

February 10th, 2023

Deleted: March 7, 2007

CENTRAL VERMONT AMATEUR RADIO CLUB, INC.
BYLAWS

ARTICLE 1: NAME & PRINCIPAL OFFICE

Section 1. The name of the corporation shall be "Central Vermont Amateur Radio Club, Inc.", and shall be referred to as CVARC in the remainder of this document.

Section 2. The registered office of CVARC is located at 1339 Aseltine Road, Northfield VT 05663.

Deleted: 317 Meadow Road, Waitsfield, Vermont 05673

ARTICLE 2: PURPOSE

The purposes of CVARC shall be to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, to promote the Public Welfare by means of amateur radio communications knowledge, individual operating efficiency, and to so conduct club programs and activities to advance the general interest and welfare of amateur radio in Central Vermont, including public service and assistance in emergency communications when necessary and called upon.

ARTICLE 3: MEMBERSHIP AND DUES

Section 1. Anyone interested in amateur radio may become a member and shall be considered a member upon payment of dues.

Section 2. REMOVED

Deleted: A member in good standing is one whose dues are current.¶

Section 3. The Board of Directors shall from time to time set the amount for annual dues and the date by which they are to be paid.

Section 4. Classes of Membership:

- a. Member in Good Standing: an individual, who has paid their dues and have attended at least 50% of the CVARC sanctioned events through the end of the previous two calendar months. Sanctioned events can include, but are not limited to meetings, events, or other activities as determined by the Board of Directors. Members in good standing maintain voting rights so long as the conditions contained herein are met.
- b. Contributing Member: One who has paid dues but has not maintained active member status by attending sanctioned events Contributing members still receive club communications and are always welcome to attend meetings and events, but hold no voting power until one month following the restoration of active member status.

ARTICLE 4: FISCAL YEAR

Section 1. The fiscal year shall be from 1 January to 31 December.

ARTICLE 5: OFFICERS

Section 1. The Officers of CVARC shall be:

President, who shall preside at all meetings of CVARC, appoint committee chairs as needed, rule on procedural matters, and shall act as Chairman of the Board of Directors. He or she shall perform such duties as usually pertain to such office, as well as those assigned by the Board of Directors.

Vice President, who in the absence of the President shall perform the duties of the President, and shall perform such duties as the Board of Directors may assign.

Treasurer, who shall be responsible for the receipt and disbursement of all funds, for the maintenance of proper financial records, and for monitoring compliance with the budget. He or she shall present current statements of receipts and expenditures at all regular meetings of the Board of Directors and at the Annual Meeting of CVARC.

Secretary, who shall issue the “call” to and keep a record of all meetings of the members and the Board of Directors. Copies of the minutes of all meetings of the members and all meetings of the Board of Directors shall be made available to the general membership. The Secretary shall perform such other duties as may be assigned to him or her by the Board of Directors.

Director, who holds an amateur radio license of higher class than Technician, serves as custodian of the club call sign and is responsible for matters dealing with the club’s Federal Communications Commission (FCC) license and club station.

Deleted: Novice

Section 2. The same person may hold any two or more offices, except the offices of president and treasurer.

ARTICLE 6: DIRECTORS

Section 1. The five (5) duly elected officers of CVARC shall comprise the Board of Directors.

Section 2. The general management and control of the affairs, funds and property of CVARC, whether owned, loaned or leased to or by CVARC, shall be vested in a Board of Directors.

Section 3. The Board shall be responsive to the general membership of CVARC.

Section 4. In the event that a member in good standing wishes to have the Board of Directors reconsider an action taken on behalf of CVARC, that member may request a vote to reconsider that action to be taken of members in attendance at a general membership meeting. A majority vote of members in good standing present at the meeting shall be considered a valid vote.

Section 5. Any Officer or Director who feels he or she cannot carry out their duties shall notify the President, or Board of Directors, of their resignation in writing.

ARTICLE 7: MEETINGS

Section 1. An Annual Meeting of the members of CVARC shall be held in March at a time and place in the State of Vermont to be determined by the Board of Directors.

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Section 2. General meetings shall be held monthly for the purposes stated in Article 2 unless deemed unnecessary by the Board of Directors.

Section 3. The Board of Directors may call special meetings of the members at any time.

Section 4. All members shall be given notice of the place, date, time and purpose of such meetings. All members may attend, but only members in good standing as defined in Article 3 of these bylaws may vote at such meetings. Each adult member shall have one vote. An adult member is one of legal voting age in Vermont. One vote per type of membership. No one person may have more than one membership type.

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Section 5. Those members in good standing present shall constitute a quorum for the transaction of business at all meetings.

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Section 6. Meetings of the Board of Directors shall be held as needed and shall be open to members of CVARC.

Section 7. Roberts' Rules of Order shall govern procedures in all meetings of the Directors, committees and membership if questions are raised concerning procedures.

Section 8. No member shall vote on any action that might be specifically beneficial to him/her or persons close to him/her.

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ARTICLE 8: ELECTION OF OFFICERS / DIRECTORS

Section 1. The election of Officers / Directors shall take place at the Annual Meeting of Members of CVARC.

Section 2. All officers shall be elected for a term of one year at the Annual Meeting, and shall assume their duties immediately following their election.

Section 3. REMOVED.

Section 4. In the event of a vacancy that occurs between annual meetings, the Board of Directors may appoint a qualified member in good standing to fill the unexpired term.

Deleted: individual

Section 5. In elections at annual and special meetings, candidates receiving the largest number of votes for the position designated are elected.

