

Chenango Valley Amateur Radio Association, Inc.



Constitution and By-Laws

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

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

Article 1 - Organization

Section 1: The name of this organization shall be, "The Chenango Valley Amateur Radio Association, Inc.," hereafter known as CVARA, Inc.

Section 2: The mailing address of the Organization shall be
P.O. Box 1324, Norwich, NY 13815.

The physical address of the radio "shack" / repeater facility shall be 225 Whites Hill Road, Guilford, NY 13780.

Section 3: The official publication of this organization shall be the CVARA club newsletter known as "The Bull Thistle Bugle."

Section 4: The Fiscal Year shall run from April 1st to March 31st of the following year.

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 amateur radio and associated equipment, in various formats, for Amateur Radio Activity in the Chenango Valley and surrounding area, and be available for any persons interested in amateur radio. This equipment 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 & Dues

Section 1: Membership is available in one of following levels:

(a) Regular Member. A regular member is one who has been duly elected into membership as described in section 2(a) and remains in “good standing” as described in section 2(b) of this Article. Members of the same family may be included under one membership without additional fees. Additional family members have no voting privileges.

(b): Associate Member. Associate membership will be available for those persons wishing association membership. Associate Members do not have voting privileges, but these members will receive all mailings of the CVARA.

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

Section 2: Membership Criteria

(a) 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 regular member upon payment of the appropriate membership fee.

(b) Membership will not be contingent on the holding of an Amateur Radio License.

(c): Members “in good standing” are defined as those who are current in payment of their annual dues.

Section 3: Only those members in good standing are eligible to vote or to hold an elected or appointed Office. Additionally, the office of President and Vice President must be held by a licensed amateur radio operator.

Section 4: 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 requires two-thirds of voting members present at the next regular meeting of the Association.

Section 5: All annual dues are collectable by April 1 of each year.

Article 4 – Corporate Administration

Section 1: (a) As defined in the Certificate of Incorporation, The Chenango Valley Amateur Radio Association, Inc. shall be governed by a Board of Directors.

(b) The Board of Director’s primary duties is to provide insight, direction and oversight to the Executive Committee as needed or requested and to assist in developing strategies, setting goals and objectives, and actively managing risks.

(c) Directors are responsible for ensuring that the organization’s programs and activities are in accordance with the organization’s mission, purpose and by-laws, and to ensure that the organization is continually compliant with all federal, state and local laws pertaining to Non-Profit Organizations.

Section 2: Director Eligibility and Term of office:

(a) The number of directors constituting the entire Board of Directors shall be three.

(b) Each director shall be at least eighteen years of age and be an active organization member in good standing as defined in Article 3, Section 2.

(c) The terms of office of the directors shall be 3 years. The Board of director elections are staggered with each Director position elected for a three year term. This ensures experienced

members work with new members to lead the organization. First elected will be first to end term or get re-elected, second elected, second to end term or get re-elected, third etc. and continues on a rolling basis and with that an election for one Director shall happen each fiscal year.

Article 5 – Executive Officers and Their Responsibilities

Section 1: The Officers of this organization shall be *known collectively as the “Executive Committee” as described in Article 7 and those positions are as follows:*

President: (a) The President shall be responsible to the membership for all activities of the Association. All other Officers shall be responsible to the President.

(b) The President shall preside over all meetings of the Association and it’s Executive Committees.

(c) The President shall be an ex-officio member of all committees.

(d) The President shall 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.

(e) The President shall ensure that the Official Calendar is observed.

(f) The President shall be responsible for the appointment of the members of any and all committees.

(g) 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: (a) The Vice President shall assume the duties of the President in the absence of the President.

(b) The specific duties shall be defined by the President.

(c) 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.

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

Secretary: (a) The Secretary shall be responsible for all official records and correspondence for the Association except where otherwise delegated by this Constitution.

(b) 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.

(c) The Secretary shall maintain the Official Calendar.

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

(e) 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.

(f) The Secretary shall maintain the Official Membership 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, call sign, 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: (a) The Treasurer shall be responsible for all financial matters of this association.

(b) 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.

(c) The Treasurer may act on expenditures of \$100.00 or less.

(d) The Treasurer shall meet with, and present the financial records, to the Audit Committee as described in responsibilities of the Audit Committee in Article 11, section 2.

(e) 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.

Section 2: Officers and Directors 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.

Article 6 – Election of Officers

Section 1: The Officers of the Association (Executive Committee and Board of Directors), shall be elected by written ballot at a general election once each year as designated in section 2 below.

Section 2: (a) Elections will be held in February of each year, so that the term of office may be concurrent with the fiscal year as defined in Article 1, section 4. (

b) The President will appoint a Nominating Committee no later than the December monthly meeting preceding the election.

(c) The Nominating Committee shall present its slate of nominees to the membership at the January monthly meeting.

(d) Additional nominations can be made from the floor. However, the nominee must either be present or otherwise show acceptance of the nomination.

Section 3: 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 4: 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 5: Upon election of new Officers and prior to April 1st, it shall be the responsibility of the outgoing members of the Executive Committee to relinquish to their successors all records and club properties entrusted to them.

Section 6: 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 7: 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 8: 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 9: The President, Vice President, Secretary, and Treasurer shall hold offices for one year or until their successors are elected. A President may not hold office for more than two consecutive terms.

