

OH-KY-IN AMATEUR RADIO SOCIETY, INC.

CONSTITUTION

ARTICLE I. NAME

- A. The name of this organization shall be OH-KY-IN Amateur Radio Society, Inc.

ARTICLE II. PURPOSES

- A. The primary purposes of this organization shall be to operate a non-profit corporation for educational and scientific purposes as follows:
1. To educate and increase the proficiency of its members in the science of radio communication and electronic technology.
 2. To provide for dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.
 3. To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service during periods of emergency and other events in the public interest.
 4. To encourage and sponsor experimental activities in radio communication and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.
 5. To promote the elevation of standards of practice and ethics in the conduct of amateur radio communications.

To assist in carrying out these primary purposes, this organization maintains, and intends to continue to maintain, active affiliation with the American Radio Relay League, Inc. of Newington, Connecticut, the national non-profit organization of radio amateurs.

- B. The general purposes and powers are to have and exercise all rights and powers conferred on non profit corporations under the laws of the State of Ohio, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation as stated in Article II.

ARTICLE III. EARNINGS AND ACTIVITIES

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other persons except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Article II hereof.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidates for public office.
- C. The Corporation shall be required to distribute its income at such time and in such a manner as not to subject the Corporation to tax under section 4942 of the Internal Revenue Code.
- D. The Corporation shall not engage in any act of self dealing (as defined in section 4941 (d)), retain any excess business holdings (as defined in section 4943 (c)), make any investments in such manner as to subject the Corporation to tax under section 4944, or make any taxable expenditures (as defined in section 4945 (d)).
- E. Notwithstanding any other provisions of those articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV. HEADQUARTERS

- A. The principal business of this Corporation shall be conducted in the county of Hamilton in the State of Ohio.

ARTICLE V. MANAGEMENT

- A. The general management of the affairs of this Corporation shall be under the control, supervision, and direction of the Board of Directors.

ARTICLE VI. DISSOLUTION

- A. The Corporation may be dissolved by a two-thirds (2/3) vote of the qualified voting membership. Notice of such action shall be submitted in writing to the membership at least 28 days prior to the time of voting.

B. Upon dissolution of the Corporation, the Board of Directors after paying or making provisions for the payment of all the liabilities of the Corporation, shall distribute the remaining assets to the American Radio Relay League, Inc. if it is then in existence and exempt under Section 501 (c) (3) of the Internal Revenue Code; but if it is not then in existence or exempt, to another organization which is organized and operated exclusively for educational and scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VII. BY-LAWS

A. The qualification of members of this organization, the different classes of membership, if any, the voting and other rights of members, the amount of dues payable, the number of directors and officers and the method of their election and other details of the internal operation of this organization shall be as set forth in the BY-LAWS.

ARTICLE VIII. AMENDMENTS

A. These articles may be amended by a two-thirds (2/3) vote of the qualified voting membership, provided notice of such action shall be given in writing to the membership at least 28 days prior to the time of voting.

OH-KY-IN AMATEUR RADIO SOCIETY, INC.

BY-LAWS

As amended at the June 5, 2012, members meeting.

ARTICLE I. MEMBERSHIP

- A. Any person interested in amateur radio and who is in sympathy with the purposes of this society may become a member upon completing an application for membership and payment of dues; but holding of an office shall be limited to F. C. C. licensed amateurs who are also members of the American Radio Relay League, Inc.
- B. Student members who pay no dues have no voting rights.

ARTICLE II. DUES

- A. The dues shall be an amount determined by a majority of the membership, payable to the Treasurer at or before the meeting during the month of January. Dues unpaid three months after the due date shall result in automatic termination of membership.

ARTICLE III. OFFICERS AND THEIR ELECTION

- A. The elective officers of this society shall be a President, Vice President, Treasurer, Secretary, and three Directors. These officers shall be elected annually by written ballot at the December meeting by members present and voting. All of the elected officers must be licensed Amateur Radio operators licensed by the Federal Communications Commission. A majority of the elected officers must be members of the American Radio Relay League.
- B. The Board of Directors shall consist of the elected officers, the elected directors and the Past President of the society who serves ex officio, provided that all members of the Board of Directors must be current members of the society. Vacancies occurring in offices shall be filled for the remainder of the term by appointment of the Board of Directors.

