

BY-LAWS

OF THE LARKFIELD AMATEUR RADIO CLUB, INC.

1. PREAMBLE

We the undersigned, wishing to secure for ourselves the pleasure and benefits of the association of persons with interests in amateur radio, incorporate ourselves as the Larkfield Amateur Radio Club, Inc., also hereinafter referred to as the "Club" and adopt these By-Laws as our governing law. The Larkfield Amateur Radio Club, Inc. was formed in the State of New York on February 6, 2004 as a Not-For-Profit Type B corporation. The corporation was formed by and the individual for process is John A. Allocca.

2. PURPOSE

The purpose of Larkfield Amateur Radio Club, Inc. is a broad based amateur radio special service club. We support a host of amateur radio activities including amateur radio repeaters, participation in Amateur Radio Emergency Service (A.R.E.S.) and Radio Amateur Civil Emergency Service (R.A.C.E.S.), public service participation, weekly nets, monthly meetings, annual emergency preparedness day, and other activities related to amateur radio. In addition to our other activities, we sponsor educational training for newcomers and upgrades as well as volunteer exam sessions using our own volunteer examiner team. But, neither to hire nor for any remuneration, amateur communications services for public services and within the meaning of section 501(c)(3) of the internal revenue service. The corporation, in furtherance of its corporate purposes above set forth, shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-profit Corporation Law or any other statute of the State of New York, together the power to solicit grants and contributions for the corporate purposes. However, nothing herein shall authorize this corporation to operate or maintain an elementary school, high school or school of higher learning or to grant degrees pursuant to section 236 of the Educational Law. Nothing herein shall authorize this corporation directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404(b) - (u).

3. MOTTO

The club motto is "Public Service Through Amateur Radio, A National Resource."

4. AFFILIATION

The Larkfield Amateur Radio Club, Inc. shall seek and maintain affiliation with The American Radio Relay League (ARRL).

5. EQUIPMENT AND PROPERTY

The Club may own equipment and supplies necessary to fulfill its purpose, but in no event shall it own real property. The Executive Board shall maintain an inventory of owned equipment and supplies, except for incidentals. The Executive Board shall recommend to the members policies for the disposal of Club-owned equipment and supplies.

6. OFFICIAL PUBLICATION AND NOTIFICATION

The Club shall publish a newsletter entitled QSX, to be distributed at least ten times per year to all members. Club notices published in QSX shall constitute official notification to all members. A regularly scheduled Club net may also be used to notify members of special meetings when time does not permit use of QSX for official notification.

7. MEMBERSHIP

7.1 Eligibility

All persons who are interested in the amateur radio services, promote the best interests of amateur radio, and, if an authorized amateur service control operator, operate in accordance with good engineering and good amateur practice are eligible for membership.

7.2 Classes

There are three classes of members: Licensed, Honored and Associate. A person authorized by the Federal Communications Commission as a control operator of an amateur station is eligible for membership as a Licensed Member. A person who demonstrates a record of outstanding contribution to amateur radio and/or to the Larkfield Amateur Radio Club, Inc. may be elected an Honored Member: upon nomination by the Executive Board and approval by vote of the members voting at a Club meeting. A person interested in amateur radio but not authorized to be a control operator is eligible for membership as an Associate Member.

7.3 Applications

Application for membership shall be made on a form provided by the Club, signed by the applicant and submitted, together with the first year's dues, to the Secretary. The dues shall be made payable to the Treasurer, Larkfield Amateur Radio Club, Inc. Copies of the By-Laws and dues schedule shall be delivered to an inter-

ested party with an application. The Executive Board, consistent with the By-Laws membership eligibility provisions, shall decide on the makeup and content of the application. The application shall require an applicant to sign a statement attesting to his or her willingness to abide by the By-Laws.

7.4 Approval

The Secretary shall report the names of applicants at each Club meeting, attest that appropriate dues have been forwarded to the Treasurer and make a motion for approval of the report.

7.5 Membership

An applicant's membership begins on the date the application is approved by vote at a Club meeting.

