

# **THE NOBLE COUNTY REPEATER GROUP, INC. CONSTITUTION**

## **Article One The Organization**

**Section 1.** The Organization is a nonprofit corporation named The Noble County Repeater Group, Inc..

**Section 2.** The period of Incorporation is perpetual.

**Section 3.** The registered office of the Corporation shall be maintained within the city limits of Perry, Oklahoma.

## **Article II The Purpose**

**Section 1.** The purpose for which this corporation is formed are as follows, to-wit:

- (a) The Corporation exists to further the art of Amateur Radio, promote goodwill, to provide information to increase knowledge concerning Amateur Radio, to plan and execute communication aid during local and/or national emergencies and to promote public safety, with an emphasis on severe weather safety, storm detection and communications throughout Noble County. The Corporation will serve as a vehicle to improve all public safety capabilities in all cities, towns and rural areas of the county, and act as a forum for the exchange of information in all forms of public safety, with an emphasis on communications. The Corporation will serve as a catalyst of brotherhood among individuals interested in the Amateur Radio Arts.
- (b) To operate without profit and engage in any and all activities which may be deemed necessary or appropriate for the proper and successful prosecution of the objects and purposes for which this corporation is created; and,
- (c) No part of any net earnings shall inure to the benefit of any private member of this corporation, but the corporation shall not be precluded from disbursing its funds in the form, of awards, scholarships, grants-in-aid or for any other humanitarian or useful purpose, as the Board of Directors shall deem advisable; and,
- (d) To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, as well as proceeds of fund raising activities, either in trust or otherwise, and to own, hold operate and administer or dispose of real and personal property, both in this state and all other states of the United States, and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.

**Section 2.** Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 3.**

(a) The corporation shall not have the authority to issue shares of stock and the conditions of membership shall be stated in the Bylaws of the corporation.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions

of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article III Affiliation**

**Section 1.** The Corporation shall maintain affiliation with the national organization known as *The American Radio Relay League, Inc.*, by promoting the constituency to join that national organization.

**Section 2.** The Corporation may accept affiliation with any common-interest group upon ratification by the constituency of this corporation provided that such affiliation does not reduce this corporation to subservience.

### **Article IV The Constituency**

**Section 1.** *Membership in the Corporation* shall be achieved by indicating interest and proof of license by showing a valid Amateur Radio License issued by the *Federal Communications Commission* of the United States of America and maintenance of dues.

**Section 2.** *Friends of the Corporation* shall be any interested individual who contributes to the purpose of the Corporation.

**Section 3.** *Honorary Membership* is reserved for those special individuals who provide a service of exceptional significance and are ratified by the constituency for such honor.

**Section 4.** The Corporation shall not discriminate against race, color, creed, national origin or sex for eligibility of membership.

### **Article V The Directorate**

**Section 1.** The Corporation shall be governed by a Board of Directors who must be members of the Club and must be duly elected to the Office of Director by the Club membership. Each shall serve five years by successive annual class system.

**Section 2.** The Club Officers, (each of whom shall be the current year office holder) and the immediate Past Club President will be invited to attend the Board of Directors meetings, they will attend as supernumeraries and will not participate in any voting procedure with the exception of member expulsion.

### **Article VI The Club Officers**

**Section 1.** The Club shall be administered by an annually elected President, Vice President, Secretary and Treasurer. As voted by the membership the positions of Secretary and Treasurer may be combined to Secretary/Treasurer held by one individual.

**Section 2.** The Trustee shall be the individual holding the valid Amateur Radio license/licenses for the Club Station(s).

## **Article VII Amendment**

**Section 1.** The Constitution may be amended by two thirds vote of the eligible voters present in a business meeting provided that two notifications of intention to amend is made and provided further that one notification shall be by notice in the Official Publication of the Corporation AND by aural presentation to the members present at a regular business meeting.

**Section 2.** When an emergency condition exists, the Chairman/Vice Chairman of the Board of Directors shall call the Board of Directors into Emergency Session. Such deletion, addition or changes of the Constitution and/or By-Laws shall be made to meet the condition. Upon simple majority of the Board Members present, the Chair shall, verbally direct the Club Officers to proceed with the necessary action.

