

**BY-LAWS OF
RADIO AMATEUR SOCIETY OF NORFOLK, INC.**

**ARTICLE I
MEMBERSHIP AND MEETINGS**

Section 1. Eligibility.

There shall be three classes of membership of the Club as part of the Corporation. The classes of membership shall be:

- i. Regular/full member- person holding an amateur radio license, no age restriction and current dues paid shall have full voting privileges and be eligible to hold an official position
- ii. Associate Member- Persons working toward their amateur license or other Persons interested in the activities of the club may join but will not be eligible to vote or to hold an official position.
- iii. Honorary Member-membership granted by the board for services to the club in the past and not requiring payment of dues. This member is to have the same privileges as an associate member.

Section 2. Acceptance of Membership.

Each applicant for membership shall apply in person at a regular meeting. The applicant shall state the name, address, and occupation. Accompanying the application, the prospective member shall submit dues payable for the current year in full. At the monthly meeting, the applicant will be voted upon by voice ballot.

Section 3. Member in Good Standing.

A member shall be considered in good standing with the club after a period of four months membership in the club as set forth by the RASON Code of Conduct.

Section 4. Voting.

Each regular/full member shall have one vote at any monthly meeting at which he/she is present. Proxy voting will not be permitted at any monthly meeting or election in any fashion. No member may vote whose dues are not paid for the current year. Absentee ballots will be permitted for those deemed eligible by virtue of service or employ only, and said ballots shall be in receipt of the secretary no earlier than sixty (60) and no later than ten (10) days prior to any general election. Upon receipt the club secretary shall seal all absentee ballots and not disclose the contents of all ballots in his/her custody until such time as the election takes place.

Section 5. Dues.

The Board of Directors shall set the annual dues for each membership class.

Pro-Rating. Any new members joining the club shall pay dues prorated on the months remaining in the calendar year.

Section 6. Termination of Membership.

- i. Termination: The board will have full authority to dispose of any complaint brought forward against another member by simple majority vote. Upon a finding by the board to warrant the matter being brought before the board, the board shall suspend said member's privileges wholly until such time as the body may hear and dispose of the matter. Any complaint brought before the body as a result of an investigation by the board where the outcome is termination will require a majority vote of the body in **assertion or disapproval** (assuming a quorum of members is present as defined in *quorum* of *Section 7. Meetings.*). The final vote outcome of the body shall be final and binding and in the case of **assertion** the member in question shall have the membership terminated forthwith and not again be eligible for membership in the club for a period of not less than (5) years as well as having all previously paid dues forfeited. In the case of disapproval the matter will be considered disposed of and no record or mention of such matter shall again be said.
- ii. 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 of each fiscal year.
- iii. Lapsing: A membership will be considered as lapsed and will be automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant an additional thirty (30) days of grace to delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.

Section 7. Meetings.

Regular Meetings: Regular meetings shall be held monthly in Norfolk, Virginia.

Quorum:

A quorum for regular membership meetings shall be twenty percent (20%) of the regular voting members in good standing in attendance.

Place, Date, and Hour:

All meetings of the Club, whether of the membership or Directors, shall be held in the Commonwealth of Virginia at such place, date, and hour as may be designated by the

person(s) authorized by the Board to call such a meeting.

ARTICLE II **DIRECTORS AND OFFICERS**

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and the Board Member at Large, all of whom shall be members in good standing of legal age and all of whom shall be elected for terms of one year at the first monthly meeting of the new fiscal year and shall serve until their successors are duly elected. The Board of Directors shall be the governing and controlling body of the Corporation and shall serve on the board as elected by the Regular/Full membership and must be a Citizen of the United States that is of age and must be a Regular/Full member in good standing in accordance with the RASON Code of Conduct and the Amateur's Code for a term of no less than four months.

Section 2. Officers.

The officers of the Corporation, consisting of the President, Vice-President, Secretary, Member At Large, and Treasurer, shall serve in the respective capacities both with regard to membership and its meetings and the Board and its meetings.

- i. The President shall preside at all meetings of the membership and of the Board and shall perform such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.
- ii. The Vice-President shall exercise the authority of the President in his absence and perform such their duties as may be assigned to him by the President or the Board of Directors.
- iii. The Secretary shall be responsible for recording the minutes of the membership and Board meetings and maintaining such other records as may be required of him/her by the President or the Board. S/he shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his office as the President may request or the Board assign.
- iv. The Treasurer shall collect and receive all moneys due or belonging to the Corporation and the Club. He shall deposit same in a bank designated by the Board in the name of the Corporation and the Club. His/her books shall at all times be open to inspection by the Board and he/she shall report at every meeting on the condition of the finances of the Corporation and the Club and

every item of receipt or payment not before reported; and at the annual membership meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. There shall be an annual audit of books as directed by the Board.

