

**Oro Valley Amateur Radio Club, Inc.  
an Arizona Non-Profit Corporation**

**Constitution and Bylaws  
As Amended and Adopted by the Membership on April 18, 2014**

**Preamble**

We, the Members, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves as the Oro Valley Amateur Radio Club (OVARC), Oro Valley, Arizona, and enact this Amended Constitution and Bylaws as our governing document.

It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, individual operating efficiency, and to conduct club programs and activities to advance the general interest and welfare of Amateur Radio in the community.

**Article I – General**

1. Location. The principal office for the Oro Valley Amateur Radio Club (OVARC) shall be at a location as may, from time to time, be modified at the discretion of the Board of Directors. The current location of the principal place of business shall be disclosed in the Annual Report on file with the Arizona Corporation Commission.
2. Seals. The official Club Seal is hereby abolished. However, a Seal or Seals may, from time to time, be adopted or modified at the discretion of the Board of Directors.
3. Fiscal Year. The fiscal year for OVARC shall end on December 31 of each calendar year. The Annual Meeting of members shall be held within 120 days from the beginning of the fiscal year.

**Article II - Membership**

Any individual interested in and promoting Amateur Radio communications shall be eligible for membership. Membership shall be by application upon such terms as may, from time to time, be modified in the discretion of the Board of Directors.

## **1. Membership**

Full membership is open to any licensed Amateur Radio Operator. Full membership includes all club privileges, as well the right to run for a Board position and to vote at any meeting of the Membership. A non-licensed person may be a member of OVARC but shall not be entitled to vote. The term of membership shall be one calendar year.

## **2. Application**

Application for membership shall be on a signed application form. This form may be submitted in person to an OVARC director or officer, or by regular mail, email, fax or other electronic method to OVARC.

## **3. Felons and Fugitives**

OVARC prohibits from membership any felons, fugitive from justice, or a person with an FCC revoked Amateur Radio License.

## **4. Non-Discrimination**

Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be generally considered biased or prejudicial.

# **Article III - Officers and Directors**

## **1. Officers**

The officers of the OVARC shall be President, Vice-President, Secretary, and Treasurer. All officers must be full members of the Club and officers are also directors. The officers of the Club shall be elected from time to time by the directors following each annual meeting. There is no term for an officer appointment and the Board may replace officers whenever they see fit.

## **2. Directors**

Directors shall be full members of the OVARC. The Board of Directors shall be comprised of a minimum of five members, but not more than nine members. Each year prior to the annual meeting the directors shall determine the number of members to be elected as directors.

### **3. Election and Term of Office**

The Directors shall be elected at the Annual Meeting of Members. The term of office shall be for two years. Terms shall be staggered so that all the terms do not expire at the same time.

Beginning with the annual meeting in 2012, a minority of the directors shall be elected for a term of one year and a majority shall be elected for a term of two years.

Thereafter, the directors whose terms expire shall be elected for a term of two years. Elected directors will assume their office immediately following their election at the Annual Meeting.

### **4. Nominations**

The President will solicit nominations from the current OVARC members at least one month prior to the Annual Meeting when directors are to be elected. Nominations will be closed one week prior to the Annual Meeting. As soon as nominations are closed, the final list of nominees will be published and made available to all club members by email and published on the Club website.

### **5. Voting**

Membership.

Voting at the Annual Meeting of Members for the election of the Board shall be conducted by secret ballot. An absentee ballot for voting at the Annual Meeting may be utilized. The Board is empowered to establish procedures for absentee voting. Said procedures shall be discretionary with the Board and not subject to challenge.

In the case of an unopposed slate the President may make a motion that the slate be accepted as presented and approved by consent of the members present with no formal vote being necessary.

In all other matters coming before the Membership, a voice vote may be taken. In such matters, voting may take place by Proxy by the presentation of a formal proxy, in a form approved by the Board, prior to any vote taken. The appointee by proxy may vote for the Member in that member's absence. A Member present by Proxy shall be the same as if the Member were actually present at a Meeting for the purpose of establishing a quorum.

All Proxies must be in a form approved by the Board of Directors.

## Voting by Board Members at Board Meetings.

In all matters coming before the Board of Directors, a voice vote may be taken. If a Board Member is absent from a Board Meeting, voting at said meeting may take place by Proxy by the presentation of a formal proxy to the Secretary prior to any vote taken. The appointee by proxy may vote for the Board Member in that members stead as if the Board Member were personally present. A Board Member present by Proxy shall be the same as if the Board Member were actually present at a Board Meeting for the purpose of establishing a quorum.

All Proxies must be in a form approved by the Board of Directors.

