

CONSTITUTION of the STILLWATER AMATEUR RADIO ASSOCIATION

Article I: Name

Section 1: The name of this organization shall be the “Stillwater Amateur Radio Association”, with “SARA” and “the Club” used interchangeably and is to be one and the same.

Section 2: SARA is incorporated as a non-profit organization under Minnesota state law, and shall operate under Federal IRS not-for-profit regulations.

Article II: Purpose

Section 1: It shall be our purpose to further the exchange of information and cooperation among members, to promote amateur radio knowledge, fraternalism, individual operating skills, and to conduct educational programs and activities to advance the general interest and welfare of amateur radio to include providing assistance and training to prospective amateur radio operators in the community.

Section 2: SARA is a public service organization dedicated to serve the communities in which it functions. SARA will always function as a volunteer group without compensation to its members or officers for any and all services provided

Section 3: SARA is dedicated to offer radio communications support as a public service at various non-profit community activities, civic events, and especially during emergencies and disasters.

Section 4: SARA will not enter into a transaction or arrangement with any member of SARA that might result in a possible excess benefit transaction to that member.

Section 5: SARA shall be authorized and empowered to pay reasonable and customary compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Club.

Section 6: SARA shall not support any individual for political office.

Article III: Affiliation

Section 1: SARA is an affiliate of the American Radio Relay League.

Section 2: SARA is an affiliate of the Courage Center Handiham program and is dedicated to offer radio communications support and general leadership to that organization.

Article IV: Membership

Section 1: All persons who are interested in amateur radio communications, without regard to race, creed, gender, age or physical impairment shall be eligible for membership. The Club shall have three classes of membership: Regular membership, Family membership, and Associate membership. Current membership is based upon the calendar year from January 1 through December 31.

Section 2: Regular Membership

Regular membership is open to licensed amateur radio operators. Regular membership includes all club privileges including the right to vote at all Annual, Regular, and Special Meetings, and hold Club office.

Section 3: Family Membership

Family membership is open to licensed amateur radio operators who are related and reside at the same address as a current Regular Member. Family membership includes all club privileges, except the right to vote or hold Club office.

Section 4: Associate Membership

Associate membership is open to licensed amateur radio operators, as well as unlicensed individuals, who have an interest in amateur radio. Associate membership includes all club privileges, except the right to vote or hold Club office.

Section 5: Disciplinary Action

Any member may be expelled or suspended for violation of this constitution, misconduct, or for violation of FCC Part 97, if violation results in the revocation or suspension of the member’s amateur radio license; by a simple majority of the members voting at any regular or special meeting of this organization.

Article V: Officers

Section 1: The officers of the Club shall be President, Vice President, Secretary, Treasurer, and Trustee.

Section 2: The officers shall maintain regular memberships in good standing with the organization, and be at least 18 years of age.

Section 3: Officers shall serve one year terms.

Section 4: Officers shall conduct the day to day operations involved in maintaining the organization.

Article VI: Board of Directors

Section 1: The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Trustee, and two other SARA members elected at large from the Club's membership.

Section 2: Directors-at-Large shall be elected to a two-year term. Terms shall be staggered in odd and even years such that one Director-At-Large position is up for election in any given year. To qualify as a Director-At-Large, candidates must receive a minimum of eight member votes during the annual election process.

Section 3: The Board of Directors shall provide direction, advice, and recommendations to the club in its conduct of business, and shall act in the best interests of the club.

Article VII: Meetings

Section 1: Annual Meetings

Annual Meetings shall be held during January of each year. An election of officers shall be held at the Annual Meeting. All current Regular Members are eligible to vote at Annual Meetings. Annual Meetings are open to all Club members and the public.

Section 2: Regular Meetings

Regular Meetings shall be held on a routine schedule established by the Executive Committee. All current Regular Members are eligible to vote at Regular Meetings. Regular Meetings are open to all Club members and the public.

