

Appalachian Amateur Radio Group, Inc.

Constitution and By-laws

CONSTITUTION

ARTICLE I – NAME, ADDRESS AND PURPOSE

Section I - Name

The name of the organization shall be the “Appalachian Amateur Radio Group, Inc.”, also known as the AARG, Inc. The organization shall exist perpetually as a non-profit corporation incorporated under the laws of the Commonwealth of Pennsylvania.

Section II - Address

The address shall be AARG, Inc., 650 Poplar St., Lebanon, PA 17046, or such other address as designated from time to time.

Section III - Purpose

The purpose of the AARG, Inc. shall be:

To provide a means for communicating by Amateur Radio in compliance with the rules, laws, regulations, practices and guidelines set forth by The Federal Communications Commission (FCC) of the United States and the By-laws of the AARG, Inc.;

To serve the community by providing communication as a hobby, for public service events and during times of emergency;

To promote knowledge of Amateur Radio;

To conduct programs to advance interest in Amateur Radio;

To promote association with persons interested in Amateur Radio;

To develop individual proficiency in the Amateur Radio Arts;

To assist interested people obtain amateur radio licenses;

To cooperate with local civil defense authorities in providing emergency communications, and to provide and maintain amateur radio equipment for use in the community;

ARTICLE II - MEMBERSHIP

Section I - Eligibility

All persons interested in Amateur Radio are eligible to apply for membership in the AARG, Inc.

Section II – Membership Classes

There shall be two classes of Membership - Active and Associate (collectively Membership or Members). An Active member is defined as a person holding a valid amateur radio license issued by the FCC and approved for membership as set forth in the By-laws of the AARG, Inc.

An Associate Member is defined as a person who does not hold a valid amateur radio license issued by the FCC but who qualifies for membership as set forth in Article I of the By-Laws of the AARG, Inc. All Members shall be entitled to attend any Regular, Annual, or Special meeting of AARG, Inc.

Section III – Board of Directors

A Board of Directors (Board) comprised of nine (9) Directors, in three staggered terms of three Directors each, and shall be the main governing body of the AARG, Inc. Three (3) Directors shall be elected each year at the Annual meeting to serve a three year term. Directors shall be Active Members of the AARG, Inc. The term of office for Directors shall begin January 1 following election, except Directors elected to fill a vacancy for any reason, which term shall begin immediately upon being elected and shall end when the vacated Director's term would have ended. The function of the Board of Directors shall be to provide direction and guidance to AARG, Inc. and its activities.

Section IV – Dues and fiscal year

Annual dues shall be set by the Board of Directors, payable in advance on an annual basis to cover the period from January 1 through December 31. The fiscal year of the AARG, Inc. shall run from October 1 through September 30 of the following calendar year.

ARTICLE III – AMENDMENTS TO THE CONSTITUTION

The Constitution of the AARG, Inc. shall not be amended except by a 2/3 majority vote of the Active Members who are present at the Annual meeting of the AARG, Inc., or a Special meeting of the AARG, Inc. A Special meeting may coincide with a regular meeting of the AARG, Inc. or the Annual meeting of the AARG, Inc. provided notice is given in accordance with the By-laws of the AARG, Inc. Amendments to the Constitution of the AARG, Inc. shall be effective upon passage, or at such time as is stated in the amendment notice.

ARTICLE IV – OFFICERS AND DUTIES

Section I – Officers

The Officers of the AARG, Inc. are the President, Vice-President, Secretary, and Treasurer, each of whom must be Active Members.

Section II - Term of Office

The term of office for Officers of the AARG, Inc. shall be for one year. Officers, upon re-election, can hold the same office for two or more consecutive years.

Section III – Vacancies

For any reason, should an Officer be unable to complete his/her term, the Board of Directors shall elect a replacement for that Officer as soon as practicable.

Section IV – Termination and Removal from Office

Loss of license shall automatically terminate the term of any AARG, Inc. Officer.

