



**The Central Ohio
Radio Club, Inc.**

Home of the Severe Weather Net



Central Ohio Radio Club, Inc.

Articles of Incorporation & Constitution

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CENTRAL OHIO RADIO CLUB, INC.

ARTICLES OF INCORPORATION & CONSTITUTION

PART A: ARTICLES OF INCORPORATION

The undersigned, desiring to form a non-profit corporation under the Non-Profit Corporation Law of Ohio, do hereby declare and certify:

ARTICLE I – CORPORATION NAME

The name of the corporation is Central Ohio Radio Club, Inc.

ARTICLE II – PRINCIPAL OFFICE

The place in Ohio where the principal office of the corporation is to be located is Galena, Delaware County, Ohio. The Principal Office mailing address shall be as filed with the Ohio Secretary of State.

Changes to the Principal Office of the corporation must be approved by a vote of two-thirds of the Board of Directors and recorded in the minutes of the corporation. The Secretary shall promptly notify the Ohio Secretary of State.

The initial mailing address of the Principal Office shall be 14124 Center Village Road, Galena, Ohio 43021-8618.

ARTICLE III – CORPORATE PURPOSE

Section 3.01 – General Purpose

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3.02 – Specific Purposes

In keeping with 47CFR§97.1 *Basis and Purpose of the Amateur Radio Service*, the specific purposes of the corporation are to:

- a) Enhance the value of the amateur service to the public as a voluntary noncommercial communication service, particularly with respect to providing emergency communications.
- b) Extend amateur radio's proven ability to contribute to the advancement of the radio art.
- c) Advance skills in both the communication and technical phases of the art.
- d) Expand the existing reservoir of trained operators, technicians, and electronics experts in the central Ohio area.

The corporation makes its systems available to federal, state and local governmental agencies in emergency situations and for public service/charitable events. The corporation's equipment, skills, and expertise are available in the form of two-way wireless communications systems between fixed, mobile, and hand-held radios covering 3,000 square miles.

At all other times the corporation provides a venue to foster interest in amateur radio through activities that develop operating skill, radio knowledge and a spirit of community service in keeping with the best traditions of amateur radio.

ARTICLE IV – USE OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, 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 purposes set forth in Article III hereof. 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 any candidate for public office.

Notwithstanding any other provisions 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue law).

ARTICLE V – DISSOLUTION AND DISPOSAL OF ASSETS

Upon the dissolution of the corporation, the Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI – INITIAL DIRECTORS

The names and addresses of the persons who are to be the initial Directors of the corporation to serve until the first annual meeting or other meetings called to elect Directors are:

Philip L Carter 6592 Breed Court Reynoldsburg, Ohio 43068
Anthony Fabro 2862 Pheasant Field Drive Hilliard, Ohio 43026-7707
Joseph Hahn III 268 Pat Haven Drive, Box 398 Pataskala, Ohio 43062-0398

John Hull 580 East Walnut Street Westerville, Ohio 43081
John P Montgomery 6585 Fusilier Avenue Reynoldsburg, Ohio 43068-1010
John Perone 3477 Africa Road Galena, Ohio 43021
Laura Perone 3477 Africa Road Galena, Ohio 43021
Steven Robeano 14124 Center Village Road Galena, Ohio 43021-8618
Edwin J Schleppe 5900 Bowen Road Canal Winchester, Ohio 43110
William T Tabor 5605 Dublin Road Dublin, Ohio 43017

ARTICLE VII - INTERPRETATION AND AMENDMENT, ACTION BY CONSENT

Section 7.01 – Interpretation

The Board of Directors shall have full power and authority to interpret these Articles of Incorporation and its decision on all questions shall be final, binding and conclusive.

Section 7.02 – Amendment and Repeal

These Articles of Incorporation, or any paragraph or section thereof, may be amended or repealed in whole or in part by a two-thirds vote of the members present in person at a meeting called for such purposes, or by a two-thirds vote of the Board of Directors present at a meeting called for such purpose and at which a quorum for the transaction of business is present.