- v. The Member At Large shall be considered the liaison for ideas to and from the board of directors and is a full voting member of the board. Shall be considered the liaison for ideas to and from the board of directors and the club body. The Member at Large shall be the immediate past president of the club. However, if the immediate past president is unable or unwilling to serve the role, the member at large may be elected the same as all other officers. An elected Member at Large can serve a single term. An elected Member at Large may serve multiple times but none can be consecutive years. At the end of any single term the Member at Large position will revert to the previous immediate past president. If the immediate past president is unable or unwilling to serve the role a new member at large may be elected.

Section 3.Appointments.

All appointees serve at the discretion of the board that appointed them. Any appointee may at any time be asked to step down or be removed at the discretion of the president or vice-president after being given (10) days notice via mail. All appointees must be a Citizen of the United States that are of Age and good reputation and character.

- i. The Public Service Coordinator will handle all public service staffing and scheduling issues as well as any other tasks as assigned by the Board.
- ii. The Training Coordinator shall be in charge of all training and scheduling issues as well as any other tasks as assigned by the Board.
- iii. The Communications Coordinator shall be in charge of the club property, maintain the radio equipment and the radio shack in good operating condition and maintain records for insurance coverage and FCC requirements and compliance for the RASON radio shack. The Communications Officer will maintain a list of qualified operators that may use the club equipment and said list shall be filed with the club secretary and amended as needed. The C.O. will maintain the security of the equipment and radio shack as well as any other tasks as assigned by the board.

Section 4.Elections.

The candidate receiving the greatest number of votes for each office shall be declared elected, assuming a quorum of members is present as defined in *quorum* of *Section 7. Meetings.*

Section 5.Meetings.

The following shall govern meetings of the Board of Directors:

- i. Regular. Regular meetings of the Board of Directors shall be held monthly. This meeting can be via email or phone.
- ii. Special. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the receipt of a written or electronic notice signed by at least fifty percent (50%) of the Board. The Secretary shall mail notice of such meeting at least five (5) days and not more than ten (10) days prior to the date of the meeting, or telegraphic notice shall be filed at least three (3) days and not more than five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat.
- iii. Quorum. A quorum for a meeting of the Board shall be a majority of the Board.
- iv. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the un-expired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE III **COMMITTEES**

Section 1.

In addition to the Nominating Committee, the Board may arrange for an executive or steering committee to be appointed by the Board or elected by the membership, and the Board may each year appoint standing committees to advance the work of the Corporation and the Club in other projects, coordination of communication projects with the Red Cross and local emergency-preparedness agencies. Such committees shall always be subject to final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2.

Any committee appointment may be terminated by majority vote of the full membership of the Board upon ten (10) days written notice to the appointee; and the Board may appoint successors to those whose services have been terminated.

ARTICLE IV **GENERAL PROVISIONS**

Section 1. Calendar.

The fiscal year of the Corporation and the Club shall begin on January 1st and end on December 31st of each year.

Section 2. Amendments.

Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors and shall be submitted to the membership at a regular or special meeting. A copy of the resolution must accompany the notice of the meeting and such notice shall be given at least twenty-five (25) but not more than fifty (50) days prior to the meeting. The proposed amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast (assuming a quorum of members is present as defined in *quorum* of *Section 7. Meetings*).

Amendments or changes to the By-Laws may be made by a majority vote of the Directors at any meeting at which a quorum is present, provided ten (10) days written or electronic notice is given to the Directors of any proposed change. Proposed amendments or changes to the By-Laws made by the Board of Directors shall become effective upon receiving an affirmative vote of the Regular/Full membership in attendance of the meeting wherein the matter is brought to a vote.

Section 3. State Corporation Commission

The membership renewal and annual report to the State Corporation Commission shall be submitted by the President no later than 31 July of each year.

ARTICLE V **DISSOLUTION**

The Corporation or Club may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Corporation or Club, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation or the Club shall be distributed to any member; but after payment of all lawful debts of the Corporation or the Club, its property and assets shall be given to a charitable organization(s) of the kind described in Chapter 501(c)(3) of the Internal Revenue Code, as amended, such organization(s) to be selected by the Board of Directors.

“THESE BY-LAWS WERE ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AND VOTED IN BY THE MEMBERSHIP ON August 17, 2015. RADIO AMATEUR SOCIETY OF NORFOLK, INC.”