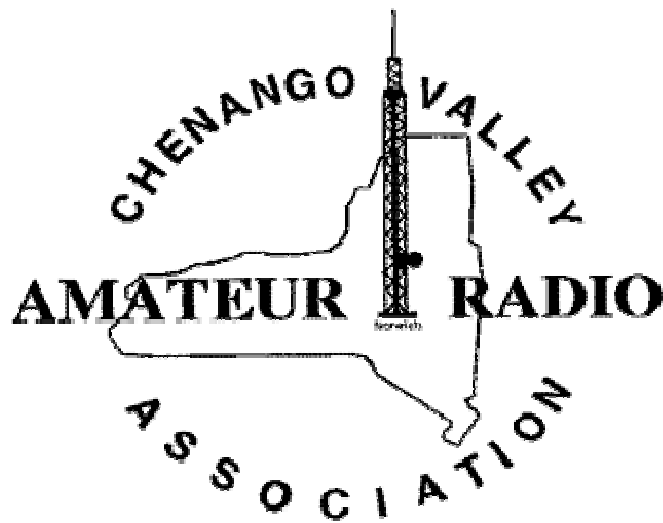


Chenango Valley Amateur Radio Association, Inc.



Constitution and By-Laws

01 April 1975

Revised: 01 Jan 1993

Revised: 07 Feb 2002

Revised: 01 Jun 2009

**CONSTITUTION AND BY-LAWS
OF
THE CHENANGO VALLEY AMATEUR RADIO ASSOCIATION, INC.**

01 June 2009

Article 1 - Name

- Section 1: The name of this organization shall be, "The Chenango Valley Amateur Radio Association, Inc.," hereafter known as CVARA, Inc.
- Section 2: The official publication of this organization shall be known as "The Bull Thistle Bugle."

Article 2 – Objectives

- Section 1: The objectives of this organization shall be to: a) serve the community and public through amateur radio on a non-profit basis. b) operate and maintain an open Two Meter Amateur FM Repeater for communications coverage in the Chenango Valley and surrounding area, and be available for the personal enjoyment of any licensed amateur radio operator. This repeater is in recognition and enhancement of the value of the amateur service to the public as a voluntary non-commercial communication service, particularly with respect to providing emergency communications. Emergency communications are immediately provided when called upon to do so by competent authority. c) encourage and promote amateur radio and its many facets to all interested individuals and provide technical assistance if called upon to do so.

Article 3 – Membership

- Section 1: Membership shall be open to all persons interested in amateur radio. Upon receipt of written/electronic application for membership, a vote by the majority of members present at the next regularly scheduled meeting shall determine membership approval. Upon approval, an applicant shall automatically become a member upon payment of the appropriate membership fee. Only those members in good standing with current Amateur Radio Licenses are eligible to hold an elective or appointed Office of the Chenango Valley Amateur Radio Assoc., Inc.

Article 4 – Trustees

- Section 1: The Board of Directors shall be known as the Board of Trustees.
- Section 2: Board of Trustees: a) Except as otherwise provided in the Certificate of Incorporation, a corporation shall be managed by its board of directors. Each director shall be at least eighteen years of age.
- Section 3: Number of Directors: a) The number of directors constituting the entire board shall be three.
b) The terms of office of the directors shall be as follows: that of the first shall expire at the next annual meeting of members if there be members, or of the board if there be no members; the second at the second succeeding annual meeting; the third at the third succeeding annual meeting. After such, directors to replace those whose terms expire at each annual meeting shall be elected or appointed at such meeting to hold office for a full term. Such term shall be three years.

Article 5 – Officers

- Section 1: The Officers of this organization shall be: a) President b) Vice President
c) Secretary d) Treasurer

- Section 2: **CVARA Officer Responsibilities: Reference Appendix I
To the Constitution and By-Laws**

Article 6 – Elections

- Section 1: The Officers of the Association, except the Repeater Trustee, shall be elected by written ballot at a general election once each year as designated by the By-Laws.
- Section 2: Election of any eligible candidate shall be by majority of all votes cast. If there are more than two candidates for any office, and no one candidate receives a majority of votes cast, further votes shall be cast successively, dropping the candidate with the fewest votes until a majority is reached.
- Section 3: Any office, other than the Presidency, left vacant, shall be filled by Presidential appointment with the approval of the Executive Committee. Any officer so installed shall serve for the unexpired term of his predecessor.
- Section 4: If the office of President is left vacant, an election shall be held for this office at the next Association meeting, using the same methods as for a general election.