8. DUES/DONATIONS

8.1 Dues/Donations year Dues/Donations shall be levied on a calendar year basis, due each January 1.

8.2 Dues/Donation rate

Annual dues/donations shall be at least twenty five (\$25) dollars, or a higher rate set by vote of the Members. In the case of a new member shall file an application for membership between July 1 and December 31, dues will be at the yearly rate to be applied for the following 12 month period January 1 through December 31. A new member shall be defined as anyone who has not been a member of Larkfield Amateur Radio Club, Inc. for the previous 2 years.

8.3 Assessments

One-time assessments may be levied and are due upon official notification to the members

8.4 Schedules

At the discretion of a member who qualifies, dues and assessments may be modified under one of the following provisions:

- a. For Honored Members, waived.
- b. For a member aged 65 or older, 25 percent reduction.
- c. For a member aged 21 or less and a full-time student, 50 percent reduction.
- d. For a member living in the same household and related to another member paying full dues, 75 percent reduction. Only one set of publications, bulletins and newsletters will be sent to family-member households.

e. For a member living outside the effective operating sphere of the Club, 75 percent reduction.

9. GENERAL CLUB OPERATIONS

9.1 One-Man, One vote

No member shall have more than one vote on an issue.

9.2 Quorum Necessary

A quorum must be present at Club meetings and Executive Board meetings when matters of Club policy, welfare and/or finance are voted upon.

9.3 Rules of Order

Unless the By-Laws provide otherwise, "Robert's Rules of Order Newly Revised" shall govern proceedings of the Club and Executive Board, including, but not limited to, the provisions for adoption of motions by majority vote.

9.4 Members

The members of the Larkfield Amateur Radio Club, Inc., acting at Club meetings, retain final authority on all matters of policy, welfare and finance. A member has the right to inspect any record kept on behalf of the Club, either at a meeting, if available, or within ten days of a written request presented to the Secretary. Any member may attend an Executive Board meeting and make a presentation. The Executive Board may establish rules for such presentations. Decisions of the Executive Board may be reversed or rescinded by a motion made at a Club meeting and approved by two-thirds (2/3) of the voting members in attendance.

9.5 Club Meetings Club

Meetings shall be held once a month, at least ten times a year, on an annual schedule and at locations to be set by the Executive Board each December. The Executive Board may amend the schedule for extraordinary reasons. A special Club meeting shall be called by the President upon written petition signed by at least ten (10) Licensed and/or Honored Members or by order of the Executive Board. The petition or order shall designate the specific business to be considered. The meeting shall be scheduled within the period from seven to ten days after receipt of the petition by the President. The secretary shall forthwith transmit notice of the meeting and its purpose to members. All members have a voice at meetings, but only Licensed Members and Honored Members have the right to vote. Ten percent (10%) of the voting members shall constitute a quorum at a Club meeting.

9.6 Governing Body

The governing body of the Larkfield Amateur Radio Club, Inc. is a ten-member Executive Board consisting of four Officers - a President, a Vice President, a Secretary, a Treasurer, and six General Directors. The immediate past-president and the Club amateur radio station license trustee, if not members of the Executive Board, shall have a voice but not a vote in Executive Board proceedings. The Executive Board shall uphold the By-Laws and Club policy. It may consider and act upon issues of Club policy, welfare and finance, but only at meetings announced in advance to Club members. It may consider and adopt procedural motions by telephonic or electronic means. It shall qualify the Club for designation as an ARRL Special Service Club. Four members of the Executive Board shall constitute a quorum. Members of the Executive Board shall be elected by the membership, except that vacancies may be filled by appointment, in accordance with provisions herein. A member may not hold more than one Executive Board position at one time.

Minutes of Executive Board meetings and votes shall be kept and reported to the members at the next Club meeting. The Executive Board shall hold regular meetings, once a month, at least ten times a year on an annual schedule and at locations to be set by the Executive Board each December. The Executive Board may amend the schedule for extraordinary reasons. A special Executive Board meeting shall be called by the President upon motion adopted by the Executive Board specifying the specific business to be considered and the date, time and place of the meeting. The Secretary shall forthwith transmit notice of the meeting and its purpose to members.

