

**CONSTITUTION
OF THE**

**LAKE COUNTY AMATEUR RADIO ASSOCIATION,
INCORPORATED**

(A Non-profit Corporation)
December, 1991

PREAMBLE

We, the undersigned, (1) do hereby constitute ourselves the Lake County Amateur Radio Association, for the exclusive purpose of educational activities, including: uniting ourselves; furthering Amateur Radio public service; educating new amateurs; increasing the technical knowledge and operating proficiency of radio amateurs through continuing education; obtaining, establishing, maintaining, and/or promoting Association related facilities; maintaining, caring for, and improving all property controlled by the Association; and acting as a vehicle of communications by, between and with the members of the Association, and, (2) enact this Constitution as our governing law.

ARTICLE 1 - MEMBERSHIP

Section 1 - Eligibility:

All persons holding a current and valid Amateur Radio operator license are eligible for Full or Associate Membership. All other persons are eligible for Associate Membership only.

Section 2 - Application for Membership:

Any person otherwise qualified may become a full member by filing a completed application with the Secretary, accompanied with payment of dues and fees as established in the By-laws for Full Membership and proof of their being the holder of a current Amateur Radio Operators license.

Section 3 - Associate Membership:

Associate Membership shall be limited to any licensed Amateur who lives more than 50 air miles from Painesville, Ohio or anyone not qualified for Full Membership. Application for Associate Membership shall be accompanied with payment of dues as established in the By-laws.

Section 4 - Resignation:

Any member may resign membership by giving written notice to any Director stating the effective date of the resignation. No refund of any dues or assessments shall be made. Failure to pay dues in accordance with the By-laws will be considered a resignation.

Section 5 - Expulsion:

A. A member may be expelled for cause by a two-thirds (2/3) vote of the quorum of Full members as defined in "Voting" below, in attendance at a meeting providing expulsion of the member has been recommended by the Board of Directors.

B. Before such a vote the member shall have an opportunity to explain why expulsion should not be voted.

Section 6 - Reinstatement:

Reinstatement procedures shall be the same as for any new member except that no new initiation fee shall be required. All missed dues from the beginning of the current calendar quarter shall be paid prior to reinstatement.

ARTICLE 2 - BOARD OF DIRECTORS

Section 1 - Directors:

A. The Board of Directors shall consist of five (5) Full Members, each having an equal vote.

B. The term of office for Directors will be two (2) years.

C. The office of a Director shall become vacant upon death, resignation, removal, a legal declaration of incompetency, or disqualification under this Constitution. When a vacancy occurs, the vacancy shall be announced at the next Regular Meeting. Prior to the first Regular Meeting following formal announcement of a vacancy, the Board of Directors shall determine at least one (1) nomination for each unexpired term, and publish the list of nominees in the Association Newsletter. The candidate(s) selected by the Board of Directors shall be formally placed in nomination at the first Regular Meeting following formal announcement of a vacancy, at which time nominations shall also be accepted from the floor. The complete list of Nominees, including floor nominations, shall be listed in the Association Newsletter published preceding the next Regular Meeting, at which time the election to fill the unexpired term(s) shall be held.

D. A Director may be removed from office for cause by a two-thirds (2/3) vote of the Full Members present, as defined in "Voting" below, and entitled to vote (as provide under "Voting" below), providing notice of the intention to hold such a vote shall have been given at the preceding Regular Meeting, or shall have been given in the preceding Association Newsletter, or both. Before such vote the Director shall have an opportunity to explain why removal should not be voted.

Section 2 - Officers:

The officers shall consist of a President, Vice-president, Secretary, Treasurer, and Radio Officer, and shall be elected by the Board of Directors; all except the Radio Officer shall be Directors. All officers shall be elected for a term of one (1) year.

Section 3 - Nominating Committee:

A. The Board of Directors shall appoint a Nominating Committee to nominate candidates for the Board of Directors when terms are to naturally expire.

B. The Nominating Committee shall consist of five (5) Full Members and shall be appointed at least sixty (60) days prior to the Annual Meeting. The regular meeting preceding the Annual Meeting shall hereinafter be referred to as the Nominating Meeting.

