

## – Constitution –

### Article I. Name, Purpose, Location

Section 1. Name . This corporation shall be known as "The Rochester DX Association, Inc." (RDXA) (herein the Club).

Section 2. Purpose – The purpose for which the Club is formed is to bring together radio amateurs interested in DX and contesting, secure closer cooperation and coordination in their efforts to achieve DX, elevate the standards of practice in the technique of working DX, and participate in the exchange of knowledge and methods or any other expedient that would be mutually beneficial to the members in achieving DX accomplishments in an individual and/or competitive basis.

Section 3. Location . The Club serves western New York and greater Rochester, New York. The office of the Club shall be located in the County of Monroe, State of New York.

### Article II. Governing Body, Board of Directors, Officers, Election

Section 1. Governing body – The governing body of the Club shall be a Board of Directors (herein the Board).

Section 2. Number of Directors . There shall be a minimum of four Directors. The total number of Directors is subject to the discretion of the Board.

Section 3. Officers . The Board shall appoint the Officers of the Club. Officers may be President, Vice-President, Secretary, and Treasurer.

Section 4. Election and Term of office . Directors shall be elected at the Annual meeting of the Club. Directors shall hold office for one year, coinciding with the Club year.

### Article III. Duties of Directors, Officers

Section 1. Board of Directors . The Board shall be responsible for the control and management of the finances, activities, property, and all other interests of the Club.

Section 2. Officers . Officers shall report to the Board, and be responsible for the operational activities of the Club. Duties may be modified at the discretion of the Board.

### Article IV. Membership, Dues

Section 1. Membership . The Board shall establish types of membership suited to the needs of the Club.

Section 2. Eligibility . Membership is open to anyone interested in Amateur Radio communications who meets the requirements for types of membership.

Section 3. Dues . The Board may levy upon the general membership such dues and assessments as shall be deemed necessary to conduct the activities of the Club.

Section 4. Rules . All members agree to abide by the Constitution and By-Laws of the Club.

### Article V. Meetings

Section 1. Meetings – The Club shall hold general membership meetings, business meetings, and an annual meeting of the Club (the corporation).

### Article VI. Amendments

Section 1. Constitution – Amendments may be proposed to the Secretary by a written petition having the signatures of at least five voting members. Each Club member shall receive timely notice of the proposed amendment prior to the regular monthly membership meeting at which it shall be voted on. There being a quorum, the amendment must receive a two-thirds majority vote of the members present.

## – By-Laws –

### Article I. Membership

#### Section 1. Types

- i. Full ("Regular") . Full, or Regular, membership is the standard membership for those who desire to be active in all club activities. Full members must hold a current Amateur Radio license.
- ii. Family . At the request of a Full member, Family membership may be extended to persons who reside at the same household as the Full member. A Family member need not hold an Amateur Radio license.
- iii. Student . Student membership is available to any full-time student at any grade or college level. A Student member must hold a current Amateur Radio License.
- iv. Out of Area . Out of Area membership is available to Club members of any type who now reside outside of New York State, and who desire to maintain a continued affiliation with the Club. An Out of Area member need not hold an Amateur Radio license.
- v. Life . Life membership is available to any Full member by application and full payment of the dues for life membership. Life members must continue to hold a current Amateur Radio license.
- vi. Honorary . Honorary membership may be granted to non-members as deemed fitting by the Club for meritorious service rendered to the DX and/or contest fraternity or the Club. Proposals for Honorary Membership shall be submitted to the Board,

#### Section 2. Privileges

- i. Newsletter – All members shall receive the Club newsletter via its standard method of distribution.
- ii. Voting and Serving . Voting on Club matters and serving as a Director of the Club is a privilege only of Full, Student, and Life members, and Family members who hold a current Amateur Radio license.

#### Section 3. Requirements

- i. Application – Any person seeking to become a member of the Club shall apply with evidence of a current and valid Amateur Radio License, if applicable, and dues payment, to the Membership chairman, or to any Club officer in lieu of the Membership Chairman. The Membership chairman shall review and accept or reject the application, and forward the dues to the Treasurer.
- ii. Dues – The amount of dues or assessments shall be determined by the Board.
  1. Full ("Regular") members . Annual dues shall be Twenty Five Dollars (\$25.00)
  2. Family members . Annual dues shall be Ten Dollars (\$10.00)
  3. Student members . Annual dues shall be Ten Dollars (\$10.00)
  4. Out of Area members . Annual dues shall be Ten Dollars (\$10.00)
  5. Life members . A one-time fee shall be ten times the current Full member annual dues.
  6. Honorary members . There shall be no dues for Honorary members.
- iii. Membership term . The term of membership coincides with the Club year, excepting that Life and Honorary membership have no expiration.

- iv. Non-payment of dues . Any member delinquent in dues after December 31 of the current Club year shall be deleted from the membership roster and lose all privileges of membership.

## Article II. Appointments, Vacancies, Removal

Section 1. Appointments and committees . The Officers and/or the Board may appoint members to individual roles or participate in and/or chair such committees as the Board may see fit to establish for the purposes of the Club. All appointees shall serve at the pleasure of the Board.

Section 2. Vacancies . At the discretion of the Board, any Board or appointment vacancy may be filled by an appointee of the Board for the remainder of the term.

Section 3. Removal . The removal from office and/or membership of any Director or Member may be proposed to the Secretary by a written petition having the signatures of at least five voting members. Each Club member shall receive timely notice of the proposed removal prior to the regular monthly membership meeting at which it shall be voted on. There being a quorum, the removal must receive a two-thirds majority vote of the members present.

## Article III. Duties of Directors, Officers, Appointees

Section 1. President – The President shall preside at all meetings of the Club. He or she shall enforce due observance of the Constitution and By-Laws, decide all questions of order, sign all official documents adopted by the Club, and perform all other duties pertaining to the Office of President.

