

CONSTITUTION
OF THE
SUBURBAN UHF AMATEUR REPEATER SOCIETY

PREAMBLE

We, the undersigned, wishing to secure for ourselves the pleasure and benefits of the association of persons interested in amateur radio, constitute ourselves THE SUBURBAN UHF AMATEUR REPEATER SOCIETY, commonly known as SUHFARS, and enact this constitution as our governing law.

It shall be our purpose to facilitate the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, to operate and maintain an open repeater systems as deemed desirable by the club, to conduct club programs and activities as to advance the general interest and welfare of amateur radio in the community.

ARTICLE I MEMBERSHIP

All persons interested in amateur radio communication shall be eligible for membership. Membership shall be by written application and election upon such terms as the club shall, by its By-Laws, provide. Upon membership, member shall be entitled to all privileges offered by the club to its members. Licensed family members shall be considered associate members but will not be considered 'voting' members and will not be included in any quorum.

ARTICLE II OFFICERS

- SECTION 1 - The officers of this club shall be: President, Vice President, Secretary, Treasurer and Member-at-Large.
- SECTION 2 - The officers of this club shall be elected for a term of one year by ballot following the clubs election voting procedure as stated in the by-laws. A normal term will be from January to January.
- SECTION 3 - Vacancies occurring between elections must be filled by special elections following the clubs election voting procedure as stated in the by-laws.
- SECTION 4 - Officers may be removed by a super-majority vote following the clubs election voting procedure as stated in the by-laws, upon notification of the membership in writing of the intent to do so.
- SECTION 5 - All officers must hold a valid amateur radio license and be members of the club in good standing.

ARTICLE III DUTIES OF OFFICERS

SECTION 1 - The President shall preside at all official business meetings of the club, and conduct the same according to the rules adopted, enforce due observance of this Constitution and By-Laws, decide all questions of order and perform all other customary duties pertaining to the office of President. The President will lead the officers in achievement of consensus-based decisions for matters that affect the club.

The President shall designate the Vice President, a club officer or a Charter Member to preside at the official business club meetings during his or her absence. The President shall submit all records and correspondence belonging to the club, to his or her successor at the expiration of the term of office.

SECTION 2 - The Vice President will coordinate the activities of the clubs standing and special purpose committees. The Vice President will coordinate reports to the general membership on each committee's activities at official business meetings of the club and to the club Secretary for the meeting minutes. The Vice President will represent the club in the absence of the President as directed by the President.

SECTION 3 - The Secretary shall keep a record of the proceedings of all official business meetings, keep a roll of members, maintain all correspondence, read communications at meetings, and notify each member of regular and special official business meetings. The Secretary shall submit all records and correspondence belonging to the club, to his or her successor at the expiration of the term of office. It shall be the duty of the Secretary to keep the Constitution and By-Laws of the club and have the same available at all club meetings. The Secretary shall record all amendments, changes and additions thereon and permit the same to be reviewed by the members upon request. For those matters requiring a special quorum The Secretary will also be responsible for determining the number of voters required to meet quorum requirements, and determining that a quorum has been met.

SECTION 4 - The Treasurer shall receive and receipt for all monies paid to the club and keep an accurate account of all monies received or expended. The Treasurer shall account for all club funds as provided in the By-Laws. The Treasurer shall close the books and submit all club records to the Trustee and to his or her successor at the expiration of his or her term of office. The Treasurer will provide to the audit committee any material germane to the clubs expenditures and revenue at the audit committee's request. It shall be the duty of the Treasurer to report the clubs financial status at all regular club meetings, maintain a petty cash fund (not to exceed \$25) and

provide a complete account of all club financial matters using generally accepted accounting principles. Expenditures, with the exception of regular monthly bills, and club meeting costs shall be approved by a majority vote of the members present at a official business club meeting. The Board may approve expenditures up to \$125 in a given month if they deem the expenditure necessary to the business of the club, without waiting for membership approval. A receipt shall support all expenditures. The Treasurer shall accept applications from prospective members and submit them for approval at regular official business meetings.

The club has several expenditures that come up every year. Rather than ask the membership to approve these expenditures repeatedly during the course of each year, the board can carry "standing budget items". These budget items shall be approved by the membership once when introduced. The treasurer will report on the status of these items in conjunction with the general treasurer report at each regular club meeting. During each meeting the membership can vote to remove or change any of the items from the standing budget list.

