

Bylaws of the Woodmont Amateur Radio Association, Inc.

Adopted January 12, 2015

Revised February 8, 2017

Article I. Structure

Section 1.01 The name of the organization is “The Woodmont Amateur Radio Association, Inc.”, hereinafter referred to as WARA.

Section 1.02 WARA shall be a 501(c)(3) Not for Profit, Nonstock Connecticut Corporation organized exclusively for the following purposes:

- (a). To educate and increase the proficiency of its members in the science of radio communications.
- (b). To provide for the dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.
- (c). To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service, particularly during periods of emergency or disaster.
- (d). To conduct periodic classes in radio science for persons seeking an amateur radio license or for those seeking to upgrade their current license.
- (e). To encourage and sponsor experimental activities in radio communication and electronics to the end that skills and experience gained in amateur radio will further the application of these sciences to benefit the public at large.
- (f). To promote the elevation of standards of practice and ethics in the conduct of amateur radio communications.

Section 1.03 The principal office of WARA shall be located within or without the State of Connecticut, at the Woodmont Borough Hall, Milford, Connecticut, or at such place as the Board of Directors shall from time to time designate. WARA may maintain additional offices at such other places as the Board of Directors may designate.

Article II. Membership

Section 2.01 Eligibility. All individuals interested in Amateur Radio communications shall be eligible for Membership and need not be licensed Amateur Radio Operators. Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial. Prospective members must submit a membership application form prior to a monthly meeting. A majority vote of the Members of WARA that are present at the next monthly meeting in favor of the applicant is required to obtain membership. A current list of all Members will be maintained by the Secretary.

Section 2.02 Term of Membership. The term of a membership in WARA will continue until either the member resigns by mailing or delivering written notice to the Secretary of WARA (any resignation to take effect when such notice is delivered unless the notice specifies a later effective date) or the member is removed under Article VI.

Section 2.03 Monthly Meeting. A meeting of the members shall be held once a month, and the transaction of any other business as may properly come before the members as determined from time to time by the members.

Section 2.04 Special Meetings. Special meetings, are meetings other than Monthly Meetings of the members, and may be called at any time by the President or by the Board of Directors with at least one week notice to the membership when an issue must be addressed by the Membership sooner than the upcoming regular meeting. The notice for a special meeting must include the issue to be addressed and the reason why the issue cannot be addressed at the soonest regular meeting. The agenda of a special meeting shall be limited to the specific issue that necessitated the special meeting. Whenever possible, special meetings should be called on dates that avoid conflicts for the Membership and maximizes the number of attendees.

Section 2.05 Events. A gathering of members that is purely a social, educational or public service event such as Field Day, emergency drill or a WARA outing. Events under the control of WARA shall not be planned to conflict with regular or special meetings and must be posted in WARA's Website

Section 2.06 Place and Time of Meetings.

- (a) Regular Meetings will be held on a monthly basis on the 2nd Wednesday of each month except on holidays and in the month of December. Meetings will begin promptly at 6:30 P.M. and last no longer than 2-1/2 hours. Each meeting will consist of a short business meeting followed by a program of interest to the WARA Membership. All meetings unless otherwise posted will be conducted at the Woodmont Borough Hall located at 128 Kings Highway, Milford, CT.
- (b) Committee Meetings will be held on at a time, date and place chosen by the committee chair with the intent on maximizing attendance.

Section 2.07 Notice of Monthly, Special and Committee Meetings.

- (a) Notice of Regular Meetings shall be posted on the WARA website at least one week prior to each meeting. Said Notice shall include the date, time, place and when possible any special program offered in the non business portion of the meeting. Notice of a meeting need not indicate the purpose or purposes for which the meeting is being called, except that, the purpose must be provided if, (i) the Bylaws may be brought up for amendment or repeal, (ii) there is to be an election of Officers
- (b) The notice for a Special Meeting must be posted on the WARA website and emailed to each member at the email address on record with the Secretary. The notice must include the issue to be addressed and the reason why the issue cannot be addressed at the soonest regular meeting. The agenda of a special meeting shall be limited to the specific issue that necessitated the special meeting. Whenever possible, special meetings should called on dates that avoid conflicts for the membership and maximizes the number of attendees.
- (c) Notice of committee meetings should be posted on the WARA website at least a week prior to the meeting. The Notice shall include the date, time and place of the meeting.

