

## **KAW VALLEY AMATEUR RADIO CLUB**

### **CHANGES TO THE CONSTITUTION/BYLAWS**

**RESOLVED**, that the Kaw Valley Radio Club, Inc. shall revise its original articles of incorporation and revise existing by-laws in accordance with the wishes of the majority of the membership eligible to vote more accurately describe the purpose and nature of the organization and to provide guidelines for governing and perpetuating practices and affairs of the organization.

**THEREFORE**, be it known that we the Officers, Directors, and general membership of an association first named The Kaw Valley Radio Club, Inc., which incorporated with the Secretary of State of Kansas on June 17, 1953, as a corporation not for profit by Dean Calvin, Xenophon Smith, Orville Strimple, S. D. Thacher, Paul Kersten, Ed Benton, August McCollom, and Art Morse, Jr. as incorporators, now desire to make revision in the original articles of incorporation and to establish new by-laws. The following changes are to be made in the original articles of incorporation.

**NAME OF CLUB:** The name of the Corporation shall be the KAW VALLEY AMATEUR RADIO CLUB (Corporation, Club or KVARC). The Corporation began its existence as The Kaw Valley Radio Club, Inc. in 1953, and its affairs have since that time been administered by a board of directors and officers elected by the membership. All property, records, Club affiliations, assigns and other business of The Kaw Valley Radio Club, Inc. are to be continued hereafter under the name of KAW VALLEY AMATEUR RADIO CLUB and membership records, appointments and selection maintained as permitted by the By-Laws herein.

**PURPOSES:** The Purposes for which the Corporation is formed are to further the voluntary exchange of information and cooperation between members of the Club and with others of the Amateur Radio society; to promote radio knowledge, fraternalism, and individual operating efficiency; to so conduct programs and activities as to advance the general interest and welfare of Amateur Radio in the community; to provide communications for safety and welfare in the event of disaster or other emergency need and for emergency preparedness; and to foster and promote intercommunication by electronic means for personal benefits only without pecuniary gains.

**RESIDENT AGENT:** The Corporation and Corporation Offices shall be the resident agent and registered office. The address of the registered office shall be KAW VALLEY AMATEUR RADIO CLUB, 1221 West 17th (Red Cross Building), Topeka, Shawnee County, Kansas. Official correspondence should be further addressed to the attention of the Corporate Secretary.

All other provisions and conditions of the original articles of incorporation shall be and remain in full effect, and hereby ratified by the officers, directors, and general membership.

**KAW VALLEY AMATEUR RADIO CLUB  
BY-LAWS**

The following provisions for the control of corporate affairs supersede any previous practices and are subject only to the articles of incorporation of which these by-laws are a part or to amendment as herein provided.

**PROVISION I  
OFFICERS AND DIRECTORS**

**SECTION 1:** The officers of the club shall be a President, a Vice President-Treasurer, and a Vice President-Secretary. The three officers and six Directors shall constitute a Board.

**SECTION 2:** Each officer and director shall be a full member in good standing and an active participant in club activities.

**SECTION 3:** Officers and directors shall assume official responsibilities at the first regularly scheduled meeting following their election and serve until their successors shall be elected unless removed for good cause.

**SECTION 4:** Officers shall serve for a term of one (1) year and Directors shall serve a term of three (3) years. Two Director positions shall be filled each year, thus staggering the elected terms for Directors.

**SECTION 5:** The President shall be the executive officer of the Club and preside over all meetings of the Club and the Board and conduct the same according to the provisions herein. He shall enforce due observance of these by-laws, decide all questions of order, sign all official documents that are adopted by the Club and perform all other customary duties pertaining to the office of President. He shall utilize available membership skills and services whenever possible for advisory or research committees or for other participation in Club activities.

**SECTION 6:** The Vice President-Treasurer shall assume all the duties of the President in the President's absence. He shall assume all duties of the office of Treasurer, receive and deposit funds in the name of the Club in a depository selected by the Board and pay all bills so approved by the Board by check with his signature and countersigned by either of the other officers. In the Treasurer's absence, any officer may sign a check with countersignature by another officer. He shall maintain financial records for the Club and shall provide a statement of the Club's current financial status at each regularly scheduled meeting and a summary of the year's financial transactions in a report at the Annual Meeting. He shall provide an itemized list for his successor showing all Club documents and property in his possession.

