

CONSTITUTION & BYLAWS
of
The LEHIGH VALLEY AMATEUR
RADIO CLUB INC.

CONSTITUTION

ARTICLE I

Name

Section 1. The name of our corporation shall be the Lehigh Valley Amateur Radio Club Incorporation. Our corporation commences its corporate existence as the Lehigh Valley Amateur Radio Club as a non-profit corporation when its Articles of Incorporation was approved by the Secretary of State of Pennsylvania June 22, 1956.

PROPOSED

Section 1. The name of our corporation shall be the Lehigh Valley Amateur Radio Club Incorporation, a non-profit entity, which commenced on June 22, 1956 when its Articles of Incorporation was approved by the Secretary of State of Pennsylvania.

ARTICLE II

Purposes

Section 1. The purpose of this organization shall be to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur radio; to educate the public in the benefits of amateur radio; to provide technical training classes for interested individuals; to support local charitable and beneficial organizations with their communications needs; to facilitate the exchange of information and general cooperation between members through technical forums; to promote radio knowledge, fraternalism and individual operating proficiency through regular monthly programs; to participate in emergency management nets, drills and real world events; and to so conduct club programs and activities as to advance the general interest, education and welfare of amateur radio in the greater Lehigh Valley area.

PROPOSED

Section 1. The purpose of this organization is to secure for ourselves the pleasures and benefits of fellowship with persons interested in amateur radio; to

educate the public as to the benefits of amateur radio; to provide technical training classes for interested individuals; to support local charitable and beneficial organizations with their communications needs; to facilitate the exchange of information and general cooperation between members through technical forums; to promote radio knowledge, fraternalism and individual operating proficiency through regular monthly programs; to participate in emergency management nets, drills and real world events; and to so conduct club programs and activities as to advance the general interest, education and welfare of amateur radio in the greater Lehigh Valley area.

ARTICLE III

Membership

Section 1. This corporation shall not have capital stock, nor compensation for officers, but admit applicants to membership in the corporation upon such uniform conditions as may be prescribed in its Bylaws.

Section 2. Petition for membership is to be made from the floor of a regular meeting by an active member in behalf of the interested party or guest. Approval shall be by majority vote on the petition or motion and membership shall be granted upon payment of dues.

PROPOSED

Section 2. Petition for membership is to be made from the floor of a regular meeting by an active member on behalf of the interested party or guest. Approval shall be by majority vote on the petition or motion and membership shall be granted upon payment of dues.

Section 3. Voting. The voting rights of the members of the Association shall be equal and no member shall have more than one vote upon each matter submitted to a vote at a regular meeting of the members. Only those holding memberships shall vote.

PROPOSED

Section 3. Voting. The voting rights of the members of the Association shall be equal and no member shall have more than one vote upon each matter submitted to a vote at a regular meeting of the members. Only those holding active memberships shall vote.

Section 4. Duration of membership Membership in this association may be terminated by death, voluntary withdrawal or as otherwise herein provided, in these bylaws. All rights, privileges, and interest of a member shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.

Section 5. Suspension and expulsion. For cause and upon reasonable notice, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws or any lawful rule or practice duly adopted by this organization, or any other conduct prejudicial to its interests. Suspension or expulsion shall be by majority vote of the board of governors.

Section 6. Property rights and Interests. The property rights and interests of each member in the Association shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the Association. But, in determining property rights and interests, all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded and, upon dissolution the equity interests of members and patrons shall be determined as provided in the bylaws. New members admitted to membership shall be entitled to share in the property of the Association in accordance with the foregoing general rule.

ARTICLE IV

DUES

Section 1. The annual dues for each member shall be determined by the Board of Governors.

PROPOSED

Section 1. The annual dues for each member shall be determined by the Board of Governors and noted in an attachment to this document.

Section 2. Members who fail to renew their dues within sixty (60) days shall, without further notice, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Section 3. All memberships will begin January 1st and end on December 31st of each its year.