If for any reason or cause an AARG, Inc. Officer is to be removed from office, except as set forth otherwise in the By-Laws or this Constitution, that Officer shall be removed by unanimous vote by the remaining members of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section I – Board of Directors

The Board of Directors (Board) shall be the main governing body of the AARG, Inc. and shall provide direction and guidance to AARG, Inc. and its activities.

The Board of Directors shall be comprised of nine (9) Directors, in three staggered terms of three Directors each.

Three (3) Directors shall be elected each year at the Annual meeting to serve a three year term. The Secretary shall record who is elected as Director at each annual meeting, and also record the term expiration date of each of the Directors.

Directors shall be Active Members of the AARG, Inc. The term of office for Directors shall begin January 1 following election, except Directors elected to fill a vacancy for any reason, which term shall begin immediately upon being elected and shall end when the vacated Director's term would have ended.

The Board of Directors shall reorganize within thirty (30) days following an Annual meeting.

The incumbent President shall preside at the reorganization meeting. In the event of the absence of the incumbent President, the incumbent Vice President shall preside at the reorganization meeting. In the event of the absence of both the incumbent President and the incumbent Vice President, the other Directors, including the newly elected Directors shall appoint someone from among their ranks to call, conduct and preside over the reorganization meeting.

Section II – Dues and fiscal year

Annual dues shall be set by the Board of Directors, payable in advance on an annual basis to cover the period from January 1 through December 31. The fiscal year of the AARG, Inc. shall run from October 1 through September 30 of the following calendar year.

ARTICLE VI - CONSTITUTION APPROVAL AND AMENDMENTS

This Constitution becomes effective when approved by a three-fourths vote of Active Members present at an Annual meeting of the AARG, Inc. at which it is presented.

Amendments to this Constitution may be made by a three-fourths vote of the Active Members present at any Regular meeting, Special meeting or Annual meeting of the AARG, Inc. at which said amendments are presented but only after said amendments have been announced at a previous regular meeting.

ARTICLE VII -COMMITTEES

Any AARG, Inc. committee is ad hoc and is created by and reports to the President. The President seeks volunteers and appoints all members to an AARG, Inc. committee with the President as a member ex officio. At the first

meeting of an AARG, Inc., committee, a chair shall be elected by the members thereof. Members shall be kept informed of each committee's activities by committee reports at Regular AARG, Inc. meetings. At the conclusion of each AARG, Inc. committee, the committee will give a final report and recommendation, if any, to the President and the Members.

ARTICLE VIII – DISSOLUTION

Upon majority vote of the Active Members and at least fifty percent of the AARG Inc.'s Directors, the AARG, Inc. shall be dissolved. In accordance with requirements of the Internal Revenue Code applicable to all organizations approved under section 501 (c) (3), all AARG, Inc. assets shall be either (1) donated to one or more organizations approved under section 501 (c) (3) of the Internal Revenue Code, or (2) sold and the proceeds donated to one or more organizations approved under section 501 (c) (3) of the Internal Revenue Code.

Within three (3) months of said vote to dissolve the AARG, Inc., the Treasurer, or another Officer of AARG, Inc. if there is no Treasurer at the time of dissolution, shall liquidate sufficient assets of AARG, Inc. to pay all debts, and with respect to any remaining AARG, Inc. assets, shall (2) require from each prospective recipient organization of assets or proceeds of assets written confirmation that it is approved under section 501 (c) (3) of the Internal Revenue Code prior to any AARG, Inc. assets or proceeds of assets being provided to such organization, and (3) shall obtain the signature of a member of each receiving organization, authorized to sign on behalf of the receiving organization, on a receipt itemizing the assets or proceeds given to that organization. The Treasurer, or such other Officer of AARG, Inc. if there is no Treasurer at the time of dissolution, shall include the signed receipt(s) as part of the records of the AARG, Inc. thus memorializing how the assets were disseminated, and to which organizations, should this information be needed by the Internal Revenue Service. If there are insufficient prospective recipient organizations, the assets or proceeds thereof shall be donated to the American Radio Relay League (ARRL) or the successor thereto.

ARTICLE IX – DISBURSMENT OF FUNDS

Except as provided for in this Constitution or the By-laws, the Treasurer shall not disburse AARG, Inc. funds without approval of the Membership. Except in accordance with Article VIII, above, no assets or funds shall be disbursed as a gift or donation.