Section 2. Vice-President – The Vice-President shall serve as the Program Chairman over his/her term. In the absence of the President, the Vice-President shall assume all duties and responsibilities of the President.

Section 3. Secretary – The Secretary, or such person as may be designated by the Board, may keep a record of the proceedings and resolutions of all meetings, He/she shall carry on all Club correspondence. The Secretary is responsible for having a copy of the Constitution and By-Laws and Robert's Rules of Order available at all meetings. At the expiration of his/her term, all Club records shall be turned over to his/her successor.

### Section 4. Treasurer .

- i. The Treasurer shall receive and receipt for all funds paid to the Club, keep an accurate account of all funds received and expended, pay Club bills as required, and report same to the Board. He/she shall keep an up-to-date list of all Club assets and their whereabouts. At the end of each Club year, he/she shall submit an itemized statement of disbursements, receipts, and assets to the Board. At the expiration of his/her term, all Club records shall be turned over to his/her successor.
- ii. At the beginning of the term, one other Director shall be designated by the Board to have signature authority and access to the Club accounts and records should the Treasurer become incapacitated.

### Section 5. Appointments

- i. Membership Chairman . The Membership Chairman shall review membership applications, accept Club dues and forward to the Treasurer, maintain an up-to-date roll of members, and pursue other activities related to the maintenance and growth of Club membership.
- ii. DX Chairman . The DX Chairman shall promote and report on DX-related activities in support of the DX interests of the Club.
- iii. Contest Chairman . The Contest Chairman shall promote and report on Contest-related activities in support of the Contest interests of the Club.
- iv. Field Day Chairman . The Field Day Chairman, in conjunction with the Club and such committees as may be established, shall organize, coordinate, and promote all activities related to Field Day.

## RDXA Constitution & By-Laws

- v. Newsletter Editor/Publisher . The Newsletter Editor/Publisher shall solicit, edit, publish, and distribute a Club newsletter on a schedule determined by the Board.
- vi. Program Chairman – The Vice-President, in the role of Program Chairman, shall arrange for an appropriate program of interest to be delivered at each regular monthly membership meeting, as well as other Club activities as may seem desirable for the benefit of the membership.
- vii. Awards Chairman . The Awards Chairman shall develop, promote, track, and report on club awards and programs for both DX and contest activities. Awards are to be presented on a yearly basis.

### Section 6. Committees

- i. Nominating Committee – The President shall appoint a committee Chairman, who shall assemble a Nominating Committee consisting of him/her and two other voting members. The committee may solicit four or more candidates for the board of directors which, together with nominations from the floor at the Annual meeting, shall constitute the nominees for the election for next term. Nominations shall be completed no later than two months prior to the Annual meeting. The slate of nominees shall be submitted to the newsletter editor for publication in the newsletter and communicated to the membership preceding the election at the Annual meeting.

### Section 7. Rules of conduct .

- i. Meetings – The duties and conduct participants at all meetings shall conform to the Constitution and By-Laws. Any rules or procedures not covered herein shall be governed by Roberts Rules of Order.
- ii. Voting – To vote in an informed manner at regularly scheduled business meetings, a Director who cannot be physically in attendance may participate by previously establishing some acceptable means of real-time communication.
- iii. Quorums . The quorum for formal voting on any proposal at a regular monthly membership meeting shall be ten percent (10%) of the registered voting Club membership. The quorum for voting at a business meeting shall be a majority of the membership of the Board.

Section 8. Discretionary spending – The President or his/her designate is authorized to make a one-time club-related purchase of up to One Hundred Dollars (\$100.00) on his/her own discretion. The expended amount is to be reimbursed upon reporting it to the Board and submittal of receipt(s) to the Treasurer at the next business meeting. Said authority is then subject to renewal by the Board.

## Article IV. Club year, Meetings, Activities

Section 1. Club operating year . The "club year" shall be from September 1 through August 31.

Section 2. Regular membership meetings – The Club shall hold regular monthly membership meetings on the third Tuesday of each month, September through June. Meetings shall consist of the minimally necessary business, and primarily be a program of interest to the members.

Section 3. Business meetings – The Directors shall hold business meetings. Meetings shall be announced in advance and be open to all members.

Section 4. Annual meeting . The annual meeting of the Club (the corporation) shall be held at the normal date, time, and location of the last regular monthly membership meeting of the Club year.

## Article V. Club newsletter .

Section 1. Official communication vehicle – The Club newsletter shall serve as the official means of communicating club information.

Section 2. The newsletter shall be published on a schedule determined by the Board.

Article VI. Club property

Section 1. Maintenance – When stored at a member's home, all tangible items of real property owned by the Club shall be clearly labeled as Club property.

Section 2. Dissolution and disbursement – Upon dissolution of the Club, any remaining funds or other assets shall be distributed to one or more charitable, educational, or scientific organization(s), selected by the Board, whose objectives support the objectives of the Club as defined in Article 1, Section 2.

Article VII. Amendments

Section 1. By-Laws – The By-Laws may be amended by a two-thirds vote of the Board.

Section 2. Proposals for amendments . Amendments to the By-Laws may be proposed to the Secretary by a written petition having the signatures of at least five voting members. The petition must be acted upon by the second Business meeting following its receipt, and the results reported to the membership at the general membership meeting following the action.

## – Amendments –

Version 1 - 17 February 2009

- New Constitution & By-Laws reflecting incorporation approved at regularly scheduled general membership meeting, 17 February 2009.
- Revision to clarify Section 6i – Nominating Committee. 13 November 2012

Version 2 - 04 April 2023

- Update dues structure
- Revise newsletter publishing timeframe
- Revise Quorum requirements