

CONSTITUTION

of the

OHIO AREA REPEATER COUNCIL, INC.

a non-profit Corporation, #487239, chartered by the State of Ohio in Ohio on September 22, 1976, as adopted April 14, 1984, and amended as of April 8, 1989.

ARTICLE 1.

1. These articles replace all previous actions of the Council with which they shall be found to be in conflict.
2. In event that any part of this document shall be found to be in conflict with the laws of the United States, of the State of Ohio, or the Rules of the Federal Communications Commission, only that part of these Articles shall become inoperative.

ARTICLE 2.

These Articles shall become effective immediately upon acceptance by the membership of the Corporation.

ARTICLE 3

1. In this, and other actions of the Corporation, the term Corporation shall be taken to refer to the entire organization comprised of the Membership, the Board, the Staff and Committees as hereafter defined and constituted.
2. The term Council shall be taken to refer to meetings of the representatives of the membership.

ARTICLE 4. PURPOSES

1. To provide amateur repeater frequency coordination, conservation and management in the State of Ohio.
2. To arbitrate or otherwise assist in resolving any conflicts of interest among Ohio amateur repeater operators.
3. To cooperate with coordinating agencies in adjacent states to resolve conflicts between Ohio amateur repeaters and those in the neighboring states.
4. To serve as a medium for group action on band plans, regulations, and other matters of general interest.
5. To determine and recommend technical and operational standards and policies.

ARTICLE 5. MEMBERSHIP

1. One REGULAR MEMBERSHIP shall be created for each Council coordinated amateur radio

repeater for which annual dues are paid to the Corporation.

5.1.1 No Council coordinated repeater shall be denied membership in the Corporation.

2. The Trustee of a member repeater shall have the right to designate a representative to the Council.
 1. The representative of a member repeater shall be an amateur radio operator currently licensed by the Federal Communications Commission.
3. The Trustee/representative of a member repeater shall be entitled to a voice in the structure, policies, actions, and recommendations of the Council and to one vote in its deliberations.
 1. The Trustee/representative of a member repeater shall be eligible to be elected as a Director of the Corporation.
4. A Trustee/representative of record of a member repeater in good standing may give authorization to a temporary representative to exercise the voting rights (proxy) of the membership by issue of written credentials verifiable by the Secretary, but such authorization shall be valid only for the meeting(s) specified.
5. One person may serve as the authorized representative of more than one repeater.
6. Provision may be made in the By Laws for ASSOCIATE MEMBERSHIPS for persons or organizations qualified by interest in amateur radio repeater operation
 1. An ASSOCIATE MEMBER may not be entitled to vote or to serve as a Director of the Corporation.

ARTICLE 6. MEETINGS

1. An ANNUAL MEETING shall be held each year during the month of April for the purpose of electing Director(s), receiving the reports of the Board of Directors, and transacting such other business as may come before the Council.
2. The Council may adopt a By Law providing for such additional REGULAR or SPECIAL MEETINGS as the Council may find desirable.
3. VOTING at meetings will be by show of hands (one vote per member present) unless any member shall request a recorded vote before the meeting proceeds to other business.
 1. In the taking of a recorded vote, each representative voting shall announce the repeater calls being voted, which shall be tabulated for verification by the Secretary against a list of memberships in good standing prior to the calling to order of the meeting.
4. At the request of three members at a scheduled meeting, only one of whom can be a Director, any question considered by the Council may be referred to a ballot by mail, as provided in the By Laws, but the request must be made before adjournment.

ARTICLE 7. BOARD OF DIRECTORS

1. GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors, hereafter referred to as the "Board", exercising the authorities of the Corporation as broadly directed by the Council and these Articles.

1. For the purposes of the Statutes of the State of Ohio, the Directors shall serve as the Board of Trustees of the Corporation.
2. The Board will be responsible for the continued and effective operation of the Council with the following explicit powers and responsibilities:
 1. To elect, from the Board, a chairperson to preside at meetings of the Council.
 2. To adopt policies of operation to assure effective and consistent execution of the work of the Council.
 3. To adopt policies relative to the frequency coordination function that will assure fair treatment of all applicants, holders of coordination, and other amateur modes.
 4. To appoint and replace the Staff of the Council as may be deemed necessary for continued effective functioning.
 5. To appoint an interim replacement for any Director retiring from the Board during his/her term of office, effective until the next annual meeting of the Council, at which time a Director shall be elected to fill the unexpired term.
 6. Subject to the approval of the next Council meeting, to declare vacant the seat of any Director who shall fail to attend $\frac{3}{4}$ of the scheduled meetings of the Board and Council in any 12 consecutive months, without timely prior notice to the Secretary of each such absence, and
 7. To appoint an interim Director to serve until the vacancy shall be filled by election as prescribed in Article 7.2.5.
3. The Board shall consist of five (5) Directors who shall be licensed amateur radio operators representing member repeaters.
4. Directors shall serve for terms of five (5) years, with one Director retiring and being replaced each year.
 1. No Director shall be elected successive terms totaling more than seven (7) years.
5. The Board shall be empowered to organize itself by the election of a presiding officer, and the selection of a Secretary to record the actions of the Board.
 1. The Secretary and/or Treasurer of the Board need not be a representative of the Council.
6. Meetings of the Board shall be open to any member(s) desiring to attend, but the Board shall have no responsibility to publicize planned meetings.
 1. In the event that a representative shall request notice of the next meeting of the Board, that representative shall be notified as requested.
 2. Nothing in the foregoing shall prohibit the Board from retiring into Executive Session for the purpose of exchanging views in private, but no action shall be taken except in open meeting.