Section 2.08 Quorum.

- (a) Normal Quorum. The presence of least half the members entitled to vote will constitute a normal quorum of the Membership. Any motion, with the exception of elections of officers and bylaw amendments, may be entertained and voted on with a normal quorum.
- (b) Special Quorum. The presence of a normal quorum plus such additional members and proxies or advance ballots that represent at least two thirds of the total membership will constitute a Special Quorum. All votes requiring a special quorum must be counted by a show of hands or by roll call.

Section 2.09 Vote.

- (a) All actions, except those specifically set forth herein as exceptions, are to be taken by vote of the members with a normal quorum, and shall be authorized if the votes cast by such members favoring the action exceed the votes cast by such members opposing the action.
- (b) Unless there is an unopposed slate, a special quorum is required to elect each officer. In each contested election, the candidate with the most votes and advance ballots shall be the victor.
- (c) A motion to amend the bylaws requires a special quorum to be brought to a vote. The amendment shall be ratified if the votes cast by the members present combined with any proxy votes favoring the amendment exceed the votes cast by the members present combined with any proxy votes.

Section 2.10 Voting by Proxy.

Members unable to attend a meeting that requires a special quorum to vote on a bylaw amendment may designate their voting power to another member to vote in their absence. A member who is voting on behalf of another is called a "proxy" and the person designating them is called a "principal". A member may serve as a proxy for up to three principals.

A principal must notify the secretary who their proxy is in writing or email. The notification must include the name of the principal, the name of the proxy, the date of the meeting the proxy is to vote in, subject of the vote and the principal's instructions to the proxy. Email notifications of proxies must be sent to the secretary at least one hour before the published start time of

the meeting the proxy will vote in. Written notifications of proxies may be handed to the secretary prior to the start of the meeting. No notification of proxy shall be accepted after the start of the meeting.

In a vote involving proxies using the show of hand method, the presiding officer shall call for a show of hands in favor of the motion and count the hands, then call for a show of hands for any proxies voting in favor of the motion. Each proxy will then declare how many proxy votes they hold that are in favor of the motion and the identity of the the principals they are voting for and those votes will be counted. The presiding officer will then repeat the procedure for votes opposed to the motion. The names of the proxies, their principals and their votes will be included as part of the minutes.

In a vote involving proxies using a roll call. The presiding officer will call the roll of those present and of the principals who have notified the secretary of their proxy in accordance with this section. When the name of a principal is called, the proxy shall announce their vote followed by the phrase “By Proxy”.

Section 2.11 *Voting by Advance Ballot.*

Members unable to attend a meeting that requires a special quorum to elect officers may vote by advance ballot. A member must submit their advance ballot to secretary in writing or email. The advance ballot must include the name of the member, the date of the election, the title of each office and the name of the candidate they are submitting a vote for. Email advance ballots must be sent to the secretary at least one hour before the published start time the meeting during which the election is to be held. Written advance ballots may be handed to the secretary prior the start of the election. No advance ballots shall be accepted after the start the election.

After the members who are present at the meeting vote for each office, the presiding officer shall read aloud the advance ballots for that office and add those votes to the tally of the appropriate candidate.

If a member submits an advance ballot and is present during the election, their advance ballot shall be disallowed.

Article III. Officers

Section 3.01 Eligibility. The Membership shall elect a President, Vice-President, Secretary, Treasurer and Public Information Officer. In addition, the Board of Directors may appoint a Temporary Officer for a special purpose. Temporary Officers may not have a term in excess of one year and may be terminated by the Board of Directors at any Board of Directors meeting. Temporary Officers will not participate in the Board of Directors. Eligibility to hold office is conditioned on an individual being a member in good standing for at least one year and holding a valid Amateur Radio license. Officers shall be elected by the members present at a monthly or special meeting with proper notice as set forth above, provided there be a quorum. The same individual may not simultaneously hold more than one office.

