

Red River Valley Amateur Radio Club Constitution & Bylaws

Article I. Mission and Purposes:

Section 1.01

- (a) The Red River Amateur Radio Club (RRVARC), hereinafter “Club” or “club”, constitutes ourselves and enacts this constitution as our governing law.
- (b) This Constitution is supplemented by a set of Policies and Procedures incorporated as the Club Policy Manual where many procedural workings of the club are detailed.
- (c) The Club also has a separate Conflict of Interest Policy (Section 9.02 Conflict of Interest).

Section 1.02 It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, to own and operate amateur radio repeater systems for the use and enjoyment of licensed radio amateurs and for the benefit of the public good, to be a bonafide amateur radio society within the meaning of Part 97 of Code 47 of Federal Regulations as amended from time to time, for other scientific and educational purposes as defined in §501(C)(3) of the Internal Revenue Code, to provide and further emergency and public service communications and encourage such communications on the part of amateur radio operators and to so conduct Club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

Section 1.03 The headquarters of this organization shall be in the City of Paris, State of Texas, subject to lawful change by its members.

Article II. Membership

Section 2.01 Membership is open to any interested person, lawfully in the United States, regardless of age, sex, race, Federal Communication Commission (FCC) Amateur Radio License class or lack of FCC Amateur Radio License, subject to

Red River Valley Amateur Radio Club Constitution & Bylaws

***approval by a majority of the Club Full members at a meeting.
There are three types of membership.***

(a) Full Member:

- (i) Full membership shall be limited to those holding a valid FCC issued Amateur Radio License.**
- (ii) Full members shall be eligible for voting privileges, subject to Article VIII. General, Section 8.01 Voting.**
- (iii) Full members shall maintain good standing through active participation in the affairs of the organization. As such, voting privileges are maintained through participation as defined in the Club Policy Manual.**
- (iv) Full members shall include those who regularly pay for their membership, who have been granted Lifetime Status or as otherwise provided for in the Club Policy Manual.**

(b) Lifetime Member:

- (i) In compliance with Section 7.06 Records and Recorded Voting, the membership may confer upon a person or persons of particularly meritorious service to the membership the award of Lifetime member.**
- (ii) A Lifetime Member has all rights, privileges and participation obligations of a Full member, other than dues is waived for life.**

(c) Associate Member:

- (i) A person may become an Associate member without holding an FCC Amateur Radio license.**
- (ii) Associate members shall be ineligible for voting privileges.**
- (iii) Associate members shall not be counted in any way toward or against a quorum.**

Red River Valley Amateur Radio Club

Constitution & Bylaws

Section 2.02 Application

- (a) Persons interested in membership shall make application on a form prescribed by the Club.
- (b) The admission to Full or Associate membership shall be upon terms as the organization shall prescribe in the Club Policy Manual.
- (c) Following receipt of such application, the Secretary shall notify the membership at the next meeting and submit the application for a vote of the Full members in good standing. Approval requires a simple majority of a quorum, votes cast in the affirmative by the Full members.
- (d) The signature of such applicant or his application for membership shall constitute a pledge to support the Constitution & Bylaws of this organization, its Code of Ethics, when and if adopted, and any and all amendments thereto, as well as the Policy Manual and all resolutions now in force and effect or hereafter adopted.

Section 2.03 Termination of Membership

- (a) Lapsing: A membership will be considered lapsed and membership automatically terminated if such member's dues remain unpaid one year and ninety (90) days after their last dues payment. However, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (b) Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day following one year after their previous dues payment.
- (c) Expulsion: Membership may be terminated by procedures provided under Article XI. Discipline, Section 11.02(b)(vi).

Article III. Officers

Red River Valley Amateur Radio Club Constitution & Bylaws

Section 3.01 Officers shall consist of Elected and Appointed Officers.

