

West Central Ohio Amateur Radio Association



Constitution and By-Laws
of
West Central Ohio Amateur Radio Association
(WC-OH-ARA)

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Adopted: 29 August 2000

Constitution:

Preamble

We, the undersigned, wishing to secure for ourselves, and for the community in which we live, the benefits of the association of persons commonly interested in providing emergency and public service amateur radio communications, do hereby constitute ourselves the West Central Ohio Amateur Radio Association (WC-OH-ARA) and enact this Constitution and the attached By-Laws as our governing

law.

It shall be our purpose to further the exchange of information and cooperation between members, to promote radio/communications knowledge, science and engineering exploration and experimentation, fraternalism and individual operating efficiency, and to so conduct the West Central Ohio Amateur Radio Association's programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

It will be the responsibility of the Association to further develop, refine, maintain and operate Amateur Radio communications systems, and to be prepared to provide manpower and communications aid and expertise, should the Association's host organization, the Kettering Medical Center (KMC), or, more generally, any community or agency in West Central Ohio, need emergency communications at any time.

Article 1: Name

The name of this Association is the "West Central Ohio Amateur Radio Association"

Article 2: Objectives and Purposes

To the extent that it is technically feasible, it shall be the principal objective of the West Central Ohio Amateur Radio Association (hereafter to be referred to simply as the Association for the purposes of this Constitution and By-Laws) to operate, maintain and continue to develop wide-area amateur radio communications systems so as to be able to provide continuous coverage of all of the West Central Ohio Amateur Radio Emergency Services (ARES) District 3 Area, and, in addition, to provide linked repeater coverage to Columbus, Ohio, so as to permit the continued use of the Association's existing wide-area system by Columbus area amateurs designated to coordinate emergency communications statewide from and on behalf of the Ohio Emergency Management Agency (EMA) Headquarters, located in Columbus. It follows from this principal objective that the primary purpose of the Association shall be to make effective communication systems available that will permit amateur radio clubs and associations, located in communities throughout the nine counties of its primary coverage area and those that can receive in the surrounding counties, coordinate their activities, and those of their respective civil and private emergency services groups, agencies and organizations, with each other, the ARES, the Ohio EMA, and, via the Ohio EMA, the Federal Emergency Management Agency (FEMA). In support of this purpose, the Association shall develop and maintain an Association Emergency Management Plan. This Plan shall detail the coordinated usage of the Association's communication systems during training and in times of actual emergencies with as many of the aforesaid groups, agencies and organizations as is practical and feasible. In support of its principal objective and primary purpose, the Association shall take such measures as may be necessary, to ensure uninterrupted service in the event that an emergency should coincide with the loss of commercial power. Additional Association objectives and purposes include the following:

Section 1. The Association is and shall be non-sectarian and non-partisan. It has and shall have no political affiliation with any political party. It is and shall be nondiscriminatory in conformity with both the letter and spirit of the Constitution of the United States of America and all relevant federal and state laws with respect to the rights of any individual, including but not limited to the following: membership in the Association, the solicitation of support for Association causes, users of the Association's communication systems, and in the selection of beneficiaries of the Association's Emergency Services outreach, so long as the exercising of such rights is not detrimental to the Association or any other individual(s) in general.

Section 2. To assist in all forms of emergencies and/or disasters by furnishing communications and/or technical assistance, as needed, to the group/agency/organization headquarters and/or the proper

authorities and services responsible for managing such emergencies and/or disasters.

Section 3. To promote close cooperation with emergency groups, agencies, and organizations. Such groups, agencies and organizations shall include, but not be limited to the following:

Kettering Medical Center
American Red Cross

Any authorized civic agency within the scope of the Association's coverage area

Section 4. To engage in any lawful act or activity for which an association (corporation) may be organized under the general not for profit association (corporation) law of the State of Ohio. The purpose for which the Association (corporation) is organized shall be limited only to the extent and in such manner that such purpose constitutes charitable, scientific and educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 3: Membership

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application and election upon such terms as the Association shall provide in its By-Laws.

Article 4: Officers

Section 1. The officers of this Association shall be President, Vice-President, Secretary and Treasurer.

Section 2. The officers of this Association shall be elected for a term of one year by a ballot of the members at the annual meeting.

Section 3. Vacancies occurring between elections shall be filled through appointment by the President, subject to a subsequent vote of approval by the membership, at the first regular meeting following the withdrawal, resignation or removal, which satisfies the voting requirements of this Constitution and its By-Laws.

Section 4. To qualify for nomination and to hold any office, a nominee must have been a full member of the Association, or its predecessor, the Kettering Medical Center Amateur Radio Association (KMCARA), for at least one full year, and must be a current member.

Article 5: Communication System Trustees

Section 1. The Communication System Trustees shall assure that the Association's communication systems, for which they are responsible, meet the technical performance and operating requirements of the FCC and of the Association. The trustees shall also manage administrative matters relating to the Association's communications systems, including, but not limited to, ensuring, initial and continuing, coordination of such systems with the Ohio Area Repeater Council.

Section 2. The trustees of this Association shall be elected for a term of 5 years by a ballot of the members at an annual meeting.

Section 3. Vacancies occurring between elections shall be filled by an interim appointment, of a qualified member, by the President. A special election, to allow the membership to select a new trustee, shall be held at the first regular meeting following the withdrawal, resignation or removal, which satisfies the nomination and voting requirements of this Constitution and its By-Laws.

Section 4. The trustee(s) must be a full member(s) of the Association and hold an amateur operator's license consistent with FCC requirements for the highest control capabilities of the communication system for which he/she is responsible.

Article 6: Board of Directors

Section 1. The Association shall have a minimum complement of five (5) Directors. Collectively, the Directors shall be known as the Board of Directors (hereafter to be referred to simply as the Board). When and if the needs of the Association so dictate, the number of Directors on the Board may be changed by a two-thirds majority written vote of the members eligible to vote at a regular Association meeting, following the voting procedures set forth in this Constitution and By-Laws.

