

CONSTITUTION & BY-LAWS  
of  
The LEHIGH VALLEY AMATEUR  
RADIO CLUB INC.

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**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.

**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.

**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 By-Laws.

**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.

**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.

**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 By-laws 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 by-laws. 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.

**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 1<sup>st</sup> and end on December 31<sup>st</sup> 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).

**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.

**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.

**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.

**Section 5.** The order of business at meeting 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.

**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 By-Laws.

**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 15<sup>th</sup>. Failure to accept the nomination will remove 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.

## **BY-LAWS**

### **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.
- 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.
- 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.

### **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 By-Laws, shall actively prosecute its objects, 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 By-Laws be approved by the Board of Governors.

**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.

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

**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.

**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.

**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.

## 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 By-Laws; 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.

**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 By-Laws. 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 By-Laws 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.

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.

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.

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 and 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.

I. Trustee Committee insures there is a current license in effect for Association call sign W30I.

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.

#### K. Special Committees or Positions

- Activities Committee
- Banquet Committee
- By-Laws Committee
- Editor
- Education Committee
- Emergency Service
- Field day Committee
- Financial Committee
- Hamfest Committee
- Historian
- 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.

## **ARTICLE V**



## *AMENDMENTS*

**Section 1.** These By-Laws 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.

**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 By-Laws 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.

## **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 By-Laws. The words 'he, his, or him' is understood to mean 'he/she, his/her, and himself/herself.' References in these By-Laws to Articles shall be corrected, when necessary, by the Secretary to conform to renumbered Articles.

**Section 2.** The current approved Constitution and By-laws supersede the old Constitution, By-laws and Amendments.

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

*Chairman of the By-laws Committee*  
*Barry Mitchneck, KB3FMI*

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

By-Laws – Article I, Sections 1C & 1D – Amended to address Associate Membership and Full Membership criteria. March 4<sup>th</sup>, 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 8<sup>th</sup>, 2008 pfr