

Chicago FM Club Constitution

Revised - February 26th 2020

Article I - Name

Sec. 1. This organization shall be known as THE CHICAGO FM CLUB, a corporation organized under the General Not-for-Profit Corporation Act of the State of Illinois.

Sec. 2. The headquarters of this organization shall be in the City of Chicago, State of Illinois, subject to lawful change by its Board of Directors.

Article II - Object - Statement of Purpose

To encourage experimentation in the advancement of knowledge in the state of the art of electronics and communication. To own and operate amateur radio repeater systems for the use and enjoyment of licensed radio amateurs and for the

Benefit of the public good.

To be a bonafide amateur radio society within the meaning of Part 97 of Code 47 of Federal Regulations as amended from time to time.

To provide and further emergency and public service communications and encourage such communications on the part of amateur radio operators as set forth in the Communications Act of 1934 of Title 47 of the Code of Federal Regulations, as amended from time to time.

To further and support education in the field of electronics and communications.

For other scientific and educational purposes as defined in section 501 (C) (3) of the Internal Revenue Code, as amended from time to time relating to electronics and communications.

Provide that no part of the net earnings of the corporation shall insure to the benefit of any member of private shareholders of the corporation, and further provide that upon dissolution of the corporation all assets of the corporation shall be distributed to the ARRL Foundation, AMSAT, or some other organization exempt from taxation under 501 (C) (3) of the Internal Revenue Code as amended from time to time and which is organized for the purpose of furthering of amateur radio, or to the Federal Communications Commission for the purpose of furthering effective and speedy amateur radio processing.

Article III - Membership

Sec. 1. Full membership shall be limited to those licensed amateurs who are interested and engaged in the various fields of FM radio communication or who were previously engaged therein.

Sec. 2. Person's qualified for full membership shall make application therefore on form prescribed by the Board of Directors of this organization. The admission to membership shall be upon terms as the organization shall prescribe herein, or by its By-Laws.

Sec. 3. All full members shall be expected to actively participate in the affairs of the organization.

Sec. 4. Special members. A class of membership known as "Special Member" may be conferred upon a person who does not meet the specifications required for full membership; however, such special member shall not have the right to vote or hold office, but shall otherwise be entitled to all the privileges of membership.

Sec. 5. Honorary members. A class of membership known as "Honorary Member" may be conferred upon a person of apparent achievement and responsibility, and who is sympathetic to the objects of this organization. Such honorary member shall not be required to pay dues or assessments, and shall not be entitled to vote or be elected to office, but shall be entitled to all other privileges.

Sec. 6. The original members who were in good standing as of February 25, 1965, shall be known as "Founders of the Club" and this shall be so designated on their credentials of membership. The following persons shall be recognized as Founders of the Club. They are J. Leonard Herron, George Hunt, William S. Knopp, Michael S. Krod, Hugh Lynn, Robert

E. Mudra, Donald E. Reese, and Jerry S. Rosenthal. They shall be advised of and invited to attend Board meetings as well as all special and regular meetings, but shall not be entitled to any vote, except that privilege accorded them as members in good standing. If a lapse in membership occurs, they shall not be reinstated with the privileges of Founders.

Article IV - Board of Directors

Sec. 1. The affairs of this organization shall be conducted and managed by a Board of Directors.

Sec. 2. The Board of Directors shall consist of the four (4) elected officers. In addition, there shall be five (5) directors to be elected from the general membership. The elected officers shall be members of the Board for a period concurrent with their term of office. The five (5) directors from the general membership shall serve for a period of two (2) years. The selection of these five (5) directors is to take place on alternate years from those of the officers. In addition, the board shall appoint a RADIO EXPO Chairman who shall also be appointed a board member. Such appointment shall be made by a majority of the elected members of the Board in office and is for a period of one (1) year. Such appointed members may be removed from office by a vote of the majority of the elected members of the Board in office. The RADIO EXPO Chairman shall be appointed during the first Board of directors meeting after RADIO EXPO. Rev. Mar. 20, 1985

Sec. 3. The newly elected or appointed members of the Board of Directors shall assume the duties of their office within thirty (30) days after their election or appointment.

Sec. 4. The Trustee of the club stations shall be appointed by the Board of Directors. He shall serve in this capacity until such time as he resigns or is removed by seven (7) votes cast in the affirmative by the Board of Directors.

Article V - Duties of Officers and Directors

(A) Board of Directors

The Board of Directors shall have full and complete power to review all of the acts of the officers and committees, executive and/or appointive, and to direct matters of policy to which the officers and members of the committees shall strictly adhere; to review and determine all matters relating to disciplinary action against members, as well as the procedure relating thereto, in addition to those duties and powers set forth in Article IV.

