

# **MIDLAND AMATEUR RADIO CLUB CONSTITUTION AND BY-LAWS**

## **ARTICLE I - NAME**

This organization is operated under the laws of the State of Texas. It shall be called the Midland Amateur Radio Club and shall be referred to as The Club throughout this document.

## **ARTICLE II - PURPOSES**

**Section 1** - Primarily for educational and scientific objectives as follows;

- a) To educate and increase the proficiency of its members in the science of radio communication;
- b) To disseminate information among its members concerning scientific advancements and programs in the field of radio communications;
- c) To organize and train licensed radio amateurs in methods of maintaining emergency communications during emergencies;
- d) To encourage and sponsor experimental activities in radio communications and electronics;
- e) To educate the general public with regards to methods used and public service offered by radio amateurs;
- f) To promote the high standards of practice and ethics in conduct of amateur radio communications.

**Section 2** - Secondly, to engage as an organization and to stimulate individual members in various national and international radio competitions of a sports nature (known broadly as “contests”).

**Section 3** - To carry on such activities as are necessary to achieve the above purposes.

**Section 4** deleted as unnecessary

## **ARTICLE III - MEMBER**

Membership in this Club shall be open to persons interested in any aspect of Amateur Radio. Certain restrictions to Membership shall be established by Article 1 of By-laws. The Executive Board shall by appropriate By-laws specify the requirements for membership and classes of membership provided, however, that the Executive Board shall not terminate or reduce the rights of any member except for the lapse or termination of a condition now required as precedent to the exercise of such rights. Nothing herein contained shall preclude the Executive Board from expelling a member upon good cause shown and after notice and an opportunity to be heard.

#### **ARTICLE IV - OFFICERS**

The officers of the club shall be the President, Vice-president, Secretary, and Treasurer. Each officer shall be elected by a vote of the members as provided in the By-laws.

#### **ARTICLE V - MANAGEMENT**

**Section 1** - The affairs of the Club shall be under the direction of the Executive Board.

**Section 2** - The Executive Board shall be composed of the President, Vice-president, Secretary, Treasurer, and three (3) members at large called Directors.

**Section 3** - The three (3) members at large Directors shall be elected by a vote of the Club members as provided in the By-laws.

#### **ARTICLE VI - FISCAL YEAR**

The Fiscal Year shall be April 1<sup>st</sup> through March 31<sup>st</sup>.

#### **ARTICLE VII - DISPOSITION OF ASSETS**

The Club is a non-profit organization. In the event of the dissolution of the Club, The Club shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific, or educational purposes in strict compliance with the exemption provided under section 501 (c) (3) of the Internal Revenue Code of 1954. It is recognized that, under these circumstances, no member of the Club shall have any right or interest in or to the property or assets of the Club.

#### **ARTICLE VIII - BY-LAWS**

The By-laws as appended hereto are adopted and may be amended, enlarged or reduced by provisions in Article IX providing for Amendments to the Constitution.

#### **ARTICLE IX – AMENDMENTS AND VOTING**

**Section 1** - Amendments to the Constitution may be made by a two-thirds (2/3) majority vote of the members of the Club responding by ballot.

**Section 2** - Such amendments may be proposed by (a) resolution of the Executive Board, (b) resolution by a special Constitutional Committee appointed by the President, or (c) a proposal in writing signed by fifteen (15) members of the Club. The resolution or proposal must be presented and debated at a meeting of the club and approved to submit any proposed amendment to the membership must be granted by a simple majority of those voting on the question in this meeting.

**Section 3** - If any proposed amendment shall be approved by a simple majority of those voting on the question in a meeting of the Club, the Executive Board, after ascertaining the legality of the amendment, shall arrange for a posting of the proposed amendment and an appropriate ballot. A favorable vote by a two-thirds (2/3) majority of all votes cast and received within fifteen (15) days after **dissemination** of the ballot shall be required for the adoption of any amendment which shall become effective upon approval.

**Section 4** – the Executive Board may, from time to time after this Section 4 becomes effective, pass resolutions relating to the methods of voting by members, including but not limited to votes for officer and director elections, constitution and bylaw amendments or any other action requiring a vote of the membership. The Executive Board may provide for written ballots, in-person voice votes, or voting by electronic means, whether by virtual teleconference, telephone conference call, texting or otherwise.

#### **ARTICLE X - PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, (newly revised) by Henry M. Roberts, as from time to time amended shall govern the proceedings of the Club except where otherwise specified by the By-laws.

## **BY-LAWS**

### **ARTICLE I - MEMBERS**

**Section 1** - All members shall have full voting rights and privileges, including voting, except that any member that does not possess a valid Amateur Radio License issued by the Federal Communications Commission currently in effect, in the grade of Technician or higher, shall not be eligible for election to any officer position in the Club.