SECTION 5 - The Member At Large will be responsible for coordinating membership consensus on matters that require voting. The Member at Large will assure that voting takes place according to the rules stated in the club By-Laws. A single club member, or an official review committee can audit the voting results upon request. The Member at Large will also chair the club Nomination Committee as detailed in the club By-Laws.

ARTICLE IV OFFICER LEAVING OFFICE

During the course of an officer's term it may be necessary for that officer to leave office. It could be due to personal, health reasons or if the membership of the club feels that that officer is not serving the duties of their position.

An officer can "resign" from office by sending a written resignation letter (email is acceptable) to the President of the club with a copy to the other club officers. The resigning officer is not obligated to provide any explanation. The other officers shall determine if that resignation is accepted. If accepted by the board, the president shall notify the club membership of the situation. Death of an officer will be considered a resignation.

An Officer can be discharged from their position if a “super majority” of the club members in good standing vote to do so. This “impeachment” process shall begin by the other officers agreeing to take such a vote, OR the membership requesting such a vote. The membership can request that a vote take place if 10 members (can include officers) send a written letter to the President, with a copy to the board, asking for impeachment of a specific officer.

If any officer position is vacated prior to October 1st of an officer’s term, the board shall appoint a person to fill the vacant position. If the office is vacated on or after October 1st, the remaining officers will assume the responsibilities of the vacated position until the next election.

ARTICLE V TRUSTEE

The Trustee shall be the person whose call sign is used for the repeater system’s identification, or in the event that a club call sign is used for identification, the Trustee shall be the person identified in the FCC form 660 (or its successor form). It shall be the right of the Trustee of the club to maintain the original intent of the club, be responsible for all operating procedures, and maintain the continuity of the original accounting system. A New Trustee, when required, shall be appointed by the current officers, from the current regular membership, who hold a valid amateur radio license, by mutual consent of the officers and proposed Trustee. In the event that the club operates multiple repeater systems, there may be more than one trustee.

ARTICLE VI MEETINGS

The By-Laws shall provide for regular and special meetings where official club business will take place. Other meetings such as breakfasts, committee meetings, radio “nets”, etc. are activities promoted by the club. However, no official business will take place at these meetings. At official business meetings, the membership present shall constitute a quorum for the transaction of business. Note that elections have special requirements that are stated in the club By-Laws.

ARTICLE VII DUES

The board by majority vote of the club’s officers, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the club within the objectives set forth in the Preamble of this Constitution. Non-payment of such dues and assessments shall be cause for expulsion from the club, within the discretion of the membership.

ARTICLE VIII AMENDMENTS

This Constitution and By-Laws may be amended by a super majority vote of the members using the procedure stated in the club By-Laws. Proposals or amendments to the Constitution or By-

Laws shall be submitted, in writing, to the President who will organize a special vote following the procedure stated in the club by-laws. Notification to the membership of the intent to amend the Constitution or By-Laws will be made by the club Secretary.

ARTICLE IX MEMBERSHIP ASSISTANCE

This club shall enact appropriate rules to minimize interference in operation between stations of its members: it shall formulate adequate plans for disposition of any cases of interference to other radio services where reported as caused by amateur station operation in the area of club jurisdiction. The club, through the interference committee, will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice and absence of spurious radiation from club member stations.

ARTICLE X RULES

For matters requiring voting at an official club meeting, the membership present shall constitute a quorum for the transaction of official meeting business with the exception of the election of club officers, or amending the Constitution and Bylaws.

ARTICLE XI BOARD OF DIRECTORS

The board of directors shall consist of a minimum of 3 members. All currently paid in full Charter Members, who are not elected officers of this club shall be members of the Board of Directors. If there are less than 3 Charter Members, then additional Directors will be appointed in the following order: Previous president, previous vice president, previous treasurer, previous secretary. In the event that none of the above is available, directors will be voted on by a simple majority of the membership.

ARTICLE XII MEMBERSHIP COMMITTEE

The Membership Committee shall consist of all current Board members, Trustee's, and any other member the President appoints.

