

# **Bylaws of the Overlook Mountain Amateur Radio Club**

**Bylaws Adopted October 17, 2019**

## **PREAMBLE**

As whereby we have constituted ourselves as the Overlook Mountain Amateur Radio Club (hereinafter referred to as OMARC or simply as the Club) do enact these BYLAWS as our governing laws.

## **ARTICLE I - PURPOSE**

The aims of this CLUB are: To promote amateur radio activities in the amateur radio service with supporting activities and to encourage public service participation by the membership. To sponsor or engage in not-for-profit activities on behalf of CLUB membership or other public service groups.

## **ARTICLE II - MEMBERSHIP**

**Section 1.** All persons interested in the activities of the CLUB may be eligible for membership.

- Membership applications shall be presented to the Secretary by a sponsoring member or;
- Application may be filled out at a regular monthly meeting by the candidate and presented to the Secretary.
- The membership application shall be presented and read by the Secretary to the membership present at the regular monthly meeting.
- Voting on accepting the candidate as a member shall take place at the next general regular meeting following submission of application with the candidate strongly encouraged to be present at said meeting to provide membership the opportunity to become familiar with the candidate. The candidate shall be introduced, state his/her interests in Amateur Radio and then leave the room during the vote.
- A majority vote of members present shall be required for acceptance of the new member.

**Section 2.** There shall be 3 types of memberships in the

CLUB: SENIOR, FULL and FAMILY.

- **FULL MEMBER:** Any individual interested in Amateur Radio is eligible to become a FULL member. A FULL member may hold office, vote on business brought before the CLUB and/or operate a control point as their license privileges permit. Dues: \$25.00 per year.
- **FAMILY MEMBERSHIP:** Any 2 or more individuals from the same household interested in Amateur Radio from the same immediate family (Father, Son, Daughter, Mother, or Spouse) may enroll in a FAMILY MEMBERSHIP. Dues: \$35.00 per year.
- **SENIOR MEMBER:** Any individual interested in Amateur Radio over age 65 is eligible to become a SENIOR member. A SENIOR member may hold office, vote on business brought before the CLUB and/or operate a control point as their license privileges permit. Dues: \$20.00 per year.

### **ARTICLE III - OFFICERS**

**Section 1.** The officers of the CLUB will be the: President, Vice-President, Recording Secretary, Treasurer, and 3 Directors.

The preceding officers shall constitute the Executive Committee of the CLUB.

A Executive Member shall serve on all committees except the Nominating Committee.

**Section 2.** Vacancies occurring between elections shall be filled at a special meeting of the remaining CLUB officers. Such appointment(s) shall be confirmed by a majority vote of the then incumbent CLUB officers. In the absence of a candidate that is currently not on the Board of the Executive Committee of the CLUB, a member of the Executive Committee of the CLUB is allowed to complete the vacancy term until the next election occurs to fill the position.

**Section 3.** The CLUB officers shall be chosen from among voting membership. The candidate receiving the most votes for a given office is considered to be elected to that office.

**Section 4.** An officer not performing the duties of his/her office in accordance with the wishes of the membership may be removed from office. Proposals for removing an officer shall be submitted in writing at a regular business meeting and voted on at the next following regular business meeting provided all members have been sent Official Email notice and members not on Email list have been sent notice by U.S. Postal Service mail of the intent and reason for the removal. Officers may be removed by a two-thirds (2/3) affirmative vote of the voting membership present at a regularly scheduled meeting of the CLUB provided Official Prior Notice of this meeting has been given.

**Section 5.** Officers, except for Directors will be elected for a one year term or until their successors are elected. Directors will be elected for a term of three (3) years or until their successors are elected. Directorships will be designated to end in staggered years so that one Directorship shall end each year.

**Section 6.** No one person may concurrently hold more than one position on the Executive Committee of the CLUB except as allowable in Article III, Section 2.

**Section 7.** The term of the office of the elected officers shall begin on the first day of the calendar month following the election and end on the last day of the calendar month of the next election for said officers.

