

Constitution of The Findlay Radio Club, Inc.

Article 1

Name

This Corporation shall be known as the Findlay Radio Club, Inc., a non-profit Corporation incorporated under the laws of the State of Ohio with “Articles of Incorporation on file with the Secretary of State as required by law

Article II

Purpose

The purposes of the club are to educate and train amateur radio operators, to provide technical and operational guidance, to furnish emergency and service communications, to operate and maintain an amateur radio station, and to promote programs and activities that enhance communications through amateur radio and develop technical skills.

Article III

Meetings of Members

Section 1—Annual Meetings

The annual meeting of members of this Corporation shall be held at the club quarters 1333 West Sandusky Street, Findlay, Ohio, on the first Thursday of December at 7:30 P.M. The officers for the next year shall be elected at this meeting.

Section 2—Special Meetings

Meetings of the voting members may be called by the following:

- a. The President, or in case of the President’s absence, the Vice-President
- b. The Board of Directors by action at a meeting
- c. By written request to the Secretary by at least ten voting members.

Section 3—Regular Meetings

Regularly scheduled meetings shall be the first and third Thursday of each month, unless there is a holiday conflict. In general, the first meeting of the month shall be a business meeting, and the second meeting of the month will be a program. Unless club members decide otherwise, the meetings will be at the club house, 1333 West Sandusky Street, Findlay, Ohio.

Section 4—proxy

No right of proxy shall exist; however, ballots (which are to be mailed to voting members 10 days prior to the election of officers) returned to the Secretary prior to the vote of the voting members shall constitute a vote in absentia. Such ballots shall be sealed and remain sealed until the vote of the voting membership in attendance has been received, when they shall be opened and counted.

Section 5—Quorum

At the meeting of the members, a minimum of seven full members shall constitute a quorum for the transaction of any business properly brought before the meeting.

Section 6—Notice of Meeting

Calls for special meetings shall specify the time, place, and purpose thereof. No business other than the specified business in the call shall be considered at any meeting. All voting members shall be notified in writing of the annual or special meetings at least ten days but no more than sixty days before the date of the meeting.

Article IV

Membership

Section 1—Classes

There are four classes of membership

- a. Full
- b. Affiliate
- c. Life
- d. Student

Section 2—Qualifications

Full membership shall be open to all amateur radio operators age eighteen or over licensed by The Federal Communications Commission or by any government which has reciprocal licensing agreement with the United States

Affiliate membership shall be open to non-amateurs eighteen or over who pay the required dues.

Life membership may be bestowed upon a full member upon written request to the board of Directors and approved by the members.

Student membership is available to anyone under the age of eighteen, with or without a license, who attends three meetings.

Section 3—Admission

Applicants, having attended three meetings, will be admitted to the Corporation upon written request to any duly elected officer or Director of the Corporation, upon approval of a majority of the voting members present at the meeting, and upon payment of the dues. Said application shall specify the class of membership applied for.

Section 4—Termination

Membership will normally run for a calendar year and may be terminated by the member upon written notification to the Secretary or other officer. No refund of dues upon such termination shall be made.

Any full member whose amateur radio license is terminated by official sanction of the FCC shall have their membership terminated. Any full member whose license expires shall revert to affiliate member.

Failure to pay promptly the prescribed amount of dues, uphold the rules and bylaws of this Corporation, or in violation of rules and regulations set down by any committee or authorized Group of this Corporation shall subject such member to suspension, termination, or other censure as recommended by a duly authorized committee by the President and approved by the Board of Directors.

Section 5—Rights and Obligations of Members

Full members shall be eligible to vote at any meeting of the membership; shall be eligible to become a Director of, or hold an office in, this Corporation; and shall have the right to enjoy all of the facilities of the Corporation, which are generally made available to the members.

Affiliate members shall have the right to vote at any meetings or be a Director or Officer and have only such limited use of the facilities of the Corporation as recommended by the Directors and approved by the full members.

Life members shall have the same right and responsibilities as full members.

Student members' privileges shall be determined by the policies set by the Directors and approved by the voting members.

Upon written application to the President any voting member may examine the books of the Corporation at any reasonable time if the President deems that the voting member has a reasonable and proper purpose.

All members are to maintain the high standards of this Corporation and participate in its functions for pleasure and mutual enjoyment and not for profit.

No member shall have ownership rights, as an individual, in the property of the Corporation or personally obtain economic benefits therefrom.