**Section 2** - (Admission to Membership)

Candidates for membership will be admitted upon **request**, accompanied with proper payment of dues. Request for membership shall be submitted to the Secretary. In case of any applicant whose character, reputation or conduct might make them undesirable to the club, the request will be submitted to the Executive Board for review. In all other cases membership shall be granted. Membership requests submitted prior to July 1 shall be accompanied with one (1) years dues. Subsequent to July 1 dues for one-half (1/2) years dues will be required.

**Section 3** - (Family Members)

To promote the amateur service within the family unit, the Club provides for multiple members within a single household at a reduced rate of dues (see article 2 of By-Laws). Individuals of multi-license households shall enjoy the full rights of membership granted to the members of the household with only one Amateur Licensee. Plurality of some services (i.e. mailings) may be eliminated to control waste at the discretion of the Executive Board.

**Section 4** - (Resignation)

Any member who resigns or who forfeits membership for non-payment of dues, or is expelled for whatever reason ceases to have any rights in the Club.

**Section 5** - (Delinquency)

Any member whose dues are unpaid thirty (30) days after January 1 is considered delinquent. Any member delinquent of dues past April 1 will be considered as having terminated membership.

**Section 6** - (Reinstatement)

Any person who has ceased to be a member by act of resignation, or who has forfeited for non-payment of dues, unless having been expelled, may be reinstated to membership by paying outstanding dues.

### **ARTICLE II - DUES**

**Section 1** - (Determination)

The annual dues of a member shall be determined by the Executive Board including increases of up to \$5.00 per year and shall be payable on January 1.

**Section 2** - (Family Members)

The most senior member of the family unit pays the full amount yearly dues with additional family

members paying twenty percent (20%) of the cost of annual dues rounded to the closest one-half (1/2) dollar. This shall apply per each family member.

**Section 3** - (Increases)

A dues increase of over \$5.00 per year shall be referred to a vote of the full membership by ballot and a simple majority of those voting shall be required to pass such an increase.

**Section 4** - (Multiple Year Payments)

A member may elect to pay for several years dues at one time. They shall be protected from any increases in dues for the years they have prepaid. Any family member who wishes to make multi-year payments must be in conjunction with the most senior family member's dues payment. The most senior member is not however obligated to pre-pay the entire family membership if they are extending the term of only their membership.

**ARTICLE III OFFICERS**

As provided in the Constitution, the officers of the Club shall be the President, Vice-president, Secretary, and Treasurer; each of who shall be members in good standing of the Club.

**Section 1** - (President)

The President shall be the chief executive officer of the Club and shall serve as chairman of the Executive Board. They shall perform the duties customary to this office; shall appoint all committees of any type and their chairmen with the advice of the Executive Board, and shall be an official member of all such committees. They shall sign jointly with the treasurer all checks necessary to pay Club obligations. Limits of expenditures without approval of a simple majority of the Executive Board shall be set by the Executive at the beginning of each fiscal year; provided, however, if the Executive Board fails or declines to make a change to the limit of expenditures at the beginning of a fiscal year, the limit on any individual expenditure that may be made without Executive Board approval shall be deemed to be Five Hundred Dollars (\$500.00) per item. All expenditure and other authorizations and resolutions made by the Executive Board shall be by a simple majority of Executive Board members, same to be documented by email, text message or in writing. The president shall attend all Executive Board meetings. The President serves as or appoints a chairperson of the Hamfest committee.

**Section 2** - (Vice-president)

The Vice-president shall perform the duties of the President in the absence or inability of the President to serve. The Vice-president shall assume the office of President in case of vacancy for any cause in that office. They shall perform such duties as may be assigned to them by the President. They shall attend all Executive Board meetings. The Vice-President serves as chairperson of the Field Day committee and ensures meeting programs are scheduled.

**Section 3** - (Secretary)

The Secretary shall be responsible for recording the actions of the Executive Board and proceedings, all of the Club meetings, carry on correspondence on the Club's behalf and see that notices of meetings are sent to all members. They should be prepared, on request, to read the minutes of the preceding meetings and perform such duties as directed by the Executive Board. They shall also be allowed as signature to the Club checks when either the President or Treasurer is not available to act in their position as co-signer. They shall attend all Executive Board meetings.

**Section 4** - (Treasurer)

The Treasurer shall supervise the receipt of all funds and under the supervision of the Executive Board be responsible for disbursement of the funds of the Club. They will co-sign all checks with the President. They shall maintain records of all receipts and disbursements and email acknowledgement of membership dues; and, maintain a list of all members in good standing available for review upon demand. They shall prepare financial summaries of major programs in which the Club participates. They shall keep good and accurate records of all transactions on the part of the Club, all of which including, but not limited to, bank statements, receipts and financial statements shall be available to any Club member in good standing for review upon request. They shall attend all Executive Board meetings.