Section 2. The members of the Board shall be the Association's elected President (Board Chairperson), Vice- President, Secretary, and Treasurer and, in addition, another person(s), to be selected from within or outside the membership of the Association (e.g., an outside member could be an accountant, lawyer, Government EMA official, etc.).

Section 3. The Association membership shall select persons to serve on the Board of Directors, for Board seats not stipulated by this Constitution, through a written vote at the annual meeting of the Association.

Section 4. The term of office for Board members shall be one year.

Section 5. The purpose of the Board shall be to oversee the nonprofit corporate business affairs of the Association, and, in so doing, assure that the financial, record-keeping, legal filings, activities, fund-raising and all other aspects of the Association's operations are fully compliant with maintaining the nonprofit state and federal legal status of the Association. It shall also be the responsibility of the Board to clarify, respond to and mediate the wishes of the Association's membership. The Association's operations shall, as stipulated elsewhere in this Constitution and By-Laws, be the responsibility of the membership and its elected officials, however, Board decisions shall be final in all matters affecting the nonprofit corporation status of the Association, with one exception. The exception is that, by a vote of the membership, the Board must justify that a decision the Board has made falls within the purview of its responsibility, and if it does, the decision remains final.

Section 6. The Board shall meet quarterly or at the request of the Board Chairperson and when requested by a vote of the Association membership.

Section 7. A quorum at meetings of the Board shall be three (3) members and a vote will be considered passed if a majority of the members present votes in the affirmative.

Section 8. All Board meetings will be considered open to the general Association membership unless stated otherwise in the Association's newsletter or by special letter to the membership. Visiting members shall remain as observers only and shall make no comment on the business at hand unless the Board so votes that general membership comments be heard. Any infraction of this rule may cause the offending member to be expelled from the meeting. A member shall signal his/her wish to comment by his/her uplifted hand. A member wishing to comment will be recognized or denied by the Chairperson, for a Board vote that would grant permission for such comments. The Chairperson may deny membership comments in general or for any specific section of the meeting.

Section 9. The Board Chairperson shall determine what items of business shall come before the Board for discussion or vote. Any Board Member may call for a vote to overrule the Chairperson on any procedure that would limit any business, discussion or comments by a Board or general member. Any Board member, at any time, may call for such an overruling vote, and, without discussion, the Board will vote whether to overrule the Chairperson.

Article 7: Operating Committees

Section 1. The following Standing Committees shall be established and maintained by the Association:
Technical

Emergency Operations
Interference
Membership
Public Information (Newsletter)
Science and Education

Descriptions of the duties of these committees are contained in By-Laws.

Section 2. Ad-hoc committees may be established to conduct any special business as may be required. The President shall have the right to appoint, sustain or dissolve all Ad-hoc committees, subject to approval by the membership.

Section 3. The President, subject to approval by the membership, shall appoint the chairpersons of Standing Committees. The Committee Chairpersons shall be responsible to and coordinate their activities with the President and, when appropriate, make status reports to the membership. Additional committee members, as may be required, shall be appointed by the respective chairpersons with the concurrence of the President. In the event a Chairperson determines that the inclusion of non-members on the committee would be beneficial to the Association's business being conducted, the Chairperson may appoint such persons to the committee, however, only Association members on the committee may vote. Appointees shall serve at the discretion of the appointing official.

Section 4. In the case of tie votes on a Committee, the Chairperson's decision will be final.

Section 5. Members of the Association may attend any committee meeting, however, they may not participate in the meeting unless they are given a temporary authorization to do so by the Chairperson. Committee discussions and decisions shall be considered to be confidential by all of those attending committee meetings, and shall continue to be treated as such until released to the general membership at a regular meeting, or unless instructed otherwise by the Chairperson. Guests may attend committee meetings only with specific approval by the Chairperson.

Section 6. Except where otherwise provided in this Constitution and By-Laws, the term of office of each chairperson and committee member shall coincide with the term of the appointing member.

Article 8: Executive Council

Section 1. The Executive Council shall consist of the Association's elected Officers, Communication System Trustees, and the Chairpersons of Standing Committees.

Section 2. The duties and function of this council shall be to attend to any routine matters that may require attention between regular business meetings, and any other matters specified in the By-Laws.

Section 3. The Executive Council may meet, as needed, to plan or attend to said routine matters. Any non-routine business requiring membership approval shall be presented at the next regular business meeting.

Section 4. The immediate past President shall be an ex-officio member of the Executive Council with the specific responsibility of assisting in any unfinished business from his/her administration and to render any further assistance requested by his/her successors.

Section 5. An Ad-hoc Nominating Committee shall be selected by the Executive Council and appointed by the President, at a regular business meeting, two or more months prior to a scheduled election. This committee shall present to the Association a list of candidates, who are qualified and have indicated a willingness to serve, one month prior to the election.

Article 9: Newsletter

Section 1. The Association shall publish a Newsletter. The Newsletter shall be the official organ of the

Association and will be the primary means of distributing announcements and notifications to the members.

Section 2. A copy of the Newsletter shall be emailed to each Member to their email address on file. Members are responsible for updating any changes to their email if they wish for the Newsletter to go to a new email address.

Article 10: Association Property

Section 1. In support of its prime emergency services purpose, the Association shall own, lease or rent equipment as may be necessary to maintain and operate one or more Association amateur radio communication systems.

Section 2. The Association may own any such additional equipment as may be necessary or useful in the pursuit of amateur radio activities by its members.

Section 3. Any act, process, or purchase that has a major effect on the use, purpose, or direction of the Association's property shall proceed only upon approval of the membership, as defined and prescribed in the By- Laws.

Section 4. An inventory shall be maintained of the Association's property, as prescribed in the By-Laws.

Section 5. Upon request, a list of inventory information shall be made available to any member.

Article 11: Meetings

Section 1. The By-Laws shall provide for regular, special and annual business meetings.