**END OF ARTICLES OF INCORPORATION
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PART B: CORPORATE CONSTITUTION

ARTICLE I - MEETINGS OF MEMBERS

Section 1.01 – Annual Meetings

The annual meeting of the members of this corporation shall be held at the place specified in the notice on the first practicable date after the end of the fiscal year. This meeting shall be for the transaction of such business as may come before the meeting.

Section 1.02 – Special Meetings

Meetings of the voting members may be called by any of the following:

- a) The President, or in case of the President's absence, the Vice- President.
- b) The Board of Directors by action at a meeting or caucus.
- c) By written request to the Secretary by 30% of the eligible voting members.

Section 1.03 – Proxy

In order to vote at a membership meeting, the member must be present. No right of proxy shall exist.

Section 1.04 – Quorum

At any meeting of the members, those present in person shall constitute a quorum for the transaction of any and all business properly brought before the meeting.

Section 1.05 – Notice of Meeting

Calls for special meetings shall specify the time, place and purpose thereof. No business other than that specified in the call shall be considered at any such meeting. All members shall be notified of special meetings at least 72 hours prior to the meeting. Provided, however, that no failure or irregularity of notice of any meeting shall invalidate the same or any proceeding thereat.

Notice of Meeting for Special Meetings of members shall be made in accordance with Section 5.01 of this Constitution.

ARTICLE II – MEMBERSHIP

Section 2.01 – Classes

- a) General Member
- b) Associate Member
- c) Life Member
- d) Family Member

Section 2.02 – Qualifications

- a) General membership shall be open to all amateur radio operators licensed by the Federal Communications Commission or by any government that has a reciprocal licensing agreement with the United States.
- b) Associate membership shall be open to non-amateurs paying the required dues and to licensed amateurs living outside the general coverage area of the repeaters of this corporation.
- c) Life membership may be bestowed upon an individual only by a two-thirds vote of the Board of Directors. Such an individual shall have exhibited extraordinary contributions to the betterment of the corporation and Amateur Radio.
- d) Family membership shall be extended to the immediate Family Members of a General or Life Member residing permanently at the same physical address as a General or Life Member when such Family Member holds a valid amateur radio license as described in Section 2.02a of this Article.

Section 2.03 – Admission

Applicants will be admitted to the corporation upon written request to any duly elected Officer or Director of the corporation and upon payment of dues for a one-year period of time as outlined in Section 9.01 of the Constitution. Said application shall specify the class of membership applied for.

Section 2.04 – Termination

- a) Membership will normally run concurrently with the fiscal year of the corporation and may be terminated by the member upon written notification to the Secretary or other officer. No

refund of dues upon such termination shall normally be made unless otherwise decided by the Board of Directors.

- b) Any member whose legacy expiration date is not concurrent with the fiscal year will be encouraged to convert to the current fiscal expiration date at their earliest convenience but not later than their legacy expiration date.
- c) Any member whose amateur radio license expires or is terminated by the Federal Communications Commission shall have their General or Life membership in this corporation terminated.
- d) Failure to promptly pay the prescribed amount of dues, or failure in good faith to uphold the rules and by-laws of this corporation, or violation of rules and regulations set down by any committee or authorized group of this organization shall subject such member to suspension, termination or other censure as recommended by a duly authorized committee appointed by the President, and approved by the Board of Directors.

Section 2.05 – Rights and Obligations of Members

- a) General Members shall be eligible to vote at any meeting of the membership; shall be eligible to become a Director of, or hold an office in, this corporation and shall have the right to enjoy all of the facilities of this corporation, which are generally made available to members.
- b) Associate Members shall have no right to vote at any meetings, be a Director or Officer and shall have only such limited use of the facilities of the corporation as shall be determined by the Board of Directors.
- c) Life Members shall have the same rights and responsibilities as General Members.
- d) Family Members as described in Article II Section 2.02 shall not be required to pay dues and may not vote except as described in Article II Section 2.05e. Family Members may hold appointed positions or serve on committees. Family Members are eligible for election to the Board of Directors.
- e) Family Members elected to the Board of Directors shall enjoy all the rights of a General

Member during the Family Member's tenure as a Director. Family Members serving as Directors shall not lose their dues exemption for their term as a Director.

