

## **PREAMBLE AND PURPOSE**

The organization which calls itself the Nashua Area Radio Society; wishing to provide, through Amateur Radio, for the development and growth of Science, Technology, Engineering and Math (STEM) skills, emergency communications capabilities, public service through radio communications, and radio operating skills among our members, young people, and the general public; constitute ourselves and enact these Articles and By-Laws as our governing law. It will be our purpose to educate our members and the public at large in the areas of radio communications, related technical skills, current communications skills and techniques, related STEM topics, and to conduct educational programs and other activities to advance and grow the Amateur Radio Service as defined in FCC 47 CFR §97. All references to "The Organization" within this document will be defined to mean the Nashua Area Radio Society as defined by the Articles and By-Laws which follow.

## **ARTICLE I - GOVERNING BODY**

### **Section 1 – Composition, Officers, Directors, and Loyalty**

The governing body of The Organization will consist of an Executive Committee of seven (7) Full Members in Good Standing as defined in Article III, Section 1.

The Executive Committee members will consist of a President, Vice-President, Secretary, Treasurer, Programs Chairperson, Activities Chairperson, and Membership Chairperson.

The President, Secretary, and Treasurer will be the Officers of The Organization and will have the authority to enter into legally binding agreements on behalf of The Organization. The President will be the Principal Officer of The Organization and may use the titles Chairman and/or Chief Executive Officer as appropriate. Other Executive Committee members shall serve as Directors. Officers of The Organization will not take legally binding actions without the approval of the Executive Committee per Section 4 in this Article.

All Executive Committee members must be loyal to The Organization meaning that they shall provide a right of first refusal to the Executive Committee for any business, membership, recruiting, or other relationship that may have a material impact on The Organization.

### **Section 2 – Elections and Terms of Office**

The members of the Executive Committee of The Organization will be elected to an office for a term of two years by a simple majority ballot of the members present at the December regular membership meeting. Those running for Executive Committee positions must be Full Members in Good Standing and must be self or otherwise nominated by the conclusion of the November regular membership meeting. For the avoidance of doubt, no additions or changes to the slate established at the conclusion of the November regular membership meeting shall be permitted prior to the election held at the December regular membership meeting.

Should there be no candidate running for a given Executive Committee position by the conclusion of the November regular membership meeting, a Full Member in Good Standing shall be appointed by the Executive Committee per Section 4 of this Article at the first Executive Committee meeting that is held after the December election is complete.

Executive Committee members will be elected on a staggered basis. The President, Vice President, Activities Chairperson, and Programs Chairperson elections shall be held in odd calendar years and the Treasurer, Secretary, and Membership Chairperson elections shall be held in even calendar years.

To provide for a smooth transition, the full set of Executive Committee members will be elected in the year that these Articles and By-Laws are first adopted by The Organization's membership. The initial set of Executive Committee members will serve either for a one or two-year term until their offices are up for re-election per the regular schedule outlined in this section.

### **Section 3 - Vacancies**

Permanent vacancies occurring between regular elections will be filled by appointment and approval of Executive Committee members present at a monthly Executive committee meeting per Section 4 in this Article. Should the President, Secretary, or Treasurer positions become vacant, the Executive Committee will appoint a Full Member in Good Standing to serve until replacement candidate(s) can be put on a ballot and voted upon as a permanent replacement per Section 2 of this Article. Elected or appointed replacements for Executive Committee membership will hold their office until their office is due for a regular election as outlined in Section 2 of this Article.

### **Section 4 – Responsibilities and Actions**

The Executive Committee shall be responsible for all governance, operational, financial and legal decisions; approvals; and actions made on behalf of The Organization (collectively referred to as "Executive Committee Actions"). All Executive Committee Actions will be taken at a regular or special meeting of the Executive Committee. A quorum consisting of at least the President, Secretary, and Treasurer must be present or participating via teleconference at an Executive Committee meeting to take Executive Committee Actions on behalf of The Organization. All Executive Committee Actions must be approved by the majority of the Executive Committee members present and shall be documented in the meeting minutes by the Secretary. All references to Executive Committee approvals, appointments, actions, and decisions in this document will follow the procedures in this section.

### **Section 5 – Removal from Office**

Member(s) of the Executive Committee may be removed by a three-fourths vote of the Full Members in Good Standing who are in attendance at a regular membership meeting.