Section 3.02 Term of Office. Each Officer shall hold office for a term for which he or she is elected for two (2) years or until his or her successor has been elected and qualified. An individual may not hold the same office for more than two terms and may not serve more than two consecutive terms as an Officer.

Section 3.03 Elections. During August of an election year a committee will be formed by the Board of Directors to gather perspective Officers names and submit them to WARA Membership for election. Each position should have at least 2 candidates and both must be eligible for election under the stated rules above. The following are the positions available for election:

- (a) President
- (b) Vice President
- (c) WARA Treasurer
- (d) WARA secretary
- (e) Public Information Officer

Section 3.04 Resignation. Any Officer may resign at any time by delivering written notice to another WARA Officer. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered. Any vacancies occurring between elections due to resignation, removal, or other circumstances must be filled by special elections at the first monthly meeting following the resignation, removal, or other circumstance.

Section 3.05 Powers and Duties of Officers.

- (a) *President.* The President shall serve as the chief executive Officer of WARA. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of WARA in accordance this Bylaws and any policies and directives approved by the Board of Directors. The President shall have all powers and authorities not otherwise reserved for or delegated to others in these bylaws. In addition, the President shall be an authorized signatory on all WARA bank accounts to allow him or her access to said accounts in the event the treasurer is unable to act or is removed from office.
- (b) *Vice-President.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President will manage the relationship with the local ARRL's local ARE^S® Emergency Coordinator to further WARA participation in the Amateur Radio Emergency Service®. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- (c) *Secretary.* The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and of the Board of Directors, authenticating and maintaining the records of WARA, and shall give or cause to be given all notices in accordance with these bylaws, and, in general, shall perform all duties customary to the office of Secretary.

The Secretary shall also keep a roll of members, submit Membership applications, carry on all correspondence, read communications at each meeting, email written meeting notices to each member, as prescribed in Article II section 2.07 of these Bylaws, and filing all corporate reports and documents required to maintain WARA's nonprofit status in good standing with the federal government and the State of Connecticut.

In addition, the secretary shall manage the maintenance of the portion of WARA website that pertains to the executive functions of WARA, including but not limited to meeting notices, minutes, list of Officers and standing committee chairs and any documents that must be made public by federal law, state statute, or regulation. At the expiration of his/her term he/she shall turn over all items belonging to WARA to his/her successor.

- (d) *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and property of WARA. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of WARA, and shall deposit all monies and other valuable property of WARA in the name and to the credit of WARA in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors.

In addition, the Treasurer shall file all WARA reports and documents required by the State of Connecticut Department of Revenue Services and the United States Internal Revenue Service. At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts.

He or she shall at all reasonable times exhibit the books and accounts to any Officer of the WARA, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. At the end of his/her term he/she shall turn over everything in his/her possession belonging to WARA to the newly elected Treasurer.

- (e) *Public Information Officer (PIO)*. The PIO shall coordinate Public Events, (such as Field Day, walks, fund raisers, etc.) function as the sole public contact in times of emergencies, maintain and monitor all social media for WARA and manage the portions of the website that provide information to the public. The PIO shall report all proposed activities to the Secretary for posting on the WARA Web Site.

Section 3.06 *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have such authority to perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause.

Section 3.07 *Compensation of Officers, Agents and Employees.* No compensation will be provided to Officers; however, the Board of Directors may compensate agents and employees for services rendered. The Board of Directors shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined.

Article IV. Committees

Section 4.01 *Standing Committees.* The Membership may create standing committees such as, but not limited to, interference, technical, program, publicity & Membership, by majority vote of those present at any regular meeting. The motion to form a standing committee must specify the purpose, authority and makeup of the committee

Section 4.02 *Ad Hoc Committees.* The Board of Directors, the Membership or the President may create Ad Hoc committees. Such committees must be formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective.

Section 4.03 *Assistance.* WARA, through general membership or a technical Committee 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 WARA member-stations. WARA shall also maintain programs intended to foster positive relations with the public.

