

# Constitution

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## Preamble

We, the undersigned, in order to secure for ourselves the pleasures and benefits of an association of people with common interests in Amateur Radio operations in Delaware, Southern New Jersey, Northern Maryland, and Southeastern Pennsylvania, do hereby constitute ourselves the Delaware Repeater Association, and do enact this Constitution as our governing law.

The Delaware Repeater Association's Registered Office in the State of Delaware is located at the address specified by the Association's Registered Agent-

*It shall be our purpose:*

1. Primarily to educate interested parties, the public, and certain governmental agencies on Amateur radio.
2. To install, license, operate, and maintain repeaters, repeater systems, "mesh" networks, and related systems.
3. To further the exchange of information and cooperation between Members and other repeater users.
4. To promote Amateur Radio knowledge, fraternalism, operating courtesy, and efficiency.
5. To conduct our activities in the coverage area as a public service.

The Association may pursue other avenues of Amateur Radio operations, as well.

## Organization

### First:

The Association shall be a nonprofit corporation. Said corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Second:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association's stated purpose (above). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any

candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or the corresponding section of any future federal tax code.

### **Third:**

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to other 501(c)(3) amateur radio organization(s), the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Fourth:**

The Corporation shall not have any capital stock.

### **Fifth:**

The Corporation shall have members. Nevertheless, any membership dues/fees collected shall be treated as contributions and nothing of value shall be provided in exchange for membership fees.

## **Article I      Membership**

### **Section 1**

Membership shall be open to all persons interested in the Association and its goals, and shall upon application and acceptance, be admitted to the Membership. However, any Member who is not a licensed Amateur Radio operator, or is not current with dues, shall not be eligible to vote on any Association matters.

### **Section 2a**

Any individual having submitted the proper application and payment of dues to the Board of Directors shall be considered for Membership in the Association.

### **Section 2b**

The Board of Directors may reject for cause any individual's application for Membership in the Association.

### **Section 2c**

Upon recommendation of Members and approval of the Board, honorary Membership shall be conferred on individuals for due cause.

## **Section 2d**

For the purposes of voting and the assessment of dues, Officers and Directors are considered Members.

## **Article II      Officers**

### **Section 1**

The Officers of this Association shall be President, Vice-President, Secretary, and Treasurer. The Officers of this Association shall be elected for a term of one year by ballot and a majority of the Members present at the December meeting.

### **Section 2**

The Board of Directors shall be made up of the Officers of this Association, the past President, the Trustee, the Chairperson of the Technical Committee, and one elected Member-at-Large. The elected Members to the Board of Directors shall be elected in December for a term of two years. During the first year, one Board Member shall serve a term of three years.

### **Section 3**

The President will fill any vacancies occurring between elections for the remainder of the term, with the approval of a majority vote of the Board of Directors.

### **Section 4**

The Board of Directors may remove any Officer or Board Member for cause with a motion from the Membership and a three-fourths majority of the Board of Directors.

## **Article III      Duties of Officers and the Board of Directors**

### **Section 1**

The President shall preside at all meetings of the Membership and the Board of Directors of the Association, and conduct same according to Robert's Rules of Order; enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents that are adopted by the Association; and perform all customary duties pertaining to the Office of President.

### **Section 2**

The Vice-President shall assume all the duties of the President in the absence of the President.

### **Section 3a**

The Secretary shall keep a record of the proceedings of all meetings, including motions and the votes thereon, keep a roll of members, receive applications for membership, carry on all correspondence, read communications at each meeting, post notices of every general meeting of the Association, as well as perform any other secretarial duties as assigned.

In addition, the Secretary shall maintain primary responsibility for administration of the Association's website and any social media platform. However, the Board of Directors may, from time to time designate other Officers to assist the Secretary with these particular tasks.

The Secretary shall, at the end of their term, turn over to his successor everything in their possession belonging to the Association.

### **Section 3b**

It shall be the duty of the Secretary to keep the Constitution and By-Laws of the Delaware Repeater Association and make same available to Members of the Association. The Secretary shall cause all amendments, changes, and additions to be noted thereon and shall permit the same to be examined by Members upon request.

### **Section 4**

The Treasurer shall receive and receipt all moneys paid to the Association; and shall keep an account of all moneys received and expended, ensure the timely submission of any tax document(s), as well as administer any online payment platform(s) such as PayPal. The Treasurer shall pay no bills without authorization as provided by the By-Laws. At the end of each quarter the Treasurer shall submit an itemized statement of disbursements and receipts to all Board Members. The Treasurer shall, at the end of their term, turn over to their successor everything in their possession belonging to the Association.

### **Section 5a**

The Board of Directors shall be responsible to the Membership for the overall management of the Association and the overall operation of the Association's facilities.

### **Section 5b**

The Board of Directors shall be responsible for administering funds in accordance with the By-Laws; establishing dues, fees, and other means of obtaining necessary funds; delegating and approving public information, advertising, and news releases; and conducting membership drives.

