

# Prince George's County Emergency Radio Association, Incorporated

October 15, 2011

As amended April 6, 2012 and December 17, 2012

## Constitution (A1)

### Preamble:

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves the Prince George's County Emergency Radio Association, Incorporated and enact this constitution as our governing law. Our purpose shall include providing resources and education to Amateur Radio operators in the use and operation of Amateur Radio in support of various served agencies in time of emergency *and during selected special events*. (A2)

We will further the exchange of information and cooperation among members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct group programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

The Association does not contemplate pecuniary gain or profit and is organized for nonprofit purposes. Notwithstanding any other interpretations, "nonprofit purposes" shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

## Article I

### Membership:

All persons interested in Amateur Radio *emergency* (A13) communications shall be eligible for membership. Membership shall be by *written* (A14) application and election upon such terms as the Association shall provide in its By-Laws.

## Article II

### Officers:

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

Sec. 2. The officers of this Association shall be elected for a term of one year by ballot of the members present, provided there be a quorum, at the annual meeting. *An annual meeting shall be held in the last quarter of the calendar year and may be the same as the fourth quarter meeting.* (A3)

Sec.3. Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation.

Sec. 4. Officers may be removed by a three-fourths vote of the membership.

Sec. 5. The above listed officers shall constitute the Board of Directors.

Sec 6. The ARRL appointed Emergency Coordinator for Prince George's County Maryland shall be a permanent non-voting officer of the Board of Directors.

### **Article III**

#### **Duties of Officers:**

Sec. 1. The President shall preside at all meetings, and conduct them according to the rules adopted. He/she shall enforce due observance of this Constitution and By- Laws; decide all questions of order; sign all official documents adopted by the Association, and perform all other duties pertaining to the office of President. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the Association to his/her successor.

Sec. 2. The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall organize group activities, plan and recommend contests for operating benefits, and advance group interest and activity as approved by the Association. He/she shall maintain close liaison with the ARRL appointed Emergency Coordinator for Prince Georges County to further group participation in the Amateur Radio Emergency Service. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the Association to his/her successor.

Sec. 3. The Secretary-Treasurer shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications , carry on all correspondence, read communications at each meeting, and mail *send meeting notices written either physically or electronically* to each member. He/she shall receive and receipt for all monies paid to the Association; keep an accurate account of all monies received and expended; pay no bills without proper authorization *by the group or its officers constituting a business committee*. At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the Association to his/her successor and the Board of Directors shall conduct an audit of accounts. (A4)

### **Article IV**

#### **Meetings:**

The By-Laws shall provide for regular and special meetings. At meetings, a minimum of one-third of the membership shall constitute a quorum for the transaction of business.

Robert's Rules shall govern proceedings.

### **Article V**

#### **Dues:**

The Association, 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. Non-payment of such dues or assessments shall be cause for expulsion from the

Association within the discretion of the membership. For further guidance refer to Section 4 of the attached Bylaws.

### **Article VI**

#### **Membership Assistance:**

The Association, through designated Committees will provide technical advice to members concerning equipment design including antenna design and radio operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiations from Association member-stations. The Association shall also maintain a program to foster and guide public relations. *It shall be the authority of the Board to establish committees and to fill those committees with Association members through volunteerism and appointment.* (A5)

### **Article VII**

#### **Amendments:**

This Constitution or By-Laws may be amended by a two-thirds vote of the total 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 noticed by mail *either written or electronically* of the intent to amend the constitution and/or By-Laws at said meeting. (A6) (A7)

### **Article VIII**

*Finances. The three member Executive Board shall be responsible for approval of disbursement of funds (i.e. act as the Finance Committee) or, at its discretion may appoint a finance committee of no fewer than three full members. Expenditures shall be for materials (parts, cable, small equipment items, antennas, etc.) and for services (such as insurance) and shall be purchases that benefit the Association and those organizations the Association supports. ~~Approval must be unanimous.~~ Approval must be by simple majority vote (A15). Expenditures for any single item costing in excess of \$250 or for special events items such as refreshments for meetings or other Association activities, will require approval by a vote of one third of the membership (the quorum for conducting business). No approval for expenditure may exceed the Associations minimum bank balance and the balance must allow for sufficient funds to be available to pay for the following period of insurance and annually repetitive expenses if any. The Associations financial records will be reviewed annually by a review committee composed of three Association members other than those with fiduciary responsibilities.* (A8)

#### **By-Laws:**

1. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer to keep the Constitution and By-Laws of the Association and have the same with him/her at every meeting. He/she shall note all

amendments, changes and additions on the constitution and shall permit it to be consulted by members upon request. (A9)

2. Membership. Full membership is open to FCC licensed Amateur Radio operators. Associate membership is open to those actively engaged in a class leading to an Amateur Radio license and all other interested persons. Full membership includes all Association privileges as well as rights to hold an Association office and to vote for officers.

Associate membership includes all Association privileges except for the right to hold office and vote for officers. Applications for membership shall be submitted at regular meetings. The Board of Directors shall review the application and vote on the acceptance; a majority vote is required. Members may be removed by a three-fourths vote of the membership.

3. Meetings. *Board meetings shall be held on an as needed basis but at a minimum of quarterly.* Regular meetings shall be held on an as needed basis, but at a minimum of *quarterly*. Meetings shall be announced with enough notice as practical for maximum attendance. Special meetings may be called by the President upon the written request *either physically or electronically*, of any five Association members in good standing. Notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting. (A10) (A11)(A12)

4. Dues. A regular yearly assessment of ~~\$10.00~~ \$25.00 (A16) per member is hereby assessed in accordance with the provisions of Article V of the constitution for the purpose of providing funds for expenses. Annual dues are to be paid in January of each year for the calendar year. Dues are considered delinquent on the last day of February. Members who become delinquent will be kept on the roster for a grace period of one month. Delinquent members will not have voting privileges nor may such members hold office in the Association. For members applying for membership after June 30 shall only be required to ~~\$5.00~~ \$12.50 (A17).

**Signed:**

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SPENCE R. SPENCER President

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DAVID L. MILLIGAN Vice President

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JAMES C. TILTON Secretary-Treasurer

**Amendments Approved April 6, 2012:**

A1 Add "Constitution"

A2 Add "and during selected special events"

A3 Add "An annual meeting shall be held in the last quarter of the calendar year and may be the same as the fourth quarter meeting"

A4 Change to "send meeting notices either physically or electronically"

A5 Add "It shall be the authority of the Board to establish committees and to fill those committees with Association members through volunteerism and appointment"

A6 Change to capitol C

A7 Add "either written or electronically"

A8 Add Article VIII

A9 Change to capitol C

A10 Add "Board meetings shall be held on an as needed basis but a minimum of quarterly"

A11 Change to "of quarterly"

A12 Add "either physically or electronically"

**Amendments approved December 17, 2012:**

A 13 Add word "emergency"

A 14 Add word "written"

A 15 change to "Approval must be by simple majority vote"

A 16 change to "\$25"

A 17 change to "12.50"