

CONSTITUTION OF THE LODI AMATEUR RADIO CLUB

Effective January 1, 2020

PREAMBLE:

We, the members of the *Lodi Amateur Radio Club* of Lodi, California, hereby declare and identify ourselves as an association of licensed amateur radio operators and others interested in amateur radio. We are formed in order to provide volunteer radio communication services during emergency situations and public activities, to render assistance by radio to visitors and travelers, and to aid our members in the practice of amateur radio, including public service, education, technical advancement, and recreation. We further declare that this Constitution shall supersede all previous versions of and amendments to the Club's Constitution commencing on its effective date stated herein.

ARTICLE 1: DEFINITIONS

Section 1: The following terms are applicable to this Constitution and the Club's Bylaws:

Board:	the Club's Board of Directors
Bylaws:	the current version of the Club's Bylaws as approved by the Members
Club:	the Lodi Amateur Radio Club
Director:	a current officer or former officer having voting authority on the Board
Member:	a person holding current membership in the Club as defined herein

ARTICLE 2: MEMBERSHIP

Section 1. Unless otherwise provided in the Bylaws, any person who is interested in amateur radio and supports the principles stated in the Preamble is eligible for membership in the Club.

Section 2. A "Member" of the Club shall be an individual who meets the eligibility requirements stated herein, has been accepted for membership as provided in the Bylaws, has paid the appropriate dues, and is not in debt to the Club beyond any limit stated in the Bylaws.

Section 3. The types and privileges of membership and the procedures for becoming a Member of the Club shall be as provided in the Bylaws.

Section 4. The membership of any Member may be revoked as provided in the Bylaws.

ARTICLE 3: OFFICERS

Section 1. The officers of the Club shall be the President, Vice President, Secretary, and Treasurer.

Section 2. The duties, term of office, and the procedures for nominating and electing officers shall be as provided in the Bylaws.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. The governing authority of the Club shall reside in a Board of five Directors, which shall be the custodian of all property owned by the Club. The Directors shall be the four current officers plus the Immediate Past President. The Board may also include other, non-voting members as provided in the Bylaws.

Section 2: Each Director must maintain membership in the Club as defined in this Constitution. A Member failing to do so automatically forfeits his/her position on the Board.

ARTICLE 5: MEETINGS, OPERATIONS, ACTIVITIES

Section 1: Club and Board meetings shall be scheduled, announced, and conducted as provided in the Bylaws.

Section 2: The Club may engage in any operations or activities that are consistent with the Preamble to this Constitution.

ARTICLE 6: DUES

Section 1: The Club may collect dues from the membership to the extent necessary for the conduct of business or operations that are consistent with the Preamble to this Constitution.

Section 2: The amount of dues and the membership types to which they apply shall be as specified in the Bylaws.

ARTICLE 7: DISSOLUTION

Section 1: The Board may initiate the dissolution of the Club by motion at a regular Club meeting. If seconded and approved by a majority of the members present and voting, a vote for dissolution by written ballot shall be carried out as provided in the Bylaws, with ballots to be counted at next regular Club meeting. Dissolution shall require approval by two thirds of all ballots cast, and is effective immediately upon confirmation of the vote tally by the presiding officer at the meeting.

Section 2: Upon dissolution, the Club's bank or other institutional accounts shall be closed. Physical assets owned by the Club shall be offered for sale at fair market value and sold at the highest bid. Any account balance or other funds held by the Club and any unsold property shall be donated to a nonprofit organization. No one previously affiliated with the Club shall realize any financial benefit from the dissolution of the Club nor the disposition of its assets.

ARTICLE 8: AMENDMENTS

Section 1: An amendment to this Constitution may be submitted by motion and in writing by any Member at a regular Club meeting, as defined in the Bylaws. If the motion is seconded and carried by the members present and voting, the vote for approval shall be conducted at the next regular meeting by written ballot as provided in the Bylaws. The amendment shall become immediately effective if approved by two-thirds of all ballots cast.

Section 2: The Secretary shall revise the permanent copy of the Constitution accordingly with the amendment clearly identified and distribute copies to Members as provided in the Bylaws.

BYLAWS OF THE LODI AMATEUR RADIO CLUB

Effective January 1, 2020

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Section 1: Adoption, Definitions

1. These Bylaws replace and supersede all previous versions of the Club's Bylaws as of the effective date stated herein.
2. The definitions of terminology stated in the Constitution shall apply to these Bylaws.