Section 3: Board Meetings

Board Meetings shall be held on a routine schedule established by the Board of Directors. Board Meetings are held for planning and operation purposes. Committee Chairs and Work Group Leads, or their assigned representatives, are encouraged to attend Board Meetings in order to update the Board of activities of each respective committee or work group. Only members of the Board of Directors are eligible to vote at Board Meetings. Board Meetings are open to all Club members and the public.

Section 4: Special Meetings

Special Meetings shall be called by the President upon written request of any five Regular Members, or by a minimum of fifty percent of the members of the Board of Directors. Members must be notified of Special Meetings at least 21 days before such meeting and must be advised of meeting date, time, venue and agenda. The business at Special Meetings shall be restricted to the purpose for which it was called. Special Meetings are open to all Club members and the public.

Section 5: A simple majority of votes cast shall constitute passage for business at all meetings.

Section 6: The latest edition of Roberts Rules of Order shall govern all meetings where they are not inconsistent with the Club constitution, bylaws and/or any special rules of order the Club may adopt.

Article VIII: Property

Any item donated to or purchased with SARA funds, becomes sole property of the SARA.

Article IX: Dissolution

In the event of dissolution of the Club, all assets remaining after all debts and obligations are discharged shall be distributed by the Executive Committee to a nonprofit organization in accordance with Internal Revenue Service requirements.

Article X: Amendments

Section 1: This constitution may be amended with approval of a simple majority vote of one-third of the total eligible voting membership.

Section 2: Proposals for amendments shall be submitted at a Regular or Annual Meeting, and shall be voted upon in a manner determined by the Board of Directors to include an opportunity to vote at the next Regular or Annual meeting; provided members have been notified of the intent to amend this constitution at said meeting.

Section 3: The amended constitution shall take immediate effect upon approval by such vote.

Date Constitution Adopted: 11 Feb 2012

BYLAWS of the STILLWATER AMATEUR RADIO ASSOCIATION

Article I: Membership and Dues

Section 1: Membership will run on a calendar year basis from January 1 through December 31.

Section 2: Only Regular Members shall have voting authority and dues shall be uniform for all Regular Members.

Section 3: Non-voting Family Membership and Associate Membership may be offered at a reduced dues rate from Regular Membership.

Section 4: The membership, by majority vote at any Regular or Annual Meeting, may establish a dues structure as deemed necessary to conduct Club business.

Section 5: Promotions and special offers of Associate Membership to acquire new members are permitted as determined by the Board of Directors.

Article II: Selection of Board of Directors

Section 1: The President, Vice President, Secretary, Treasurer and the open Director-at-Large position of the Club shall be elected annually by simple majority vote of the members at the Annual Meeting in January. Member's eligible to vote, but who cannot attend the annual meeting may submit their vote prior to the election in a manner determined by the Board of Directors.

Section 2: The terms of those newly elected shall commence upon adjournment of the meeting at which they are elected.

Section 3: Vacancies occurring between elections shall be filled by election at the first regular meeting following the vacancy.

Section 4: The Club Trustee shall be appointed by the Board of Directors of the Club at the first Board Meeting following the annual election.

Section 5: Individual Officers or Directors may be removed by a majority vote of voting members at a special meeting held for such purpose. Members eligible to vote but who cannot attend the special meeting may submit their vote prior to the meeting.

Article III: Committees and Work Groups

Section 1: Committees and Work Groups may be established and dissolved by the Board of Directors.

Section 2: Standing Committee Chairs shall be appointed by the Board of Directors, or may be chosen by the committee members of that committee following approval by the Board of Directors. Committee Chairs must be willing to serve as such. Work Group Leads may be chosen by members of the Work Group to represent the Work Group at Regular, Board or Special meetings as may be necessary for conduct of the work of the Work Group.

Section 3: Standing Committees shall be:

- Activities and Events
- Education and Training
- VE Testing

Section 4: Work Groups shall be established as needed and shall include, but are not limited to, Technology (Repeater, computers, website), Public Service (ARES & Community Events) and Monthly Programs.