**SECTION 7:** The Vice President-Secretary shall record the official minutes of all Club meetings and Board meetings; maintain continuous records at the Club office; carry on all official written correspondence in the name of the Club; read communications at meetings; be responsible for all Club property and its assignment, loan, repair or replacement as authorized and not otherwise assigned herein; maintain and process membership applications and records; and file annual reports with the Secretary of State of Kansas for the continuation of the Corporation together

with applicable filing fees within the first quarter of each calendar year. He shall read the official minutes of the previous regularly scheduled Club meeting at all regularly scheduled meetings and provide a summary report on the past year's activity in his areas of responsibility at the Annual Meeting. He shall attest by signature all official documents that are adopted by the Club. He shall record the official attendance of each meeting. He shall provide an itemized list for his successor showing all Club documents and property in his possession.

**SECTION 8:** The Director for Internal Affairs shall report to the Board on activity and recommendations concerning policy compliance and Club affiliations.

**SECTION 9:** The Director for Plans and Programs shall report to the Board on activity and recommendations for short and long term programs, public relations and social functions.

**SECTION 10:** The Director for Membership Affairs shall report to the Board on activity and recommendations concerning membership promotions, licensing classes, awards and recognition matters and publications.

**SECTION 11:** The Director for Management and Finance shall report to the Board on activity and recommendations concerning the Club management structure, effectiveness, finance and budget preparation.

**SECTION 12:** The Director for Legal and Regulatory shall report to the Board on activity and recommendations concerning rule and regulation changes, petitions and comments to the Federal Communications Commission or other regulatory agencies, matters of legality concerning the Club, insurance matters and Club communications interference corrective practices.

**SECTION 13:** The Director for Communications shall report to the Board on activity and recommendations concerning Club communications stations, including operation, repair, replacement, licensing and compliance with policy or regulations as authorized.

**SECTION 14:** The Board of Officers and Directors shall meet quarterly or more frequently at the call of the President. At the discretion of the President, Board meetings may be closed or open to Club members. Matters before the Board may only be voted upon by Officers and Directors.

## **PROVISION 2 NOMINATIONS AND ELECTIONS**

**SECTION 1:** The election of Officers and Directors shall be held at the Annual Meeting.

**SECTION 2:** A nominating committee consisting of four (4) members in good standing, at least two (2) of whom shall have been former Officers of the Club, shall be appointed by the President not less than six (6) weeks prior to the Annual Meeting for the purpose of nominating one candidate each for the offices of President, Vice President-Treasurer, and Vice President-Secretary, and one (1) candidate each for two (2) positions as Director for terms which are scheduled to expire at the next Annual Meeting. The committee shall select a candidate for the

office of President first and work with that candidate to select the other two Officer candidates to assure compatibility of candidates. Nominations of candidates for any position shall be accepted from the floor if offered.

**SECTION 3:** Vacancy of any Officer or Director's position through death, resignation, removal or other cause may be filled by appointment by the Board from the membership of full members in good standing for the remainder of the term.

**SECTION 4:** Officers or Directors may be removed for neglect of duty or failure to abide by these By-Laws on motion and by majority vote of three-fourths (3/4) of the membership eligible to vote and in attendance.

### **PROVISION 3 MEMBERSHIP**

**SECTION 1:** Full membership with voting privileges shall be granted to applicants possessing a valid amateur operator's license issued by the Federal Communications Commission and who meet all other condition of these By-Laws.

**SECTION 2:** Associate membership with no voting privileges shall be granted to applicants wishing to maintain an interest in amateur radio and the purposes of the Club. Associate members may serve on any committee other than the nominating committee provided such committee is serving in an advisory or research matter only.

**SECTION 3:** Life membership with voting privileges shall be granted to full members who have been nominated and approved by affirmative vote by the membership as worthy of Life membership because of continuous outstanding efforts and interest on behalf of the Club in amateur radio.

**SECTION 4:** New membership applications are to be processed by the Vice President-Secretary and accepted by affirmative vote of the members present at any Club meeting.

**SECTION 5:** Non-payment of dues for more than sixty (60) days after the first of the year shall be cause for suspending any member from participation in Club business or activity pending reinstatement by payment of annual dues.

**SECTION 6:** Full members whose amateur operator's license expires may continue as full members for a period of one (1) year from the date of their license expiration as a period of grace in which to renew their license.

**SECTION 7:** It shall be the duty of each member to voluntarily participate, when circumstances will allow, in committee assignments and other activities which carry out the purposes to which the Club is dedicated.

**SECTION 8:** Offices, Directors, and other club members shall not represent the Club by statement or implication in matters of political or commercial nature or matters which are not directly concerned with the purposes of the Club or of amateur radio. In any event,

representation of the Club shall be as authorized herein.

**SECTION 9:** Officers, Directors, or other Club members shall remove themselves from office or committee or shall be ineligible for any which may be in conflict with personal or commercial financial interest.

**SECTION 10:** Any member may be removed from the Club membership at any time by majority vote of three-fourths (3/4) of the membership eligible to vote, if his conduct, activities, and/or attitudes should be such as to bring discredit or undue embarrassment to the Club.