ARTICLE 9: AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed, and new bylaws may be adopted at any meeting of the membership by a two-thirds (2/3) vote of those present, provided the Secretary has advised the membership in the "call" to the meeting of the change(s) in the bylaws which shall be presented in full as part of the notice. The Board of Directors, by a majority vote, or any ten members, by submission to the Secretary in writing may initiate proposals for change in the bylaws.

ARTICLE 10: FUNDS

Section 1. The funds of the CVARC shall be deposited in such accounts and in such banks or financial institutions as may be authorized by the CVARC and shall be subject to checks made in the CVARC's name and signed by the Treasurer and/or other officers as may be designated, from

time to time, which officers shall also be authorized to make, collect, discount, negotiate, or endorse negotiable paper payable to or by this CVARC.

Section 2. No part of the net earnings of the CVARC shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the CVARC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth under Article 2. No substantial part of the activities of the CVARC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the CVARC shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 11: BOOKS, RECORDS, AND REPORTS

Section 1. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

Section 2. Any member, or his agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

Section 3. Such books and accounts shall be audited annually. Reports thereof shall be presented at the next meeting of the CVARC and as required by other fiduciary obligations or regulations.

ARTICLE 12: REPRESENTATION

Section 1. Since the CVARC is a tax-exempt, non-profit 501(c)3 organization incorporated under the laws of the State of Vermont, and since its purpose is designed to serve the general and common welfare of the communities it represents, the CVARC may not engage in partisan political enterprises or commercial activities.

Section 2. No member of the CVARC may cause the name, property or funds of the CVARC to be encumbered, nor have any power to bind the CVARC through any legal instrument unless acting on behalf of the CVARC and in keeping with its directions or those of the Board of Directors.

ARTICLE 13: LIABILITY

Section 1. Neither the officers nor members of the CVARC shall be personally liable for its debts, obligations or liabilities.

ARTICLE 14: DISSOLUTION

Section 1. A seventy-five percent (75%) majority vote of a quorum of Voting Members shall be required to initiate the filing of Articles of Dissolution with the Secretary of State of the State of Vermont. Notice of a vote for dissolution shall be published at least thirty (30) days before such duly called meeting.

Section 2. In the event of the filing of Articles of Dissolution with the Secretary of State of the State of Vermont, the CVARC's property, funds, possessions, and resources will be conveyed as required by law to an appropriate governmental, non-profit, or charitable successor which would qualify under the provisions of Section 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code. Furthermore, after all obligations under the law have been satisfied, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to 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 the Court of jurisdiction of the county in which the principal office of the CVARC is then located, exclusively for such purposes or to such organizations as said Court shall determine. No member or officer of the CVARC may profit or financially benefit from any act of dissolution.

History of CVARC Bylaws

Annual Meeting: Saturday, April 7, 2007

Minutes

The meeting was called to order at 8:10 p.m. by president Allen Tinker. We had assembled earlier and enjoyed a dinner at the Hilltop restaurant. The meeting was opened by a joke from N1PTR and then into the serious business of affirming our by-laws as filed with the Secretary of State and under which we have been operating. The motion to affirm was made by Bob McCorkle and seconded by Tom Long. There was no discussion brought to the floor when asked for by the president. The question was called and the vote was unanimous except for one dissenting vote. The motion was carried and the president dismissed the committee on by-laws....

Respectfully submitted,

Ken Blair

Attending

Bob McCorkle WB1AJG
Ken Blair KB1GPQ
Fran Blair KB1GPP
Bill Lindie K1HTJ
Chris Armstrong KB1NVZ
Wayne A. Dorsett KB1NDS

Joyce Dorsett
Joe McKeon N1PTR
Ture Nelson KB1NBJ
Mike Stridsberg N1IOD
Pat Stridsberg KB1LAK
Carla Straight KB1MFQ
Alex Whitelock W1AEW
Wayne Whitelock W1WRW
Ray Machell KC1BT
Betty Machell KC1YW
David Santamore KB1ORS
Jane English KD6PCE
Allen Tinker W1AAT
Virgil Hall AA1RW
Fred Messer WA1LIE
Josette Messer KB1EPT
Ron Schoolcraft KB1OPA
Sue Schoolcraft
Tom Maclay KB1NBT
Marie Macley WA1YJX
Jeff Maclay
Tom Long KB1NGQ
Chris Craig KB1NBN
Sam Angell
Lonny Stridsberg AA1YF
Carolee Stridsberg KB1CAS
Gary Sheridan N1RNJ
Megan Wells
Scott Law KB1NDT
Mrs. Scott Law
Robert DeForge K1HKI

“Vote on the Bylaws” (from *The QFQ Report*, April, 2007)

Allen Tinker W1AAT

(published March 28, 2007)

CVARC members attending the March [7th] 2007 meeting voted with near unanimity to recommend to the April Annual Meeting that the Bylaws now on file with the IRS and the Vermont Secretary of State be confirmed, endorsed and reaffirmed as the official Bylaws of CVARC. The March vote fulfills the requirement that any ten members of the club may initiate a vote on the bylaws and the requirement that a meeting date for the vote be uniquely identified.

Members of the club have also received the February 2007 Special Bylaws Edition of QFQ which presented the bylaws currently on file with the IRS and the Secretary of State along with

the old bylaws for comparison purposes. This document fulfills the requirements that the Secretary advise the membership of the differences in the old and new bylaws prior to the annual or special meeting called for the purpose of amending the bylaws.

The bylaws on file have been available on the WIBD web site for many months and all members are encouraged to print themselves a copy and to commit the contents to heart and memory....

The club's vote on its bylaws at the April annual meeting will confirm them as officially representing the will of the club and will establish an easy to follow paper trail of parliamentary protocol and procedure that does not exist in older documents and records.