Section 2. Planning, discussion and debate may be conducted in the absence of a quorum, but no vote may be taken.

Section 3. Every regular, special and annual business meeting of the Association shall require the presence of at least one officer. Consequently, any of the aforesaid business meetings, at which no officers are present, shall be considered canceled without further action.

Article 12: Voting

Section 1. The right to vote shall be reserved for members, with voting privileges, as authorized in the Membership Section of the By-Laws, under the heading Membership Categories.

Section 2. Votes may be taken by voice, by a show of hands, or by written ballot subject to the policies and procedures specified in the By-Laws. Written ballots may include typed comments during electronic meetings, absentee ballots sent from a Member's email if it is listed on the roster, and written in-person ballots if it is at a physical meeting. Written ballots will include the three aforementioned methods going forward in this constitution and by-laws.

Section 3. Elections and major or complex issues shall be voted by written ballot. Written ballots can include either physically written ballots, digitally written on electronic meetings, or submitted via email from a Members email if it is listed on the roster. Written vote counts shall include both absentee votes and those submitted by members present for the vote; present either on electronic meetings at the meetings or in person if it is an in-person meeting. Absentee ballots (emails) shall be included in the count when determining whether meeting and voting quorum requirements have been met.

Section 4. The names of candidates for the Association's elected offices shall be placed in nomination before the membership by the Nominating Committee, and then from the floor, by members who are qualified to vote, at the regular business meeting immediately preceding the scheduled annual election meeting. It shall be permissible for members to hold multiple elected and/or appointed positions in the

Association, simultaneously, with the exception that each of the Officer and Board positions must be filled by different individuals. In addition, there shall be no limitations on the number of terms that a member may be elected or appointed to fill any Association position. The permission of a nominee shall be received, in private, prior to placing that person's name in nomination for an Association office(s).

Article 13: Removals

Section 1. Any elected official of the Association (e.g., Officers, Communication System Trustees, Board members), committee chairperson, committee member, or other appointee may be removed from office in accordance with Section 4 of this article. Appointees may be removed from office, at any time, by the appointing official.

Section 2. The membership of any member may be terminated by a recommendation of the Executive Council as provided for in the By-Laws in the Membership Section under Removals, and in accordance with Section 4 of this article.

Section 3. Any proposed action for removal shall require written notification to the member followed by notification to the full registered membership after a timely delay to allow the member to respond. All notifications shall include the reasons for the action. Appeals may be submitted to the Secretary in writing, and any such writings shall be included in the notification to the membership. Removal procedures shall be detailed in the Association's Policy Book.

Section 4. An action to remove a member from office or membership shall be final, only when all of the following conditions have been met:

- (1) a vote of the membership by written ballot at an Association business meeting, following all notifications;
- (2) a quorum consisting of forty percent (40%) of the membership eligible to vote; and
- (3) approval of the action by a two-thirds (2/3) majority of all ballots cast.

Section 5. Anyone removed from membership by this process may ask to be reimbursed an amount not to exceed the prorated balance of the membership dues that he/she has already paid for the current year.

Article 14: Dues

The Association, by majority vote of those present at any Association business meeting, may levy, upon the general membership, such dues or assessments as shall be deemed necessary to conduct the business of the Association. Non-payment of such dues or assessments may be cause for expulsion from the Association within the discretion of the membership.

Article 15: Operating Practices for Members and Nonmembers on Association Communication Systems

Section 1. The use of the Association's communication systems shall be open to all licensed amateur radio operators who are willing to comply with its Operating Practice Expectations.

Section 2. Operating Practice Expectations include the following:

1. Amateur radio operators, operating on the Association's Systems, shall conform to FCC rules, regulations and guidelines.
2. When using an Association repeater, operators should wait for the courtesy beep before starting to transmit, avoid monopolizing the frequency and make an effort to defer to the communication needs of other stations, especially during times of high usage.
3. Operators shall exhibit a courteous and friendly attitude toward other amateurs, a high standard of operating practice and inoffensive radio language. Profanity, shady innuendos, cursing, vulgar remarks, and statements or jokes that attack or belittle race, sex, creed,

disability or religion are unacceptable on the Association's communication systems.

4. Operators shall avoid creating the perception of discourteous operating practices and habits. Likewise, operating practices that may be interpreted by a casual listener as frivolous, vain, senseless, absurd, obnoxious, or that otherwise do not fit in with the attitudes and standards that the Association promotes, should be avoided.

5. Heated arguments and/or negative comments made either directly or indirectly about individual amateurs are not acceptable, even when provoked.

6. Actions that damage the Association's ability to operate or that reduce its reputation and standing with the community, willful damaging of the Association's equipment, and intentional "jamming" or any act of interference on any radio frequency are unacceptable.

Section 3. All systems of the Association will be controlled to assure their use conforms to the same general standards as herein outlined.

Section 4. Failure to abide by the Association's Operating Practice Expectations shall be grounds to start proceedings for the withdrawal of permission to use the Association's systems for nonmembers and removal from membership for members.

Article 16: Internal Revenue Code Section 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities:

No substantial part of the activities of this Association (corporation) shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of this Constitution and By-Laws, this Association (corporation) shall not carry on any activities not permitted to be carried on (1) by an association (corporation) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code,.

Section 2. Prohibition Against Private Inurement:

No part of the net earnings of this Association (corporation) shall inure to the benefit of, or be distributable to, its members, its elected or appointed officials, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

Section 3. Dissolution:

In the event that the Association's (corporation's) membership, by a three-fourths (3/4) majority, votes for the dissolution of the Association, the officers shall provide for the payment of all debts and liabilities of this Association (corporation) and then donate to the Kettering Medical Center, an Internal Revenue Code Section 501(c)(3) corporation, all remaining properties and assets of the Association. Should the Kettering Medical Center change its nonprofit status, or decline this gift, then, upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of

the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Ohio.