#### **ARTICLE IV - DUTIES OF OFFICERS**

**Section 1.** The President shall preside at all meetings of the CLUB. She/He shall appoint, as needed, all necessary committees, decide all questions on order and sign all official documents adopted by the CLUB. She/He shall vote on matters brought before the CLUB only in cases of a tie-vote. She/He shall have general supervision over the officers and the business of the CLUB and perform all customary duties pertaining to the office of President. She/He shall also serve as an Officer on the Board. The President shall be an ex-officio member of all club committees. The President shall also appoint to positions as necessary non-board positions such as committee chairpersons, Education officer(s) and assistant(s), Repeater Trustee(s), Public Information Officer(s), Safety Officer(s), and any necessary Club Liaison(s).

**Section 2.** The Vice-President shall perform all of the duties of the President in her/his absence and assist the President in the discharge of her/his office. She/He shall also serve as Activities Director overseeing and/or coordinating all public service activities and general CLUB activities which are not a part of other designated committees. The Vice President shall also monitor and maintain the inventory of Club properties and equipment.

**Section 3.** The Recording Secretary shall keep a record of the proceedings of all meetings in a book kept for that purpose, read the minutes of the last meeting, keep the CORPORATION's CONSTITUTION and CLUB's BYLAWS and have the same present at all meetings to allow consultation by members upon request. The Recording Secretary, with the assistance of the membership, shall also record, file, and keep a historical record of the newspaper and magazine articles pertaining to the CLUB and its activities. She/He shall also serve as an officer on the Board.

**Section 4.** The Treasurer shall receive and receipt for all monies paid to the CLUB and keep an accurate account of monies received and expended in a book kept for that purpose. At each regular meeting of the CLUB, she/he shall submit an itemized statement of disbursements and receipts to the membership. At the CLUB's last regular meeting of the fiscal year, he/she shall present a balanced budget for the upcoming fiscal year, for the CLUB to approve.

The Treasurer additionally shall keep a roll of members, submit membership applications and carry on all external correspondence relating to club business.

She/He shall, when directed by the President, mail notice of each regular or special meeting to every CLUB member.

The Treasurer, and the CLUB President shall be the only persons authorized to deposit and withdraw funds from the CLUB checking and/or saving account(s). The Treasurer shall also serve as an officer of the Board.

**Section 5.** The Directors-at-Large shall be liaisons for the membership, bringing issues and concerns of the general membership to the Board of Directors. Activities of the Directors-at-Large may be directed by the President to organize and/or coordinate special projects as needed. Examples of such projects are, but not limited to, fund-raising activities, public relations activities, etc.

**Section 6.** The Board of Directors shall meet at least once between the regularly-scheduled membership meetings. Its authority shall be to make recommendations on matters it feels should be brought before the regular membership and to make decisions on any matters delegated to it by the membership. Meetings of the Board of Directors shall be open to any member in good standing.

**Section 7.** Meetings of the Board of Directors may enter Executive Session. The Board of Directors may invite other parties as deemed advisable and needed to attend the Executive Session. No CLUB business may be concluded while in Executive Session.

**Section 8.** Each officer shall be responsible for CLUB owned materials while in their positions. Each officer, at the expiration of her/his term, shall turn over everything in her/his possession belonging to the CLUB to his successor. In the same vein, she/he shall help and advise the new officers on past/present matters and activities to see that the transition of officers goes as smoothly as possible.

## **ARTICLE V - MEETINGS**

**Section 1.** Regular general membership meetings will be scheduled as decided by the CLUB officers and voting membership (number-per-year, day-of-week, time-of day and location).

**Section 2.** Special voting membership meetings may be called, as necessary, by a majority vote of the CLUB officers. Such meetings shall be called by Official Prior Notice to the general membership. Such notice shall clearly indicate the purpose of the special voting membership meeting.