(B) President

Sec. 1. The President shall preside at all regular, special, and Board of Directors meetings as well as all hearings, trials, etc. He shall select and appoint, subject to dismissal, committees from the members in good standing. He shall be an ex-officio, without vote, of each committee. He shall have full and complete administrative powers in conducting all of the affairs of the organization, subject to the approval of the Board of Directors, except that he shall have no authority or administrative power with respect to the planning and operation of Radio EXPO.

Sec. 2. The President, in any matter requiring official action, but not requiring a regular meeting of the Board of Directors, or when the same for any reason cannot conveniently be held, may submit matter by mail to the members of the Board of Directors. Their action thereon shall be determined by vote in writing of a majority of those replying to the President, within a period of fifteen (15) days from the date of such mailing, all of which replies shall, after announcing the decision, be filed by the President with the Secretary.

(C) Vice-President

The Vice-President shall assist the President in the discharge of his duties and, in the absence of the President, shall preside in his stead. In the event of the inability of the President to serve, for any reason whatsoever, the Vice-President shall succeed to the duties of the President. However, in the event of the disability or disqualification of the President, such succession shall be only for the period of disability or disqualification. The period of disability or disqualification shall be determined by a vote of at least two-thirds of the members of the Board of Directors. In addition to the President, the Vice-President shall be an ex-officio member of all committees.

(D) Secretary

The Secretary is to keep and maintain a true record of all the proceedings of the organization together with the minutes thereof, as well as a file of all correspondence pertaining to the office and performs such other duties as may be delegated by the President or the Board of Directors. The Secretary shall be responsible for the preparation of reports pertaining to the business of the organization. He shall maintain a scrapbook for the organization including photographs and news clippings of interest to the organization.

(E) Treasurer

Sec. 1. The Treasurer shall receive all monies payable to the organization. He shall deposit the same in a depository of good standing, approved by the Board of Directors, and promptly pay all properly approved obligations.

Sec. 2. He shall maintain accurate books of account and complete records of all receipts and disbursements of the organization. He shall provide for each member requesting same, a written summary every six (6) months, at the January and July meetings.

Sec. 3. All withdrawals from the funds of the organization must be approved and authorized by the Board of Directors, and countersigned by any two (2) officers. Rev. Jul. 15, 1992. Rev Oct. 19, 1994

(F) Radio EXPO Board

Sec. 1. The Radio EXPO Board shall consist of the Radio EXPO Chairman and the Board of Directors of the Chicago FM Club. Pursuant to Section 163 (A) (19) of Chapter 32 of the Illinois Revised Statutes, the Radio EXPO Board shall have and exercise the authority of the Board of Directors with respect to the planning and operation of Radio EXPO, except to the extent such authority is removed by Resolution of the Board of Directors. Rev. Feb. 21, 1990.

Sec. 2. The Radio EXPO Chairman shall be chairman of the Radio EXPO Board and Committee and shall have complete administrative powers in conducting the affairs of the organization with respect to the planning and operation of Radio EXPO or as may be otherwise empowered by the Board of Directors.

Sec. 3. The Radio EXPO Chairman shall appoint, with the approval of the Radio EXPO Board, a committee to assist in the planning and operation of Radio EXPO.

Article VI - Meetings - Board of Directors

Sec. 1. A regular meeting of the Board of Directors shall be held, no less than six (6) times a year, within the city of Chicago, Illinois or at such other place as may be designated.

Sec. 2. Special meetings of the Board of Directors may be called by the President, or upon a request signed by not less than five (5) members of the Board of Directors. The Board of Directors shall make its own rules as to procedure, time, place, and notice of its meetings, and keep a record of its proceedings.

Sec. 3. Vacancies among the elected members of the Board of Directors may be filled at the next regular meeting of the membership by special election for the unexpired term of the Director or Officer who has resigned or, for any reason, is unable to continue to serve as such Director or Officer. A member of the Board may be removed by a two-thirds vote of the remaining Board, if found to have missed three (3) consecutive monthly Board meetings without just reason.

Article VII - Quorum

Sec. 1. At the meetings of the Board of Directors, six (6) or more members, one of who shall be the President, or in his absence the Vice-President, shall constitute a quorum. At all other meetings of the organization, a quorum shall consist of not less than ten (10) of the full members in good standing, one of whom shall be the President, or in his absence the Vice- President.

Article VIII - Meetings - Membership

Sec. 1. General meetings of the members shall be at such place and time as may be designated by the President or as set forth in the notice thereof. Rev. Jun. 19, 1985

Sec. 2. Special meetings of the membership shall be called by the Board of Directors, the President, or upon the written request of ten (10) full members. However, the purpose of such meeting shall be set forth in the notice for such meeting, and shall be directed to the full members in good standing at least seven (7) days in advance of said meeting.