Section 4. Private Foundation Requirements and Restrictions:

In any taxable year in which this Association (corporation) is a private foundation, as described in Section 509(a) of the Internal Revenue Code, the Association (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 17: Parliamentary Authority

When matters of procedure or protocol arise and good order cannot be achieved, using informal and otherwise more civilized means, then the rules contained in the most recent edition of Robert's Rules of Order shall govern, provided the aforesaid Rules are consistent with the most recent version of this Constitution and its By-Laws.

ADOPTION OF CONSTITUTION

We, the undersigned, are all of the initial directors of this Association (corporation), and we consent to, and hereby do, attest that this is a true and complete copy of the Constitution of this Association (corporation), adopted by its members on the 29th day of August of the year 2000.

SIGNATURES ON FILE

By-Laws:
(Policies and Procedures)

MEMBERSHIP

1. Membership Categories:

1.1. Full Membership: Full membership is open to any licensed amateur radio operator and includes all privileges, as well as rights to hold Association offices and to vote.

1.2. Life Membership: Full membership, with voting privileges and no requirement to pay dues (i.e., optional), shall be conferred on selected individuals. Life membership is hereby established for the founders of the Kettering Medical Center Amateur Radio Association (KMCARA), the organization from which the WC-OH- ARA evolved. Life membership, for other individuals, may be conferred, based on a recommendation of the Association's Officers and upon approval of the members by a two-thirds (2/3) majority written vote.

1.3. Honorary Membership: Honorary Member status shall be granted to selected individuals, conferring membership without payment of fees, for the following purpose: to honor the person(s) for meritorious acts or services that benefited the Association. Honorary member status entitles the honoree to participate in the Association's activities and to receive the Association's newsletter. Honorary members may not hold office and may not vote. Honorary membership is established for any persons who may be recommended by the Association's Officers and approved by a majority vote of the members present at a regular meeting at which quorum requirements are met.

2. Applications for Full Membership:

2.1. The Membership Committee shall be responsible for distributing, receiving, evaluating and processing applications for membership. All members are encouraged to aid potential applicants in making contact with the Membership Committee. The Membership Committee shall be responsible for providing the membership with application point of contact information.

2.2. Applications for membership shall be submitted for a vote of the membership at the first regular meeting after the Membership Committee completes its evaluation of whether the applicant meets the Association's Qualifications for Membership.

3. Qualifications for Membership:

3.1. The applicant shall be provided with a copy of this Constitution and By-Laws at the time the application is submitted to the Association. Prior to being accepted for membership, the applicant must agree to support the objectives, purposes and responsibilities of the Association and, furthermore, to be bound by its rules and operating practices. In effect, the Association is looking for members who support its emergency and public service communications goals.

3.2. To permit an applicant and the Association's members to become acquainted with each other, the applicant shall attend at least three (3) events, such as, but not limited to, the following:

1. Association meetings.
2. KMC or ARES emergency preparedness drills.
3. Declared disaster/emergency communications operations.
4. Association communication system maintenance sessions.
5. Association-sponsored public service events.

In recognition of the Association's wide-area emergency communication service objectives, the Membership Committee shall individually tailor event requirements so as to make it feasible, in practical terms, for amateurs located throughout and, where beneficial to the Association's objectives and purposes, beyond the West Central Ohio area, to become members of the Association. Furthermore, if an amateur radio operator, through a notable past record of amateur radio service, has demonstrated, either locally or elsewhere, a concurrence with the Association's objectives and purposes, then, upon a recommendation of the Membership Committee and with the agreement of the President, the event requirements may be waived and the application advanced for a vote by the membership. In this case, having met quorum requirements, a two-thirds (2/3) majority of those eligible to vote at an Association business meeting shall be required for election of the applicant to membership in the Association.

3.3. The Membership Committee shall consider an applicant's past history and activity in amateur radio to decide whether to recommend acceptance or rejection of an application. Amateur operating practice that is consistent with Article 15 of the Constitution and with these By-Laws is a prerequisite for membership.

4. Limitations on Scope of Member Actions:

4.1. No member of the Association will attempt to perform the duties of law enforcement

officers, doctors, firemen, rescue squad personnel or any other duties that require professional training unless the member is currently certified as being fully qualified, and, if required, licensed by the State of Ohio or the Federal Government to perform the aforesaid duties. Otherwise, members undertake those duties with the understanding that they do so at their own risk, unless the person(s) in charge of the event, or the agency being assisted, states a willingness to accept responsibility for the member's action(s).

4.2. Association members are expected to comply with all applicable local, state and federal ordinances while acting on behalf of the Association.

4.3. It is mutually understood, by all concerned, that a member of the Association shall in no way hold the Association liable for any claims, actions, proceedings, damages, and liabilities including attorney's fees, which result from criminal negligence due to the member's actions.

5. Removals: Membership in the Association may end for one or more of the following reasons:

5.1. The death, resignation, or voluntary departure of the member.

5.2. The failure of a member to renew his/her membership dues within the grace period stipulated in the Association's Policy Book.

5.3. The determination by the Executive Council that the member has conducted himself/herself in a manner inconsistent with this Constitution and its By-Laws, good amateur radio practices, or honorable general decorum. Such a determination shall be submitted to the membership, as a recommendation for a vote to terminate membership, as provided for in Article 13 of the Constitution.

DUTIES OF OFFICERS

1. President: The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors and the membership, supervise and control the affairs of the Association and the activities of the officers. He/she shall be an ex-officio member of all committees; however, his/her attendance at meetings shall be discretionary. The President shall perform all duties incident to his/her office and such other duties as may be required by law, by this Constitution and By-Laws, or that may be prescribed, from time to time, by the Board of Directors or by a vote of the Association's membership. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. He/she shall enforce due observance of this Constitution and By-Laws, decide all questions of order, and perform all other duties pertaining to the office of President. Except as otherwise expressly provided by law or by this Constitution and By-Laws, he/she shall, in the name of the Association, sign all official documents adopted by the Association and execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may, from time to time, be authorized by a vote of the Association's members, subject to the oversight of the Board of Directors.