A "Valid Reason" for removal from Office shall be limited to willful or negligent violation of these Articles, By-Laws, Policies and Procedures of The Organization and/or dereliction, unethical, or unlawful behavior in connection with the conduct of their duties or The Organization's business.

Before such a vote is held, a written petition to remove an Executive Committee member which states a Valid Reason for removal must be signed by at least one-fourth of the Full Members in Good Standing and submitted to the Executive Committee for posting in the member's area of The Organization's website at least one month prior to the regular membership meeting where a vote to remove is to be taken.

Section 3 of this Article will govern the replacement of Executive Committee members who are removed per this Article.

## ARTICLE II - DUTIES OF THE EXECUTIVE COMMITTEE

### Section 1 - Meetings

The Executive Committee will meet at least once a month. Executive Committee meetings may be postponed or held via teleconference if the President deems this necessary due to special circumstances. Article I, Section 4 defines the quorum that is required for the Executive Committee to take Executive Committee Actions at these meetings.

Executive Committee meetings will be open to all Full Members in Good Standing. The date, time, and location of Executive Committee meetings will be posted in the member's area of The Organization's website. An Agenda indicating the topics to be discussed will be posted in the member's area of The Organization's website at least 1 day in advance of a meeting.

### Section 2 - President

The President shall conduct and lead The Organization's membership and Executive Committee meetings, serve as the chair of the Executive Committee, enforce due observation of these Articles and By-Laws, decide all questions of order, and perform other duties customary to the office of President or outlined in these Articles and By-Laws.

### Section 3 - Secretary

The Secretary shall maintain the records of The Organization, carry on official correspondence, and keep minutes of the regular membership and Executive Committee meetings and ensure that the minutes are available to the membership via the member's area of The Organization's website.

The Secretary will publish an official slate upon the conclusion of the November membership meeting as required by Section 2 of this Article and will conduct all voting procedures as defined in The Organization's Articles and By-Laws. The Secretary shall keep a record of the results of all votes taken by the membership and the Executive Committee.

The Executive Committee may deem it necessary to keep confidential records related to the conduct of The Organization's business. Use of confidential record keeping will be done only by Executive Committee Action and confidential records will be kept using a means that is visible only to all members of the Executive Committee. All records will be maintained per the Records Storage and Retention Policy and Procedures required by Section 5 of The Organization's By-Laws and the Records Storage and Retention Policy and Procedures document will identify the methods to be used to make non-confidential records available for viewing by The Organization's members. The Secretary shall ensure that all records are kept current and maintained as required in this Section.

The Secretary is also responsible for maintenance of The Organization's non-profit, 501(c)(3) (upon securing 501(c)(3) approval and status from the IRS), and corporate status by ensuring that the associated document filing requirements are completed on a timely basis. If such filings include a financial aspect, the Secretary shall work with the Treasurer to jointly ensure that applicable requirements are met.

Upon leaving office, the Secretary shall turn over all records in their possession belonging to The Organization to their successor.

#### **Section 4 - Treasurer**

The Treasurer shall receive and provide receipt for all monies paid and charitable contributions of goods and services made to The Organization. The Treasurer shall keep an accurate account of all monies and donations received and monies expended.

The Treasurer shall lead the creation and approval of a yearly operating budget for The Organization. The budget will be approved by the Executive Committee at an Executive Committee meeting. Once the budget is approved, the Executive Committee will review and approve any additions, changes, or deletions to the budget. The Treasurer will maintain a current copy of the approved budget in the member's area of The Organization's website. The Treasurer shall pay no bills or make or authorize any purchases that are not directly associated with current approved budget without prior approval of the Executive Committee. Procedures and the timeline for creating, approving, or modifying The Organization's yearly operating budget will be defined in the Budget and Audit Policy and Procedures required by Section 5 of The Organization's By-Laws.

The Treasurer shall present a summary of The Organization's finances and current budget at each regular membership meeting. At the end of each calendar quarter, the Treasurer will submit a summarized statement of disbursements and receipts along with a summary of the current and projected performance against the approved budget to the Executive Committee. Once the Executive Committee formally accepts the quarterly report, it will be posted in a member's area on The Organization's website.

The Treasurer is also responsible for the timely filling of federal, state, or local documents required for tax or other financial purposes. The Treasurer shall seek and keep current appropriate liability and other insurance protections for The Organization. Any changes to The Organization's insurance or tax status must be first approved by the Executive Committee. Upon leaving office, the Treasurer shall turn over all records and account access information in their possession belonging to The Organization to their successor.