9.7 Committees

Routine activities of the Club shall be administered by committees. Committees shall act in compliance with this By-Laws and Club policies. The committees, except for the Select Committee for Nominations and the Select Committee for Elections, shall be subject to the authority of the President. Committee chairpersons shall report regularly to the Executive Board and the Club on the makeup of the committee and its activities. Committees may promote and work in conjunction with the ARRL Field Organization and the Field Organization's section and station appointees in fulfilling their responsibilities.

10. DISCIPLINE

Membership is suspended if dues/donations and/or assessments are in arrears 60 days. Such suspension will be lifted upon payment of dues/donations and/or assessments. Membership ceases if dues/donations and/or

assessments are in arrears 12 months. A member may be censured if, on a motion approved by the Executive Board, made at a Club meeting and carried by two-thirds of the members voting, it is determined a member has acted contrary to the Membership eligibility provision of the By-Laws. Censure expresses disapproval of a member's action, but does not affect his or her status or rights. A member may be expelled if, on a motion approved by the Executive Board, made at a Club meeting and carried by two-thirds of the members voting, it is determined a member is no longer eligible for membership. An Officer or Director may be removed from office for malfeasance or misfeasance upon a motion made at a Club meeting and approved by three-fourths of the voting members in attendance. An Officer or Director who is absent from four (4) Club meetings or three (3) Executive Board meetings or a combination of six (6) Club and Executive Board meetings during the twelve months December through November may be removed from office upon a motion made at a club meeting and approved by a majority of the members in attendance.

11. ELECTIONS

11.1 Offices

Four officers - President, Vice President, Secretary and Treasurer - shall be elected to one-year terms. Six directors shall be elected to two-year terms, three directors being elected each year.

11.2 Qualifications

To qualify as a candidate a person shall have been a member of the Club for at least one year prior to the date of his or her election, be a Licensed or Honored member and express a willingness to serve.

11.3 Nominations

A Select Committee on Nominations shall be appointed by the President at the September club meeting, with the advice and consent of the Executive Board. The Committee shall make nominations for Officers and Directors in October. The October Club meeting shall include, as a special order of business, nominations for Officers and Directors to be elected in November. The nominating committee shall nominate at least one candidate for each office to be elected. Additional nominations by members shall be in order until the nominating process is closed by motion and vote of the members. No member may be nominated for more than one office.

11.4 Announcement

Prior to the November Club meeting, QSX shall publish a list of nominees and publish statements of up to 100

words on their behalf. It will be each candidate's responsibility to prepare the statement, meet the word limit and deliver the statement by the deadline set by QSX.

11.5 Balloting

The President shall appoint a three-member Select Committee on Elections at the October Club meeting for the purpose of supervising the election. The Election Committee shall not include any member who served on the Nominating Committee or is a nominee for office. Provision shall be made for balloting by members in good standing through the U.S. Mail or in person. The election, by secret ballot, shall be held at the November Club meeting. Members wishing to vote by absentee ballot shall mail to the Elections Committee, at least 30 days prior to the election - but not more than 60 days prior to the election - a written, signed request for a ballot. The Elections Committee shall consider such requests and mail ballots to those qualified with instructions to return the ballots in a manner designed to insure, as much as possible, the secrecy of the vote. Mail ballots shall be opened by the Elections Committee and counted at the November Club meeting. Ballot boxes for in-person voting shall be open for at least 30 minutes, from 7:45 p.m. through 8:15 p.m., at the site of the November Club meeting. The Election Committee shall qualify voters, count all votes, conduct runoff elections if needed and announce the results. The Election Committee shall qualify voters, supply ballots, count all votes, conduct runoff elections if needed and announce the results to the Election Committee shall qualify voters, count all votes, conduct runoff elections if needed and announce the results. All ballots and other election records shall be preserved by the Election Committee for one month.

