

# **ALBEMARLE AMATEUR RADIO CLUB BYLAWS**

## **Article I: General**

The Albemarle Amateur Radio Club, Inc. is a dues-paying, non-stock, non-profit, incorporated organization dedicated to the advancement of Amateur Radio and to public service. Incorporated under the laws of the Commonwealth of Virginia, the corporation has been determined by the Internal Revenue Service to be a 501(c)(3) tax-exempt public charity effective November 3, 2008.

## **Article II: Membership**

### **Section 1: Eligibility**

Any person having an interest in Amateur Radio is eligible for membership by submitting a completed membership application to the Secretary, as a hard copy or online. The written request shall be submitted by the Secretary and approved by a majority vote of the members at a regular meeting. A person shall be declared a Member of the Club upon payment of the appropriate dues.

### **Section 2: Types of Membership**

#### **Full Member**

A Full Member is any member holding an Amateur Radio License of any class and is considered a voting member.

#### **Associate Member**

An Associate Member is any member not holding a valid Amateur Radio License and is not a voting member

#### **Youth Member**

Dues are waived for qualified Youth Members, who are twenty-one years old or younger. A Youth Member who holds a valid Amateur Radio License is a voting member.

#### **Honorary Member**

A person, not a regular member, who has performed a meritorious service on behalf of Amateur Radio or the Albemarle Amateur Radio Club or is deemed to be eligible for some other reason may be proposed as an Honorary Member. An Honorary Member is not entitled to vote, serve on the Board, or make motions. An Honorary Member shall be exempt from paying dues. Any member proposing someone for Honorary Membership shall submit the name of that person and the justification for such membership in writing to a member of the Board. The Board shall then review the application to assure that the person meets the qualifications, and if determined to be appropriate, shall submit, the application at the next regular Club meeting. An affirmative vote by a majority of those present is required for acceptance.

## **Life Membership**

Life Membership can be conferred upon a Full Member who has rendered notable service to the Club or Amateur Radio and has been a Full Member continuously for at least eight years or has a total of ten years as a Full or Associate Member. A Life Member shall be entitled to all of the privileges of a Full Member but shall be exempt from paying dues. Any Member proposing another Member for Life Membership shall submit the name of the person and the justification for such membership in writing to a member of the Board. The Board shall review the application to assure that the person meets the qualifications for such membership, and if determined to be appropriate, shall submit the application at the next regular Club meeting. An affirmative vote by a three-quarters majority of those present is required for acceptance.

## **Section 3: Termination of Membership**

Any Honorary, Life, Associate, Youth, or Full Member may voluntarily terminate his or her membership by notifying in writing, as hard copy or by email, such intention to any Officer of the AARC.

Any member whose Amateur activity is regarded to be detrimental to the Club or the Amateur Radio Service may have his or her membership terminated by a majority of the Board voting in Executive Session. Allegations of misconduct, signed by the complainant and detailing the misconduct, shall be presented in writing to a member of the Board. The Board shall review the allegations and give the accused member an opportunity to refute said allegations prior to voting on this matter. The person in question then would have the right to appeal the Board's decision to general membership.

## **Article III: Officers**

### **Section 1**

The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer, and they shall comprise the Executive Committee. The Executive Committee and six Directors shall comprise the Board of Directors. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.

### **Section 2**

At the regular meeting held on the second Tuesday in November, a Nominating Committee of three members shall be appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled and to present the candidate list at the Annual Meeting in January. Before the election and following the presentation of the nominations by the Nominating Committee at the Annual Meeting in January, additional nominations from the floor shall be solicited.

### **Section 3**

At the January meeting, the officers shall be elected by a simple majority of the votes cast for the names appearing on the ballot. In the case of there being more than two candidates for a given position, and with no candidate receiving a majority of the votes

cast, the candidate receiving the fewest votes shall be dropped, and the voting repeated until a simple majority is obtained. Terms of office shall begin immediately following the Annual Meeting at which they are elected, to serve one year for officers and two years for Directors or until their successors are elected.

#### **Section 4**

No member shall hold more than one Board office at a time, and no member shall be eligible to serve as President or Vice-President for more than three consecutive terms.

Should an Officer or Director fail to fulfill his or her term of office for any reason, such vacant seat shall be filled for the remainder of the term by appointment of the Board of Directors to be determined by a majority vote of those present at a regular or specially-called Board Meeting.

