

# Western Washington Amateur Television Society

## CONSTITUTION and BYLAWS

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### PREAMBLE

We, wishing to secure for ourselves the pleasures and benefits for the association of persons commonly interested in Amateur Radio Television (ATV), herewith constitute ourselves the Western Washington Amateur Television Society (hereby known as The Club), 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 ATV knowledge, fraternalism and individual operating efficiency and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Television in the community.

### Article I MEMBERSHIP

#### **Section 1 Eligibility**

Membership shall be by application and subject to the approval of the Board of Directors. Approval shall be made by a majority vote of the Board. All FCC licensed amateur radio operators, and persons interested in amateur television shall be eligible to apply for membership.

Anyone applying for membership at a General Membership Meeting will not be considered a member until after the conclusion of the meeting.

#### **Section 2 Membership in Good Standing**

A member in good standing is a member that is not delinquent in payment of dues by more than 30 days and has not lost good standing due to board

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discipline. Membership in good standing shall include all club privileges, the right to hold club office and to vote for club officers and directors.

## **Article II      OFFICERS**

### **Section 1    Officers Listed**

The elected officers of this club shall be: President, Vice President, Secretary and Treasurer.

### **Section 2    Terms of Office**

The elected officers of this club shall be elected for a term of two years.

### **Section 3    Vacancies**

Vacancies occurring between elections must be filled by the action of the Board of Directors of the club at the first meeting held following the vacancy of the office.

### **Section 4    Removal**

Officers may be removed from office by a 75% vote of the members in good standing present at any Annual or Special meeting.

### **Section 5    Duties of Officers**

#### **President**

The President shall:

- preside at all meetings of this club and conduct the meeting according to the rules adopted
- enforce due observance of this constitution and the by-laws
- decide all questions of order
- sign all official documents that are adopted by the club
- perform all other customary duties pertaining to the office of the President

#### **Vice President**

The Vice President shall:

- assume all duties of the President when the President is absent
- act as Special Events Coordinator
- act as Liaison to other clubs

#### **Secretary**

The Secretary shall:

- keep a record of the proceedings of all meetings
- keep a roll of the members
- process applications for membership

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- mail written notices as required
- keep an inventory including club owned property and property loaned to the club

At the expiration of the Secretary's term of office, the Secretary shall turn over all records and properties of the club to the duly elected successor.

**Treasurer**

The Treasurer shall:

- receive and receipt all monies paid to the club
- receive and receipt all donated items to the club
- receive loaned items with a written agreement spelling out the conditions of the loan made by the owner
- keep an accurate account of monies received and expended
- pay no bills without proper authorization of the officers
- within thirty days of the end of each quarter, submit to the membership an itemized financial statement of all disbursements and receipts

At the expiration of the Treasurer's term of office, the Treasurer shall turn over all financial records and monies of the club to the duly elected successor.

**Article III      BOARD OF DIRECTORS**

**Section 1      Definition**

The affairs of the Society shall be governed by the Board of Directors (hereby known as The Board) which shall consist of the President, Vice President, Secretary, Treasurer and two Directors elected by the membership.

**Section 2      Term of Office**

The term of office of a Director shall be 2 years. One Director shall be elected for terms beginning in odd numbered years and one Director shall be elected for a term beginning in even numbered years.

**Section 3      Duties**

The Board is responsible for all policies and long-range planning of The Club, and it appoints the License-Trustee. The Board shall authorize all expenditures of The Club.

**Section 4      Responsibility**

By accepting an elected position to The Board, an individual accepts a responsibility to serve the interests of the members of the Western Washington Amateur Television Society. This responsibility can only be fulfilled by regular attendance at Board meetings and active participation in repeater activities. Any

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member of The Board who is not able to attend a meeting of The Board must notify the President or Vice President in advance of the meeting for the absence to be considered explained. Any elected officer who has three consecutive unexplained absences from Board meetings is assumed to have lost interest and to have vacated the position. Any officer who cannot fulfill his or her duties for any reason is expected to submit a resignation to The Board so that the position can be filled by appointment until the next election.