11.6 Winners

If only one candidate is nominated for an office, the Secretary shall cast one vote for the nominee and he or she shall be declared elected. If more than one candidate is nominated for an office an election by secret ballot shall determine the winner. The candidate, or candidates in the case of the Directors, receiving a plurality of votes shall be declared elected. In the case of a tie, a runoff election by secret ballot shall be held immediately among the tied candidates for the undecided office to In the case of a tie, a runoff election shall be held immediately among the tied candidates for the undecided office.

12. SUCCESSION IN OFFICE

If an Officer's or Director's office is vacated the vacancy shall be filled expeditiously. The following succession to the remainder of the term of office shall be followed: A. The Vice President shall succeed the President. B. The

President shall appoint a Director to succeed the Vice President, Secretary or Treasurer. In the event that all Directors refuse the appointment, then a special election shall be held within three months of the vacancy. If the vacancy occurs within the last four months of a term, the election shall be optional at the discretion of the Board. C. If both the President's and Vice President's offices become vacant at the same time, the Executive Board shall elect one of its members President. D. The President, with the advice and consent of the Executive Board, shall appoint a Licensed or Honored member to succeed a Director.

13. DUTIES OF OFFICERS AND DIRECTORS

The Officers and Directors shall exercise the following duties in the best interests of the Club and on behalf of the members: 13.1 President The President shall: 1. Preside at all meetings 2. Appoint chairpersons of committees not assigned in the By-Laws, subject to the approval of the Executive Board 3. Be an ex-officio member of all committees, except the Select Committees for Nominations and Elections 4. Sign Club agreements, when approved by the Executive Board or by the members at a Club meeting 5. Serve as chairperson of the Repeater Committee 6. Appoint the Club Amateur Radio Station license trustee, with the advice and consent of the Executive Board.

13.2 Vice President

The Vice President shall: 1. Assist the President 2. Preside at meetings in the absence of the President. 3. Be a member of any or all committees, except the Select Committees for Nominations and Elections.

13.3 Secretary

The Secretary shall:

1. Maintain an accurate record of the By-Laws and have a copy on hand at all meetings
2. Keep a record of Club and Executive Board proceedings
3. Keep a roll of members
4. Carry on all correspondence, read communications at each meeting and give notice of every Club and Executive Board meeting
5. Be the only authorized signatory of Club correspondence, except when the President is authorized to sign an agreement.

6. Turn over to his or her successor, or the President, all records of the club in his or her possession at the end of a term.

13.4 Treasurer

The Treasurer shall:

1. Receive and issue receipts for all moneys paid to the Club.
2. Keep an accurate account of all moneys received and expended.
3. Pay bills with authorization of the Club or the Executive Board
4. Turn over to his or her successor everything belonging to the Club, including an itemized statement of disbursements and receipts.
5. Serve as chairperson of the Finance Committee.

13.5 Directors

Directors shall, in conjunction with the Officers:

1. Determine club policies and pass upon issues concerning the finances and welfare of the club
2. Perform such other duties as ordinarily pertain to the office of Director, including, but not limited to, serving on committees or assuming an office when asked by the president.

14. FINANCE

14.1 Budget

A proposed budget, covering the calendar year, shall be prepared by the officers annually and presented to the Executive Board at its December meeting. The Treasurer shall present the Executive Board's proposed budget to the January Club meeting for consideration by the members.

14.2 Expenditures

Expenditures shall be authorized by the Executive Board, but only if they are provided for in a budget approved by the members or if a specific proposal is presented to the members at a Club meeting and approved. Withdrawals from Club accounts of \$50 or more shall require the signatures of any two of the following three officers: the President, the Vice President and the Treasurer. The Executive Board, in emergency circumstances and with two-thirds approval of the total Board, may reallocate anticipated expenditures in an approved budget, but shall not exceed the total dollar value of the approved budget.

14.3 Assessments

The Executive Board, in unusual circumstances and upon full disclosure to the members, may declare a financial crisis and recommend that a one-time assessment be levied upon each member. If approved by vote of the members at a Club meeting, the members shall be notified of the assessment in writing.

