

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

03/07/2023

CONSTITUTION

ARTICLE I

Name

Section 1. The name of the corporation shall be the Lehigh Valley Amateur Radio Club, a non-profit entity, which commenced existence 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 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 among 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 corporation 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 without regard to race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other discriminatory reason. Membership shall be contingent upon such uniform conditions and be by application and election upon such terms as described in the Bylaws.

ARTICLE IV

Meetings

Section 1. The Corporation shall hold three types of meetings: an Annual Meeting to elect the Board of Governors and Officers, Monthly General Membership Meetings for regular corporation business, and Special Meetings for ad hoc purposes including making Amendments to the Constitution and Bylaws. Details of each meeting type are described in the ByLaws.

ARTICLE V

Board of Governors

Governance of the corporation shall be performed by a board of governors, whose makeup and term of service will be prescribed by the bylaws. The Board of Governors shall have supervision and control of the affairs of the corporation, shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its objectives, and shall have discretion in the disbursement of its funds.

ARTICLE VI

Dissolution

Upon the dissolution of this organization the 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. Petition for membership is to be made from the floor of a general meeting by a Full 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 2. Membership Qualifications : All persons interested in amateur radio shall be eligible for membership.

A. An amateur is an individual interested in radio techniques solely with a personal aim and without pecuniary interest.

B. To be an **Associate Member**, one must be current of dues and have been voted into the corporation by majority vote at time of membership application. Associate members need not hold an amateur license.

C. To be an **Full Member**, one must be current of dues and have been voted into Full Membership by majority vote after attending no less than two corporation meetings within any 12-month period after acceptance as an Associate Member. Full Members must hold a valid amateur license issued by the FCC.

D. Only a Full Member may present motions, hold office, or vote in the corporation.

Section 3. Special Membership Types: The Corporation has established two types of special membership having principally to do with the requirements of paying Annual Dues. The type of membership (Associate or Full Membership) is not changed by these designations:

A. **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.

B. **Honorary membership** shall be conferred upon those who have contributed to the Corporation by a method of improvement or involvement. The term of Honorary Membership must be recommended and approved by the Board of Governors. Honorary Members typically do not pay dues and do not have the rights of a Full Member. Honorary Membership confers no rights, privileges or interests.

Section 4. Duration of Membership: Membership in this corporation 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. Annual Dues: The annual dues for each member shall be determined by the Board of Governors and noted in an attachment to this document.

A. Members who fail to renew their dues within sixty (60) days shall, without further notice, be considered Inactive and will forfeit all rights and privileges of membership.

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

C. Lapsed memberships can be reinstated by paying dues.

Section 7. Voting Rights: The voting rights of the members of the corporation shall be equal and no member shall have more than one vote upon each matter submitted to a vote at a general meeting of the members. Only those holding Full Memberships may vote.

ARTICLE II

Meetings:

Section 1. Rules

A. All Meetings shall be conducted by the authority of the current edition of Robert's Rules of Order Newly Revised.

B. The presence of ten (10) Full Members shall constitute a quorum for holding a general, special or annual meeting.

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

1. Call the 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 corporation'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

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

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 as described in Article 3 Section 3 Elections of Board of Governors and Officers.

Section 3. Monthly General Membership Meetings. The monthly general membership meetings of this corporation shall be held on a regular monthly cycle as described in the attachments, as specified by the Board of Governors. Business shall be conducted as described above in Article II section I.

Section 4. Special Meetings.

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 Full Members of the Corporation. Notice of any special meeting shall be sent via e-mail and/or announced on the corporation Net, at least fifteen (15) days in advance, with a statement of time, place and information regarding the subject(s) to be considered.

ARTICLE III

Board of Governors

Section 1: Members of the Board

A. The Board shall consist of nine (9) total members

B. There shall be four (4) named officers of the corporation, President; Vice-President; Secretary; and Treasurer, and a Board of Governors consisting of five (5) Full 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.

C The Officers and the Board of Governors of this corporation shall be elected for a term of one year.

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

E. 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 given to all Full Members at least one week prior to that meeting.

Section 2: Nomination and Eligibility

A. To be eligible for nomination, a member must be 18 years of age or older; must meet the requirements for Full Membership stated in 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 preceding twelve months prior to the December elections; must hold license class above novice.

