

THE COSHOCTON COUNTY AMATEUR RADIO ASSOCIATION
a/k/a COSHOCTON COUNTY AMATEUR RADIO ASSOCIATION,
INC.
CONSTITUTION AND BY-LAWS

CONSTITUTION
PREAMBLE

The Protocols of the Coshocton County Amateur Radio Association, as amended, restated and adopted as of this 6th day of March, 2007.

ARTICLE 1

The name of the organization shall be "THE COSHOCTON COUNTY AMATEUR RADIO ASSOCIATION". It shall also be known as "COSHOCTON COUNTY AMATEUR RADIO ASSOCIATION, INC."

ARTICLE 2
OBJECT

Our object shall be to take action as we find necessary for the Preservation of Amateur Privileges and in the furtherance of Amateur Radio Ideals and Promotion thereof and all things specifically enumerated in the Articles of Incorporation.

ARTICLE 3
MEMBERSHIP

Full membership shall be by consent of the membership committee and only to licensed amateurs upon payment of dues then in effect.

3A. Associate membership will be conferred to those with valid interests in Amateur Radio and payment of current dues. The consent of the Membership Committee shall be necessary.

3B. Membership, either associate or full, may be terminated for cause at the discretion of the Membership Committee and concurrence of a majority of the full membership present. In all such action any dues paid will be refunded on a prorated basis.

ARTICLE 4
OFFICERS

The officers shall consist of a President, Vice President, Secretary and Treasurer. Officers shall hold an office from the date of their election to and including the date officers are elected for the following term. January 1st to January 1st of the following year shall constitute a term of office.

ARTICLE 5
NOMINATIONS/ELECTIONS

Officers should be nominated by a nominating committee (3 full members) with additional nominations by full members from the floor on the night of the election. Officers shall be elected at the last meeting of each year. Elections shall be by ballot. The candidates receiving the most votes cast by full members of the association shall be elected.

ARTICLE 6
ORDER OF BUSINESS

1. Call to order.
2. Minutes of the last meeting.
3. Reports
4. Unfinished Business
5. New Business
6. Good and Welfare of the Association
7. Program
8. Adjournment

ARTICLE 7
MEETINGS

Regular meetings shall be held.

ARTICLE 8
AUTHORIZATION TO SECRETARY AND TREASURER

The Secretary shall transcribe the minutes of each meeting. Said minutes shall be transcribed in a suitable volume. Upon completion of each volume, it shall become the property of the Association, to be preserved by the Property Custodian.

The Treasurer of the Association shall not pay any of the debts of the organization in excess of \$25.00 for each debt, without first obtaining the direct authorization of the President.

ARTICLE 9 DEFINITIONS

MAJORITY: Wherever used in the Constitution or By-Laws, shall mean any number more than half of the full members present.

TWO-THIRDS MAJORITY: Wherever used in the Constitution or By-Laws shall mean any number more than two-thirds of the full members present.

MEMBER: Wherever used in the Constitution or By-Laws shall mean any person admitted to membership, who has paid his/her dues for the current year and who is in good standing with the Association.

ARTICLE 10 STANDING COMMITTEES

PROGRAM COMMITTEE: Three members whose duty shall be to prepare a program for each meeting which will be interesting and educational to the membership at large.

MEMBERSHIP COMMITTEE: Three full members whose duty in addition to their other duties, shall be to obtain new membership, maintain a large membership, and see that the meetings are well attended.

NOMINATING COMMITTEE: Three full members whose duty shall be to nominate eligible candidates according to the Constitution and By-Laws for the Association's four offices.

ARTICLE 11 BOARD OF TRUSTEES

Section 1. General Powers.

All of the authority of this Corporation shall be exercised by the Board of Trustees, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. A Trustee shall perform his duties as a trustee in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Trustees, Officers or employees of the Corporation whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (c) a committee of the Trustees upon which he does not serve.

A trustee shall not be found to have failed to perform his duties, unless it is provided, by clear and convincing evidence, in an action brought against the trustee that he has not acted in good faith, in a manner he reasonably believes to be in or not opposed to the best interests of the corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances, such an action includes, but is not limited to, an action that involves or affects any of the following:

- a. A change or potential change in control of the corporation;
- b. A termination or potential termination of his service to the corporation as a trustee;
- c. His service in any other position or relationship with the corporation.

Subject to Sections 1 702.30(D)(2) and 1 702.30(D)(3) Ohio Revised Code, a trustee is liable in damages for any act that he takes or fails to take as trustee only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the trustee was one undertaken with a deliberate intent to cause injury to the corporation or was one undertaken with a reckless disregard for the best interests of the corporation.

In determining what a trustee reasonably believes to be in or not opposed to the best interests of the corporation, a trustee shall consider the purpose of the corporation and may consider any of the following:

- 1) The interests of the employees, suppliers, creditors, and customers of the corporation;
- 2) The economy of this state and of the nation;
- 3) Community and societal considerations;
- 4) The long-term and short-term best interests of the corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the corporation.