14.4 Accounts

All moneys received on behalf of, or collected in connection with, the Larkfield Amateur Radio Club, Inc. and any Club activity shall be paid directly to "Larkfield Amateur Radio Club, Inc." The Treasurer shall promptly deposit all moneys received on behalf of the Club into an insured bank account approved by the Executive Board.

15. COMMITTEES

15.1 Standing Committees

The following standing committees shall be maintained:

1. Repeater committee
2. Finance committee
3. Publications committee
4. Membership committee
5. Interference committee
6. Public Service and Field Day committee
7. Education and Volunteer Examiner committee
8. Radio Shack committee
9. Public Information & Government Liaison committee

15.2 Other Committees

The President, with the approval of the Executive Board, may form any additional committees necessary to facilitate Club activities.

15.3 Appointment of Chairpersons

The President, with advice and consent of the Executive Board, shall appoint the chairpersons of all committees, except the Repeater, and Finance committees. The chairpersons appointed by the President shall serve at the pleasure of the President. He shall instruct them as to the limits of their responsibilities and authority.

15.4 Committee Size

Each committee chairperson, under conditions set forth below, if any, shall have authority to set the size of his or

her committee and appoint its members. In the case of the Repeater Committee, it shall consist of at least six members, including the Club amateur radio station Trustee. Three of the Repeater Committee members shall not be members of the Executive Board. In the case of the Finance Committee, it shall consist of at least four members. At least half of the members shall not be members of the Executive Board.

15.5 Repeater Committee

The Repeater Committee shall install, maintain and administer repeaters authorized by the Club in a manner consistent with FCC rules and regulations. It may propose to Executive Board rules for the use and operation of Club repeaters. It may make budget recommendations to Club officers as to anticipated expenses.

15.6 Finance Committee

The Finance Committee shall assist the Officers in preparation of the annual budget. It shall monitor Club finances for sound and practical fiscal management. It may recommend a need for a change in dues.

15.7 Publications Committee

The Publications Committee shall administer production and operation of QSX so that members receive all Club notices and announcements in a timely manner. It shall manage a regularly scheduled net on Club repeaters to be used as an "on-the-air" bulletin board for amateur radio, Club business, notices and announcements and to provide members an opportunity to contact Club officers.

15.8 Membership Committee

The Membership Committee shall promote membership among amateur radio licensees and persons interested in amateur radio, promote renewals of delinquent members, send information to prospective members, and in other ways provide membership, health and welfare services.

15.9 Interference Committee

The Interference Committee shall provide assistance to amateur radio control operators to help prevent radio frequency interference (RFI). It shall provide liaison and technical assistance when RFI is reported in the operating sphere of the club. It may act as an investigative unit. It may seek with approval of the Executive Board, to be a Local Interference Committee within the ARRL Field Organization and the Amateur Auxiliary.

15.10 Other Committees

Other Committees shall conduct themselves in the manner consistent with the instructions of the President.

16. AMENDMENTS

Proposals to amend these By-Laws may be made only by Licensed or Honored Members. Proposed amendments shall be made in writing and be supported by the signatures of ten (10) Licensed or Honored members. The proposal shall be delivered to the Club President and the Editor of QSX. It shall be published in the next edition of the newsletter. The proposed amendment shall be considered by the membership at the first meeting held ten days or more after QSX mailed. The proposed amendment shall be subject to discussion and amendment, with a majority of members voting prevailing on all motions, except that final adoption shall be carried by a two-thirds vote of the members voting.

17. FOUNDERS STATEMENT

The original Larkfield Amateur Radio Club was formalized in October 1956 when its founders signed the original issue of a constitution and forwarded it to the ARRL for affiliation. The original signatories were:

W2OTC - Richard E. P. Smith
K2EWD - Warren A. Etzel
W2OWO - Warren B. Offit
K2HTX - Charles G. Haubeil
W2UUF - Lester A. Callan, Jr.
K2ESY - Theodore O. Braun
W2HAE - Arthur C. Ford
K2AAW - Gerald Mehrab
Albert Piddington