2. Vice-President: The Vice-President shall perform all the duties of the President in his/her absence and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. In addition, he/she shall organize and advance Association fellowship and activities as approved by the Association. He/she shall endeavor to make the reputation of the Association and its amateur radio activities in the community as outstanding as possible. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by this Constitution and By-Laws, or that may be assigned to him/her, from time to time, by the Board of Directors, the President or a vote of the Association's members.

3. Secretary: The Secretary shall be the custodian of all official records and of the seal of the Association and shall affix the seal, as authorized by law or the provisions of this Constitution and By-Laws, to duly executed documents of the Association. The Secretary shall keep a Book of Minutes, a

Membership Book and a Policy Book for the Association. He /she shall also carry on all Association correspondence, read communications at regular membership and Board of Directors meetings, and arrange that all notices, including those for membership meetings, be duly given in accordance with the provisions of this Constitution and By-Laws or as required by law. The Book of Minutes shall include the minutes of membership, officer, director and committee meetings, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present and the proceedings thereof. The Membership Book shall include current member address and contact information, the member's original membership application and, if applicable, the reason and date on which membership ceased. The Policy Book shall contain statements of official policy of the Association, which have been adopted by a vote of the Association's membership, following their submission for a vote by the Executive Council and/or the Board of Directors at a regular Association business meeting. It shall also be the duty of the Secretary to have a copy of the Constitution and By-Laws of the Association with him/her at every Association business meeting. He/she shall note all amendments to the Constitution and By-Laws and shall permit them to be consulted by members upon request. In general, the Secretary shall perform all duties incident to the office and such other duties as may be required by law, by the Constitution and By-Laws or that may be assigned to him/her, from time to time, by the Board of Directors, the President or a vote of the membership. At the end of his/her term, the Secretary shall turn over all items belonging to the Association to his/her successor.

4. Treasurer: The Treasurer shall have charge and custody of, and be responsible for all funds of the Association, and shall deposit all such funds, in the name of the Association, in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Treasurer shall: (1) receive and give receipt for all funds due and payable to the Association from any source whatsoever; (2) disperse or cause to be dispersed, available funds of the Association, as authorized by this Constitution and By-Laws, by issuance and signing the Association's checks; (3) keep and maintain adequate and accurate accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; (4) render to the President and Directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Association; and (5) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In addition, the Treasurer shall be prepared to report unaudited Association financial information, including available allocated and unallocated funds, at each of the Association's regular business meetings, and to make any of the previously listed information available for inspection by the membership. He/she shall also authorize and arrange for the issuance of identification cards to current members. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by this Constitution and By-Laws, or that may be assigned to him/her, from time to time, by the Board of Directors, the President or a vote of the membership. At the end of his/her term, the Treasurer shall turn over all items belonging to the Association to his/her successor.

COMMUNICATION SYSTEM TRUSTEES

1. Communication System Trustees shall automatically become members of the Technical Committee. Their primary responsibility on the committee will be to assure that the Association's communication systems meet FCC operational and technical standards.

2. The Association delegates to Communication System Trustees the authority to oversee or carry out Association communication system upgrades and maintenance, and to fully control the communication system(s), for which they are responsible. Any time operational and technical standards are not being met on an Association system, control measures, up to and including taking the system off the air, can be employed at the discretion of the Communication System Trustee.

3. A Communication System Trustee may delegate any part, or none, of his/her authority over the

Association's communication system(s), for which he/she is responsible, to System Technicians, a Technical Crew Chief, Control Operators and a System Operation Manager, to be appointed by the trustee.

3.1. System Technicians: The duty of a System Technician is to make sure the hardware and software components and subsystems, which make up the Association's communication system(s) he/she is assigned to upgrade and maintain, are operating properly in accordance with acceptable amateur radio practices and within current FCC regulations. To be appointed a System Technician, a member must be interested in the operation of the Association's communications systems and have received training in their maintenance and repair. Until training for each specific system the System Technician has asked to work on is complete, he/she shall remain in a supervised trainee status. The System Technicians will be trained by, be responsible to, and coordinate their activities through the Technical Crew Chief(s) of the system(s) they have been appointed to support. The System Technicians will also be responsible to the Communication System Trustee.

3.2. Technical Crew Chief: One of the System Technicians, for a specific Association communication system(s), will be designated by the Communication System Trustee as the Technical Crew Chief. The Technical Crew Chief shall, as a minimum, meet all of the requirements and be capable of performing all of the duties of a System Technician. In addition, the Technical Crew Chief will train and supervise the work of all of the System Technicians. The Technical Crew Chief will be responsible to the Communication System Trustee.

3.3. Control Operators: The duty of the Control Operator is to make sure the Association's communication system, which he/she is monitoring, is operating in accordance with acceptable amateur radio practices and within current FCC regulations. In addition, it is the responsibility of the Control Operator to assist and guide the users of the system. The Control Operator will help promote, regulate and, if necessary, enforce the operating practice standards that are set forth in the Association's Constitution and By-Laws and, in particular, those in Article 15, "Operating Practices for Members and Nonmembers on Association Systems". To be appointed a Control Operator, a member must be interested in the operation of the Association's communications systems, must be trained and must have an appropriate license to operate the functions of the communication system being controlled. The control operators will be trained by, be responsible to, and coordinate their activities through the System Operation Manager(s) of the system(s) they have been appointed to support. The Control Operators will also be responsible to the Communication System Trustee.