#### **Section 5**

The President shall preside over all regular and special meetings, appoint committees, and call special meetings. The Vice-President shall assume the duties of the President during his absence, shall act as Club Program Chairman, and shall perform other duties as may be assigned by the President. The Secretary shall keep the minutes in writing of all regular and special meetings; maintain the Charter; maintain a current listing of all members and notify all members of every meeting; prepare and mail or distribute correspondence; and perform other secretarial duties as the President may direct. The Treasurer shall receive and issue receipts for all monetary income as well as material with monetary value and shall make payments only as directed by the following approvals: up to \$250 by direction of the President; up to \$500 by direction of the Board; and all above \$500 with the Club approval. The Treasurer is also authorized to pay recurring club expenses, such as insurance and utility bills. The Treasurer or his or her designee shall receive and determine the fair market value of all donations to the club and acknowledge such donations in writing to the donors for their tax records as per IRS guidelines. In addition, he or she shall maintain a record of all transactions and provide a statement of account at each regular meeting and shall provide a detailed summary of income and expenditures at the Annual Meeting.

#### **Article IV: Board of Directors**

The Board of Directors (hereafter called the Board) shall be composed of ten Full or Life Members. The Board shall consist of the Club President, Vice-President, Secretary, Treasurer, and six Directors, three of whom are elected for terms of two years commencing on even-numbered years and three of whom are elected for terms of two years commencing on odd-numbered years. Club officers shall have a term of one calendar year. The Board shall have general supervision of the affairs of the Club between its business meetings, fix the hour and place of such meetings, make recommendations to the Club, and perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Club, and none of its acts shall conflict with action taken by the Club.

Unless otherwise ordered by the Board, regular meetings of the Board shall be held at least quarterly. Special meetings of the Board can be called by the President and shall

be called upon the request of three members of the Board. Board Meetings can be held in person or by electronic means, provided all members are notified and given adequate opportunity to participate fully. Board meetings are open to Members of the AARC with the exception of Executive Sessions when required for discussion of sensitive topics.

Each member of the Board shall assist in the operation of the Club as requested by the President. Each of the six Directors shall Chair one of the Club's Standing Committees.

## **Article V: The Trustee**

As required by the Federal Communications Commission, there shall be a Trustee responsible for the proper operation of the Club's licensed radio stations. The Trustee shall be appointed by the Board for an indefinite period, until relieved of his duties by his own action or that of the Board. The Trustee shall be an *ex officio* non-voting member of the Board unless he or she is also elected to one of the six Director positions.

## **Article VI: Standing Committees**

### **Section 1: Public Service Committee**

A Public Service Committee composed of a Director/Chairperson and at least two other members shall be appointed by the Board at the first Board Meeting following the Annual Meeting. This Committee shall be responsible for organizing volunteers for Public Service events and performing any other duties as directed by the Club. This Committee also shall maintain an inventory of material and property that can be deployed for Public Service activities. A copy of this inventory shall be provided to the Secretary at the Annual Meeting each year. The Committee's written report shall be submitted to the Club for its approval at the Annual Meeting.

### **Section 2: Technical Committee**

A Technical Committee composed of a Director/Chairperson, the Trustee, and at least two other members, shall be appointed by the Board at the first Board Meeting following the Annual Meeting. It shall be the duty of this Committee to oversee and maintain all Club equipment, including any radio stations licensed in the Club's name. This Committee shall maintain an up-to-date inventory of all club radios, repeaters, antennas, test equipment, and other electronic devices and related items (except Field Day equipment). A copy of this inventory shall be provided to the Secretary at the Annual Meeting each year. The Committee's written report shall be submitted to the Club for its approval at the Annual Meeting.

### **Section 3: Fund-Raising Committee**

A Fund-Raising Committee composed of a Director/Chairperson, the Treasurer, and at least two other members shall be appointed by the Board at the first Board Meeting following the Annual Meeting. It shall be the duty of this Committee to organize fundraising events and perform any other fundraising activities as directed by the Club. This Committee shall maintain an up-to-date inventory of all items above \$25 in value held for fundraising. A copy of this inventory shall be

provided to the Secretary at the Annual Meeting each year. The Committee's written report shall be submitted to the Club for its approval at the Annual Meeting.

#### **Section 4: Education Committee**

An Education Committee composed of a Director/Chairperson and at least two other members shall be appointed by the Board at the first Board Meeting following the Annual Meeting. This Committee shall be responsible for organizing Amateur Radio classes and outreach sessions, fostering the further education of Club members, and performing any other educational duties as directed by the Club.

#### **Section 5: Public Relations Committee**

A Public Relations Committee composed of a Director/Chairperson, the Club Secretary, and at least two other members shall be appointed by the Board at the first Board Meeting following the Annual Meeting. This Committee is responsible for public relations and media releases pertaining thereto. It shall be the duty of this Committee to publish Club news items in a printed or online Club newsletter or by regular posting to the Club's website as well as a Club directory in either a hard-copy or web-posted format and to assist any other Club officer or committee in the development and issuing of Club publications.