ARTICLE XIII NOMINATION COMMITTEE

The Nomination committee shall consist of all current Board members, Trustee's, and any other members the President appoints. The Member at Large will chair the nomination committee. The purpose of the nomination committee is to assure that there are sufficient candidates for each office. The Nomination Committee will provide a list of one or more suitable candidates for each position prior to an election. The committee chair will solicit nominations from the general membership, which will be added to the prospective election slate. A candidate must be willing and able as well as meet the required qualifications to hold office prior to being placed on the election slate.

BY-LAWS
OF THE
SUBURBAN UHF AMATEUR REPEATER SOCIETY

1. OFFICERS – The responsibilities of club officers is detailed in the constitution.

2. MEMBERSHIP - Applications for membership must be submitted in writing, mail or E-mail submitted to the Treasurer. A regular member in good standing, on an approved application form, must sponsor all applicants. The application will be reviewed and voted upon (majority vote) by the membership committee within a maximum of 90 days from the date the applications was submitted. If approved by the membership committee, the application shall be voted upon at an official club business meeting and can be passed only by a majority vote of the membership present at the meeting.

Any full paying member whose dues are lapsed for three full months shall be given written notice, by the club Treasurer, that he/she is subject to possible loss of membership unless past dues are paid in full. These past dues must be paid during a one-month grace period. Following notification, the above member, and all his associated family members, shall be automatically dropped from the club membership. Any member being dropped by the club for any reason can only rejoin through the normal process of application for membership.

Family membership shall be the privilege of any member in good standing for a licensed radio amateur in the club member's immediate family or domestic partner. Each applicant must express a willingness to abide by the Constitution and By-Laws of the club. Family members shall have no voting privileges, but may obtain D-Star Gateway privileges.

By a vote of the membership at an official business meeting, dues for a member may be waived for a period of one year in case of hardship.

Charter Members of the Suburban UHF Amateur Repeater Society (formerly known as the SCHAMBURG UHF AMATEUR REPEATER SOCIETY) are the undersigned initiators of this Constitution and by-Laws.

CHARTER MEMBERS OF THIS CONSTITUTION ARE:

James E. Small	WA9EMY	Todd Miller	WB9PHK
Tom Gutekunst	N9TG (WB9KCQ)	Bob Kirkpatrick	WA9SLT
Paul Rubenacker	WB9KXP	Ed Fleissner	K9ZMZ
Thomas J. Doyle	K9MFY	Ronald Peters	WB9EXL

Bill Geeraerts	K9IHK	Arnie Klein	WA9ACE
Jim Goldsberry	WB9AGY	W.B. Albright	WB9OKX
Steve Mann	WB9PRU	Skip Allison	K9SA (WA9RVY)
Al Crites	WA9ZZU	Jim Reh	K9UJH

3. MEETINGS - Official club business meetings shall be held at least three times per year, at a time, place and date as the President shall designate. The President may call special meetings. The Secretary shall notify the membership by mail or email concerning special meetings and the business to be transacted. Such notices shall be sent so that in the ordinary delivery they arrive not less than twenty-four hours prior to the special meeting date. Only such business as designated shall be transacted. Non-agenda, new business and general discussions can take place for the benefit of the club. Any matter that will be soliciting a member consensus vote at the meeting will be provided to the President within twenty-four hours after the meeting announcement. This will allow a revised agenda to be sent to the membership prior to the meeting.
4. FEES AND DUES -

Dues - All club members shall remit the current designated dues, annually on the First of July, to the Treasurer. All dues are payable to the Treasurer, in accordance with the provisions of Article VI of the Constitution for the purpose of providing funds for current expenses.

Fees - When warranted, the club may impose usage fees for specific activities, access etc. Assessment of these fees requires approval at a regular club meeting.
5. TECHNICAL COMMITTEE - The Trustee(s) of the repeater(s) shall appoint the Chairman of the Technical Committee, who will coordinate all maintenance and changes in the repeater station and all sub-systems. The Chairman shall appoint members to the Technical Committee at this discretion and shall maintain close liaison with the Trustee(s).
6. INTERFERENCE COMMITTEE - The QRM committee shall consist of three (3) members who shall be appointed by the club President. This committee shall direct investigations, invite proper inquiries, establish technical facts and testimony within its province and report its findings to the club, should any complaints be filed by the general public or assistance be required by an amateur.
7. NOMINATION COMMITTEE - The Member at Large will chair the nomination committee. The purpose of the nomination committee is to assure that there are members running for each position up for election. The Nomination Committee will provide a list of one or more suitable candidates for each position prior to an election. The committee chair will solicit nominations from the general membership, which will be added to the prospective election slate. Additionally, members may self nominate if they

wish. A candidate must be willing and able as well as meet the required qualifications to hold office prior to be placed on the election slate. All nominations on the slate are equal and the Nomination Committee will give no endorsements to any nominee.