3.4. System Operation Manager: One of the Control Operators, for a specific Association communication system(s), will be designated by the Communication System Trustee as the System Operation Manager. The System Operation Manager shall, as a minimum, meet all of the requirements and be capable of performing all of the duties of a Control Operator. In addition, the System Operation Manager will train all of the Control Operators. The System Operation Manager shall, furthermore, be responsible for directing and/or managing the general usage of the Association communication system(s) he/she is responsible for, including, but not limited to the following: (1) the coordination of authorization, scheduling, and Control Operator monitoring for all nets that use the system; (2) making provisions for access to amateur news bulletins and National Aeronautics and Space

Administration (NASA) audio broadcasts, if applicable; (3) the preparation of and control over the playing of system voice announcements and Association station identifications; (4) the coordination of and control over linking to other amateur communication systems; and (5) any other control issues involving his/her system(s) operation so as to assure compliance with the Association's objectives, purposes and expectations as set forth in this Constitution and By-Laws. The Operations Manager will be responsible to the Communication System Trustee.

OPERATING COMMITTEES

1. Technical Committee: The Technical Committee responsibilities include the following:

1.1. The Technical Committee shall be responsible for the safe operation of, maintenance of, and upgrades to all of the Association's properties. The Technical Committee shall keep abreast of developments pertaining to communication systems equipment and shall be responsible for research, development, system design changes and the installation of new equipment. The Technical Committee shall also closely coordinate with, provide support to and, to the extent feasible, integrate its research and development activities with the communication science and engineering experimentation activities of the Science and Education Committee.

1.2. The Technical Committee shall be responsible for the implementation and continued management of facility access control measures for the Association's communication systems. To assure the physical security needs of the various organizations who own the facilities that house the transmitters, receivers, antennas and communications control equipment employed by the Association to carry out its Emergency Services mission, are satisfied, the Association must have measures in place to restrict site access to only qualified members and supervised trainees. The Communication System Trustees on the Committee must be consulted and, in the end, concur with the access control measures adopted that apply to the communication systems for which they are responsible. The Communication System Trustees shall also determine the persons allowed to interface with site owners or their employees. The Technical Committee, through its actions, should endeavor to build the confidence of site owners in the technical competence of Association members to work safely and effectively in their facilities. This goal must be sought to insure that the Association, by its actions, merits the needed grant of easy access to communication system sites by qualified members.

1.3. The Technical Committee shall be responsible for the education of the Association's members who are eligible and interested in the operation and maintenance of the Association's equipment.

1.4. The Technical Committee shall keep an up-to-date inventory of all of the Association's property, including that owned, leased or held in trust, and any other property in the custody of the Association. This shall be done in accordance with the provisions for dealing with Association Property described elsewhere in the Constitution and By-Laws.

2. Emergency Operations Committee: The Emergency Operations Committee shall be responsible for managing and directing all of the Association's activities concerned with emergency operations. Particular attention shall be paid to adequate advance planning, to coordination and to the Association's emergency preparedness. The latter task will entail, for example, keeping the Association's elected

officials and membership advised of both the committee's efforts and system changes or advancements needed to fulfill the Association's Emergency Services mission. Association support for member training exercises, such as emergency drills, traffic handling, and public service events, including, but not limited to, KMC, ARES, West Central Ohio County and State Emergency Management Agency simulated emergency tests, shall be arranged through and coordinated by the Emergency Operations Committee. Participation by the Association and its Emergency Operations Committee in these training exercises should not be conditioned on whether the associated communication nets are to be conducted using the Association's wide-area communications systems or those of local amateur radio groups. When any of the Association communication system(s) are needed, either to conduct exercises or actual emergencies, their use shall be coordinated through the cognizant System Operation Manager(s). The Chairperson of the Emergency Operations Committee shall be responsible to the President of the Association and to its membership. The Chairperson of the Emergency Operations Committee shall appoint Communications Coordinators and a Chief Communications Coordinator. At the discretion of the Chairperson, he/she can delegate just part or all of the following responsibilities:

2.1. Communications Coordinators: The principal duties of Communications Coordinators will be the following: (1) to make it known that the wide-area coverage capabilities of the Association's communication systems are available for use during public service events, emergency training exercises and actual emergencies; (2) to arrange for joint leveraging of the unique capability of local amateur radio groups to serve their local communities with the wide-area coverage of the Association's communications systems; (3) to assist the Chief Communications Coordinator in the formulation and testing of the Association's Emergency Management Plan; and (4) to coordinate the Emergency Management Plan of the Association with those of West Central Ohio amateur radio groups and, through them, with the communities they serve. To be effective in achieving the Association's Emergency Services objectives and to create enduring liaisons, it will be necessary for the committee to recruit like-minded members/Communications Coordinators who already live and who (preferably) are already members of amateur radio groups located throughout the West Central Ohio area to be served. Communications Coordinators shall be responsible to the Chief Communications Coordinator and to the Chairperson of the Emergency Operations Committee.

2.2. Chief Communications Coordinator: It shall be the duty of the Chief Communications Coordinator to develop and maintain a working up-to-date Emergency Management Plan. The Chief Communications Coordinator will form liaisons with: (1) the District Emergency Coordinator of the West Central Ohio Amateur Radio Emergency Service (ARES) and with its county Emergency Coordinators; (2) the disaster committees of Kettering Medical Center (KMC); and (3) with other West Central Ohio community groups, agencies and organizations for the purpose of developing coordinated plans between the various groups. Through this process, a coordinated plan should be developed that will permit the Association to effectively carry out its Emergency Services mission. It will be the joint responsibility of the Chief Communications Coordinator and the Association's respective System Operation Managers to interact in planning the utilization of the Association's systems. By involving System Operation Managers during the planning stage and later appraising them of the planned utilization of the Association's communication system(s) for which they are responsible, control and support measures can be formulated in advance, coordinated with the Technical Committee, field tested, and factored into the final Emergency Management Plan prior to an actual Emergency. The Chief Communications Coordinator shall be responsible to the Chairperson of the Emergency Operations

Committee.

3. Interference Committee: The Interference Committee, under the close supervision of its Chairperson, shall direct investigations, invite proper inquires, establish technical facts and testimony, and report its results, in confidence, to the Association's Executive Council and to the cognizant Communication System Trustee. This committee will also organize, educate, manage and direct all direction-finding teams authorized by the Association to collect data in the field. The Interference Committee shall also handle requests for assistance concerning radio frequency interference (RFI) and television interference (TVI) complaints received from either amateur radio operators or the general public.