## 6. **Vacancies**

Vacancies occurring for any reason between elections shall be filled by an appointment by the President, with the approval by a majority vote of the remaining Directors, and announced at the first meeting following the appointment. The individual appointed shall serve out the remainder of the vacating Director's remaining term. Notwithstanding the above, the President shall not fill a vacancy by creating a board position that was not previously filled by an elected vacating Director.

## 7. **Eligibility**

In order to be elected to an office an individual must be a full member in good standing of OVARC for at least one year and hold a valid Amateur Radio license. This individual must not be a current officer or board member for any other Amateur Radio club or Amateur Radio organization or have been an officer or board member for said clubs or organizations during the twenty four months preceding an OVARC Board election.

## 8. **Resignation, Termination and Absences**

Any officer or director may resign his or her position in writing to the Secretary, at which time all records and assets of the Club in their possession will be turned over promptly to the President or Vice President.

A Director may be removed from office, with or without cause, following an affirmative two-thirds (66.6 percent) vote of the Members present at any regular Monthly Club Meeting or at a Special Members Meeting called for that purpose.

#### **9. Removal of Officers by Directors**

Officers may be removed, or their positions reassigned, with or without cause, following the affirmative vote of a majority of Directors present at a Meeting of the Board of Directors.

#### **10. Removal of Member**

In the event a Member is disruptive or pursues a course of conduct that the Board deems detrimental to the Club; and following a good faith attempt to resolve the issue by the Board, the matter of expulsion shall be brought to the Membership at a Special Meeting called for that purpose, which meeting may be combined with a regular meeting. Only upon a two-thirds (66.6 percent) affirmative vote of Members present at said Meeting may the Member be expelled.

### **Article IV - Duties of Officers**

#### **1. President**

The President shall be the chief executive officer of the Club and shall preside at all meetings, and conduct them according to the rules adopted. He or she shall enforce due observance of this Constitution and Bylaws; decide all questions of order; sign all official documents adopted by the Club, and perform all other duties pertaining to the office of President. At the expiration of his or her term he or she shall turn over promptly all items belonging to the Club to his or her successor.

#### **2. Vice President**

The Vice-President shall assume all the duties of the President in his or her absence. In addition, he or she shall organize Club activities, plan and recommend contests for operating benefits, and advance Club interest and activity as approved by the Club. He or she shall maintain close liaison with the Amateur Radio Relay League (ARRL) Section Emergency Coordinator to further Club participation in the Amateur Radio Emergency Service (ARES). At the expiration of his or her term he or she shall turn over promptly all items belonging to the club to his or her successor.

#### **3. Secretary**

The Secretary shall keep a written record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read communications at each meeting, and send notices to each member. At the expiration of his or her term he or she shall turn over promptly all items belonging to the club to his or her successor.

It shall be the duty of the Secretary to keep the Constitution and Bylaws of the OVARC and have the same with him or her at every meeting. The Secretary shall note all amendments, changes and additions on the Constitution and Bylaws and shall permit it to be consulted by members upon request.

The Secretary shall be responsible for providing a copy of IRS Form 1023 and any annual statements, and any other information required by statute or regulation, to any person requesting a copy.

The Secretary shall also be responsible for the safe keeping of the Corporate Seal, if any.

#### **4. Treasurer**

The Treasurer shall receive and account for all monies paid to the Club; keep an accurate account of all monies received and expended; pay no bills without documentation and proper authorization (by the Club or its officers constituting a business committee). At the end of each quarter he or she shall submit an itemized statement of disbursements and receipts. At the expiration of his or her term he or she shall turn over promptly all items belonging to the club to his or her successor.

The Treasurer shall also be responsible for preparing any statements for filings required the Arizona Department of Revenue or Corporation Commission, along with any statements or filings required by the Internal Revenue Service, including Federal income tax returns.

### **Article V – Compensation**

No compensation, directly or indirectly, shall be paid to any officer, director, or committee member for their services to the Club. Officers, directors, committee members may, however, be reimbursed for any actual expenses incurred in connection with their duties as such, provided the expenses are supported with a written receipt.

The Club is not organized for the purpose of gaining pecuniary profit. No part of the net earnings of the Club, if any, shall inure to the benefit of any member, officer, director, or any other person.

