

Upper Lake Livingston



Wireless Association

The UPPER LAKE LIVINGSTON WIRELESS ASSOCIATION, Inc.

CONSTITUTION and BYLAWS

Revised 5-27-2019

Article I – Preamble

1. We, amateur radio operators of Southeastern Texas, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur radio, constitute ourselves “**THE UPPER LAKE LIVINGSTON WIRELESS ASSOCIATION, INC.**” (**ULLWA**) and enact this constitution as our governing law. The objectives of this organization are:

- a. promotion of interest in amateur radio communications and experimentation;
- b. education of prospective amateur radio operators; public service to the community;
- c. to promote radio knowledge;
- d. exchange of information and cooperation among members; and, to
- e. conduct club programs and activities to advance the general interest and welfare of amateur radio in the community.

2. ULLWA is a non-profit organization reorganized in June of 2007 and incorporated in the State of Texas by a group of amateur radio operators to promote the interests of amateur radio and provide public service communications in Southeastern Texas.

Article II – Membership

1. All persons interested in amateur radio communications shall be eligible for membership regardless of race, creed, or color.
 - a. Full membership is available for **licensed** amateur radio operators.
 - b. Associate membership (non-voting) is open to all other interested persons

2. Membership shall be by written application and election upon such terms as the club shall provide in its By-Laws.

3. Members with paid-up dues for the current year shall be considered members in good standing.

4. Any member, or applicant for membership, may elect to purchase a Lifetime Membership by paying the equivalent of 10 years of membership dues in a single lump-sum payment. Upon receipt of payment, a Lifetime Member shall have all of the rights and privileges of membership for as long as the Lifetime Member lives and satisfies the requirements of membership.

Article III – Board of Directors

1. The Board of Directors shall be the governing body of ULLWA and as such shall formulate and be responsible for all matters of policy. Decisions of the Board of Directors shall be by majority vote of a quorum of the board present at any meeting where such votes may be taken, unless a greater majority is specifically required by this document.

2. All members of the Board of Directors shall be full members of ULLWA in good standing.

3. The Board of Directors shall consist of seven (7) members and shall include the elected officers of ULLWA: President; Vice President; Secretary; Treasurer, the immediate past President, and two elected board members. A quorum of the Board of Directors is five (5) members present.

4. The Board of Directors shall be elected annually and shall hold office for the following year. The President upon leaving that office may stand as a member of the board for the following year. A current board member is eligible to run for re-election to any office.

5. Any board member may be removed from the board by recommendation from the Board of Directors and ratified by a three fourths (3/4) majority vote of those active members of the ULLWA present.

6. Any board member may resign at any time by giving written notice to the board or any officer of the board.

7.

Vacancies on the Board occurring between elections shall be filled by a recommendation from the Board of Directors and ratified by a majority vote of the active membership present at the next general meeting of the ULLWA. Board members appointed and ratified by the membership shall serve the remaining term of the member replaced..

8. No member of the board shall receive compensation for any service he or she may render to ULLWA. However, board members may be reimbursed for actual expenses incurred in the performance of official ULLWA duties.

Article IV – Officers

1. Officers of ULLWA shall be a President, Vice President, Secretary, and Treasurer, who shall be members of the Board of Directors.

2. A vacancy in any office shall be filled by appointment by the board. Such appointments shall be ratified by a majority vote of members at the next general meeting. Officers appointed and ratified by the membership shall serve the remaining term of the member replaced. (See Art V, para 2)

3. Special Appointments – The board may elect other officers as the affairs of ULLWA may require, each whom shall hold office for such period, have such authority, and will perform such duties as the board may, from time to time, determine.

Article V – Duties of Officers

1. President - The president shall preside at all meetings of ULLWA and conduct same according the rules adopted. He or she shall enforce observance of the constitution and by-laws; decide all questions of order; sign all official documents that are adopted by the Club; with concurrence of the Board of Directors, appoint necessary committees; and perform all customary duties pertaining to the office of president.

2. Vice President - The vice president shall assume all duties of the president in his or her absence. The vice president shall perform additional duties as specified by the president and/or Board of Directors.

3. Treasurer - The treasurer shall be responsible for the accurate accounting of all ULLWA funds received and/or disbursed. He or she shall receive all monies paid to ULLWA and shall disburse funds as authorized by the president and Board of Directors. The treasurer shall maintain the official roster of all ULLWA members and will receive dues and membership applications. The treasurer shall maintain an accurate inventory of any/all property owned by ULLWA and shall provide for an annual inventory of such property. The Treasurer will provide a copy of all transactions **in writing** to each member attending a general or special meeting.

