



Frankford Radio Club Constitution and By-Laws

August 8, 2015

CONSTITUTION

Preamble

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio radiosport, constitute ourselves the Frankford Radio Club and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, promote individual operator skills, efficiency and accomplishment, and to conduct club programs and activities with the intent of advancing the general interest and welfare of Amateur Radio within the community.

Article I Membership

All persons interested in Amateur Radio radiosport who possess a government issued Amateur Radio license shall be eligible for membership. Membership shall be by application and election upon such terms as the club shall provide in its By-Laws. Once granted, membership continues in perpetuity, subject to the provisions for removal provided in Article II, Section 8.

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

Article II Officers and Directors

Section 1. Offices

The officers of the club shall be President, Vice-President, Secretary and Treasurer. In addition there shall be a Board of six elected Directors. Combined, the governing body shall be called the Board of Directors.

Section 2. Election

The officers of the club shall be elected for a term of one year. The Directors shall be elected to staggered two year terms. Elections will be by ballot under such terms as the club shall provide in its By-Laws.

Section 3. Term Limits

An individual may not hold the office of President for more than two consecutive terms. There shall be term limits of six consecutive terms for the offices of Vice-President, Secretary and Treasurer. There shall be no term limits for Directors. An individual may not hold more than one elected office during the same term.

Section 4. Vacancies

Officer and Director vacancies occurring between elections shall be filled by Special Elections under such terms as the club shall provide in its By-Laws.

Section 5. Eligibility

In order to hold an elected office an individual must be a club member in good standing for at least one year and hold a valid Amateur Radio license.

Section 6. Officer or Director Resignation

Any Officer or Director may resign his or her position in writing at which time all records and assets of the club in their possession or under their control will be turned over to the President, Vice President or Secretary.

Section 7. Removal of Officers and Directors

Officers and Directors may be removed from office for cause. A written petition signed by twenty (20) or more members stating the reason(s) for removal shall be presented to the President or Vice President. After investigation and majority approval by the Board of Directors, the petition will be presented to the membership for discussion and voted upon within 30 days under such terms as the club shall provide in its By-Laws. Removal of an Officer or Director requires a two-thirds vote of a super quorum of the active membership.

Section 8. Removal of a Club Member

Membership may be revoked in the event a member no longer possesses a valid amateur radio license, is convicted of a felony of violence or moral turpitude, accrues two or more disqualifications in major amateur radio events within five years, or exhibits a pattern of behavior that may be considered detrimental to the reputation of the club. A written petition signed by twenty (20) or more members stating the reason(s) for removal of a member shall be presented to the President or Vice President. After investigation and a majority vote of approval of the Board of Directors, the petition will be presented to the membership for discussion and voted upon within 30 days under a voting process as the club shall provide in its By-Laws. Removal of a club member requires a two-thirds vote of a super quorum of the active membership.

Article III

Duties of Officers and Directors

Section 1. President.

The President shall preside at all Regular and Special club meetings and conduct meetings according to the rules adopted; enforce due observation of this Constitution and By-Laws; decide all questions of order; when deemed appropriate sign official documents that are adopted by the Club; and perform all customary duties pertaining to the Office of President. The President will appoint committee chairpersons and fill all non-officer positions.

Section 2. Vice-President.

The Vice-President shall assume all of the duties of the President in his/her absence and perform club duties as directed by the President.

Section 3. Secretary.

The Secretary shall keep a record of the proceedings of all Regular and Special meetings, keep a roll of the members and carry on and maintain all club correspondence. He shall perform all other customary duties pertaining to the office of Secretary. At the

expiration of his or her term, the Secretary will deliver to his or her successor all club records and other items belonging to the club.

Section 4. Treasurer.

The Treasurer shall receive and account for all monies paid to and on behalf of the club. He or she shall keep an accurate account of all money received and expended, and shall report on financial matters at least semi-annually, or when requested by the President. He shall pay all current Club expenses, maintain and reconcile bank accounts and invest all funds guided by the Prudent Man Rule. The Treasurer will assist the President in the preparation of an annual operating budget which shall be approved annually by the Board of Directors. Treasurer will be responsible for filing or confirming that all government forms are filed as appropriate and shall perform all other customary duties pertaining to the Treasurer position. He or she shall, at the expiration of his or her term, submit an itemized statement of disbursement and receipts, and turn over everything in his or her possession belonging to the Club to his or her successor.

Section 5. Director

Six elected Directors who shall serve two year terms. Election of Directors shall occur on a staggered basis so no more than two director positions shall be elected in any one year. Directors shall participate in the governance of the club and have the same voting rights as the elected officers. In the first year after this constitution is ratified six directors will be elected by Special Election, two serving one year terms, two serving two year terms and two serving three year terms. In the first year of this Constitution and By-Laws, the terms of Directors shall expire in April. In 2016, four directors shall be elected, the three receiving the highest vote total shall serve a two year term; the fourth candidate a one year term. In 2017 and subsequent years, three directors shall be elected for two year terms.

