

## CONSTITUTION AND BY LAWS

### THE RADIO AMATEURS OF CORRY

22 W. Irving St, Corry, Pennsylvania 16407

#### **Preamble:**

As members, we wish to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur radio, do hereby constitute ourselves The Radio Amateurs of Corry, and do enact this constitution as our governing law.

It shall be our purpose, without pecuniary gain or profit, incidental or otherwise, to facilitate the exchange of information, promote radio knowledge, conduct club programs and activities as a means to advance the general interest of amateur radio among ourselves and for the interest and welfare of the general community.

#### **Article I, Membership:**

**Section 1.** All persons interested in amateur radio shall be eligible for membership. The Radio Amateurs of Corry do not discriminate against any person because of their age, race, color, creed, gender, sexual orientation or religion. **Membership is on a non-stock share basis. To establish membership a person must complete the membership application which is available by contacting a current member of the association, attending a meeting, or from the website. The application will be reviewed by the general membership, at the first regular meeting upon receipt of the application, and voted into acceptance by a majority vote of the general membership.**

**Section 2.** Regular members will be those holding a valid amateur radio license from the FCC to operate a radio station.

**Section 3.** Associate members will be those not licensed by the FCC. Associate members have no voting privileges.

**Section 4.** Individuals who have been members for a minimum of 10 consecutive years and at least 70 years of age and in good standing are eligible to be nominated and accepted for life membership by majority vote of the general membership. Life membership has no requirement to pay annual dues.

#### **Article II, Officers:**

**Section 1.** The officers of this club shall be: A President, Vice-President, Secretary, Treasurer, and a Club Station License Trustee. No officer will hold more than one office at any given time.

**Section 2.** All officers except the trustee shall be elected for a term of one year. The trustee will be nominated by the officers and approved by a majority vote of the general membership yearly. The aforementioned License Trustee shall hold a General Class License or higher.

**Section 3.** Vacancies occurring between elections must be filled by special ballot, at the first regular meeting at which the withdrawal or resignation is announced and approved by a majority vote of the general membership.

**Section 4.** Any officer or trustee may be removed from office with a majority vote of the general membership, provided the charge against them is made in writing and filed with the Secretary and President and presented at a club meeting at least one month before a vote shall be taken. A copy of said charges shall be provided to the charged officer or trustee at least **14 days** before such charge is presented to the club. Upon removal under Section 4 an officer shall still hold a valid membership. Section 4A must be invoked to remove membership.

**Section 4A.** The membership may be revoked with a majority vote of the general membership, provided the charge against the member is made in writing and filed with the Secretary and President and presented to the club at least one month before a vote shall be taken. A copy of said charges shall be provided to the member at least **14 days** before such charge is presented to the club.

**Section 4B.** In accordance with the bylaws Section 3: Meetings: A reasonable attempt shall be made to notify the membership of any meeting conducting business where a majority vote of the general membership is required. Notification of such a meeting will be sent to members 14 days prior to the meeting via email. If email is not an option, communication will occur using the members preferred route (US mail, telephone, ham radio, etc.)

### **Article III, Duties of Officers and Appointees:**

**Section 1.** The President shall preside at all meetings of this club, and conduct the same according to the constitution and bylaws adopted. The President shall enforce due observance of the constitution and by-laws; decide all questions of order; sign all official documents that are adopted by the club, and none other, and perform all customary duties of the office of President. The President shall, at the expiration of the term turn over everything belonging to the club to the successor.

**Section 2.** The Vice-President shall, assume all the duties of the in the absence of the President. In addition, the Vice-President shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club. The Vice President shall maintain close liaison with the ARRL Section Emergency Coordinator to further club participation in the Amateur Radio Emergency Service. The Vice President shall, at the expiration of the term turn over everything belonging to the club to the successor.

**Section 3.** The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, distribute membership cards, carry on all correspondence, receive and read all bills and communications addressed to the club and read the same at the next regular meeting. The Secretary shall, at the expiration of the term turn over everything belonging to the club to the successor.