C. Two (2) Nominating Committee members shall be Directors; three (3) members shall be from outside the Board of Directors.

D. The Nominating Committee's intent shall be to afford the greatest possible cross-sectional representation of the Association in its nominations.

E. The Nominating Committee shall nominate at least one (1) more candidate than the total number of expiring terms on the Board of Directors. The Nominating Committee shall present the list of nominees in the Association Newsletter published preceding the Nominating Meeting. The candidates selected by the Nominating Committee shall be formally placed in nomination at the Nominating Meeting, at which time nominations shall be accepted from the floor. Following floor nominations, the nominations will be closed.

F. The complete list of nominees, including floor nominations, shall be listed in the Association Newsletter published preceding the Annual Meeting. In addition, Nominees shall be given the opportunity and encouraged to submit a written statement for publication in that same issue of the Association Newsletter.

Section 4 - Authority:

A. Administrative powers shall be vested in the Board of Directors. The corporate powers, business property, and affairs of the association shall be exercised, conducted, managed, and operated by the Board of Directors, except for any reserved to the Association as a whole by law or by this Constitution.

B. The membership may overrule the Board of Directors on any decision by a two-thirds (2/3) majority vote of Full Members present (as defined in "Voting" below) on a motion from the floor.

C. At the Annual Meeting the Board of Directors shall propose an Annual Budget for the next calendar year. The membership may amend or approve the Annual Budget by a simple majority vote of the quorum of Full Members present as defined in "Voting" below. The Annual Budget may be reviewed and revised by a simple majority vote of the quorum of Full Members present, as defined in "Voting" below, providing notice of the intention to hold such a vote shall have been given at the preceding Regular Meeting.

D. The Board of Directors shall be authorized to expend up to one-hundred twenty per-cent (120%) of the Annual Expense Budget on a budgeted category by item basis without further approval by the membership. All other expenditures shall require membership approval.

E. Requests for capital and/or major nonoperating expenditures shall follow a procedure set forth in the By-laws. Approval of all such expenditures requires a simple majority vote of the quorum of Full Members present, as defined in "Voting" below.

Section 5 - Board of Directors Meetings:

A. The Board of Directors shall meet as often as it thinks necessary, or when any two (2) Directors call a meeting, providing no less than two (2) days notice of such meeting shall be given to each Director. A meeting of the Board of Directors shall be held within thirty (30) days after each Annual Meeting to elect officers and to conduct such other business as appropriate.

B. A simple majority of the whole authorized number of Directors shall be necessary to constitute a quorum for a meeting of the Board of Directors, except that a simple majority of the Directors in office shall constitute a quorum during vacancies on the Board of Directors.

Section 6 - By-laws:

The Board of Directors shall compose and maintain By-laws for the Association for the purpose of setting the operational procedures and policies not set forth in this Constitution or otherwise. The By-laws shall not conflict with this Constitution: should such conflict occur, this Constitution shall prevail. The Board of Directors shall have authority to modify the By-laws subject to a simple majority vote of the quorum of Full Members present, as defined in "Voting" below, taken at a Regular Meeting, or a Special Meeting, as defined below, called for that purpose.

Section 7 - Chairmanship:

The Chair of each Board of Directors meeting shall be held in rotational order by each Director or in such order as agreed unanimously by the Board of Directors. Should the designated Director be absent, the next Director in the rotation shall preside. The order of rotation shall be set at the first Board of Directors meeting following the Annual Meeting and shall be entered into the minutes.

Section 8 - Committees:

The Board of Directors shall have authority to establish any committee(s) necessary to carry out the objectives of the Association in addition to the standing committees listed in the by-laws.

Section 9 - Executive Committee:

The Board of Directors may create an Executive Committee to consist of not less than three (3) Directors and may authorize the delegation of any specified authority of the Board of Directors, however conferred.

