

CONSTITUTION AND BY-LAWS OF THE ALBANY AMATEUR RADIO ASSOCIATION INC.

Preamble

We, the membership do hereby constitute ourselves as the Albany Amateur Radio Association (hitherto known in this document as "AARA") and adopt this constitution as our governing instrument. 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 so conduct club programs and activities as to advance the general interest and welfare of amateur radio; and provide services to the community when needed.

Article I: Membership

All persons interested in Amateur Radio shall be eligible for membership. Membership shall be by application and approval by one board member and such terms as provided in the By-Laws attached hereto.

Article II: Officers and Directors

Section 1 - Identification of Officers and Directors

The officers of this Association shall be: President, Vice-President, Secretary, and Treasurer, who shall also serve as Directors. Other Directors will include, if not already Board Members, the Trustee for the AARA Club Call Sign, the editor of the club journal - B-Plus, the immediate past President, the webmaster, and three elected Directors. All Officers and Directors shall be Members in good standing of the AARA, at least 18 years of age, and licensed Radio Amateurs.

Section 2 - Nominations for Office

Candidates for offices and directorships will be nominated by a three-member Nominating Committee appointed by the President at the October meeting. This Committee will submit one eligible candidate for each office and directorship at the November meeting. In the event the current president is re-nominated to the presidency, the committee shall submit the name of a candidate to serve an interim term of one year should the immediate past president be reelected. Nominations from the floor for all offices and directorships will be accepted at both the November and December meetings. The AARA Club members shall be notified with the names of all nominees selected by the Committee and those nominated at the November general meeting via e-mail, posting on the clubs website and/or being published in the December issue of B-Plus.

Section 3 - Election to, and Term of Office

Candidates for officers and directors receiving the most votes of the members present and in good standing at the December meeting shall be declared elected. The December meeting shall be referred to as the Annual Meeting. The officers of the Association shall be elected for a term of one year. Each year, one Director shall be elected for a term of three years. If a new president is elected, the immediate past President shall serve as Director ex-officio for one year. Terms of office for Officers and elected Directors shall begin and end after the elections at the Annual Meeting.

Section 4 – Vacancies

In the event of a vacancy in the office of President, the Vice-President shall succeed for the remainder of the President's term. In the event of a vacancy in any other office, the Board shall appoint someone to fill the unexpired term of the person leaving office with the approval of the membership at the next general meeting.

Section 5 - Removal from Office

The process for removal of Officers or Directors may be initiated by a petition signed by one fourth of the total membership and submitted to the Board for investigation. Following thorough investigation by the Board, including permitting individual(s) named in this petition to refute any charges or allegations at a closed hearing, the Board shall make recommendations to the membership at the next regular meeting of the AARA, and subsequently notify the members via e-mail and/or publish that recommendation on the web site and in B-Plus. The individual(s) then may be removed from office following an affirmative vote by 75% of the membership in attendance at the meeting following publication.

Article III: Duties of Officers

Section 1 - President

The president shall preside at all meetings of this Association and the Board of Directors, and conduct the same according to the rules adopted. The President's duties are as follows:

- i) Enforce due observance of this Constitution and By-Laws.
- ii) Decide all questions of order.
- iii) Sign official documents that are adopted by the AARA.
- iv) Be responsible to the Board of Directors.
- v) Appoint Committee Chairpersons.
- vi) Perform all other customary duties pertaining to the Office of President.

Section 2 - Vice-President

The Vice-President shall be responsible for such matters as may be delegated by the President. In the absence or disability of the President, the Vice-President shall assume the functions of the President. .

Section 3 – Secretary

The Secretary shall keep a record of the proceedings of the meetings of the AARA and of the Board of Directors, and carry out all correspondence. At the expiration of the term of office, the secretary shall turn over all AARA records in his/her possession to the successor.

Section 4 - Treasurer

The treasurer shall receive and record all monies paid to the AARA and shall keep an accurate account of all monies received and expended, and keep a roster of members. The treasurer shall pay no bills without proper authorization. The Board will authorize annual fixed operating expenditures. The Treasurer shall submit to the Secretary an itemized statement of disbursements and receipts at the

Annual Election Meeting. A brief treasurer's report shall be submitted at each general meeting. At the expiration of the Treasurer's term, all possessions belonging to the AARA shall be turned over to the successor, and an audit shall be performed.

