

THE PEN BAY AMATEUR RADIO CLUB INCORPORATED CONSTITUTION

Preamble

Being desirous to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio by furthering the interest in the use of amateur communication, gaining better cooperation among amateurs, developing individual proficiency, furthering the interest of amateur radio in the general community and contributing our assistance to the best advantage for public service, we do hereby constitute ourselves THE PEN BAY AMATEUR RADIO CLUB (which is hereafter referred to as the Club) and do enact this constitution as our governing law.

Article I

All persons interested in activities of the Club may be eligible for membership as set forth in the By-Laws. The Club shall recognize various levels of membership as described in Article I of the By-Laws.

Article II

Sec. 1 The officers of the Club shall be President, First Vice President, Vice President for Technical Affairs (hereafter referred to as Technical Vice President), Secretary, and Treasurer.

Sec. 2 The Board of Directors (hereafter referred to as the Board) shall consist of the President, First Vice President, Technical Vice President, Secretary, Treasurer and four additional board members.

Sec. 3 The officers of this Club shall be elected for a term of one (1) year. They shall assume their duties at the close of the annual meeting. The newly elected President shall appoint Standing Committee Chairpersons upon or as soon as possible thereafter.

Article III

Nominations

Sec. 1 The Board shall designate a three-member nominating committee with the additional duty of ballot clerks.

Sec. 2 The nominating committee shall submit their slate to the Secretary to be included in the announcement of the annual meeting along with a ballot which may be used for absentee voting.

Sec. 3 Further nominations can be made from the floor at the annual meeting.

Article IV

Elections

Sec. 1 The President, First Vice President, Technical Vice President, Secretary, Treasurer, and Director(s) shall be elected at the annual meeting. A director shall be elected to serve four (4) years. Initially three (3) other Directors shall be elected to serve terms of 1yr, 2yrs, and 3yrs to fill the required Board.

Sec. 2 Voting is to be by written ballot or raised hand vote if agreed to by the majority of eligible voting members present. Eligible voting candidates receiving a majority of votes cast shall be elected.

Sec. 3 A vacancy in any office during the year may be filled temporarily by appointment by the Board. An election at the next regular meeting shall fill the position for the remainder of the term.

Sec. 4 Any officer may be relieved of his duties temporarily by a majority vote of the Board. The voting members shall be advised of the suspension and reasons therefore. Within 30 days of this notification a special meeting shall be called to vote on whether to reinstate or permanently remove the officer.

Sec. 5 Any Director missing three or more consecutive Board Meeting may be replaced by an Interim Director appointed by a quorum vote of the Board. The voting members shall be advised of the replacement and reasons therefore by a notice in the Club's next Newsletter or by direct mailing.

Article V

Duties of the Officers and Directors

Sec. 1 **The President** shall preside at all meetings of this Club and conduct the same according to the Constitution and By-Laws; decide all questions of order; sign all official documents that are adopted by the Club, and none other; and perform all customary duties pertaining to the office of President.

Sec. 2 **The First Vice President** shall assume all the duties of the President in the absence of the President.

Sec. 3 **Technical Vice President** The Technical Vice President shall be Chairperson of the Technical Committee, which shall be appointed by the Board.

The Technical Vice President shall be the Club Trustee and have responsibility and final authority over the proper and legal operation of any electronic equipment in the Club's control.

The Technical Vice President may remove from service, temporarily, said electronic equipment if he/she deems it in the best interest of legal and proper operation.

The Technical Vice President/Technical Committee shall maintain, adjust, modify or otherwise insure the proper operation of this electronic equipment.

The Technical Vice President/Technical Committee shall have approval of the Board and/or eligible voting membership present at a meeting before making significant changes or modifications, either technical or operational, to electronic equipment.

The Technical Vice President shall designate his substitute technician.

The Technical Vice President/Technical Committee shall keep accurate records in accordance with the bylaws.

Sec. 4 **The Secretary** shall keep the minutes of meetings; keep a roll of the members; carry on all correspondence; read communications; mail notices; and keep a current set of Constitution and By-Laws. At the expiration of the term all records are to be turned over to the successor.

Sec. 5 The Treasurer shall receive and receipt for all moneys paid to the Club; he/she shall keep an accurate account subject to audit, of all moneys received and expended. The Treasurer shall make payments authorized by the President or the Board. At meetings the records will be available and he/she shall submit a verbal report. At the annual meeting he/she shall submit an itemized statement of disbursements and receipts. At the expiration of the term all records are to be turned over to the successor, at which time an audit will be made.

Sec. 6 **Board of Directors** The President or First Vice President shall convene the Board. No other officer has the authority to convene the Board. However, the membership by a special meeting may direct the Board to meet.

The Board shall transact business. Both legal and financial; approve all expenditures except those designated by the Board as periodic expenses for normal operations of the Club, make appointments and direct and oversee the operation of the Club.

The Board shall be empowered to settle any disputes. However, if a member is unable to accept the Board's ruling he/she may petition the membership by submitting an agenda item to the Secretary or President for inclusion in the agenda of the next regular meeting. This petition must be endorsed by fifteen (15) voting members.

Article VI

Meetings

Sec. 1 An annual meeting of the Members of the Club will be held in September as determined by the Board. A regular meeting will be held in each of the remaining 3 quarters. The Secretary shall be responsible for furnishing to all the Membership at least two (2) weeks notice of the date and place of these meetings of the members. All officers will be expected to give summary reports at these meetings.