(a) Elected:

- (i) The Executive Officers of the Club shall be President, Vice President, Secretary and Treasurer.**
- (ii) The General Directors of the Club shall consist of three Full members in good standing, nominated and elected by a quorum of Full members in good standing.**
- (iii) The Board of Directors shall consist of the four (4) Executive Officers and the three (3) General Directors.**

(b) Appointed:

- (i) Club Station Trustee.**

Section 3.02 Term of office:

- (a) The Executive Officers of the Club shall be elected for a term of two years and they shall be members of the Board for a period concurrent with their term of office.**
- (b) The three (3) General Directors shall serve for a period of one (1) year following ratification of this document, then for two (2) years in subsequent years. After the first year in office the election of the (3) General Directors shall take place on alternate years from those of the Executive Officers.¹**
- (c) Vacancies occurring between elections shall be filled by special elections at the first regular Club meeting following the withdrawal, resignation, death or incapacitation of the individual. Their election shall be for the balance of the remaining term.**
- (d) The Club Station Trustee shall be appointed by the President and confirmed by the Board of Directors at their next meeting. The term shall be for the duration of the President's term.**

¹ Following the initial membership approval of the RRVARC Constitution and Bylaws as amended 2020.

Red River Valley Amateur Radio Club

Constitution & Bylaws

- (e) The Club Station Trustee may be removed by the President with the approval of a majority of the Board of Directors at their next meeting.

Section 3.03 Force Majeure Exception

- (a) If due to emergency circumstances a regular Club meeting will not be conducted for more than thirty (30) days the Club President may appoint a Full member to perform the duties of the vacant position pending the opportunity to conduct a special election. If the vacancy is the Club President the Vice President shall assume the duties of Club President and may appoint a Full member to perform the Vice President duties pending the opportunity to conduct a special election.
- (b) Emergency circumstances allowing for this exception to be invoked requires an emergency declaration by the United States, the state or county government.
- (c) If an interim appointment under provisions of this section all Officers shall be notified within seventy-two (72) hours and the membership shall be notified within seven (7) calendar days.

Section 3.04 Election of Officers

- (a) Elected Officers shall be elected as specified herein by the members, provided there be a quorum, present at the March meeting each year. If a quorum is not present, the President shall call a special meeting within seven (7) days, with at least seven (7) days notice to the entire membership (via email), at which time the members present shall elect Officers, regardless of whether there exists a quorum. The terms for each Officer shall begin on April 1st.
- (b) All elections, regular or special, may be conducted by either secret ballot or by a show of hands as chosen by the Full members in attendance at a meeting.

Section 3.05 Term Limits

- (a) No Executive Officer shall serve more than two consecutive terms in the same office.

Red River Valley Amateur Radio Club Constitution & Bylaws

- (b) Having filled an unexpired term shall not preclude a Full member in good standing from subsequently serving two Full terms in the same Executive Officer position.**
- (c) No General Director shall serve more than two consecutive terms as a General Director.**
- (d) Service on the Board of Directors as an Executive Officer following not more than two consecutive terms as a General Director is permissible.**
- (e) Service on the Board of Directors as a General Director and then subsequently as an Executive Officer/Director is permissible.**
- (f) Service as Club Station Trustee has no term limit other than to be appointed/reappointed by the President for the duration of the President's term, except the person in the position serves entirely at the pleasure of the President.**
- (g) The Club Station Trustee is eligible to be elected to a term as an Executive Officer or General Director subject to the restrictions of Section 3.05 Term Limits (a)-(e).**

Section 3.06 Conflict of Interest and Compensation:

- (a) Conflict of Interest:**
 - (i) All persons elected and/or appointed to any Officer position and any Full member appointed to a committee shall sign the Annual Red River Valley Amateur Radio Club Conflict of Interest Disclosure Form within ten (10) calendar days of election.**
 - (ii) Any person(s) elected and/or appointed to any Officer position and any Full member appointed to a committee who is unwilling and/or who has not signed the Annual Red River Valley Amateur Radio Club Conflict of Interest Disclosure Form within ten (10) calendar days of election/appointment shall automatically forfeit the position.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (iii) The Secretary shall notify the affected individual(s) and membership that the position has been automatically forfeited and that it will be filled at the next members meeting.**
 - (iv) The purpose of the Annual Red River Valley Amateur Radio Club Conflict of Interest Disclosure is to protect this tax-exempt organization's (the Club's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.**
- (b) Compensation:**
- (i) Executive Officers do not receive any compensation for their service as an Executive Officer for the Club.**
 - (ii) Members of the Board of Directors do not receive any compensation for their service on the Board of Directors.**
 - (iii) The Club Station Trustee does not receive any compensation for his/her service as the Club Station Trustee.**

Section 3.07 Indemnification

- (a) To the Full extent authorized under any applicable state and federal laws, the Club shall indemnify any Director, Officer, employee, or agent, or former member, Director, Officer, employee, or agent of the Club, or any person who may have served at the Club's request as a Director or Officer of another Club (each of the foregoing members, Directors, Officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been**

Red River Valley Amateur Radio Club

Constitution & Bylaws

such member, Director, Officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

- (b) Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3.08 Insurance

- (a) The Club may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Club would have the power or obligation to indemnify such person against such liability under this Article.
- (b) The Club shall keep ARRL liability insurance in continuous effect.
- (c) The Club may bond officers and/or members as provided by the Club Policy Manual.
- (d) The Club may carry equipment insurance as provided by the Club Policy Manual.
- (e) The Club may obtain and maintain other insurance as provided by the Club Policy Manual.