Section 2: New Members

1. A person who meets the eligibility standard for membership stated in the Constitution may be accepted as a new Member of the Club upon paying the appropriate dues and submitting an application in writing that includes the applicant's full name, postal address, telephone number, email ID, and FCC call sign and license class (if any). Except as may be otherwise provided herein, no other criteria shall be considered in determining the applicant's eligibility for membership.

Section 3: Types, Privileges, and Obligations of Membership

1. **REGULAR:** An individual who pays the required Regular dues and is otherwise eligible and accepted for membership shall be a Regular Member.

2. **FAMILY:** An individual who pays the required Family dues and is otherwise eligible and accepted for membership shall be a Family Member and the sponsor of others qualifying as his/her Family Members. Sponsored Members must meet the eligibility standard stated in the Constitution, must be related to the sponsor, and must provide the Secretary with the personal data required of a new member.

3. **STUDENT:** A person under the age of 25 years who is enrolled full time in any public or private school or college, and who is otherwise eligible and accepted for membership shall be a Student Member.

4. **LIFE:** A Member who has contributed exceptional service to the Club over an extended period may be nominated as a Life Member at a regular Club meeting. The proposed Life membership is then voted upon not sooner than the following regular Club meeting. Approval by two-thirds of the Members present and voting shall be required to elect a Life member. Life Members are exempt from the levy of annual dues. Life membership is permanent unless revoked as provided in these Bylaws.

5. **COMPLEMENTARY:** The Board may nominate an individual for Complementary membership if he/she is otherwise eligible as defined in the Constitution and will contribute to the Club a valued and necessary service. The proposed Complementary membership is then voted upon not sooner than the following regular Club meeting. Approval by two-thirds of the Members present and voting shall be required to elect a Complementary Member. Complementary Members are exempt from the levy of annual dues. Complementary membership shall expire when the Board determines that the Member has ceased to provide the qualifying service.

6. **PRIVILEGES.** All Members, regardless of membership type, are eligible to offer motions during meetings, to vote on any matter of Club business, to serve on committees, and to participate in Club activities.

7. **OBLIGATIONS.** Each Member must keep the Secretary informed of his/her current contact data, including postal address, email address, and telephone number. In all circumstances requiring the formal transmission of documents or information to a member, such transmission is deemed as received if it is provided via the contact data most recently supplied to the Secretary by the Member.

Section 4: Dues

1. Regular, Family, and Student memberships are valid for the calendar year and expire on December 31st of each year. Renewal dues are payable on the following January 1st. Dues may be paid in advance to maintain continuous membership.
2. The initial payment of dues at the annual rate by a new Member shall cover the balance of the current calendar year plus the following calendar year.
3. The amount of annual dues shall be: Regular \$20, Family \$25, Student \$10.

Section 5: Termination of Membership

1. A Regular, Family, or Student Member ceases to be a Member on January 1st of each year unless the appropriate dues for the new year have been paid. Membership is automatically reinstated and considered continuous if the renewal dues are paid by March 31st of the same year.
2. A former Member whose membership has lapsed due to non-payment of dues by March 31st of any year may be reinstated upon the payment of dues for the current year. A membership reinstated in that manner shall not be considered continuous.
3. Any person's membership may be temporarily revoked for cause at a regular or special Club meeting by declaration of the presiding officer with concurrence by a majority of the Board. The revocation becomes permanent if approved by a majority of the Members present and voting at the next regular meeting. A person whose membership is permanently revoked may not reapply for membership. If the revoked person has paid dues for the current year, such dues shall be refunded pro-rata.

Section 6: Qualification, Terms, and Duties of Officers

1. A person who has maintained Club membership for at least one year is eligible to be elected as an officer. The President and Vice President must be licensed radio amateurs.
2. The term of office for each officer shall be one calendar year.
3. The President may not serve more than two consecutive terms, except that if the office of the President is vacated prior to the completion of a full term, the Vice President may consecutively serve the balance of the vacated term plus up to two full terms as President if elected. This limitation may be waived during any year if approved by a majority of the Members present and voting during the election of officers for that year.

4. The President and Vice President may not simultaneously hold another office. One person may simultaneously hold the offices of Secretary and Treasurer if so nominated and elected.