Sec. 3. Written notice of all meetings shall be mailed to all members in advance of said meeting. At meetings of the membership, full members in good standing personally present or submitting a mail-in ballot preceded by a written request for such a ballot, shall be entitled to vote. The Board of Directors shall determine the manner of balloting. Any full member may request a secret ballot prior to said vote. Rev. 4/21/10

Article IX - Order of Business

Sec. 1. The following shall be the order of business at all meetings of the organization:

(a) Reading of the minutes of the last general and special meeting of the organization.

(b) Reports of officers.

(c) Reports of committees.

(d) Business submitted by the Board of Directors or the President.

(e) Unfinished business.

(f) New business.

(g) Resolutions submitted by members.

(h) Report of election.

Article X - Dues and Initiation Fees

Sec. 1. The dues and initiation fees of various classifications of members shall be in an amount as fixed by the Board of Directors from time to time.

Article XI - Corporate Funds

Sec. 1. The Board of Directors shall have the power to accept, on behalf of the organization, any contribution, gift, bequest, or devise for the general or special purpose or activity of the organization.

Sec. 2. No part of the corporate funds, earnings, contributions, or funds received from any source shall ensure to the benefit of any member or individual, provided, further, that the organization shall not engage in, nor shall any of its funds be used for, the dissemination or carrying on or propoganda, activities of a political nature, or to influence legislation.

Sec. 3. In the event of the dissolution of the corporation, its assets after discharging its lawful debts, shall be distributed to charitable or educational organizations, qualifying as such, pursuant to the provisions of Section 501 (C), the Internal Revenue Code of 1954, and regulations pertaining thereto.

Article XII - Nominations and Elections

Sec. 1. At the September Board of Directors meeting of each year, the Board shall recommend nominees to fill the expired terms of Officers or Directors and shall report their recommendations at the October general meeting. The Board of Directors shall be concerned only with the four (4) Officers in even years, and likewise, shall be concerned only with the five (5) directors in the odd years. Rev. May 19, 1982.

Sec. 2. Additional nominations for the members of the Board of Directors of the organization may be made by any full member prior to the close of the October meeting. Rev. May 19, 1982.

Sec. 3. All members nominated or recommended for nomination shall signify their willingness to serve as a member of the Board of Directors. Thereafter, the complete list of all nominees shall be presented at the November general meeting. Rev. May 19, 1982.

Sec. 4. At the December general meeting, all full members in good standing and entitled to vote, shall cast his or her vote by secret ballot in person or who submit a vote by mail. Rev Oct 21, 1992. Rev. May 19, 1982.

Sec. 5. Elected directors shall be those full members receiving highest number of votes in their numerical order. The elected member for Office, who receives the highest number of votes, shall be designated as elected to such office.

Article XIII - Amendments to the Constitution

Sec. 1. Amendments to the Constitution shall be initiated as follows:

(a) By resolution of the Board of Directors.

(b) By petition, signed by not fewer than ten (10) full members entitled to vote, and filed with the Secretary of this organization, whose duty it shall be to present all such petitions to the Board of Directors at the first business or special meeting of the Board following such filing. The Board of Directors shall promptly consider the same and submit each resolution or petition to the members for their recommendation.

Sec. 2. The members shall be given written notice of the regular or special meeting, at which time the proposed amendment or amendments are to be voted. Such notice shall state the time and place, and if a special meeting, the purpose, and shall be accompanied by a copy of the proposed amendment or amendments.

Sec. 3. No amendment or amendments shall be adopted, except by the affirmative vote of two-thirds of the full members, entitled to vote, who are personally present and voting at the meeting. Rev Jul. 15, 1992.

Sec. 4. Voting on said amendments shall be by secret ballot.

Article XIV - Corporation Act

Sec. 1. Any provisions set forth in the within Constitution are modified so as to be repugnant to the General, Foreign, and

Domestic Corporation Acts of the State of Illinois, now in force and effect, especially such provisions as pertain to Corporation Not For Profit. Should any provisions of the within Constitution be found to be in conflict therewith, the same is hereby declared null and void; however full force and effect shall be given to the remaining provisions of the Constitution, not in conflict therewith, as though such conflicting provision was not a part thereof, and the subject matter referred to in said conflicting provision shall be governed by the general law applicable.

Chicago FM Club Constitution

By-Laws

Article I - Application for Membership

Sec. 1. Application for full membership shall be on an application form provided by the organization. The applicant must answer all queries set forth in this form and sign same. Following receipt of such application, along with a Photo-Copy of the Amateur's license and the prescribed fee, the Secretary shall announce such receipt at the regular club meetings. The application shall also be endorsed by two (2) full members in good standing in the organization. At the regular club meeting, provided the conditions listed above have been satisfied, the Secretary shall cause said application to be announced and submitted to the full members for a majority of the votes cast in the affirmative by the full members. Or an applicant shall be brought up for a vote and acceptance at the first (1st) reading if he or she is present or not at the regular meeting. Rev. Feb. 26th 2020.

