

**CONSTITUTION OF
EDMOND AMATEUR RADIO SOCIETY, INC. (EARS)**

PREAMBLE:

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

ARTICLE I

Membership:

All persons interested in Amateur Radio communication (radio communication between Amateur stations solely with a personal aim without pecuniary interest) shall be eligible for membership. Membership shall be by application upon such terms as the Society shall provide in Article III of its by-laws.

ARTICLE II

Government:

The government of the Society shall be vested in its duly elected Officers and Board of Directors (hereinafter referred to as the ‘Board’). The Board shall be composed of (i) the following elected officers: President, Vice-President, Secretary and Treasurer, (ii) the Repeater Trustee and the Emergency Coordinator, both positions being appointed by the Board, and (iii) directors who will be elected annually by the membership, the number of which will be determined by the Board. The immediate past President shall serve on the Board in an advisory, non-voting capacity for one year following the expiration of his/her term. The duties of the Officers and Board shall be prescribed in the by-laws.

ARTICLE III

Meetings:

The by-laws shall provide for regular and special meetings and shall establish quorum requirements.

ARTICLE IV

Dues and Fees:

The by-laws shall provide for the levy of dues and fees as may be necessary to carry out the programs and projects undertaken by the Society.

ARTICLE V

Amendments:

This constitution or the by-laws may be amended by a majority vote of the total membership present at a duly called membership meeting. Proposals for amendments shall be submitted in writing at a membership meeting and shall be voted on at the next membership meeting, provided all members have been notified by electronic means of the intent to amend the constitution and/or by-laws at said meeting.

ARTICLE VI

Recall of Board of Directors:

Upon written recall petition by twenty (20) percent of the members, the total Board or any individual officer or board member may be required to stand for re-election by the membership at the next membership meeting. Once the Board had been notified, at a board meeting of the petition, the Board shall schedule a membership meeting for the purpose of voting on the petition. If the Board or the individual loses or ties in the vote for re-election, the presiding officer shall receive nominations from the floor for a new officer or officers. The presiding officer shall conduct the election thereof and the new officers will immediately take office. In the event that the entire board or the treasurer has been recalled, an audit committee shall be appointed immediately and the records and assets of the club shall be delivered to the new Board within the following thirty (30) calendar days.

ARTICLE VII

Purpose:

The purpose of the Society is to advance the hobby of amateur radio through education, operation of radio stations and service to government entities, local and national, providing emergency and routine radio services. These services to governmental entities

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are offered voluntarily. There is no intent of the Society to profit financially from the valuable services provided to the public and to municipal, state and federal agencies.

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ARTICLE I

Incorporation:

Section 1.1 – The Edmond Amateur Radio Society is incorporated under the laws of the State of Oklahoma and functions as a 501(c)(3) non-profit organization, and is hereinafter referred to as the ‘Society.’

Section 1.2 – The objects and purposes of the Society are as set forth in the articles of the incorporation and constitution.

ARTICLE II

Government:

Section 2.1 – The government of the Society shall be vested in its Board of Directors (hereinafter referred to as the ‘Board’) and shall be governed by the laws of the State of Oklahoma, its articles of incorporation, its constitution, its by-laws, and policies established in harmony therewith, and all amendments to the foregoing.

Section 2.2 – The administrative and fiscal year of the Society shall begin at the January meeting upon the installation of the new officers and terminate at the following January meeting upon the installation of their successors.

Section 2.3 – All business meetings of the Society, its Board, and committees shall be governed by the rules of procedure in Roberts Rules of Order, revised.

ARTICLE III

Membership:

Section 3.1 – Eligibility for membership in the Society shall be as set forth in the constitution.

Section 3.2 – All applications for admission to membership shall be in such form and with such information as shall be required by the Board.

Section 3.3 – Individual Membership: Limited to licensed Amateur Radio operators; a voting member – pays individual dues.

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Section 3.3.2 – Family Membership: Licensed Amateur Radio operators who reside at one household; each licensed family member is a voting member – pays family membership dues.

Section 3.3.3 – Life Member: A person otherwise qualified for full membership, who by reason of meritorious service to the Society, or by reason of long tenure and active participation in the Society, has been granted lifetime full membership status free of dues; a voting member. Nominated and elected by the membership.

Section 3.3.4 – Associate Member: A non-licensed person interested in furthering the purposes of the Society; a non-voting member – pays full dues.

Section 3.3.5 – Student Member: Full-time students below the age of 22 otherwise qualified for individual or associate membership, but not family membership; a voting member if a licensed radio operator – pays partial dues.

Section 3.3.6 – Honorary Member: A licensed or non-licensed person who by virtue of his/her position or activity relative to the Society enhances the opportunities for, or contributes to, the furtherance of the purposes of the Society; a non-voting member – pays no dues.

Section 3.3.7 – Complimentary Membership: Conferred for a limited period by the Board to licensed persons who graduate from club educational programs or make other contributions to the furtherance of club goals; a non-voting member – pays no dues.