ARTICLE V

MEETINGS

Section 1. General Meetings. The regular monthly meetings of this club shall be held on the first Tuesday of each calendar month unless otherwise specified (the frequency, time and place of regular meetings shall be as specified by the Board of Governors).

PROPOSED

Section 1. General Meetings. The regular monthly meetings of this club shall be held on the first Tuesday of each calendar month unless otherwise specified by the Board of Governors.

Section 2. Annual Meeting The December meeting shall be known as the annual meeting, at which time the election by ballots for the officers and the Board of Governors shall be taken.

PROPOSED

Section 2. Annual Meeting The December General Meeting shall be known as the annual meeting, at which time the election by ballots for the officers and the Board of Governors shall be taken.

Section 3. Special. Special meetings may be called by the President or the Board of Governors, or shall be called by the President upon the written request of one third of the members of the Association. Notice of any special meeting shall be sent via e-mail or announced on the RACES/ARES/LVARC Net, at least fifteen (15) days in advance, with a statement of time, place and information as to the subjects or subjects to be considered.

PROPOSED

Section 3. Special. Special meetings may be called by the President or the Board of Governors, or shall be called by the President upon the written request of one third of the members of the Association. Notice of any special meeting shall be sent via e-mail or announced on the Club Net, at least fifteen (15) days in advance, with a statement of time, place and information regarding the subjects to be considered.

Section 4: Quorum. The membership present at any meeting of the Association shall constitute a quorum; however, in case there are less than ten (10), the presiding officer will adjourn the meeting until a quorum is present.

PROPOSED

Section 4. Quorum. The presence of ten (10) active members shall constitute a quorum for holding a general, special or annual meeting.

Section 5. The order of business at meeting shall be as follows:

PROPOSED

Section 5. The order of business at meetings shall be as follows:

1. Call of meeting to order
2. Pledge to the flag.
3. Reading and approval of minutes of previous meeting or verbal approval of minutes printed in the newsletter or posted on the club's web site.
4. Reports of officers and staff.
5. Reports of committees. (Standing or Special).

6. Old Business
7. Unfinished business.
8. New business.
9. Nominations (October)
10. Election of officers (December)
11. Adjournment

Section 6. The order of business may be altered or suspended at any regular meeting by a majority vote of the members present or when not appropriate for a specific meeting.

ARTICLE VI

BOARD OF GOVERNORS

Section 1. At the annual general meeting (December) there shall be elected by ballot, President, Vice-President, Secretary, Treasurer. In addition there shall be a Board of Governors consisting of five (5) elected active members. Any officer shall be eligible for re-election. Board of Governors shall continue in office until their successors shall be duly elected and qualified. The past President will remain on the Board for one year.

PROPOSED

Section 1. At the annual meeting there shall be elected by ballot, President, Vice-President, Secretary, Treasurer and a Board of Governors consisting of five (5) active members. Any officer shall be eligible for re-election. Board of Governors shall continue in office until their successors shall be duly elected and qualified. The past President will remain on the Board for one year.

Section 2. The Officers and the Board of Governors of this club shall be elected for a term of one year. Only one elected or appointed officer's position can be held by one person.

Section 3. Combination of the Secretary and Treasurer office may be combined by recommendation of the Board of Governors with approval of the general body.

Section 4. Vacancies occurring between elections shall be filled by appointment by the Board of Governors.

Section 5. Officers may be removed by a three-fourths vote of the general membership at any regular or special meeting provided written notice of such intention has been mailed to all active members at least one week prior to that meeting.

Section 6. All officers and members of the Board of Governors must hold an amateur license higher than novice class and, in addition must be 18 years of age or older and meet requirements stated in Article I of the Bylaws.

PROPOSED

Section 6. To be nominated, all officers and members of the Board of Governors must hold an amateur license higher than novice class; must be 18 years of age or older; must meet requirements stated in Article I of the Bylaws; must have attended at least one meeting per calendar quarter for the preceding twelve months or at least six meetings total for the current membership year.