**Section 3.** Special voting membership or general membership meetings may be called, as necessary, by a demonstrable minimum of 25% of the voting membership. Requests for such meetings must be petitioned in writing and delivered to any of the CLUB officers. Such meetings shall be called via Official Prior Notice.

**Section 4.** No business of any kind can be concluded at any meeting unless there is a quorum present at that meeting. In the absence of a quorum, business will be conducted by the Board of Directors.

## **ARTICLE VI - DUES**

**Section 1.** The voting membership, by a 25% vote of those present at a regular meeting, may propose a levy upon the general membership such assessments and payment thereof as shall be deemed necessary for the business of the CLUB within its object as set forth in ARTICLE I.

The dues as set forth at the time of ratification of these Bylaws is set at \$25.00 per year for regular FULL MEMBER, \$35.00 per year for FAMILY MEMBERSHIP (all family members inclusive) and \$20.00 per year for a SENIOR MEMBER.

**Section 2.** Such an assessment meeting must be made known to the general membership via Official Omarc Email Notice. Additionally, for such an assessment meeting, a notification via the US Postal Service must be made to the members not on Email list in accordance to the same time periods in effect as in Official Prior Notice.

**Section 3.** A dues change cannot be instituted until the beginning of the next fiscal year.

**Section 4.** The CLUB may vote to authorize discount payment of dues in various incentive forms as means to promote membership recruitment, loyalty, and longevity (ie; member facing hardship, hospitalization or military service, recruitment of new members who are under 18 or unemployed etc.) Any voting member who is aware of special need or hardship shall make motion to the floor to discount that year's dues.

**Section 5.** The dues for the various membership types shall be payable no later than the close of the regular January Business Meeting unless prior arrangement has been made with Treasurer

**Section 6.** Non-payment of assessments or dues shall be cause for the expulsion from the CLUB. (See ARTICLE X).

## **ARTICLE VII - POWERS**

The CLUB, for the non-profitable purposes set forth in ARTICLE I, shall have the power to purchase, lease, hold, sell, develop, mortgage, convey or

otherwise acquire or dispose of real and personal property, to do and perform all lawful acts necessary and proper in the judgment of the officers and members and to promote the non-profitable objectives of the CLUB subject in all particulars to the limitations relative to not-for-profit organizations contained in the general laws of the State of New York.

## **ARTICLE VIII - MEMBERSHIP ASSISTANCE**

**Section 1.** The CLUB, when necessary, shall enact appropriate rules for the prevention of interference and set a precedent for operation to be followed by all users of CLUB equipment and repeater(s). The CLUB shall cooperate with any members or other people when called upon to handle any case of interference linked to an amateur operating via the CLUB repeater(s) or other CLUB amateur equipment. ( FCC definition: Interference occurs when unwanted radio frequency signals disrupt the use of television, radio or cordless telephone. Interference may prevent reception altogether, may cause only a temporary loss of a signal, or may affect the quality of the sound or picture produced by equipment.)

**Section 2.** All reports of interference shall be relayed to the appropriate officer(s)/ board member and/or the designated chairman of the club repeater committee.

## **ARTICLE IX - MEMBERSHIP PRIVILEGES**

Except where expressly prohibited in ARTICLE II, all members may attend and participate in CLUB meetings and other events, may serve on committees, will receive notice of CLUB activities and may operate equipment belonging to the CLUB (all within the limit of their amateur license).

## **ARTICLE X - MEMBERSHIP ACCEPTANCE / SUSPENSION / EXPULSION**

**Section 1.** Persons interested in membership must submit their completed and signed applications to the CLUB Secretary either by mail or at a regular general membership meeting. The Secretary shall log record of date of receipt of application and present the application to the membership at the meeting received or the next meeting following receipt.



**Section 2.** Applications for membership must be presented to the membership at a regularly scheduled general meeting. Candidates will then be voted upon by the membership at the next monthly meeting following the presentation of application. The candidate shall be removed from the meeting prior to the vote and then the membership shall be asked if there is any reason that the candidate should not be voted upon. If any member has cause for the candidate to be considered further then the vote shall be tabled until the Board can review the candidate's application.