Section 3.09 Forfeiture:

Red River Valley Amateur Radio Club

Constitution & Bylaws

- (a) Any Director, Executive Officer or General Director, who does not attend and participate in three consecutive Board of Directors meetings shall automatically forfeit their position. If the Director is concurrently an Executive Officer that position is also forfeited.
- (b) The Secretary shall notify the Director and membership that the position has been declared forfeited and is vacant and that it will be filled at the next members meeting.

Section 3.10 Removal of Officers:

- (a) By resignation: Any Officer may resign from their office upon written notice to the President. In the event the resignation is of the President, the written notice shall be to the Secretary.
- (b) Removed by Board of Directors: An Officer may be referred to the membership for removal by two-thirds ($2/3^{\text{rd}}$) vote of the Officers at a regular or special Board of Directors meeting. For the Officer to be removed this referral must be confirmed by a two-thirds ($2/3^{\text{rd}}$) vote of the Full members in good standing.
- (i) Only one Officer shall be removed through this section in any quarter (three month) period.
- (c) Removed by Petition and Vote: A written petition signed by $1/3^{\text{rd}}$ of the Full members in good standing, submitted to the Club Secretary, shall trigger email notification to the entire Club membership that a recall election will be conducted at the next Club meeting. Upon receipt of such petition the Secretary shall email this information to the membership within seventy-two (72) hours. At the next Club meeting a $2/3^{\text{rd}}$ vote of the Full members in good standing present is required to remove an Officer.

Section 3.11 Duties of Officers

- (a) The President:
 - (i) Shall preside at all regular, special and Board of Directors meetings, and conduct them according to the rules adopted.

Red River Valley Amateur Radio Club Constitution & Bylaws

- (ii) Shall select and appoint, subject to confirmation by a majority vote of the Board of Directors, committees from the members in good standing.**
- (iii) Shall appoint the Club Station Trustee, subject to confirmation by majority vote of the Board of Directors.**
- (iv) Shall have full and complete administrative powers in conducting all of the affairs of the organization, subject to the approval of the Board of Directors.**
- (v) Shall enforce due observance of this Constitution & Bylaws and Policy Manual, and decide all questions of order.**
- (vi) Shall, in conformance with Article VIII. Dues, Fees, Club Finances, Assets and Contracts, Section 8.05 Contracts, be the only individual who may enter into contractual obligation and that contractual obligation shall not be in effect until first ratified by the Board of Directors.**
- (vii) Shall sign all official documents adopted by the Club and perform all other duties pertaining to the office of President.**
- (viii) May, in any matter requiring official action, but not requiring a regular meeting of the Board of Directors, or when the same for any reason cannot conveniently be held, submit matter by email to the members of the Board of Directors. Their action thereon shall be determined by a vote in writing of a majority of those replying to the President, within a period of fifteen (15) days from the date of such mailing, all of which replies shall, after announcing the decision, be filed by the President with the Secretary.**
- (ix) May delegate authority but not responsibility for all tasks otherwise required by the position.**
- (b) The Vice President:**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (i) Shall assist the President in the discharge of his duties and perform such other duties as may be delegated by the President or assigned by the Board of Directors. In the absence of the President, he/she shall preside in his/her stead.**
- (ii) Shall succeed to the duties of the President in the event of the inability of the President to serve, for any reason whatsoever. However, in the event of the disability or disqualification of the President, such succession shall be only for the period of disability or disqualification. The period of disability or disqualification shall be determined by a vote of at least two-thirds (2/3rd) of the members of the Board of Directors.**
- (iii) Shall organize Club activities, plan and recommend contests for operating benefits and advance Club interest and activity as approved by the Club.**
- (iv) Shall perform such other duties as may be delegated by the President or assigned by the Board of Directors.**
- (c) The Secretary:**
 - (i) Shall keep and maintain a true record of all the proceedings of the organization together with the minutes thereof (reference Section 15.03 Minimum Retention Policy).**
 - (ii) Shall retain a file of all correspondence pertaining to the Club (reference Section 15.03 Minimum Retention Policy).**
 - (iii) Shall keep a roll of members.**
 - (iv) Shall submit membership applications to the membership.**
 - (v) Shall email meeting and other notices, as otherwise specified herein, to each member.**
 - (vi) Shall initiate Officer recall notification if triggered by member petition as spelled out herein.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (vii) Shall keep the physical Constitution & Bylaws.**
- (viii) Shall note all amendments, changes and additions to the Constitution & Bylaws.**
- (ix) Shall be responsible for the preparation of reports pertaining to the business of the Club.**
- (x) Shall perform such other duties as may be delegated by the President or assigned by the Board of Directors.**
- (d) The Treasurer:**
 - (i) Shall receive all monies payable to the organization.**
 - (ii) Shall deposit all monies in a depository of good standing, approved by the Board of Directors, and promptly pay all properly approved obligations. Nothing in this requirement prevents the Treasurer from retaining petty cash in accordance with the Club Policy Manual.**
 - (iii) Shall maintain accurate books of account and complete records of all receipts and disbursements of the organization.**
 - (iv) Shall provide a report of disbursements and receipts as specified by the Policy Manual.**
 - (v) Shall provide timely notification to the Secretary of dues paid as specified by the Policy Manual.**
 - (vi) Shall be responsible for documenting and reporting to the Board of Directors all withdrawals from the funds of the organization, in excess of an amount specified in the Policy Manual, requiring approval and authorization by the Board of Directors and be countersigned by any two (2) Executive Officers.**
 - (vii) Shall be responsible for preparing, updating and reporting on the RRVARC budget as outlined in Article VI Budget.**

