

# Waitukubuli

Amateur Radio Association Inc.



## Constitution and Bylaws

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# CONSTITUTION

Be it known that we, the subscribers, do hereby associate ourselves as a body politic and corporate pursuant to the Laws of the Commonwealth of Dominica regulating the formation and organization of non-profit corporations without capital stock, and the following is our Constitution:

## Article I

The name of this organization is Waitukubuli Amateur Radio Association, Incorporated, hereinafter referred to as the Association.

## Article II

This Constitution and By-Laws are adopted to bring the functions and operations of the Association up to date, superseding and repealing all like instruments including but not limited to the Constitution and By-Laws adopted December 7, 2018.

## Article III

The goals of this Association are to:

- Promote interest in amateur radio communications and experimentation
- Provide public amateur radio education through periodic classes
- Relay non- commercial messages by radio without charge
- Further public welfare
- Advance the radio art within the community

- Foster and promote intercommunications by electronic means for personal benefit of members but without pecuniary gain
- Foster education in the field of electronic communication
- Disseminate knowledge and information by electronic means
- Print and publish documents and pamphlets for any of these purposes

## Article IV

No part of the assets of the Association shall be the property of any individual member and all such assets shall be devoted exclusively to the goals set forth in Article III. No member of the Association shall use such membership for personal gain. In the event of dissolution of the Association, all assets shall be liquidated and all proceeds donated to a charity or amateur radio Association in the OECS as determined by a majority of the Executive Committee.

## Article V

The principal office of the Association shall be maintained at the address of the Association radio room, or elsewhere as may be determined by a majority of the Executive Committee, provided due written notice shall be given the membership at least thirty days prior to any change.

## Article VI

There shall be a Board of Directors and an Executive Committee.

The purpose of the board of directors is to ensure that the initial

intent of the founding members are maintained at all times and the association does not deviate from goals set in article III. The board of directors shall be made up of a maximum of five members and shall include the three founding members.

Membership to the board is by invitation only and shall be determined by a simple majority of the sitting members of the board.

The Board of Directors shall have veto power over major decisions made by the Executive Committee if they deem them to be contrary to the initial intent and spirit of the founding members and article III of the constitution.

## **Article VII**

The officers of the Association shall be the President, the Trustee, the Vice President, the Secretary, and the Treasurer, who shall be elected or appointed as provided by the By-Laws. The affairs of the Association shall be governed by an Executive Committee consisting of the officers of the Association, The Immediate Past President, four Members-At-Large elected as provided by the By-Laws and one member of the Board of Directors. All members of the Executive Committee shall be qualified as provided by the By-Laws. No member may serve in two elected positions simultaneously.

## **Article VIII**

The Association shall have one or more classes of membership as provided by the By-Laws. The privileges, requirements, and qualifications for membership in such classes shall be as provided by the By-Laws.

## **Article IX**

These Articles may be amended by a two-thirds vote of all vot-

ing members of the Association or, provided due notice of the proposed amendment shall have been posted on the association's website or emailed at least thirty days before the regularly scheduled meeting of the Association at which such proposed amendment is to be voted upon, by a two-thirds vote of the voting members present at such meeting, provided a quorum as defined in the By-Laws is present and accepted by a simple majority of the Board of Directors.

Due notice for the purposes of the modification of the Constitution shall be made known to members of the Association by way of the preceding monthly meeting, announcements on the weekly radio nets, and on the Association's web site at least thirty days in advance of the action taken.

Duly adopted this 5th day of April 2019 by a majority vote of attending members.

Waitukubuli Amateur Radio Association, Inc.

# BYLAWS

## Members

1. Pursuant to Article VIII of the Constitution, the following are the membership requirements of the Association:

a) a Full Member shall hold an amateur radio operator's license recognized by the Commonwealth of Dominica and each such member shall have one vote;

b) an Associate Member may be any person interested in amateur radio;

c) a Family Membership shall include a full member, spouse, and children living in the same household, provided however that such family membership shall have only one vote per licensed and paid family member; and

d) Lifetime Members which is reserved for members of the Board of Directors.

2. Applicants for membership shall become members upon payment of appropriate dues and acceptance by the Executive Committee, unless a majority of the voting members of the Association present at a regular monthly meeting shall vote to deny the applicant such membership. The dues may be prorated quarterly for new members only, and may be waived by the Executive Committee. The Association will be given an annual report on the number of members that have had their dues waived by the Executive Committee.