Article V

Board of Directors

Section 1—Function

The function of the Directors shall be to formulate policy and rules for the care and development of the property, for the expenditure of funds, and for the Direction of activities for the club. Action of the Directors shall be subject to the approval of the full members and life members at a regular meeting.

Section 2—Number of Members

There shall be seven Directors. They shall be the officers (President, Vice-President, Treasurer, Secretary) plus three other elected Directors.

Section 3—Ex-Officio

The Past-President shall serve as an ex-officio member on the Board.

Section 4—Requirements

Directors must be full or life members, and they must be at least eighteen years of age.

Section 5—Term of Office

The elected Directors, who are non-officers, shall be elected at the first regular meeting in June, shall serve from July through June, and shall be a member for one year.

Section 6—Vacancies on the Board of Directors

Whenever a vacancy occurs in the membership of the Directors, the remaining Directors shall have the power (subject to ratification of the full and life members at a regular meeting) to select a full or life member of the Corporation to serve the unexpired term of the vacancy.

Article VI

Officers

Section 1—President

The President shall be the chief executive officer of the Corporation. The President shall preside at regular meetings, special meetings, the Annual Meeting, and shall also be the presiding officer at the meetings of the Board of Directors. The President shall be, ex-officio, a member of all committees except the nominating committee. The President shall perform such other duties from time to time as assigned to him or her by the Board. The President cannot serve more than two consecutive terms in a five-year period.

Section 2—Vice-President

In case of the absence of the President, the duties of that office shall be performed by the Vice-President. The Vice-President shall also have such power to perform such duties as may be assigned to him or her by the Board of Directors or the President.

Section 3—Secretary

The Secretary shall keep the minutes of all proceedings of the following: Regular membership meetings, Special meetings, Annual Meeting, and the Board of Directors meetings. The Secretary shall have custody of such books and papers as the President and/or Board of Directors may direct. Other duties may be assigned to the Secretary by the President of the Board of Directors.

Section 4—Treasurer

The Treasurer shall have the custody of all the receipts, disbursements, funds, and securities of the Corporation and shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors and the President. The Treasurer shall perform other duties assigned by the President.

Section 5—Term of Office

Officers shall be elected at the Annual Meeting and assume the elected office at the conclusion of the Annual Meeting.

Section 6—Officer Vacancy

If an officer vacancy occurs, the Board of Directors shall have the power (subject to ratification of the full and life members at a regular meeting) to select a successor.

Section 7—Requirements to be an officer

He or she must be a full or life member, be at least eighteen years of age, and be a member of the club for at least one year.

Article VII

Notice

Whenever, according to the Constitution, a notice shall be required to be given to any member, it shall be construed to mean personal notice, but such notice may be given in printed form by depositing the same in a Post Office in Ohio, post paid, addressed to such member at his or her address as it appears on the books of the Corporation or said notice may be transmitted electronically. The time when such notice is sent shall be deemed the time of giving notice.

Article VIII

Fiscal Year

The fiscal year of the Corporation shall be a calendar year.

Article IX

Interpretations and Amendment

Section 1—Interpretation

The Board of Directors shall have full power and authority to interpret this constitution, and its decision on all questions shall be final, binding, and conclusive.

Section 2—Amendments

This Constitution, or any paragraph or section thereof, may be amended or repealed in whole or in part by a two-thirds vote of the voting members. Absentee ballots are allowed. All voting member shall be notified in writing of the intent to amend the Constitution at least ten days prior to a vote on such amendment by the full and life members.

Article X

Dues

Section 1—When Payable

Dues shall be payable on a calendar year and are due at the first regular meeting in January. Dues, paid annually, are not refundable in the event of a membership termination during the year.

Dues shall not be required of a life member.

In the case of a person who becomes a member after January, the amount of dues shall be prorated based on the number of months left in the calendar year.

Section 2—Amount

The amount of dues shall be determined by a majority vote of full and life members at any meeting.

Section 3-Sanctions

Any misdemeanor or felony offense (as defined by Ohio law or the Federal Communications Commission) by a club member committed on club property or at a club sponsored activity shall be grounds for dismissal from the club upon recommendation from the Board of Directors and approved by a majority vote of the voting members present at a club meeting.

Section 4—Military Service

Members of the armed services on active duty may retain membership in good standing without payment of dues for the duration of their active military service.

