

Revised and approved March 2023

## **Vicksburg Amateur Radio Club, Inc. Constitution**

### **Preamble:**

The name of this organization shall be the Vicksburg Amateur Radio Club, Inc., a nonprofit corporation, chartered 31 December 1975 under the laws of the State of Mississippi, hereinafter referred to as the club.

The goal of the club is to encourage prospective club members to participate in the purpose and objectives of the club as well as 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, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community. Detailed actions to meet this purpose are contained in Part 1 of the by-laws.

### **Article I Membership**

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 Part 2 of the By-Laws.

### **Article II Officers**

#### **Section. 1. Offices**

The officers of this club shall be President, Vice-President, Secretary and Treasurer.

#### **Section. 2. Election**

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, as specified in Part 5 of the By-Laws. Voice vote may be used if there is only one candidate for a position.

#### **Section 3. Term limits**

An individual may not hold more than one office during the same term.

#### **Section. 4. Vacancies**

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

### Section 5. Eligibility

In order to hold an office an individual must be a member in good standing and hold a valid Amateur Radio license.

### Section 6. Resignation

Any officer may resign his/her position in writing at which time all records and assets of the club will be turned over to the President or Vice President.

## **Article III Officer Duties**

### Section. 1. President

The President shall preside at all meetings, and conduct them according to the rules adopted in the club by-laws. 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.

### Section. 2. Vice President

The Vice-President shall assume all the duties of the President in his/her absence.

### Section. 3. Secretary

The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, carry on all correspondence, read communications at each meeting. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

### Section. 4. Treasurer

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 as specified in the club by-laws. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor.

## **Article IV Meetings**

The By-Laws shall provide for regular and special meetings. At meetings, a quorum for the transaction of business is required. A quorum is specified in the by-laws. Robert's Rules of Order shall govern proceedings unless specified otherwise in the by-laws.

## **Article V Dues**

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. Non-payment of such dues or assessments shall be cause for expulsion from the club as specified in the by-laws.

## **Article VI**

### **Club Call Sign**

The President shall assign trusteeship of the club call sign K5ZRO.

The trustee shall:

Be a member of the club in good standing

Meet FCC requirements.

Not had their Radio Amateur license revoked or sanctioned at any time.

## **Article VII**

### **Dissolution of The Club**

#### Section 1. Termination of Operations

In the event that the Board of Director votes that the Club should be dissolved the motion for dissolution must receive more than two thirds vote of the full membership to pass.

#### Section 2. Disposition of Assets

The Board of Directors shall handle the disbursement of all assets of the club. No member or group of members shall receive benefit from the assets. All equipment will be sold and net proceeds donated to a non-profit organization. All remaining cash will be donated to a non-profit organization.

## **Article VIII**

### **Amendments**

Any member in good standing may make a motion from the floor to amend the Constitution or By-Laws at a regular meeting of the club. There must be a second to the motion from another member in good standing in order for the motion to be considered by the club. The proposed amendment shall be provided in writing by the member making the proposal to the Secretary-Treasurer, who will provide notification of the proposed amendment to all club members prior to the next regularly schedule club meeting. This constitution 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 a reasonable effort has been made to notify all members of the intent to amend the constitution. The motion to amend the By-Laws is approved by a majority vote of a quorum of members in good standing present at the next regular meeting of the club.

# ***By-Laws***

## ***Part 1: PURPOSE AND OBJECTIVES***

**SECTION 1.** The purpose of this club shall be as follows:

- A. To conduct regular meetings for planning activities and for exchanging technical information through discussions and formal presentations.
- B. To hold classes for the purpose of providing instruction in radio
- C. To hold activities to promote amateur radio service.
- D. To own property needed to conduct club activities.
- E. To develop the expertise and resources necessary and proper to teach the use of amateur radio as a public service and a means of communications in times of emergency or disaster

**SECTION 2.** In addition to the purpose as stated in the charter, the club will work toward the following objectives:

- A. To render a public service to governmental agencies during storms or severe weather, as well as to assist in disaster relief operations and other community functions as required.
- B. To unite the amateur operators of this area for the purpose of exerting effectively a combined influence upon matters concerning amateur radio operations.
- C. To promote good operating procedures and the exchange of technical information and assistance.
- D. To stimulate adherence to the Amateur Code of Ethics of the American Radio Relay League (ARRL).
- E. To advise and encourage club members to comply with existing Federal Communications Commission (FCC) rules and regulations.
- F. To encourage new amateur operators in the area to develop and maintain good operating practices.
- G. To promote good will and fellowship among club members.
- H. To further the science of radio communications.

## ***Part 2: MEMBERSHIP***

**SECTION 1.** To become a member of the club, a person must furnish his name, address, call sign (if any), telephone number, email address, and annual dues to the Secretary-Treasurer.

**SECTION 2.** To become a full member, a person must hold a valid Amateur Radio license. Any person who was included in the original organization of the corporation will be considered a charter member.

**SECTION 3.** Eligible persons residing in the same household may be granted full membership privileges by payment of \$1.00 provided that one member of the household has paid full annual dues.