### **Section 5c**

The Board of Directors shall establish when, where, and how often it shall meet and shall also decide when and where regular and special meetings of the Membership shall be held.

### **Section 5d**

Quorum for a Board Meeting shall consist of 51% of the Board Membership. A majority vote of those present will carry a motion.

## **Article IV    Trustee**

There shall be a Club Station Trustee for the Association's repeater systems as defined by FCC regulations. The Trustee is elected by the Board of Directors for a term of five years. The Trustee shall sit as a Member of the Board of Directors. It shall be the responsibility of the trustee to apply for, retain, and renew as needed, an FCC Amateur Radio License and an FCC Amateur Club Station License.

Additional responsibilities of the trustee may be determined by the Board of Directors based on recommendations from the Chairperson of the Technical Committee.

## **Article V      Technical Committee**

### **Section 1**

There shall be a Technical Committee with a Chairperson elected by the Board of Directors for a term of five years. The Chairperson shall sit as a Member of the Board of Directors. The Chairperson may, at their discretion, appoint a Site Director for a particular distinct location or facility of the various radio systems of the Association. Site Directors may, with the approval of the Chairperson, appoint assistants.

### **Section 2**

The Chairperson of the Technical Committee shall have overall responsibility for the selection of all equipment and equipment sites, maintenance, frequency selection and coordination, the keeping of records of equipment owned by/donated to the Association or loaned to it or by it to others, and the keeping of system maintenance records. The Chairperson may delegate such duties to members of the committee.

### **Section 3**

The Technical Committee is authorized to make expenditures pertaining to maintenance and repair to the Association's radio systems. However, the Board of Directors must approve any single expenditure that exceeds two hundred dollars (\$200).

## **Article VI      Meetings**

### **Section 1**

The By-Laws shall provide for regular and special meetings.

### **Section 2**

Only Members holding a valid Amateur Radio License, and who are current on their dues, may vote on Association matters.

### **Section 3**

Those Members attending a duly called meeting shall constitute a quorum as defined in the By-Laws.

## **Article VII      Dues**

The Delaware Repeater Association will have a yearly assessment to provide for its operational requirements.

## **Article VIII Constitutional Amendments**

Proposals for amendments shall be submitted in writing to the Board of Directors. All proposed amendments will be subject to majority approval by the Board prior to presentation to the Membership for approval. Amendments will be adopted if approved by a majority of the voting-eligible Members.

# By-Laws

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## **Section 1: Meetings**

Regular meetings of the Membership shall be held no less frequently than quarterly at such date and place as the Board of Directors shall order.

Special meetings may be called by the President upon notice to the Membership of such special meetings. Notices of any such meeting shall be sent to the membership via email. The Association may choose also to provide additional notice utilizing the Association website and/or any social media platform(s). Only such business as is designated in the said notice shall be transacted at such meetings.

## **Section 2: Dues**

A regular yearly assessment, the amount to be fixed by the Board of Directors at its December meeting, is hereby assessed in accordance with the provisions of Article VII of the Constitution for the purpose of providing funds for current expenses. To be considered eligible to vote on Association matters, existing members must be current with dues. New persons joining the Association shall pay dues within 30 days of the Association's acceptance of their Membership application.

## **Section 3: Technical Committee**

All technical matters relative to site selection, equipment procurement, installation, maintenance, and operation shall be brought to the attention of the Technical Committee for evaluation and or resolution as governed by Article V of the Constitution.

## **Section 4: Auditing Committee**

The Board of Directors will appoint an Auditing Committee consisting of two Directors (excluding the Treasurer). They shall audit the books in a ten day period prior to the December meeting.

## **Section 5: Education/Fundraising Committee**

The Education/Fundraising Committee shall manage and coordinate the Association's educational program, fundraising efforts, and be the primary point of contact for the securing of any donated communications equipment and/or communications equipment site(s). The committee shall seek out opportunities for the gaining of corporate/governmental sponsors, philanthropists, large donors, grants, and endowments.

## **Section 6: Additional Committees**

The Board of Directors, by a two-thirds majority vote, may create additional, permanent committees to pursue other avenues of Amateur Radio operation.

### **Section 7: Special Committees for Special Work**

Special committees will be appointed by the President to accomplish special work when the need arises. These special committees will be disbanded immediately after completion of said work.

### **Section 8: Authorization of Funds**

Authorization for the expenditures of funds will be made by the Board of Directors, with the exception of (1) Routine and/or recurring Association payments, not in excess of four hundred dollars (\$400), as disbursed by the Treasurer, and (2) Expenditures noted in Article V Section 3 of the Constitution.

### **Section 9: Definition of Quorum**

Quorum shall consist of 20% of the Voting-eligible Membership.

### **Section 10: Voting**

In cases where time constraints, logistical considerations, or other valid due causes make it impractical to hold an in-person or video vote, the Board may authorize e-mail voting within a reasonable time period. In such cases, the Secretary shall conduct and record the votes as authorized in Article III, Section 3a of the Constitution.