4. Membership Committee: The Membership Committee shall be responsible for all issues related to the membership of the Association that are referred to elsewhere in this Constitution and By-Laws. This shall include, but not be restricted to, the recruitment of new members and tracking needs and accomplishments of the membership.

5. Public Information (Newsletter): The Public Information Committee shall be responsible for providing advantageous publicity about the Association, and amateur radio in general, to responsible media outlets, including the American Radio Relay League (ARRL) QST Magazine. Public information releases shall be coordinated with the Executive Council prior to release. Subject matter with potential publicity value, with the right timing and favorable circumstances, include: organization objectives, purposes and capabilities; accomplishments of interest to the general public; activities, such as the ARRL Field Day; technical articles suitable for publication; and instances of participation in public service events and emergency services. The Chairperson of this committee shall also serve as the coordinator with ARRL Public Information Officers (PIO). The Committee shall coordinate efforts to obtain materials suitable for inclusion in the Association's Scrapbook and Newsletter. The Scrapbook should contain materials that highlight the Association's activities and accomplishments, such as archived Association newsletters, pictures, video recordings and other items of value. The newsletter editor shall be a member of the Public Information Committee, which will be responsible for its publication and distribution.

6. Science and Education Committee: The radio/communications knowledge, science and engineering, exploration and experimentation mission of the Association shall be planned and executed by the Science and Education Committee, working in close cooperation with the Technical Committee. The Science and Education Committee shall also be responsible for the education of the membership and, as well, persons interested in training to become amateur radio operators. The committee shall arrange for speakers on amateur radio topics for the Association's meetings, coordinate with the ARRL on education topics, and organize and direct instructional programs for members that further the Association's objectives and purposes. The Science and Education Committee shall also arrange for the Volunteer Examiner (VE) testing sessions necessary to assist in the licensing of graduates of its instructional programs.

7. Ad-hoc Committees: The duties of Ad-hoc committee chairpersons shall be to fulfill the objectives expressed by the President, the Executive Council and those voted by the membership of the Association.

NEWSLETTER

1. A copy of the Newsletter shall be emailed to each Member at their email address on file. Members are responsible for updating any changes to their email.

ASSOCIATION PROPERTY

The Association shall own, rent and operate one or more amateur radio communications systems and

any other ancillary property as may be needed to maintain and physically or financially support these systems in the furtherance of the Association's stated objectives. The following requirements shall be adhered to in the acquisition, tracking, treatment and disposition of the Association's property:

1. The Association's systems shall be developed and maintained so as to operate in conformity with FCC rules, regulations and guidelines.
2. Communication system operation, maintenance and continued development shall be the responsibility of the Technical Committee.
3. Any major proposed change of the Association's communication systems shall be coordinated with the President, by the Technical Committee, and presented at an Association business meeting for discussion and a vote by the membership. Major changes shall be made only when approved by a two-thirds majority written vote of the members present and voting absentee at a regular Association meeting. "Major" changes shall include, but not be limited to, changes in coverage, extended linkage to other systems, auxiliary features (e.g. phone patch or messaging systems), operating philosophy, or any expenditure that exceeds the Association's initial discretionary spending limit of \$250.
4. Committee expenditures under the discretionary spending limit must be from funds allocated to the Committee. Authorization to spend unallocated funds in any amount or their conversion to allocated funds must be approved by a vote of the membership, subject to the prior assurance that the funds are available by the Treasurer and upon the recommendation of the Executive Council. In the event that a situation classifiable as an Civil, KMC or Community Emergency is or will be declared and allocated funds are insufficient to cover repairs to any of the Association's systems needed to deal with the emergency, then, as a minimum, the Treasurer must be consulted to determine if sufficient unallocated funds are available and, if so, to approve the expenditure.
5. Property Inventory: Creating and maintaining the inventory of the Association's property shall be the responsibility of the Technical Committee.
 - 5.1. An inventory shall be maintained of all of the Association's property, which is of a durable nature, including for example tools, test instruments, radios, computers and so forth. Items, acquired either as replacements for faulty parts or as additions, that are to be incorporated into identifiable and independently removable systems or subsystems will be tracked only as the system or subsystem into which the item was incorporated. Disposal of Association inventory property shall be recorded. This recording shall include: the method of disposal used, whether sold or discarded, and the amount, if any, conveyed to the Association Treasurer for the property. In no event will Association members become the recipients of property disposed of by the Association, except through buying it at a sale that is advertised, as a minimum, to the full membership. Expendable items do not have to be tracked as inventory items.
 - 5.2. The inventory should be capable of providing a means of evaluating the current state of readiness of the Association for emergencies or other civic or public service activities, for locating equipment when needed, and to allow tracking of procurement and disposition of any equipment that may relate to these requirements and activities.
 - 5.3. Association inventory properties should be marked with identification and include a simple numbering system for coordination with the inventory list. Common sense should be used in tagging inventory items. As long as the location of inventory items is known and marked on the inventory list, items that are, for example, too small, are exposed to adverse environments, or by virtue of their installation are inaccessible, need not be tagged;

however, they should be included on the inventory list.

5.4. The inventory system should be designed and operated in a manner that makes the information easily accessible.

MEETINGS

1. Regular business meetings shall be held periodically, usually monthly, on electronic meetings. Other meeting locations will be announced stating a time and place to be determined as needed to conduct business. Under special circumstances, the President is given the authority to occasionally reschedule the time and place of a scheduled regular business meeting, provided that the membership is duly notified prior to the rescheduled meeting. At regular business meetings, a minimum of one-fifth (1/5) of the voting membership shall constitute a quorum for the transaction of business.

2. Special business meetings may be called by the President upon the written request of any five (5) Association members. Notices shall be provided to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be provided not less than twenty-four (24) hours before the meeting. At special business meetings, a minimum of one-fifth (1/5) of the voting membership shall constitute a quorum for the transaction of business.