**Article IV      LICENSE-TRUSTEE**

***Section 1      Definition***

The License-Trustee shall be responsible for the compliance of the repeater system with the current Federal Communication Commission (FCC) regulations.

***Section 2      Qualifications***

The License-Trustee must hold a valid FCC amateur radio operator's license appropriate to The Club's repeater frequencies.

***Section 3      Duties***

The License-Trustee is responsible for the dissemination of information concerning the means of system control. The License-Trustee will provide this information to all control operators and to other individuals, as he or she deems necessary.

The License-Trustee will select the control operators and will provide them with guidance concerning the day-to-day operation of the repeater system. The License-Trustee will meet with the control operators at regular intervals to discuss any problems they may have encountered and to review the latest FCC regulations.

***Section 4      Removal from Office***

The License-Trustee may be removed from office by a majority vote of the Board of Directors. Should the License-Trustee resign or be removed from office, a new License Trustee must be appointed by The Board within thirty-days (30). In the interim, the President shall serve as the License-Trustee.

**Article V      CONTROL OPERATORS**

***Section 1      Qualifications***

Control operators must hold a valid FCC amateur radio operator's license appropriate to The Club's repeater frequencies.

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**Section 2 Selection of Control Operators**

Control Operators shall be selected by the License-Trustee and approved by a majority vote of the Board of Directors.

**Section 3 Duties**

The control operators shall monitor the repeater system for activities or communications in violation of Part 97 of the Federal Communication Commission Rules and Regulations. Each control operator shall review these regulations periodically. If a situation arises that is clearly a violation of Part 97, the control operators are directed to use their best judgment to immediately resolve the problem. The particular situation and information regarding its resolution are to be discussed with the License-Trustee at the earliest opportunity, and the License-Trustee for clarification, if needed, will bring the matter to the attention of the Board of Directors. Any time control operators exercise control over the repeater system, they must identify themselves by their call signs and as control operators. Control operators are expected to use common sense and tact consistent with the codes of ethics stated in the A.R.R.L. Handbook.

**Section 4 Removal**

Only the License-Trustee may remove a control operator. Should a control operator resign or be removed, the License-Trustee may appoint an interim control operator subject to subsequent approval by the Board of Directors.

**Article VI COMMITTEES**

**Section 1 Technical Committee**

The Board shall appoint a Technical Committee Chair. The Chair shall appoint all other technical committee members.

The technical committee shall be responsible for the maintenance and improvement of all club equipment. The technical committee will also provide technical recommendations to the board for any actions being considered.

**Section 2 Special Committees**

Special committees may be appointed by the board as needed to assist with special projects.

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**Article VII MEETINGS**

**Section 1 Board Meetings**

Meetings of The Board shall be held on at least a quarterly basis. Additional Board meetings shall be called by the president at the request of any two members of The Board.

The President and or the Vice President shall create the Agenda for each meeting of The Board.

Members of The Club are invited and encouraged to attend all meetings of The Board, however only members of The Board may participate in the making of motions and voting on said motions.

Voting at Board meetings shall be done by a show of hands or voice, and the results shall be made available to the membership. Any member of the Board may designate another member of The Board in writing to vote in his or her absence.

At the first Board meeting following each Annual Meeting, The Board shall fill all appointive positions, which include the Technical Committee Chair. The Board may appoint special committees from the general membership as needed to assist with special projects.

The President or his designee may conduct an emergency meeting of The Board, which meeting may be held in person or via teleconference or over the radio, for the purpose of acting upon an urgent issue. Any meeting of The Board not regularly scheduled and announced to The Club shall have the minutes of any emergency meeting read at the next regularly scheduled meeting of The Board and included with that meeting's minutes.

**Section 2 Annual Meetings**

The Annual Meeting of this club shall be held in April of each year at a time and place to be announced.

A quorum for the Annual meeting shall be defined as forty percent (40%) of the members in good standing.

Elections take place at the Annual meeting. All Officers and Directors shall be elected by vote of the members in good standing present at the Annual meeting. The elections shall be as follows:

- President – elected on odd years
- Vice President – elected on even years
- Secretary – elected on odd years
- Treasurer – elected on even years

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- Director (Odd) – elected on odd years
- Director (Even) – elected on even years

All members in good standing present at the Annual meeting may make or second a motion and vote on all motions. No proxy voting is allowed.