Section 7. Nominations for the offices of President, Vice-President, Secretary, and Treasurer shall be called for at the October and November regular meeting. Nominations for the Board of Governors shall also be made at the meeting. Members may be nominated for more than one office, but may run for only one office on the ballot. All nominees must confirm and accept their nominations in person or by e-mail to the club Secretary by November 15th. Failure to accept the nomination will remove the candidates name from the ballot.

PROPOSED

Section 7. Nominations for the offices of President, Vice-President, Secretary, Treasurer and Board of Governors shall be called for at the October and November regular meeting. Members may be nominated for more than one office, but may run for only one office on the ballot. All nominees must confirm and accept their nominations through the club Secretary by November 15th. Failure to accept the nomination will result in the removal of the candidates name from the ballot.

ARTICLE VII

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

BYLAWS

ARTICLE I

MEMBERSHIP

Section 1. Qualifications. Any person, who pays such membership fees and meets such other uniform conditions as may be prescribed by the Board of Governors, may become a member of this association.

- A. All persons interested in amateur radio shall be eligible for membership.
- B. An amateur is an individual interested in radio techniques solely with a personal aim and without pecuniary interest.
- C. To be an associate member, one must be current of dues and have been voted into the club by majority vote at time of membership application. Associate members need not hold an amateur license.
- D. To be an active member, one must be current of dues and have been voted into the active membership by majority vote after attending no less than two club meetings within any 12-month period after acceptance as an associate member. Active members must hold a valid amateur license issued by the FCC.

PROPOSED

- D. To be an active member, one must be current of dues and have been voted into active membership by majority vote after attending no less than two club meetings within any 12-month period after acceptance as an associate member. Active members must hold a valid amateur license issued by the FCC.*
- E. Only an active member may present motions, hold office, or vote in the club.
- F. Life membership shall be any person who pays such membership fee as may be prescribed the Board of Governors.

PROPOSED

- F. Life membership shall be granted to any person who pays such membership fee as may be prescribed by the Board of Governors and listed as an attachment to these bylaws.*
- G. Honorary membership shall be conferred upon those who have contributed to the Association by a method of improvement or involvement and recommend and approved by the Board of Governors.

PROPOSED

- G. Honorary membership shall be conferred upon those who have contributed to the Association by a method of improvement or involvement. Honorary Membership must be recommended and approved by the Board of Governors.*

ARTICLE II

BOARD OF GOVERNORS

Section 1. Scope. The Board of Governors shall have supervision and control of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its objects, and shall have discretion in the disbursement of its funds.

PROPOSED

Section 1. Scope. The Board of Governors shall have supervision and control of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its objectives, and shall have discretion in the disbursement of its funds.

Section 2. Function. All corporation agreements, contracts, drafts, bonds, bills of exchange notes, and orders of payment of monies, shall unless otherwise required by law or permitted by the Bylaws be approved by the Board of Governors.

PROPOSED

Section 2. Function. All corporation agreements, contracts, drafts, bonds, bills of exchange, notes, and orders of payment of monies, shall, unless otherwise required by law or permitted by the Bylaws, be approved by the Board of Governors. However, payments specifically listed in attachment A shall not require prior Board approval.

Section 3. Members. The President, Vice President, Secretary/Treasurer and, also the Past President for one year only, shall be members ex-officio of the Board of Governors, with the right to vote.

PROPOSED

Section 3. Members. The President, Vice President, Secretary, Treasurer and the Past President for one year only, shall be members ex-officio of the Board of Governors, with the right to vote.

Section 4. Meetings. The Board of Governors shall meet quarterly and upon the request of either the membership or an officer of the club.

PROPOSED

Section 4. Meetings. The Board of Governors shall meet quarterly and upon the request of either the membership or an officer of the club. The first quarterly meeting shall be in-person. The remaining three may use alternate meeting arrangements.

Section 5. Approval. Any action taken by the Board of Governors shall be subject to the approval by the majority of members at the regular meeting. In the event that any action taken by the Board of Governors is to be questioned, such action may be brought to the floor at the regular meeting for discussion and voted on the action.

PROPOSED

Section 5. Approval. Delete this section in toto and renumber.