#### **Section 6: Estate Committee**

An Estate Committee composed of a Director/Chairperson, the Club Treasurer, and at least two other members shall be appointed by the Board at the first Board Meeting following the Annual Meeting. This Committee shall act upon notification that an AARC member or local-area nonmember amateur becomes deceased (Silent Key). The charge to the Committee is to assist the family of the Silent Key (with written permission of the family or estate executor) in disposing of any amateur radio or related equipment to the best benefit of the family of the Silent Key. If this activity is undertaken by the Estate Committee, a complete inventory of such equipment should be made, with fair, current market values assigned, and a subsequent full accounting made to the family or estate, following any action taken with respect to disposal of the inventory. This Committee shall maintain an up-to-date inventory of all items received and being held for later transfer to the Fund-raising Committee. A copy of this inventory shall be provided to the Secretary at the Annual Meeting each year. The Committee's written report shall be submitted to the Club for its approval at the Annual Meeting.

#### **Section 7: Other Committees**

Such other committees such as an Awards Committee and a Field Day Committee, standing or special, shall be appointed by the President as the Club or Board shall from time to time deem necessary to carry on the work of the Club. The President shall be an *ex officio* member of all committees except the Nominating Committee. Any appointed committee's written report shall be submitted to the Club for its approval at the termination of its charge.

### **Article VII: Dues**

The annual dues assessments for the following year shall be presented to the membership for vote at the Annual Meeting. The recommendations shall include considerations for Full and Associate Members, additional Family Members (twenty-

one years or older), and Youth Members. If no recommendation is made, the current dues shall continue for the following year.

Dues are payable in advance on or before January first of each year. The Treasurer shall notify members in arrears for one month, and those whose dues are not paid within two months thereafter shall be automatically dropped from membership in the Club. New Members joining after July first shall pay one-half of the annual dues.

## **Article VIII: Meetings**

### **Section 1**

The regular meetings of the Club shall be held on the second Tuesday of each month unless otherwise ordered by the Club or the Board.

### **Section 2**

The regular meeting on the second Tuesday in January shall be known as the Annual Meeting and shall be for the purpose of electing Officers and Directors and for any other business that may arise. The Annual Meeting of the club shall be held in January to coincide with the fiscal year, ending December 31 of each year, at which time each Officer and Standing Committee Chairman shall provide a copy of his or her annual report to the Secretary to become a part of the permanent records of the Club. Should it be necessary to cancel any Annual Meeting due to weather or other emergencies, the Board shall set the fourth Tuesday in January as the date for the Annual Meeting at the time of the cancellation announcement. The cancellation announcement shall set forth the hour, date, and location of the Annual Meeting, with a minimum of 10 days notice, as required by the Code of Virginia.

### **Section 3**

A Special Meeting can be called by the President or by the Board and shall be called upon the written request of ten members of the Club. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten-days notice to the membership shall be given as required by the Code of Virginia.

### **Section 4**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these and any special rules of order the Club may adopt.

### **Section 5**

Twenty members of the Club shall constitute a quorum.

## **Article IX: Amendments**

All proposed amendments to the Charter (Articles of Incorporation) or to these Bylaws shall be submitted to the Secretary in writing. The President shall have the proposed changes read at the next regular meeting. All members shall be notified that changes in the Charter or Bylaws shall be acted on at the following regular meeting. At this specified meeting, the proposal shall be voted upon and, upon receiving the required

vote, the Charter or Bylaws shall be amended. The Secretary and President shall give proper notice to the State Corporation Commission regarding Charter changes.

#### **Article X: Dissolution**

Procedure for dissolution shall follow the same procedure as for amending the Charter. Upon enactment of the motion for dissolution, the Full and Life Members present shall appoint a board of three trustees. These trustees shall take charge of all the assets of the Corporation, including money and property; dispose of the saleable assets, if any; and make final payment of all debts of the corporation. They shall notify the State Corporation Commission and the Internal Revenue Service of the dissolution and shall make final payment to these agencies. Within one year from the date of enactment of the motion of dissolution, any residue of assets of the Corporation shall be turned over to accepting Central Virginia Amateur Radio clubs that are IRS 501(c)(3) organizations. In the event that no other clubs accept our assets, we will then offer them to local Government entities to be used for public purposes or to the American Radio Relay League, Inc., Newington, Connecticut, an organization exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code, for purposes consistent with those described in Internal Revenue Code Section 501(c)(3).

Any such assets not so disposed of shall be disposed of by the Circuit Court of the City of Charlottesville or the Circuit Court of the County of Albemarle, both Courts of Competent Jurisdiction (Courts of Common Pleas) or by the Circuit Court of the City or County, Courts of Competent Jurisdiction (Courts of Common Pleas), in which the principal office of the Corporation is then located, exclusively for such purpose or to such origination or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ATTEST: These Bylaws of the Albemarle Amateur Radio Club, Inc. were adopted by unanimous vote of the membership at a meeting held on July 10, 2018. There were 25 members present, which constituted a quorum.

\_\_\_/S/\_\_\_ James Wilson, Secretary