**Section 3 Special Meetings**

The Board of Directors may call for a Special meeting.

A quorum for a Special meeting shall be defined as forty percent (40%) of the members in good standing.

All members in good standing present at a Special meeting may make or second a motion and vote on all motions. No proxy voting is allowed.

**Section 4 Notice**

Sufficient notice of all meetings shall occur a minimum of two weeks prior to the date of the meeting and be by verbal announcement on the regular WWATS ATV Net, or by email. In special circumstances notice will be given by US mail when there is no other way to reach a member.

**Article VIII DUES, ASSESSMENTS AND DONATIONS**

**Section 1 Annual Dues**

Annual dues shall be submitted by the Board of Directors to the membership at the Annual meeting for approval in sufficient amount to defray annual expenses.

Annual dues shall cover the term from May 1<sup>st</sup> through April 30<sup>th</sup> of the following year. Dues will be pro-rated for those that join the club in the middle of this term.

Dues will not be refunded upon resignation from the club by a member.

**Section 2 Reduced Dues**

Members who are retired or on fixed income may apply to the Board of Directors for a reduced dues structure.

**Section 3 No Assessments**

No assessments shall be made on the membership. No monies shall be required of them beyond the normal annual dues.

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**Section 4 Donations and Loans**

Any money donated to the Club may be ear-marked by the donor for a specific purchase or other use. All purchases made with donated money are the sole property of The Club and may be used and disposed of as the club sees fit. Also any equipment or other property donated to the Club by anyone becomes the sole property of the Club and may be used and disposed of as the club sees fit.

A member may lend property to the Club and restrict its use. A written agreement is required so there will be no question of ownership and restrictions.

**Article IX DISCIPLINE**

**Section 1 Delinquent Dues**

Membership may be terminated by action of the Board of Directors if the member is delinquent in payment of dues. Members automatically lose good standing when they become more than 30 days delinquent on dues.

**Section 2 Misconduct**

The Board of Directors shall retain the option to terminate the membership of any member considered by the Board to be guilty of serious misconduct, as determined by the board, which reflects unfavorably upon The Western Washington Amateur Television Society or upon amateur radio in general.

As an alternative to termination, the Board may remove the good standing of a member for a period of time or indefinitely for any misconduct defined above in this section.

**Article X AMENDMENTS**

This constitution and By-laws may be amended at any Annual or Special meeting by a 2/3 majority of the members in good standing that are present, provided written notice, which shall include the text of any proposed amendment, has been given at least two weeks in advance of the meeting.

**Article XI DISSOLUTION**

**Section 1 Qualification for Dissolution**

The Club may be dissolved at any time by a unanimous vote of The Board of Directors followed by a 75% vote of the members in good standing present at a

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Special meeting called for this purpose. The Board shall provide notice to the General Membership a unanimous Board approved resolution defining the dissolution not less than 45 days prior to the Special meeting called for this purpose.

**Section 2 Disposal of Possessions**

After dissolution has been approved in the preceding action, the disposal of The Club's assets shall be as follows:

All equipment on loan from members shall be returned within fifteen (15) days after the adoption of the dissolution resolution.

The Board of Directors shall pay all outstanding bills within fifteen (15) days after the adoption of the dissolution resolution.

There shall be an open auction of all The Club's property at a place and time designated by the Board of Directors.

The Secretary-Treasurer shall notify the State of Washington, the Internal Revenue Service, and any other agency required to be notified of The Club's dissolution.

All funds then left shall be given to a charity or another amateur organization as specified by the dissolution resolution.

**Section 3 FCC Notification**

The License Trustee shall notify the Federal Communications Commission in a timely manner upon club dissolution.

**Article XII PARLIAMENTARY PROCEDURES**

The current edition of "Roberts Rules of Order, Newly Revised" shall be the parliamentary authority in all cases not covered by this Constitution and By-laws.

The constitution and actions of this club are subject to the Revised Code of Washington.