

**CONSTITUTION - BYLAWS  
OF THE  
RED OAK VICTORY AMATEUR RADIO CLUB, INC.  
27 April, 1999**

**ARTICLE I            Name of the Organization**

**Section 1:** The name of the organization shall be the Red Oak Victory Amateur Radio Club, hereafter referred to as the ROVARC or The Club

**ARTICLE II            Principal Office and Fiscal Year**

**Section 1:** The principal office of The Club shall be within a reasonable distance of the SS "Red Oak Victory," currently situated at the City of Richmond (-by-the-Bay), Contra Costa County, State of California.

**Section 2:** The location of the office may be changed by majority vote of the Board of Directors in regular meeting, subject to approval by the membership at a general membership meeting by a two-thirds majority.

**Section 3:** The Fiscal Year shall be the calendar year, commencing on January tat 12:01am. and ending on December 3lat 12:00 pm. Midnight.

**ARTICLE III            Objectives and Purpose**

**Section 1:** The purpose of this organization shall be the promotion of interest in the "Red Oak Victory", maritime radio, and Amateur Radio communications, the furtherance of the public welfare, the advancement of the radio art, the fostering of education in the field of electronic communications and the dissemination of knowledge and information of the Amateur Radio Service.

**Section 2:** The Club strongly supports and seeks an active relationship with emergency and disaster relief organizations.

**Section 3:** The Club is organized exclusively for charitable and educational purposes as defined within the meaning of section 501 ( c ) ( 3 ) of the Internal Revenue Code. No individual member of this club shall be liable for any debts of this Club.

**Section 4:** The Club is incorporated to assume Corporate Responsibilities and Powers as stated in Articles of Incorporation.

**ARTICLE IV            Membership**

**Section 1:** individuals desiring membership in this Club shall submit a written club application along with the yearly dues to the ROVARC Treasurer.

**Section 2:** Regular membership in this Club shall be available to persons who hold a valid Federal Communications Commission (FCC) License in the Amateur Radio Service, and who are interested in the promotion of the "Red Oak Victory", maritime communications and amateur radio. Regular Members are entitled to vote at a general club business meeting and hold office. A regular member must be at least 18 years of age to hold a position as a Club Officer.

**Section 3:** Associate Members in the ROVARC shall be persons who are interested in the "Red Oak Victory" and Amateur Radio Service, but have not yet obtained their licenses. They shall automatically become regular members upon presentation of a valid FCC License in the Amateur Radio Service. Associate members pay dues equal to that of a regular member and have all Club privileges except they cannot vote or hold office.

**Section 4:** "Family" Membership in the Red Oak Victory Amateur Radio Club is available to any member of a household in which at least one person is a Regular or Associate member of the Club. A household consists of all persons living at the same residence. Each family member holding a valid FCC license in the Amateur Radio Service is entitled to all of the privileges of a Regular member.

**Section 5:** Knowing the value of diversity, the Red Oak Victory Amateur Radio Club shall be non-discriminatory in the administration of its educational programs, admission, operating policies, and other activities associated with the Club.

**Section 6:** There shall be no geographical limitation as to eligibility for Club membership.

**Section 7:** All members of this Club shall be subject to the recall procedure as established for officers in Article VI, Section 7, of these bylaws.

## **ARTICLE V        Dues**

**Section 1:** Annual dues shall be \$10.00 per year, payable upon acceptance into the Club or on renewal, for Regular membership and Associate membership. Additional family members may be added to the membership for \$10.00 each per year, regardless of the number of Family members.

**Section 2:** New members' dues (only) shall be prorated quarterly.

**Section 3:** Members delinquent in dues for more than 90 days shall be dropped from the ROVARC members roster. The Treasurer shall notify each member advising them that they have not renewed and will be dropped from the Club roster.

## **ARTICLE VI        Officers**

**Section 1:** The officers of the Red Oak Victory Amateur Radio Club are as follows: President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President (as ex °frig), and Station License Trustee.

**Section 2:** The officers of this Club (excepting the Immediate Past President and the Trustee) shall be

elected by a majority vote each year at the regular meeting held in November, or in the event that no election is held at such meeting, or if a quorum of the voting membership is not present, then at the next regular meeting.

**Section 3:** Each officer (excepting the Trustee) shall hold office for one year, or until a successor is duly elected and installed.

**Section 4:** The nominee shall be a member in good standing, who is eligible to vote, is at least 18 years of age and has been a regular member for one year.

**Section 5:** Incoming elected club officers shall be installed at the December General membership meeting and officially take office on January 1 of the following year.