Red River Valley Amateur Radio Club Constitution & Bylaws

(viii) Shall perform such other duties as may be delegated by the President or assigned by the Board of Directors.

Section 3.12 *Successorship Transfer*

At the expiration of their term, Officers shall coordinate an orderly transfer of all items belonging to the Club to his/her successor.

Section 3.13 The Board of Directors shall have full and complete power to review all of the acts of the Officers and committees, executive and/or appointive, and to direct matters of policy to which the Officers and members of the committees shall strictly adhere; to review and determine all matters relating to disciplinary action against members, as well as the procedure relating thereto, in addition to those duties and powers set forth in Article III.

Article IV. Club Station Trustee

Section 4.01 The President of the Club shall at all times maintain a person designated as the Station Trustee.

Section 4.02 The Club Station Trustee shall be appointed by the President and confirmed by a majority vote of the Board of Directors at the next Board of Directors meeting following appointment.

Section 4.03 The Club Station Trustee shall be responsible for Club station (WB5RDD) operation as defined by FCC Part 97.

Section 4.04 The Club Station Trustee additional duties and responsibilities shall be as specified in the Club Policy Manual.

Article V. Club Year and Club Fiscal Year

Section 5.01 The Club year, as used for meetings and elections, shall be as defined in the Club Policy Manual.

Red River Valley Amateur Radio Club Constitution & Bylaws

Section 5.02 The Club fiscal year shall be as defined in the Club Policy Manual.

Section 5.03 The Club year and the Club fiscal year may or may not be concurrent and shall be as defined in the Club Policy Manual.

Article VI. Budget

Section 6.01 The Club shall always have and maintain an annual budget that includes all known or anticipated expenses.

Section 6.02 The Club annual budget shall be prepared for the Club fiscal year as defined in the Club Policy Manual.

Section 6.03 The Club annual budget shall be provided to the Executive Officers and General Directors at the first Board of Directors meeting conducted at the beginning of a Club fiscal year.

Section 6.04 The Board of Directors shall approve the budget as submitted or modified in whole or in part as specified in Article VI Budget, Section 6.03.

Section 6.05 At each Board of Directors meeting an update on budget status shall be provided unless waived by a recorded vote.

Section 6.06 The annual budget, as adopted by the Board of Directors, shall be presented to the members at the next meeting following its approval.

Article VII. Meetings

Section 7.01 General

(a) All meetings will be open to all Club members.