## **Article VIII Voting**

**Section 1.** Board of Directors quorum for conducting business shall be sixty percent of the Directorate except during emergency conditions as defined by Article VII Section II.

**Section 2.** Business meeting quorum for conducting business shall be a minimum of five members and one Club Officer.

**Section 3.** Ratification shall be two thirds or more of the votes cast unless the Articles of the By-Laws direct otherwise.

**Section 4.** The Club Officers shall be insured of the right to vote on all matters concerning Member expulsion.

**Section 5.** The Club Officers may be denied voting rights in a Board of Directors meeting at the discretion of the Chairman of the Board, with the exception of Member expulsion.

**Section 6.** A Member, present during a Business Meeting, shall have the right to vote on any matter brought before the meeting.

**Section 7.** A Friend of the Club shall not have the right to vote on any matter at any level of the meeting.

**Section 8.** An Honorary, present during a Business Meeting, shall have the right to vote on any matter.

**Section 9.** The Club President's right to vote during a Business Meeting, shall be for tie breaking only.

**Section 10.** The Chairman of the Board's right to vote during a Board Meeting, shall be for tie breaking only.

**Section 11.** A Director may vote by proxy on a specific issue at a specific Board of Directors Meeting provided that:

- a. The Director cannot be present.
- b. The Director authorizes a proxy vote by written authorization.

# **THE NOBLE COUNTY REPEATER GROUP, INC.**

## **BY-LAWS**

### **Article 1**

#### **Name**

**Section 1.** The name, "*The Noble County Repeater Group, Inc.*" is the registered name and cannot be altered without modification of the Articles of Incorporation filed in the State of Oklahoma.

**Section 2.** The official name shall be herein referred to as "*The Club*".

### **Article II**

#### **Officers**

**Section 1.** There shall be two levels of leadership, Directorate and Club Officers.

**Section 2.** The Directorate will consist of three Directors with a general membership of twenty five or fewer and five Directors when the general membership exceeds twenty five.. This body will be known as the Board of Directors and will not exceed five in membership. Each Director shall be classified by year indicating his last year of a five year term. These classes shall initially be determined by lot, one Director per year for each five years. Vacancies shall be filled as expeditiously as possible with a new Director who shall assume the class of the last Director. The membership shall elect annually a Director to replace the outgoing Director. A director may succeed himself upon nomination and election. The Board of Directors shall, within their own body, elect a Chairman of the Board (Board President), Vice Chairman (Board Vice President), and Corporate Secretary. The Chairman of the Board must be a Director and the Corporation Secretary cannot be the Club Secretary. This election shall be accomplished no later than one calendar month after the election of the new Club Officers each year.

**Section 3.** The Club Officers shall consist of Club President, Club Vice President, Club Secretary, Club Treasurer ( or Club Secretary/Treasurer) and Trustee. These offices shall be filled annually by nominating and electing with the exception of the Trustee. The Trustee shall inherently be installed by assuming responsibility of the Federal Communications Commission Amateur Radio License(s). The Club Officers may, upon nomination and election, succeed themselves for one time only (limit two year term).

**Section 4.** All Officers shall be installed in their respective offices at the close of business during the Business Meeting after election. The Chairman of the Board shall install the new Director and the new Club Officers.

### **Article III**

#### **Election**

**Section 1.** The Club President shall appoint a Nominating Committee during the Business Meeting held in August each year. The Nominating Committee shall select nominees for one Director, Club President, Club Vice President, Club Secretary, Club Treasurer (or Club Secretary/Treasurer) and any Officer vacancies. This selection shall be given to the Editor of the Official Publication prior to printing of the October issue. Election shall be held each October, during the Business Meeting. Nominations will be accepted from the floor in addition to the Nominating Committee recommendation.

**Section 2.** The election shall be conducted by secret ballot, counted by two Club Officers, announced and recorded in the minutes of the Business Meeting.

**Section 3.** The Board of Directors shall conduct election by nomination from the floor within their own body at each annual meeting or special called meeting.