**Section 3.** Applicants for membership must receive a two-thirds (2/3) vote of the voting members present at the regular membership meeting before they can become members. All applicants will pay the then appropriate dues before they are considered as CLUB members. Applicants for all classes of membership may be accepted as members upon verification of their qualifications by the Board and Treasurers receipt of dues.

**Section 4.** Members renewing their memberships at the end of a fiscal year must submit their dues no later than the close of the January Meeting or lose their CLUB membership status and privileges. They can be reinstated upon payment of the then appropriate dues by a March 31<sup>st</sup> grace period. (Dues deadline may be waived in certain instances when arrangements have been previously made with Treasurer in such cases as living out of state during winter or hospitalization. Each case will be considered by board.)

**Section 5.** Past members, those not holding a CLUB membership as of January 30th of the current fiscal year, must receive a two-thirds (2/3) vote of the voting members present at a regular general membership meeting and pay the then appropriate dues before they are considered as a voting CLUB member.

**Section 6.** Any member may be suspended or expelled from the CLUB if she/he refuses to comply with CLUB rules or FCC regulations. After presentation by the Board to the membership a vote will be taken on suspension or expulsion. A two-thirds (2/3) vote by confidential paper ballot of the voting members present at a meeting where such matters are discussed is required to suspend or expel a CLUB member. The Board of Directors may temporarily suspend a member until the next general membership meeting at which a vote on the suspension can be executed. All CLUB



resources are closed to members that are suspended or expelled. Members suspended or expelled from the CLUB will be notified in writing.

## **ARTICLE XI - QUORUM**

Seven (7) voting members or 1/3 of voting membership shall constitute a quorum and have the authority to transact any business at any meeting of the CLUB.

## **ARTICLE XII - RULES**

Robert's Rules of Order (Revised or Newly Revised) shall govern the deliberations and be utilized as the final monitor on all CLUB matters and proceedings not clearly defined in these BY-LAWS.

## **ARTICLE XIII - NAME / ADDRESS**

**Section 1.** The name of the CLUB shall be the Overlook Mountain Amateur Radio Club.

**Section 2.** The address shall be that designated by the Treasurer.

## **ARTICLE XIV - SUBSIDIARY CONDITIONS**

**Section 1.** In cases of conflict between these BY-LAWS and the CONSTITUTION OF OMARC the Club's CONSTITUTION, and none other, shall prevail.

**Section 2.** Ratification of these By-Laws shall be in effect after reading of By-Laws at 2 General Membership Meetings and then a vote approval by 2/3 membership present at the third meeting. Final vote for approval shall take place following Official Notification of all voting members prior to the meeting.

**Section 3.** The CLUB's fiscal year shall start on January 1 and end on December 31.

**Section 4.** CLUB financial records shall be audited as described in Article XXI.

## **ARTICLE XV - AMENDMENTS**

**Section 1.** Proposed amendments to these BY-LAWS, signed by at least three (3) voting members of the CLUB, shall be submitted to the Recording Secretary at a regular general membership meeting. The proposed changes shall be entered into record as new business at that meeting and read to the membership. The floor shall then be opened to discussion and then motion shall be made to submit proposal to a By-Laws committee or to have proposal withdrawn.

**Section 2.** Proposed amendment(s) may be discussed, changed or withdrawn, but not voted on at the meeting where they are first submitted. They must also be considered as appropriate or inappropriate for CLUB consideration by a BY-LAWS Committee. Upon approval of the By-Laws committee the change(s) shall be read at 2 General Membership meetings and then voted upon at the third meeting.

**Section 3.** The Recording Secretary, in conjunction with the BY-LAWS Committee, shall make available a copy of the proposed amendment(s) via Official Prior Notice to the voting members with a notice that such amendment(s) will be voted on for adoption. A two-thirds (2/3) vote of the voting members present at that meeting shall be necessary for ratification of the proposed amendment(s).