- f) Upon written application to the President, the Secretary or the Treasurer, any voting member may examine the books of the corporation at any reasonable time if such Officer deems that the member has a reasonable and proper purpose. The President, Secretary or Treasurer may at their discretion waive the requirement for written application to examine said books.
- g) No member shall have individual ownership rights in the property of the corporation, or personally obtain economic benefit there from; although any member, non-member, or business may lend equipment or money to the corporation for a specific purpose and for a specified period of time. Copies of proper documentation of such loan agreements shall be maintained by both the Treasurer and Secretary
- h) The Corporation will accept equipment on loan and assume responsibility for that equipment with the authorization of the Technical Committee and the President.
- i) The Corporation will accept money on loan and assume responsibility for that money only with the authorization of the Board of Directors by a two-thirds vote and the approval of the President.

ARTICLE III – BOARD OF DIRECTORS

Section 3.01 – Number of Members

All the capacity of the corporation shall be vested in, and all its powers and authority, except as otherwise provided by law, shall be exercised by the Board of Directors which shall manage and conduct the business of the corporation. The business and affairs of this corporation shall be managed by a "Board" of Directors which shall consist of not less than seven (7) nor more than fifteen (15) Directors, all of whom shall be General or Life Members of the corporation except as described in Article II Section 2.05d.

Section 3.02 – Regular Meetings

The Board shall meet for the transaction of business during the calendar year at such a times and places as may be designated.

Section 3.03 – Special Meetings

Special meetings of the Board of Directors may be called by the President or by a simple majority of the Board of Directors at any time and place, provided reasonable notice of such meeting shall be given to each Director before the time appointed for such meeting. Notice for such Special Meetings of the Board of Directors shall be made in accordance with section 12.07.

Section 3.04 – Quorum

The Directors shall act only as a Board, and the individual Directors shall have no power as such. Except as noted elsewhere in these Articles, a simple majority of the Directors in office shall constitute a quorum for the transaction of business, but a simple majority of those present at the time and place of any regular or special meeting, although less than a quorum may adjourn the same from time to time without notice until a quorum be at hand. The act of a simple majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided herein or by law.

Section 3.05 – Order of Business

The Board of Directors may from time to time determine the general order of business at its meetings. The presiding officer determines specific agendas.

Section 3.06 – Presiding Officer

At all meetings of the Board of Directors, the President, or, in the President's absence, the Vice-President, or in the absence of both, a presiding officer chosen by the Directors present shall preside.

Section 3.07 – Annual Report

The Board of Directors, after the close of the fiscal year, shall submit to the General and Life Members of the corporation a report as to the financial condition of the corporation and its property. This report shall be available to the membership at the annual meeting as defined in Article I, Section 1.01. Electronic or printed copy will be made available to any General or Life Member on request.

Section 3.08 – Terms of Members of the Board

Each Director shall hold office for three (3) years and may remain in office until a successor is elected and qualified.

Section 3.09 – Vacancies in the Board

Wherever a vacancy in the membership of the Board shall occur, the remaining Directors shall have the power, by a simple majority vote, to select a General, Life, or Family Member of the corporation to serve the unexpired term of the vacancy.

Section 3.10 – Election of the Board

The election of Directors to replace those whose term has expired shall take place at the annual meeting of the members, or at a special meeting called and held for that purpose. At least twenty (20) days prior to the date of which such election is held, the President shall appoint a Nominating Committee consisting of three (3) persons who may but need not be Directors. Such committee shall prepare a list of candidates to fill the Board of Directors and nominate such candidates at the meeting. Other nominations may be made from the general membership; however, any candidate's name so placed in nomination must be submitted in writing and accompanied by written consent of the nominee to the Nominating Committee at least ten (10) days prior to the annual meeting.

Section 3.11 – Adjustments to the Number of Directors

Adding or deleting positions on the board shall be in accordance with Article III Section 3.01. Such adjustments to the number on the Board may only be made by a two-thirds vote of the existing Board or a two-thirds vote of the eligible voting members of the corporation.