#### **PROVISION 4 FINANCES**

**SECTION 1:** Annual Full Membership and Associate Membership dues for the following calendar year shall be established by the board and approved by the voting membership. Life Membership dues shall not be assessed. Dues are to be paid at the beginning of each calendar year.

**SECTION 2:** New applicants for membership accepted during the calendar year shall pay dues for the current year as a condition of acceptance for membership. New applicant dues shall be for 100% of the fee when applications are received prior to July 1 and shall be for 50% of the fee following July 1 of each year.

**SECTION 3:** An annual budget recommendation shall be prepared by the Board during the first quarter of the year for approval by the membership eligible to vote. It shall provide for the allocation of funds for operating expenses, new equipment, construction, supplies, publications, special events, programs, projects, social events or other purposes together with revenue estimates from dues, sale of property, donations or other sources. Membership approval of such budget funding shall not be construed as approval for expenditures. The Officers or the Board members may, individually or collectively, incur minor expenses for budgeted office supplies but all other budgeted expenditures shall require majority approval of voting members in attendance at Club meetings.

**SECTION 4:** Gifts, donations and contributions of money, material, equipment or other property may be accepted by the Officers or Directors of behalf of the Club if such property will be of benefit to the Club.

#### **PROVISION 5 TRUSTEES**

**SECTION 1:** A Trustee for Club station equipment shall be appointed by majority vote of the Board as the licensee of all operating equipment except repeaters. He shall be responsible for the authorized use and maintenance of said equipment and for maintaining the station licenses. This appointment may be continued year to year at the option of the Board unless the incumbent resigns or otherwise vacates the position. The Trustee shall be a full member of the Club in good standing.

**SECTION 2:** A Trustee for Club repeater equipment shall be appointed by majority vote of the

Board as the licensee of all operating repeater equipment. He shall be responsible for the authorized use and maintenance of said equipment and for maintaining the station licenses. This appointment may be continued year to year at the option of the Board unless the incumbent resigns or otherwise vacates the position. The Trustee shall be a full member in good standing.

**SECTION 3:** A Trustee for Club Publications shall be appointed as the Editor of an Official KAW VALLEY AMATEUR RADIO CLUB Publication. He shall publish and distribute to the membership information on Club activities and other matters of interest to amateur radio in accordance with the purpose to which the Club is dedicated and the policies as set by the Board. This appointment shall continue year to year at the option of the board unless the incumbent resigns or otherwise vacates the position. The Trustee shall be a member of the Club in good standing.

## **PROVISION 6 MEETINGS**

**SECTION 1:** An Annual Meeting shall be held on or soon after the first of January of each year. Members shall be notified in advance of the Annual Meeting date by Official Publication or by the Vice President-Secretary.

**SECTION 2:** The Board shall recommend an annual schedule and subsequent changes therein for Club meeting locations, dates and time of day for approval by the members eligible to vote, each year.

**SECTION 3:** A meeting of the Club shall require a minimum of one-fourth (1/4) of the eligible voting members, including officers, to constitute a quorum for transacting business. In the absence of all officers, a regularly scheduled meeting with a quorum present may be conducted by any full member agreed upon and the minutes submitted to the Vice President-Secretary for official recording.

**SECTION 4:** A meeting of the Board shall require a two-thirds (2/3) attendance of Board members to constitute a quorum for transacting business.

**SECTION 5:** Motions for passage of by-laws changes, financial budget revisions, Club meeting location or date changes and other major matters of business shall be delayed until second reading or review in the Official Publication. On any matter, a motion to "reconsider and enter" may be made by any eligible voting member present in which case the motion for passage shall be delayed until second reading unless said delay is determined by the President or presiding officer to be out of order because of a matter of limited time in which the motion must be approved or refused by vote.

**SECTION 6:** "Roberts Rules Of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws except that the President may waive irregularities or discrepancies in parliamentary procedures for the purpose of control and dispatch of Club affairs.

**PROVISION 8**  
**AMENDMENTS TO THE BYLAWS**

**SECTION 1:** Amendments to these By-Laws may be adopted by a majority vote of the membership present at any meeting in which there are two-thirds (2/3) of the membership eligible to vote present if the amendment proposals have been read aloud in the proceeding regularly scheduled meeting or reviewed in the Official Publication.

**SECTION 2:** Approved Amendments to these By-Laws are to be numbered in order of passage, dated and attached hereto to become a part hereof.

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These By-Laws were adopted by unanimous membership vote on July 20, 1979  
Retyped and edited for minor typographical errors referenced from the official publication of the proposed by-laws in the July 1979 Transceiver, and from by-laws committee drafts - Brent Venis, K0SPN, February 2025

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