**Section 6:** Nominations shall be made from the floor for all offices, at the regular business meeting preceding the meeting that the election is held.

**Section 7:** An officer of the ROVARC may be "recalled" for cause by the affirmative vote of two-thirds of the membership of the Club present at any regular business meeting of the Club, provided that at the preceding meeting, a motion was duly adopted to vote, at the next regular General membership meeting, upon the question of the "recall" of such officer.

**Section 8:** A vacancy in any office shall be filled by an election held in the manner provided for in Section 2 of this Article, at the next regular General membership meeting following the occurrence of such vacancy, unless all of the offices become vacant by reason of recall, in which event, the vacancies shall be filled at the same meeting at which the vacancies are created.

**Section 9:** A vacancy shall be deemed to exist in the event of any of the following events:

- a** The recall of any officer; or severance of the officer's relationship with the ROVARC, or resignation; or
- b** Failure to attend any three General membership meetings or Board of Directors meetings of the Club in any twelve-month period that the individual is in office. However, such officer may petition the ROVARC Board of Directors, in writing, to be reinstated into office, and upon discussion and action duly taken by the Board, the oldest recorded absence may be deleted from the attendance record of the petitioner. The Board of Directors will announce the results at the next general membership meeting.

## **ARTICLE VII      Trustee of ROVARC Station License**

**Section 1:** The office of the Trustee of ROVARC Station License shall be filled by majority vote of the Club membership at any regular or special General membership meeting.

**Section 2:** The Trustee shall be a regular member in good standing and hold a General Class Licensee or higher.

**Section 3:** Term of office shall start with election to office and shall end with the expiration date of the Trustee's license.

**Section 4:** The Trustee shall be a member of the ROVARC Board of Directors, and shall be subject to rules and regulations governing officers of the Club.

**Section 5:** If the office of Trustee becomes vacant for any reason during the term of a station license issued to the Club, the Secretary or new Trustee shall notify the FCC of such vacancy.

## **ARTICLE VIII**      **Duties of the Officers**

**Section 1:** The PRESIDENT shall preside at all meetings of the Club and Board of Directors, shall call special meetings of the Club as provided in these Bylaws; and except as provided in these Bylaws, shall appoint members of and fill vacancies in all committees and, with the Board of Directors, have the supervision and management responsibility of this Club's activities.

**Section 2:** The FIRST VICE PRESIDENT is the Chairperson of the program committee and shall be responsible for the programs at the General membership meetings, shall perform such duties as shall be imposed upon the office from time to time by the President and/or Board of Directors, and shall perform all the functions of the President when same is absent.

**Section 3:** The SECOND VICE PRESIDENT shall coordinate Article III, Section 2 emergency and disaster relief activities, arrange for RACES net scheduling, perform such duties as shall be imposed upon the office from time to time by the President and/or Board of Directors, and preside at meetings in the absence of the President and First Vice President.

**Section 4:** The SECRETARY shall record and keep the minutes of all the meetings and proceedings of the Club and the Board of Directors; shall prepare and send or cause to be prepared and sent all notices of special meetings of the Club; shall maintain all changes to the Bylaws and Articles of Incorporation and other Club documents, and perform such duties as shall be imposed upon the office from time to time by the President and/or Board of Directors, and shall preside at meetings in the absence of the President and Vice Presidents.

**Section 5:** The TREASURER shall become familiar with the finances of the Club and shall report at each regular meeting as to the Club's financial condition; shall file all necessary tax forms in accordance with State and Federal Laws; shall provide a club estimate of completion in October and a forecast of operation costs for the upcoming business year to the Board of Directors; shall perform such duties as shall be imposed upon the office from time to time by the President and/or Board of Directors, and shall preside at meetings in the absence of the President, Vice Presidents, and Secretary.

**Section 6:** The IMMEDIATE PAST PRESIDENT shall be the committee chairperson of Field Day; shall act as the Master at Arms to keep order in accordance with Roberts Rules of Order; shall verify the authenticity and tabulations of all votes cast at business meetings; shall be responsible to the membership for providing technical or procedural information when requested; shall perform such

duties as shall be imposed upon the office from time to time by the President and/or Board of Directors, and shall preside at meetings in the absence of the President, Vice Presidents, Secretary, and Treasurer.

**Section 7:** The TRUSTEE shall conduct and negotiate with the Federal Communications Commission on any and all matters pertaining to the issuance and maintenance of an amateur radio station license issued to the Club; be responsible to the Club as a whole for compliance with rules and regulations as prescribed by the Federal Communications Commission regarding the aforementioned license and/or equipment, and shall preside at meetings in the absence of the President, Vice Presidents, Secretary, Treasurer and Immediate Past President.

