

Revised July 21, 2003

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

### **By-Laws**

#### **ARTICLE I: NAME**

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

#### **ARTICLE II: 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 and communications theory, construction, and International Morse Code transmission and reception.
- 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, not only for local communications but regional and world-wide communications.

**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.
- I. To encourage prospective club members to participate in the purpose and objectives of the club.

### **ARTICLE III: 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.

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

**SECTION 8.** Any member has the prerogative of resignation from membership provided that he/she does not have in his/her possession club property, unless provided for by a majority vote of the Board of Directors.

### **ARTICLE IV: 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. The Secretary-Treasurer shall also provide notification to club members of pending meeting and club activities either by email or by US Postal Service mailing.

**SECTION 6.** Permanent Standing Committees shall be Activities Committee, Emergency Coordination 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 (See Article VI) in selection of the committee chairmen. The club shall approve the appointees by a majority vote at the January meeting. 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 and will be responsible for the programs conducted at club meetings. 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 Emergency Coordination Committee shall be designated as the Emergency Coordinator. The Emergency Coordinator shall manage the emergency preparedness activities of the club including coordinating operation of club nets. 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 provide to all members, either by email or postal mail, a copy of the proposed changes. The club membership shall approve the changes by vote of a majority of members in good standing at the next meeting.

## **ARTICLE V: BOARD OF DIRECTORS**

**SECTION 1.** There shall be a Board of Directors which shall consist of the three officers and four Permanent Standing Committee chairmen as provided for in Article IV of 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 anytime.

## **ARTICLE VI: 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, either by email or postal mail, send to 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.

**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 their duties as directors upon approval by the club. However, Permanent Standing Committee chairmen shall assume the duties of their respective committees on January 1 immediately following the election of officers.

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

## **ARTICLE VII: 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. Voting for Permanent Standing Committee chairmen (Directors) shall take place at the January meeting. Proxies will not be recognized.

## **ARTICLE VIII: 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.

## **ARTICLE IX: 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.

## **ARTICLE X: 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.

### **ARTICLE XI: 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.

### **ARTICLE XII: 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.

### **ARTICLE XIII: 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.

### **ARTICLE XIV: AMENDMENTS**

**SECTION 1.** Any member in good standing may make a motion from the floor to amend the 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 email or postal mail a copy of the proposed amendment to all club members prior to the next regularly scheduled club meeting.

**SECTION 2.** The motion to amend the By-Laws may be approved by a majority vote of the members in good standing present at the next regular meeting of the club. This meeting must be the next regularly scheduled meeting after the meeting at which the motion to amend the by-laws was originally made.