Article 7 – Executive Committee

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

Section 2: It shall be the duty of the Executive Committee to:
(a) Act as the coordinating body for the Association.

(b) Draft resolutions for the approval of the membership.

(c) Act on expenditures greater than \$100.00

(d) Approve any presidential appointment to the executive committee due to vacancy of office.

Section 3: The President will call all Executive Committee meetings as deemed necessary.

Article 8 – MEETINGS

Section 1: Meetings shall be held as necessary, as determined by the President. Regular business meetings of the organization shall be held on the First Thursday of each month, subject to exclusion on legal holidays.

Section 2: 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 3: A quorum is needed to conduct business of the Association and is defined as one-tenth (1/10) of voting members in good standing.

Article 9 - Amendments to the Constitution & By-Laws

Section 1: Proposals for amendment to this Constitution may be submitted in writing by any member in good standing as defined in Article 3, section 2c, at regular meetings of the Association. Any such proposals must be published in the official Association newsletter, and then voted upon at the next regularly scheduled Association

meeting. A vote of two thirds of the voting members in good standing 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.

ARTICLE 10 STANDING RULES

- Section 1: Standing Rules can be adopted by majority vote of the members in good standing (excluding Associate members). Standing Rules can be amended by majority vote of the entire membership (excluding Associate members) if presented with notice or by 2/3 vote without notice.
- Section 2: Only CVARA members or guests accompanied by a CVARA member, FCC licensed Amateur Radio Operators authorized to operate on frequencies of Association-owned transmitting equipment may operate any transmitting equipment. Non-Licensed persons may operate Association-owned transmitting equipment when accompanied by a licensed, CVARA member, Control Operator present in accordance with FCC Regulations Part 97.
- Section 3: All station operations must have the knowledge and consent of the Equipment Trustee.
- Section 4: All station operations and equipment must comply fully with all FCC Regulations and must comply with good operating and engineering practice.
- Section 5: Permission to use CVARA's FCC call sign must be granted by the CVARA President or his designee.

ARTICLE 11 – STANDING COMMITTEES

Section 1: Membership Committee.

The membership committee is responsible for the overall well-being of the membership. This committee shall monitor the club's membership activities and present recommendations for programs, policies and/or procedures that will enhance the membership goals of the organization. This committee will work in conjunction with community service, and public relations committees to cultivate and recruit new members for the club.

Section 2: Audit Committee

The Audit Committee will consist 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. At least 1 member of the Audit Committee shall *not* be a member of the Board of Directors or Executive Committee. A copy of the report shall be given to the Secretary for filing.

Section 3: Community Service Committee.

This committee is chaired by the ARRL-appointed Emergency Coordinator unless otherwise appointed by the President. It is the responsibility of the ARRL-appointed Emergency Coordinator, or his/her designee, to plan, train, and run operations to support the Chenango County Emergency Operations Coordinator and other public requests for assistance at events. This committee will also oversee other, non-emergency, operations and functions as adopted by the Association

Section 4: Publicity & Public Relations Committee.

This committee is chaired by the newsletter editor. Its primary responsibility is to produce, a monthly newsletter, distributed by digital and postal means to those who request it. This publication prints the previous month's meeting minutes, a calendar of upcoming events and references to CVARA Officers and Committees. This committee also promotes the club and its activities to the public by whatever means practicable as needs dictate. This includes but is not limited to social media, articles or press releases, advertising, flyers, posters, etc.

Section 5: Property Committee

- a) The Property Committee shall be chaired by the Equipment Trustee (see appendix I, section 1)
- b) The Property Committee, under the direction of the Equipment Trustee, is responsible for all things related to club-owned property and equipment. This committee is responsible for the maintenance and upkeep of said items.
- c) The committee shall maintain a detailed inventory of club-owned equipment and provide an updated list to the executive committee at the end of every fiscal year.

APPENDIX I
Responsibilities of Appointed Positions

Section 1: Equipment Trustee:

- (a) The Equipment Trustee is responsible to the FCC for the proper operation of the Association's radio equipment and will ensure that all radio equipment is in compliance with all FCC rules and regulations at all times. And to ensure that all buildings and structures are in compliance with local codes and ordinances.
- (b) The Equipment Trustee must hold an Extra Class Amateur Radio License.
- (c) The Equipment Trustee shall maintain a detailed, up-to-date, list of all club-owned equipment. The Equipment Trustee shall update this listing with a current replacement description and cost for all club-owned equipment and submit *this* listing to the club President and Secretary no later than 30-days prior to the renewal date of the equipment insurance policy."
- (d) The Equipment Trustee, or his designee on the Property Committee shall maintain a list of equipment approved for sale by the executive committee.

- (e) The Equipment 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.
- (f) The Equipment Trustee shall be responsible for requisitioning and ordering new and/or replacement equipment after such order has been approved by the Association membership at a regularly scheduled meeting.
- (g) The Equipment Trustee is the chairperson of the Property Committee.
- (h) Upon appointment of a new Equipment Trustee, it shall be the responsibility of the outgoing Equipment Trustee to relinquish to his/her successors all records and club properties (ie: keys, tools, etc.) entrusted to them prior to April 1st.

Section 2: Newsletter Editor:

- (a) The Newsletter Editor shall be responsible for creating, publishing and distribution of the Association's newsletter.
- (b) 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.
- (c) 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.