Section 5: The President, Vice President, Secretary, and Treasurer shall hold office for one year or until their successors are elected. A President may not hold office for more than two consecutive terms.

Section 6: The Repeater Trustee shall be appointed by the President with the approval from the membership.

Article 7 – Executive Committee

Section 1: The Executive Committee shall consist of those Officers listed in Article 5, Section 1.

Section 2: The President will call all Executive Committee meetings as deemed necessary.

Section 3: It shall be the duty of the Executive Committee to:

- a) Act as coordinating body for the Association.
- b) Draft resolutions for the approval of the membership.
- c) Act on expenditures greater than \$50.00

Article 8 – Amendments

Section 1: Proposals for amendment to this Constitution may be submitted in writing by any voting member at regular meetings of the Association. Any such proposals must be published in the official Association publication, and then voted upon at the next regularly scheduled Association meeting. A vote of two thirds of the voting members present shall be sufficient to amend this constitution. EXCEPTION: Every member entitled to vote at a meeting of members, regarding amendments to By-Laws or any other issue requiring prior publication, announcement may authorize another person to act for him/her by written proxy. Proxy forms may be obtained from the Secretary, may be hand written, or may be published in the Bugle. Each proxy must include the issue title to be voted upon, the name of the proxy voter and the assigning voter, signature of the granting voter, and date. Each proxy is valid only for one specified issue.

By-Laws of the Chenango Valley Amateur Radio Association, Inc.

- Section 1: Dues for membership shall be determined by the Executive Committee as proposed at a regularly scheduled meeting of the Association, then published in the next issue of the Bull Thistle Bugle. Approval needs two thirds majority of the voting members at the next regular meeting of the Chenango Valley Amateur Radio Association, Inc. The fiscal year shall be from April 1 to March 31.
- Section 2: Upon election of new Officers, it shall be the responsibility of the members of the Executive Committee to relinquish all records to their successors in office before April 1st.
- Section 3: Majority is defined as 51% or more of those members in good standing present at any meeting of the Association. A quorum is needed to conduct business of the Association and is defined as one-tenth (1/10) of voting members of the Association.
- Section 4: Elections will be held in February of each year, so that the term of office May be concurrent with the fiscal year.
- Section 5: Meetings shall be held as necessary, as determined by the President, with Regular business meetings being scheduled for the First Thursday of each Month, subject to exclusion on legal holidays.
- Section 6: The rules contained in Roberts Rules of Order, Revised, shall govern the meetings of this Association in all cases to which they are applicable unless they are inconsistent with this Constitution.
- This Association shall be governed in all cases by Chapter 35, Consolidated Laws of New York State, Not for Profit Organization, Article 6 (N-PCL).
- Section 7: Membership will not be contingent on the holding of an Amateur Radio License.
- Section 8: Associate membership will be available for those persons living over 40 air miles from the repeater site location, or for those persons wishing association membership, waiving voting privileges. Dues for Associate Membership shall be determined by the Executive Committee as proposed at a regularly scheduled meeting of the Association, then published in the next issue of The Bullthistle Bugle. Approval needs two-thirds of at least a quorum of the members present and voting at the next regular meeting of the Chenango Valley Amateur Radio Association, Inc. Associate Memberships do not carry voting privileges, but these members will receive all mailings of the CVARA.

Section 9: Members of the same family may be included under one membership without additional fees, however, only one vote is available or a full membership, regardless of how many family members are included.

Section 10: Honorary and Life membership may be granted to person/persons upon written request from members in good standing, submitted to the Association Executive Committee, with final approval by two thirds majority of the voting members at the next regular meeting of the Chenango Valley Amateur Radio Association, Inc.

Standing Rules

Section 1: Only FCC licensed Amateur Radio Operator members authorized to operate on frequencies of Association owned transmitting equipment may operate any transmitting equipment. Non-Licensed persons may operate with a licensed member Control Operator present, in accordance with Part 97, FCC Regulations.

Section 2: All station operations must have the knowledge and consent of the Repeater Trustee.

Section 3: All station operations and equipment must comply fully with all FCC Regulations and must comply with good operating and engineering practice.