3. Membership is for one year beginning on June 1. The dues for each class of members shall be due no later than the June monthly meeting of the Association in each calendar year as follows:



a) full members – \$100.00;

b) associate members – \$50.00;

c) family members – \$100.00 plus \$50.00 for each additional member of the family desiring to be voting Association members. Associate members who later qualify for full membership may pay \$50.00 additional, prorated for the remainder of the year.

4. The Association may levy upon the membership any special assessment, not to exceed a total of \$100.00 per household annually, that is deemed necessary for the furtherance of Association purposes established in Article III of the Constitution. A request for such special assessment shall originate only from the Executive Committee. Due written notice stating explicitly the amount, purpose, justification, and deadline for payment shall be sent to all voting members at least thirty days before the meeting at which such assessment is to be voted. An affirmative vote of at least two-thirds of voting members present at the meeting shall be required for approval of such assessment. If an approved assessment is not paid by any member within thirty days of the date of approval of the assessment, membership shall automatically terminate without notice and no portion of the member's dues shall be refunded.

5. Members whose dues are in arrears shall be carried on the Association roster until the close of the July regular monthly meeting of each calendar year, whereupon membership shall automatically terminate. Reinstatement shall be only as provided for new members in Section 2.

6. Any member may be expelled from the Association upon a two-thirds vote of the voting members present at a regularly scheduled meeting. The member to be expelled must have been given due written notice mailed to their last known address via Certified Mail with Return Receipt at least thirty days in advance and must have an opportunity to be heard at the meeting. A lifetime member may only be expelled by a majority of the Board of Directors.

## Officers

7. All Officers of the Association shall be duly licensed amateur radio operators holding an advanced class or higher license, voting members and shall have held such membership for at least one year prior to election or appointment to office. All Officers shall not be less than eighteen years of age. No more than one member of a family household may hold an Office or Director position. No member holding an executive level position in a similar amateur radio organization in Dominica may serve on the executive committee and shall remain ineligible from holding such position for one year after relinquishing said position.

8. Each Officer or Director may serve and continue in office until a successor has been elected or appointed, except as provided in Section 25.

9. All Officers and Directors shall serve without compensation except for reasonable and necessary expenses incurred as part of their duties, per approval of the Executive Committee.

10. The President shall preside over all meetings of the Executive Committee and of the Association, shall be subject to instructions from the Executive Committee and the Board of Directors, shall be the official spokesperson for the Association, shall co-sign with the Treasurer all checks in amounts of \$50.01 and greater, shall execute all official documents adopted by the Association, and shall perform all other duties customarily pertaining to the office. He/She or his/her appointee shall represent the Association in its relationship with public and governmental agencies.

11. In the absence or disability of the President, the Vice President shall act in the President's stead.

12. The Secretary shall record the proceedings of all meetings of the Executive Committee and the Association, shall submit a

summary of the proceedings at each monthly Association meeting, which will be made available for Association members on the Association's website, shall maintain the Association's archives, shall maintain the corporate status of the Association, shall file all non-financial reports and certificates that may be required of the Association by the laws of the Commonwealth of Dominica, and shall perform all other duties customarily pertaining to the office.

13. The Treasurer shall receive all monies due the Association, depositing such in the name of the Association in a depository specified by the Executive Committee, shall draw and co-sign with the President checks in payment of obligations in amounts of \$50.01 and greater known to be proper and authorized by the Executive Committee, shall draw and sign alone checks in payment of obligations that occur on a regular basis in amounts of \$50.00 and less known to be proper and authorized by the Executive Committee, provide updates at monthly Association meetings with summary account information made available for members on the Association's website, shall supervise and invest any surplus funds of the Association in a prudent manner with the approval of the Executive Committee, and shall perform all other duties customarily pertaining to the office.

14. The Trustee shall be responsible for the inventory, care and maintenance of all Association property including but not limited to the Association's communications equipment, shall insure that all operation of Association communication equipment is in accordance with all rules and regulations of the National Telecommunication Regulatory Commission and with normal amateur practice, shall make recommendations to the Executive Committee and to the Association on such operation and maintenance, shall be reimbursed for all reasonable expenses associated with such duties, and shall make monthly reports to the Association on the operation of the Association's equipment.

## **Executive Committee**

15. The Executive Committee shall be constituted as provided in

Article VII of the Association Constitution. Election shall be as provided by the portion of the By-Laws entitled Elections.

16. The Executive Committee shall hold an open meeting at least monthly at a time and place designated by the President. The President or a majority of the members of the Committee may call a special meeting of the Executive Committee at any time. The Secretary shall notify each member of the Executive Committee at least seven days before such meeting. A majority of the members of the Executive Committee shall constitute a quorum for any meeting of the Committee.

