

WEST RIVER RADIO CLUB BY-LAWS

(Revised 11-27-2007)

Preamble:

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves the West River Radio Club and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, to promote the Public Welfare by means of amateur radio communications knowledge and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community, including public service and assistance in emergency communications when necessary and called upon.

Membership: Article I

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application and election upon such terms as the club shall provide in its By-Laws.

Officers: Article II

Sec. 1: The officers of this club shall be President, Vice-President, and Secretary/Treasurer, Public Relations / Public Information Officer (PR/PIO) and Committee Chairperson. The PR/PIO and Committee Chairperson positions shall be appointed by the current Board of Directors.

Sec. 2: With the exception of the appointed positions, the officers of this club shall be elected for a term of one year by ballot of the members present, provided there be a quorum, at the annual meeting.

Sec. 3: Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation.

Sec. 4: Officers may be removed by a three-fourths vote of the membership.

Duties of Officers: Article III

Sec. 1: The President shall preside at all meetings, and conduct them according to the rules adopted. He/she shall enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents adopted by the club, and perform all other duties pertaining to the office of President.

Sec. 2: The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club. He/she shall maintain close liaison with the ARRL Section Emergency Coordinator to further club participation in the Amateur Radio Emergency Service.

Sec. 3: The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read

communications at each meeting, and mail or email written meeting notices to each member. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

Sec. 4: The Treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended, pay no bills without proper authorization (by the club or its officers constituting a business committee). At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of their term the treasurer shall turn over everything in their possession belonging to the club.

Sec. 5: Appointed Officers: The following officers may be appointed by the President with the consent of the Board of Directors. Each shall serve a term concurrent with that of the Board of Directors, or until replaced by the President, and shall perform the duties specified.

- A. Public Relations / Public Information Officer (PR/PIO) - The PR/PIO shall be responsible for seeking out and utilizing avenues for getting information about the WRRRC and its activities before the public at large. This will include, but not limited to preparing and releasing official information concerning the Club functions and activities, etc., to the news media or other means available.
- B. Committee Chairperson - The Committee Chairperson will be responsible for organizing and managing a special club event or program he/she is appointed to. The term of this position will be determined by the Board of Directors, but typically will not extend past 2 weeks after said event.

Meetings: Article IV

The By-Laws shall provide for regular meetings. A minimum of one-fourth of the membership shall constitute a quorum for the transaction of business.

Dues: Article V

The club, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Dues are payable on the 1st of January of each year. Non-payment of such dues or assessments by January 31 in any given year shall be cause for removal from the roster.

Amendments: Article VI

This constitution or By-Laws may be amended by a two-thirds vote of the total membership. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been noticed by mail of the intent to amend the constitution and/or By-Laws at said meeting.

By-Laws:

1. Secretary. It shall be the duty of the Secretary to keep the constitution and By-Laws of the club and have the same with him/her at every meeting. They shall note all amendments, changes and additions on the constitution and shall permit it to be consulted by members upon request.

2. Membership. Full membership is open to anyone holding an Amateur Radio license. Full membership includes all club privileges as well as the right to hold a club office and to vote for club officers.

2-a. Auxiliary membership is available to anyone not holding a Ham Radio license. Dues for auxiliary membership will be \$5 per year. Auxiliary members will not have voting rights, nor will they be eligible to run for any club office. They will not be counted toward ARRL membership credit with respect to League affiliation.

3. Meetings. Regular meetings shall be held on the second Tuesday of each calendar month. Special meetings may be called by the President upon the written request of any five club members. Notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting. All business of the club will be enacted by the Board of Directors (President, VP, and Secretary/Treasurer). All club members are invited and encouraged to attend board meetings to contribute their ideas. Board of Directors meeting's will be announced in advance. The minutes of the previous board meeting will be read at each regular club meeting and an explanation given of the business transacted.

The general membership will vote on the following club business:

- By-law changes
- Changes in the dues structure
- Election of officers
- Any other business that shall be deemed necessary for a vote by the general membership.

4. Dues. A regular yearly assessment of \$10.00 per member is hereby assessed in accordance with the provisions of Article V of the constitution for the purpose of providing funds for expenses. Family members will be assessed at \$5.00 each per year. (Additional By-Laws may provide for technical, program, publicity and other committees, or other rules and/or provisions not provided for in this constitution.)

5. Funds. The funds of the WRRRC shall be deposited in such accounts and in such banks or financial institutions as may be authorized by the WRRRC and shall be subject to checks made in the WRRRC's name and signed by the Treasurer and/or other officers as may be designated, from time to time, which officers shall also be authorized to make, collect, discount, negotiate, or endorse negotiable paper payable to or by this WRRRC. No part of the net earnings of the WRRRC shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the WRRRC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth under the preamble. No substantial part of the activities of the WRRRC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the WRRRC shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

6. Dissolution. A seventy-five percent (75%) majority vote of a quorum of Voting Members shall be required to initiate the filing of Articles of Dissolution with the Secretary of State of the State of Vermont. Notice of a vote for dissolution shall be published at least thirty (30) days before such duly called meeting.

7. Disposition. In the event of the filing of Articles of Dissolution with the Secretary of State of the State of Vermont, the WRRC's property, funds, possessions, and resources will be conveyed as required by law to an appropriate governmental, non-profit, or charitable successor which would qualify under the provisions of Section 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code. Furthermore, after all obligations under the law have been satisfied, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of jurisdiction of the county in which the principal office of the WRRC is then located, exclusively for such purposes or to such organizations as said Court shall determine. No member or officer of the WRRC may profit or financially benefit from any act of dissolution.

8. Liability. Neither the officers nor the members or the WRRC shall be personally liable for its debts, obligations or liabilities.

9. Representation. No member of the WRRC may cause the name, property or funds of the WRRC to be encumbered, nor have any power to bind the WRRC through any legal instrument unless acting on behalf of the WRRC and in keeping with its directions or those of the Board of Directors.

By-Laws Change History

Feb '04 - Original draft

Dec '05 - Changed By-Laws / Membership to add and define "Auxiliary Members" (see 2a)

Nov '07 - Changed By-Laws / Added requirements for 501(c)(3)status and Appointed Board Members/Quorum requirement change