**Section 4.** The Treasurer shall receive and receipt all moneys paid to the club; shall keep an accurate account of all moneys received and expended, **shall pay no bills without proper authorization of the club board of directors or the majority of the membership**, shall keep and account for a petty cash fund not to exceed fifty dollars. At the end of each quarter, the Treasurer shall submit an itemized statement of disbursements and receipts. The Treasurer shall keep an account of each member's dues paid and payable.

**Section 5.** The duties of a Trustee will be the management of all properties and assets of the club, to serve as an auditing committee when directed by the by-laws, the President, or a motion carried, to act as a standing committee to assist all other officers in their duties.

**Section 6.** The duties of the License Trustee will be in accordance with FCC part 97.103. This person must hold a General Class license or higher.

(Excerpt from the FCC Part 97 Rules)

§97.5 Station license grant required.

(2) A club station license grant. Only the person who is the license may hold a club station license grant Trustee designated by an officer of the club. The trustee must be a person who holds an Amateur Extra, Advanced, General, Technician Plus, or Technician operator license grant. The club must be composed of at least four persons and must have a name, a document of organization, management, and a primary purpose devoted to amateur service activities consistent with this part.

## **Article IV, Meetings:**

**Section 1.** The by-laws shall provide for regular and special meetings. At any meeting, a **quorum (a majority of the general membership)** is to consist of the lesser of 5 members or 25(%) percent of the membership.

## **Article V, Dues:**

**Section 1.** The **fee for dues payable to the club** shall be decided by **majority vote of the general membership**.

### **Section 1A.** Annual Membership Dues:

Prior to the October meeting, the club officers shall review the anticipated Radio Amateurs of Corry income needs for the upcoming fiscal year. **14 days** prior to the October meeting, the officers shall inform the membership of any proposed dues change via email and the club website. In accordance with the bylaws Section 4: Meetings: A reasonable attempt shall be made to notify the membership. **Notification will be sent via email. If email is not an option, communication will occur using the members preferred route (US mail, telephone, ham radio, etc.).** Membership dues shall be established each year at the October monthly meeting for the next fiscal year by a majority vote of the general membership. **This shall establish the annual dues for the next fiscal year.**

### **Section 1B.** Adjusted Annual Dues:

There shall be no annual dues for elementary, middle, or high school students.

**Section 1C.** New Hams:

First time licensees, upon receiving an amateur radio license, may apply to the Radio Amateurs of Corry for a full membership with exemption of membership dues for the first year of membership.

**Section 1D.** Family Members:

The dues for an FCC-licensed spouse shall be one half the amount of the membership dues.

**Section 1E.** Waiver of Dues:

Anyone who is aware of a situation to benefit a member shall request the consideration of the Club officers in writing. Upon determination of extreme circumstances, the club officers may suspend the full amount of the membership dues or reduce the amount of dues of any member for a period of time befitting the circumstances. The considerations and any documentation thereon shall be held in the strictest confidence. All written matters shall be sealed and filed by the Radio Amateurs of Corry secretary.

**Article VI, Fiscal Year:**

**Section 1.** The fiscal year will be twelve months from January First to December Thirty First of the current year.

**Section 2.** An annual audit will be made by committee at the close of each Fiscal Year, at the last regular meeting in December. The treasurer will provide a financial statement to the committee. It will include of all records and accounts pertaining to the organization for the preceding year.

**Article VII, Rules of Orders:**

**Section 1.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these Constitution and By-Laws and or any Federal, State or Local Ordinance, Resolutions or Laws.

## **Article VIII, Dissolution:**

The organization may be dissolved by a majority vote of the general membership at a regular or special meeting held with 14 days advanced notice to the membership. Dissolution will be conducted in accordance with 15 PA CS 5974 (b). Once the board of directors has resolved all liabilities, should there remain any assets, these will be donated to the AARL on behalf of the Radio Amateurs of Corry.

## **Article IX, Conflict of Interest:**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions.**

a. **Interested Person.** Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested Person.

b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee Decides that a conflict of interest exists.