Section 3.12 – Removal of Directors

- a) A Director's unexcused absence at two consecutive Board meetings may result in declaration, by simple majority of the Directors, the position vacant. Upon such declaration, the position shall be filled in accordance with Article III, Section 3.09.
- b) A Director may be removed from his Directorship for any willful violation of Federal, State, Municipal, or local rules, laws or

regulations, or for violating any provision contained in the Articles of Incorporation or of the Constitution of this corporation in the following manner: A vote shall be taken of all of the members of this corporation, and if three-fourths (3/4) of all the members of this corporation vote for removal, the Directors in question shall forthwith be removed as a Director.

- c) Such a vote to decide whether or not Directors shall be removed from their Directorship shall be taken only if the President or Vice-President has served formal written notice of the impending vote upon the members at least two weeks prior to the date on which the vote is to be taken. During such period of time, the Directors whose tenure of Directorship is in question may show cause why they should not be removed from their Directorship.

ARTICLE IV – EXECUTIVE OFFICERS

Section 4.01 – Officers

The Officers of this corporation shall be a President, Vice-President, Secretary and Treasurer. To meet extraordinary needs, the Board may at any time establish additional temporary officer positions for up to one year by a two-thirds vote with the approval of the President. Said Officers shall be chosen by the Board of Directors from among themselves, by a simple majority vote, and shall hold office for one year, unless otherwise provided, or until their successors are elected and qualified, provided, however, any Officer may be removed at any time by a vote of two-thirds of the members of the Board of Directors. All Officers must be members of the Board of Directors.

Section 4.02 – The President

Subject to the direction of the Board of Directors, the President shall be the chief executive officer of the corporation and shall perform such other duties as from time to time may be assigned to him or her by the Board. The President shall be ex-officio a member of all committees except the Nominating Committee. The President shall preside, as Chairperson of the Board of Directors and in such capacity shall conduct the meetings of the Board.

Section 4.03 – The Vice-President

The Vice-President shall have such power and perform such duties as may be assigned to him or her by the Board of Directors or the President. In case of the absence or disability of the President, the Vice-President shall perform the duties of that officer.

Section 4.04 – The Secretary

The Secretary shall keep the minutes of all proceedings of the Board of Directors and the minutes of the member's meeting in books provided for that purpose, shall have custody of such books and papers as the Board of Directors may direct, and shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Board of Directors and the President, and shall also perform such other duties as may be assigned by the President or by the Board of Directors. The Secretary shall provide to the Board of Directors minutes of a meeting within 15 days of the date of said meeting.

Section 4.05 – The Treasurer

The Treasurer shall have the custody of all the receipts, disbursements, funds and securities of the corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors and the President. The Treasurer shall perform all other duties assigned by the President. The office of Treasurer may be combined with the office of Secretary if the Board of Directors so decides. The Treasurer may not be combined with the Membership Committee Chairperson.

ARTICLE V – NOTICE

Section 5.01 – Notice

Whenever, according to this Constitution, a notice shall be required to be given to any member or Director, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in a post office in Ohio, postpaid, addressed to such member or Director, at his or her address as the same appears on the books of the corporation, and the time when such notice is mailed shall be deemed the time of the giving of such notice. Electronic communication may be used in lieu of written notice when the member has indicated in writing their willingness to accept such communication.

This entire section does not apply to meetings or to communications among or between the several Directors as outlined in Article 12.07.

Section 5.02 – Waiver of Notice

Any notice required to be given by this Constitution may be waived by the person entitled thereto.

ARTICLE VI – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and terminate on the last day of December of each calendar year.