Section 7.02 Members Meetings

Red River Valley Amateur Radio Club

Constitution & Bylaws

- (a) General meetings of the members shall be at such place and time as may be designated by the President or as set forth in the Club Policy Manual.
- (b) Special meetings of the membership shall be called by the majority of the Board of Directors, the President, or upon the written request of ten (10) Full members in good standing. However, the purpose of such meeting shall be set forth in the notice for such meeting, and shall be directed to the Full members in good standing at least seven (7) days in advance of said meeting.
- (c) Written notice of all meetings shall be emailed to all members in good standing at least seven (7) days in advance of said meeting.

Section 7.03 Board of Director Meetings

- (a) A regular meeting of the Board of Directors shall be held, no less than four (4) times a year, within the city of Paris, Texas or at such other place as may be designated.
- (b) Special meetings of the Board of Directors may be called by the President, or upon a request signed by not less than four (4) members of the Board of Directors. The Board of Directors shall make its own rules as to procedure, time, place, and notice of its meetings, and keep a record of its proceedings.
- (c) Vacancies among the members of the Board of Directors shall be filled at the next regular meeting of the membership by special election for the unexpired term of the General Director or Executive Officer who has resigned or, for any reason, is unable to continue to serve as such General Director or Executive Officer.
- (d) At Board of Directors meetings only Officers shall speak or vote. No member shall address the Board of Directors unless first recognized by the President or presiding Officer.

Section 7.04 Meeting Conduct

- (a) By a majority vote of Full members present the members may modify an agenda, program or order of business.

Red River Valley Amateur Radio Club Constitution & Bylaws

- (b) Except as otherwise provided by the Board of Directors, the President, or in his absence the Vice President:**
 - (i) Shall preside over the member meeting; and,**
 - (ii) May remove a person from a member meeting for unruly, disruptive or similar behavior; except that such removal shall be overturned by a majority vote of Full members present at the meeting; and,**
 - (iii) May exercise power reasonably necessary for efficient conduct of the meeting.**

Section 7.05 Quorum

- (a) At meetings of the Board of Directors, five (5) or more Officers, one of whom shall be the President, or in his/her absence the Vice President, shall constitute a quorum.**
- (b) At all other meetings of the organization, a quorum shall consist of not less than thirty percent (30%) of the Full members in good standing, except if Full members in good standing is fewer than thirty (30), in which case no less than eleven (11) Full members in good standing, one of whom shall be the President, or in his/her absence the Vice President.**
- (c) If the President and Vice President are both absent the successorship shall flow next to the Secretary, the Treasurer and then the Trustee.**

Section 7.06 Records and Recorded Voting

- (a) All votes to recall, expel or terminate the member status of an Officer or member shall be a recorded vote.**
- (b) Lifetime membership – The Club, by nomination and majority vote of a quorum represented at any regular meeting, may approve Lifetime membership upon a Full member of special character and devotion to the Club. Nomination may be made by any Full member at a meeting. Approval of Lifetime membership status waives the requirement to pay dues and the**

Red River Valley Amateur Radio Club Constitution & Bylaws

individual(s) approved for lifetime membership shall be recorded in the Club Policy Manual for future reference.

Section 7.07 Order of Business

- (a) At meetings of the Club and/or Board of Directors, the order of business, so far as the character and nature of the meeting may permit, shall be as defined in the Club Policy Manual.

Article VIII. Dues, Fees, Club Finances, Assets and Contracts

Section 8.01 Dues and Fees

- (a) The dues and fees of various classifications of members shall be in an amount as fixed by the Board of Directors from time to time.
- (b) Club dues shall be in an amount and payable as defined in the Club Policy Manual.
- (c) The Club, by majority vote of a quorum represented at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization.
- (d) Dues shall be for one year and shall not be prorated.
- (e) Non-payment of such dues or assessments shall be cause for expulsion from the Club within the discretion of the membership.

Section 8.02 Gifts

- (a) The Board of Directors shall have the power to accept, on behalf of the organization, any contribution, gift, bequest, or devise for the general or special purpose or activity of the organization.
- (b) The method(s) for acceptance and use or disposal related to any contribution, gift, bequest, or devise for the general or special purpose or activity of the organization, shall be governed by the Club Policy Manual.