Section 5 - Board of Directors

The affairs of the AARA shall be managed by a Board of Directors duly elected or appointed in accordance with Article II of this Constitution and By-Laws. The Board of Directors shall:

- i) Implement a structure for governing AARA operating activities as stipulated under the Constitution and By-Laws.
- ii) Direct the care of funds of the AARA.
- iii) Make appropriations for specific purposes, provided that such appropriations can be covered by funds available in the treasury.
- iv) Act upon all questions of acceptance and expulsion of members.
- v) Direct the business of the AARA, either itself or through its officers and committees.

The Board of Directors shall meet at least quarterly to conduct the affairs of the AARA, with the first meeting being called within 60 days of the Board members assuming office. Subsequent meetings of the Board of Directors may be called by the President, or at the request of any three or more members of this Board.

Five of the Board of Directors shall constitute a quorum at any meeting of the Board.

The actions of the Board of Directors governing policy shall be reported to the Association at its next regular meeting.

Section 6 - Committees

For the purpose of coordinating AARA activities, the Board of Directors may form committees for specific purposes of interest to the organization, composed of members of the organization. The President shall be empowered to appoint a chair of a committee formed by the Board of Directors. The Chair of any committee thus formed would be empowered to appoint committee members to address the specific purpose. These committees would advise the Board of Directors and membership of the committee's activities on a regular basis. Committees formed would have a term ending at the Annual Meeting each year unless specifically extended past that date or terminated earlier by the Board of Directors.

Article IV: Meetings

The By-Laws shall define and provide for regular and special meetings. At all meetings, 75% of the average attendance of the last six general meetings shall constitute a quorum for the transaction of business.

Article V: Dues

The Board of Directors, in accordance with By-Laws shall fix the amount of dues, to be paid annually in January. Members in arrears more than six months shall be considered not in good standing and not eligible to vote. Members in arrears more than one year will be dropped from the membership roster.

Dropped members may be reinstated by reapplying for membership and paying one year's arrears and the current year's dues.

Article VI: Amendments

This Constitution, and these By-Laws, may be amended by a three-fourths majority vote of the membership present. Proposals for amendments shall be submitted in written format stating both the part to be changed and the new provision proposed. Such proposals are to be put forth at a regular meeting of the AARA and may not be voted on until the following regular or special meeting. Advance written notification of the proposed change, by publication in B-plus, shall be made to the membership prior to the meeting of consideration and vote.

Article VII: Rules

When there is a question of procedure, Robert's Rules of Order shall govern.

Article VIII: Continuity

All rules, regulations and policies which were established prior to the adoption of the Constitution and By-Laws, if not in conflict with them, are still in effect.

BY-LAWS

MEETINGS

Regular meetings shall be held each month from September through June on a date and time set by the Board of Directors. Meetings may be in-person or virtual. The meeting date may be changed due to a conflict of the normal meeting date with holidays or due to emergencies. Effort will be made by the Officers to contact all members and notify them of meeting date or format changes by the most expeditious method.

Special meetings of the AARA may be called by the Board of Directors, by the President, or upon request of 25 members sent by written notice to the Secretary. All members must be notified, at least one week before the date of the special meeting.

Section 1 - Types of Membership

The types of membership shall be: (1) Honorary Life Membership, requiring no dues; (2) Full Membership, Junior Membership and family Membership requiring dues. The initial dues structure and any changes in dues for each of the three dues-paying membership classes shall be recommended by the Board and approved by a majority vote of the membership present at the Annual Meeting. Dues for the junior and family membership classes are to be less than dues for the full membership class and may be zero. Honorary Life Members shall be designated by the Board of Directors; no more than one per year may be awarded. Full Membership is accorded individuals over 18 years of age. Junior Membership is accorded those members under 18 years of age who are not included in a Family Membership.

Section 2 - Dues

The membership year extends from January 1 to December 31. One year's dues must accompany all applications for membership. New members joining September or later shall have their dues payments apply to the coming year. If the Board of Directors rejects an application for membership, dues accompanying such application shall be promptly refunded. The treasurer shall notify delinquent members when they are between three to six months in arrears. This notification may be made via e-mail, in writing, by telephone, or by personal contact.

Section 3 - Expulsion of Members

Upon written request of ten or more members, that, for cause therein stated, a member of the AARA should be considered for expulsion, the Board of Directors shall advise in writing the accused of the specific charges. The accused shall have the right to appear before a special hearing convened by the Board of Directors. The accused shall be notified in writing at least fifteen days in advance of the convening of such a hearing. The case against the accused must be considered and a decision rendered no later than the next regular meeting of the Board. The decision for expulsion shall require an affirmative vote of two-thirds of the Board of Directors.

OFFICIAL JOURNAL

The B-Plus on line shall be the official publication of the AARA.