End Notes:

1. Each time the address of the AARG, Inc is changed, the new address must be provided to the Pennsylvania Department of State, on a form required by the

Department of State, along with the appropriate fee.

2. As a onetime transition to operation of AARG, Inc. under this revised Constitution and By-Laws, the term of existing Directors may be restructured to fill the available Director positions. Vacant Director positions remaining after the restructuring will be filled by a nomination and election at the first Annual meeting, or a Special meeting, after adoption of this revised Constitution and By-Laws.

END OF CONSTITUTION

BY-LAWS

ARTICLE I – MEMBERSHIP

Active members who qualify as set forth in Article III of the By-laws of the AARG, Inc. shall have voting privileges and can hold office. Personnel interested in contributing moral and/or financial support for the organization are eligible to become Associate members. Associate members shall have no voting privileges or office holding privileges.

ARTICLE II – NOMINATION AND ELECTION OF DIRECTORS

Section I – Nomination of Candidates for Director

The President shall appoint a Nominating Committee of three (3) Active members to nominate persons for the office of Director. The chair of the Nominating Committee shall be a member of the Board of Directors. The Nominating Committee shall present a report at the Annual meeting. Nominations for the position of Director shall be no less in number than the number of Directors to be elected. Additional persons may be nominated at the Annual meeting, subject to eligibility of the person being nominated qualifying in accordance with Article III of the By-laws.

Section II – Election of Directors

The election of Directors shall be held at the Annual meeting. Elected Directors shall assume office at the next Regular meeting of the AARG, Inc., at which a reorganization meeting shall occur.

The reorganized Directors shall elect the following Officers at the reorganization meeting:

President, Vice-President, Secretary, and Treasurer. comprised of Members of the AARG, Inc. of all Officers of the AARG, Inc. and shall meet as directed by the President. ***Elected Officers shall assume office at the next Regular meeting of the AARG, Inc.***

The Board shall meet at least once each year (an Annual meeting) or from time-to-time as needed. The requirement to meet at least once a year can be met by the Annual meeting or any Regular or Special meeting. Minutes of the Board meetings shall be taken by the Secretary and read at the next Regular meeting. A Board of Directors meeting shall have at least one more than half of the Board members present. All voting is by simple majority unless specified otherwise in the By-laws.

ARTICLE II – OFFICERS, ELECTION, DUTIES AND TERM OF OFFICE

Section I - Officers

The Officers of the AARG, Inc. are the President, Vice-President, Secretary, and Treasurer, each of whom must be Active Members.

Section II - President

The President shall preside at all meetings of AARG, Inc. The President shall appoint any committees that may be necessary and shall be an ex officio member of all committees. The President shall act as chairman of the Board of Directors. The President's responsibilities include stimulating overall functioning of AARG, Inc., including officers, committees, and Members, as he/she deems necessary to assure AARG, Inc. functions properly. The President shall also chair a committee that maintains an accurate, current written inventory of all AARG, Inc. equipment.

The President shall coordinate with the Secretary and Treasurer to meet the substantiation and disclosure requirements of the Internal Revenue Service. At any meeting at which the Secretary presents a request for acknowledgment of a contribution of \$250.00 or more to the President, the President, after an explanation of the donation shall request approval by a vote of the Active members. At the direction of the President and with the approval of a majority of

the Active members who are present at the meeting of the AARG, Inc. at which such a request for acknowledgement is presented, the Secretary shall generate and send a letter to the contributor requesting acknowledgment.

At expiration of the President's term, the President shall turn over all items belonging to the AARG, Inc. to his/her successor and coordinate with and cooperate with his/her successor to assure a smooth transition.

Section III - Vice President

The Vice President shall assume all duties of the President in his/her absence. This person shall be responsible for the daily operation of the AARG, Inc. The Vice President shall also organize AARG, Inc. activities, advance AARG, Inc. interests as approved by the Membership and shall work with Members to provide internal and external publicity for the AARG, Inc.