**Section 4.** Intent to elect new officers shall be published in the September and October issues of the Club Official Publication so that the constituency is aware of the election.

**Section 5.** Special elections shall be called to fill unexpired terms and shall be by the process of nomination from the floor.

**Section 6.** Ratification of Officer Election shall be simple majority of quorum as defined by the Constitution.

## **Article IV**

### **Officer Duties**

**Section 1.** *The Chairman of the Board* shall:

- a. Call an annual Board Meeting in the month following the Officer Election and prior to Club Meeting or as needed.
- b. Review with the Board of Directors, the past year Club activities and other pertinent matters.
- c. Give directions to the new Club Officers for the next year goals.
- d. Determine the Station License(s) expiration date(s) and insure that the Trustee is taking proper steps to maintain continuity.
- e. Call for replacements of unexpired terms or Special Meetings.

**Section 2.** *The Vice Chairman of the Board* shall:

- a. Execute the duties of the Chairman of the Board during his absence.
- b. Execute the duties of the Corporate Secretary during his absence.
- c. Assist the Club Vice President in social activities.

**Section 3.** *The Corporate Secretary* shall:

- a. Execute the duties of the Chairman or Vice Chairman of the Board upon their absence.
- b. Record the Minutes of the Annual or Special Board Meetings in legible, dated documentation and maintain a five year record of such meetings.
- c. Maintain the Corporate Records for a period of five years (by year) filed in the Corporate Office or such site defined by the Board of Directors.
- d. Co-sign the Club bankchecks on an as-need alternate basis.

**Section 4.** *The Club President* shall:

- a. Execute the Constitution and Articles of the By-Laws of the *Noble County Repeater Group, Inc.*
- b. Receive direction from the board of Directors and execute them.
- c. Conduct Club meetings using the Robert's Rules of Order for Parliamentary Procedure.
- d. Coordinate the activities of the Club.
- e. Review Club records to insure integrity.
- f. Make special appointment of committees to achieve tasks.

**Section 5.** *The Club Vice President* shall:

- a. Execute the duties of Club President upon his absence.
- b. Execute the duties of Club Secretary and/or Club Treasurer upon their absence.
- c. Coordinate Club Training activities.
- d. Coordinate the Club social activities with the emphasis on the Christmas Dinner and the Spring/Summer picnic.
- e. Co-sign the Club bank checks.
- f. Coordinate the program for business meetings.

**Section 6.** *The Club Secretary* shall:

- a. Maintain records of the constituency showing accurate and current:
  - (1) Roll Call.
  - (2) Minutes of every Club Business Meeting showing date approved and any corrections.
- b. Process correspondence by:
  - (1) Reading applicable information at business meetings.
  - (2) Writing and typing outgoing information.
- c. Manage the Club Business by keeping the Club President advised on all business matters.
- d. Execute the duties of Club President and/or Club Vice President upon their absence.
- e. When the Position of Club Secretary/Treasurer is combined, assume the duties of the Treasurer .

**Section 7.** *The Club Treasurer shall:*

- a. Maintain records of the constituency showing status of affiliation. This requires accurate and current:
  - (1) Finances and dues.
  - (2) Affiliation records (ARRL by SCM listing, Friend, Honorary)
- b. Receive and distribute monies as necessary to accomplish routine administration (clerical, postal, official publication printing, approved rentals and utility payments are routine). ANY expenditure other than the defined routine administration must be approved by a majority of members in Business Meeting Session.
- c. Complete and mail the Annual Club Report to *The American Radio Relay League*.
- d. manage the Club Business by:
  - (1) Securing the Club Vice President's co-signature after bank checks are prepared.
  - (2) Coordinate Club Member listing with the Section Communications manager to determine valid ARRL member affiliation.
  - (3) Keep the Club President advised of all business matters.
- e. When the Position of Club Secretary/Treasurer is combined, assume the duties of the Secretary

**Section 8.** *The Trustee shall:*

- a. Insure FCC Amateur Radio License(s) are current.
- b. Monitor the Club Station(s) to insure proper operation.
- c. Maintain a current list of equipment owned by the Corporation. Equipment not wholly owned by the Corporation shall be listed as an asset ONLY if the Corporation is in the process of purchasing.
- d. The Trustee is responsible only to the Board of Directors.