ARTICLE 3 - DUTIES OF THE OFFICERS

(see Art. 2, Sec. 2)

Section 1 - President:

A. The President shall be the executive head of the Association and shall preside at all meetings of the Association general membership. The President shall be an ex-officio (non-voting) member of all committees.

B. The President shall submit an Annual Report at the Annual Meeting; this report shall contain a history of the significant work and accomplishments of the Association and of any noteworthy events since the last Annual Report. The Annual Report shall become a part of the Association's permanent records.

Section 2 - Vice-President:

A. The Vice-President shall assume and discharge the duties of the President during the absence or disability of the President, or when called upon by the President.

B. The Vice-President shall be the chief officer charged with coordinating community programs, recreational programs, social programs, and publicity.

Section 3 - Secretary:

A. The Secretary shall assume and discharge the duties of the Vice-President during the absence or disability of the Vice-President, or when called upon by the Vice-President.

B. The Secretary shall be charged with recording the policies and decisions of the Association and the Board of Directors. The Secretary shall keep minutes of all meetings of the Association and of the Board of Directors; these minutes shall become a part of the Association's permanent records.

C. The Secretary shall be charged with giving proper notification of all meetings and all matters of importance.

D. The Secretary shall keep a membership book containing the applications, initial date of membership, membership status, and the date and reason for termination of membership for each member as required by the Ohio Revised Code, O.R.C. 1702.13 (or the corresponding provision of any future code).

E. The Secretary shall tally all ballots, except when running for the office(s) contested.

F. The Secretary shall have a current copy of the Constitution and By-laws of the Association at every meeting.

Section 4 - Treasurer:

A. The Treasurer shall receive and receipt for all monies paid to the Association and shall keep an accurate account of all monies received and expended. The Treasurer shall pay no bills without proper authorization from the Board of Directors. The Treasurer shall submit an itemized statement of transactions at each Regular Meeting.

B. The Treasurer shall submit an Annual Report at the Annual Meeting; this report shall contain a complete financial history of the Association since the last Annual Report. The Annual Report shall become a part of the Association's permanent records.

C. The Board of Directors, or the membership, may require bonding of the Treasurer.

Section 5 - Radio Officer:

The Radio Officer shall be responsible for the co-ordination of supervision, care, and maintenance of the Association's Radio Equipment. The Radio Officer shall promptly report any change in status of the equipment to the Board of Directors. The Radio Officer shall maintain a current list of all capital assets of the Association and shall present such list to the Board of Directors at least once a year prior to the Annual meeting.

Section 6 - Concurrent Office:

Any two (2) offices, except those of the President and the Vice-President, may be held concurrently by the same person.

ARTICLE 4 - MEETINGS

Section 1 - Annual Meeting:

A. The purpose of the Annual Meeting shall be to elect the necessary Director(s) and to transact such other business as shall properly come before the meeting.

B. The Annual Meeting shall be held in December of each year at a place designated by the Board of Directors.

C. Unless also a Regular Meeting, notice of the Annual Meeting shall be sent to each member at least twenty (20) days prior to the date of such meeting.

Section 2 - Special Meetings:

A. Special Meetings may be called by the Board of Directors. Any member may request the Board of Directors to call a Special Meeting; should the request be denied, a Special Meeting may be called by petition of any ten (10) Full Members.

B. Notice in writing shall be sent to each member at least ten (10) days prior to the date of the Special Meeting. The notice shall explain the purpose(s) of the Special Meeting and the meeting shall be limited to the stated purpose(s).

C. Any voting at a Special Meeting must comply with the rules defining a quorum, as defined in "Voting" below.

Section 3 - Regular Meetings:

The Board of Directors shall provide in the By-laws for any other meetings to be held on a regular basis not established in Sections 1 or 2 of this Article.

Section 4 - Voting:

A. Each Full Member shall be entitled to one (1) vote. No proxy voting shall be allowed. A quorum is defined as 20 percent of the Full Members, as published in the most recent roster. If a quorum is not present, no voting may take place. If it is not possible to achieve a quorum at any voting meeting, then the Board of Directors will be authorized to conduct the vote by mail. In this case, at least 20% of the Full Members must respond to the mail vote for the vote to be valid. The rules for mail voting are defined in Section G below. All other rules regarding simple majority or other majority will remain in effect, as defined in other articles of this Constitution.