At expiration of the Vice President's term, the Vice President shall turn over all items belonging to the AARG, Inc. to his/her successor and coordinate with and cooperate with his/her successor to assure a smooth transition.

Section IV - Secretary

The Secretary shall be responsible for keeping minutes of all meetings of the AARG, Inc., carry on correspondence on behalf of the AARG, Inc., read communications at each meeting, send meeting notices to each Member, maintain a permanent record of all AARG, Inc. activities and correspondence, and maintain an accurate membership list, including an accurate list of Active members and Associate members.

The Secretary shall coordinate with the Treasurer and President to meet the substantiation and disclosure requirements of the Internal Revenue Service. Upon receipt of a written confirmation from the Treasurer that a donation has been received and an acknowledgment has been requested by the donor, the Secretary shall at the next meeting, which may be a Regular, Special or Annual meeting, present the request to the President. At the direction of the President and with the approval of a majority of the Active Members who are present at the meeting of the AARG, Inc. at which such a request for acknowledgment is presented, the Secretary shall generate and send a letter to the contributor requesting acknowledgment. The letter shall be of the form of Exhibit A attached hereto, or of such other form as adopted at an Annual Meeting or Special meeting of the AARG, Inc. The Secretary shall retain a copy of each such letter in the records of the AARG, Inc. and shall also maintain a log of such acknowledgment letters sent of the form of Exhibit B attached hereto, or of such other form as adopted at an Annual Meeting or Special meeting of the AARG, Inc.

At expiration of the Secretary's term, the Secretary shall turn over all items belonging to the AARG, Inc. to his/her successor and coordinate with and cooperate with his/her successor to assure a smooth transition.

Section V – Treasurer

The Treasurer shall be responsible for collecting and accounting for all monies paid and due to the AARG, Inc. He/She shall keep accurate accounting records of all AARG, Inc. funds.

The Treasurer shall keep the AARG, Inc. funds in a checking account in a sound financial institution or such other accounts as the Membership approves. The Treasurer shall report at each AARG, Inc. meeting the status of the AARG, Inc. funds as well as all receipts and disbursements since the last meeting. The Treasurer shall coordinate with the Secretary and President to meet the substantiation and disclosure requirements of the Internal Revenue Service. Any donor who makes a contribution of \$250.00 or more can request from the AARG, Inc. written acknowledgment of AARG, Inc.'s status as qualified to receive charitable contributions under the Internal Revenue Code. The Treasurer shall confirm in writing to the Secretary that a contribution of \$250.00 or more has been received and identify the donor/name of the organization, the amount of cash contribution, a description of non-cash contribution, (if it is the case) a statement that no goods or services were provided by the organization in return for the contribution, a description and good faith estimate of the value of goods or services that an organization provided in return for the contribution of such a donation.

The Treasurer shall make available for review all financial records of AARG, Inc. for periodic audits. At expiration of the Treasurer's term, the Treasurer shall turn over all items belonging to the AARG, Inc. to his/her successor and coordinate with and cooperate with his/her successor to assure a smooth financial transition.

ARTICLE III - MEETINGS

Section I – Regular Meetings

The AARG, Inc. shall hold regular meetings at a time and location determined by the Board of Directors, or at such temporary day, time and location agreed to by a majority of Members at a regular meeting and communicated to the all of the Members. Regular meetings may be cancelled due to weather or when other circumstances warrant cancellation. Regular meetings in June, July and August are optional, at the discretion of the President.

Meeting Agenda:

In accordance with Bylaws Article VII – Rules of Order; Meetings are to follow Robert's Rules of Order. **See addendum.**

Section II – Annual Meeting

The annual meeting of the AARG, Inc. shall be held during a month selected from the months of October, November, and December, at such time and location as determined by the Board of Directors. The date, time and location of the annual meeting shall be communicated to Members no less than one (1) month prior to the meeting. The agenda for the Annual meeting coincides with the agenda for Regular meetings in Section I above.

Notice of the annual meeting shall be given to Active members by mail or email to the last such address provided to the AARG, Inc. Notice shall not be required to be provided to Active members whose dues for the current year were paid less than the greater of one (1) month or (30) days prior to the Annual meeting.

