

Adopted December 27th 2021

Warren County Radio Club, Inc. Constitution and ByLaws

The organization shall be known as the “Warren County Radio Club, Inc.”.

Preamble:

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves the Warren County Radio Club, Inc. and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the greater Warren County NY area community.

Article I: Membership

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application and election upon such terms as the club shall provide in its By-Laws.

Article II: Officers

Sec. 1. The officers of this club shall be President, Vice-President, Secretary and Treasurer (contingent upon a treasury or open account(s)) and Sergeant-at-Arms.

Sec. 2. The officers of this club shall be elected for a term of two years by ballot of the Voting Members of the Club (as defined below in By-Laws 2.a) present, provided there be a quorum, at the annual meeting. Officers may serve in the same office for a maximum of 2 consecutive terms after which they must not hold that office for at least 1 year. They may be elected to a different office.

Sec. 3. Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation.

Sec. 4. Officers may be removed by a two-thirds vote of the Voting Members of the Club.

Article III: Duties of Officers

Sec. 1. The President shall preside at all meetings, and conduct them according to the rules adopted. He/she shall enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents adopted by the club, be the clubs primary spokesperson, and perform all other duties pertaining to the office of President. The President may not also concurrently be License Trustee nor a County Radio Officer.

Sec. 2. The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall organize club activities, plan and recommend contests for operating benefits, serve as secondary spokesperson, and advance club interest and activity as approved by the club.

Sec. 3. The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on requested correspondence, read communications at each meeting, oversee website upkeep, and send written meeting notices to each member. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

Sec. 4. The Treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by the club or its officers constituting a business committee). At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor. All funds paid out shall require the signature of the Treasurer and one other officer. The position of treasurer shall only exist when the club has a treasury.

Sec.5- Sergeant at Arms: The Sergeant-at-Arms will be present at all meetings to maintain order and make sure the meeting is conducted properly and will serve and follow at the President's direction. The Sergeant-at-Arms will be responsible to make sure all attendees have signed the meeting sign up sheet and present this list to the secretary. The Sergeant-at-Arms shall be responsible for all meeting raffles or drawings as necessary

Sec. 6 - Non-officer club positions

Holders of non-officer positions can be removed by a two-thirds vote of the Voting Members of the Club.

a. License Trustee

1. The club call sign is W2WCR.
2. Should the club call sign be placed on a repeater, the trustee is charged with coordinating with the repeater owner on the upkeep and improvement of the repeater(s) with the club call sign.
3. The position shall be elected using the same procedure as club officers. The license trustee shall not have any term limits.
4. The license trustee may appoint additional "Control Persons" to aid in observing the traffic on the repeater via limited control codes to disable and enable the transmit functionality. These individuals:
 - i. must be club members
 - ii. should be agreed to by the owner of the repeater equipment and the License Trustee
 - iii. serve at the will of the repeater owner and License Trustee.

5. The license trustee may not be the club President.

6. The License Trustee shall provide the club secretary with copies of all correspondence in a timely fashion, to be kept with the clubs records.

b. The club shall interface with RACES and ARES through the respective County Radio Officer (RACES) and ARES counterpart.

ARTICLE IV. DIRECTORS

Sec 1. Number and Election of Initial Directors. There shall be three Directors. The Members shall elect the original Directors, one for a 1-year term, one for a 2-year term, and one for a 3-year term.

Sec 2. Subsequent Directors. The outgoing President, if not elected to another office, shall automatically be considered for the position of Director for a minimum term of 3 years, replacing the Director with the longest term of service on the Board of Directors. In the event that the President is reelected or elected to another office, the Board of Directors shall remain status quo. Directors are elected at the annual meeting by the same rules governing Officers. Directors may serve a maximum of 2 consecutive (3 year) terms. They may serve as Director again after a minimum of 1 year unless a special circumstance, such as, but not limited to, a resignation were to occur.

Sec 3. The Board of Directors shall elect one of its members as Chairman.

Sec 4. Duties and Powers. Subject to the limitations set forth in the Articles of Incorporation and these Regulations, the activities and affairs of the Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall have the following duties and powers:

- a) To develop and determine policies which govern the Organization.
- b) To develop and monitor the Organization's programs, financial policies, and budgets.
- c) To assure the Organization's financial stability

Sec 5. Vacancies. A vacancy or vacancies shall exist in the case of death, resignation, or removal of any Director, or in the case of an unfilled position on the Board. Any vacancy may be filled by election by the full Voting Members of the Club present. The Director shall be elected to the remainder of the vacant term. A Director elected to fill a vacancy may be elected at a time other than the annual meeting if the need or opportunity exists.

Sec 6. Resignation. Any Director may resign by giving written notice to the Board or to any Officer. The resignation shall take effect upon its receipt, and the acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice.

Sec 7. 501(c)(3) Status. If received the Board of Directors shall ensure that the Organization does not engage in any activity that will jeopardize the Organization's federal tax exemption.

Sec 8. Honorary and Advisory Directors. The Board may choose Honorary or Advisory

Directors if the Board feels it is beneficial to accomplish the purposes of the organization. Honorary and Advisory Directors may participate in Board Meetings, but do not have voting privileges. The Trustee of the Organization's Repeater License and the Warren County Radio Officer shall automatically serve as Advisory Directors.