Red River Valley Amateur Radio Club Constitution & Bylaws

Section 8.03 Assets:

- (a) Club assets, regardless of who possesses them, continue to be an asset of the Club unless transferred in accordance with the Club Policy Manual and in conformance with all applicable laws and tax codes.**
- (b) The Club station identification – WB5RDD – is an asset of the Club and shall not be divested without a majority vote of the members at a meeting.**
- (c) The Club Internet domain – WB5RDD.ORG – is an asset of the Club and shall not be divested without a majority vote of the members at a meeting.**

Section 8.04 Club Website

- (a) The Club shall always maintain a written agreement with the person or persons that retain the Internet domain WB5RDD.ORG unlock code such that:
 - (i) The person or persons shall not use the code to unlock and transfer the domain to another host without direction of at least two Executive Officers.**
 - (ii) The person or persons shall produce that unlock code if directed by at least two Executive Officers or a vote of the Board of Directors.****

Section 8.05 Contracts:

- (a) Other than the Club President, no person on behalf of the organization shall enter into any contractual obligation or in any way incur any liability, unless so authorized by the Club Constitution & Bylaws or as specifically authorized by the Board of Directors.**
- (b) No meeting, discussions or negotiations, for the purposes of entering into a contractual agreement, shall be conducted without the presence of at least two officers.**
- (c) Such contracts shall only be in effect once ratified by the Board of Directors.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (d) Such contracts shall be read to the membership at the next meeting. Such reading is intended as an informational briefing and no discussion or vote shall be taken after the reading.

Section 8.06 *Transparency and Accountability*

(a) Disclosure of Financial Information With The General Public

(i) Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, the RRVARC practices and encourages transparency and accountability to the general public. This policy will:

- (ii) Indicate which documents and materials produced by the Club are presumptively open to staff and/or the public**
- (iii) Indicate which documents and materials produced by the Club are presumptively closed to staff and/or the public**
- (iv) Specify the procedures whereby the open/closed status of documents and materials can be altered.**

(b) The details of this policy are as follow:

- (i) Financial and IRS documents (The form 1023 and the form 990)**
- (ii) RRVARC shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.**

(c) Means and Conditions of Disclosure

- (i) RRVARC shall make “Widely Available” the aforementioned documents on its internet website: <http://www.wb5rdd.org> to be viewed and inspected by the general public.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (ii) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).**
- (iii) The website shall clearly inform readers that the document is available and provide instructions for downloading it.**
- (iv) RRVARC shall not charge a fee for downloading the information.**
- (v) Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).**
- (vi) RRVARC shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.**
- (d) IRS Annual Information Returns (Form 990)**
 - (i) The Treasurer shall submit the Form 990 to the RRVARC Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Club's Form 990 shall be submitted to each member of the Board of Director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.**
- (e) Board of Directors Meetings**
 - (i) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (ii) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.**
 - (iii) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.**
- (f) Donor Records**
- (i) All donor records shall be available for consultation by the Club's Full members and donors concerned or by their legal representatives.**
 - (ii) No donor records shall be made available to any other person outside the Club except authorized governmental agencies.**
 - (iii) Within the Club, donor records shall be made available only to members of the Board of Directors or personnel with responsibilities for dealing with those donors, except that;**
 - (iv) Donor records shall be made available to the Board of Directors when requested.**

Section 8.07 Petty Cash

- (a) The Treasurer may maintain from the funds, a petty cash account not to exceed the amount specified in the Club Policy Manual.**
- (b) This fund shall be used for the discharge of incidental expenses necessary in conducting the affairs of the organization.**
- (c) At each regular Club meeting the Treasurer shall report to the membership a summary statement of sums expended from this petty cash account.**

Red River Valley Amateur Radio Club Constitution & Bylaws

Section 8.08 All requests for the payment of obligations must be accompanied by invoices from creditors or statements fully describing the nature of the obligations.

Section 8.09 Expenditures greater than an amount specified in the Club Policy Manual must first be approved by the Board of Directors.

Section 8.10 No Officer or member shall retain any check or draft payable or belonging to the organization for any purpose, except for deposit to the credit of the Club bank account.