B. Except as provided in individual Articles herein, a simple majority vote of the quorum shall be sufficient to approve all business.

C. Directors shall be elected by secret ballot on the basis of a plurality.

D. For the purposes of election of directors:

1. The Nominating Committee chairman shall serve as the Election Director. In the case of special elections to fill a vacant unexpired term, the Board of Directors shall appoint a Full Member to serve as Election Director.

2. Absentee ballots may be requested by Full Members from the Election Director prior to the election.

3. The completed absentee ballot must be returned to the Election Director prior to the election.

E. Candidates for office may have a representative, other than the candidate witness the tally of votes.

F. Associate Members shall not be eligible to vote at any time.

G. The Board of Directors may at its discretion approve and permit voting within the Association to be conducted by mail. In such event, adequate time shall be allowed for the sending and return of the mail ballots.

H. In the event a nominee cannot be present at the Election meeting, that nominee may appoint another person to read a previously prepared statement on the nominee's behalf prior to the vote. Such statement may not exceed 5 minutes in length.

Section 5 - Order:

The chairman of any meeting may invoke Robert's Rules of Order in an effort to maintain order.

ARTICLE 5 - NON-PROFIT ACTIVITY

Section 1 - Remuneration:

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the preamble hereof.

Section 2 - Political:

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3 - General:

Notwithstanding any other provision of this Constitution, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 6 - MERGER OR DISBANDMENT

Section 1 - Merger:

A. Approval as provided in Section 3 of this Article shall be necessary to merge the Association with any group.

B. No merger shall be made with any group which would cause the Lake County Amateur Radio Association to lose its identity.

Section 2 - Disbandment:

A. Approval as provided in Section 3 of this Article shall be necessary to disband the Association.

B. Upon disbandment, all Association property shall be sold at auction, but only after notification of all members and after advertising in Amateur Radio circles of date, time, and place of auction. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision to pay all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association, or failing that, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets that cannot be disposed of otherwise shall be disposed of by the Court of Common Pleas of Lake County, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

C. All non-Association property shall be returned to the rightful owner or owners.

Section 3 - Approvals and Amendments:

Approvals within the framework of this Article, or amendments to this Article, shall require a three-fourths (3/4) majority vote of Full Members present as defined in "Voting" above, notwithstanding any provisions elsewhere set forth in this Constitution. Any proposals for modification shall be mailed to the membership at least thirty (30) days prior to the date of vote, or shall be presented in the preceding Association Newsletter, or both.

ARTICLE 7 - FEES, DUES AND ASSESSMENTS

Section 1 - Initiation Fee:

The Initiation Fee shall be set by the Board of Directors in the By-laws, and shall apply on a per-household basis, and is payable with the first application.

Section 2 - Dues:

The Board of Directors shall propose dues and their payment schedule and shall record such proposals in the By-laws, subject to the membership approval as in Article 2, Section 6 herein.

Section 3 - Special Assessments:

A. Special Assessments may be proposed by the Board of Directors, or by a petition signed by ten (10) Full Members. A three-fourths (3/4) majority vote of the quorum of Full Members present, as defined in "Voting" above, shall be necessary to accept the proposal.

B. Amendments to this Section shall require a three-fourths (3/4) majority vote of the quorum of Full Members present, as defined in voting above, notwithstanding any provision elsewhere set forth in this Constitution.

ARTICLE 8 - STATUTORY AGENT

The Board of Directors shall appoint a Statutory Agent as provided by the Ohio Revised Code and required therein.

ARTICLE 9 - AMENDMENTS

This Constitution may be adopted, changed, amended, or repealed by a two-thirds (2/3) majority vote of the quorum of Full Members present, as defined in "Voting" above, and entitled to vote, as provided in Article 4, except as otherwise provided in individual Articles herein. Any proposals for modification of the Constitution shall be mailed to the members at least twenty (20) days prior to the date of such vote.