For purposes of the annual meeting, a quorum shall be defined as a majority of the Active members present at the annual meeting who are eligible to vote. Only Active members who, by June 30, paid their dues to the end of the present calendar year shall be entitled to make motions or vote at the annual meeting. Only Active members, who have paid dues for **one** or more consecutive years, including the year in which the annual meeting is held, shall be eligible to be nominated for and hold elective office.

Section III – Special Meetings

Special meetings may be called by the President should circumstances warrant. A Special meeting may coincide with a Regular meeting of the AARG, Inc., or the Annual meeting of the AARG, Inc., provided notice is given in accordance with these By-laws.

ARTICLE IV – Indemnification of Directors

The Board of Directors shall have the power to indemnify any person who was or is a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than any action by or in the right of the board of directors) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Board of Directors, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection of such addition, suit, or proceeding if he or she in good faith and in a manner reasonably believed to be in or not opposed to the best interest if the Board of Directors, and with respect to any criminal action or proceedings, had no

reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or equivalent shall not, of itself, create a presumption that the person did not act on good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interest of the Board of Directors, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any indemnification under this article (unless ordered by a court) shall be made by the Board of Directors only as authorized in the specific case, upon determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this article. Such determination shall be made by (a) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, Or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent counsel a written opinion. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any contract, agreement, voice of disinterested Directors, or otherwise, both as to action, in his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The Board of Directors shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, Officer, employee, or agent of the AARG, Inc. against liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such whether or not the AARG, Inc. would have the power to indemnify him or her against such liability under this article pursuant to this by-law adopted by the AARG, Inc., a Director shall not be personally liable, as such, for monetary damages for any action taken unless:

1. The Director has breached or failed to perform duties of his or her office under these by-laws, and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE V - DUES

Yearly dues shall be determined by the Board of Directors, payable January 1st. Any person approved for membership during the months of October, November or December who has paid the annual dues for the current year, shall be considered as having paid dues for the current year and subsequent year.

ARTICLE VI - AMENDMENTS

Amendments to these By-Laws shall be made by a majority vote of Active members present at any Regular meeting, Special meeting or Annual meeting of AARG, Inc. Said amendments must be presented at the prior Regular meeting and distributed to the Membership at least seven (7) days before the meeting in which the vote is to occur.

ARTICLE VII - RULES OF ORDER

Roberts Rules of Order - Revised Edition shall apply during any meeting. **See Addendum.**

ARTICLE VIII - QUORUM

Regular meetings of the Members are valid meetings so long as (1) at least six Active members are present, (2) of said at least six Active Members, at least two (2) must be Officers, and of said at least six Active Members, at least five (5) must be Directors of the AARG, Inc.?????

ARTICLE IX – INVENTORY

An inventory of the AARG, Inc.'s equipment shall be maintained. The inventory shall be taken every January. The President is responsible for conducting the inventory and the Secretary shall keep a copy of the yearly inventory in the AARG, Inc.'s records. The President is also responsible for keeping the inventory current to account for each acquisition and disposition of the AARG, Inc.'s equipment. The President shall make the inventory available for review by any Member upon request.

ARTICLE X – DISSOLUTION

Within three (3) months of said vote to dissolve the AARG, Inc., assets should be liquidated to pay outstanding AARG, Inc. bills, and then the assets disposed of in accordance with Article VIII of the Constitution.

END OF BY-LAWS

ADDENDUM:

Meeting Agenda:

Call to Order

Recognize /introduce guests

Determine presence of quorum

Secretary's report (review/correct/approve minutes of previous meeting-regular, annual or special)

Treasurer's report

Elections (annual meeting)

Standing committees:

Annual banquet Committee

Audit Committee

Building and grounds Committee

By-Laws Committee

Control station Committee

Hamfest Committee

Inventory Committee

Investment Committee

Membership Committee

Net Committee

Nominating Committee

Special committee reports

Technical Committee¹

Other Committee(s)

Old business

New business

Correspondence

Bills presented for payment

Date, time and location of next regular meeting

Adjourn meeting