4. Secretary – The secretary shall keep a written record of the proceedings of all meetings of ULLWA. He or she shall keep such records as required by the president and/or Board of Directors; prepare all club correspondence as directed by the president; and maintain attendance records of all meetings.

Article VI – Meetings

1. For regular and special meetings quorum requirements for the transaction of business is a majority of the members present.
2. Meetings will be conducted in accordance with Roberts Rules.

Article VII – Elections

1. Elections for members of the Board of Directors and Officers shall be conducted at the annual business meeting each year.
2. All Full members of ULLWA in shall be eligible to vote for members of the Board of Directors and Officers.
3. Voting for members of the Board of Directors and Officers shall be by secret ballot and each voter may vote for: President; Vice President; Secretary; Treasurer; and two board members.
4. Voting for the Board of Directors can be by a written and signed proxy vote submitted to the current president and by secret ballot of the membership present. Board members will be determined by winning a simple majority.

Article VIII – Committees

1. The Board of Directors shall form a Nomination and Election committee not less than 60 days prior to the annual meeting for the purpose of selecting candidates and supervising the election. This committee shall consist of at least three (3) members one of which shall be a member of the Board of Directors.
2. The President or Board of Directors shall establish other such committees as are necessary to meet the objectives of the organization.

Article IX – Dues (See By Laws)

1. The ULLWA, by a majority vote of the membership present at any regular meeting, shall levy annual dues as deemed necessary for the business of the organization.
2. Non-payment of such dues shall be cause for termination of that active membership from the ULLWA. Termination of active membership shall be by a majority vote of active membership present at the next general meeting.

Article X – Funds

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the

organization 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 above. Notwithstanding any other provision of these articles the organization shall not carry on any activities not permitted by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XI – Amendments

1. This Constitution may be amended by a two thirds (2/3) majority vote at a general or special meeting called for that purpose, provided all members have been notified by reasonable effort of the intent to amend the Constitution at said meeting.

2. Proposed amendments to the Constitution shall be published and distributed to all Full Memberships at least 30 days prior to calling for a vote at a general or special meeting called for the expressed purpose of amending this constitution.

Article XII – Dissolution

1. ULLWA may be dissolved with the assent given in writing and signed by not less than three fourths (3/4) of its Full Members.

2. In the event any reason arises to dissolve the organization of ULLWA, the existing property and funds owned by ULLWA shall be disposed of in the following manner:

- a. The equipment may be offered for purchase, or transferred to an organization with similar interests by majority vote of the Full Membership.
- b. Monies held in the treasury or gained by the disposal of property will be allocated to organizations with similar interests by majority vote of the Full Membership.

Article XIII – Transition

1. Upon approval of this Constitution, the Executive Board and elected officers as previously constituted shall continue to serve as the Board of Directors and Officers of ULLWA until the elections at the annual meeting in December 2007.

Approval

We, the undersigned officers of The Upper Lake Livingston Wireless Association, Inc., certify that this Constitution, dated June 7, 2007, was approved by a two thirds (2/3) majority vote of members present at a ULLWA Executive Board meeting on May 24, 2007 and approved by a majority vote of all members at a general meeting on June 7, 2007. With this approval, any former Constitution of The Upper Lake Livingston Wireless Association, Inc., is replaced in their entirety with this document is effective the 7th day of June 2007.

Dennis Teal AA5DT
President

Florence Garneau WM6V
Vice President

Lewis Vail N5LEW
Secretary

Tom Sweeny, W5QVK
Treasurer

ULLWA By Laws

1. Membership in U.L.L.W.A. is determined by the payment of annual membership dues. The payment of initial membership dues grants the new member their membership beginning the next month (IE: Dues paid during December grants a membership beginning in January and valid for the next twelve months.) Should there be a break in the member's membership; the former member is treated as if they were a new candidate.

2.

Dues are payable on or before the membership due date. If the membership expires, that membership becomes inactive.
The inactive member has no voting rights until membership in the ULLWA is renewed.

3.

The ULLWA Treasurer will notify the ULLWA President of the members inactivity. The ULLWA President will issue a written notification as well as a verbal communication with the inactive member to enquire of their membership intentions.

4.

At the Board of Directors' discretion, termination of the inactive membership may be brought before the ULLWA membership for final action.

5.

The three current elected Board members shall be the interpreter of the Constitution and the court of last resort in the event of a conflict of interest. They may seek the advice and counsel of other Board members but the final decision shall be made by a vote of the three elected members. Should Board member(s) be involved in the conflict, those elected Board member(s) may be replaced by other Board members appointed by the remaining Board members who have no vested interest in the conflict