Section 6. Quorum. A majority of the Board of Governors shall constitute a quorum at any meeting of the Board of Governors. Any less number may adjourn from time to time until a quorum be present.

PROPOSED

Section 6. Quorum. A majority of the Board of Governors shall constitute a quorum, and, if not attained, the meeting must be adjourned until a quorum be present.

Section 7. Bonds and Insurance. The Board of Governors shall require as deemed necessary the Treasurer and all other officers charged by the Association with responsibility for the custody of any of its funds or property to give adequate bonds. The Board of Governors shall provide for the adequate insurance of the property of the Association, or property that may be in the possession of the Association, or stored by it, and not otherwise adequately insured, and in addition, adequate insurance covering liability.

PROPOSED

Section 7. Bonds and Insurance. The Board of Governors shall require as deemed necessary the Treasurer and all other officers charged by the Association with responsibility for the custody of any of its funds or property to give adequate bonds. The Board of Governors shall provide for the adequate insurance of the property of the Association, or property that may be in the possession of the Association, or stored by it, and not otherwise adequately insured. In addition, adequate liability insurance shall be maintained.

ARTICLE III

DUTIES

Section 1. The President shall preside at all meetings of this club, and shall conduct the meetings according to the rules adopted; he shall enforce due observance of this Constitution and the Bylaws; decide all questions of order; and perform all customary duties pertaining to the Office of President. The President shall act as the Chairman at the Meetings of the Board of Governors. The President shall only vote to break a tie.

Section 2. The Vice-President may be delegated by the President to perform his duties, in the event of his temporary disability or absence from meetings.

PROPOSED

Section 2. The Vice-President may be delegated by the President to perform his duties. The order of succession following the Vice-President shall be Secretary, then Treasurer, then members of the Board in service seniority order. Any member may decline without prejudice, but must be offered if available.

Section 3. The Secretary shall keep a record of the proceedings of all the meetings; keep a roll of members; submit applications for membership; carry on all written correspondence; read communications at each meeting; and mail written notices to each member of meetings when so directed by the President. He shall, at the expiration of his term of office, turn over everything in his possession to his successor.

Section 4. The Treasurer shall receive and receipt for all dues paid to the club and keep an accurate account of all monies so received; shall keep an accurate list of members; shall notify those who are delinquent in accordance with provisions of the constitution and/or Bylaws. He shall pay bills promptly, but only after proper authorization. He shall make a full financial report annually and the annual report will be audited by the Board of Governors or the Financial Committee. He shall, at the expiration of his term of office, turn over everything in his possession belonging to the club to his successor after a due audit.

Section 5. The Board of Governors, together with the officers, shall conduct any club business that may become necessary between regular meetings of the club.

Section 6. The President, subject to the approval of the Board of Governors, shall annually appoint such standing or special committees or subcommittees as may be required by the Bylaws or as he may find necessary.

A. Interference Committee (TVI) shall be appointed to investigate the complaints and to assist by offering technical advise and other information to correct the problem.

PROPOSED

A. Interference Committee (TVI) investigates TVI complaints and assists by offering technical advise and other information to correct the problem.

B. Technical/Repeater Committee shall be appointed to assist the membership in confirming technical information, maintain club radio equipment and repeaters are maintained and in good working order.

PROPOSED

B. Technical/ Repeater Committee confirms technical information and maintains club radio equipment in good working order.

C. Publicity Committee shall be appointed to advise the general public of the club's activities and to educate the public regarding the amateur and his work.

PROPOSED

C. Publicity Committee communicates the club's activities to the general public and educates the public regarding the amateur radio hobby.

D. Special Committees shall be appointed by the president to perform the work of any special activity.

E. Membership Committee maintains an accurate, up to date membership list.

F. Program Committee plans programs for the Association meetings, both of an instructive and entertaining nature.

PROPOSED

F. Program Committee plans programs for the Association meetings, of both an instructive and entertaining nature.

G. Nominating Committee provides a list of nominees for election at the October meeting.

H. Publications and Communications Committee is to provide to the membership and any other designated groups or persons, a newsletter, describing the current events of the Association.

