

**CONSTITUTION AND BYLAWS
OF THE
LOUDOUN AMATEUR RADIO GROUP**
P.O. Box 1004, Purcellville, VA 20134

Preamble:

We, as Amateur Radio Operators of Loudoun County, Commonwealth of Virginia, in order to create interest in Amateur Radio, to promote study and experimentation in Amateur Communications, to further the art, and to provide a common bond, do ordain and establish this Constitution of the Loudoun Amateur Radio Group, also known as LARG, incorporated in the State of Virginia.

Article I: Purpose

This non-profit Organization is established to provide, but neither for hire or remuneration, amateur radio communication services and facilities for public service and use within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Organization will further the exchange of information and cooperation among members, promote radio knowledge, fraternalism and individual operating efficiency, and conduct programs and activities to advance the general interest and welfare of Amateur Radio in the community.

Article II: Membership

1. Eligibility. All persons interested in Amateur Radio communication shall be eligible for membership. Membership shall be by application and election upon such terms as the Organization shall provide in its Bylaws.
2. Classes of Membership
 - a. Full membership is open to licensed amateurs. Full membership includes all Organization privileges including voting and rights to hold office.

- b. Associate membership is open to those actively engaged in a class leading to an Amateur Radio license and all other interested persons. Associate membership includes all organizational privileges except voting and rights to hold office.
 - c. Youth-Student membership is open to anyone attending school on a full-time basis. A Youth-Student member is not eligible to vote or hold office.
 - d. Honorary membership may be granted by the Loudoun Amateur Radio Group to individuals who have distinguished themselves by service to the Organization, at the recommendation of the Board of Directors and a simple majority approval of the membership. Honorary membership includes all privileges except the right to vote and hold office and is not subject to assessment of dues.
3. Grounds for Expulsion
- a. Any member who willfully brings discredit to the Organization, a member thereof, or amateur radio, may be expelled from the Organization. The procedure is detailed in the Bylaws.
 - b. Non-Payment of Dues. Non-payment of dues shall be considered grounds for removal from Organization membership. The governing procedure is detailed in the Bylaws.
4. Resignation. Any member desiring to resign from the Organization may do so by notifying the Secretary in writing.

Article III: Officers and Board of Directors

- 1. The officers of the Organization shall be: President, Vice-President, Secretary and Treasurer.
- 2. The officers shall be elected for a term of one year, by ballot of the members present-at the Annual Meeting, as specified in the Bylaws.
- 3. The Organization shall have a Board of Directors. Article IX of this Constitution is the charter that shall govern the Board.

4. Officer vacancies occurring between elections must be filled. The Board of Directors shall identify and propose a candidate to fill the vacancy. A special election shall be held at the first regular meeting which is at least 15 days after the vacancy occurs. The new Officer will serve the remainder of the term.
5. Upon resignation or removal of a Director, if the number of Directors is less than four, the Board of Directors shall initiate the nomination process, conforming with the Bylaws, within 15 days following the resignation or removal. The new Director will serve the unexpired term of the Director being replaced.
6. Individual Officers or Directors may be removed using the process defined in the Bylaws for expulsion of members.

Article IV: Duties of Officers

1. The President shall preside at all regular meetings and shall conduct them according to the rules specified in the Constitution and Bylaws. The President shall enforce due observance of the Constitution and Bylaws, decide all questions of order, sign all official documents adopted, and perform all other duties pertaining to the office of President.
2. The Vice-President shall assume all the duties of the President when the President is absent. In addition, the Vice President shall coordinate Organization activities and arrange for programs at Organization meetings.
3. The Secretary or a designee shall keep a record of the proceedings of Organization meetings, keep and maintain a current membership roster, submit membership applications, carry on all correspondence, and read communications at each meeting. The Secretary shall also keep and maintain a current copy of the Constitution and By-Laws, and publish any changes, amendments and additions as appropriate. The Secretary will have the most current copy of the Constitution and Bylaws available at all meetings and will make it available to members upon request. At the expiration of the Secretary's term the Secretary shall turn over all items belonging to the Organization to the Secretary's successor.

4. The Treasurer shall receive and receipt for all monies paid to the Organization; keep an accurate accounting of all monies received and expended; pay no bills without proper authorization by the officers, constituting a business committee. The Treasurer shall submit to the Board, prior to publication to the membership, an itemized statement of disbursements and receipts at the end of each quarter. The Treasurer shall relinquish all Organization materials in the Treasurer's possession at the end of the Treasurer's term and shall deliver them to the Treasurer's successor.

Article V: Meetings

The Bylaws shall provide for regular and special Organizational meetings.

The Bylaws shall provide for Board of Directors meeting.