ARTICLE IV

Dues and Fees:

Section 4.1 – The annual dues and/or fees of the Society shall be established at the annual meeting, on the recommendation of the Board, and shall be payable in advance on the first day of January of each year.

Section 4.2 – Any member becoming three (3) months in arrears in the payment of dues and/or fees shall automatically lose voting privileges, and shall have membership in the Society automatically terminated unless otherwise directed by the Board.

Section 4.3 – The Board may reinstate into membership any terminated member upon payment of current annual dues.

Section 4.4 – In the event that the Board elects to dissolve the Society, all assets shall transfer to a similar Amateur Radio society that has status as a tax-exempt organization under IRS code 501(c)(3). In the event no such radio society can be identified to accept these assets, then the Board shall decide on the distribution of all assets.

ARTICLE V

Meetings:

Section 5.1 – Unless otherwise recommended by the Board, and approved by the membership, the annual meeting of the Society shall be held on the second Tuesday in January. The time and place of the meeting shall be designated by the Board. At the meeting, written and detailed reports of the Board shall be considered, and other business previously submitted to the Board shall be transacted.

Section 5.2 – Regular Board meetings shall be held on the second Tuesday of each month and shall be open to all membership as observers. An annual combined Board/Membership meeting shall be held in January and in November. The election of officers and Board members for the following year shall take place at the November meeting.

Section 5.3 – Special membership meetings of the Society may be called any time by the president or Board, or by members constituting more than twenty (20) percent of the total membership of the Society. The notice of the meeting shall state the purpose of the meeting, and no business other than that stated purpose set forth may be considered.

Section 5.4 – Notice of special business meetings shall be mailed or electronically transmitted to each member by the secretary at least ten (10) days prior to the meeting, provided that such notice may be waived in writing by any member or by attendance at the meeting.

Section 5.5 – At all membership meetings twenty (20) percent of the voting membership, but not less than six (6) members, including one member of the Board, shall constitute a quorum for the transaction of business as stated in Sections 5.1 and 5.3.

ARTICLE VI

Board of Directors:

Section 6.1 – The control of the Society shall be vested in a Board, composed of (i) the following elected officers: President, Vice-President, Secretary and Treasurer, (ii) the Repeater Trustee and the Emergency Coordinator, both positions being appointed by the Board, and (iii) directors who will be elected annually by the membership, the number to be determined by the Board. The immediate past President shall serve on the Board in an advisory, non-voting capacity for one year following the expiration of his/her term.

Section 6.2 – The directors shall be elected by the members and they shall serve one (1) year and until their successors are elected and qualified.

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Section 6.3 – The Board shall manage and conduct the affairs of the Society. The directors may appoint such other officers, assistant officers, and agents, as they may deem necessary.

Section 6.4 – The annual meeting of the Board shall be held in conjunction with the annual meeting of the Society.

Section 6.5 – The Board shall meet in conjunction with each regular membership meeting, except as provided in Section 6.6.

Section 6.6 – Special meetings of the Board may be called by the President, or in his/her absence by the Vice-President, or in his/her absence by the Secretary, or by three (3) directors. The notice of the meeting shall state the purpose of the meeting, and no business other than that set forth may be considered.

Section 6.7 - Notice of all meetings shall be given to each director by written or electronic means at least five (5) days prior thereto, provided any director may in writing, either before or after the meeting, waive notice thereof, or by attendance and participation shall be deemed to have waived such notice.

Section 6.8 – A majority of the directors shall constitute a quorum, provided, in no case shall a quorum consist of less than five (5). The acts of a majority of the directors present in a meeting at which a quorum is present shall be the acts of the directors, and shall constitute a binding act of the Society.

Section 6.9 – Neither the directors nor their appointees shall receive a salary for their services.

Section 6.10 – In addition to the powers and authorities by these by-laws expressly conferred upon them, the Board may exercise all such powers of the Society and do all such lawful acts and things that are not by statute or by these by-laws required to be exercised or done by the members.

ARTICLE VII

Officers:

Section 7.1 – President: The President shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the Society and Board; he/she shall have general and active management of the business of the corporation and the general powers and duties usually incident to the office of the President.

Section 7.2 – Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

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Section 7.3 – Secretary: The Secretary shall keep full minutes and attendance records thereof, shall have charge of all non-financial records of the Society, shall give notice of all meetings of the Society and the Board as herein provided, and shall have such other duties as assigned by the Board. With regard to the keeping of minutes, the secretary shall attach to the minutes a detailed description, as well as the amount and total of all approved expenditures noted in the body of the minutes. In the absence of the secretary, the president, with the approval of the Board, shall appoint an acting secretary.

Section 7.4 – Treasurer: The Treasurer shall receive and disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at the regular Board meetings or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Society. In the absence of the Treasurer, the President may disburse the funds as directed by the Board.