Section 2. Number.

The Board of Trustees of this Corporation shall consist of such number of Trustees, not less than three (3), as shall have been fixed by the Members at the last meeting of the Members called to elect Trustees, or if not so fixed, the number shall be three (3).

Section 3. Election.

The Board of Trustees shall be elected at the annual meeting of Members, or, if not then elected, or if such meeting be not held at the time fixed therefor, then at a special meeting of the Members held for the purpose of electing Trustees. Only persons nominated as candidates shall be eligible for election. At all elections of Trustees, the candidates receiving the greatest number of votes shall be elected.

Section 4. Term.

Each Trustee elected at any annual or any special meeting of the Members shall serve until the next annual meeting of Members and until his successor is elected, or until his earlier resignation, removal from office or death.

Section 5. Vacancies.

The office of a Trustee shall become vacant if he dies or resigns, which resignation shall take effect immediately or at such other time as said Trustee resigning may specify. The remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term. The Trustee elected to fill a vacancy shall serve until the next annual meeting of members and until his successor is elected and qualified.

Section 6. Removal.

All of the Trustees or any individual Trustee may be removed from office by the vote of a majority of the Members present at a meeting of Members called for the purpose of removing Trustees, if a quorum is present. Such removal shall create a vacancy or vacancies on the Board.

Section 7. Annual Meeting; Special Meetings.

The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of Members at which Trustees are elected, and no notice of the annual meeting of the Board of Trustees shall be required to be given. Special meetings of the Board of Trustees may be called from time to time by the President, any Vice President or any two Trustees. All meetings of the Board of Trustees shall be held at the offices of the Corporation in Coshocton, Coshocton County, Ohio or at such other places within or without the State of Ohio, as the President or the Board of Trustees may designate from time to time and as may be specified in the notice of meeting. Meetings of the Board of Trustees may be held through any means of communication equipment if all persons participating can hear each other.

Section 8. Notice of Meetings.

Notice of meetings of the Board of Trustees shall be mailed to each Trustee, addressed to him at his residence or usual place of business, or delivered to him personally, at least two (2) days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Board of Trustees need not be given to any Trustee, however, (a) if waived by him in writing and such waiver is filed with the Secretary either before or after the holding of such meeting, or (b) if he shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 9. Quorum.

At all meetings of the Board of Trustees a majority of the whole authorized number of Trustees is necessary to constitute a quorum for the meeting of such Board of Trustees, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

Section 10. Record Date for Members.

The Board of Trustees shall fix a time not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice and to vote at any such meeting, and in such case, only the persons who are Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any termination of membership on the books of the Corporation after any record date fixed as aforesaid, and such persons shall conclusively be deemed to be the Members of the Corporation on such record date notwithstanding notice or knowledge to the contrary; and the Board of Trustees may close the books of the Corporation against the admission or termination of membership during the whole or any part of such period.

Section 11. Provisional Trustee.

Upon the petition of not less than one-fourth (1/4) of the Trustees of this Corporation, the Court of Common Pleas of Coshocton County, Ohio, may, pursuant to Section 1702.521, Ohio Revised Code, appoint a provisional Trustee for this Corporation. Such appointment may be made even though a different number of Trustees has been fixed by or pursuant to Section 2 of Article II.

Section 12. Bylaws.

For the government of its actions, the Board of Trustees may adopt bylaws consistent with the Articles of Incorporation and this Constitution.

Section 13. Action Without Meeting.

Any action which may be authorized or taken at a Trustees' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees who would be entitled to notice of a meeting of the Trustees held for such purpose, and such writing or writings shall be made a part of the records of this Corporation.

Section 14. Committees of the Board of Trustees.

The Board of Trustees may create an Executive Committee which shall consist of such number of Trustees, not less than three, as the Board of Trustees shall from time to time determine. The Members of such Executive Committee shall be selected by the Members of the Board of Trustees. The Executive Committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. The Executive Committee may act by a majority of the members of the Executive Committee at a meeting or in a writing or writings signed by all of its Members. The Board of Trustees may create such additional standing committees or ad hoc committees as the Board of Trustees shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation, and shall elect the Members thereof.

Section 15. Conflicts of Interest.

No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its Trustees or Officers, or is between or affects the Corporation and any other person in which one or more of its Trustees or Officers are directors, trustees, or officers, or in which one or more of the Corporation's Trustees or Officers have a financial or personal interest, or because one or more interested Trustees or Officers participate in or vote at the meeting of the Board of Trustees or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies: (a) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Trustees or the Committee, and the Trustees or Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum of the Trustees or Committee; or (b) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Members entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of Members held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members of the Corporation not interested in the contract, action, or transaction; or (c) the contract, action, or transaction is fair as to the

Corporation as of the time it is authorized or approved by the Trustees or a Committee thereof.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee thereof which authorizes the contract, action, or transaction.