3. An annual business meeting shall be held in November, effective 2001, providing quorum requirements are met. If not, the annual meeting shall be postponed to the first meeting at which a quorum is present. The annual meeting shall be for the election of the Association's officials, the reading of the President's annual report and the proper disposition of other business scheduled for the meeting. At the annual business meeting, a minimum of one-fifth (1/5) of the voting membership shall constitute a quorum for the transaction of business.

VOTING POLICIES AND PROCEDURES

1. Quorum Requirements: The quorum requirements for the type of meeting being held shall apply when voting on issues having no quorum requirements specified elsewhere in this Constitution and By-Laws.

2. Normal Voting: Voting at regular business meetings shall be by voice or a show of hands unless advance notification has been given and a written vote is required by this Constitution and By-Laws to deal with one or more of the issues being decided. As an exception to this rule, a requirement for a written vote, to occur at a subsequent business meeting, can be invoked by the Executive Council or by a majority vote of the members present at an Association meeting.

3. Written Voting: Elections, and a variety of other issues in this Constitution and By-Laws, specifically call for a written vote. Major or complex issues shall also require a written vote. Examples of major or complex issues, requiring a written vote, include: revisions of the Constitution and By-Laws, proposals to make large financial outlays, and substantial redesign of an Association system or policy changes with the potential to adversely affect the image or future viability of the Association. The minimum quorum requirements for a written vote shall be one-fifth (1/5) of the voting membership.

3.1. Notification Method: A special notification will be announced in the Newsletter email, or, as an exception, by an alternative more private means. If either the normal newsletter delivery schedule cannot be met or the subject matter of the vote is deemed by the Executive Council to be sensitive, then it will be treated in a more confidential manner. In case of a Notification Method exception, the Secretary shall provide for special notification, as needed.

3.2. Notification Timing: For normal scheduled elections, notification shall occur within the month prior to the election. For major or complex issues, this period may be extended at the discretion of the Executive Council or by a majority vote of the members present at an Association meeting. The notification is to be sent within a month of the time when a written vote is scheduled to occur and in sufficient time for the member to return his/her vote by email.

3.3. Ballot Verification: The secretary shall keep a record of all members who are eligible to vote and provide a means to verify that only those eligible to vote cast ballots. The Secretary shall provide extra ballots at meetings where written votes are to be cast and tabulated.

4. Absentee Ballots: Absentee balloting shall be governed by the following procedures:

- 4.1. It is left to the discretion of the member whether to vote absentee by email to the club secretary prior to the day of the meeting to allow enough time for their vote to be counted at the meeting.
- 4.2. It is the responsibility of the member to deliver or forward absentee vote to the Secretary. The Secretary shall receive the absentee votes, verify that the absentee member is eligible to vote and provide for the secure delivery of the votes to the meeting, at which they are to be tabulated.
- 4.3. Ballots/Votes submitted by members shall remain sealed until the election meeting at which time they shall be unsealed and counted in secret with the rest of the votes.

5. Substitute for Voting by Written Ballot: There may arise circumstances where the delay caused by written voting may be deleterious to the purpose of the Association, or where a more expedient method may be required. A substitute method may be necessary in emergencies, such as sudden failure of expensive communication system components, major issues relating to scheduled upcoming events, or when common sense indicates strict adherence to the written ballot requirement serves no useful purpose. In such cases, where an immediate vote is clearly in the best interests of the Association, the President may invoke a substitute for written ballot, governed and restricted by the following procedure:

5.1. The meeting attendance shall meet all quorum requirements for a normal written ballot.

5.2. Having previously established that a matter is ready for vote, the President shall announce his/her intention to substitute for written ballot, then shall ask if there is any objection.

5.3. Any member may object to this action by voice, by rising, or by show of hands. Objection by one-fourth (1/4) or more of the voting members, present at the meeting, shall be sufficient to kill the action and force a vote by written ballot.

5.4. Votes taken by substitute method shall require two-thirds (2/3) majority for passage.

DUES

1. Dues shall be assessed, in accordance with the provisions of Article 14 of the Constitution, for the reasons stated and in the amounts adopted, from time to time, by the membership. A record of the

currently adopted dues structure and of the assessment amounts shall be kept in the Association's Policy Book.

2. Individual exceptions to the requirement that a member pay dues shall be granted, only under special circumstances, and upon a two-thirds (2/3) vote of the membership, on a case by case basis.

AMENDMENT PROCEDURES

Proposed changes to the Constitution and By-Laws shall be processed using the following procedures:

1. Proposed changes shall be read at a regular meeting. The members present at the reading shall establish by a show of hands whether the proposed changes are simple and may go forward, or are either complex or controversial in nature and will require additional study.

2. Simple proposed changes shall be published in the next newsletter and voted on at the next regularly scheduled meeting following the publication of the proposed changes.

3. Complex or controversial proposed changes shall be submitted to an ad-hoc Constitution and By-Laws Committee, appointed by the President, following consultations with the Executive Council, for further study and for a recommendation to the membership as to whether the changes should be adopted or rejected.

3.1. The committee shall attempt to reconcile complexities and conflicts, and revise the proposed changes to make them consistent with the objectives of the proposer and of the Association.

3.2. The results of the committee study shall be presented to the membership at the next regularly scheduled meeting. Alternatively, the committee may explain why its study should be continued and discussed further at a subsequent meeting before being submitted for vote.

4. All members shall be noticed by email of the intent to amend the Constitution and/or By-Laws. The notice shall contain the full text of all proposed changes and, if applicable, any portions of the existing Constitution and/or By-Laws to be replaced. The proposed amendments shall be voted on at the next regularly scheduled meeting of the Association.

ADOPTION OF BY-LAWS

We, the undersigned, are all of the initial directors of this Association (corporation), and we consent to, and hereby do, attest that this is a true and complete copy of the By-Laws of this Association (corporation), adopted by its members on the 29th day of August of the year 2000.