

**THE CONSTITUTION**  
**OF THE**  
**VOICE OF IDAHO AMATEUR RADIO CLUB, INCORPORATED**

**PREAMBLE:**

We constitute ourselves the VOICE OF IDAHO AMATEUR RADIO CLUB, INCORPORATED. This corporation is organized exclusively for charitable, scientific literary or educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under 501(c) (3) of the Internal Revenue Code.

It shall also be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency in all aspects of Amateur Radio, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

**ARTICLE I - MEMBERSHIP**

All persons interested in Amateur Radio are eligible for membership. Membership shall be by application upon such terms, as the Club shall provide in its By-Laws. Any Member can be removed from the Membership Roster of the Club with termination of membership as follows:

- 1 upon the signed written request of the Member
2. for good cause shown, upon a removal vote of two-thirds voting Members present at any regular Club membership meeting if the Members present constitute a Quorum as defined in Article V. Any Member personally present at a Membership meeting can request a membership removal vote.

**ARTICLE II- BOARD OF DIRECTORS**

The governing body of this Club is the Board of Directors. The Board of Directors consists of the following Officers: President, Immediate Past President, Vice President, Treasurer, Membership Director, Technical Director, Communications Director, and two Directors-At-Large. Each member of the Board of Directors has a full vote in the conduct of all Board business.

**ARTICLE III - OFFICERS**

Section 1 - The elected Officers of this Club are: President, Vice President, Treasurer, and the two Directors-At-Large.

Section 2 - All elected Club Officers shall be nominated and elected in the manner defined in the By-Laws.

Section 3 - Vacancies occurring between elections shall be filled by appointment of the Board of Directors from the membership.

Section 4 - Any elected Officer can be removed by a three-fourths vote of the membership present at any regular membership meeting. The number of members present must constitute a quorum as defined in Article V.

Section 5 - In the event of the death, default, or removal of the Club President, succession shall be in the following order for the balance of the President's elected term: Vice President, Immediate Past President, Senior Board Member-At-Large, Junior Board Member-At-Large,

Treasurer. In the event of the death, default, or removal of any other Club Officer, the Board of Directors shall appoint a successor to serve for the balance of that Officer's elected term.

## **ARTICLE IV - DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

### **Section 1 - President**

It is the duty of the President to:

- a. preside at all Club meetings and conduct them according to the Constitution and By-Laws.
- b. administer the terms and requirements of the Constitution and By-Laws.
- c. decide all questions of order.
- d. on behalf of the Club, sign all necessary and proper documents authorized or adopted by the Club membership or the Board of Directors.
- e. preside over the Board of Directors as Chairman and vote only in the event of a tie vote of the Board.
- f. perform such other acts as are customary to the Office of President. This includes, but is not limited to, the authority to create temporary committees. Creation of and appointments to such committees and the designation of Chairpersons are in the discretion of the President subject to the advice and consent of the Board of Directors. Membership ratification is not required. The term of any committee created under this section will not exceed one year. That term can be renewed upon the approval of the

### **Board of Directors**

g. appoint all Standing Committee Chairpersons and Standing Committee Members upon the advice and consent of the Board of Directors subject to ratification of the Club members present at the next regular membership meeting next following said appointment. The members present at said meeting must be sufficient in number to constitute a quorum as defined in Article V. If a quorum is not present, then the question of ratification continues onto the agenda of each following membership meeting until the quorum requirement is satisfied. During the interim time period the appointment in question is valid and the appointee is authorized to conduct the business of the committee over which or on which that person is appointed.

### **Section 2 - Vice President**

It is the duty of the Vice President to:

- a. assume the duties of the President in the absence or incapacity of the President. In the event the absence or incapacity of the President is uncertain or challenged, the Board of Directors shall determine the question. The Vice President shall preside over that Board meeting and vote only if there is a tie vote of the Board.
- b. preside as Chairperson over a Program And Activities Committee. This is not a Standing Committee. It is the duty of the Committee to organize club activities. In the alternative, the Vice President can, in his/her personal discretion, exercise this function alone without benefit of Committee. In the event the Vice President elects to act with Committee, the members of the Committee shall be appointed by the Vice President. Appointments to the Program and Activities Committee can be made without the advice and consent of the Board of Directors and need not be approved by the membership of the Club.

### **Section 3 - Treasurer:**

It shall be the duty of the Treasurer to receive all monies belonging to or paid into the club, to receipt for the same and to deposit in the bank, and pay out same only by check or draft, signed by the Treasurer and one other officer as authorized by vote of the Board of Directors. To supervise and control the keeping of the accounts and books of the club, collect all dues, and assessments, and report financial conditions of the club at each membership meeting.

