

## CONSTITUTION

### **Preamble:**

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves as the High Desert Amateur Radio Club of New Mexico, Inc. and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

### **Article I Membership:**

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application according to the By-Laws.

### **Article II Officers:**

Sec. 1. The officers of this club shall be President, Vice-President, Secretary and Treasurer.

Sec. 2. The officers of this club shall be elected for a term of two years by ballot of the members in February. Officers will be elected according to the By-Laws section for Elections.

Sec. 3. Vacancies occurring between elections must be filled by nomination and election at the first regular meeting following the vacancy.

Sec. 4. Officers may be removed by a two-thirds vote of the licensed membership after petition to the Board of Directors. Board of Directors members may be removed by a two-thirds vote of the licensed membership after petition to the Officers of the Club.

Sec. 5. Officers and Board of Directors shall be limited to two consecutive terms in the same position. The cycle can repeat after a one-year layoff.

### **Article III Duties of Officers:**

The duties of the officers shall be defined in the By-Laws.

### **Article IV Board of Directors:**

Sec. 1. The Board of Directors will consist of five Licensed Amateur Radio Members.

Sec. 2. The Board of Directors shall be elected to two-year staggered terms.

**Article V Duties of the Board:**

The duties of the Board of Directors shall be defined in the By-Laws.

**Article VI Meetings:**

The By-Laws shall provide for regular and special meetings. All meetings will be open. Robert's Rules shall govern regular and special meetings.

**Article VII Dues:**

The Treasurer shall prepare a budget by the end of November of each year to present to the Board of Directors. The Board of Directors and the elected officers will review the budget in December and determine the dues for the next year.

**Article VIII Membership Assistance:**

The club will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiation from club member-stations. The club may also maintain a program to foster and guide public relations.

**Article IX Amendments:**

This Constitution shall be amended according to the procedures specified in the By-Laws.

**Article X Audits:**

The audit shall be performed as defined by the By-Laws.

**Article XI Conflicts of Interest:**

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

**Article XII Club Call Sign:**

The club's assigned call sign is NM5HD.

## BY-LAWS

1. The name of this club shall be the High Desert Amateur Radio Club of New Mexico, Inc.
2. Membership. Amateur Licensed membership is open to licensed amateurs. Amateur Licensed membership includes all club privileges, including the right to hold a club office and to vote on club business. Voting members shall have their dues current in order to vote. Family Licensed Members are additional Licensed Members of the same family and have all the voting rights and privileges of any Licensed Member. Associate membership is open to those actively pursuing an amateur license. Family Auxiliary membership is open to family members of an amateur or silent key member. Associate membership includes all club privileges, except for the right to hold office and vote. Unlicensed Family Auxiliary membership includes all club privileges, except for the right to hold office and vote. Family Auxiliary membership is unlimited in time. Honorary memberships – Any member can nominate someone as an Honorary member. The President, with consultation with the officers and BOD, can approve a lifetime, free, membership with all rights and privileges.
3. Officers' Duties.
  - a. President's functions are:
    - i. Appoint and delegate tasks.
    - ii. Ensure that tasks are done.
    - iii. Attend meetings and club activities as required. Represent HDARC in other amateur radio activities as required.
    - iv. Motivate and establish a climate of enthusiasm, openness, and concern for members.
    - v. Preside at club meetings. Ensure that the meeting is well planned and organized, ends on time, and that each member has fun and fellowship. Responsible for setting agenda and making certain the Vice President is prepared to preside in your absence.
    - vi. Problem solving – make it apparent that you are concerned and accessible. Seek input and explore alternatives before making important decisions.
    - vii. Make certain members are active and involved. Be observant of those you think can do well with certain posts for the coming year.
    - viii. Appoint members to head special activities and establish committees as needed for club functions and activities. A Property Coordinator shall be appointed by the President without term limits and serves at the pleasure of the President. The Property Coordinator shall manage and record the club's inventory, produce a report of the inventory at least quarterly for presentation to the Officers and BOD and perform other activities as directed by the Officers or BOD.
  - b. Vice-President's functions are:

- i. Preside over meetings in the absence of the president.
- ii. Attend meetings and club activities as required. Represent HDARC in other amateur radio activities as needed.
- iii. Motivate and establish a climate of enthusiasm, openness, and concern for members.
- iv. Ensure that attendance is taken at meetings.
- v. Assist the President in every way. Assist with problem solving.
- vi. Assist members to be active and involved.
- vii. Watch over committees and assist the committee chairs when needed.

c. Secretary's duties are to:

