

**AMENDED BY-LAWS OF
ROANOKE VALLEY AMATEUR RADIO CLUB
March 15, 2021**

Preamble

As persons interested in amateur radio, we wish to secure for ourselves the pleasures and benefits of an association of individuals mutually interested in amateur radio. Therefore, we hereby constitute ourselves as a Virginia non-stock corporation known as Roanoke Valley Amateur Radio Club" (the "Club"). We enact these by-laws as our governing document. The purpose of the Club is for charitable, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More specifically, it shall be our purpose to further the education and the exchange of information and communication of amateur radio operations, to promote fraternalism, and individual proficiency of radio operations. The Club's programs, activities, and classes will be conducted so as to advance the general interest of members and the public in amateur radio, in emergency communications, and public service. Further, goals of the Club will be to promote the advancement of technical competence, the investigation of radio propagation phenomena, and experimentation in communications equipment design and construction.

***Article One
Location of Principal Office***

1.01 Principal Office: The principal office of the Club shall be located at PO Box 2002, Roanoke, Virginia 24009. The Club may establish other offices as the Board of Directors may determine or as activities of the Club may require.

***Article Two
Membership***

2.01 Eligibility: All persons interested in amateur radio will be eligible for membership. Members must comply with the Federal Communications Commission ("FCC") Rules and Regulations, Club by-laws, and other rules that may be established by the Club.

2.02 Full Members: A person who submits an application for membership along with the payment of annual membership dues will be accorded full Club privileges. Additional family members residing in the same household and holding a valid amateur radio license can also become members of the Club upon proper application. Such members will have full privileges; however, they will not receive separate mailings of Club-related communications.

2.03 Life Members: Individuals who by virtue of their long and distinguished contributions to amateur radio and the Club may be accorded the honor and privilege of Life Membership in the Club. Life members will be nominated by the President and approved by the Board of Directors. Life members will have full Club privileges and will pay no dues.

2.04 Delinquent Members: Members who are delinquent in dues may not vote on Club activities or decisions. Those delinquent over 60 days will have their memberships revoked. Membership will be reinstated upon full payment of the current full-year dues.

2.05 Membership Revocation: Any member may be removed for cause by a two-thirds vote of the members present at any regular Club meeting, provided the member has been notified in writing that such action is being considered and invited to attend the meeting. Such notification will be given at least two weeks prior to the meeting. The member's due process will include an opportunity to address the Club prior to the vote and may ask other Club members to speak on his/her behalf.

2.06 Voting: Each individual shall have one vote at any membership meeting at which he or she is present. Proxy voting will be permitted at any membership meeting or election. No member may vote whose dues are not paid for the current year.

2.07 Dues: The Club's annual dues will be determined by the membership upon recommendations of the Board of Directors. Such dues will be payable on the anniversary of initial membership. Each member is expected to pay the Club treasurer in a timely manner without written notification. In the event the member becomes delinquent in payment of dues, the original date will remain unchanged.

2.08 Revenues: All revenues generated by dues, Club auctions, and annual Hamfests will be used to support the Club's repeater system, sponsored events such as ARRL's annual Field Day, various Special Events and other activities designed to promote Amateur Radio in the community. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Preamble at the beginning of these By-laws. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.09 Expenses: Any expenses by the Club in excess of \$100 must be approved by a vote of the membership at a called meeting. Any expense less than \$100 may be approved by a consensus of no fewer than two members of the Board of Directors. Requests for reimbursement for approved expenses on behalf of the Club must be accompanied by a receipt with official Club notification identifying the approving members of the Board of Directors.

2.10 Dissolution: The 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 Club, whether voluntary or involuntary or by operation of law, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III **Meetings of Members**

3.01 Regular Meetings: Normally, Club meetings will be held twice monthly as appointed by the Board of Directors except in December and November. Oral notification of changes in either location or time of meetings will suffice if announced at a regular scheduled meeting. Changes may also be announced by official Club communication which would include but not be limited to announcement during Club on-air nets, email, the Club's official website, or any Club sponsored messaging system.

3.02 Election of Officers: Elected officers will consist of the President, Vice President, Secretary, and Treasurer. The election of officers will normally be held in September of each year. Should the election not take place during September, the Board of Directors will cause the election to be held at the next regular meeting of the Club or as soon as practical. The newly elected officers will assume their responsibilities the month following the election.

3.03 Robert's Rules of Order: Robert's Rules of Order shall govern the proceedings of the Club unless they are inconsistent with these By-Laws or other special rules that may be applicable. A quorum shall consist of members present and voting, provided the Club members are eligible to vote on matters brought before the membership.

ARTICLE IV BOARD OF DIRECTORS

4.01 Eligibility: Any person holding an elected position or serving as a Director of the Club must be a member in good standing and should be an active member of the Club evidenced by consistent attendance at a majority of official Club functions.

4.02 Responsibilities: The Board of Directors will manage the business and activities of the Club. It will be responsible for establishing the Club's policies and goals and provide overall guidance to the officers and committee chairs. It shall normally meet once a month at a place and time convenient to members of the Board.

4.03 Members: The Board of Directors will consist of the elected Officers (President, Vice President, Secretary, Treasurer) and five Directors (members at large appointed by the elected officers). Officers and Directors will not be related to one another (i.e. husband, wife, child, brother or sister).

4.04 Appointment of Directors: It is the responsibility of the President, with concurrence of the elected officers, to appoint, oversee, and remove non-elected positions.