In addition to the elected directors, the immediate past president shall be an ex-officio member of the board.

Article IV

Non-Elected Club Officials

The President may, at the beginning of his or her term of office or at any time he or she deems appropriate, may appoint an advisory committee to assist in the operation of the club. The President shall attempt to have members other than club officers or trustees serve in order to provide for diversity in the operation of the club. The members of Advisory Committees shall not have additional voting privileges.

The President shall appoint chairpersons of standing committees as provided for in the By-Laws.

Article V

Meetings

The By-Laws shall provide for Regular, Special and Local meetings at such times and places as shall be conducive to maximum member attendance and participation. Meetings and votes shall be in person or via electronic means as shall be provided for in the By-Laws.

Article VI

Dues

The club does not collect dues as a condition of membership. Funding of the Operating and Capital requirements of the club is realized through voluntary cash donations received from members and other parties during an annual fund drive or special fund drives as approved by the Board of Directors. Club members are encouraged to make cash donations appropriate to their personal circumstances.

Article VII

Club Call Sign

The club has elected to obtain a club call sign (W3FRC) as provided by FCC rules Part 97. The President shall assign trusteeship of the club call sign. The trustee shall be a member of the club in good standing and meet all FCC requirements and shall not have his/her Radio Amateur license revoked or sanctioned at any time.

Article VIII

Aggregate Score Submissions

The club, a recognized leader in both international and domestic radiosport events, enjoys a long history of competitive achievements, and strives to promote individual operator development. The club shall submit a club aggregate score in all major contests for which there is a club competition. Club members shall be encouraged to participate in all Amateur Radio radiosport events, with emphasis given to events which the membership chooses, from time to time, to emphasize as a major contest.

Article IX

Amendments

This Constitution and By-Laws may be amended by a two-thirds vote of a super quorum of active members under a voting procedure as shall be provided for in the By-Laws. Proposals for amendment shall be submitted in writing to the club President and Secretary and approved by a majority of the Board of Directors prior to a vote by the active membership with a minimum of 25 days notice posted on the club email reflector. The proposed amendment(s) shall be posted on the FRC email reflector and website and shall include the proposed new language integrated into the existing language.

Article X

Dissolution of the Club

Section 1. Termination of Operations

In the event the Officers and Directors vote that the Club should be dissolved, the motion shall be presented to the full membership and will require a two thirds vote of a super quorum of the active membership to pass. Voting will be conducted under the voting procedure as shall be provided for in the By-Laws.

Section 2. Disposition of Assets

The Officers and Directors shall handle the disbursement of club assets. No member or group of members shall receive benefit from the assets. All equipment will be sold and the net proceeds donated to a non-profit organization selected by the Officers and Directors. All remaining cash will also be donated to a non-profit organization.

BY-LAWS

1. Club Location/Jurisdiction Area

The geographic center of the Club shall be located in Alburtis, Pennsylvania. The jurisdiction of the club shall encompass an area within 175 miles of the above location or as may be defined by a radiosport event sponsor. The Board of Directors shall have the authority to change this location from time to time when deemed appropriate.

2. Membership

Section 2-1. New members shall have a government issued Amateur Radio license, and shall be elected to membership after attendance at one or more Regular, Special or Local Area club meetings, upon presentation of a membership application, and an affirmative vote of the active members present at a regular, summer, special or local area club meeting.

Section 2-2. Applicants for club membership shall have demonstrated an active interest in HF Amateur Radio radiosport. All members shall agree to always operate in an ethical and sportsmanlike manner, are expected to operate at least two of the four CQWW and ARRL DX contests each calendar year, and are expected to operate in other events which may be designated from time to time by the club as "major contests". Applicants must reside within the geographic club jurisdiction of the club. Members shall agree to submit their contest logs to event sponsors in a timely manner for inclusion in the Frankford Radio Club aggregate score.

Section 2-3. Members shall agree to abide with all terms and conditions set forth within the club Constitution and By-Laws.

Section 2-4. Members who have relocated and now reside outside the club jurisdiction area shall remain members but will be ineligible for club awards and scores they accrue in the CQWW and ARRL DX contests shall not be included in club aggregate score submissions. Members outside the club jurisdictional area shall have no voting privileges.

Section 2-5. Honorary members may be enrolled into the club from time to time upon nomination by a club member, officer or director and an affirmative vote by the membership. Honorary members shall have no voting privileges.