Sec 9. A Director may be removed by a two-thirds vote of the Voting Members of the Club.

ARTICLE V. BOARD OF DIRECTORS MEETINGS

Sec 1. Location of Meetings. Meetings of the Board shall be held at any place designated by the Board within or outside of the State of New York. Meetings may be opened to the observation of the general membership at the will of the Board.

Sec 2. Annual Meeting. By notice or call of the Board at least ten days prior to the date specified for the Annual Meeting and during the fourth quarter of the calendar year, the Organization shall hold an Annual Meeting of the Members for the purpose of electing Officers and Directors, and the transaction of other business.

Sec 3. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board. Reasonable notice shall be given to all Board Members.

Sec 4. Special Meetings. Any Officer of the Organization may call special meetings of the Board at any time for any purpose. Notice of the time, place, and purpose(s) of every special meeting of the Board shall be given to each Director in person, by mail, by fax, by email, or by phone at least 48 hours before the meeting.

Sec 5. Quorum. Except as provided elsewhere in these regulations, a majority of the Directors serving at any given time constitutes a quorum. Business may be transacted with a majority vote of present Directors when a quorum is present. Regardless of whether a quorum is present, a majority of the Directors who are present may adjourn the meeting.

Sec 6. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting are in simultaneous communication with one another.

Sec 7. Participation in Meetings by E-mail or Other Electronic Media. Members of the Board may participate in a meeting through the use of e-mail or similar electronic communications, provided that no resolution proposed and discussed in such a manner shall be considered approved unless an e-mail is sent from each Director to the Secretary confirming that Director's vote and opinion on the matter, and being simultaneously transmitted (cc:'d) to every other Director's e-mail address of record.

Sec 8. Voting by Proxy. Except as otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the Directors may be conducted by proxy, with the same effect as voting upon such matters at a meeting of the Directors duly called and held and at which a quorum is present, provided that the proxy is given in writing. Such action, and the written proxy will be filed with the minutes of the proceedings of the Board.

Article VI: Meetings

The By-Laws shall provide for regular and special meetings. At meetings, a minimum of one-third of the Voting Members of the Club shall constitute a quorum for the transaction of business.

Article VII: Finances

Section 1. Fiscal Year. The fiscal year shall be January 1st to December 31st.

Section 2. Dues. The club, by majority vote of the Voting Members of the Club present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments shall be cause for members to revert to Associate status.

Section 3. Expenditures. Reasonable expenses may be incurred at the discretion of Officers and Committee Chairmen, subject to the limitations set by the Board of Directors.

Article VIII: Membership Assistance

Where possible, the club through designated interference, Public Relations, and Operating Committees will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiations from club member-stations. The club shall also maintain a program to foster and guide public relations.

Article IX: Amendments

This constitution or By-Laws may be amended by a two-thirds vote of the Voting Members of the Club. Proposals for amendments shall be submitted in writing at a regular meeting. Amendments shall be voted on at the next following regular meeting, provided all members have received notice of the intent to amend the constitution and/or By-Laws at said meeting. Robert's Rules may govern proceedings. If Robert's Rules of order are used, all motions must be seconded.

Article X: Dissolution of The Club

Section 1. Termination of Operations

In the event that the Board of Directors votes that the Club should be dissolved the motion for dissolution must receive more than two thirds vote of the Voting Members of the Club to pass.

Section 2. Disposition of Assets

The Board of Directors shall handle the disbursement of all assets of the club. No member or group of members shall receive benefit from the assets. All equipment will be sold and net proceeds donated to a non-profit organization with preference given to an entity with a similar mission. All remaining

cash will be donated to a non-profit organization with preference given to an entity with a similar mission.

Article XI: Conflict of Interest and Compensation Policy

I Overview

1. Purpose

The purpose of this Conflict of Interest and Compensation Policy (the "policy") is to protect the W2WCR Inc¹ interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or key person², result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

2. Why is a policy necessary?

As a nonprofit, charitable organization, the club is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and members have a duty to act in the club's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the club's reputation and expose both the club and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the club.

3. To whom does the policy apply?

This policy applies to all directors, officers and key persons ("you")³.

II Identifying Conflicts of Interest

1. What is a conflict of interest?

A potential conflict of interest arises when a director, officer or key person, or that person's relative⁴ or business (a) stands to gain a financial benefit from an action the club takes or a transaction into which the club enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to the club.

¹ corporation replaced with W2WCR Inc hereinafter referred to as the club.

² **Key person** means a person, other than a director or officer, whether or not an employee of the club, who:

- a) has responsibilities, or exercises powers or influence over the club as a whole similar to the responsibilities, powers, or influence of directors and officers;
- b) manages the club, or a segment of the club that represents a substantial portion of the activities, assets, income, or expenses of the club; or
- c) alone or with others controls or determines a substantial portion of the club's capital expenditures or operating budget.

³ Organizations may choose to make the policy applicable to all of their members, not just key persons.