PROPOSED

H. Publications and Communications Committee provides to the membership and any other designated groups or persons, a newsletter, describing the current events of the Association.

I. Trustee Committee insures there is a current license in effect for Association call sign W3OI.

J. Education Committee is to fostering of education in the field of electronic communication; the disseminating of technical, educational and scientific information relating to electronic communication.

PROPOSED

J. Education Committee fosters education regarding electronic communication and disseminates technical, educational and scientific information relating to electronic communication.

K. Special Committees or Positions

Activities Committee
Banquet Committee
Bylaws Committee
Editor
Education Committee
Emergency Service
Field day Committee
Financial Committee
Hamfest Committee

CURRENT: Historian

PROPOSED: Historical/Archival Committee

Membership Committee
Nominations Committee
Packet Radio Committee
Picnic Committee
Program Committee
Radio Officer
Recognition & Awards Committee
VE's Committee

ARTICLE IV

PUBLICATION

Section 1. There shall be a publication maintained by the organization, the name of which shall be “VOX”. A copy of this publication shall be supplied to every member of the organization in good standing either via the club’s web site and/or US mail.

PROPOSED

Section 1. There shall be a publication maintained by the organization, the name of which shall be “VOX”. A copy of this publication shall be made available to every member.

ARTICLE V

AMENDMENTS

Section 1. These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of this organization;

provided that a copy of any amendment proposed must be submitted to the secretary no later than thirty (30) days before the next general meeting and shall be mailed or published in the W3OI VOX Newsletter to each member at least thirty (30) days prior to the date of the general meeting.

PROPOSED

Section 1. These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any general or special meeting of this organization; provided that a copy of any amendment proposed must be submitted to the secretary no later than thirty (30) days before the next general meeting and shall be published and announced at least thirty (30) days prior to the date of the general meeting.

Section 2. Any amendment adopted by the members is effective when the general meeting adjourns unless the amendment states otherwise.

Section 3. The Secretary shall keep the Constitution and Bylaws of this club and have the same with him at every regular and special meeting. He shall cause all amendments, changes, or additions to be noted thereon, designating the date of such action, and shall permit the same to be consulted by any member upon request.

PROPOSED

Section 3. The Secretary shall keep the Constitution and Bylaws of this club and have the same with him at every general or special meeting. He shall cause all amendments, changes, or additions to be noted thereon, designating the date of such action, and shall permit the same to be consulted by any member upon request. He shall provide a copy of any amended versions of the Constitution and Bylaws to the club's Archival Committee.

ARTICLE VI

FISCAL YEAR

Section I The fiscal year of the Association shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE VII

RULES OF ORDER

Section 1. All meetings and committee meetings shall be conducted by the authority of current edition of Robert's Rules of Order Newly Revised.

ARTICLE VIII*REFERENCES*

Section 1. Without changing their input, the Secretary may from time to time, on notice to the members of the Board, renumber these Bylaws. The words 'he, his, or him' is understood to mean 'he/she, his/her, and himself/herself.' References in these Bylaws to Articles shall be corrected, when necessary, by the Secretary to conform to renumbered Articles.

Section 2. The current approved Constitution and Bylaws supersede the old Constitution, Bylaws and Amendments.

SECTION BELOW WOULD CHANGE TO CURRENT REVISION APPROVAL DATE

In testimony whereof, we have hereunto set our hands this day 1 October 2002.

*Chairman of the Bylaws Committee
Barry Mitchneck, KB3FMI*

Constitution Article VI, Section 6 amended by majority vote on the 6th day of April of 2004. – Rodney Wolfe Jr, N3XG, Secretary

Bylaws – Article I, Sections 1C & 1D – Amended to address Associate Membership and Full Membership criteria. March 4th, 2008 pfr

Constitution – Amendment of Article II, Purpose, Section 1; Addition of Article VII, Dissolution; plus many and various renumbering, spelling, usage and formatting corrections. September 8th, 2008 pfr