

BY-LAWS OF
THE VALLEY AMATEUR RADIO ASSOCIATION, INC.

Staunton, Virginia

*Approved at the February 6, 2018 Membership Meeting,
For Formal Implementation at the March 6, 2018 VARA Meeting*

ARTICLE ONE – PURPOSE

The Valley Amateur Radio Association (referred to as “the Club”) is established as a dues-based educational organization, for the furtherance of the amateur radio art. The goals of the club are derived from the FCC Rules (CFR Title 47, Chapter 1, Subchapter D, Part 97, Subpart A, Section 97.1).

The goals are:

- a. Recognition and enhancement of the value of the Amateur Radio Service to the public as a voluntary noncommercial communications service, particularly with respect to providing emergency communications;
- b. Continuation and extension of the amateur’s proven ability to contribute to the advancement of the radio art;
- c. Advancement of skills in both the communication and technical phases of the art;
- d. Expansion of the existing reservoir of trained radio operators, technicians, and electronics experts.
- e. Provision of public service by providing radio communications to the community when other means of communication are not available.

ARTICLE TWO – MEMBERSHIP

Section 1: Eligibility

There shall be one class of membership in the Corporation. Membership shall be open to all licensed amateurs who demonstrate an interest in furthering their knowledge, capability and expertise in amateur radio communication.

Section 2: Election to Membership

Each applicant for membership shall complete an application approved by the Board of Directors which shall state that the applicant agrees to abide by the By-Laws of the Corporation. The application shall include information needed by the corporation, such as name, address, phone and/or email contact information, the written endorsement of two (2) members in good standing, and/or other information determined by the Board. Accompanying the application, the prospective member shall submit dues for the current year as specified by the Board of Directors.

Applications are to be filed with the Secretary. Each application is to be read at the Regular Membership meeting at which it is received, or if not received at a meeting, at the next Regular Membership meeting following its receipt. At the Regular Membership meeting following the first reading, the application will be voted upon, and affirmative votes of three-fourths (3/4 of the membership in good standing present and voting shall be required to elect the applicant to membership. Applicants for membership who have been rejected by vote may reapply starting six (6) months after such rejection.

Section 3: Voting

Each individual member in good standing shall have one vote on each item of business which shall come before the membership for vote, in any meeting at which the member is present. Proxy voting and absentee voting will not be permitted at any meeting or election. No member may vote whose dues are not paid for the current year.

Section 4: Dues

Annual dues shall be set by the Board of Directors. During the month of December, the Treasurer shall send to each member a reminder of the dues for the ensuing year. An announcement in the monthly newsletter and/or an email notification will be sufficient for this purpose.

Section 5: Termination of Membership

Resignation: Any member in good standing may resign from the Corporation upon written notice to the Secretary.

Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the calendar year. However, the Board of Directors may grant an additional 30 days of grace to delinquent members at its discretion. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting. Members paying after the lapse of the grace period shall apply for new membership using the application process outlined in Section 2 above.

ARTICLE THREE – DIRECTORS AND OFFICERS

Section 1: Board of Directors

The Board of Directors (hereinafter referred to as “The Board”) shall be comprised of the President, Vice-President, Secretary, Treasurer, and two Board Members at Large, all of whom shall be members in good standing for their term of service on the Board. The initial Board shall be made up of those individuals named as Board Members in the Articles of Incorporation. Beginning with the first Annual Meeting after incorporation (e.g., October 2018), the Officers and one Board Member at Large shall be elected at each Annual Meeting, and shall serve until their successors are duly elected.

Section 2: Officers

The officers of the Corporation consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities with regard to both membership and its general and annual meetings, and The Board and its meetings.

The **President** shall preside at all meetings of the membership and of the Board, and shall perform other such duties as are incident to the office or are properly required of the office by The Board.

The **Vice-President** shall exercise the authority of the President in his/her absence and perform such other duties as may be assigned by the President or Board.

The **Secretary** shall be responsible for recording the minutes of the membership and Board meetings. The Secretary shall maintain other such records as may be required by the President or The Board.

The **Secretary** shall also have charge of the corporation's correspondence, notify members of meetings, notify new members of their election to membership, and shall keep a roll of current members with their addresses and contact information. The Secretary shall be responsible for submitting the required forms and filings to the IRS and State Corporation Commission. Additionally, the Secretary shall carry out such other duties incident to the office as the President may request, or The Board assign.

The **Treasurer** shall collect and receive all monies due or belonging to the Corporation. The Treasurer shall deposit these monies in a bank designated by The Board in the name of the Corporation. The books shall at all times be open to inspection by The Board, and the Treasurer shall report to The Board at every meeting the condition of the Corporation's finances and every item of receipt or payment not previously reported. At the Annual Membership Meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year. There shall be an annual audit of books as directed by The Board.

Section 3: Board Members-At-Large

Two (2) additional Board Members-At-Large shall each serve a staggered two (2) year term. At each annual meeting, if the President is not re-elected or elected to another officer position, the outgoing President shall assume the position of the outgoing Board Member at Large, and shall serve a two-year term in this position. If the president is re-elected in the Annual Meeting, or is elected to another officer position, then the outgoing Board Member shall be replaced via election by the membership, and shall serve a two-year term. If the outgoing president is elected to another office, (s)he shall not have the right to automatically assume a Board Member at Large position upon expiration of the other office, (but may be elected as a Board Member at Large if nominated and duly elected by the membership to replace the outgoing Board Member).

Section 4: Elections

Elections shall be held at the Annual Meeting of the Corporation. The candidate receiving the greatest number of votes for each office shall be declared elected.