**SECTION 4.** Associate membership may be granted to any person who supports the purpose and objectives of the club and does not hold a valid Amateur Radio license.

**SECTION 5.** Honorary membership may be bestowed on any person. Honorary membership will not be for more than one year. Newly licensed amateurs shall be granted honorary membership with full voting privileges for the remainder of the calendar year in which they are first licensed.

**SECTION 6.** Any member reported by the Secretary-Treasurer as being three (3) or more months arrear in dues or other assessments shall be declared delinquent. Any member reported as delinquent will not have voting privileges until such time as they have paid their dues. Any member in arrears for 1 year may be stricken from membership.

**SECTION 7.** All applications for membership must be approved by the President or Board of Directors.

**SECTION 8.** Any member has the prerogative of resignation from membership provided that they do not have in their possession club property.

### ***Part 3: OFFICERS AND STANDING COMMITTEES***

**SECTION 1.** Each officer of this club must be a full member. The officers of this club shall be a President, a Vice-President, and a Secretary-Treasurer.

**SECTION 2.** All officers shall hold office for one year or until their successors are duly qualified and elected as provided for in these By-Laws. In the event of the office of the President becoming vacant, the Vice-President will become President. If any other office becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

**SECTION 3.** The President shall serve as executive officer of the club, preside at all meetings of the membership and the Board of Directors, be an ex-officio member of all committees, exercise general supervision over affairs of the club, and perform such other duties as are ordinarily incumbent upon a President.

**SECTION 4.** The Vice-President shall preside at meetings of the membership and Board of Directors in the absence of the President and assist the President in administrative matters of the club.

**SECTION 5.** The Secretary-Treasurer shall record and maintain minutes of each meeting of the club and Board of Directors, will collect dues and other assessments from the membership, will deposit these monies in the club's bank accounts, will pay such bills as are incurred by the club, and will report the balances of these bank accounts at each club meeting. The Secretary-Treasurer shall be responsible for preparation and submission of any and all reports or other documents necessary for conduct of club business, maintenance of the club's Non-Profit Corporate status, and correspondence with the ARRL. Notification of non-routine meetings and other activities will be provided to club members. Acceptable forms of notification include social media posting, e-mail, or net announcement.

**SECTION 6.** Permanent Standing Committees shall be controlled per the By-Laws. Given the variations in the number of club members and their enthusiasm the Club President may or may not appoint Standing Committees. If standing committees are appointed the first four shall be (in no particular order): Activities Committee, Communications Committee, Repeater/Club Station Committee, and Property Committee. The chairman of each Permanent Standing Committee shall also be a member of the Board of Directors. The chairman of each committee shall be appointed by the incoming President of the club and presented to the membership at the January meeting. The President may request assistance from the Nominating Committee in selection of the Standing Committee chairmen. Committee chairmen may recruit committee members, as needed, to assist them in performance of the committee activities. The title of "chairman" shall be understood to indicate either chairman or chairwoman, as appropriate.

**SECTION 7.** The chairman of the Activities Committee shall be designated as the Activities Director. The Activities Director shall serve as chairman for club activities as sanctioned by the Board of Directors. The Activities Director shall preside at meetings in the absence of the President and Vice-President.

**SECTION 8.** The chairman of the Property Committee shall be designated as the Property Officer. The Property Officer shall be responsible for maintaining a register of all properties owned by the club and will be charged with the responsibility of assuring that the use of all properties is compatible with the objectives of the club.

**SECTION 9.** The chairman of the Communications Committee shall be designated as the Emergency Coordinator. The Communications Coordinator shall manage coordinating operation of club nets. Oversight of club activities such a event communication. During emergency periods he/she will direct club communications and other assistance functions as required. The Emergency Coordinator shall maintain liaison with other emergency agencies, as appropriate.

**SECTION 10.** The chairman of the Repeater/Club Station Committee shall be designated as the Repeater Coordinator. The Repeater Coordinator shall be responsible for establishing and maintaining all repeaters owned and operated by the club. This shall include all VHF and/or UHF repeaters and digipeaters owned and operated by the club regardless of function.

**SECTION 11.** If the Board of Directors determines that additional Standing Committee(s) are required in order to meet the objectives of the club, the Board shall propose a change to these By-Laws to the club membership. The Secretary-Treasurer shall communicate to members, the proposed changes. The club membership shall approve the changes by vote of a majority of members in good standing at the next meeting.

#### ***Part 4: BOARD OF DIRECTORS***

**SECTION 1.** There shall be a Board of Directors which shall consist of the three officers and up to four Permanent Standing Committee chairmen as provided for in these By-Laws.

**SECTION 2.** The term of office of each Director will be concurrent with his office or appointment.

**SECTION 3.** The Board of Directors shall have control and management of the club's activities, determine all policies, elect or discipline members, and generally supervise the activities of the club.

**SECTION 4.** The Board of Directors shall meet at the call of the President or upon the written notice signed by any three members thereof with notice to the remainder of the Directors. Robert's Rules of Order shall govern procedure at all meetings except as otherwise provided for in these By-Laws.