Article VI: Dues

The Organization, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments for the business of the Organization, as recommended by the Board of Directors in accordance with the Bylaws. Non-payment of such dues or assessments shall be cause for removal from the Organization.

Article VII: Technical Assistance

The Organization will provide technical advice to members concerning equipment and antenna design and operation to assist in frequency observance, uniform amateur practice, and absence of spurious radiations emanating from Organization member stations.

The Organization may provide technical assistance to the general public in areas of electronic design, spurious radiations, or other areas related to general amateur practice.

Article VIII: Amendments

This Constitution or the Bylaws may be amended by a two-thirds vote of the total membership. The Officers shall determine the voting mechanism. Proposals for amendments shall be submitted in writing at a regular meeting. The Secretary shall notify the membership of the content of the proposed amendment(s) by posting to the Organization reflector and posting to the Organization web site. Proposed amendments shall be voted on at the next regular meeting at least 25 days following posting.

Article IX: Board of Directors Charter

1. The purpose of the Loudoun Amateur Radio Group Board of Directors is to ensure the continuity and health of the Organization. The Board will work with the currently elected Organization leadership and participate in decisions about Organization activities. They will ensure that the Officers lead the Organization in a way that maintains LARG's reputation in the ham community, and the community at large. The Board will ensure that the Organization remains financially healthy. They shall ensure that the Organization remains committed to public service, amateur education, and the development of the skills of its membership, and is operated in accordance with the principles identified by Section 501(c)(3) of the Internal Revenue Code.
2. One role of the Board is to serve as a balance to the LARG Officers' leadership. If the Directors lack confidence in specific Officer decisions, they may present a "No Confidence" vote to the Officers provided there is a two-thirds vote of Directors in favor. At this point, the Officers must work with the Directors to form another plan of action. If no solution is found the Directors shall meet in executive session to vote on calling for a new Officer(s) election.
3. The Loudoun Amateur Radio Group Board of Directors shall consist of at least four, and no more than nine, Directors. Directors may be nominated by any current full-member, including themselves. Once nominated, Directors are elected by a 2/3 vote of the Organization membership present at the meeting where the election is held. Requisite criteria are found in the Bylaws.

4. Directors shall serve a term of three years from the time of their election at the Annual Meeting. Board elections may be held when a) a new Board Member is nominated or b) the number of Directors falls below four.

Article X: Property

1. **Ownership:** Any property, real or otherwise, acquired by the Organization through purchase, donation, etc., shall be owned by the Organization. Custodial responsibilities of said property shall be placed upon the Treasurer until such time as the Organization decides the bulk of property is great enough to warrant a custodian. The Organization shall then approve a Custodian appointed by the President. A majority vote at a regular meeting is required for Custodian approval.
2. **Disposition:** Upon dissolution of this Organization and after paying or making provision for the payment of Organization liabilities, the property shall be donated to organizations exclusively engaged in charitable, educational, scientific efforts, or public service and qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision to any future United States Internal Revenue Code). The disposition of the property shall be the responsibility of the Officers and Board of Directors.

Bylaws:

1. Meetings.

A. Organization Meetings. Robert's Rules shall govern all proceedings. Members present and voting shall constitute a quorum, provided at least two of the current Officers are also present and voting. Regular meetings shall be held each month unless changed by a two-thirds vote of the general membership. The regular meeting in January of each year is designated as the Annual Meeting, at which the Organization officer elections are held and all Organization memberships require renewal. Special meetings may be called by the President upon the written request of any five Organization members. The Secretary shall send a notice to members concerning a special meeting, and the business to be transacted at the meeting, no less than 48 hours in advance of the meeting. Only such business as designated shall be transacted in the special meeting.

B. Board of Directors Meetings. The Board shall meet whenever required by important issues or decisions, but no less than once every three months (nominally, February, May, August, November). Meetings may be in person or virtual. Meetings shall be for the purpose of discussion of Organization activities and direction, and for voting on Major Activities (see Bylaw 5). In addition, the Board shall meet each November, prior to the regular November club meeting to nominate the next slate of Officers. The new slate of officers will be announced at the regular November club meeting.

2. Membership Process

A. New Members. Applications for new membership shall be submitted at regular meetings. At the applicant's second meeting, membership shall be granted upon a two-thirds majority vote of the members present and payment of applicable dues.

B. Renewing Members. Membership payment is due at the Annual Meeting. All annual memberships, including voting privileges, expire and are subject to renewal at the commencement of the Annual Meeting. Members whose dues have not been received by the Treasurer are reinstated immediately upon payment of dues. A grace period of 45 days will apply.