B. Nominations for the offices of President, Vice-President, Secretary, Treasurer and Board of Governors shall be called for at the October and November general 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 corporation Secretary by November 15th. Failure to accept the nomination will result in the removal of the candidates name from the ballot.

C. Only one elected or appointed officer's position can be held by one person, with this sole exception: the office of Secretary and Treasurer may be combined by recommendation of the Board of Governors with approval of the general body.

D. The term limit for President of the Corporation is 5 years. An incumbent President may not appear on the ballot, for one year, after 5 continuous years of service. If no one accepts the nomination for President in the event of a term limit, one will be chosen by random draw or other method specified by the Board of Governors.

Section 3. Elections - The officers and members of the Board of Governors shall be elected by paper or electronic ballot at the annual meeting, or by other fair means, as prescribed in the attachments.

Section 4. 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. Expenditures above 10% of the treasury balance shall be brought to the corporation membership for prior approval at a general meeting. However, payments specifically listed in attachment 1 shall not require prior Board approval.

Section 5. Meetings. The Board of Governors shall meet quarterly and upon the request of either the membership or an officer of the corporation. The first quarterly meeting shall be in-person. The remaining three may use alternate meeting arrangements.

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 Corporation 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 Corporation, or property that may be in the possession of the Corporation, or stored by it, and not otherwise adequately insured. In addition, adequate liability insurance shall be maintained.

ARTICLE IV

Duties

Section 1. The President shall preside at all meetings of this corporation, 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. The order of succession following the Vice-President shall be Secretary, then Treasurer, then members of the Board in service seniority order. Any officer 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, belonging to the corporation, in his possession to his successor.

Section 4. The Treasurer shall receive and receipt for all dues paid to the corporation 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 in January. He shall, at the expiration of his term of office, turn over everything in his possession, belonging to the corporation, to his successor after a due audit.

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

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. The **Interference Committee** (TVI) investigates TVI complaints and assists by offering technical advice and other information to correct the problem.

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

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

D. The **Membership Committee** maintains an accurate, up to date membership list.

E. The **Program Committee** plans instructive and entertaining programs for the Corporation meetings.

F. The **Nominating Committee** provides a list of nominees for election at the October meeting.

G. The **Publications and Communications Committee** provides to the membership and any other designated groups or persons, a newsletter, describing the current events of the Corporation.

H. The **Trustee Committee** ensures there is a current license in effect for Corporation call sign W30I.

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

J. Special Committees or Positions

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

ie: Activities Committee, Banquet, Constitution & Bylaws Committee, Education Committee, Emergency Service, Field day Committee, Financial Committee, Hamfest Committee,

Historical/Archival Committee, Membership Committee,
Nominations Committee, Packet Radio Committee, Picnic
Committee, Program Committee, Radio Officer, Recognition &
Awards Committee, VE's Committee

ARTICLE V

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 made available to every member.

ARTICLE VI

Amendments

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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 proposed amendment must be submitted to the secretary no later than thirty (30) days before the next general meeting and shall be published to all full members 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 corporation 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 corporation's Archival Committee.

Section 4. At least every five (5) years a committee shall be appointed and charged with reviewing this document and suggesting any appropriate changes. Any changes shall undergo the normal approval process defined in Section 1 above.

ARTICLE VI

Fiscal Year

Section 1. The fiscal year of the Corporation 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

References

Section 1. Without changing their intent, the Secretary may from time to time, on notice to the members of the Board, renumber these Bylaws, correct typographical errors, grammar, punctuation and usage errors provided the intent of the document is not changed.

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. This current approved Constitution and Bylaws supersede the old Constitution, Bylaws and Amendments. This version attained final approval at the March 07, 2023 general meeting.

ATTACHMENT 1

Dues

Pursuant to a decision made at the Board of Governors' meeting on September 22, 2016, the dues structure shall be as follows until further modified:

Personal Membership: \$20.00 per year

Family Membership (living in same home): \$25.00 per year

Student Membership (full time student 21 years and younger): \$15.00 per year

Life Membership: Upon a donation of at least \$500.00 (cash) a Life Membership shall be granted to the donor.