#### Section 4 - Membership Director.

The term of office of the Membership Director runs concurrently with the Office of the President. The Membership Director shall maintain all membership records and notify members of dues and assessments.

#### Section 5 - Technical Director

The term of office of the Technical Director runs concurrently with the Office of the President. It is the duty of the Technical Director to:

- a. advise the Board of Directors on any authorized purchase of equipment.
- b. maintain all Club equipment in a condition of good repair unless, in the discretion of the Technical Director, the maintenance and/or repair of said equipment is not reasonable or practical. In that event, the Technical Director shall submit to the Board of Directors a written recommendation for disposal of such equipment.
- c. preside over the Technical Committee. This is a Standing Committee. The members of the Committee shall assist the Technical Director in the duties of office.
- d. perform other technical functions as assigned by the Board of Directors.

#### Section 6 - Communications Director

The term of office of the Communications Director runs concurrently with the Office of the President. It is the duty of the Communications Director to:

- a. create and/or maintain an INTERNET Web Page for the Club.
- b. gather information for, publish, and disseminate a Club Newsletter in the form and frequency determined by the Board of Directors.
- c. handle Club publicity as directed by the Club President.
- d. preside over the Communications Committee. This is a Standing Committee. The members of the Committee shall assist the Communications Director in the duties of office.
- e. perform other communications functions as assigned by the Board of Directors.

#### Section 7 - Directors-At-Large

Two Directors-At-Large shall be elected for two year terms. One Director shall be elected on even numbered years and the other on odd numbered years.

#### Section 8 - Board of Directors

It is the duty of the Board of Directors to:

- a. administer all Club business and interests pertaining to monies, membership, projects, and any other functions or activities where the interests of the Club might be affected.
- b. elect two (2) Trustees to represent this Club on the Board of Trustees of The Idaho Society of Radio Amateurs, Incorporated in accordance with their Articles of Incorporation. The two Trustees, when attending any official Idaho Society of Radio Amateurs, Incorporated function, will not represent any interest other than this Club. No member of the Board of Directors will hold more than one office on the Board of Directors at any one time.

The authority of the Board of Directors includes the following:

- a. the receipt of donations to the Club, purchase, sale, or disposal of Club property
- b. enter into purchase and sale contracts, lease contracts, and/or rental contracts on behalf of the Club
- c. authorize the expenditure of Club funds for the regular or emergency needs of the Club.

## **ARTICLE V - MEETINGS:**

The By-Laws shall provide for regular and special meetings. At meetings, a minimum of 10 percent (%) of the voting membership shall constitute a quorum for the transaction of business

## **ARTICLE VI - DUES:**

Dues or other assessments shall be levied upon the general membership according to the By-Laws of the club. Non-payment of such dues or assessments shall be cause for expulsion from the club within the discretion of the Board of Directors.

## **ARTICLE VII- AMENDMENTS TO THIS CONSTITUTION OR BY-LAWS**

This Constitution of this Club can be amended by a two-thirds vote of the members present at a regularly scheduled meeting. The number of members present must constitute a quorum as defined in Article V of this Constitution. Any proposal for any amendment to this Constitution must be prepared in typed/printed form, clear and legible, and presented to the Board of Directors by the person(s) proposing said amendment at any regular meeting of the Board of Directors. The original proposal must be dated and signed by the person(s) proposing the amendment and submitted with nine copies. The proposal must contain at least the following information:

1. an exact quotation of the portion of the Constitution to be amended.
2. the specific wording offered as the proposed amendment.
3. a statement explaining why the change should be made.
4. A statement explaining how the proposed amendment will satisfy the need for the amendment.

Thereafter, the proposal shall be:

1. read aloud to the Club members present at the next regular Club membership meeting following said presentation to the Board of Directors and again read aloud at each following Club meeting until voted upon. The presiding Club officer will introduce the person(s) proposing the amendment and read the proposed amendment aloud.
2. within ten calendar days posted to the Club INTERNET website, if then existing, and published in the next following Club Newsletter, if then existing.
3. voted upon at the regular Club meeting next following publication in the Club Newsletter.

Only a member of the Club with membership duration of no less than two consecutive years can propose Amendments to the Constitution and/or By-Laws.

## **ARTICLE VIII – DISSOLUTION OF CLUB AND ASSET DISTRIBUTION**

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Amateur Radio Relay League (ARRL), provided the ARRL is exempt under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal Tax code at the time of dissolution.