ARTICLE 8. ELECTIONS

1. Upon adoption of these Articles, an election will be held to fill five (5) Directorships for respective terms of one, two, three, four, and five years.
 1. Thereafter, a Director will be elected each year, for a term of five (5) years, or until his/her successor has been qualified.
2. Nominations to seat(s) on the Board may be made by the membership any time after the second Saturday in October, preceding the Election.
 1. A nominee must be a full member of the Corporation in good standing at the time of election.
 2. A nomination shall consist of a statement by the nominee accepting the nomination, accompanied by three (3) seconding endorsements by members in good standing, submitted to the Secretary in writing.
 3. If more than one Directorship is to be voted on, the nomination should specify which term is sought.
 4. In the event that no candidacy is received by the first of March preceding the election, the sitting Board shall become a Committee of the Whole to assure that at least one candidate for each open seat will be offered to the membership.
 5. A nomination, however submitted, may be accompanied by a statement by the candidate for distribution to the membership, as specified in the By Laws.
3. All elections for Director shall be by written ballot mailed to all members in good standing at thirty days before the tabulation of votes, upon which the repeater calls voting shall be written by the representatives.
 - 8.3.01 Ballots in the form prescribed in the By Laws, if returned by mail, shall be received by the Secretary by the first of April preceding the election.
 - 8.3.02 Personally delivered ballots shall be accepted by the Secretary until the calling to order of the Annual Meeting.
 1. When the ballots have been verified against the membership list, and tallied by the tellers as described in the By Laws, the results will be announced and the ballots will be destroyed.

ARTICLE 9. STAFF OF THE COUNCIL

1. The minimum Staff of the Council shall be Secretary, Treasurer, and Frequency Coordinator, each of whom shall be appointed by, and serve at the pleasure of, the Board.
 1. The functions of the Secretary and Treasurer, at the option of the Board, may be performed by the same person.
2. DUTIES OF THE SECRETARY:
 1. To prepare and issue notices of Council meetings.
 2. To record minutes of meetings of the Council.
 3. To conduct the correspondence of the Council.

4. To maintain the records of the Council.
 5. To qualify credentials of representatives and attend to voting procedures.
3. DUTIES OF THE TREASURER:
1. To receive, disburse, and account for the funds of the Council.
 2. To keep an accurate record of the standing of all memberships.
 3. To be signatory to accounts in which Council funds reside.
4. DUTIES OF THE FREQUENCY COORDINATOR:
1. To administer the coordinating function as directed by the Board.
 2. To chair the Coordinating Committee.
 3. To appoint Area Coordinators to constitute the Coordinating Committee, and to assist in the functions of coordination.
 1. Appointments as Area Coordinators shall be subject to approval by the Board
5. Other Staff positions may be created and filled by the Board as may be required.

ARTICLE 10. COMMITTEES

1. FREQUENCY COORDINATING COMMITTEE
1. shall consist of the Area Coordinators recommended by the Coordinator and approved by the Board.
 2. Shall faithfully and without bias perform the functions of coordinating the frequencies used by amateur radio repeaters according to the policies of the Council as set forth in the By Laws.
2. FINANCIAL AUDITS
1. In January of each year the Board shall arrange to have an audit made of the financial records of the Corporation for the preceding calendar year, January 1 to December 31.
 2. The auditor shall be asked to report on the accuracy and integrity of the financial records and the methods used to maintain them.
 3. The Board shall present the report of the auditor to the Council at the Annual Meeting.
3. The Board may create and appoint such other temporary or standing Committees as the Directors deem desirable to provide technical or procedural advice, or functional service to the Board and the Council.

ARTICLE 11. AMENDMENTS

1. Proposed amendments to this Constitution shall be submitted in writing to all members of the Corporation, for balloting by mail, at least thirty (30) days prior to the tabulation of votes thereon.

1. All voting on Amendments to this Constitution shall be by mail ballot, and conducted as prescribed in the By Laws.
2. Amendments to these Articles shall require approval by 2/3 of the votes returned when the proposed amendment is submitted for vote by mail ballot.
 1. Mail ballots shall be mailed to all members more than 30 days before the date of tabulation.
3. The By Laws may be amended by a 2/3 affirmative vote of at least twenty one (21) representatives attending a scheduled meeting, of which 30 day notice has been given to the membership.
4. Changes to the By Laws, including adoption of new By Laws, shall become conditionally effective upon adoption by the Directors, but only until action by the Council is taken at a meeting specified by 11.3.