APPENDIX I

CVARA Officer Responsibilities

Refer Article 5 – Officers/Directors/Trustees

- Section 1: The Officers of this organization shall be: a) President;
b) Vice President; c) Secretary; d) Treasurer
- Section 2: Any two or more offices may be held by the same person, except the offices of president and secretary, or the offices corresponding thereto. (Reference: Article 7, Section# 713 New York State Not-For-Profit Corporation Law.
- Section 3: Officers/Directors and Trustees shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

President

The President shall be responsible to the membership for all activities of the Association. All other Officers shall be responsible to the President. The President shall preside over all meetings of the Association and its Executive Committees; be an ex-officio member of all committees; be the official representative of the Association to all outside groups and persons except where another member of the Association is appointed as representative or where this authority is specifically delegated to another officer by this Constitution.

The President shall ensure that the Official Calendar is observed.

The President shall be responsible for the appointment of the members of any and all subcommittees.

Where, when, and if there are no guidelines within this Constitution and By-Laws regarding a specific subject, the President shall be responsible for a final decision on that subject.

Vice President

The Vice President shall assume the duties of the President in the absence of the President. The specific duties shall be defined by the President. If the President is incapacitated or otherwise unavailable to define these duties, the Vice President will assume the President's duties with no definition by the President.

The Vice President is responsible for program content at the Association meeting and shall arrange programs on a regular basis.

Secretary

The Secretary shall be responsible for all official records and correspondence for the Association except where otherwise delegated by this Constitution. The Secretary shall have these records at meetings of the Association and of its Executive Committee if so requested by advance notice. These

records shall be made available to any member upon request.

The Secretary shall maintain the Official Calendar.

The Secretary shall be responsible for maintenance of this Constitution and By-Laws and any amendments. Amendment proposals shall duly conform to the procedures of this Constitution and By-Laws.

The Secretary shall maintain detailed minutes of each regular, special, Executive Committee, and, if present, subcommittee meetings of this Association and shall submit a printable copy of such minutes to the Editor of the Association's monthly newsletter in a timely fashion such that the minutes are published prior to the next regularly scheduled meeting.

The Secretary shall maintain the Official Roster of the Association in a readable and editable format after consultation with the Treasurer. This roster shall be available to the Association membership and to the Public upon demand. Any part of the roster made available to the Public shall not contain unlisted telephone numbers, ages, nor dates of birth. The Official Roster shall contain: name, callsign, current complete postal mailing address, home and work telephone numbers (unless unlisted) license class and e-mail address, if any. Only current members need be listed, but delinquent members may be listed if so annotated.

The Secretary shall provide the Editor of the Association's newsletter with a current e-mail and postal mailing address list, prior to the mailing of the monthly newsletter, unless there has been no change in membership status.

Treasurer

The Treasurer shall be responsible for all financial matters of this Association. The Treasurer shall keep an accurate account of all income and disbursements from the Association treasury and shall present an informal financial statement upon call by the membership or Executive Committee and at regular monthly meetings of the Association.

The Treasurer may act on expenditures of \$50.00 or less.

The President shall appoint an audit Committee of three (3) members-at-large to audit the records of the Treasurer and submit their report to the membership no later than 31 March of each year or at the next regularly scheduled meeting of each year following March 31.

The Association fiscal year shall start on April 1 of each year. All annual dues are collectable at this time. The Treasurer shall maintain records of the members whose dues status are current, as well as those who are in arrears, ensuring the Secretary is in receipt of a membership roster at least once per month unless there have been no changes in membership status.

Appendix II

Responsibilities of Appointed Position Classifications

The Repeater Trustee is an appointed position and no longer considered an officer of the corporation. (Refer Article 6, Section 6 – Constitution)

Repeater Trustee

The Repeater Trustee is responsible to the FCC for the proper operation of the *Association's radio equipment. The Trustee shall ensure that all equipment owned by the Association is properly maintained and available to qualified members for use and shall keep appropriate records of all maintenance performed and keep all schematic diagrams, operations manuals, etc. of all such equipment.*

The Repeater Trustee shall be responsible for ordering new and/or replacement equipment after such order has been approved by the Association membership at a regularly scheduled meeting.

Newsletter Editor

The Newsletter Editor shall be responsible for creating, publishing and dissemination of the Association's newsletter, currently known as "The Bullthistle Bugle."

The Newsletter Editor shall ensure that the Association's newsletter is published monthly, twelve times per year. Each issue will be published in a timely manner using electronic mail or postal mail such that the newsletter is capable of being received by each individual member at least five days prior to each month's regularly scheduled meeting.

The content of the newsletter shall include at the least: the minutes from the previous regularly scheduled meeting of the Association unless the same minutes had already been published in an earlier edition of the newsletter; a reasonable calendar of upcoming events to include the date, time and location of the next regularly scheduled meeting; and any reasonable notices of future activities of the Association..