

Constitution & Bylaws Presentation to the Red River Valley Amateur Radio Club

**By Phillip Beall (W5EBC)
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C&B Briefing

This presentation generally follows the format of the proposed Constitution & Bylaws. It is only going to cover the highlights and not specific language.

- Membership:

- For the first time ever codifies what a Lifetime Member is and how that is accomplished.
- For the first time ever codifies the requirement for the Club to vote on new member applicants. Our current documents kind of imply it, but the new language specifically requires it.

- For the first time ever codifies termination of membership. Termination is defined in one of three ways – Lapsing, Resignation and Expulsion.

- Officers:
 - Modifies current officer positions in order to facilitate the next bullet.
 - For the first time ever establishes a Board of Directors with the following positions – Elected Executive Officers, General Directors and Appointed Officers.

- Executive Officers – President, Vice President, Secretary and Treasurer.
- General Directors – Three from the general membership.
- Modifies current Trustee language validating the position is an officer position, but with the change that it is a new category of appointed officer.

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*Expanded Remarks: Kelly Collins does a great job as our Trustee and I seek no change there. Not at all. We currently define the Trustee as an officer of the Club. Officers are elected. Looking forward to when there is to be another Trustee, a position requiring a very specific skill set, regardless of political ambition or interest. The proposed language would have the President appoint and the Board of Directors approve the Trustee. In discussions with members it is clear to me that having a Trustee with the right technical skill set is more important than electability in a political race. As I researched this matter I also found it to be a very common practice. We are lucky that our Trustee is both technically capable **and** likeable and therefore very electable.*

- *But going forward if the Club adopts the proposed language it would simplify ensuring the right skill set is in place. My goal is to ensure that we get someone that is technically astute in the position without the person having to seek election. This is how many other amateur radio clubs do it, notably the Dallas Amateur Radio Club*[*\[i\]*](#)*. They generally have the same structure as laid out in this briefing. I want to be emphatically clear – I like and respect Kelly and this proposed language is in no way aimed at him. I am simply mirroring what other clubs have recognized, that the job is a technical one and so having someone be elected to the position is not in the Club's best interest. And as I have proposed it the Trustee continues to be an Officer.*

- For the first time ever the draft C&B spells out how to handle mid-term vacancies in office.
- For the first time ever codifies a “Force Majeure Exception” in order that a vacancy may be filled on an interim basis if regular meetings have been suspended. This suspension is defined as specifically following emergency declaration by the president, state or county government.

- Election of officers:
 - Changes the election to the March meeting.
 - Changes the term of office from one year to two, with the first election having some of the positions staggered so we are not replacing all the future officers in one fell swoop. Continuity of institutional knowledge is important.

- Codifies how elections are to be run.
- For the first time ever implements term limits.
- For the first time ever establishes a process for requiring an “Annual Red River Valley Amateur Radio Club Conflict of Interest Disclosure” form to be signed by those representing the Club.

- For the first time ever codifies that the Club shall indemnify those working on our behalf. This indemnification requires the Club to maintain liability insurance to that effect.
- For the first time ever establishes that an Officer forfeits their position if they miss more than three Board of Directors meetings in a row.

- Expands the options and processes for removal of an Officer.
- More clearly defines the duties and responsibilities of all Officers.
- For the first time ever establishes that one responsibility of the Club Treasurer shall be to prepare an annual budget.

- For the first time ever codifies how member and Board of Director meetings are to be conducted.
- For the first time ever establishes that the Club owns all of its assets, regardless of who is in possession of them. Club logo, Club name, website address and any other item of value is a Club asset.
- For the first time ever establishes a security process for transfer of the Club Internet domain in order to ensure it is not improperly transferred.

- For the first time ever establishes that:
 - Only the Club president can contractually obligate the Club.
 - Any contract to be signed by the Club president must be ratified by the Board of Directors before it goes into effect.

- IRS 501(c)3 - For the first time ever language is provided which is highly recommended by lawyers that specialize in such things. The Club being a IRS 501(c)3 entity raises the bar on accountability. We currently lack any language at all when it comes to conflict of interest, self-dealing, accounting records, etc. The draft language gives the Club documentation demonstrating our commitment to the highest standards of integrity.

- Quorum – Is redefined to make it apply to a Board of Directors meeting and also clarifies a formula for a general meeting. This formulaic approach is to ensure it is applicable for a growing or shrinking Club membership.

- Records and Recorded Voting - For the first time ever establishes that the Club will only allow one person one vote and no proxy voting when conducting Board of Directors meetings. Whether to allow for proxy voting by a member at a regular meeting I have left to be established in the PM. Procedures for voting for a person or persons to receive Lifetime membership are established and record keeping provisions are defined.

- Dissolution - For the first time ever establishes a formal process for dissolution of the Club. Do we want to dissolve the Club? No. This language is protection from it being dissolved without the concurrence of 2/3rds of the Club membership agreeing to it.
- Discipline – Develops a formal process to deal with disciplining a member and/or officer.

- Dues – Simplifies dues collection to one year. One year is one year without proration. Right now if a couple joins the Club in August we prorate the remaining portion of the year and then try and divide an odd number (\$37). It is an accounting headache and website programs that administer such things make a year a year in almost all cases. You might be able to come up with one that makes it due at the end of the month one year after payment, but simply making a year a year will allow the Club to automate dues collection with multiple notices to each member prior to their lapsing.

- Amendments – Expanded upon and clarified how changes to the C&B and PM must be made in the future. Much detail on process, member notification, etc., is detailed in this area.
- Continuity Policy – For the first time ever establishes a requirement for a Continuity Policy to exist in the Club PM. This policy is to ensure there are overlaps of responsibilities so that no deadlines are overlooked, filing requirements missed, etc.

- Document Retention Policy - For the first time ever establishes the absolute requirements for retaining documents. These documents might be needed for an IRS audit, to be responsive to a documents request from some government agency, etc.

- *This summary captures the vast majority of the language changes. Constitution & Bylaw language is difficult to read and understand...at best. If you have questions or comments please feel free to call or drop me an email.*

Phillip Beall (W5EBC)

phillipbeall@beallz.net

(C) 214-729-6182