Section 7.4.1 – Treasurer: The Treasurer shall have the custody of all funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Society and shall deposit all monies and other valuable effects in the name and to the credit of the Society, in such depositories as may be designated by the Board.

Section 7.4.2 – All checks or demands for money and notes of the Society shall be signed by such officer or officers as the Board may designate; provided, however, no officer shall sign any instrument in more than one capacity if such instrument be required by law or by the by-laws to be executed by any two or more officers.

ARTICLE VIII

Elections:

Section 8.1 – The Board, at its September meeting each year, shall appoint a three member nominating committee, with one member being from the present Board, for the purpose of nominating a slate of officers and Board members. Participation as a nominating committee member shall not preclude eligibility to be placed on the slate.

Section 8.2 – The nominating committee shall advise the membership at the October meeting concerning its nominations of candidates for the Board. Additional nominations may be made from the floor. No candidate will be considered unless such candidate is a voting member of the Society and in good standing. After the October meeting, the full membership will be advised of the slate of candidates by electronic means. Actual elections will then be held at the November meeting and the new officers announced.

Section 8.3 – The installation of the newly elected officers and Board members shall take place at the January Board/Membership meeting of the Society, and they shall serve until removed or until their successors are elected and installed.

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Section 8.4 – Whenever any office of director, officer, or other agent becomes vacant, such vacancy shall be filled by an election by the remaining members of the Board, and any person so elected shall serve until removed or a successor is elected, or is appointed in accordance with the provisions of these by-laws.

Section 8.5 – The financial records shall be provided to the Board at the January meeting. At that meeting the Board shall appoint a committee of at least three (3) club members to review the Society’s financial records. The committee will perform the review by applying procedures as detailed in Appendix A of the by-laws.

Section 8.5.1 – Upon completion of the review, the financial records will be returned to the newly elected Treasurer. The committee will report the results of the review at the March meeting of the Board.

ARTICLE IX

Regular and Special Committees:

Section 9.1 – The President of the Society shall appoint all committees with the approval of the Board, with the exception of the nominating committee, as provided in Section 8.1, and shall be an ex-officio member of all committees.

Section 9.2 – An inventory of all Society property shall be conducted on no less than an annual basis. This inventory shall include location and custodian of all Society property. This inventory report will be submitted to the Board at the March Board meeting. The Board shall appoint or otherwise take responsibility for the completion of this task.

President, Clay Mayrose, WA6LBU Date

Secretary, Dan DuBray NS5G Date

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APPENDIX A

Suggested Procedures for Review of Financial Records

Test of Income for Reasonableness:

Evaluate year-end roster to determine total amount of dues receipts required to account for membership. Be mindful of student, family, lifetime and other special memberships as detailed in Article III of the by-laws.

Compare the computed total dues to actual dues receipts per the financial records. Due to the ‘bulk review’ approach of this test, the Committee should not expect to account for all dues receipts dollar for dollar but should achieve a reasonably close total to actual receipts.

Evaluate other sources of income and supporting detail as judgment of the Committee dictates.

Test of Expenses:

Vouch expenses to invoices and other supporting documents to the extent appropriate in the judgment of the Committee.

Review minutes of Board meetings for approval of larger expenditures.

Tests to Validate the Monthly Reconciliation of Bank Statements:

The Committee should select several months to test the reconciliation of bank account to treasurer’s report.

For the months selected for testing:

Verify that the bank balance as noted on the reconciliation agrees to the balance on the bank statement.

Re-compute totals on the reconciliation.

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Verify that all items clearing the bank statement are in the current monthly Treasurer's report or were outstanding on the prior month's reconciliation.

Verify that all outstanding checks and deposits in transit, as noted on the reconciliation, clear the subsequent month's bank statement.

Test to Ensure Adequate Safeguarding of Property Belonging to the Society:

Gain access to the inventory of Society property as approved by the Board (pursuant to the by-laws Section 9.2) during the year under review and the listing from the prior year. Review the inventory listings as follows:

Examine the listing format for overall compliance with Section 9.2 of the by-laws. Specifically, the listing should include the location and custodian of all Society property.

Note the inclusion or lack of inclusion of assets purchased since the prior year inventory listing.

Inquire as to the disposition of assets included on the prior year listing but omitted from the current year listing.

Examine custodial arrangements to ensure custodians are club members in good standing.

Upon completion of the review, report findings to the Board. If the Committee finds errors or irregularities in the financial records it shall inform the Board of such no later than the March board meeting. Examples of irregularities that the above procedures are designed to detect are:

An unexplained understatement of dues receipts or other receipts.

Unrecorded or unapproved payment of expenses.

Payment of expenses that are, in the opinion of the Committee, questionable in amount and/or nature.

Unexplained discrepancies between amount of funds on hand per the Treasurer's report and third party documents (bank statements).

Unexplained disappearance of the property belonging to the Society.