- i. Maintain copies of all organization records entrusted to the Secretary by the President.
- ii. Have a current copy of the organization's Constitution and By-Laws available for ready reference at every meeting
  - 1. He/She will note all amendments, changes and additions to the documents.
- iii. Handle all correspondence as assigned by the President.
- iv. Attend all regular and special meetings of the Board of Directors and general membership.
  - 1. Board Meetings: Record those present, date, time, location, general information on topics discussed, decisions if any.
  - 2. Attach agenda if there is one.
- v. Record the minutes of general membership meetings according to the following procedure:
  - 1. Call to order: Date, time, place, called to order by
  - 2. List beginning and ending balance and total of expenditures of Treasurer's report
  - 3. Committee Reports, attach copy to the minutes
  - 4. Proceedings, topic of discussions according to the agenda, outcome of discussion (leave out actual discussion and comments).
  - 5. Program presenter's name and topic (do not summarize topic)
  - 6. Include all verbiage of a motion; list first and seconds of a motion
  - 7. Attach sign in sheet for the meeting to the minutes
  - 8. Time meeting adjourned
- vi. Keep a list of all standing committees and their members.
- vii. Email notices of all regular and special meetings of the Board of Directors and general membership. (Unless the President chooses to do this)
- viii. Maintain a current membership list based on information received from the Treasurer and distribute to the officers.
- ix. Bring to each meeting the minutes file (digital or paper), bylaws, membership and committee lists, agenda and other supplies as needed.
- x. Include in the minutes the results of any election held during a business meeting. The minutes shall include the name(s) of the newly elected officers and board members and their positions.
  - 1. Results of the Chairman of the Board election by the Board of Directors, when applicable.

2. Keep track of who was elected and the date so elections for a seat can be held timely.
- xi. The minutes will be closed out at the end of each year and a new file started for the New Year.

d. Treasurer duties are to:

- i. Maintain and keep documentation of all funds, securities and assets of the organization.
- ii. Be responsible for keeping full and accurate accounts of all receipts and disbursements, and to make a report of such at regularly scheduled meetings.
- iii. Pay only those expenses that have been approved by the club membership.
- iv. All disbursements will be made by check co-signed by the President or Vice-President and the Treasurer.
- v. Receive dues, write receipts for those dues or fees paid, and notify the secretary so that he/she can keep the membership roster up to date.
- vi. Prepare a quarterly itemized financial report to be distributed to the Board of Directors and the general membership.
- vii. Upon death, resignation or other occurrence requiring a replacement, an interim Treasurer will be appointed until a new Treasurer can be elected at the next regular meeting.
- viii. It shall be the duty of the Treasurer to keep all financial records within General Accepted Accounting Principles in good order for submission to the state and federal agencies as needed, including those needed to maintain tax-exempt and non-profit status. The Treasurer will maintain possession of all documents, computer processes, forms, and procedures necessary to file all reports and perform all of the duties associated with this position. Payment can be made only with receipts and proper approval as defined by member approved Standard Operating Guidelines. All dues or moneys received will be receipted.

4. Board of Directors functions are:

- a. The Chairman of the Board (COB) will be chosen by the Board members each year after the election of new Board members. This must take place at the February meeting and be reported to the membership at that meeting.
- b. The Chairman of the Board will be responsible for informing the membership of all Board Meetings at least 3 days in advance of the meeting. The Board will hold meetings throughout the year as needed and will be called for and led by the COB. The BOD will set its own procedures for voting, recording, and reporting the results of any vote taken by the BOD for questions not related to BOD function.
- c. Have oversight and power to ensure the constitution, By-Laws, state and federal laws are followed by officers and members. This can include public reprimand, recall from office, and anything else deemed appropriate to ensure that compliance is maintained.

- d. Will review and approve of financial audit. Will have the power to reverse or stop financial payments not approved by the membership.
  - e. Will hold the power to ensure the officers maintain the primary focus of High Desert Amateur Radio Club as listed in the preamble.
  - f. Have power to call for membership vote for removal of an officer for misconduct or for not performing his/her duty. Will conduct a preliminary investigation to ensure that there are legitimate reasons for calling for a new election.
  - g. Will work cooperatively to enhance membership involvement in Amateur Activities.
  - h. Have the power to correct typographical errors that do not change the meaning of the constitution and By-Laws with notification to the membership.
  - i. Any Officer may be removed from office if five (5) members notify the Board of Directors, in writing. The Board will call a special meeting, giving at least 72 hours' notice to all members of the meeting and a reading of the motion at that meeting. A vote will be taken, in person or electronically, with the Secretary and one board member assuring the vote is by current members, and the Secretary and that board member shall count the ballots and report the count to the Board of Directors. A two-thirds (2/3) majority of the voting membership of the club will be required to remove any officer.
5. Meetings. Regular meetings shall be held as specified by the membership. Special meetings may be called by the President upon the written request of any 5 club members. Notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting. All meetings will be open.
6. Voting Procedure: Voting may be conducted by email, regular mail or in person at a meeting. Time Limit for voting will be set by the Board. Officers and Board of Directors members shall be elected by the membership at regular meetings or as situations may require. Only Amateur Radio Licensed members whose dues are current are allowed to vote or hold office.
7. Dues. Memberships will be for 12 months from the original join date and dues will be due the first of that month and delinquent at the end of the following month annually. Regular yearly dues will be assessed in accordance with the provisions of Article VII of the Constitution for providing funds for expenses.
- a. Amateur Radio Club members who are 80 years or older and widows/widowers of HDARC Silent Keys are exempt from paying dues.
  - b. If dues remain unpaid for one calendar year following their renewal date, the Amateur Licensed member, associate member, family member, or Auxiliary member will be dropped from the rolls.
  - c. Associate members, Licensed Family members, and Auxiliary members will be charged a reduced fee determined by the Officers and Board of Directors.