Section 2-6. Timely and efficient communication among club members is a pre-requisite to the success of club operations and achievement of its purpose and objectives. Members are expected to have internet access to receive and review club communications, are expected to subscribe to the club email reflector, are expected to secure access to the club website, and shall take responsibility for maintaining their own membership information. Distribution of club newsletters, meeting notices, and member voting shall be performed electronically with few exceptions.

3. Meetings

Section 3-1. Regular meetings

Regular Meetings shall be held in person or via electronic means a minimum of 4 times each year at such places and times as the President and/or Board of Directors shall order pursuant to Article V of the Constitution.

Section 3-2. Special, Summer and Local Area Meetings

Special, Summer, and Local Area meetings may be scheduled at the discretion of the President and Board of Directors, and may be actual or electronic. Meeting notices shall be published in the club newsletter or electronically posted on the club email reflector to provide a minimum of 5 days notice. Local Area meetings shall be educational programs, contest forums, or social events, and shall be an opportunity to enroll new members. No official club business may be transacted during a Local Area meeting other than enrolling new members.

Section 3-3. Meeting Rules

Meetings shall be conducted according to Roberts Rules of Order.

4. Elections of Officers and Directors

Election of Officers and Directors shall take place in April pursuant to Article II of the Constitution. In the event of a contested election for one or more offices, voting for Officers and Directors shall be completed by electronic ballot to achieve the broadest possible participation by the geographically dispersed club membership. All nominees for office must consent to their nomination. An officer or director is deemed elected by majority vote of the active membership who participate in an election. In the event of a tie vote for an office, a runoff election will take place within 30 days. The Secretary shall conduct all elections.

In March, a Nominating Committee appointed by the President shall solicit candidates for election to expiring club offices. On April 1st, the Nominating Committee Chairperson shall submit a slate of candidates to the President and Secretary who disseminate the list of candidates to the club membership via the club email reflector. Nominations from the active membership shall remain open until April 15th to provide sufficient time for club members to submit additional names for nomination to the Nominating Committee Chairperson. Following the close of nominations from the floor, uncontested offices shall be deemed elected by acclamation.

Offices with more than one nominee shall be elected by electronic balloting. The Secretary shall announce via the club email reflector and via a posting on the club website the ballot of candidates and the procedure for voting using the club website. Members shall have until April 30 to cast votes electronically. The Secretary shall announce election results via the club email reflector, website and club newsletter.

5. Committees

Section 5-1. Awards Committee.

The Awards Committee shall consist of a Chairman appointed by the President, and members chosen by the Chairman. This Committee shall be responsible for developing intra-club and inter-club competitive events and suitable awards to be given winners of such contests.

Section 5-2. Membership Committee.

The Membership Committee shall consist of a Chairman appointed by the President, and members chosen by the Chairman. This Committee shall be responsible for developing a program to promote, retain and increase club membership and active member participation in radiosporting events.

Section 5-3. Other Committees.

In addition to the above committees, the President is authorized to create any other committees which he may deem necessary for the proper administration and development of the Club, during his term of office.

Section 5-4. President/Committees.

The President shall be ex-officio member of all committees, and the Chairmen of such committees shall advise the President on a regular basis about the activities of their respective committees.

6. Quorum

For purposes of affecting an official Regular or Special meeting, a quorum is considered to be achieved if at least 15 active members are in attendance. A super quorum is achieved if at least 25 active members are in attendance. To enroll a new member at Local Area meetings, a quorum is not required.

7. Voting Procedures

Only active members are eligible to participate in voting. An active member is defined as a member who resides within the club jurisdiction area as specified in By-Law #1.

At the discretion of the President, votes may be acted upon in person, via electronic means or via U.S. Mail.

Votes on revision of the Constitution and By-Laws, for removal of Officers, removal of Directors, or removal of a Club Member, shall be conducted electronically via voting functionality provided on the club website. A minimum of 25 days notice will be provided via the club email reflector prior to completion of the electronic voting period.

Special elections shall be held to select the initial slate of Directors under this document, to replace Officers or Directors who resign or are removed from office, and to resolve a tie vote in a regular election. Special elections will be conducted electronically via voting functionality provided on the club website. A Nominating Committee appointed by the President shall secure nominations for consideration by the active membership when appropriate.

The annual election of club officers and directors shall take place in April and requires a super quorum for the results of the election to be deemed official.

8. Fiscal Operations

Spending will be guided by a detailed annual budget developed by the Treasurer and agreed to by the Officers and Directors. Unbudgeted expenditures over \$ 500.00 must be approved by the Board of Directors. Budgeted expenditures up to \$1,000.00 must be approved by the President or Treasurer and over \$1000.00 by the President and the Treasurer.