⁴ Relative means a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

2. What are some examples of potential conflicts of interest?

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or key person or that person's relative or business:

- has an ownership or investment interest in any third party that the club deals with or is considering dealing with;
- serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the club deals with or is considering dealing with;
- receives or may receive compensation or other benefits in connection with a transaction into which the club enters;
- receives or may receive personal gifts or loans from third parties dealing with the club;
- serves on the board of directors of another nonprofit organization that is competing with the club for a grant or contract;
- has a close personal or business relationship with a participant in a transaction being considered by the club;
- would like to pursue a transaction being considered by the club for their personal benefit.

3. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.

4. A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the board of directors decides, pursuant to Section IV of this policy, that a conflict of interest exists.¹

¹ Alternatively, the policy could provide for disclosure (1) to the board of directors, in which case, the board would decide both whether there is a conflict and how to handle the conflict; or (2) to a different board directors.

III. Disclosing Potential Conflicts of Interest

1. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the board directors.
2. You must file an annual disclosure statement in the form attached to this policy. If you are a director, you must also file this statement prior to your initial election. Submit the form to the chair of the board directors.

IV. Determining Whether a Conflict of Interest Exists¹

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the board directors shall determine whether there is a interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.

2. In determining whether a conflict of interest exists, the board directors shall consider whether the potential conflict of interest would cause a transaction entered into by the club to raise questions of bias, inappropriate use of the club's assets, or any other impropriety.
3. A conflict always exists in the case of a related party transaction — a transaction, agreement or other arrangement in which a related party² has a financial interest and in which the club or any affiliate of the club is a participant.³
4. If the board directors determines that there is a conflict of interest, it shall refer the matter to the board of directors ("board").

¹ Alternatively, the policy could provide for disclosure (1) to the board of directors, in which case, the board would decide both whether there is a conflict and how to handle the conflict; or (2) to a different board directors.

² A related party is:

1. a director, officer or key person of the club or any affiliate of the club, or
2. a relative of any individual described in (1), or
3. an entity in which any individual described in (1) or (2) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional club, a direct or indirect ownership interest in excess of 5%.

³ A transaction is not a related party transaction if:

1. the transaction, or the related party's financial interest in the transaction, is de minimis;
2. the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms;
3. the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the club intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms).

V. Procedures for Addressing a Conflict of Interest

1. When a matter involving a conflict of interest comes before the board, the board may seek information from the director, officer or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
2. Additional Procedures for Addressing Related Party Transactions
 - a. The club may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or key person, the board or a directors authorized by the board determines that the transaction is fair, reasonable and in the club's best interest at the time of such determination.
 - b. If the related party has a substantial financial interest, the board or authorized directors shall:
 - i. prior to entering into the transaction, consider alternative transactions to the extent available;
 - ii. approve the transaction by a vote of not less than a majority of the directors present at the meeting; and
 - iii. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

VI. Minutes and Documentation

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

- a. the name of the interested party and the nature of the interest;
- b. the decision as to whether the interest presented a conflict of interest;
- c. any alternatives to a proposed contract or transaction considered by the board; and
- d. if the transaction was approved, the basis for the approval.

VII. Prohibited Acts

The club shall not make a loan to any director or officer.

VIII. Procedures for Determining Compensation

1. No person shall be present for or participate in board or committee discussion or vote pertaining to:

- a. no compensation¹ is to be given to any director, officers or key person;

¹ Compensation is defined as something, typically money, awarded to someone as a recompense for loss, injury, or suffering or work done.

By-Laws:

1. Secretary. It shall be the duty of the Secretary to keep the constitution and By-Laws of the club and have the same with him/her at every meeting. He/she shall note all amendments, changes and additions on the constitution and shall permit it to be consulted by members upon request.
2. Membership shall include Voting Members and Associate Members. Applications for membership shall be submitted at regular meetings.
 - a. Voting membership is open to licensed amateurs. Voting membership includes all club privileges as well as rights to hold a club office and to vote. Members must have been present at six meetings prior to being considered Voting members, and have their dues paid in full if applicable. Voting members must be present at a minimum of half the monthly club meetings or an equivalent of meetings and club-sponsored activities (such as, but not limited to Iron Man, MS Bike, Boy Scout JOTA, Hudson River Whitewater Derby, Adirondack Distance Festival and Field Day) to include a minimum of 3 club meetings, and continue to have dues paid in full if applicable to remain in good standing.
 - b. Associate membership is open to those actively engaged in activities leading to an Amateur Radio license, licensed amateurs who do not meet the requirements of a Voting member in good standing, and all other interested persons. Associate membership includes all club privileges except for the right to hold office and vote.
3. Meetings. Regular meetings shall be held on the last Monday of each calendar month. Special meetings may be called by the President upon the written request of any five club member. Written notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting.
4. Dues. A regular monthly or annual assessment may be instituted in the future in accordance with the provisions of Article VII of the constitution for the purpose of providing funds for expenses.
5. Interference committee. This committee shall consist of five members (appointed by the club President). When feasible the committee shall direct investigation, invite proper inquires, establish technical facts and testimony and report its results to the club.

This revision was adopted at the meeting of the Warren County Radio Club, Inc.
on: _____