

**BY-LAWS**  
**OF**  
**Michigan Specialized Communications Group, Inc**  
**Amended August 7, 2010**  
**Amended January 6, 2011**  
**Amended June 4, 2011**  
**Amended September 14, 2014**

**I. PREAMBLE:**

Amateur Radio is a service devoted to technical investigation, communication, and public service. After passing an examination, Amateurs are licensed by the Federal Communications Commission. Amateur Radio operators have worldwide communications capabilities, conduct propagation experiments, engage in public service communications, contribute to the advancement of the radio art, maintain a reservoir of trained operators, technicians, and electronics experts and contribute to international good will.  
Federal Communications Commission (FCC) Rules and Regulations—Part 97.

**II. NAME:** (Amended Sept. 14, 2014)

This organization shall be known as the Michigan Specialized Communications Group, Incorporated (MSCG, Inc.).

**III. PURPOSE:** (Amended Sept. 14, 2014)

Michigan Specialized Communications Group (MSCG) is incorporated as a non-profit organization under the laws of the State of Michigan. MSCG is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

1. To contact the public and introduce them to Amateur Radio.
2. To assist the public in training and obtaining an Amateur Radio license.
3. To enhance the state of the art in radio communications.
4. To promote organization activities which involve the public regardless of age, race, or sex.
5. To promote emergency and public service communications.

**IV. ORGANIZATIONAL STRUCTURE:** (Amended June 4, 2011)

MSCG is organized to serve our county and state. As such, a Board of Directors has been assembled for the purpose of conducting the business of the organization. Except as specified within these Bylaws, each director shall have a single vote to decide all issues taken up by the Board. At Board meetings a minimum of 51% of the serving board is required to constitute a quorum. The President does not have an active vote unless there is a tie.

**V. MEMBERSHIP:** (Amended June 4, 2011) (Amended Sept. 14, 2014)

1. The General membership of MSCG shall consist of the following classifications:
  - Full Membership – At least 18 yrs of age and hold a valid Amateur Radio Operator license.
  - Associate Membership – Person with an interest in Public Service
2. MSCG, Inc is 100% donation supported. A small annual donation will help offset operating cost and help finance the MSCG mission.
3. Membership information provided to MSCG is for internal records **ONLY**.
4. The MSCG Board will review all membership applications before approving membership. Membership approval will be determined by a majority vote of Board members present. Determining factors will consist of but not limited to the following:
  - Criminal background if any.
  - Ability to work with others.
  - Willingness to attend training necessary for working with served agencies and organizations.
  - Past Flagrant violation of FCC rules and regulations governing Amateur Radio, if any.
5. All MSCG Inc. memberships must be renewed annually. Membership renewal is due by the annual MSCG Membership meeting.

**VI. BOARD OF DIRECTORS:** (Amended June 4, 2011) (Amended Sept. 14, 2014)

1. The Board shall consist of a President, Vice-President, Secretary, and Treasurer. This BOARD OF DIRECTORS, hereinafter referred to as the Board, shall be vested with the responsibility for the authority to conduct the administrative business of the organization.
2. All Board members must be at least 18 years of age.
3. All Board members must pass a background check within 90 days of appointment or show proof of successful background check. Such as a current RACES card, CCW permit, etc.
4. All Board members must pass the FEMA IC-100 and IC-200 certifications within 90 days of appointment or show proof of certification. Such as a current RACES card, etc.
5. All Board members shall serve an unlimited term.
6. No individual shall hold more than one position on the Board.
7. A Board member may resign from his/her position by submitting a written resignation letter to the board at anytime.
8. A new Board member may be voted in by a majority vote of the serving Board members, provided this person is a current member of MSCG and meets the requirements to hold a director position.
9. MSCG Inc. board members may be allowed to submit their vote via e-mail, provided it is posted to 'board @msginc.org' such that all board members are privy to the vote.

10. The directorship offices represented by the Board and related duties are:

**President**(Amended Sept. 14, 2014)

- Direct the business affairs of MSCG, under supervision of the Board of Directors.
- Preside over all meeting of the MSCG, and at the meetings of the Board of Directors.
- Appoint all standing and special committees, subject to the approval of the Board of Directors.
- Maintain a copy of equipment inventories
- The MSCG Inc. president shall be the trustee of all FCC licenses.
- Perform other duties as assigned within policies set by the Board and the Bylaws of the organization.

**Vice – President** (Amended Sept. 14, 2014)

- Direct the business affairs of the MSCG, Under supervision of the Board of Directors in the absence of the President.
- Preside over all meeting of the MSCG, and at the meetings of the Board of Directors in the absence of the President.
- Collect and maintain historical artifacts pertaining to MSCG activities.
- Represents the membership at the Board level.
- Perform other duties as assigned within policies set by the Board and the Bylaws of the organization.

**Secretary**

- Obtain and maintain copies of all insurance policies.
- Take minutes of all Board meetings and General Membership meetings.
- Maintain accurate and up-do-date membership roles.
- Issue checks for Board approved MSCG expenses in the absence of the Director of Finance.
- Maintain a copy of all correspondence to and from MSCG.
- Perform other duties as assigned within policies set by the Board and the Bylaws of the organization.