#### **Section 5 – Vice-President**

In the absence of the President, the Vice-President shall assume the duties of that office within the limits of their status as a Director of The Organization. The Vice-President cannot satisfy the quorum requirement for Executive Committee approvals in Article I, Section 4.

The Vice-President shall also perform tasks assigned by the President, within the framework of these Articles and By-Laws.

#### **Section 6 – Program Chairperson**

The Program Chairperson shall plan the programs for the monthly membership meetings, regularly scheduled activities (if such are created by the Executive Committee), and shall review the program plans and schedule with the Executive Committee at their regular meetings. The Program Chairperson shall work with the person(s) who will deliver the planned programs to confirm their availability and to provide assistance as required. The Program Chairperson shall also provide additional potential programs in the event that a cancellation occurs.

## **Section 7 – Activities Chairperson**

The Activities Chairperson shall coordinate non-regularly scheduled (e.g. license or other training) activities. The Activities Chairperson shall act as a liaison between activity groups or committees and the Executive Committee to avoid scheduling conflicts and to ensure that planned activities have the support, promotion, and resources needed for success. The Activities Chairperson shall maintain an updated activities calendar for the current year and will publish the same on The Organization's website.

## **Section 8 – Membership Chairperson**

The Membership Chairperson shall receive and process all applications for membership and transfer any required dues or fees collected to the Treasurer. The Membership Chairperson shall maintain the official roll of all members, shall keep the membership records, and shall provide the Executive Committee with regular updates on The Organization's membership. The Membership Chairperson and the Treasurer shall work together to maintain a record of the Good Standing status as defined in Article III, Section 1 for Full Members. The Membership Chairperson shall ensure that the record of the Full Membership in Good Standing is published and kept current in the member's area of The Organization's website.

## **Section 9 – Vacancies**

Should a member of the Executive Committee temporarily not be able to continue their duties, the President shall appoint another member of the Executive Committee to assume their duties. An Executive Committee member who is appointed to temporarily assume the duties of another Executive Committee member cannot act as an officer of The Organization unless their primary role is that of President, Secretary, Treasurer. Executive Committee members serving by temporary appointment as described here may fulfill the quorum requirement outlined in Article I, Section 4.

Should a member of the Executive Committee become permanently unable to continue their duties, the position will be declared vacant by Executive Committee Action, and filled according to Article I, Section 3. The Executive Committee shall determine when Article I, Section 3 needs to be invoked.

## **Section 10 - Committees**

The Executive Committee will be empowered to establish and dissolve temporary committees for the purpose of conducting defined aspects of The Organization's business (Special Projects, License, and other Educational Activities, Member Activities, etc.). These committees will report directly to the Executive Committee, and will be responsible for the proper execution of their designated tasks. Any committee may be dissolved by the Executive Committee at any time for any reason.

## **Section 11 – Policies and Procedures**

Section 5 of The By-Laws set requirements for written Policies and Procedures to be created and approved by the Executive Committee. The Executive Committee is required to create the set of Policies and Procedures required by Section 5 of the By-Laws within three months of the approval of this document by the Full Membership in Good Standing. Policies and Procedures created or modified as outlined in Section 5 of The By-Laws will be considered as operational and governing extensions to the By-Laws of this document. All Policies and Procedures must be consistent with these Articles and By-Laws of The Organization and they cannot be used as a means to amend, modify, or remove these Articles or By-Laws. Article VII of this document will be the only means to amend this document.

## ARTICLE III - MEMBERSHIP

### Section 1 – Full Member

Any currently licensed Amateur Radio Operator will be eligible to apply for full membership. Full Member status will be granted by application and upon approval by the Executive Committee.

A Full Member will be considered to be in “Good Standing” if they are fully paid up on any dues or fees required by Executive Committee Action and if their Amateur Radio License is current. The Membership Chairperson shall keep and publish an up to date record of the membership including the Full Members in Good Standing.

Only Full Members in Good Standing as defined in this section will be permitted to serve as members of The Organization’s Executive Committee and through such membership, participate in the operation and governance of The Organization. Only Full Members in Good Standing shall be allowed to participate in the membership voting actions defined in this document.