Article V. Board of Directors

Section 5.01 *Power of the Board of Directors.* All activities, properties and affairs of WARA are subject to oversight by the Board of Directors.

Section 5.02 *Number of Officers.* The Board of Directors shall consist of all elected Officers. Officers under suspension are not considered a member of the Board of Directors.

Section 5.03 *Meetings of the Board of Directors.*

- (a) An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors, for the transaction of business as may properly come before the meeting. Notice of the annual meeting must be posted on the WARA website at least 14 days prior to the meeting.
- (b) Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board of Directors. Regular meetings of the Board of Directors must be posted on the WARA website providing notice of the date, time, place the meeting, except that, unless stated in the written notice of the meeting, no articles of the Bylaws may be brought up for adoption, amendment or repeal.
- (c) The President or a majority of the Officers may call special meetings of the Board of Directors at any time. Notice of each special meeting of the Board of Directors shall be posted on the WARA website and shall include the date, time and place of the meeting not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called. Board of Directors members and shall be given notice personally, by telephone, fax, electronic mail or other form of electronic transmission, or by mail or private carrier not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

Section 5.04 *Quorum of Officers and Voting.* A majority of the Officers shall constitute a quorum for the transaction of business or of any particular business. The vote of a majority of the Officers present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board of Directors.

Section 5.05 *Action without a Meeting.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors take the action. Written consent(s) describing the action(s) taken, shall be signed by each Officer and shall be included in the minutes of the next regular membership meeting and if appropriate, filed with the corporate records. Said consents shall evidence such action.

Section 5.06 *Meetings by Conference Telephone.* Any one or more members of the Board of Directors may participate in any meeting of the Board of Directors by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Officers participating in the meeting may simultaneously hear each other during the meeting. An Officer participating in a meeting by such means is deemed to be present in person at the meeting.

Section 5.07 *General Standards of Conduct for Officers and the Board of Directors.*

- (a) An Officer shall discharge duties: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Officer reasonably believes to be in the best interests of WARA.
- (b) In discharging duties, an Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more Officers or employees of WARA whom the Officer reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence; or (3) a committee of the Board of Directors of which the Officer is not a member if the Officer reasonably believes the committee merits confidence.
- (c) An Officer is not acting in good faith if the Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the preceding sentence unwarranted.

Article VI. Removal of Officers and Members

Section 6.01 *Removal of Officers*

- (a) *For Cause.* An Officer may be removed for cause if he/she is found to have not adhered to the General Standards of Conduct for Officers and the Board of Directors, or is found abusing or mishandling WARAs records and or finances. Removal may also occur due to gross negligence, consistent failure to attend monthly, special, or Board of Directors meetings.

- (i) A removal for cause action may be brought by one or more Officers or Members and will be presented to the President or Vice President for consideration of the Board of Directors.
 - (ii) Once a removal for cause action has been presented to the Board of Directors, the officer in question shall be immediately suspended from office and all powers and authorities thereof shall be revoked until the issue is resolved by vote of the Membership.
 - (iii) Removal of an Officer for cause requires a two-thirds vote of the full Membership and must be presented to the Membership at the next regular WARA meeting. The membership may also vote to remove the membership of the officer in question for cause at this same meeting if the vote for removal from office is successful.
 - (iv) If less than three-fourths of the membership is in attendance at a meeting with a motion to remove an officer, the motion will be tabled until the next meeting.
- (b) *Without Cause.* An Officer may be removed from office without cause upon written petition of six (6) or more members presented to the President or Vice President. The petition will be considered at the next regular meeting of WARA and voted on by the Membership. Removal will only occur upon three-fourths vote of the full Membership.
 - (c) If less than three-fourths of the membership is in attendance at a meeting with a motion to remove an officer, the motion will be tabled until the next meeting.

Section 6.02 *Removal of Members.*

- (a) A member may only be removed for cause by a petition of the Membership. Cause may consist of, but is not limited to, failure to pay dues, acts of physical or psychological intimidation, theft or willful damage of WARA or member property, refusal to comply with WARA rules in general or borough rules concerning the use of borough property, flagrant violation of FCC regulations, expressed prejudice regarding race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that is considered socially unacceptable.