## **Article VI – General Powers**

Consistent with Arizona Revised Statutes Sec. 10-3302, and without limiting the generality, to the extent authorized by the directors and in accordance with the provisions of the Constitution and Bylaws, the Club shall be empowered:

1. To develop, construct, purchase, lease, own, improve, maintain, operate and hold real and personal property of every kind and description; to sell, convey, and lease such property and to mortgage, assign and pledge or otherwise encumber such property.
2. To maintain deposit and savings accounts at financial institutions; to borrow money, and to issue notes and other evidences of indebtedness in furtherance of any or all of the objects and purposes of the Club and to secure the same by mortgage, trust, deed, pledge or other lien on or security interest in property of the Club.
3. To enter into, perform and carry out leases and contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the objects and purposes of the Club.
4. To procure all types and kinds of insurance as shall be deemed to be in the best interests of the Club.
5. To do and perform, in general, such acts and things and to transact such business in connection with the foregoing objects and purposes as may be necessary and required.
6. To transact any and all lawful business for which the Club may be incorporated under the laws of the State of Arizona, and not prohibited by the Constitution and Bylaws and the Articles of Incorporation.

A member of the Club is not personally liable for the acts, debts, liabilities or obligations of the Club, in accordance with Arizona Revised Statutes Sec. 10-3612.

## **Article VII - Meetings**

The Constitution and Bylaws shall provide for annual, regular and special meetings. At meetings, a minimum of one-third (33.3 percent) of the membership, or ten members, whichever is less, shall constitute a quorum for the transaction of business.

Robert's Rules of Order shall govern all proceedings.

Annual meetings are held at the beginning of each year and may be concurrent with a regular or special meeting.

Regular meetings are to be held each calendar month at a time and place designated by the Board of Directors. Special meetings of the Membership may be called by the President, or upon the written request of any five full members. Notices shall be posted on the Club website and sent by email to members concerning special meetings and the business to be transacted. Only such business as designated in the notice shall be transacted at a special meeting. Such notices shall be posted and sent not less than 24 hours prior to the meeting.

### **Article VIII – Dues, Fees and Assessments**

The Club, by majority vote of those present at any regular meeting, may levy upon the general membership such assessments as deemed necessary for the operation of the Club. Non-payment of such assessments shall be cause for expulsion from the Club, within the discretion of the membership.

Annual Club dues shall be for the purpose of providing funds for expenses. Dues for each year shall be set by the Board of Directors.

Membership dues are payable on January 1 of each year. Any member who has not paid their dues by February 15 will be considered inactive and removed from the membership roster. Inactive members shall not hold office and have no voting privileges.

Termination of membership, either by resignation or expulsion, will not warrant a refund or proration of dues and fees already paid.

### **Article IX -- Membership Assistance**

The Club, through designated interference, public relations, and operating committees will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiation from Club member maintained radio stations. The Club shall also maintain a program to foster and guide public relations.

### **Article X - Club Call Sign**

The President shall be the Trustee of the Club Call sign. However, the President, in his or her discretion, may assign trusteeship of the Club call sign. The Trustee shall:

- a. Be a full member of the Club in good standing;

- b. Hold a valid Amateur Extra class license;
- c. Never had his or her Amateur Radio License revoked or sanctioned at any time.

## **Article XI - Dissolution of the Club**

### **1. Termination of Operations**

In the event that the Board of Directors votes that the Club should be dissolved the motion for dissolution must receive more than a ninety (90) percent vote of the full membership to pass, and the dissolution shall comply with Arizona Revised Statutes.

### **2. Disposition of Assets**

The Board of Directors shall handle the disposition and disbursement of all assets of the Club. No member or group of members shall receive benefit from the disposition or disbursement of assets.

All equipment will be sold or donated to a 501(c)(3) nonprofit Amateur Radio organization or organizations, or otherwise in accordance with Department of Treasury guidelines concerning non-profit organizations. The net proceeds of any equipment sold will be donated only to said 501(c)(3) or other Department of Treasury approved nonprofit organization(s).

All remaining Club funds will be donated to a 501(c)(3) nonprofit Amateur Radio organization, or otherwise in accordance with Department of Treasury guidelines and regulations concerning non-profit organizations.

## **Article XII - Amendments**

This Constitution or Bylaws may be amended by a two-thirds (66.6 percent) affirmative vote of the members present at the meeting. Proposals for amendments shall be submitted in writing at a regular Meeting and provided to all members (having supplied email addresses) of the intent to amend the Constitution and Bylaws at the meeting. Proposed changes shall also be posted to the Club's website.

## **Article XIII - Interference Committee**

The Board of Directors, may from time to time, appoint an Interference Committee. This committee shall consist of at least three members appointed by the Board. The committee shall direct the investigation, invite proper inquires, establish technical

facts and testimony and report its results to the membership at a regular or special meeting of members.

This Amended Constitution and Bylaws was adopted by the Members of the Oro Valley Amateur Radio Club, Inc. on April 18, 2014.

Approved:

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Bob Molczan, KA7VPR  
President

Witness:

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Howard A. Chorost, KC7AC  
Secretary