### Section 2 – Associate Member

Associate membership will be offered to persons who are interested in Amateur Radio or related educational and skills development opportunities provided by The Organization. Associate Member benefits will be determined by the Executive Committee within the stated limit that Associate Members will not be allowed to vote or hold office in The Organization.

### Section 3 – Lifetime Member

Lifetime membership may be offered to persons who have previously been Full Members in Good Standing in recognition of their extraordinary contributions to The Organization and its goals as set forth in the preamble. Lifetime membership will be offered by Executive Committee Action. Lifetime Members will be considered to be Full Members in Good Standing and will enjoy the associated privileges of voting and holding office only if they also meet the criteria in Section 1 of this Article.

### Section 4 – Other Membership Classes

Other classes of membership which do not include the Full Membership in Good Standing privileges of voting and holding office may be established or rescinded by the Executive Committee. Such additional membership classes may include different dues, fees, privileges, and restrictions on participation in The Organization’s activities as deemed appropriate by the Executive Committee.

## ARTICLE IV – MEMBERSHIP MEETINGS, QUORUM

The By-Laws will provide for regular and special membership meetings. At meetings, a minimum of twenty Full Members in Good Standing, or one hundred percent (100%) of the Full Members in Good Standing, whichever is less, shall constitute a quorum for Executive Committee elections or other Full Member in Good Standing voting actions defined herein.

Should the President be unavailable to conduct a scheduled meeting, the President will either delegate the conduct of the meeting to another Executive Committee member or will delay the meeting until a time when

the President can be present.

## ARTICLE V - DUES AND FEES

The Executive Committee may levy upon The Organization's membership such dues and/or fees as it deems necessary for conducting the business of The Organization within its purposes set forth in the preamble. Non-payment of such dues or fees on or before the due date established by the Executive Committee will cause a member to immediately lose their Good Standing status including their associated privileges to vote and hold office, and will be cause for removal from The Organization's membership at the discretion and approval of the Executive Committee. Should a member forfeit their Good Standing status due to non-timely payment of dues or fees, the Executive Committee will take action to consider restoring their Good Standing status via Executive Committee Action at the next regular Executive Committee meeting after they have paid their overdue dues or fees.

A member of the Executive Committee will notify members at least 30 days in advance of the required date of payment of any dues or fees required to maintain their membership status per Article V. Said notification may be by electronic or other means approved by the Executive Committee.

## ARTICLE VI – DISOLUTION OR MERGER

The Organization may be dissolved or merged with another organization upon a two-thirds vote of approval of both the Executive Committee and the Full Membership in Good Standing at a regular meeting. The membership will be notified at least 7 days prior to a meeting to approve such an action. Notification will be made via the member's area on The Organization's website.

Upon The Organization's securing 501(c)(3) approval and status from the IRS, all of The Organization's assets will be allocated to other 501(c)(3) organization(s) either as part of or prior to an approved dissolution or merger action taking place. It shall be the responsibility of the Executive Committee to approve and oversee the details of an approved reallocation of The Organizations' assets.

## ARTICLE VII - AMENDMENTS

These Articles and By-Laws may be amended by a two-thirds vote of approval by both the Executive Committee and the Full Members in Good Standing who are in attendance at a membership meeting.

Proposals for amendments will be submitted in writing at a regular membership meeting, will be published in the member's area of The Organization's website at least one month prior to approval, and shall be voted on at the following regular membership monthly meeting. Publication in the member's area of The Organization's website as required here will serve as the required notification of the intent to amend the Constitution and/or By-Laws at said meeting.

Amendments adopted under this Article shall take effect immediately.

## ARTICLE VIII – RULES OF ORDER

The Executive Committee will use Robert's Rules of Order to govern all proceedings not defined in these Articles and By-Laws.



## ARTICLE IX – OFFICES

The principal office of The Organization shall be located at 3 Windsor Drive, Amherst, New Hampshire. The Organization may have other such offices as the Executive Committee may determine or deem necessary, or as the affairs of The Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

## **BY-LAWS**

### **Section 1 - CONSTITUTION AND BY-LAWS**

It shall be the duty of the Secretary to keep the Constitution and By-Laws of The Organization and have same available in a plainly viewable form (either hard copy or electronically viewable) at all meetings. These Articles and By-Laws shall be published in a public area on The Organization's website.