Article IX. General

Section 9.01 Voting

- (a) All persons holding Full membership status in good standing within the Club, shall be entitled to cast their vote in all elections, issues and amendments to the Club Constitution & Bylaws, where the general membership is entitled to vote.**
- (b) Only persons elected to the Board of Directors or as Executive Officers to the Club, shall cast ballots or votes during Board meetings.**
- (c) No member, Board member or Officer, regardless of multiple offices or positions held in the Club shall be entitled to cast more than one ballot per election or vote per issue.**
- (d) Proxy**
 - (i) All votes shall be one person and one vote except where proxy voting is specified herein.**
 - (ii) Proxy voting shall not be allowed during a Board of Directors meeting.**
 - (iii) Proxy voting by members at a meeting shall be governed by the Policy Manual.**

Section 9.02 Conflict of Interest

Red River Valley Amateur Radio Club Constitution & Bylaws

- (a) The Club Officers shall at all times maintain a Conflict of Interest policy separate and apart of the Club Policy Manual.**
- (b) The Club Policy Manual shall at all times conform to the Club Conflict of Interest policy.**
- (c) The Club Conflict of Interest policy shall at all time take precedence over the Club general Policy Manual.**
- (d) Each Officer shall sign a conflict of interest statement and submit it to the Secretary upon election.**
- (e) No part of the Club funds, earnings, contributions, or funds received from any source shall accrue to the benefit of any member or individual.**

Section 9.03 Dissolution

- (a) The Club may be dissolved at any time by the written consent of not less than two-thirds ($2/3^{\text{rd}}$) of the Full members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club.**
- (b) In the event of the dissolution of the Club, its assets after discharging its lawful debts, shall be distributed to charitable or educational organizations, qualifying as such, pursuant to the provisions of §501(C), the Internal Revenue Code, and regulations pertaining thereto.**

Article X. Membership Assistance

Section 10.01 The Club shall assist members through educational programs and with direct assistance in the exercise of their Amateur Radio privileges.

Section 10.02 The Club shall maintain a program to foster and guide public relations.

Article XI. Discipline

Red River Valley Amateur Radio Club Constitution & Bylaws

Section 11.01 FCC Certificate Action

- (a) Any member whose Amateur Radio License is suspended or revoked by the FCC is subject to disciplinary review by the Board of Directors.**

Section 11.02 Member Charges

(a) Charge:

- (i) An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club.**
- (ii) Written charges with specifications must be filed in duplicate with the Secretary.**
- (iii) The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board meeting.**

1) The Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club

- a) If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction.**
- b) If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter.**
 - i) The Secretary shall promptly send one copy of the charges and the specifications to the accused member by US Postal Service registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she wishes.**

(b) Board Hearing:

- (i) The Board shall have complete authority to decide whether counsel may attend the hearing, but both**

Red River Valley Amateur Radio Club Constitution & Bylaws

complainant and defendant shall be treated uniformly in that regard.

- (ii) Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may expel the defendant or recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's action(s).**
- (iii) Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.**
- (iv) Charges and reported actions which are found and determined to be matters of misunderstanding, misinformation or misinterpretation shall be therefore dismissed with an appropriate report and discussion with the reporting member(s). The accusing and accused member(s) shall be so advised in writing.**
- (v) Charges and/or reporting of behavior which is found to be born of ill will, retributive nature, vindictive content, knowingly untrue or otherwise deliberately damaging to the reputation or position of another member or officer, shall be considered injurious and damaging to the Club.**
- (vi) Any individual or group of individuals who have been determined to have done so shall be subject to immediate remedial action. Considering that unity, upright behavior and disciplined interaction along with a spirit of fellowship are required for the beneficial and constructive functioning of the club, and are critical for the continued**

Red River Valley Amateur Radio Club Constitution & Bylaws

survival of the organization, the only appropriate and applicable sanction to deliberate calumny, slander and bearing false witness with injurious intent shall result in immediate, inexorable and permanent expulsion from the club with forfeiture of all dues and suspension of all privileges therein conferred.

Article XII. Amendments

Section 12.01 Amendments to the Constitution & Bylaws shall be initiated as follows:

(a) By proposed resolution of the Board of Directors and confirmation of the membership as further defined by Article XII Amendments, Section 12.01d Method of Amendment,

or;

(b) By proposed petition to the Board of Directors, signed by not fewer than ten (10) Full members in good standing, and filed with the Secretary of the Club, whose duty it shall be to present all such petitions to the Board of Directors at the first meeting of the Board following such filing. The Board of Directors shall promptly consider the same and submit each resolution or petition to the members for their vote at the next regular meeting, as further defined by Article XII Amendments, Section 12.01d Method of Amendment,

or;

(c) By proposed resolution at a meeting by a two-thirds (2/3^{rds}) vote of a quorum of Full members in good standing, as further defined by Article XII Amendments, Section 12.01d Method of Amendment.