The Trustees, by the affirmative vote of a majority of those in office and irrespective of any financial or personal interest of any of them, shall have authority (a) to establish reasonable compensation, which may include pension, disability and death benefits, for services to the Corporation by Trustees and Officers, or (b) to delegate such authority to one or more Officers or Trustees.

A Trustee is not an interested trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his continuation in office as a Trustee of the Corporation.

ARTICLE 12 AMENDMENTS

This Constitution may be amended at a meeting by two-thirds vote of the membership present according to the Constitution and By-Laws of the Association.

BY-LAWS

ARTICLE 1 QUORUM

6 full members shall constitute a quorum to transact business. A majority of those members present will be sufficient to carry any motion unless otherwise specifically set forth herein.

ARTICLE 2 HONORARY MEMBERSHIPS

Honorary Lifetime Members, without payment of dues, may be elected by unanimous vote of the members present.

Fred Abbott, W8CBC, 1960

Denver Little, W8CSP, 1960

Bud Hathway, 1989

Randy Benson, KB8LZW, 1997

Robert Bryant, W8JNS , 2003

ARTICLE 3 DUTIES

Each member shall perform all duties assigned to and accepted by them. Officers shall be contacted if members are unable to perform accepted duties.

ARTICLE 4 PROPERTY & LICENSE

The President shall appoint a Property Custodian who shall be responsible for the safekeeping of the material and equipment of the organization. The President shall also appoint a license Custodian who shall see to the safekeeping of the club licenses issued by the FCC and who shall see to the timely renewal thereof.

ARTICLE 5
RIGHT TO VOTE

Only licensed members in Good standing are entitled to vote at General or Special elections, or upon questions brought before the Association.

ARTICLE 6
STANDING COMMITTEES

The President shall appoint such standing committees, composed of at least three members, as are designated and defined by the Constitution and By-Laws, and one member of each committee shall be designated as the chairperson thereof.

ARTICLE 7
VACANCIES

The President shall have the right to declare a vacancy in any office, and shall have the right to appoint any licensed member to fill such vacancy in lieu of a special election, within his/her discretion.

ARTICLE 8
MEETINGS

8A. REGULAR MEETINGS. Regular Meetings will be normally held on the first Tuesday of each month at 7 PM.

8B. SPECIAL MEETINGS. The President shall have the right to call such special meetings, giving at least 7 days prior notice, as he/she deems necessary to conduct the business of the Association.

8C. EXECUTIVE MEETINGS. In the case of more pressing matters, the President may call a meeting with less than seven days notice consisting of the officers and needed individuals.

ARTICLE 9
TREASURER'S REPORT

The duly elected Treasurer shall make monthly reports of the financial condition of the Association at the meeting of the Association held each month.

ARTICLE 10
CLUB ROOMS

The President, with the approval of the membership, shall select a place of meeting for the Association and may designate proper permanent Association club rooms.

ARTICLE 11
AMENDMENTS TO CONSTITUTION

The Constitution may be amended only after publication and, or notification of the proposed amendment(s) and the date, time and place of the meeting to vote on such amendment(s) to the total full membership of the association at least 28 days prior to the meeting at which the proposed amendment(s) will be voted upon.

ARTICLE 12
SPECIAL COMMITTEES

The President will appoint such additional committees from time to time as he/she deems necessary for the proper conduct of the affairs of the Association.

ARTICLE 13
PROCEDURE

The President is the governing officer of the Association and his/her rulings on procedure at all meetings shall be final.

ARTICLE 14
AMENDMENTS TO BY-LAWS

These By-Laws may be amended at a regularly scheduled meeting by two-thirds vote of the membership present.

ARTICLE 15
ASSOCIATE MEMBERSHIP

Associate Membership in the Association is hereby authorized. Persons holding Associate Membership shall enjoy all privileges except they will not be entitled to vote or hold office.

ARTICLE 16

DUES

Annual dues for full membership shall be \$15.00.

Annual dues for family membership shall be \$20.00.

Annual dues for associate membership shall be \$10.00

Annual dues for family associate membership shall be \$15.00

Any person acquiring a first Amateur Radio License through a test session conducted by the Coshocton Ohio Amateur Radio Volunteer Examiner Team may receive free membership by attending one of the next three CCARA meetings subsequent to the test session at which the license was earned. Free membership is subject to conditions stated in motion passed at the February 1998 meeting. Assessments may be requested from time to time, as needed, at the sole discretion of the club officers.

Signed and dated in the City of Coshocton and State of Ohio this 6th day of March, 2007.

Pres. Steven K. Wheatcraft , AA8BN

V. Pres. Bruce L. Adams , KE8XM

Revised February 3 ,2007