Article IV: Duties of Officers

Section 1: The President shall preside at all meetings of the Club, and conduct them according to the Constitution and Bylaws, and the most current published edition of Robert's Rules of Order. The President shall enforce this constitution; decide all questions of order; sign official documents adopted by the Club; and perform all other duties pertaining to the office of President.

Section 2: The Vice President shall assume all duties of the President in his/her absence. The Vice President shall work closely with Committee Chairs to coordinate all Club activities and events. The Vice President shall maintain close liaison with the American Radio Relay League (ARRL), the Washington County Emergency Coordinator to facilitate Club participation in the Amateur Radio Emergency Service (ARES) and other organizations as determined by the Board of Directors.

Section 3: The Secretary shall keep a record of the proceedings of all meetings; keep a roster of members; submit membership applications; carry on all correspondence; read communications at meetings, ensure meeting notices are publicized, and that notices of Special Meetings are provided to each member who is eligible to vote. The Secretary shall maintain a list of Club property and archive documents. The Secretary shall keep the constitution and bylaws of the Club; have the same at every meeting; and permit any member to review the same upon request. The Secretary shall note all amendments to the constitution or bylaws. At the expiration of the term, the Secretary shall transfer all Club materials and records to his/her successor.

Section 4: The Treasurer shall receive and receipt all monies paid to the Club; keep an accurate account of all monies received and expended; and only pay bills with proper authorization by the Board of Directors. The Treasurer shall submit an itemized statement of disbursements and receipts at each Regular Meeting. At the expiration of the term, the Treasurer shall transfer all Club materials and records to his/her successor.

Section 5: The Trustee is the holder of the Club call sign, and as such is legally responsible to the FCC for the proper operation of any Club station. The Trustee shall be responsible for the operation and maintenance of any Club station. The Trustee may appoint control operators. The Trustee shall stay up-to-date with the activities of the recognized repeater coordination organization and participate in the organization. The Trustee is also responsible for reporting all Club station related matters to the Club.

Article V: Quorum

Section 1: A minimum of twenty percent of the Club's regular members shall constitute a quorum for transaction of business at Regular, Annual and Special Meetings.

Section 2: A minimum of fifty percent of the existing Board of Directors shall constitute a quorum for transaction of business at Board Meetings.

Section 3: Absentee voting may be allowed via postal mail, email, or other means as determined by the Board of Directors; providing that the issue being voted upon is not open to further debate and notice of the impending vote has been submitted to the membership. All such absentee votes shall be included to meet quorum requirements.

Article VI: Financial Accountability

Section 1: Any single expenditure exceeding \$350 must be approved at a Regular Meeting.

Section 2: Expenditures less than \$25 for routine operational expenses may be paid by the Treasurer but shall be documented at the next Board Meeting.

Section 3: The Board of Directors shall appoint a committee(s) to audit financial and other Club records at least annually, or as deemed necessary.

Article VII: Membership Assistance

Section 1: The Club will provide free technical design and operation advice, in good faith, to members regarding radio equipment, antennas and stations. Club officers and members are not liable for

inaccurate, incomplete or inappropriate advice; and Club officers and members are not responsible for any damages arising from Club assistance actions.

Section 2: The Club will maintain an education program to promote and increase the knowledge of amateur radio.

Section 3: The Club will promote the value of amateur radio for public safety and emergency communication purposes.

Article VIII: Amendments

Section 1: These By-Laws may be amended with approval of a simple majority vote of one-third of the total eligible voting membership.

Section 2: Proposals for amendments shall be submitted at a Regular or Annual Meeting, and shall be voted upon in a manner determined by the Board of Directors to include an opportunity to vote at the next Regular or Annual meeting; provided members have been notified of the intent to amend By-Laws at said meeting.

Section 3: Amended By-Laws shall take immediate effect upon approval by such vote.

Date Bylaws Adopted: 11 Feb 2012