### **Section 2 - MEMBERSHIP**

Applications for membership as well as annual membership renewals will be submitted online via The Organization's website. An option to apply for or renew membership via a paper form will also be available for any member or applicant for membership who specifically requests it. Each applicant for a new membership or a member who is renewing their membership must express a willingness to abide by these Articles and By-Laws and other rules of The Organization. The Membership Chairperson shall present a summary of all initial applications for any class of membership for review and final approval by the Executive Committee at their regular meetings. Executive Committee approval is required for an applicant for membership to become a Full Member in Good Standing

### **Section 3 – MEMBERSHIP MEETINGS**

Regular membership meetings will be held monthly at such time and place as the Executive Committee shall decide and approve.

Special meetings will be called by the Executive Committee upon the written request of one-fourth or more of the Full Members in Good Standing.

The Executive Committee may, by Executive Committee Action, call a Special Membership Meeting at any time for any purpose.

A written agenda of topics to be discussed and the business to be transacted shall be provided to members concerning Special Membership Meetings. This required notice will be provided via posting in the member's area of The Organization's website at least 7 days before a Special Membership Meeting is held.

### **Section 4 – DUES AND FEES**

Per Article V, the Executive Committee shall set the annual dues and or fees required for membership in The Organization. The dues or fees for each class of membership will be posted on The Organization's website. The Executive Committee will have the authority to create discounted dues and fees structures and amounts or waive dues and/or fees for groups of members (e.g. Family Members) as they deem appropriate.

Changes in dues or fees will be handled as part of the Executive Committee meeting process defined in Article II, Section 1 to allow Full Members in Good Standing to provide input to the Executive Committee's decision-making process in this area.

## **Section 5 – POLICIES AND PROCEDURES**

The Executive Committee shall create written Policies and Procedures that will govern the operation of The Organization. The required set of these documents shall include:

- Executive Committee Member Conflict of Interest Policy and Procedures – which defines the scope, disclosure requirements, and handling of potential conflicts of interest.
- Whistleblower Policy and Procedures - which provide for identification and handling of conduct by any member which is deemed to be in material breach of their acceptance of these Articles and By-Laws and the approved Policies and Procedures. The Executive Committee shall investigate and take appropriate action which may include revocation of membership in The Organization or limits on the member's participation in The Organization's activities.
- Records Storage and Retention Policy and Procedures – which identify the content, handling, access, storage, and retention requirements of The Organization's records.
- Budget and Audit Policy and Procedures – covering delegation and oversight of budget expenditures by Officers and Directors. This document also covers the scope of and procedures for conducting annual audits.

The Executive Committee may create additional Policies and Procedures or change existing ones at any time as they deem necessary to provide for the ongoing governance and operation of The Organization. The Executive Committee may also abolish any Policy or Procedure that it deems to be no longer required except for those required by this Section of The Organization's By-Laws. Approval of all Policy and Procedures documents will be by Executive Committee Action.

The Secretary shall summarize any approved changes in The Organization's Policies and Procedures at the next regular membership meeting. A current copy of the approved Policy and Procedure documents will be maintained in a member's area of The Organization's website.

## **Section 6 – EXECUTIVE COMMITTEE ANNUAL REVIEW AND DISCLOSURE**

All Executive Committee members shall be required, on an annual basis, to review and accept in writing these Articles and By-Laws, the full set of the approved Policies and Procedures of The Organization, and their associated duties and obligations as members of the Executive Committee.

Any exceptions or material conflicts shall be disclosed in writing and submitted to the Executive Committee for review. Any disclosed exceptions or conflicts will be reviewed and appropriate action taken by the Executive Committee.

An Executive Committee member who discloses a potential conflict will recuse themselves from the final Executive Committee decision process related to potential actions taken as a result.

## **Section 7 – VOTING**

The Secretary shall conduct all voting actions provided for by these Articles and By-Laws according to the requirements specified herein and will ensure that a) applicable quorum requirements are met, b) that only Full Members in Good Standing are permitted to vote, and c) only Full Members in Good Standing who are physically present when a vote is taken are considered in determining the results of a voting action. The only exception to element c) shall be to allow Executive Committee members participating via teleconference to vote at an Executive Committee meeting designated by the President to be conducted via teleconference per Article II, Section 1.

Voting may be conducted by roll call, a vote of verbal acclamation, or by ballot. The method to be used will be determined by the President or their designated delegate.