8. Club Call Sign: The sponsor for the club license grant shall be assigned in accordance with Code of Federal Regulations (CFR) Part 97.5.b (2) and be governed by Part 97.103 in operation of license grant when it is used for club functions and activities. Assignment of additional control operators shall also comply with this provision of Part 95.
9. Club Repeater Operation. The trustee shall register the club repeater with the state frequency coordinator. The trustee shall comply with the control operator requirements as outlined in CFR Part 97 and ensure that the repeater operates in accordance with the applicable regulations for repeater operation as listed in CFR parts 97-205 and 97-109.
10. Changes in By-Laws and Constitution. All members will be notified by mail or email of the changes in the By-Laws and/or Constitution being considered. The changes to the By-Laws and/or Constitution will be presented to the membership at least 21 days prior to the voting deadline. Voting will be by e-mail or in person or by proxy at the club meeting. A simple majority of the votes cast will accept or reject the proposed changes.
11. An audit is a procedure to assure that the treasurer's accounts of receipts and disbursements are in order. An audit is for the treasurer's protection and is the only means of assuring everyone that the accounts are accurate, and relieves the treasurer of responsibility except in the case of fraud. The Audit Committee will be chosen by the Board of Directors from the membership and will have at least three members. The Audit will be started after January 1 and be completed by January 31.
  - a. Audit Steps:
    - i. Check cash receipts against deposit slips and amounts shown on bank statements and make sure all money received has been accounted for.
    - ii. Verify that a receipt was issued for all monies received.
    - iii. Check disbursements in the records against bank statements and attached cancelled checks.
    - iv. Verify that supporting receipts are attached for all disbursements.
    - v. Verify that checks have been properly signed and countersigned.
    - vi. Verify that monthly record totals are in balance with the bank statements.
    - vii. Confirm that all expenditures were authorized. The President has the authority to determine what expenditures are authorized and directly benefit HDARC.
    - viii. Verify that inventory list is current and accurate.
    - ix. Request from the treasurer those reports that would assist the audit committee in completing the audit.
12. Elections. A one-time only change is hereby made to expire all officers' terms at the club meeting in February 2016. This change is implemented to eliminate the staggered terms of the officers and to simplify the election and succession procedure. Those officers whose terms are expired by this provision will not have their service in 2015 count toward their 2-term limit but it will count toward their 1-year service requirement implemented below. Beginning in February 2016, all officers shall be elected at the same time to eliminate the staggered terms and the difficulty caused by successions. Elections only need to be held in even-numbered years for the Officers. There is no requirement for a 30-day notice to

run for an office. Elections shall be held at the February meeting. The officers will be elected in even-numbered years for two-year terms. At least two Board of Directors' seats will be up for election every year.

13. This section hereby imposes a service requirement for the President and Vice-President to hold office: each must have at least 1-year continuous paid membership and active participation in Club activities before running for office.
14. If the President cannot complete his term for any reason, the Vice-President shall assume the office for the remainder of the term **without election**. An election shall then be held at the next club meeting for the remainder of the Vice President's term. Other officers wishing to run for VP may do so at the same meeting subject to the 1-year service requirement implemented above. If the Secretary or Treasurer seeks the VP office and is successfully elected, their position is open and their replacement shall be voted upon at the same meeting. If any of the other officers are unable to complete their term in office, an election for the remainder of their term shall be held at the first regular club meeting after the club receives notice that the officer is unable to continue.
15. This change to the election of the officers does not affect the election of the BOD and the COB every year at the February meeting. The BOD will continue to have staggered terms and re-elect the COB every year. If a BOD member is unable to complete his term, an election for the remainder of the term for that seat shall take place at the next club meeting. The COB does not have to be re-elected at that time unless the COB was the member being replaced.
16. Any Board of Directors member, including the COB, may be removed from office if five (5) members notify the Club's Officers, in writing. The President shall call a special meeting, giving at least 72 hours' notice to all members of the meeting and a reading of the motion at that meeting. A vote will be taken, in person or electronically, with the Secretary and one board member assuring the vote is by current licensed members, and the Secretary and that board member shall count the ballots and report the count to the Club's Officers. A two-thirds (2/3) majority of the voting membership of the club will be required to remove any Board of Directors member, including the COB.
17. The Agent of Record shall maintain the original copies of the By-Laws and Articles of Incorporation as specified by the Secretary of State. The Agent will also file all reports necessary to keep the corporation in good standing with the Secretary of State's office.