## **Article V Constituency**

**Section 1.** The constituency shall be classified as *Members, Friends, and Honorary*.

**Section 2.** *Member of the Club* is achieved by attending a regular business meeting, expressing the desire to join, displaying proof of a valid United States Amateur Radio License and paying the Annual Dues.

**Section 3.** *Friend of the Club* is achieved by contribution of material value or special action to enhance the purpose of the Corporation as defined by the Constitution and ratified by the Club by majority of the quorum during a Business Meeting.

**Section 4.** *Honorary* status is achieved by unparalleled significant accomplishment, recommendation for such honor and ratification by majority of the quorum during a Business Meeting.

**Section 5.** Persons holding the status of Friend or Honorary may be removed from that status by two thirds vote of quorum during a Business Meeting and then approved by the Board of Directors.

## **Article VI Dues**

**Section 1.** The dues structure for the Club shall be reviewed each year during the audit of the books by the Audit Committee. That committee shall, with a non-profit corporation purpose in mind, establish a recommendation for dues structure for the coming year. The change may be ratified by majority vote of the quorum in a Business Meeting. Upon ratification, the Club

Treasurer shall notify the Editor of the Official publication of the new dues structure for printing monthly. All dues shall be due and payable on January 1 of each year, provided, however, that upon a current member's renewal, or initial payment from a new member, which comes on a date other than January 1, such member shall pay an amount which will cover such dues through the current calendar year. That amount shall be calculated by charging the member an amount equal to 1/12<sup>th</sup> (one twelfth) the current annual dues for each month remaining in the calendar year.

**Section 2.** A family (those blood relatives living together) may attain Club Member standing by paying one individual dues for each, as desired, plus one dollar for the remainder of the family. Each member of the family then has the same benefits as the member of the family has, who paid full dues.

**Section 3.** Lapse of dues by a Member shall be handled by these actions:

- a. He shall have mailed to him the Official Publication for three months after the month of expiration.
- b. He shall be dropped from the Roles on the third Business Meeting after the month of expiration unless cause to retain is presented or the Member dues are paid up from the date of expiration for a period of one year or until the end of the current calendar year.
- c. Any Member with lapsed dues shall not be eligible to vote on any matter during the time lapse.

**Section 4.** *The American Radio Relay League* dues are set and published in *QST Magazine*. None of the provisions of this Article shall apply in any way to *ARRL* membership application or renewal, which are governed by *ARRL* policies and procedures. Club Members, however, are encouraged to join or renew their *ARRL* membership through the Club Treasurer, which results in added benefit to the Club.

## **Article VII Business Meetings**

**Section 1.** The constituency shall be called to meet by use of the Official Publication, or common interest publication which shall state date, time and place of the meeting.

**Section 2.** Agenda shall be the decision of the Club President, who shall insure that the constituency has an opportunity to input new business and respond to old business.

**Section 3.** Voting method shall be by the raise of the hand except officer election or matters that the Club President considers sensitive enough to ballot. Counts of the vote shall be made by two Club Officers, verified and entered in the Minutes of that Business Meeting.

**Section 4.** Ratification of matters that do NOT require expenditure of money shall be by the majority of the quorum.

## **Article VIII Order of Business**

**Section 1.** The order of business at the Annual Board of Directors meeting is:

- a. Reading of the Minutes
- b. Past Club President's Report of the prior years Club activity, including the Audit Report
- c. Treasurer Report
- d. Trustee report
- e. Old Business
- f. New Business
- g. Goal setting and directing the new Club Officers
- h. Adjournment

**Section 2.** The order of business at the Club Meeting is:

- a. Roll call
- b. Visitor recognition
- c. Read and approve minutes
- d. Officer Report
  - (1) Treasurer
  - (2) Secretary
  - (3) Vice President
  - (4) Trustee
- e. Committee Reports
- f. Old Business
- g. New Business

- h. Good and welfare of the constituency
- i. Election (if any)
- j. Adjournment
- k. Program Presentation

## **Article IX Official Publication**

**Section 1.** The official publication shall be named “\_\_\_\_\_”. The logo pattern and design shall not be altered without the approval of the Board of Directors. Any news articles submitted to a common interest publication need not carry the official logo.

