

**Oro Valley Amateur Radio Club, Inc.  
an Arizona Non-Profit Corporation**

**Constitution and Bylaws  
As Amended and Adopted by the Membership  
On  
April 21, 2023**

**Preamble**

We, the Members, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves as the Oro Valley Amateur Radio Club (OVARC), Oro Valley, Arizona, and enact this Amended Constitution and Bylaws as our governing document.

It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, individual operating methods and procedures, and to conduct Club programs and activities to advance the general interest and welfare of Amateur Radio in the community.

**Article I – General**

**1. Location**

The principal office for the Oro Valley Amateur Radio Club (OVARC) shall be at a location as may, from time to time, be modified at the discretion of the Board of Directors. The current location of the principal place of business shall be disclosed in the Annual Report on file with the Arizona Corporation Commission.

**2. Seals**

The official Club Seal is hereby abolished. However, a Seal or Seals may, from time to time, be adopted or modified at the discretion of the Board of Directors.

**3. Fiscal Year**

The fiscal year for OVARC shall start on January 1 and end on December 31 of each calendar year.

**Article II - Membership**

Any individual interested in and promoting Amateur Radio communications shall be eligible for membership.

## 1. Classes of Membership

The Constitution and Bylaws shall provide for Full Members, Student Members, and Complimentary Members.

Full Members have all Club rights and privileges and are required to pay dues annually to maintain their membership. Full Members are entitled to vote at any meeting of the Membership and may run for a Board position.

Student Members are not required to pay dues annually to maintain their membership, are not entitled to vote, and may not run for a Board position.

Complimentary Members are not required to pay dues annually to maintain their membership, are not entitled to vote, and may not run for a Board position. At its discretion, the Board will decide who qualifies to be a Complimentary Member.

## 2. Application

Application for membership shall be on a designated application form. This form may be submitted in person to an OVARC Director, by USPS mail, or by email to OVARC.

## 3. Felons and Fugitives.

OVARC prohibits from membership any felon, fugitive from justice, or person with an FCC revoked Amateur Radio License.

## 4. Non-Discrimination.

Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status, or any other reason that would be considered biased or prejudicial.

## 5. Removal of Member.

In the event a Member is disruptive or pursues a course of conduct that the Board deems detrimental to the Club; and following a good faith attempt to resolve the issue by the Board, the matter of expulsion shall be brought to the Membership at a Special Meeting called for that purpose, which meeting may be combined with a Member Meeting. Upon a two-thirds (66.7 percent) affirmative vote of Members present at said Meeting, the Member will be expelled.

## **Article III – Directors, Voting, and Officers**

### **1. Directors.**

Directors shall be Full members of OVARC. Collectively as the Board of Directors, they shall have the authority to make all decisions for the Club except for setting the amount of annual Membership dues.

The Board shall be comprised of a minimum of five Full Members, but not more than nine. Each year, at least thirty days prior to the annual meeting, the directors shall determine the number of directors for the next election cycle.

### **2. Election and Term of Office**

The Directors shall be elected at the Annual Meeting of Members. The term of office shall be for two years. Elected directors will assume their office immediately following their election at the Annual Meeting.

Terms shall be staggered so that all the terms do not expire at the same time. Approximately one-half of the directors' terms shall expire in even-numbered years with the remaining directors' terms expiring in odd-numbered years.

If the Board changes the number of directors for the next election cycle, it may adjust the terms of each seat to support staggered expirations. Terms of seats may be shortened to less than two years but may not be extended to more than two years.

### **3. Eligibility**

To be a candidate for the Board, an individual must be a Full member in good standing of OVARC for at least one year.

### **4. Nominations**

The President will solicit nominations from the current OVARC members at least one month prior to the Annual Meeting when directors are to be elected. Nominations will be closed one week prior to the Annual Meeting. As soon as nominations are closed, the final list of nominees will be published on the Club website and made available to all Club members by email.

### **5. Voting by The Membership**

Voting at the Annual Meeting of Members for the election of the Board shall be

conducted by secret online ballot. An online ballot allows members who are not physically present to participate. Absentee ballots and proxies are not permitted for voting at the Annual Meeting.

In the case of an unopposed slate, the President may make a motion that the slate be accepted as presented. If the motion is approved by consent of the members present, formal voting shall not be necessary, and the slate of candidates shall be accepted as is.

In all other matters coming before the Membership, a voice vote may be taken. In such matters, voting may take place by Proxy by the presentation of a formal proxy. Proxies will be in a form approved by the Board and must be presented prior to any vote taken. The appointee by proxy may vote for the Member in that member's absence. A Member present by Proxy shall be the same as if the Member were present at a Meeting for the purpose of establishing a quorum.

#### 6. Vacancies

Vacancies occurring between elections shall be filled by an appointment by the President, with the approval by a majority vote of the remaining Directors and announced at the first Member Meeting following the appointment. The individual appointed shall serve out the remainder of the vacating Director's term.