8. AUDIT COMMITTEE – A committee of at least 3 members, whom do not hold club office, will be established that will review the assets, liabilities and expenditures of the club. The audit committee will be formed at the fall official business meeting and submit their report to the membership annually prior to the general election.

9. OTHER COMMITTEES – Other committees will be formed as needed for specific purposes. Examples are a field day, picnic, foxhunt etc. A Chair will be appointed or elected from the members involved in the committee and will provide regular reports to the club Vice-President as stated in these By-Laws. Any unexpected expenditure, beyond \$25 for a committee will be submitted to the Vice-President in the form of a budget request prior to the expenditure. The Vice President will bring this matter to the board for approval per these by-laws.

10. CLUB OFFICIAL COMMUNICATION AND NOTIFICATIONS - The club Secretary will be responsible for official club communication and notifications. In general the accepted means shall be via email to the club membership. The club Secretary will accommodate members that cannot utilize email as their communication mechanism. Other methods can be used to convey communications such as net's, social media, etc, however the official means will be email. An email message shall be considered as a message "in writing".

11. INFORMAL MEETINGS - The club will have other informal gatherings where discussions of interest to the club will take place, however these are not club business meetings and no formal club decisions can be made. The weekly radio "NET", breakfasts, picnic and other events, while sponsored activities are considered informal meetings.

12. ELECTION VOTING PROCEDURES - The business of the club is to be held at club business meetings where members in attendance represent a quorum. For elections, additional notification, member involvement and transparency will take place. The club Secretary will make all official club announcements.
 - a. Starting the first day of December (or prior) the nomination committee will solicit nominations to the five board positions from the general membership.

 - b. Electronic, "private" ballot election will be completed by January 1st. Any member requiring assistance in voting can contact the Member at Large privately.

After nominations are accepted, the club members in good standing shall cast UP TO 5 votes among the pool of nominees limited to only one vote per nominee.

- c. An election quorum is met when 50%+1 of the club membership votes in the election. A vote can be for up to 5 candidates or an abstention. The 5 candidates with the most votes shall be elected as an officer for the next term. If there are only 5 nominees, then the election shall be complete after the nomination process without requiring an additional membership vote. If a quorum is not met, additional time will be allowed until one is achieved.

Within 30 days after the election the newly elected officers shall determine which officer position each will serve. The officer positions and their responsibilities are defined in the constitution. The officers shall remain in their chosen position until the end of the term. This will allow the membership to clearly know who is accountable for each duty. If an officer is “re-elected” when the next term begins they can serve in the same or a different position.

- d. The winners will be announced to the general membership by January 10th. The term for the elected officers will begin at the first club official business meeting of the year.

13. SUPER MAJORITY - Constitutional changes will follow the same means as election voting except that a quorum will require 66% +1 of the club memberships participation. Changes will be approved based on a simple majority of the votes.

- a. Recommended changes will be sent to the president in writing prior to an official business meeting. The proposed change will be specific indicating the exact wording, section, etc. The sponsor of the proposed change(s) will be given opportunity at the official business meeting to describe the proposed changes.
- b. The members present at the business meeting will represent a quorum for determining if the proposal shall be put to a member ship vote.
- c. If a vote is approved, an electronic, “private” ballot will be utilized to determine if the modification to the Constitution or By-Laws shall be made.

FORMER MEMBERS - The club invites members who have left the area to use the repeater when they visit our service area.

Informational Annex:

The following is NOT a part of the Constitution or By-Laws.

The following summarizes the changes made since the Constitution and By-laws dated 1-26-12.