5. The President shall preside over all meetings of the Club and the Board, ensuring that all Club activities, policies, and decisions comply with the Constitution and Bylaws.

6. The Vice President shall assume the duties of the President in all cases when the President is unable to do so. If the office of the President is permanently vacated for any reason, the Vice President shall automatically become President for the balance of the vacated term.

7. The Secretary shall:

- (a) Provide and process applications for membership.
- (b) Maintain the official roster of Club members.
- (c) Prepare and maintain attendance records at meetings.
- (d) Manage and maintain any documentation required for Club business.
- (e) Provide copies of the Constitution and Bylaws to each new Member upon joining and to all Members when either is revised.
- (f) Record the minutes of each regular or special Club meeting. Minutes shall be subject to approval at the next regular meeting by the Members present and voting. Copies of approved minutes shall be provided to all Members and permanently maintained by the Secretary in the Club's records.
- (g) Maintain an inventory of equipment owned by the Club, to include the description, make, and model (as appropriate) of each item, where it is permanently stored, and who is responsible for maintaining it. Said inventory shall be submitted in writing at the first Board meeting of each year, denoting any changes occurring in the inventory since the last annual report.

8. The Treasurer shall:

- (a) Maintain and be responsible for the Club's account at a bank or other financial institution as approved by the Board.
- (b) Receive and account for all funds paid to the Club from any source.
- (c) Pay all bills or other debts approved by the Board.
- (d) Provide a detailed report of income, expenses, and account balances at each Board meeting and regular Club meeting.
- (e) Submit the Club's financial records for audit or inspection during the first Board meeting of each year, whenever a new Treasurer is seated, and at any other time as requested by the Board.

Section 7: Removal of an Officer

1. An officer may be removed from office prior to the expiration of his/her term as follows: a Member may offer a motion for removal at a regular or special Club meeting. The motion is carried if seconded and approved by a majority of the Members present and voting. The Secretary or the presiding officer shall then cause a ballot for removal to be delivered to all Members as provided in these Bylaws. Removal is effective immediately if approved by a majority of all ballots cast at the next regular Club meeting.

2. An officer who fails to attend three consecutive scheduled meetings of the Club or the Board without informing the Secretary or another officer in advance that he/she will do so, or without otherwise communicating with the Club concerning his/her absence, shall automatically forfeit his/her office effective with the close of the third missed meeting.

Section 8: Vacancies

1. In the event that an officer other than the President does not serve his/her entire term of office for any reason, the President, with concurrence by a majority of the remaining Board members, shall appoint an eligible Member to serve the balance of the unexpired term.

2. If the Immediate Past President does not serve his/her entire term on the Board for any reason, the President may either leave the position vacant for the balance of the vacated term, or, with concurrence by the remaining Board members, appoint an alternate past president to serve the balance of the vacated term.

Section 9: Committees

1. The Club shall have the following standing committees:

- (a) A Technical Committee, responsible for the Club's radio equipment and related property, and all activities intended to support and enhance competence in amateur radio technology.
- (b) A Net Operations Committee, responsible for the conduct of the Club's radio nets, and consisting of the Club's net control station (NCS) operators. The committee's manager shall determine guidelines for net operations, recruit and train new NCS operators, and schedule their assignment to the nets.
- (c) A Media Committee, responsible for a Club website, if any, and for publicizing Club events among the amateur radio community and to the general public.

2. The President, with concurrence by the Board, may establish additional committees as needed for the efficient conduct of Club business or operations.

3. The President shall appoint the manager for each committee. Committee managers shall serve as non-voting members of the Board. Each committee manager shall appoint the members of his/her committee with concurrence by the Board.

4. The title, purpose, manager, and members of each new committee shall be announced during the regular Club meeting that immediately follows establishment of the committee. At subsequent Club meetings, each committee manager shall report on its status, activities, and progress since the last meeting.

5. The manager or member of a committee may be removed from the committee, and a committee other than a standing committee may be disestablished at the discretion of the President with concurrence by the Board.

Section 10: Meetings

1. Regular Club meetings shall be announced in advance to all Members and convened at a location and on a date and time that affords the majority of the membership a reasonable opportunity to attend. To the extent feasible, regular Club meetings shall be conducted monthly.