(d) Method of Amendment

(i) Any proposed amendment shall first be read at a meeting, tabled until the next meeting and published to the Full membership.

Red River Valley Amateur Radio Club Constitution & Bylaws

- (ii) The members shall be mailed or emailed notice of the proposed amendment or amendments to be voted upon. Such notice shall state the time and place of the next meeting, it shall provide a minimum of seven (7) days notice and shall be accompanied by a copy of the proposed amendment or amendments.
- (iii) No amendment or amendments shall be adopted, except by the affirmative vote of two-thirds ($2/3^{\text{rds}}$) of the Full members in good standing, in person at the second meeting after the amendment was proposed for a vote and tabled.

Section 12.02 Voting on amendments by the membership shall be by secret ballot.

Section 12.03 Policy Manual/Policies & Procedures Manual:

- (a) Either term may be used interchangeably.
- (b) May be amended by a majority vote of the Board of Directors. Such changes shall be reported at the next regular meeting.

or;
- (c) May be amended by a majority vote of the Full members in good standing at a meeting.

or;
- (d) May be amended by a $2/3^{\text{rds}}$ vote of a quorum at a meeting.

Article XIII. Communication

Section 13.01 Mail/Email

- (a) Unless specifically dictated otherwise herein, mail or email may be used interchangeably throughout all Club documents.
- (b) Email is the preferred method of communication between Officers and to/from members, but any form of communication to include United States Postal Service mail, parcel delivery

Red River Valley Amateur Radio Club Constitution & Bylaws

service, email, website notice; any and all are acceptable options as deemed appropriate by the Board of Directors.

Section 13.02 Unless otherwise specified herein the Club Secretary is responsible for member mailings.

Article XIV. Continuity

Section 14.01 At all times the Club shall have a Continuity Policy in the Club Policy Manual.

Section 14.02 The Club Continuity Policy shall list key positions and the number of people required to redundantly fulfill the duties of these positions.

Section 14.03 The President shall appoint and the Board of Directors shall approve a list of persons to fulfill the positions identified by the Club Continuity Policy.

Section 14.04 Unless otherwise specified herein the Club Secretary is responsible for maintaining the list of persons assigned to fulfill the Club Continuity Policy provisions.

Article XV. Document Retention Policy

Section 15.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of RRVARC records.

Section 15.02 Policy

- (a) General Guidelines.** Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, RRVARC may establish retention or destruction policies or schedules for specific categories of

Red River Valley Amateur Radio Club Constitution & Bylaws

records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) Exception for Litigation Relevant Documents.

RRVARC expects all Officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, Directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the RRVARC informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 15.03 Minimum Retention Periods for Specific Categories

- (a) Corporate Documents - Corporate records include the Club's Articles of Incorporation if any, Bylaws and IRS Form 1023 and Application for Exemption. Club records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.**
- (b) Tax Records – Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Club's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (c) Board and Board Committee Materials - Meeting minutes should be retained in perpetuity in the Club's files. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Club.**
- (d) Press Releases/Public Filings - The Club should retain permanent copies of all press releases and publicly filed documents under the theory that the Club should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Club.**
- (e) Legal Files - Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.**
- (f) Marketing and Sales Documents - The Club should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.**
- (g) Contracts - Final, execution copies of all contracts entered into by the Club should be retained. The Club should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.**
- (h) Correspondence - Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.**
- (i) Banking and Accounting - Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.**

Red River Valley Amateur Radio Club Constitution & Bylaws

- (j) **Insurance** - Expired insurance policies, insurance records, accident reports, claims, etc. should be kept for a period of seven (7) years.
- (k) **Audit Records** - External audit reports should be kept permanently. Internal audit reports should be kept for three years.
- (l) **Electronic Mail** - E-mail that needs to be saved should be either:
 - (i) Printed in hard copy and kept in the appropriate file; or
 - (ii) Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Article XVI. Definitions

Section 16.01 Good Standing – A member in good standing is a member who has not resigned, been suspended or expelled from the Club and who is not in dues arrears.

Section 16.02 Meeting – Meetings may be conducted in person or electronically. Their conduct shall be governed by the Club Policy Manual.

Article XVII. Robert's Rules shall govern proceedings.ⁱ

Article XVIII. Technical Corrections

Section 18.01 Technical errors limited to punctuation, formatting and number references may be made to any and all governing Club documents with the approval of a simple majority of a quorum at a meeting without triggering provisions of Article XII Amendments.