In the case of a seat that was not filled at the most recent election, the President and the Board shall not have the authority to fill the open seat. The seat will remain vacant until the next election. At its discretion, the Board shall have the power to call a special election for the purpose of filling the seat.

#### 7. Resignation

Any Director may resign his or her position in writing to the Secretary, at which time all records and assets of the Club in their possession will be turned over promptly to the President or Vice President.

#### 8. Removal of Director

A Director may be removed from office, with or without cause, following an affirmative two-thirds (66.7 percent) vote of the Members present at any Member Meeting or at a Special Meeting called for that purpose.

#### 9. Voting by Board Members at Board Meetings.

In all matters coming before the Board of Directors, a voice vote may be taken. If a

Board Member is absent from a Board Meeting, voting at said meeting may take place by Proxy by the presentation of a formal proxy to the Secretary prior to any vote taken. The appointee by proxy may vote for the Board Member in that member's stead as if the Board Member were personally present.

All Proxies must be in a form approved by the Board of Directors.

#### 10. Officers.

The officers of OVARC shall be President, Vice-President, Secretary, and Treasurer. Directors shall choose officers from the roster of current directors.

#### 11. Removal of Officers by Directors

There is no term for an officer appointment. The Board may remove or reassign officers, with or without cause, following the affirmative vote of a majority of Directors present at a Meeting of the Board of Directors.

### **Article IV - Duties of Officers**

#### 1. President

The President shall be the chief executive officer of the Club and shall preside at all meetings and conduct them according to the rules adopted. He or she shall enforce due observance of this Constitution and Bylaws; decide all questions of order; sign all official documents adopted by the Club and perform all other duties pertaining to the office of President. At the expiration of his or her term, he or she shall promptly turn over all items belonging to the Club to another Director.

#### 2. Vice President

The Vice-President shall assume all the duties of the President in his or her absence. At the expiration of his or her term, he or she shall promptly turn over all items belonging to the Club to another Director.

#### 3. Secretary

The Secretary shall keep a written record of the proceedings of all meetings, and read communications at each meeting. At the expiration of his or her term, he or she shall promptly turn over all items belonging to the Club to another Director.

It shall be the duty of the Secretary to keep the Constitution and Bylaws of OVARC and have them with him or her at every meeting. The Secretary shall note all

amendments, changes and additions on the Constitution and Bylaws and shall permit it to be consulted by members upon request.

The Secretary shall be responsible for providing a copy of IRS Form 1023, and any annual statements, and any other information required by statute or regulation, to any person requesting a copy.

The Secretary shall be responsible for the safe keeping of the Corporate Seal, if there is one.

#### 4. Treasurer

The Treasurer shall receive and account for all monies paid to the Club, and keep an accurate account of all monies received and expended. The Treasurer shall pay bills when authorized by the Board or a properly constituted committee.

At the end of each quarter, he or she shall submit a summary of disbursements and receipts to the Board. Upon request by any Member, he or she shall provide an itemized statement of said disbursements and receipts. At the expiration of his or her term, he or she shall promptly turn over all items belonging to the Club to another Director.

The Treasurer shall also be responsible for preparing any statements for filings required by the Arizona Corporation Commission, along with any statements or filings required by the United States Internal Revenue Service, including Federal income tax returns.

The board will, at its discretion, assign other duties and responsibilities to Board members according to their experience and ability to contribute.

### **Article V – Compensation**

No compensation, directly or indirectly, shall be paid to any officer, Director, or committee member for their services to the Club. Officers, Directors, and committee members may, however, be reimbursed for any actual expenses incurred in connection with their duties as such, provided the expenses are supported with a written receipt.

The Club is not organized for the purpose of gaining pecuniary profit. No part of the net earnings of the Club, if any, shall inure to the benefit of any Member, officer, Director, or any other person.

### **Article VI – General Powers**

Consistent with Arizona Revised Statutes Sec. 10-3302, and without limiting the generality, to the extent authorized by the directors and in accordance with the provisions of the Constitution and Bylaws, the Club shall be empowered:

1. To develop, construct, purchase, lease, own, improve, maintain, operate and hold real and personal property of every kind and description; to sell, convey, and lease such property and to mortgage, assign and pledge or otherwise encumber such property.
2. To maintain deposit and savings accounts at financial institutions; to borrow money, and to issue notes and other evidence of indebtedness in furtherance of any or all of the objects and purposes of the Club and to secure the same by mortgage, trust, deed, pledge or other lien on or security interest in property of the Club.
3. To enter into, perform and carry out leases and contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the objects and purposes of the Club.
4. To procure all types and kinds of insurance as shall be deemed to be in the best interests of the Club.
5. To do and perform, in general, such acts and things and to transact such business in connection with the foregoing objects and purposes as may be necessary and required.
6. To transact any and all lawful business for which the Club may be incorporated under the laws of the State of Arizona, and not prohibited by the Constitution and Bylaws and the Articles of Incorporation.