Sec. 2 A special meeting of the Membership may be called by majority vote of the Board or by petition of at least one-third (1/3) of the eligible voting members. The Secretary shall be responsible for providing thirty (30) days notice to all of the Members.

Sec. 3 The Board shall be required to meet prior to any regular or special meeting of the Club, recess for that meeting and reconvene immediately after that meeting to provide a smooth flow of information and take appropriate action required. Other meetings of the Board will be at the discretion of the Board with the recommendation that they meet once a month between the aforementioned meetings. All Board meetings shall be open to all Club members.

Sec. 4 A quorum shall consist of at least ten (10) percent of the eligible voting membership including five (5) Board Members. In the case of a Board meeting, five (5) Board Members shall constitute a quorum.

Article VII

Dues

The Club, by majority vote of the members, may establish such dues as shall be deemed necessary for the business of the Club within its objectives as set forth in the Preamble thereof. Non-payment of dues shall be cause for dismissal at the discretion of the Board.

Article VIII

Amendments

The Constitution and By-Law of the Club may be amended by a two-thirds (2/3) majority vote at any meeting, provided all eligible voting members have been notified by mail of the intent to amend the Constitution and/or By-Laws provided there be a quorum. Proposals for amendments shall be submitted in writing at any meeting and may not be voted on until the next regular meeting.

Article IX

Rules

Robert's Rules of Order shall govern all proceedings. The attitude of the reasonable man to prevail.

Article X

Purpose

The primary aim of the club is to own, operate and maintain efficient repeater equipment with reasonable access for all amateur radio operators in the central coastal area of the state of Maine. This repeater equipment is to be the primary means of amateur radio communications for carrying out member and club activities within the rules established by the Federal Communications Commission.

The club objectives are in general, but not limited to, Public Service and Emergency Communications for the local area as well as conducting normal day-to-day activities of individuals and club sanctioned functions.

The secondary aim of the club is expansion and enhancement beyond the Primary aim as dictated by the club's desires and capabilities but shall not take priority over basic needs for maintenance, operation and efficiency of the club repeater equipment.

Article XI

Powers

The Club, for the non-profitable purposes listed under Article X of this Constitution shall have the power to rent, lease, purchase or accept for any of its purposes, hold, pledge, sell, transfer, encumber or dispose of club property. To promote the non-profitable objectives of the Club, subject in all particulars to the limitation relative to non-profitable organizations which are contained in the General Laws of the State of Maine and the regulations of the Federal Communication Commission.

THE PEN BAY AMATUR RADIO CLUB

INCORPORATED

BY-LAWS

Article I

Membership

Sec. 1 Membership in this Club can be applied to ANYBODY whether or not they hold an amateur radio license by filling out an application accompanied by an appropriate fee. Membership will be approved by the Board or if rejected the fee will be returned to the applicant. Only licensed amateur radio operators eighteen years or older will be eligible to vote.

Copies of the Constitution and By-Laws shall be issued once to every member with updates issued periodically as appropriate. Additional copies will be available upon request.

Charter membership is limited to those who make significant contributions to the formation of the Club prior to the first annual meeting accepting the Constitution and By-Laws and are considered to have paid their dues for the first year.

Sec. 2 Categories of Membership

(Dues for each category of membership shall be assessed according to a schedule set by the Board of Directors. A majority of voting members may revise this schedule from time to time).

A. **Family Membership** are afforded the full privileges offered by the Club including mailings. All members of a single household are included, however only two members of a single household may exercise voting privileges. Other members wishing voting status will have to apply for separate membership.

B. **Full membership** is afforded full privileges offered by the Club including mailings.

C. **Associate Membership** are given privileges offered by the Club except the right to vote and hold office. Mailings will be limited to those deemed significant for such membership. To gain full privileges an Associate Member must upgrade to Full Membership

D. **Student Membership** shall have no fee and no vote. This membership shall be available to any student attending school full time having a sincere interest in amateur radio and its functions. These students shall receive mailings considered significant to their status in the Club.

E. **Honorary & Life Memberships** may be extended to anyone by recommendation and/or acceptance by the voting membership. The privileges extended to these members shall be specific for each individual.

Sec. 3 Eligibility and Qualifications for Office

A. Voting members having been a voting member during the preceding year shall be eligible to hold office in the Club unless the Board in its discretion waives this requirement.

B. Nominations for officers of the Club may only be made by eligible voting members.

Article II

Meetings

In addition to those meetings described by Section VI of the Constitution, there will be an On-The-Air net on the last Sunday of each month at 8:00 PM local time. Control of this net shall be the President or his designee.

Article III

Equipment

All equipment operated by and for the Club whether purchased, rented, leased or otherwise acquired shall be accompanied by documentation stating the condition under which the club acquired the equipment, the terms if any as well as two copies of technical documentation including schematics and specifications. One set of these documents shall be entrusted to the technical committee for their use in carrying out their responsibilities and shall be available through that committee to any member desiring to review these documents. The second set shall remain in the Club's files at all times.

Article IV

The Treasurer is authorized to establish a Petty-Cash account of no more than \$100.

NOTE: Any changes to Article I of the By-Laws, "Membership," will require refilling Incorporation papers with the State of Maine together with a fee of \$20 as of 08/08/86.

23 October 1988: 2:30 PM

29 October 2009: Revised by Vote and Form MNPCA-9

(Printed Format Revised 10/15/93)

(Constitution Art. 10 revised 12/10/00)

(Updated By-Laws 07/11/2009)