## **ARTICLE XVI – EQUIPMENT**

**Section 1.** The Vice President is responsible for maintaining an inventory of:

- A.** All assets/equipment owned by the CLUB.
- B.** All equipment borrowed by, loaned to, or leased by the CLUB.
- C.** Physical equipment location.

These inventories will describe the equipment in detail to include the manufacturer, make/model, age, serial number, replacement cost and, if not an owned asset, the owner of record. The CLUB shall assume liability for all equipment in its possession.

**Section 2.** The equipment inventory shall be updated and made available for the membership at the last general membership meeting of the fiscal year.

**Section 3.** Equipment leased by, borrowed by or loaned to the CLUB shall be acknowledged by a receipt signed by the owner and the Vice President. Such a receipt must describe the equipment as to manufacturer, make/model, age, serial number, replacement cost, condition, and source/current owner. A similar receipt for such equipment must be obtained prior to releasing/returning the equipment. This receipt must release the CLUB from any further liability for damages to the equipment unless specifically stated in the release.

**Section 4.** Owner of borrowed or loaned equipment must acknowledge that such equipment cannot be returned until 30 days after the submission of a written request to the Vice President. This time delay can be waived if the Vice President decides that the specified equipment is no longer needed by the CLUB.

Such equipment shall be returned to the CLUB in the same condition as originally obtained subject to normal wear and tear.

**Section 5.** Any issue relating to equipment in Section 3 above shall be resolved or adjudicated by the officers based upon past precedent.

#### **ARTICLE XVII - TERMINATION /LIQUIDATION**

In the event of dissolution, all assets of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501 (c) (3) of the Internal Revenue Act of 1954, as amended, or, to another organization to be used in such manner as in the judgment of the Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this organization was formed.

#### **ARTICLE XVIII – BOARD MEMBER(S)**

**Section 1.** The CLUB officers shall be empowered as a committee to nominate and present a petition for removal of a CLUB Board Member(s). Said nominations or proposed removal shall be decided by a two-thirds (2/3) vote of the voting membership at the first regular general membership meeting following such appointments or proposal for removal, provided Official Prior Notice to the general membership has been given.

**Section 2.** In the interim period that a vacancy of a Board Member may exist, a Temporary Board Member may be appointed by the President until

the next General Membership Meeting when a nomination will be taken from the floor and voted upon by the membership at the next following General Membership Meeting.

**Section 3.** The Board shall enforce all legal requirements of the FCC as they apply to ownership and/or operation of the stations licensed to the CLUB under said Board and act as the official liaison between the FCC and the CLUB.

**Section 4.** A Member shall be appointed by the President as the CHIEF control operator for the CLUB station(s) covered by the license bearing her/his name and that of the CLUB. She/He shall appoint/remove additional control operators to assist her/him with his/her duties. The Board Member(s) shall also maintain proper licensing for CLUB station(s) and keep members abreast of FCC rules or regulations changes.

## **ARTICLE XIX - COMMITTEES**

Except where specified otherwise, the President shall appoint committee chairpersons. Committees shall hold meetings as they see fit, invite any participant(s) they desire and present any and all recommendations at any special or regular membership meeting.

## **ARTICLE XX - NOMINATING COMMITTEE**

**Section 1.** The President shall, no later than 4 months prior to the end of the fiscal year (September), appoint a Nominating Committee. Said Committee, of at least three (3) voting members, shall receive nominations from the membership at the October meeting and accept names of other interested members, and submit a completed slate of nominees to the board prior to the November Board meeting.

No nominations shall be accepted after the November Board Meeting.

The nominating committee may close nominations for officer candidates no sooner than the regularly scheduled Board Meeting in November. No nominations shall be accepted except as per nominations from the floor as outlined in section 2 after the November Board Meeting.

The Board shall then present the proposed candidates to the General Membership at the November Meeting for voting on at Decembers General Membership Meeting. At the November Meeting the nominating committee shall ask if there are any nominations from the floor.