A member of the Club is not personally liable for the acts, debts, liabilities, or obligations of the Club, in accordance with Arizona Revised Statutes Sec. 10-3612.

#### **Article VII - Meetings**

The Constitution and Bylaws shall provide for Member, Annual, Special, and Board Meetings.

Robert's Rules of Order shall govern all proceedings.

Member Meetings will be the regular gathering of the entire membership. Member Meetings may be held each month at a time and place designated by the Board of Directors.

Annual Meetings are Member Meetings that include elections, and also serve to meet statutory requirements. Annual Meetings shall be concurrent with the first Member Meeting of the year.

Special Meetings are Member Meetings called for a special, singular purpose. Special Meetings of the Membership may be called by the President, or upon the written request of any five Full Members. Notices shall be published on the Club website and made available to members concerning Special Meetings and the business to be transacted. Only such business as designated in the notice shall be transacted at a Special Meeting. Such notices shall be posted and sent not less than three (3) days prior to the meeting.

At Member Meetings, Annual Meetings, and Special Meetings, a minimum of one-third (33.3 percent) of the Membership, or ten members, whichever is less, shall constitute a quorum for the transaction of business.

Board Meetings are a gathering of the Board of Directors to conduct club business. Any member may participate in a Board Meeting except when personnel or legal issues are discussed. Board Meetings may be held each month at a time and place designated by the Board of Directors.

A member may participate in any meeting through videoconferencing. Any Full Member who participates by videoconference is considered physically present and able to vote on all matters decided at the meeting.

### **Article VIII – Dues, Fees, and Assessments**

The Club, by majority vote of the Full Members present at any Member Meeting, may levy upon the general Membership such assessments as deemed necessary for the operation of the Club. Non-payment of such assessments shall be cause for expulsion from the Club, within the discretion of the Membership.

Annual Club dues shall be for the purpose of providing funds for expenses. Dues may be increased only by majority vote of the Full Members present at a Member Meeting or at a Special Meeting called for that purpose. Any meeting that includes a proposed dues increase must be announced to the Membership at least 30 days prior to the meeting.

Membership dues are payable on January 1 of each year. Any member who has not paid their dues by February 15 will be considered inactive and removed from the membership roster. Inactive members shall not hold office and have no voting privileges.

The Board of Directors may at its discretion reduce the dues for any first-time



members who join the Club late in the fiscal year.

Termination of membership, either by resignation or expulsion, will not warrant a refund or proration of dues and fees already paid.

### **Article IX -- Membership Assistance**

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 radiation from Club member-maintained radio stations. The Club shall also maintain a program to foster and guide public relations.

### **Article X - Club Call Sign**

The President shall designate the Trustee of the Club Call sign. The Trustee shall:

- a. Be a Full member of the Club in good standing.
- b. Hold a valid Amateur Extra class license.
- c. Never had his or her Amateur Radio License revoked or sanctioned at any time.

### **Article XI - Dissolution of the Club**

#### **1. Termination of Operations**

If the Board of Directors votes that the Club should be dissolved, the motion for dissolution must be approved by at least ninety (90) percent of the Full Membership. A dissolution shall comply with Arizona Revised Statutes.

#### **2. Disposition of Assets**

The Board of Directors shall handle the disposition and disbursement of all assets of the Club. No member or group of members shall receive benefit from the disposition or disbursement of assets.

All equipment shall be sold or donated to IRS 501(c)(3) nonprofit Amateur Radio organizations, or otherwise in accordance with U.S. Department of Treasury guidelines concerning non-profit organizations. The net proceeds of any equipment sold will be donated only to said 501(c)(3) or other Department of Treasury approved nonprofit organization(s).

All remaining Club funds will be donated to a 501(c)(3) nonprofit Amateur Radio

organization, or otherwise in accordance with Department of Treasury guidelines and regulations concerning non-profit organizations.

### **Article XII - Amendments**

This Constitution or Bylaws may be amended by a two-thirds (66.7 percent) affirmative vote of the Full Members present at the meeting. Proposals for amendments shall be submitted in writing at a Member Meeting, and provided to all members via email, of the intent to amend the Constitution and Bylaws. Proposed changes shall also be posted to the Club's website.

### **Article XIII - Interference Committee**

The Board of Directors may from time to time appoint an Interference Committee. This committee shall consist of at least three Full Members appointed by the Board. The committee shall direct the investigation, invite proper inquiries, establish technical facts and testimony, and report its results to the Membership at a Member or Special meeting.

This Amended Constitution and Bylaws was adopted by the Members of the Oro Valley Amateur Radio Club, Inc. on April 21, 2023.

Approved:

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Steven M Wood, W1SR  
President

Witness:

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Logan R Zintsmaster, KE7AZ  
Secretary