**Section 8:** All officers of this Club shall be responsible and accountable for their acts as such to the Club membership as a whole. Upon conclusion of the officers' terms, all club property, (documents, keys, etc.) is to be relinquished to their successors. The ROVARC must be reimbursed for all lost equipment and keys.

## **ARTICLE IX**            **Board of Directors**

**Section 1:** There shall be a Board of Directors which will consist of the elected officers of the Club.

**Section 2:** The Board of Directors have the responsibility for the overall direction and guidance of the Club. This includes, but is not limited to; 1) ensuring that the Club's Constitution and rules are followed; and 2) overseeing how the Club's funds are maintained and disbursed

**Section 3:** A simple majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at the Board of Directors meeting. The Board of Directors will regularly advise the ROVARC general membership of its actions.

**Section 4:** A vacancy in the office of any elected members of the Board of Directors shall be deemed to exist as spelled out in Article VI, Section 9\_

## **ARTICLE X**            **Financial Procedures**

**Section 1:** All of the Club's funds and moneys shall be deposited by the Treasurer or such other person or persons as may, from time to time, be designated by the Board of Directors, in a FDIC approved depository or depositories.

**Section 2:** Funds and moneys of this Club shall be withdrawn from deposit accounts only on orders signed by two of these officers: President, Vice Presidents, or Treasurer.

**Section 3:** The Treasurer is authorized to pay bills and write single signature checks for goods or services with a maximum amount of \$150.00.

**Section 4:** No disbursements of this Club's funds or moneys in excess of \$150.00 shall be made except on a motion at a regular meeting of the Club and voted upon by a majority of members present.

**Section 5:** Surplus funds and moneys of this Club shall either be:

- a. Placed in interest-bearing accounts in FDIC insured depositories for this Club; or
- b. Invested in interest-bearing obligations of the United States of America. Any conversion or liquidation of any investment so made must first be authorized by the ROVARC as a whole at any regular or special meeting.

**Section 6:** Access to safety deposit boxes of this Club shall be had only on orders signed by two of these officers: President, Vice Presidents, or Treasurer.

**Section 7:** No Officer, Committee Chairperson, or Club Member shall incur any indebtedness to the Club without first securing the approval of the Board of Directors or the Club membership as a whole, at any regular General membership, or special meeting of the Club, or Board of Directors.

**Section 8:** All books, minutes and records of this Club shall be open to inspection at all reasonable times by any member in good standing of the Club. A 48-hour notice must be given to the Board of Directors, in writing, specifying, by date and subject which records are to be inspected.

## **ARTICLE XI**        **Meetings**

**Section 1:** There shall be one regular general membership meeting held per month.

**Section 2:** Special meetings may be called at the request of the President or by a written request of any three Club Members. Special Meetings may not be called without first issuing a seven-day advance notice to all members (written or oral).

**Section 3:** Meetings of the Board of Directors shall be held on call of the President, at least once a month, or upon the written demand of any three members of the Board of Directors.

## **ARTICLE XII**        **Conduct of Business**

**Section 1:** Robert's Rules of Order, revised, shall govern all the regular General membership meetings of the ROVARC, when not inconsistent with the Bylaws.

**Section 2:** A minimum of one-fifth the voting membership shall constitute a quorum for the conduct of business at general membership meetings

**Section 3:** The Order of Business to be observed shall include the following (NOTE: The president may adjust the Order of Business to accommodate Special program presentations): Salute to the U.S. Flag; Roll Call; Approval of minutes of the previous meeting; Report of Officers; Report of Committees; Communications; Unfinished or Old Business; New Business; Programs; Other; Adjournment

## **ARTICLE XIII**      **Amendments**

**Section 1:** The Bylaws of ROVARC may be amended or repealed, or new Bylaws adopted, after proper notice, only at a regular or special meeting of the Club by the affirmative vote of two-thirds of the membership of the Club present at the meeting.

## **ARTICLE XIV**      **Policies of this Club**

**Section 1:** This Club shall not, at any time affiliate in any manner with any other body or organization for any purpose other than for the promotion and good of the "Red Oak Victory" and Amateur Radio.

**Section 2:** This Club shall not enter into political or labor questions or disputes of any nature or kind, except those which shall relate solely to this Club and to its employees, if any.

**Section 3:** Any grievances of members of the ROVARC shall be in writing and signed by the member or members aggrieved, and presented to the Board of Directors, which shall present the same with its recommendations to the General membership at the next membership meeting. The decision of the general membership shall be final and conclusive.