Section 5: Vacancies in Offices

Any vacancies occurring on The Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of The Board at its first regular meeting following the creation of the vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice President shall be filled by The Board.

ARTICLE FOUR – MEETINGS

Section 1: Board Meetings

Regular Board Meetings: Regular meetings of the Board of Directors may be held as needed on the first (1st) Tuesday of each month, unless the date falls on a holiday. In cases where a Board Meeting deviates from the first Tuesday, written notice of a replacement meeting shall be provided to all Board Members and the general membership by the Secretary at least five (5) days prior to the date of the meeting. Email and/or announcement in the monthly newsletter will serve this purpose.

Special Board Meetings: Special meetings of The Board may be called by the President, and shall be called by the Secretary upon the receipt of a written request signed by at least two (2) members of The Board. Written notice of such meeting shall be provided to all Board Members by the Secretary at least five (5) days prior to the date of the meeting, or electronic notice shall be sent at least three (3) days prior to the date of the meeting. Any such notice shall state the purpose of the special meeting and no other business shall be transacted thereat.

Quorum for Board Meetings: A quorum for a meeting of The Board shall be a majority of the Board.

Section 2: Membership Meetings

Annual and Regular Membership Meetings: The Annual Membership Meeting shall be held on the first (1st) Tuesday of October in each year. Regular Membership Meetings shall be held as determined by the Board. Written notice of both regular and annual membership meetings shall be provided by the Secretary to all members at least three (3) days prior to the date of the meeting. Announcement in the newsletter and/or email may serve this purpose.

Special Membership Meetings: Special membership meetings may be called by the President, or by a majority vote of the members of the Board. Special meetings shall also be called by the Secretary upon receipt of a petition signed by 75% of the members of the Corporation who are in good standing. Written notice of such a meeting shall be mailed and/or emailed by the Secretary to all members at least five (5) days prior to the date of the meeting, and the notice shall state the purpose of the special meeting, and no other business shall be transacted.

Quorums: The quorum for the Annual Membership Meeting and Special Meetings shall be the lesser of:
(a) 50% of the membership in good standing, or
(b) 20 members in good standing.

The quorum for the Regular Membership Meetings shall consist of those members in good standing present. Proxy and absentee voting are not permitted at either the Annual Meeting or Regular Membership Meetings.

Section 3: Place, Date, and Hour of Meetings

All meetings of the Corporation, whether of the membership or of The Board, whether regular or special, shall be held in or within reasonable distance of Augusta County, Virginia, at such place, date, and hour as may be designated by the person or person authorized herein to call such a meeting.

ARTICLE FIVE – COMMITTEES

Section 1: Committees

A Nominating Committee, composed of at least two members in good standing, shall be appointed by The Board each September to develop a slate of at least one candidate for each officer position. The Committee shall present this slate to the Annual Meeting of the Corporation.

An Audit committee, composed of at least two members in good standing, shall be appointed by The Board each January to review the financial records maintained by the Treasurer. The Audit Committee shall present a report to The Board at or before the end of April.

The Board may appoint other Committees as deemed necessary. Committees shall always be subject to the final authority of The Board.

Section 2: Replacement

Any Committee appointment may be terminated by a majority vote of The Board upon ten (10) days' written notice to the appointee(s); and The Board may appoint successors to those appointees whose services have been terminated.

ARTICLE SIX – GENERAL PROVISIONS

Section 1: Calendar

The fiscal year of the Corporation shall begin on the first (1st) day of January, and end on the thirty-first (31st) day of December in each calendar year.

Section 2: Amendments to Articles of Incorporation or By-Laws Initiated by the Board

Amendments to the Articles of Incorporation and/or By-Laws may be proposed by a resolution of the Board of Directors. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time, and place, and must state that the purpose of the meeting will include consideration of the proposed amendment. The notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be provided to each member not less than twenty-five (25) days nor more than sixty (60) days before the meeting.

Section 3: Amendments to By-Laws Initiated by Members

Amendments to the By-Laws may also be proposed by a petition submitted to the Board of Directors, signed by at least 20 members in good standing. The Board may, at its discretion, pass a resolution recommending for or against the amendment before presenting the proposed amendment to the membership.

The proposed amendment shall be submitted to the membership at a regular membership meeting. The written notice of the meeting shall contain the date, time, and place, and must state that the purpose of the meeting will include consideration of the proposed amendment. The notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be provided to each member not less than twenty-five (25) days nor more than sixty (60) days before the meeting at which the vote will be taken.

Section 3: Quorum for Votes on Amendments to By-Laws and/or Articles of Incorporation

The quorum required for a vote on any amendment to the Article of Incorporation or By-Laws shall be "50% plus one" of the organization's paid membership in good standing. If a quorum cannot be assembled for three consecutive Regular Membership meetings, the amendment shall be voted upon at the next Annual Membership Meeting, in which case the quorum for the Annual Meeting (designated in Article Four Section 2 above) shall prevail.

The amendment shall be adopted upon receiving affirmative votes of more than two-thirds (2/3rds) of all votes entitled to be cast at the meeting where the vote is taken.

Section 4: Failed Amendments

If a proposed amendment to the Articles of Incorporation or By-Laws fails to pass at a meeting where a quorum is present, the proposed amendment shall be considered “Failed”, and shall not be re-introduced until at least 180 days has elapsed after the negative vote was made, at which time it may be reintroduced as a new proposal for an amendment.

ARTICLE SEVEN – DISSOLUTION

The Corporation may be dissolved at any time by recommendation of the Board of Directors, approved in writing by more than two-thirds (2/3rds) of the members in good standing. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code as amended, such organization or organizations to be selected by the Board of Directors.