- (b) Once a written petition for removal of membership with of six (6) or more member signatures has been presented to an officer, the member in question shall be immediately suspended from the club and all benefits of membership shall be revoked until the issue is resolved by vote of the Membership.
- (c) Removal of a member for cause requires a three-fourths vote of the full Membership and must be presented to the Membership at the next regular WARA meeting.
- (d) If less than three-fourths of the membership is in attendance at a meeting with a motion to remove membership, the motion will be tabled until the next meeting.

Article VII. Dues

Annual Membership dues are payable by the 15th of January of each year. Only paid Memberships will have voting rights and access to WARA resources and activities, insurance, equipment and food. WARA, by majority vote of those present at any regular meeting, may levy upon the general Membership such dues or assessments as shall be deemed necessary for the business of the organization. Notice of any votes on dues increases or assessments must be provided at least one week prior to the meeting, and will not be considered a change to the Bylaws. Non-payment of such dues or assessments shall be cause for expulsion from WARA within the discretion of the Membership.

Article VIII. WARA Call sign

Section 8.01 The President shall assign or maintain trusteeship of WARA call sign.

Section 8.02 The trustee shall:

- a) Be a member of WARA in good standing
- b) Meet FCC requirements.
- c) Not had his/her Radio Amateur licensed revoked or sanctioned at any time.

Article IX. Dissolution of WARA

Section 9.01*Termination of Operations.* In the event that the Board of Directors determine that WARA should be dissolved, the motion for dissolution must receive more than two thirds vote of the full Membership to pass.

Section 9.02*Disposition of Assets.* The Board of Directors shall handle the disbursement of all assets of WARA.

- (a) No member or group of members shall receive benefit from the assets.
- (b) Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation 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.

Article X. Amendments

Section 10.01 These Bylaws may be amended by a two-thirds vote of the total Membership.

Section 10.02 *Notice to Membership.* Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been sent notice by email and posted on the WARA website, stating the intent to amend the Bylaws at said meeting along with a copy of the proposed change(s).

Article XI. Facilities

Section 11.01 WARA has been granted the use of the Woodmont Borough Hall as a place to conduct our meetings and training and as a place to setup and operate Amateur Radio Equipment.

Section 11.02 From time to time and in case of an emergency, WARA will provide communications for the Borough of Woodmont and the City of Milford as is described in separate emergency service MOUs between WARA, the borough of Woodmont, the city of Milford and the Connecticut Section of the Amateur Radio Emergency Service (ARES).

Section 11.03 All members will abide by the directions of the Officers of the Borough concerning use borough property.

Section 11.04 A copy the rules regarding the use of the Borough Hall and the Memorandums Of Understanding (MOU) between WARA and the Borough of Woodmont, the City of Milford and the Connecticut section of ARES must be kept clearly posted in the radio shack at all times and be available on the WARA website.

Article XII. Equipment

All WARA members will have access to the equipment / radio room located in the Woodmont Borough Hall provided that an authorized key holder is available. All equipment must be handled with care and any damage caused by mishandling will be the responsibility of WARA member.

Article XIII. Amateur Radio Emergency Service® – ARES®
ARES® is a program of the American Radio Relay League® (ARRL®). WARA will abide by the rules and regulations of the ARRL’s Field Organization as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications.”

Article XIV. IRS 501(c)(3) Tax Exemption Provisions

Section 14.01. Private Inurement.

No part of the net earnings of the Organization shall inure to any member of the Organization not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Organization, nor to any other private persons, excepting solely such reasonable compensation that the Organization shall pay for services actually rendered to the Organization, or allowed by the Organization as a reasonable allowance for authorized expenditures incurred on behalf of the Organization.

Section 14.02. Political Activity and Lobbying.

No substantial part of the activities of the Organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 14.03. *Nonexempt Activities.*

The Organization shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or here after amended.

Section 14.04. *Loans and Guarantees.*

The Organization shall not lend any of its assets to any Officer or Director of this Organization, or guarantee to any person the payment of a loan by an Officer or Director of this Organization.