**Section 2.** There shall be (by approval of the Board and by appointment from the Chairman of the Board) a publishing Editor. The Editor shall appoint his staff personnel as necessary. The Editor and his staff shall be responsible to the Board of Directors for the contents of \_\_\_\_\_ or any articles submitted to a common interest publication.

**Section 3.** A format shall be maintained for the layout of the papers to insure continuity of style, protect the logo and to guide the Editor(s) in policy. The contents that are mandatory are applicable only to the official \_\_\_\_\_:

- a. Meeting date, time and place
- b. Listing of current cost of dues in the:
  - c. Club
  - d. *ARRL*
- e. A code number depicting month and year (e.g. 0780 for July, 1980) that the Club dues expire, or a code number (e.g. 0069F or 0069H) depicting the year that a person was given the status of Friend or honorary. This number shall appear on the mailing label each mailing.

**Section 4.** The Editor shall determine all other contents, giving due consideration for advertisement of individual Amateur Radio equipment that a constituent wishes to have published.

**Section 5.** The Official Publication shall be a service of the Club to its constituency, and shall not have a subscription fee except when there is a common interest publication fee. There shall be an audit committee evaluation of Club Dues to ascertain adequate finances to meet the cost.

**Section 6.** The \_\_\_\_\_ shall be accessible to all on the roll, the *ARRL*, the *Section Communication Manager*, the *Director of the West Gulf Division of ARRL* and other organizations via connection to the Club Web Page. The \_\_\_\_\_ shall be made available to members without internet service in paper form and distributed to Club Members Only at Club meetings or at other locations as determined by the editor.

## **Article X Policy**

**Section 1.** Race, color, creed, national origin or sex shall not be considered eligibility of membership.

**Section 2.** No investments or sale of equipment shall be made in violation of Non-Profit Corporation laws in the State of Oklahoma.

**Section 3.** No attempts shall be made to govern actions of members in the operation of their licensed Amateur Radio station. Operational violations are however deplored.

**Section 4.** This organization shall support *The American Radio Relay League, Inc.* in the efforts to protect, promote and sustain the radio arts. This support shall be evidenced by sustaining affiliation with the *ARRL* through promotion of individual membership.

**Section 5.** This organization shall aid and assist communication efforts, within its capability, during emergencies occurring locally or nationally.

## **Article XI Expulsion**

**Section 1.** A Member may be expelled from the Club by:



- a. Three members appearing before the Board of Directors during a called meeting, stating the charge in detail.
- b. The charged Member presenting rebuttal.
- c. Ratification of the Board of Directors, the Club Officers and the immediate past Club President by not less than six votes for expulsion. The Club Officers and the immediate Past Club President will be permitted to vote on member expulsion in a Board of Directors meeting even though they are not permitted to vote on matters other than member expulsion.

## **Article XII**

### **Leave of Absence**

**Section 1.** A Member, upon written request, shall be granted leave of absence, coinciding with his Club Membership expiration, for the following reasons:

- a. Business trips no longer than six months.
- b. Extended sickness and re-requested annually.
- c. Military service and re-requested annually.

**Section 2.** Members on leave of absence shall, if their mailing address is known, receive full Club Benefits during the tenure of approved absence.

## **Article XIII**

### **Amendment of By-Laws**

**Section 1.** The Articles of the By-Laws may be amended by:

- a. Member submits a written proposal during a Business Meeting.
- b. The Club President accepts his proposal for consideration only.
- c. The intention is published at least once in the Official Publication.
- d. The proposal is placed on the floor for discussion and vote at the next Business Meeting.
- e. Ratification requires two thirds vote of eligible Members present at that Business Meeting.
- f. The verbal direction of the Chairman/Vice Chairman of the Board of Directors. The Club President/Vice President shall then call upon the Board Secretary for the minutes of the Emergency Session to allow for formalization to amend.

End of NCRG By-Laws Document