## **ARTICLE IX – CONFLICT OF INTEREST POLICY**

### **Section 1**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

## Section 2

### **Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 3

### **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement

from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 4

##### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Section 5

### **Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Section 6

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Section 7

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Section 8

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Document Revised and Approved July, 2007

by the Board of Directors

Voice of Idaho Amateur Radio Club, Inc.

**THE BY-LAWS  
OF THE  
VOICE OF IDAHO AMATEUR RADIO CLUB, INCORPORATED**

Section 1

**SECRETARY**

It shall be the duty of the Secretary to keep the Constitution and By-Laws of the Club and have same with him/her at every meeting. He/she shall note all amendments, changes and additions on the Constitution and shall provide copies to members upon request.

Section 2

**MEMBERSHIP**

Membership is open to any holder of an Amateur Radio License issued by the United States Federal Communications Commission. Only Members are authorized to:

1. hold Club Office
2. vote in Club elections and/or membership meetings
3. receive a Club Membership Card
4. Use any closed autopatch operated by the Club.

Where a family household has more than one licensed Radio Amateur, the payment of Family Dues confers individual Membership upon each licensed Radio Amateur in that household. A family household paying Family Dues will receive no more than one Club Newsletter when distributed. The Board of Directors shall determine whether or not a group of two or more individuals constitutes a family household. That determination is subject to ratification or rejection by the membership of the Club whenever any Member raises the issue at any regular Club membership meeting. That vote is subject to the quorum requirement in Section V. Whenever a Member raises the issue, the membership discussion and vote will occur during the next following regular membership meeting. This same procedure will be used whenever any challenge or question is raised as to any membership application.

Section 3

**MEETINGS**

Regular membership meetings shall be held on a monthly basis at a time and place designated by the Board of Directors. Any regular membership meeting can be canceled by the Board of Directors when necessary. The Board can also suspend regular membership meetings during the summer months. A special membership meeting shall be called by the President upon written request of any five Club Members. Said request must state, in plain and specific terms, the reason for the special meeting and the anticipated results. Notice of any special meeting shall be announced on any regular Net then conducted and/or by automatic announcement on all Club repeaters then in operation. The business of a special meeting shall be limited to that stated in the written request. The Club President shall preside at special membership meetings. Club business of any kind cannot be conducted at any special membership meeting unless the quorum requirement defined in section V is satisfied. Failure of a quorum of Club members in attendance terminates the meeting. No additional meeting is authorized absent a new written application as required herein. If a special membership meeting fails by reason of a lack of a quorum present at two consecutive special membership meetings called for the consideration of the same topic or topics, then additional special membership meetings on those topics cannot again be called during the balance of the Club calendar year.



#### Section 4

##### **DUES**

Membership dues is payable annually and is due during the January regular membership meeting or the next regular membership meeting held thereafter if a January meeting is not held. Dues, whether individual or family, shall be in the amount set by the Board of Directors and ratified by the Club membership.

#### Section 5

##### **INVENTORY**

It shall be the responsibility of the Technical Committee to keep a complete inventory of all club property and equipment. A copy of said inventory shall be given to the incoming Board of Directors no later than two weeks following election of new officers. Inventory shall include approximate value of club assets.

#### Section 6

##### **AUDIT**

An audit committee shall be appointed from the general membership to audit the club books in December of each year. A financial report shall be made available to the general membership following the audit.

#### Section 7

##### **ELECTIONS**

(a) Nominations/election process. New officers shall be nominated by previous club presidents who are current club members or by the general membership at the November general meeting. Ballots shall be mailed no later than seven (7) days following the November general meeting to all members paid for that calendar year. Included with the ballot will be a stamped, self-addressed reply envelope. All ballots that have been received at the club post office box by the date of the December board meeting will be counted and tabulated at that board meeting. (b). Voting member eligibility. Only those members who have paid their current years dues as of the close of the November general meeting will be eligible to vote. Certification of the election results will be announced at the December general club meeting. New officers will assume office as of January 1st of the upcoming calendar year. All club property and equipment shall be turned over and/or accounted for to the new officers prior to January 1 following elections. (Modified October 1999)

#### Section 8

(This section intentionally left blank)

#### Section 9

##### **AMENDMENT OF BY-LAWS**

Any member with a membership duration of no less than two consecutive years can propose changes to or deletion of these By-Laws in the same manner as provided in the Constitution for amendments to the Constitution.

Document Revised and Approved July, 2007

by the Board of Directors

Voice of Idaho Amateur Radio Club, Inc.