1. Officers.** The Executive Committee shall, at its first meeting following the Annual Meeting, elect a President, Vice President, a Secretary, and a Treasurer. Such additional officers shall have such authority and perform such duties as the Executive Committee may from time to time prescribe.

**Section 2. Term of Office.** The Officers shall each, unless otherwise determined by the Executive Committee, hold office for approximately one year. The term expires at the close of the Annual Meeting's post-conference Executive Committee meeting, and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal. Each additional officer appointed or elected by the Executive Committee shall hold office for such term as shall be determined from time to time by the Executive Committee and until his or her successor has been elected or appointed and qualified, or until his or her earlier death, resignation or removal.

**Section 3. Removal.** Any officer may be removed or have his or her authority suspended by the Executive Committee at any time, with or without cause by a two-thirds (2/3) majority vote **of those Executive Committee members present.**

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to the corporation. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office arising for any reason may be filled by a majority vote of the remaining members the Executive Committee.

**Section 6. The President.** The President shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the Executive Committee and all meetings of the general members. He or she shall have the powers and duties of immediate supervision and management of the corporation which usually pertain to his or her office, and shall perform all such other duties as are properly required of him or her by the Executive Committee.

**Section 7. The Vice President.** The Vice President may be designated by such title or titles as the Executive Committee may determine, and each Vice President in such order of seniority as may be determined by the Executive Committee shall, in the absence or disability of the President, or at his or her request, perform the duties and exercise the powers of the President. Each of the Vice Presidents also shall have such powers as usually pertain to his or her office and shall perform such duties as usually pertain to his or her office or as are properly required of him or her by the Executive Committee or President.

**Section 8. The Secretary.** The Secretary shall insure the issuance of notices of all meetings, where notices of such meetings are required by law or these By-Laws. He or she shall attend meetings of the Membership and keep the minutes thereof ~~in a book or books to be provided for that purpose.~~ He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Executive Committee or President.

**Section 9. The Treasurer.** The Treasurer shall have the care and custody of all the moneys and securities of the corporation. He or she shall cause to be entered in the books of

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the corporation to be kept for that purpose full and accurate accounts of all moneys received by him or her and paid by him or her on account of the corporation. He or she shall make and sign such reports, statements and instruments as may be required of him or her by the Executive Committee or by the laws of the United States or of any state, country or other jurisdiction in which the corporation transacts business, and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Executive Committee or President.

**Section 10. The Executive Secretary.** The Executive Secretary shall be responsible to the President and Executive Committee for the day to day operation of ARFTG. The Executive Secretary shall serve at the pleasure of the Executive Committee. He or she reports to the President and is a non-voting member of the Executive Committee. He or she shall attend all Conferences and Executive Committee meetings, and shall record and report the minutes of the Executive Committee meetings. He or she shall prepare and distribute mail all member mailing notices. These may include: registration, meeting notices, calls for papers, and newsletters for the membership. He or she assists the Membership Service& Chairman by maintaining records and materials to serve the membership. He or she shall perform such other duties as are properly required of him or her by the President or Executive Committee.

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**Section 11. Officers Holding Two or More Offices.** Any two or more offices may be held by the same person but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

**Section 12. Duties of Officers May be Delegated.** In case of the absence or disability of any officer of the corporation, or in case of a vacancy in any office or for any other reason that the Executive Committee may deem sufficient, the Executive Committee, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any Executive Committee member.

**Section 13. Compensation.** The compensation, if any, of all officers shall be determined by the Executive Committee. The compensation of any other employee shall be fixed by the President within such limits as may be prescribed by the Executive Committee.

**Section 14. Security.** The corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise, as may be required from time to time by the Executive Committee.

## ARTICLE IV Indemnification of Officers and Executive Committee members

**Section 1. Right of Indemnification.** Each Executive Committee member and officer of the corporation, whether or not then in office, shall be indemnified by the corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in

connection with an action or proceeding (or part thereof) initiated by such an Executive Committee member or officer only if such action or proceeding (or part thereof) was authorized by the Executive Committee or part of the members written duties.

**Section 2. Advancement of Expenses.** Expenses incurred by an Executive Committee member or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article IV may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Executive Committee member or officer to repay such advancement in case such Executive Committee member or officer is ultimately found not to be entitled to indemnification as authorized by this Article IV and (b) approval by the Executive Committee acting by a quorum consisting of Executive Committee members who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the members. To the extent permitted by law, the Executive Committee or, if applicable, the members, shall not be required to find that the Executive Committee member or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.

**Section 3. Availability and Interpretation.** To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article IV (a) shall be available with respect to events occurring prior to the adoption of this Article IV, (b) shall continue to exist after any rescission or restrictive amendment of this Article IV with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Executive Committee member or officer, on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the Executive Committee member or officer for whom such rights are sought were parties to a separate written agreement.

**Section 4. Other Rights.** The rights of indemnification and to the advancement of expenses provided in this Article IV shall not be deemed exclusive of any other rights to which any Executive Committee member or officer of the corporation or other person may now or hereafter be otherwise entitled whether contained in the certificate of incorporation, these By-Laws, a resolution of the Executive Committee or an agreement. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article IV shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Executive Committee member or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

**Section 5. Severability.** If this Article IV or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article IV shall remain fully enforceable.

**ARTICLE V**  
**Finances**

**Section 1. Corporate Funds.** The fund of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the Executive Committee may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or officers, employee or employees, agent or agents as the Executive Committee may from time to time designate. No officers, employees or agents of the corporation, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this Section I.

**Section 2. Fiscal Year.** The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Executive Committee.

**ARTICLE VI**  
**Corporate Seal**

**Section 1. Form of Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Corporate Seal" ~~and~~ and "New York", and shall otherwise be in such form as shall be prescribed from time to time by the Executive Committee.

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**Section 2. Use of Seal.** The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced in any manner.

**ARTICLE VII**  
**Amendments**

**Section 1. Procedure for Amending By-Laws.** By-Laws of the corporation may be adopted, amended or repealed in the following manner. The Executive Committee shall review the proposal and shall notify the membership of the intent of such change via the meeting notice. The amending, repealing, or adopting shall occur upon a vote of two-thirds (2/3) of those eligible voters in attendance at a meeting.



**ARTICLE VIII**  
**Dissolution**

**Section 1. Procedure for Dissolution of the Corporation.** Upon recommendation of the Executive Committee, the membership may vote by three quarters (3/4) majority of those present at a meeting called for such purpose, to dissolve the corporation in accordance with the requirements of the Certificate of Incorporation, and United States Federal and New York State law and regulations governing Not-For-Profit Corporations.