ARTICLE VII – INDEMNIFICATION

Each Director or Officer (and their heirs, executors and administrators) shall be indemnified by the corporation against expenses reasonably incurred in connection with any claim made against them or any action, suit or proceeding to which they may be made a party, by reason of their being or having been a Director or Officer of the corporation (whether or not they continue to be a Director or Officer of the corporation at the time of incurring such expenses), except in cases there the claim made shall be admitted by him or her to be just, and except in cases where such action, suit or proceeding shall be settled prior to adjudication by payment of all or a substantial portion of the amount claimed, and except in cases in which he or she shall be adjudged in such action, suit or proceeding to be liable or to have been derelict in the performance of his or her duty as such Director or Officer. Such right of indemnification shall not be exclusive of other rights to which he or she may be entitled as a matter of law.

ARTICLE VIII - INTERPRETATION AND AMENDMENT, ACTION BY CONSENT

Section 8.01 – Interpretation

The Board of Directors shall have full power and authority to interpret this Constitution and its decision on all questions shall be final, binding and conclusive.

Section 8.02 – Amendment and Repeal

This Constitution, or any paragraph or section thereof, may be amended or repealed in whole or in part by a two-thirds vote of the members present in person at a meeting called for such purposes, or by a two-thirds vote of the Board of Directors present at a meeting

called for such purpose and at which a quorum for the transaction of business is present.

ARTICLE IX – DUES

Section 9.01 – When Payable

Dues shall be payable in advance by December 31 of each calendar year. Dues shall be payable on an annual basis and no refund of dues upon termination shall be made. In extraordinary cases the Membership Chair and the Treasurer may jointly elect to receive dues for a period of time less than a year.

In case of a person who becomes a member of this corporation after December 31, dues shall become due immediately but may be pro-rated on a monthly or quarterly basis according to schedules determined jointly by the Membership Chair and the Treasurer and published to the members.

Dues shall not be required of Life or Family Members.

Section 9.02 – Sanctions

Membership shall automatically expire upon the failure of a member to pay dues as specified in this article. A member whose membership expires may resume their previous status upon payment of dues provided he or she still qualifies as specified in Article II Section 2.02.

Section 9.03 – Amount

Dues shall be those specified by a two-thirds vote of the Directors. The Board of Directors may grant General or Associate membership without dues when it deems this to be proper.

ARTICLE X – COMMITTEES AND APPOINTMENTS

Section 10.01 – Committees

- a) The standing committees of the corporation shall be the Technical Committee, the Publicity Committee, the Social Committee and the Membership Committee, to be appointed as required by Section 10.02 of this article.
- b) The ad hoc committees of the corporation shall be, but not limited to, the Audit Committee and Nominating Committee.

Section 10.02 – Chairperson and Membership of Committees

- a) The President shall appoint the chairpersons of all committees. The chairperson of each of standing committee shall select its members. The President shall select the members of each ad hoc committee.
- b) The President of the corporation shall be an ex-officio member of all standing and ad hoc committees except the Nominating Committee or any other committee where the President is the subject of the committee.

Section 10.03 – Duties of Committees

- a) The Technical Committee shall:
 - 1. Be responsible for the selection, design, construction and maintenance of all radio equipment owned, leased or operated by the corporation and shall ensure that it is installed and used legally, safely and in the best interests of the corporation.
 - 2. Ensure that privately owned amateur radio equipment loaned to the corporation for the use of its members is installed and used legally, safely and in the best interests of the corporation and the owners of said equipment. No maintenance or modification shall be performed on said equipment without the express approval of the owners of said equipment.
 - 3. Ensure that no member shall install, repair or in any manner modify any equipment under the control of the corporation without the express consent of the Chairperson of the Technical Committee.
 - 4. Ensure prompt notification to the Treasurer of all equipment additions, disposals, installations, removals and relocations.
 - 5. Perform a physical inventory of equipment bi-annually or on a schedule as approved by the Treasurer and the President.
- b) The Publicity Committee shall:
 - 1. Disseminate information concerning amateur radio and the activities of the corporation.
 - 2. Be responsible for the publication of a corporation newsletter and website.
- c) The Social Committee shall:
 - 1. Make arrangements for meeting venues.
 - 2. Arrange for food, supplies, door prizes.
 - 3. Arrange for speakers, activities, and

entertainment.

- 4. Organize and oversee decorations, setup, teardown, and cleanup.