Officers of the Society shall serve one year terms. The Directors of the Society shall serve three year terms. For the initial election of three year term Directors, the person with the highest vote count shall be elected to a three year term, the person with the second highest vote count shall be elected to a two year term, and the person with the third highest vote count shall be elected to a one year term.

- C. Four officers and/or Directors shall form a quorum of the Board of Directors.
- D. The President shall appoint a three member nominating committee and also chairpersons for all standing committees. Terms for the nominating committee and chairpersons of all standing committees shall be one year and shall run concurrently with the elected officers.
- E. The Nominating Committee shall submit at the November meeting, names of selected candidates for each of the four officers and one Directors (except as provided above for the initial election of three year directors). Additional nominations may be made by members from the floor at this meeting.
- F. Election to office from the list of candidates shall take place at the December meeting and election shall be by majority vote. All elected officers and directors will be installed in office at the first regular membership meeting following their election.
- G. An auditing committee of three members shall be appointed by the President at the November meeting. The financial records and all equipment and property of the society shall be audited and a report submitted as soon as possible after the end of the fiscal year (calendar year).

ARTICLE IV. DUTIES OF OFFICERS

- A. The President shall preside at all meetings of the society and shall be a member ex-officio of all committees, and shall perform all other duties usually pertaining to the office. The President or the President's appointee will make reports relative to the activities of the members of the society, as required for affiliation of the society with the American Radio Relay League.
- B. The Vice President shall preside in the absence of the President and shall act as aide to the President.
- C. The Secretary shall keep an accurate record of all meetings of the society, and keep a roster of members. The Secretary shall conduct the official correspondence of the society and be responsible for acquiring information, and maintaining records.
- D. The Treasurer shall be custodian of all the funds of the society, and shall be responsible for the safe keeping of such funds. The Treasurer shall keep an accurate itemized account of all receipts and expenditures and pay bills as authorized by the Board of Directors. The Treasurer shall render a report at each meeting of the society. The Treasurer shall be responsible for filing all necessary reports to the State of Ohio and the United States Internal Revenue Service. Such reports shall be filed at such time as stipulated by the various agencies of the above so as not to incur any penalties for late filing.

E. Expenditures of more than \$1000 must be approved by the membership prior to committing to the expenditure.

ARTICLE V. MEETINGS

- A. Regular or bi-monthly meetings shall be held from January through December. The date of regular meeting shall be selected by the Board of Directors at its November meeting and published in the Q_FIVER. The meetings of this society shall be open to the public, but the privilege of making motions, debating or voting shall be limited to members of the society.
- B. Special membership meetings may be called by the President, or by the Vice President in the President's former's absence, due notice of seven (7)days being given. 20% of the Society's membership may petition for a special meeting of the membership. The petition shall be presented to the President, or to the Vice-President in the President's absence. The petition must state the business to be conducted at the special meeting, and only that business may be conducted at that special meeting. Notice of any special meeting must be distributed to the membership at least 15 calendar days prior to the date of the special meeting.
- C. The Board of Directors shall hold regular monthly or bi-monthly meetings. The President, or in the absence of the President the vice-President, may cancel a meeting if there is no business to conduct. Board meetings are open to members, so the date and location of Board Meetings must be distributed to the membership in advance of each meeting.

ARTICLE VI. OFFICIAL PUBLICATION

- A. The official publication of the society will be called the Q-FIVER. It shall be published monthly and distributed to all members in good standing. The editor shall be appointed by the President. It is the responsibility of the Editor to maintain the editorial policy of the publication consistent with the policies and practices of the society.

ARTICLE VII. AMENDMENTS

- A. These BY-LAWS may be amended at any regular business meeting at which there is a quorum, by a two-thirds (2/3) vote of the members present, providing that the Board of Directors has previously considered the amendment.

An attendance of at least 30% of the membership shall constitute a quorum for the purpose of amending the BY-LAWS.

These BY-LAWS may also be amended by a 2/3 vote of the membership, the balloting being conducted by mail.

- B. No amendment shall be put to a vote at a membership meeting unless published in the official publication and shall have been distributed to each member in good standing at least 28 days previous to the regular meeting.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

- A. The rules in ROBERT'S RULES OF ORDER, REVISED, shall govern the society in all cases to which they are applicable.