### **Section 3. Procedures.**

a. **Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.**

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the Above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction Or arrangement; and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation.**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either Individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article X: Amendments:**

**Section 1.** Any section of this Constitution or of the by-laws may be amended by a majority vote of the general membership at any regular or special meeting in which 14 days notice has been provided to the general membership. Proposals for amendments should be submitted in writing at a regular meeting and may not be voted on until the next regular club or special meeting at the decision of the majority of the general membership.

## **By-Laws**

**Section 1.** It shall be the duty of all officers of the Radio Amateurs of Corry to enforce the Constitution and the by-laws as they are intended, and to bring any infractions thereof before the members at any regular meeting for disposition.

**Section 2.** It shall be the duty of the secretary to keep the Constitution and By-Laws of the Radio Amateurs of Corry and have them available at every meeting. The Secretary shall cause all amendments, changes and additions to be made to the Constitution or By-Laws. A copy of the Constitution and By-Laws will be available to the general membership and the general public via the website.

**Section 3.** Meetings: Regular business meetings will be held the first Tuesday of each month. The meeting shall come to order at 7:30 p.m. at a location to be announced. Notification of meetings will be announced at least 14 days prior to the meeting via email and website. If electronic communication is not an option, communication will occur to members preferred route (US mail, telephone, ham radio, etc.) Meeting location, with good intent, will be held in the Corry area. Exceptions may include, but are not limited to, holiday parties, field day or other activities held in conjunction with monthly meetings. Cancellations will be at the discretion of the officers and communicated in accordance as previously stated.

**Section 3A.** Special Meetings: May be called by the president or by any three members of the club, by written request presented 14 days in advance. Communication of such meetings will be made in accordance as previously stated. Only the business for which the meeting is called shall be transacted at the special meeting. The same rules of order hold true for special meetings as for regular business meetings.

**Section 4.** Order of Business:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these Constitution and By-Laws and any special rules of order the association may adopt or any Federal, State or Local Ordinance, Resolutions or Laws.

In accordance with Article VII, Section 1 of the Constitution, the following will be the order of business for all regular meetings.

1. Attendance of officers, members and guests, kept by the Secretary
2. Reading of the minutes of the previous meeting by the Secretary or President
3. Bills and receipts by the Treasurer
4. Propositions for membership by the Secretary
5. Reports of committee by Trustee and committee chairman
6. Old business by President



- 7. New business by President
- 8. Election of officers when necessary by committee
- 9. Adjournment

**Section 4A.** Order of Business for Special Meetings: The following shall be the order of business for special meetings.

- a. Roll call of officers
- b. The business for which the meeting was called.
- c. Adjournment.

**Section 5.** Election of officers: The President will, at the regular meeting in October of each year, appoint a Nominating Committee of 3 with instructions to present a slate of officers, in accordance with Article II, Sections 1 and 2 of the Constitution, to be presented at the regular meeting in November. Nominations will also be accepted from the floor during the November regular meeting. Officers so elected will take office at the regular meeting in January.

**Section 6.** Committees: It shall be the prerogative of the President to appoint all committees and chairman thereof for the purpose of furthering the work of this organization. In the case of a committee being required by the intent of a motion carried, the President shall immediately appoint such committee. The President shall have the power to appoint Committees while in adjournment.

**Section 6A.** Committee reports: A report will be provided at the next regular meeting following their appointment without fail. Chairman will provide secretary with written report if requested.

**Section 7.** Treasury: The club bank accounts will be maintained by the Treasurer to facilitate the accounting of the moneys entrusted to his/her keeping by the organization. Checks will be headed with the full name, Radio Amateurs of Corry and will be valid when signed by the President, Vice-President, Secretary or Treasurer of the Radio Amateurs of Corry.

**Section 7A.** The signature authority for all club bank accounts shall be the signatures of the President, Vice-President, Secretary and Treasurer. Bank account signature cards shall be updated to reflect any change in officers as soon as possible after such change.

## Resolved:

That we, the members of the Radio Amateurs of Corry, do hereby revoke and rescind all previous versions of the club Constitution and By-Laws and ordain and adopt the above Constitution and the By- Laws for the purpose of good order and well being of all associated for the maintenance of harmony and the full accomplishments of the objects of the organization.

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President

Date