1. Editorial and text clarifications. Removal of redundancy between the Constitution and By-laws.
2. Addition of the Vice President position as directed by membership at the 1/31/2013 meeting. The VP will be responsible for club committees.
3. Addition of the Member At Large position. This person will oversee the nomination committee and assure club consensus. This position maintains a “odd” number of positions in the board to eliminate a potential stalemate on matters concerning the club.
4. Nomination Committee chaired by the Member At Large will assure that there are at least two candidates for each position. These nominations are in addition those from the general membership and are not considered as any endorsement. Members can also self nominate.
5. Official Business Meetings vs. Informal Meetings. Official business meetings are meetings where the membership is notified in advance that official business will take place. Informal meetings are club sponsored or associated events where business will not take place.
6. Audit Committee – A committee made up of members, whom are not board members, that will independently review, validate and report to the membership that the club assets and liabilities are being reported according to the requirements of the Constitution and By-Laws.
7. Elections – The process for the election of club officers will be held electronically. In the past this was held at a general club meeting. The election will require a quorum made of at least 50% of the club membership allowing input beyond those that can attend the meeting.
8. Super Majority – The process for changing the Constitution or By-Laws will be held electronically with a quorum being at least 66% of the club membership.

The following is NOT a part of the Constitution or By-Laws.

The following summarizes the changes made since the Constitution and By-laws dated October 10, 2013.

Summary of Proposed Changes:

Club Leadership:

Officer of Club leaving office:

During the course of an officer's term it may be necessary for that officer to leave office. It could be due to personal, health reasons or if the membership of the club feels that that officer is not serving the duties of their position.

An officer can "resign" from office by sending a written resignation letter (email is acceptable) to the President of the club with a copy to the other club officers. The resigning officer is not obligated to provide any explanation. The other officers shall determine if that resignation is accepted. If accepted by the board, the president shall notify the club membership of the situation. Death of an officer will be considered a resignation.

An Officer can be discharged from their position if a "super majority" of the club members in good standing vote to do so. This "impeachment" process shall begin by the other officers agreeing to take such a vote, OR the membership requesting such a vote. The membership can request that a vote take place if 10 members (can include officers) send a written letter to the President, with a copy to the board, asking for impeachment of a specific officer.

Vacant Officer Position:

If any officer position is vacated prior to October 1st of an officers term, the board shall appoint a person to fill the vacant position. If the office is vacated on or after October 1st, the remaining officers will assume the responsibilities of the vacated position until the next election.

Revised Election Process:

Prior to electronic voting it was possible for a person to be considered for a position and "run" for another position if they were not elected. With the electron process currently in place a nominee has to pick one office which limits the number of viable candidates. The most important element for the club is that there be a full slate of officers who are chosen by the club membership to provide accountable club leadership.

The proposed process will ask the membership to elect officers for 5 open positions. There will be no limit as to the number of nominations accepted for these 5 positions. After nominations

are accepted, the club members in good standing shall cast up to 5 votes among the pool of nominees limited to only one vote per nominee. The 5 candidates with the most votes shall be elected as an officer for the next term. If there are only 5 nominees, then the election shall be complete after the nomination process without requiring a membership vote.

Within 30 days after the election the officers shall determine which officer position each officer will serve. The officer positions and their responsibilities per the by-laws shall not change. The president shall announce to the membership who shall serve each position. The officers shall remain in their announced position until the end of the term. This will allow the membership to clearly know who is accountable for each duty. If an officer is “re-elected” when the next term begins they can serve in the same or a different position.

Budget:

The club has several expenditures that come up every year. Rather than ask the membership to approve these expenditures repeatedly during the course of each year, the board can carry “standing budget items”. These budget items shall be approved by the membership once when introduced. The treasurer will report on the status of these items in conjunction with the general treasurer report at each regular club meeting. During each meeting the membership can vote to remove or change any of the items from the standing budget list.

Example items: (annual) (not part of the constitution/by-laws)

Field Day (not to exceed \$400).

Picnic (not to exceed \$300).

Repeater expense (not to exceed \$500).

Website and email related expenses (not to exceed \$200)

Change Log:

April 23, 2013 Rev 0

Original send to membership for Vote.

October 10, 2013 Rev 0

Added header indicating ratification date.

Added “Change Log” sheet.

October 16, 2017 Rev 0

Added process to handle officers that leave

Modified election process

Incorporated budget process for reoccurring items.

Membership approved changes