**Treasurer**

- Establish an annual budget as directed by the Board.
- Account for all MSCG income and expenses.
- Report on the financial status of the organization to the Board on a quarterly basis and prepare an annual financial report for the membership and the auditor.
- Issue annual tax statements to all donors.
- Issue checks for approved MSCG expenses. (One Board signature required).
- Perform other duties as assigned within policies set by the Board and the Bylaws of the organization

**VII. COMMITTEES:** (Amended June 4, 2011)

- Standing or special committees consisting of Board Members and/or General Members may be established as appropriate by the Board to carry out the operations of MSCG. Such as Engineering, Information Technology, Public Affairs, ARES, RACES, Skywarn, and Search and Rescue.

- The MSCG operations procedures shall be detailed in a separate document not to be included in these By-Laws.

**VIII. ANNUAL BOARD AND MONTHLY MEMBERSHIP MEETINGS:**

1. The Annual BOARD Meeting of MSCG Directors shall be held in November of each year.
2. The place and time for this annual meeting shall be determined by the Board.
3. General Membership meetings shall be held monthly or as needed.
4. The place and time for these membership meetings shall be determined by the board.

**IX. REMOVAL OF A DIRECTOR OR MEMBER:** (Amended June 4, 2011)

1. The Board may remove a Director, or Member for the following reasons:
  - A. Felony conviction.
  - B. Misappropriation of MSCG funds or equipment.
  - C. Malfeasance of office (not performing required duties).
  - D. Flagrant violation of FCC rules and regulations governing Amateur Radio.
  - E. Violation of MSCG Operational Procedures.
2. A Director or Member may be removed by a majority vote of the serving Board members.
3. Reinstatement of a removed Director or Member may be reviewed after 6 months.
4. A removed Director or Member may be reinstated by a majority vote by the serving Board members.

**X. PARLIAMENTARY AUTHORITY:** (Amended June 4, 2011)

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Board in all cases to which they are applicable and which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

The President may appoint a parliamentarian, if deemed necessary.

**XI. AMENDMENT AND REVISION OF BYLAWS:** (Amended June 4, 2011)

1. The Board shall appoint a Bylaws Revision Committee neither less than one (1) nor more than every five (5) years for the purpose of reviewing and recommending changes. This committee shall consist of not less than three (3) Board members.
2. These Bylaws may be amended by BOARD PETITION using the following procedure.
  - A. The Board must be notified at a regularly scheduled Board Meeting, by petition(s), of the proposed amendments to the Bylaws.

- B. The petition(s) must be signed by at least three (3) Board Members
- 3. Upon receipt of a valid petition(s), the following procedures shall be implemented.
  - A. A majority vote of the serving board members is required for the decision to accept the petition.
  - B. Upon acceptance, the Secretary shall be responsible for furnishing copies of the petition(s) to all Board members.
  - C. Should the proposed amendment(s) be rejected, the processing of the petition(s) is ended.

**XII: CONFLICT OF INTEREST:**

Any interested party with any actual or possible conflict of interest must disclose to the directors the existence of the interest and all material facts. The directors shall meet and discuss the interest and material facts with the interested party, who then shall leave the meeting while the disinterested directors discuss and vote on the transaction or arrangement involving the possible conflict of interest taking into account what is in MSCG best interest and benefit and is fair and reasonable. The directors will make reasonable efforts to obtain a more advantageous transaction or arrangement with a disinterested party that would not give rise to a conflict of interest. The directors shall take appropriate disciplinary and corrective action with any interested party who fails to disclose an actual or possible conflict of interest.

**XIII. DISSOLUTION CLAUSE:**

In the event of a dissolution of MSCG, all assets, funds, and/or property whatsoever, accumulated by MSCG shall be disbursed to another IRS 501(c)(3) organization. The designated IRS 501(c)(3) organization shall be determined at the final MSCG Board Meeting.

Amendments voted in by 2/3 of the serving board as required by the current By-Laws on June 4, 2011  
Effective June 5, 2011

- \_\_\_\_\_ Director Public Safety – OPEN
- \_\_\_\_\_ Director of Engineering – Clayton D. Hewitt KF8UI
- \_\_\_\_\_ Director of Finance- Doug Parkinson, WD8DLN
- \_\_\_\_\_ Secretary – Gerard A. Baker KD8AYL
- \_\_\_\_\_ Director at Large – Michael J. Vogt KD8BZZ
- \_\_\_\_\_ Director of Public Affairs – Heather C. Baker KD8LXO
- \_\_\_\_\_ Director of Public Service- James Bowers, KD8IRG
- \_\_\_\_\_ Director of Information Technology- Thomas Lange, WC5B
- \_\_\_\_\_ Director of Skywarn – Tony Bryant KD8LCN

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Director of Search and Rescue – Jeff L. Frost KD8HQL

Date: June 4, 2011