

# CONSTITUTION AND BY-LAWS OF THE OAK RIDGE AMATEUR RADIO CLUB

## PREAMBLE

We, the Radio Amateurs of Oak Ridge, Tennessee and vicinity, in order to secure the benefits of an association of persons interested in Amateur Radio, do hereby constitute ourselves as The OAK RIDGE AMATEUR RADIO CLUB, INC and do enact this Constitution and By-Laws as our governing charter.

## ARTICLE I. ORGANIZATION

1. The NAME of this association is The OAK RIDGE AMATEUR RADIO CLUB, INC (The Club). The Club is registered with the State of Tennessee as a (501 c.3)<sup>1</sup> NOT-FOR-PROFIT CORPORATION.
2. The OBJECTIVES of The Club shall be:
  - (i) to encourage fellowship and cooperation among its members;
  - (ii) to enhance members' knowledge of Amateur Radio through programs and activities;
  - (iii) to promote interest in, and awareness of, Amateur Radio in our communities; and
  - (iv) to serve our communities by providing public service and emergency communications.
3. The MEMBERSHIP of The Club shall consist of persons genuinely interested in Amateur Radio. Holding an Amateur Radio License shall not be a condition of membership, but unlicensed members are encouraged to qualify for an Amateur Radio License. The Club will assist unlicensed members in achieving this goal.
4. The Club shall affiliate itself with the AMERICAN RADIO RELAY LEAGUE, INC. (ARRL), the national organization of Amateur Radio, and will abide by the rules and regulations set forth in The Constitution and By-Laws of that organization as they apply to affiliated clubs.
5. If at any time The Club finds it necessary to disband, all assets of The Club shall be disbursed to 501 c.3 charitable, not-for-profit organization(s).

## ARTICLE II. GOVERNANCE

1. The Club shall be governed by a Board of Directors (The Board) consisting of the following elected officers of The Club: President, Vice President, Secretary, Treasurer, Technical Director, Publicity Director, and Membership Director. The Club's immediate Past President, and the Anderson County Amateur Radio Emergency Service (ARES) Emergency Coordinator serve as advisory (ex- officio) members of The Board.
2. Meetings of The Board shall be announced in advance, and all members of The Club are urged to attend these meetings.
3. The Board shall conduct the on-going affairs of The Club. All actions by The Board are subject to approval by the membership. Specific proposals for Club action may originate with The Board, or at the request of any Club member.
4. Decisions of The Board which require disbursement of Club monies in excess of amounts specified in The By-Laws shall be subject to approval by a majority of the members present at a regularly scheduled meeting.
5. The Board may appoint individual members, or groups of members, to assist The Board and The Club in the furtherance of Club activities.
6. Specific duties of officers.
  - (i) The PRESIDENT shall:
    - a. Preside at Board and Club meetings.
    - b. Represent The Club in external affairs.
    - c. Serve as an ex-officio member on all committees.
    - d. Call special meetings of The Board and/or the membership.

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<sup>1</sup> Status pending at time of adoption.

(ii) The VICE PRESIDENT shall:

- a. Serve as the primary liaison between The Club and ARRL.
- b. Preside at meetings in the absence of the President.
- c. Should the office of President become vacant, the Vice President shall become President for the remainder of the present term.

(iii) The SECRETARY shall:

- a. Record the minutes of all Club meetings.
- b. Carry on correspondence of The Club as directed by the President and The Board.
- c. Maintain custody of all records of The Club not otherwise provided for.

(iv) The TREASURER shall:

- a. Receive, and deposit in The Club's account, all dues and donations, and maintain records of all income and disbursements.
- b. Pay all bills and monies approved by The Board and the membership.
- c. Keep a record of members whose dues are paid and those who are in arrears (this record to be coordinated with the Membership Director).
- d. Maintain all other financial records of The Club, including records of the repeater fund and other separate funds and activities.

(v) The TECHNICAL DIRECTOR shall:

- a. Advise The Board and Club on technical matters pertaining to the maintenance and operation of the Club's repeater(s).
- b. Serve as a general technical resource for the Board and for Club members.

(vi) The PUBLICITY DIRECTOR shall:

- a. Publicize meetings and activities of The Club.

(vii) The MEMBERSHIP DIRECTOR shall:

- a. Maintain a list of all Club members, including names, call signs and addresses. The list may also include, by permission, members' e-mail addresses and telephone numbers.
- b. Maintain, in coordination with the Treasurer, an up-to-date record of members whose dues are paid and those in arrears.
- c. Maintain, in coordination with the Treasurer, an accurate account of the status of all members with respect to ARRL membership.
- d. Hold copies of The Constitution and By-Laws, and make them available to Club members.