Notification to the membership of the candidates along with the date of the vote shall be published on the OMARC website and an e-mail shall be sent to all voting members prior to December 1<sup>st</sup>.

Nominating committee members shall send, receive, validate and count all ballots of voting members.

**Section 2.** Write-ins on the ballot will be accepted at the December General Membership Meeting. If a write-in is proposed by a member, that write-in candidate's permission to be on the ballot must be obtained prior to ballot distribution. A write-in candidate's approval if elected must be obtained prior to the result's announcement.

After inquiry by nominating committee for nominations from the floor a motion shall be made to close nominations and proceed to voting.

**Section 3.** Absentee Ballots. Written absentee ballots will be accepted at the December General Membership Meeting only in the following format:

A sealed written ballot identifying candidates being voted on, with member submitting ballot I.D. to include address, call sign and phone number. Cover of envelope containing ballot to include the following: To the Board of OMARC contained within 1 absentee ballot not to be opened until the General Election.

If absentee ballot is sent through the mail the ballot shall be in a separate envelope marked as above. Sealed ballot marked as above; maybe hand carried to the general election meeting by another voting member of OMARC in good standing.

Absentee ballots received by the Board shall remain sealed and turned over to the Nominating Committee at the time of voting at the general membership vote.

**Section 4.** The Nominating Committee Chairman shall read the slate proposed for voting prior to the vote being taken at the December Meeting.

Time shall be allowed for any candidate to withdraw their name from the vote prior to the vote being taken. If there are no withdrawals the vote shall proceed. If a candidate withdraws from the vote and there was only one nominee; that seat will remain vacant and another candidate maybe nominated from the floor. Voting for the replacement candidate will take place at the next general membership meeting after proper notification by the Board to all members that the vote shall take place.

**Section 5.** The committee members shall announce the results of the election at the general membership meeting, said meeting held no later than December 31.

**Section 6.** An election may be nullified or postponed for any reason by a two-thirds (2/3) vote of the voting members present at a general membership meeting.

In the case of inclement weather the December Meeting needing to be called off, the vote shall be held at the next General Membership Meeting taking place. The current President shall announce the date and notify all members of the change in voting schedule for the completion of the election.

**Section 7.** It shall be the duty of the committee to meet/talk with prospective candidates, inquire completely into their qualifications and explain all duties and responsibilities of said office to candidates as enumerated in these BY-LAWS.

**Section 8.** Members of the nominating committee are not eligible to be candidates in the pending election.

## **ARTICLE XXI AUDITING COMMITTEE**

At the beginning of the fiscal year or upon the resignation of the Treasurer, the President shall appoint an Auditing Committee to audit CLUB financial records. This committee, of at least three (3) voting members, will examine the financial records of the CLUB and present a statement to this effect upon completion to the CLUB Board. Their presentation will also be made to the general membership at the following next regularly scheduled meeting.

## **ARTICLE XXII - DEFINITION OF TERMS**

**Section 1.** The terms “general member(s)” or “general membership” are defined as persons holding a valid FULL, FAMILY, or SENIOR membership in the CLUB.

**Section 2.** The term “Official Prior Notice” refers to the required dissemination of information on a regularly scheduled OMARC net, along with one or more of the following:

- CLUB website notice
- Email to the CLUB membership list
- Presentation at a prior general membership meeting
- US Mail notice

Such notice shall be given with a minimum of seven (7) days to a maximum of thirty (30) days’ notice for the notification of the event.

**Section 3.** If Official Prior Notice is being given to the general membership because of the need for a vote on CLUB business, such information must also provide for the topic, possible discussion points, and reason, as much as reasonably may be given.

## **ARTICLE XXIII - TAX EXEMPT PROVISIONS**

**Section 1.** Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) (3) or corresponding provisions of any subsequent tax laws.

**Section 2.** No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, board members, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization’s assets on dissolution of the organization.

**Section 3.** No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or



intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

**Section 4.** In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Upon Ratification by Membership:

Log of Changes (as of ratification October 2019):