## Association Meetings

17. The Association shall meet regularly in the evening of the first Tuesday of each month in the vicinity of Roseau, Dominica, at a time and place designated by the President. The Executive Committee may authorize the President to omit regular meetings in June, and July and may permit the regular meeting date to be changed when good cause exists. Due notice shall be provided for all Association meetings by way of announcements at Association meetings, on radio nets, and the Association's website.

18. A quorum as determined by roll call, shall consist of one tenth of the voting members of the Association. If a quorum is not present at a regular or special meeting the only official action that can be taken is to adjourn.

19. No matter deemed substantive by the presiding officer may be voted upon, although it may be introduced and debated, unless it has been presented at the monthly radio Association meeting and placed on the Association's website at least thirty days before the meeting at which the matter is to be voted upon. The President's decision may be overruled only by unanimous consent of the members present, in which case the matter must be acted upon within the next two consecutive regularly scheduled Association meetings.

20. Special meetings of the Association must be called by the President upon written petition of at least twenty-five percent of the full members. Such meeting shall be held within fifteen days after presentation of the petition. The Secretary shall give due written notice to the membership of the time, place and subject of such meeting at least seven days in advance of such meeting.

21. On questions of order or procedure not covered by the By-Laws the provisions of the current edition of Robert's Rules of Order shall prevail.

## Elections

22. Annual elections shall be held at the regular Association meeting in November. At this meeting, the membership shall elect the President, the Trustee, the Vice-President, the Secretary, the Treasurer, and two officers (members) at large. Nominations shall be made by a Nominating Committee appointed by the Executive Committee and presented by the President. Nominations shall also be solicited from the floor at the October meeting and a list of potential Candidates for office shall be published on the Association's website 21 days prior to the November meeting during which elections will occur. Association members who cannot attend the November meeting may request an absentee ballot from the Association Secretary. The ballot must be received at the Association post office box prior to the November meeting and the rear of the envelope must have the members signature. At the November regular Association meeting additional nominations will be solicited from the floor prior to voting. Vote shall be by secret ballot and shall be tabulated by three disinterested members. Absentee ballots signatures will be authenticated against Association roster and checked against Association members who are present. After confirmation, the ballot envelope will be opened and the ballot included with all secret ballots taken during the meeting. The candidate receiving the majority of valid votes cast will be declared the winner. In absence of a majority, the two candidates with the largest number of votes shall participate in a run-off election to be held at the regular November election meeting.

23. Elected and appointed Officers shall take office on the first day of the following year.

24. Members-At-Large shall serve terms of two years. Two shall be elected in the even-numbered years and two shall be elected in the odd-numbered years. In the event more than two positions are vacant, those elected shall draw straws to determine who shall serve one-year terms.

25. In the event of a vacancy in any elected office, whether by resignation, removal, or lack of a willing nominee, the Executive Committee by a majority vote shall appoint a qualified member to such office. At no time shall any member of the Executive Committee have two or more votes, such as that given him or her by proxy for another member.

26. An Officer may be removed from office before the expiration of his or her term of office by a vote of two-thirds of the voting membership present at a regular or special meeting called for such purpose. A motion for such removal may be made by any voting member or by the Executive Committee. Such consideration for removal is defined as a substantive matter and shall be governed by the provisions of Section 19. An Officer position shall be considered vacant if the holder of the position is absent at three consecutive Executive Committee or regular Association meetings, or five such meetings in one calendar year.

## **Other Matters**

27. The President, with the approval of the rest of the Executive Committee, may appoint such committees as may be needed for the proper operation of the Association. Such committees shall serve at the pleasure of the Executive Committee. Standing Committees include, but are not limited to, Membership Committee, Newsletter Committee, Awards Committee, Technical Committee, Emergency Communications, Events Committee and the Volunteer Examiner Team.

28. The Association shall maintain an official website which will provide a forum for Association information such as meeting minutes, financial reports, upcoming elections/nominees, training opportunities, Association activities, and notice of any impending action that is required by the By-Laws. This notice shall be deemed to have been given by publication on the website. Actions taken at each meeting of the Association shall be reported/updated on the website.

29. These By-Laws may be amended by a simple majority of the board of directors. Recommendations for amendments may be made by a two-thirds vote of all voting members of the Association or, provided due notice of the proposed amendment shall have been posted on the website or emailed at least thirty days before the regularly scheduled meeting of the Association at which such proposed amendment is to be voted upon, by a two-thirds vote of the voting members present at such meeting. Such recommended amendments must be approved by the board of directors.

Duly adopted this 5th day of May 2019 by a majority vote of attending members.

Waitukubuli Amateur Radio Association, Inc.