- d) The Membership Committee shall:
 - 1. Be responsible for maintaining current membership status of all members.
 - 2. Notifying members of payment of required dues.
 - 3. Coordinate all efforts to expand membership.
- e) The Audit Committee shall:
 - 1. Audit the Treasurer's books annually.
 - 2. Consist of not less than two voting members of the corporation, at least one of which is a Director. Additional members may be, but need not be on the Board of Directors or be members of the corporation.
 - 3. The Membership Chair may not serve on an audit committee.
- f) The Nominating Committee duties are described in Article III Section 3.10.

Section 10.04 – Miscellaneous Appointments

The President may appoint members to fill internal positions for up to one year. The appointee serves at the pleasure of the President. Positions may include but are not limited to the following:

- a) Newsletter Editor
- b) Parliamentarian
- c) Representatives to other organizations

ARTICLE XI – EXPENSE AUTHORIZATION

Section 11.01 – Regular Expenditures

The Treasurer is authorized to pay all bona fide regular expenses of the corporation when due. These payments may only be by checks or drafts drawn on the corporation's checking account.

Section 11.02 – Special Expenditures

The President and/or the Treasurer of the corporation shall be empowered to authorize special expenditures between reports, in an amount to be determined by the Board of Directors, for each of the standing committees, provided each authorization is reported at the next meeting of the Board of Directors. The Directors of the corporation may, by a simple majority vote, refuse to accept an authorization report and thereby prohibit the Officer from further

authorizations as provided in this Article, but no such refusal shall invalidate prior authorizations.

Section 11.03 – Reimbursements

The Treasurer will make reimbursements for a personal expenditure made by a member on behalf of the corporation only if the expenditure is regular or has been otherwise properly authorized by the Board of Directors. When a member desires reimbursement for such an expenditure, the bill for the expenditure shall be submitted within thirty (30) days of the date of the expenditure to Treasurer or as soon thereafter as is reasonable. The Treasurer and the member may jointly agree to waive the thirty (30) day rule.

ARTICLE XII – MISCELLANEOUS

Section 12.01 – Parliamentary Authority

Any condition which may arise which is not covered by any public laws, the Articles of Incorporation, by this Constitution, or by any valid rules adopted by the Board of Directors or members, shall be handled in accordance with the latest published version of Robert's Rules of Order - Revised. The President shall serve as parliamentarian if none has been appointed.

Section 12.02 – Rules

Special rules as may be deemed advisable may be adopted by a two-thirds vote of the Board of Directors or members. The Secretary shall keep a copy of such rules as adopted on file notations of the meeting date adopted.

Section 12.03 – Compensation

No Director, Trustee, Officer or member shall be entitled to receive any compensation from this corporation solely because of their being a Director, Trustee, Officer, or member, but such member may receive compensation for services rendered to the corporation in some other capacity.

Section 12.04 – Seal

This corporation shall not adopt a seal nor require the use of such in any of its transactions.

Section 12.05 – Station License Trustee

The Board of Directors shall select from among the members a licensed amateur operator who shall act as

Trustee for any station license issued to the corporation pursuant to the Rules and Regulations promulgated by the Federal Communications Commission.

Section 12.06 – Statutory Agent

The President shall nominate a Statutory Agent for the corporation and ensure that the Ohio Secretary of State is promptly notified of changes as required by the Ohio Administrative Code. Changes to the Statutory Agent for the corporation must be approved by a vote of two-thirds of the Board of Directors and recorded in the minutes of the corporation. The Secretary shall promptly notify the Ohio Secretary of State.

Section 12.07 – Use of Electronic Communication

Members of the Board of Directors may communicate by email, telephone, or radio between Board Meetings. At the discretion of the President, such communications may include but are not limited to discussion, formal announcements, and voting. All decisions shall be documented by the Secretary as “minutes” and read into the minutes of the next Board meeting. Failure of a Director to receive or respond to an electronic vote within 48 hours shall be counted as an abstention. Such failure or irregularity of notice or voting will not invalidate the notice or voting.

END OF CONSTITUTION

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