Article XI

Committees

The standing committees of this Corporation shall be the following:

Section 1—Standing Committees

- a. Education
- b. Hamfest
- c. Membership
- d. Program Activities
- e. Property
- f. Emergency Communications

Section 2—Chairperson of Membership Committees

The chairpersons of all standing committees shall be appointed by the President. The members of each of these committees shall be selected by its chairperson.

Section 3—Duties of Standing Committees

- a. **Education.** It is the duty of the Education Committee to offer classes to enable members (and other interested people in the community) to learn the theory and code requirements to pass the FCC test for the different classes of amateur radio licenses. They may also provide educational programs on topics of interest.
- b. **Hamfest.** It is the duty of the Hamfest Committee to organize and conduct the annual hamfest.
- c. **Membership.** The Membership Committee shall be responsible for maintaining the current membership records of all members.
- d. **Program Activities.** It is the duty of the Program Activities Committee to provide for a program (or organized activity as needed) for the second meeting of the month (the third Thursday) unless there is a holiday conflict.
- e. **Property Committee.** The Property Committee will be responsible for the maintenance and supervision of club owned property. They will recommend to the Board of Directors, at budget planning time, property items and costs that should be built in the next year's budget.
- f. **Emergency Communications.** Emergency Communications is the disaster and service communications arm of the club. The committee chair shall be the person appointed as the Emergency Coordinator, with approval of the club membership. In the event of a declared emergency by local, state, or federal agencies, the Emergency Communications chair will have priority use of the club's facilities and equipment. The annual Field Day will be a function of this committee.

Section 4—Special Committees

The President may appoint special committees as the need arises, e.g. Nominating, Audit, Special Events, Awards, Contests, Antenna, etc.

Article XII

Expense Authorization

Section 1—Budget Expenditures

The annual budget will be prepared by the board of Directors, and they will secure input as needed from committee chairpersons. The budget will be submitted by the Directors to the voting members in February for their approval. The annual budget will run from February until January. A record of the approved authorizations will be made in the minutes.

Section 2—Special Expenditures

The President and/or Treasurer of the Corporation shall be empowered to authorize special expenditures between meetings of the members, in an amount to be determined by the members, for each standing committee, provided such authorization is reported at the next meeting of the members. The voting members, by a simple majority vote, may refuse to accept an authorization report and thereby prohibit the officer from further authorizations as provided in this Article, but no such refusal shall invalidate prior authorizations.

Section 3—Reimbursements

Reimbursements for personal expenditures made by a member on behalf of the Corporation will be made by the Treasurer only if the expenditure has been properly authorized. When a member desires reimbursement for such an expenditure, the bill for the expenditure shall be submitted within thirty days of the date of the expenditure.

Article XIII

Miscellaneous

Section 1—Parliamentary Authority

Any condition which may arise which is not covered by any public laws, by the Articles of Incorporation, by this Constitution, or by any valid rules adopted by the members shall be handled in accordance with Roberts Rules of Order (Revised and last version).

Section 2—Compensation

No Officer, Director, or member shall be entitled to receive any compensation from this corporation solely because of their being an Officer, Director, or member, but such member may receive compensation for services to the corporation in some other capacity.

Section 3—Seal

This Corporation shall not require the use of such a seal in any of its transactions.

Section 4—Station License Trustee

The Corporation shall elect from the members a licensed amateur operator who shall act as Trustee for any station license issued to the Corporation pursuant to the Rules and Regulations promulgated by the Federal Communications Commission.

Section 5—Limitations of Responsibility

The Corporation shall assume to responsibility, whether expressed or implied, for the acts of members, guests, or any other person or persons or for injuries or damages suffered on club property or at any club activity.

Any new member shall, as a condition of membership, read the Constitution and Agree to its stipulations.

Section 6—Dissolution of the Club

In the event that this Corporation is dissolved, the property shall be disposed of, and the proceeds shall be donated to a charitable organization in such manner that no member, or former member, shall receive any monetary gain or benefit therefrom.

Section 7—Discrimination

No person shall be denied membership the Findlay Radio Club because of race, age, sex, national origin, religion or handicap.

Section 8—Gender Reference

Anytime the words “he” or “Chairman” are used in this Constitution, it is understood to be a non-gender reference. It could read “she,” “chairwoman,” “chairperson,” etc.

This Constitution and By-Laws was amended at the December 2019 regular business meeting, in full compliance with the previous constitutional requirements.