2. Club meetings shall be conducted according to Roberts Rules of Order.

3. In the absence of both the President and Vice President, the Secretary or the Treasurer may preside at a Club meeting.

4. Special Club meetings may be called by the President or by the Vice President in the President's absence. All Members shall be notified not less than forty-eight hours prior to the date, time, location, and purpose of the special meeting. A good faith effort shall be made to ensure that every Member actually receives the notification. The meeting shall be held at a location that affords the majority of Members a reasonable opportunity to attend. The business conducted at a special meeting shall be limited to that stated in the notification.

5. A quorum shall be required to conduct any Club meeting. During the first meeting of each calendar year, the Secretary shall announce the number of Members required for a quorum during the year, which shall consist of at least one current officer and one-third of the average attendance by Members at regular Club meetings in the previous year.

6. In the absence of the Secretary at any Club meeting, the presiding officer shall designate another Member to record the minutes.

7. The minutes of each Club meeting shall indicate the date and location of the meeting, the name and office of the presiding officer, and the name and office (if any) of the Member who recorded the minutes. The original copy of the minutes of all meetings shall be retained permanently in the Club's records.

8. The President shall schedule a Board meeting at least once per calendar quarter in order to plan and administer the business of the Club. The presiding officer shall summarize the proceedings of each Board meeting at the following regular Club meeting.

Section 11: Elections, Votes, Ballots

1. The Secretary shall ensure that each Member is provided a ballot on all matters requiring a written vote, in a manner and in sufficient time to ensure that all returned ballots are included in the official vote tally.

2. Written ballots may include those delivered and returned by postal mail, email, or by another means approved by the Board.

3. All written ballots shall be anonymous. The Board shall take any measures necessary to assure adequate confidentiality for postal or electronic ballots.

4. The counting of written ballots shall be carried out at a regular or special Club meeting by two Members who would not be personally affected by the outcome of the vote, with the final tally to be announced and certified by the presiding officer.

5. Unless otherwise stated, all matters subject to vote by written ballot shall be decided by a majority of all ballots cast.

6. Nominations for officers shall be scheduled and commence during a regular Club meeting not later than the last day of September in each year. A Member who is eligible to hold office as stated in these Bylaws may be nominated providing that he/she has indicated in advance a willingness to accept the nomination. Nominations shall continue and conclude during the subsequent regular club meeting, to be held not later than the last day of October.

7. After the close of nominations, a Member may offer a motion to elect any unopposed candidate by acclamation. If moved, seconded, and approved by voice vote among Members present and voting, the candidate shall be declared elected. If an office is contested by two or more duly nominated candidates, that office shall be decided by written ballot at the regular Club meeting that follows the close of nominations, to be held not later than the last day of November.

8. Newly elected officers shall commence their duties on the proximate first of January.

Section 12: Miscellaneous

1. The Club may acquire and maintain an amateur radio station Club license as permitted by FCC regulations. The Board shall designate the trustee for the Club's FCC station license, who shall be a member of the Technical Committee.

2. The Club may own and operate its own radio repeater(s) and related equipment, or enter into an agreement with a site owner for the Club's use of existing equipment. The Technical Committee shall be responsible for compliance with the terms of any such agreement, and for radio equipment or site maintenance tasks that are the Club's responsibility.

3. To the extent feasible, anyone intending to incur an expense on behalf of the Club for which reimbursement is expected shall first obtain advance authorization from the Board. If circumstances do not permit advance authorization, the expense may be reimbursed if it is clear that (a) it was not practical to request and receive approval in advance, and (b) the Board determines by majority vote that it would have authorized the expense.

Section 13: Revisions

1. A revision to these Bylaws may be submitted by motion and in writing by any Member at a regular or special Club meeting. If the motion is seconded and approved by the Members present and voting, the proposed revision shall immediately become effective on a temporary basis.

2. A written ballot to formally approve the revision shall be delivered to all Members as provided in these Bylaws. The temporary revision shall be voted upon at the next regular Club meeting and becomes permanent if approved by a majority of all ballots cast.

3. If the temporary revision fails to gain formal approval, it becomes void and any action resulting from its application is nullified.

4. Upon formal approval of the revision, the Secretary shall prepare a revised original copy of the Bylaws with the revision clearly identified, to be filed with the Club's permanent documents.