

# **WABASH VALLEY AMATEUR RADIO ASSOCIATION, INC.**

## **Constitution**

### **ARTICLE I - NAME AND PURPOSE**

The name of this organization shall be the Wabash Valley Amateur Radio Association, Inc., referred to hereafter as the Association. Its purpose shall be to promote friendly social contact among amateurs everywhere, extend knowledge of the radio art, advance the general interest and welfare of amateur radio in the community, and encourage service to the public.

### **ARTICLE II - MEMBERSHIP**

There shall be two (2) categories of membership in the Association.

- a. General Member – General membership shall be open to any individual who holds a valid amateur radio license.
- b. Associate Member -- Associate membership shall be open to any person who does not hold a valid amateur radio license but expresses an interest in amateur radio. Associate members may not serve as officers of the Association and do not have voting rights.

The Association shall not discriminate on the basis of race, color, religion, sex, age, disability, or any other basis. However, any person convicted of a crime against a minor shall not be accepted as a General or Associate Member or allowed to remain a General or Associate Member if convicted of a crime against a minor after becoming a member.

### **ARTICLE III - OFFICERS**

#### **Section 1 – Officers**

Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, and Trustee. Officers must be General members of the club in good standing and shall be elected for a term of one (1) year at the December general meeting. They shall assume their offices at the December meeting of the Executive Board.

#### **Section 2 – Officer Vacancies**

If a vacancy occurs in the office of President, the current Vice-President shall immediately become the President and the office of Vice-President shall become vacant.

If a vacancy occurs in any other office, or in the Past President positions on Executive Board, the President shall appoint a temporary replacement. Upon approval by the Executive Board, the replacement shall immediately assume the duties of the office. An election shall be held at the next regularly scheduled meeting to provide a permanent replacement. Nominations from the floor will be accepted at this meeting and a ballot vote taken if necessary.

### Section 3 – Removal of Officers

Any officer may be removed from office by the following procedure:

- a. A minimum of ten (10) General members of the Association, or a minimum of four (4) members of the Executive Board, may petition the Executive Board in writing to consider removal of the officer.
- b. The Executive Board shall review the petition to confirm that the required number of signatures has been met. If the petition is confirmed to be valid, the Executive Board shall present the petition to the membership for action at the next general or special meeting of the Association.
- c. A minimum of two-thirds (2/3) of the General members present at any regular or special meeting is required to remove the officer.

### ARTICLE IV- EXECUTIVE BOARD

The Executive Board shall consist of the officers of the Association and the two immediate past presidents and shall constitute the Board of Directors of the Corporation. The Executive Board will be responsible for providing leadership to the Association and for conducting its business, including referral of matters to the general membership. The Executive Board shall approve all appointments of the President. The Executive Board shall meet once a month.

Four (4) members of the Executive Board shall constitute a quorum.

Non-officer members of the Executive Board may be removed by the process specified in Article III, Section 3 for the removal of officers.

### ARTICLE V - MEETINGS

#### Section 1 - Regular Meetings

Regular meetings of the Association shall be held on the first Friday of each month except for the months of July and August, unless changed by the Executive Board.

#### Section 2 - Special Meetings

The President shall have the right to call a special meeting of the Association.

No binding action on any club business shall take place at a special meeting of the Association unless the meeting was announced to the membership in accordance with the section in the Bylaws titled "Official Notices".

#### Section 3 - Quorum

The number of General members shall be determined on February 1st of each year. Twenty-five percent (25%) of that number, discarding any fractional portion, shall, by their presence at a regular or a special meeting of the Association, constitute a quorum.

#### Section 4 - Presence

A member shall be considered to be present at any regular or special meeting of the Association or at any meeting of the Executive Board if they are physically present at the meeting location or if they are participating remotely. Remote presence shall include any method which allows all participants to simultaneously hear each other, which ensures the integrity of the voting process, and which has been approved by the Executive Board.

The Association is not required to provide the ability for remote participation at any given meeting.

### ARTICLE VI - AMENDING THE CONSTITUTION

This constitution may be amended by a minimum of a two-thirds vote of the General members present at any regular or special meeting of the Association. The proposed amendment shall be advertised by publication in accordance with the section in the Bylaws titled "Official Notices".

No amendment to the Constitution shall bring it into conflict with the Articles of Incorporation.

### ARTICLE VII - GENERAL CLUB POLICIES

#### Section 1 - Order of Business

Robert's Rules of Order shall be used when questions of parliamentary procedure arise.

#### Section 2 - Operating Standards

The Association shall not attempt to govern the actions of its members in the operation of their amateur stations. Nevertheless, the Association stands against all scofflaw elements, and encourages the highest standards of operation on the part of its members.

### ARTICLE VIII - FINANCIAL INTEGRITY

#### Section 1 - Annual Budget

An annual budget shall be prepared by the Executive Board for publication in accordance with the section in the Bylaws titled "Official Notices" for approval by the membership at the February meeting.

#### Section 2 – Expenditures

Unbudgeted expenditures may be made only if the expenditure is approved by the membership at a regular or special meeting after having been notified of the proposed expenditure in accordance with the section in the Bylaws titled "Official Notices".

### Section 3 – Audit

The financial records of the Association shall be audited annually during the month of January and a report of the audit presented to the membership at the February meeting. The audit shall be conducted by a committee consisting of the President, the Treasurer, and two (2) additional General members who are not members of the Executive Board.

### ARTICLE IX - A.R.R.L. AFFILIATION

It shall be the policy of this club to support the American Radio Relay League (ARRL). This policy shall be expressed by affiliation therewith and by encouraging Association members to participate in the activities thereof.

### ARTICLE X - DISSOLUTION

In the event of the dissolution of the Association, any assets remaining after all outstanding debts and liabilities have been settled shall become the property of the American Radio Relay League, Newington, Connecticut.