4.05 Vacancies: If a vacancy on the Board should occur, the Board will appoint a willing member to fill the remaining term. Any board member may be removed from office by the Club membership following procedures as outlined in paragraph 2.05.

4.06 Special Meetings: Special meetings of the Board may be called by the President or any three Directors. Notice of such meeting shall be given through official Club communications at least 48 hours in advance. This requirement may be waived if agreed upon and documented by a majority of the Board members. The meeting will be limited to the purpose of the call.

4.07 Minutes: Minutes of all actions taken by the Board will be recorded and made available to the membership upon request or reported to the membership through the official Club website.

4.08 Quorum: A majority of five constitutes a quorum for the transaction of business by the Board. The Directors are responsible to the full membership of the Club. A majority vote of the Club membership at any regular scheduled Club meeting can overturn or nullify actions of the Board.

4.09 Executive Session: An executive session (closed meeting) may be permitted for the protection of the privacy of individual member or when personal matters need to be discussed. The Chair will entertain a motion for closing the session. The motion should be seconded and voted upon. When the motion carries, the room will be cleared of everyone except members of the Board of Directors. If appropriate, interested parties and their representatives may be invited to attend. Only deliberations and discussions will take place in the closed sessions. The Chair should announce when the Board has come out of executive session and the room will be available for non-Board members to re-enter. The Chair will take motions only in open session and such motions and votes will be included in the minutes.

ARTICLE V OFFICERS

5.01 Eligibility: Officers of the Club must be members of the Club in good standing and will consist of the President, Vice President, Secretary, and Treasurer (see paragraph 4.03). The officers will be elected by the membership for a term of one year (see paragraph 3.02), and will assume the office on the month following their election or appointment (see paragraph 4.05).

5.02 Nomination Process: The President will appoint a Nominating Committee. The nominating committee will nominate one or more candidates not related to any of the committee members for each elected position. Additional nominations may be made from the floor by a majority vote during the regular membership meeting, provided the members being nominated are present and agree to run.

5.03 Removal: Any officer may be removed from the office at any regular meeting by a two-thirds vote. Procedure will follow the requirements set forth in paragraphs 2.05 and 3.03.

5.04 President: The President serves as Chief Executive Officer and presides at all meetings of the membership and the Board of Directors. The President appoints the members of standing committees and recurring positions. The appointments shall be in place by the first Club meeting in January and will be presented to the Board and Club membership at that time.

5.05 Vice President: The Vice President will perform duties as assigned by the President or Board of Directors. In the absence of the President, the Vice President will perform the duties of the President and, in so acting, will have the powers and responsibilities of the President.

5.06 Secretary: The Secretary shall be responsible for keeping the minutes of all regular, special, and Board meetings of the Club. The Secretary will maintain the Club's By-Laws, and will act as the presiding officer in the absence of the President and Vice President.

5.07 Treasurer: The Treasurer will be responsible for all funds of the Club, and receive and give receipts for all funds due and payable to the Club from any source. An accurate account of all monies received and expended will be maintained. All funds will be deposited in the Club's bank account(s). The Treasurer will present an accurate statement regarding the Club's financial conditions each month at a regularly scheduled Club meeting (see paragraphs 7.01 - 7.03). The Treasurer will maintain a master copy of the official membership roster, and record of payment of dues and each member's dues date. The Treasurer will act as the presiding officer in the absence of the President, Vice President, and Secretary.

ARTICLE VI

Appointed Committees and Positions

6.01 Selection: The President will appoint necessary Committees and positions to assist him/her and the Board to carry out the activities and functions of the Club.

ARTICLE VII

Deposit and Bookkeeping

7.01 Deposit of Funds: All funds of the Club shall be deposited to the credit of the Club in banks, trust companies, or other deposits as the Board may select.

7.02 Bookkeeping and Records: The Club shall keep complete and accurate books and records of the accounts and minutes of its proceedings. The Club shall keep at the registered or principal office a record of the names and addresses of its members. All records and books maintained by the Club will be made available for inspection by any member upon request.

7.03 Annual Audit: The records of the Treasurer shall be audited at the end of each fiscal year by two persons appointed by the Board. The auditors must be disinterested individuals, and will not be elected officers or their relatives. Competent non-members may be appointed or designated. The auditors will provide a written report to the membership by the April meeting of the Club.

ARTICLE VIII
General Provisions

8.01 Availability: These Bylaws will be published to the Club's official website and will be prominently accessible to the membership.

8.02 Amendment of Bylaws: These Bylaws may be amended at any regular meeting provided that the intent to amend and the proposed amendments are provided to all members through any official Club communication at least one month prior to the meeting (see paragraph 3.01) and must be posted to the Club's website. Amendments must be approved by a two-thirds majority of the membership in attendance at such meeting.

8.03 Calendar: The fiscal year of the Club shall begin on the 1st day of January and end on the 31th day of December in each year.

History of By-laws of Roanoke Valley Amateur Radio Club:

Original By-laws drafted November 8, 2002

Reviewed and approved: June 8, 2007

Revised: April 21, 2018

Reviewed and approved: June 8, 2018

Revised: August 10, 2019

Reviewed and approved: September 13, 2019

Revised: March 15, 2021

Reviewed and approved:

Adopted at the second meeting of April, 2021 of the Roanoke Valley Amateur Radio Club on 4/23/2021.

Regis Gottus

Secretary