3. Board Membership

A. Criteria. Only members meeting the following criteria may be nominated and elected:

1. Active member of LARG for at least 5 years immediately preceding the nomination.
2. A Board member may not concurrently serve as an Officer.
3. The nominee must have taken on at least three major leadership roles in key Organization activities. Examples of such roles are:
 - Served as Organization officer for at least a year
 - Chairman, station captain, or activities captain for LARG Field Day
 - Net manager for a LARG net
 - Chair of a standing LARG committee
 - Coordinator of a LARG public service event
4. Must have been a licensed amateur for at least 8 years and hold a current Amateur Extra class license. The nominee must have been an active and contributing amateur. Examples of activity and contributions are:
 - Entry and submission of score in at least one ARRL or CQWW contest in each of the preceding three years as individual or team member
 - Regular participation in LARG nets
 - Entry in Virginia QSO Party
 - Active member of ARES/RACES participating in at least one drill or exercise each year
 - Volunteer at major public service events such as the Marine Corps Marathon.
 - Elmering new or inactive hams

- Teaching a ham radio or radio/electronics class.

B. Process. When nominated, the Board candidate will prepare a resume documenting their qualifications that meet those criteria. The sitting Board will review the nomination and accept or reject the nominee based on the criteria. If the nomination is accepted, the resume will be posted to the LARG web site. An election can take place after the candidate's resume has been posted for 25 days. Copies of the candidate's resume will be made available at the meeting when and where the election takes place. To be elected to the Board, the candidate must receive a 2/3 majority vote of the members attending the meeting when the election occurs.

4. Dues.

A. Assessments. The Board of Directors shall from time to time recommend to the membership a regular monthly assessment for Full and Associate members of an amount determined necessary for Organization expenses. The Board of Directors will also recommend an additional amount per year for all additional Organization members within the same immediate family, and an annual assessment per Youth-Student member. The assessments for the next fiscal year shall be recorded in the Organization's November meeting minutes. The minutes shall record the assessment for each member type, including partial year assessments by month, and the beginning and end of the Organization's fiscal year. These assessments are in accordance with the provisions of Article VI of the Constitution.

B. Non-Payment. A process will be invoked where the Treasurer notifies the Secretary of payment or nonpayment, and the Secretary restores or removes, as appropriate, the member on the rolls.

5. Organization Activities. Organization activities may be proposed by any member, Officer, or Director, consistent with the requirements of Section 501(c)(3) of the Internal Revenue Service Code. Involvement in non-emergency activities where the Organization is identified as participating require approval by a simple majority of the membership present at the meeting where the activity is proposed. Commitment of the

Organization to Major Activities shall also require approval by a 2/3 majority of the Board of Directors. Major activities are defined as events that involve mobilization of the general membership and/or Organization expenses of more than \$250. Examples of Major Activities are Field Day, Organization Banquet, large public service events, and emergency drills.

6. Membership Expulsion. A request for expulsion, stating the grounds for such expulsion, shall be submitted in writing to the Board, and shall be signed by the complaining member and at least one-third of the active members. The expulsion process will be administered by the Board of Directors. This request shall be acted upon at the next regular meeting following its introduction. The accused will be given a written statement of the complaint and the opportunity to appear before the Organization to state his/her defense. A two-thirds vote of the membership in attendance affirming the complaint is required for expulsion from the Organization. Upon expulsion all rights and privileges are immediately terminated.

7. Committees. The Organization will have five permanent/standing committees. The President may also create and appoint members to other committees, as deemed appropriate, for things such as special functions, or activities not covered by the standing committees. The standing committees are:

A. Education Committee. This committee shall consist of three members appointed by the President. The committee shall set up classes for new amateurs and existing licensees wishing to upgrade. The committee may also set up other educational activities or classes which are amateur radio related.

B. Emergency Service Committee. This committee shall consist of three members appointed by the President. The committee shall coordinate activities with the Loudoun County ARES coordinator to provide a pool of volunteers for emergency situations.

C. Public Service Committee. This committee shall consist of three members appointed by the President. The committee shall organize volunteers and equipment for

activities such as races and other special public service events. It shall also maintain a program to support and foster good community relations.

D. Field Day and Contest Committee. This committee shall consist of three members appointed by the President. The committee shall organize activities and equipment for the annual ARRL Field Day event and any other contests in which the Organization elects to participate as a group.

E. Public Relations Committee. The Organization shall maintain a program to foster and guide public relations. This committee shall consist of up to three members appointed by the President. This committee shall publicize LARG community public service and training activities. They shall promote awareness of amateur radio as a public service. They shall coordinate public declarations of Amateur Radio Day, Week, and/or Month with local political entities.