**ARTICLE IV - DIRECTORS**

The three (3) Directors shall serve on the Executive Board with the officers of the Club and shall be elected by vote as provided in Article VIII of the By-laws. Directors shall attend all Executive Board Meetings. Directors take an active part finding and locating monthly programs. Each director will arrange two meeting Presentations and coordinate those meetings with VP.

**ARTICLE V - TRUSTEE**

The Executive Board shall be responsible for all Club property. Said Executive Board may approve a member to serve as trustee who will be responsible, under the direction of said board, for all Club owned equipment. The Trustee shall maintain a current inventory of all Club equipment, including condition and location of such equipment and shall see that all equipment is properly maintained.

**ARTICLE VI - TERMS OF OFFICE**

**Section 1** - The terms of all officers and directors shall be for a period of one year.

**Section 2** - The terms of office shall run commensurate with the fiscal year.

**Section 3** - Newly elected officers and directors will be announced during the first club meeting in January and at the March Hamfest. The period between announcement and installation shall serve as a transition period to allow the newly elected officers and directors to become acquainted with the duties and responsibilities of the office. Elected officers take office on April 1<sup>st</sup>.

**Section 4** - The trustee shall, by appointment, serve for a term of three years.

**ARTICLE VII - NOMINATIONS**

**Section 1** - (Nominations)

A Nominating Committee consisting of at least three (3) members in good standing shall be appointed by the Executive Board to select nominees for the offices of President, Vice-president,

Secretary, Treasurer, and three (3) Directors. The Nominating Committee shall submit to the Executive Board nominees from a list of members in good standing for each of the Officers and Directors to be elected for the ensuing year by October 1. The names of the nominees for each position shall be revealed at the November regular business meeting. Additional nominees may be made from the floor by any member in good standing for any positions to be elected during the meeting. Any member nominated from the floor must be contacted and such nominee must agree to serve before that name is placed on a ballot. Any nominee from the floor at the regular November business meeting who fails to notify the Executive Board of their willingness to serve by **November 30** shall be deemed to have declined to serve in the office for which they were nominated. Such notification to the Executive Board must be by email, text or in writing.

## **ARTICLE VIII – ELECTIONS**

### **Section 1 - (Election by Voice Vote)**

If the list of officer and director nominees is presented to the membership at the November regular Club business meeting and no nominations are made from the floor, such that the nominees on such list are unopposed, the election of such nominees each office or directorship shall be made by voice vote of a simple majority of those present at the regular December business meeting.

### **Section 2 - (Election by Ballot)**

Where a nominee from the floor has agreed to serve in an office or directorship if elected, or if the Nominating Committee should present a list of nominees with more than one nominee for any office or directorship, the Executive Board shall prepare a ballot, as provided below, listing the candidates for each office in alphabetical order with space for write ins, and one shall be presented to each member on or before December 5<sup>th</sup>, with the stipulation that the response must be received by December 31<sup>st</sup>. A Ballot Committee consisting of three members appointed by the President, none of whom shall be a candidate for any office on the Ballot, shall count the ballots promptly after January First and report the results to the Executive Board. A plurality of all votes cast for an office is necessary for election. In case of a tie the Executive Board shall cast one (1) additional vote.

Balloting shall be private and allow only one ballot per member. No proxy voting shall be allowed.

### **Section 3 - Method of Voting**

As set forth in Article IX of the constitution, the Executive Board shall determine the distribution of ballots to the membership, whether by mail or by electronic means, including but not limited to by email to each member in good standing, same to be sent to their current physical or email address, as reflected on the records of the Club, with the stipulation that the ballot must be returned by December 31<sup>st</sup>.

## **ARTICLE IX - VACANCIES**

**Section 1** - A vacancy occurring in the offices of Vice-president, Secretary, Treasurer or any one of the Directors shall be filled by appointment by the Executive Board.

**Section 2** - A Vacancy occurring in the office of President shall be filled by the Vice-president.

## **ARTICLE X - MEETINGS**

**Section 1** - As first order of business the newly Executive Board, upon installation in office, shall determine frequency, date, and time of regularly scheduled Club meetings for the ensuing year.

**Section 2** - The Club will hold meetings at a place designated by the Executive Board.

**Section 3** - At regular meetings, routine business should be held to a minimum.

**Section 4** - A simple majority vote of members present at a Regular Meeting will be required to carry motions submitted except as otherwise provided for in the constitution or bylaws.

**Section 5** - Meetings will be announced whenever possible by email, web page, or club nets. Other announcement forms may be used with proper approval of the Executive Board.