## 7. Election of Officers

- (i) Officers of The Club shall be elected annually for a term of one year. The election of officers shall be held at The Club's December meeting. The officers shall assume their duties on the first day of January of the following year.
- (ii) All nominees for election shall be Club members in good standing. The outgoing President shall be eligible for election to any office for the ensuing year, except that the President may not serve, as President, for more than two consecutive annual terms.
- (iii) If two or more candidates are nominated for an office, election shall be by secret ballot of the members in good standing. If there is only one nominee, then upon a motion to close the nominations, a motion will be entertained to declare the nominee elected by acclamation.
- (iv) A quorum shall consist of 25 percent of the members in good standing at the time of the elections. If a quorum is not present at the time of elections, the election shall be postponed until the first regularly scheduled meeting in January, at which time the attending members in good standing shall constitute a quorum.
- (v) If an office other than that of the President becomes vacant, or if a new office is created, the new officer(s) shall be chosen by The Board, subject to the approval of the members present, to complete the unfinished term or new term.

(vi) If for any reason the President's office is vacated and the Vice President is unable to fill this vacancy, a special election shall be held at the next regular meeting or at a special meeting called by The Board. Nominations may be made from the floor. Incumbent members of The Board shall be eligible for these nominations. The Board shall designate a presiding officer for this meeting.

#### 8. Meetings

(i) There shall be regular Club and Board meetings held at times and locations as specified in The By-Laws.

(ii) Special meetings may be called:

- a. By written request of 10 members presented to any officer at least 14 days prior to the proposed date of the intended meeting.
- b. By the President.

#### 9. Dues and Donations

(i) Annual membership dues shall be specified in The By-Laws. Annual dues shall be prorated semi- annually, beginning the first day of January each year.

(ii) The Club may receive donations from members, the public or other entities for normal operations or for special purposes. The Treasurer will maintain a separate accounting of any monies received for special purposes.

### ARTICLE III. LIMITATION OF LIABILITY

1. The Club shall not be responsible for any public liability incurred by any member or group of members through any action not authorized by The Board of Directors.
2. The Club shall incur, or cause to incur, no liability or obligation whatever which shall subject to liability any individual member or group of members of The Club.
3. All financial obligations shall be solely for the benefit and purpose of The Club and the membership as a whole. Such obligations may be paid from The Club's account, or as otherwise specified by a vote of the membership.
4. The club will carry liability insurance in amounts deemed appropriate by The Board.

### ARTICLE IV. AMENDMENTS

1. A proposed amendment to change The Constitution must be submitted by any member in writing to The Board. The Board will notify the members by e-mail that an amendment will be discussed at the next regular meeting. The Board will notify the members by e-mail after the discussion that a vote to accept or reject the amendment will take place at the next regular meeting
2. An amendment to change The Constitution shall require approval by two-thirds of the members present at a regularly scheduled meeting, provided that the total votes cast shall in no case be less than 50 percent of The Club's total membership.
3. A proposed amendment to change The By-Laws must be submitted by any member in writing to The Board. The Board will notify the members by e-mail that an amendment will be discussed at the next regular meeting. The Board will notify the members by e-mail after the discussion that a vote to accept or reject the amendment will take place at the next regular meeting.
4. An amendment to change The By-Laws shall require approval by a majority vote of the members present at a regularly scheduled meeting, provided that the total votes cast shall in no case be less than 25 percent of The Club's total membership.

### BY-LAWS TO THE OAK RIDGE AMATEUR RADIO CLUB

1. The Club shall hold a regular meeting each month, at a day, time and place set by The Board and approved by the members. The membership may conduct any business that regularly comes before it. Meetings may

include, but are not limited to, a review of Board decisions and recommendations, announcements, old and new business, and a program or presentation if one is available.

2. The Board shall hold regular meetings once each month at a time and place agreed upon by The Board at its first meeting each year. All members are encouraged to attend Board meetings. [At the time these By-Laws were considered and approved, it was The Club's long-standing custom to hold monthly Board meetings at the same time and place as, and immediately preceding, the Club's monthly meetings.]
3. Special meetings may be called by The Board, as specified in The Constitution, provided that all members of The Club are notified at least five days in advance of the scheduled special meeting. Only the specifically-named item(s) of business listed in the notification may be considered.
4. The maximum amount of money that The Board may authorize to be disbursed for a single item, without formal confirmation by The Club membership, shall be \$200. Nonetheless, the membership shall be notified of all such authorizations, and may initiate a vote of the members present at a meeting to approve or disapprove each disbursement.
5. Annual dues shall be set by The Board of Directors, subject to approval by the general membership. Annual dues for 2017 are as follows:
  - i, Regular membership \$20;
  - ii. Additional Family Member \$ 5
  - iii. Student/Military \$10.
6. The Board, with the approval of the membership, shall designate member(s) to serve as trustee(s) of The Club's FCC-issued Amateur Radio Club Licenses, in accordance with Part 97 (97.205) of the FCC s Rules governing the Amateur Radio Service. The trustee(s) shall communicate with the American Radio Relay League, Inc., and with the Southeastern Repeater Association, as necessary, to maintain up-to-date listings of the Club's repeater(s).
7. The By-Laws of the Oak Ridge Amateur Radio Club may be amended, according to procedures described in ARTICLE IV. AMENDMENTS (Items 3 and 4) of The Club's Constitution.

ADOPTED \_\_\_\_\_

Signed \_\_\_\_\_  
Roy L. Freeman, KE4TG Secretary

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Darrell L Cook, WA4LNX President