**SECTION 5.** Voting by proxy is expressly prohibited at any time.

#### ***Part 5: ELECTION PROCEDURES***

**SECTION 1.** The President shall, with the approval of the Board of Directors, announce the appointment of a Nominating Committee of not less than three (3) members at a regular meeting of the membership no later than the September meeting. The Nominating Committee shall select at least one nominee for each office. Such nominations, in writing, shall be in the hands of the Secretary-Treasurer not later than the next regularly scheduled monthly meeting.

**SECTION 2.** Upon receipt of the report of the Nomination Committee, the Secretary-Treasurer shall, within seven (7) or more days prior to the next monthly meeting, make reasonable effort to notify each member a notice setting forth the nominations of the committee in alphabetical order and stating the date of the meeting at which the election shall be conducted. This shall be the annual meeting of the members, and unless changed by the Board of Directors, shall take place at the November monthly meeting each year.

**SECTION 3.** At the meeting at which the election is to be conducted, the President shall read the notice as issued by the Secretary-Treasurer and then proceed to conduct the election. Nominations from the floor shall be accepted. Separate balloting shall be conducted for each office except where there is only one nominee for office in which case the President shall request a unanimous ballot for

such nominees. A majority of the votes cast shall be required to elect the nominee. Voice vote is acceptable for unopposed positions.

**SECTION 4.** Any officer of the club may succeed himself if elected.

**SECTION 5.** All officers shall assume the responsibility of their respective offices on January 1 immediately following their election. Permanent Standing Committee chairmen shall assume the duties of their respective committees at the January meeting immediately following appointment.

**SECTION 6.** The Secretary-Treasurer shall immediately report the results of all elections to the ARRL Headquarters, the ARRL Mississippi Section Manager and other agencies as appropriate.

### ***Part 6: VOTING PRIVILEGES***

**SECTION 1.** All full members shall have full voting privileges providing they are not delinquent in their dues and assessments.

**SECTION 2.** Voting for officers shall be by individuals present at the annual meeting, and no person may cast more than one vote. Proxies will not be recognized.

### ***Part 7: MEETINGS***

**SECTION 1.** Regular meetings of the club membership shall be held at such time and place as may be determined by the Board of Directors. Robert's Rules of Order shall govern procedures at all meetings except as otherwise provided for in these by-laws.

**SECTION 2.** Special meetings may be called by the Board of Directors as needed to carry on the business of the club.

**SECTION 3.** A quorum shall be 10% of the membership or 10 members, whichever is more.

**SECTION 4.** Once a quorum is present, a majority of those present shall be necessary to pass motions and resolutions, or transact any and all business.

### ***Part 8: REVENUE***

**SECTION 1.** Each member of the club shall pay annual dues in an amount specified by the Board of Directors.

**SECTION 2.** Associate member dues shall be not less than one fourth (1/4) of full dues.

**SECTION 3.** Students may be given a reduced rate of dues if he/she is a full-time student and meets the requirements of full membership. Dues will be not less than one half (1/2) of full dues.

**SECTION 4.** Special assessments may be voted by a majority of the Board of Directors for expenditures not normally provided for in the annual dues, but only after prior approval by vote of the members in good standing present at a regular meeting of the club.

**SECTION 5.** Activities directed toward securing funds to meet club objectives must be approved by a majority vote of the Board of Directors.

### ***Part 9: SPECIAL COMMITTEES***

The Board of Directors shall determine the number of members and purpose of all special committees necessary to achieve the purpose and objectives of the club. The President shall appoint the members and chairman of each special committee as advised by the Board of Directors.

## ***Part 10: CLUB PROPERTY***

The club may own property as provided for in the charter. Any transfer of ownership or encumbrance of property from or to the club must be approved by a majority vote of the Board of Directors, who shall have exclusive right to buy, sell, or encumber the property of the club. This does not exclude the repair and maintenance of club property by authorized persons or the purchase of small items necessary to maintain club property or to support approved club initiatives.

## ***Part 11: CLUB STATION***

**SECTION 1.** The club shall have the expressed right to establish and maintain club stations, both conventional and repeater, and to establish operating procedures according to the privileges granted by the FCC.

**SECTION 2.** The Board of Directors shall appoint, by a majority vote, a Trustee for the conventional club station and a Trustee(s) for the club repeater station(s). These Trustee(s) may be a person other than the Repeater Coordinator, and the same person may be the Trustee for the conventional club station and club repeaters.

**SECTION 3.** The Trustee(s) shall be appointed as needed. The appointments shall be subject to review at any time and revocation by a majority vote of the Board of Directors.

## ***Part 12: CORPORATE SEAL***

The Corporate Seal shall consist of two concentric circles between which is inscribed "Vicksburg Amateur Radio Club, Inc. - Non-Profit Corporation". Centered on the bottom shall be "Mississippi 1975". In the center shall be "Corporate Seal". Such seal as impressed on the margin hereof is hereby adopted as the Corporate Seal of the Non-Profit Corporation.