Sec. 2. The signature of such applicant or his application for membership shall constitute a pledge to support the Constitution and By-Laws of this organization, its Code of Ethics, when and if adopted, and any and all amendments thereto, as well as all resolutions now in force and effect or hereafter adopted.

Article II - Fee and Dues

Sec. 1. All applications for membership shall be accompanied by an initiation fee of such sum as may be fixed by the Board of Directors from time to time.

Sec. 2. The minimum dues for full membership shall be thirty dollars (\$30.00) annually or other such sums as may be fixed by the Board of Directors from time to time. Rev. FEB. 9th, 2019

Sec. 3. Payment as described above shall be payable upon acceptance of applicant for membership and shall cover a one year period beginning with the end of the month during which the payment is made. Each member will be given sufficient notification prior to expiration of his current membership in the manner to be determined by the Board of Directors.

Sec. 4A. The dues of full members who have attained the age of sixty-five (65) and/or who have been members for at least twenty (20) years, shall be twenty dollars (\$20.00) annually or other such sums as may be fixed by the Board of Directors from time to time. Rev. Feb. 9th, 2019

Sec. 4B. The dues of full members who are full-time students up to the age of eighteen (18) shall be twenty dollars (\$20.00) annually or other such sums as may be fixed by the Board of Directors from time to time. New Feb 9th, 2019

Sec. 5. Any member whose dues are two (2) months or more in arrears shall be automatically suspended, and notice thereof shall be published in the next regular meeting notice. If said member pays all past dues and assessments within thirty (30) days of such publication, he shall be reinstated. Said reinstatement is to be effective the date the delinquent dues are accepted by the Secretary. The membership of any member in arrears for more than three (3) months will be terminated unless otherwise provided by the Board of Directors.

Article III - Resignation, Suspension and Expulsion

Sec. 1. Resignation from membership shall be considered only when a member in good standing, and not under charges, submits his request therefore in writing, and therewith presents his current membership card. Such resignation, if accepted, shall be reported to the members.

Sec. 2. If this person requests reinstatement within six (6) months of his resignation, he shall be liable for all dues that would have been paid subsequent to his resignation, as well as those required by Article II, Section 3 of these By-Laws. A person requesting reinstatement after this six (6) month period shall only be required to submit dues pursuant to Article II, Section 3 of these By-Laws.

Sec. 3. A member may be suspended or subject to other disciplinary action for the following offenses:

- (a) Unbecoming conduct.
- (b) Violation of the Constitution or amendments thereto.
- (c) Violation of the By-Laws or amendments thereto.
- (d) Violation of any resolution in force and effect.
- (e) Violation of the Code of Ethics.
- (f) Violation of Oath.
- (g) Loss of FCC license with no intent to renew same.

Sec. 4. Action may be initiated by the organization for violation of the offenses set forth above. Initiation of such action shall be by filing formal charges against the accused member. The hearing on such charges shall be before a meeting of the date of filing such charges.

Sec. 5. A complaint may be made by full member in writing, submitted first to the President, who shall transmit said complaint, together with his recommendation, to the Board of Directors, after which the President shall present said complaint to the full members present at the next regular meeting.

Sec. 6. In the event the charges are thus sustained, punishment shall be fixed by a majority of the full members, before whom the accused was tried.

Sec. 7. Any member against whom charges are preferred may, at such members discretion, attend such meeting in person or designate any person in his behalf to attend such hearing, and may submit a written statement of facts, together with evidence or exhibits in support thereof, to the full members before whom such charges are to be preferred. Any person, against who charges are preferred, may, in any event, be represented by a person authorized to practice law.

Sec. 8. Any elected officer may be removed from office for the same reasons applicable to members, and in the same method and manner provided in this Article.

Article IV - Duties of Members and Code of Ethics

Sec. 1. It shall be the duty of every member to exercise an interest in the organization, to avoid wrongful use of its name or authority, and to regulate his conduct towards the organization, his fellow members, and the public, in accordance with the objects and rules of this organization.

Article V - In General

Sec. 1. No person on behalf of the organization shall enter into any contractual obligation or in any way incur any liability in its behalf, unless so authorized by the Constitution and/or By-Laws, or specifically authorized by the Board of Directors.

Sec. 2. The Secretary may maintain form the funds, a Pedy cash account of fifty dollars (\$50.00). This fund shall be used for the discharge of postal and incidental expenses necessary in conducting the affairs of the organization; however, the Secretary shall submit quarterly to the President, a detailed statement of sums expended from this Pedy cash account.

Sec. 3. All requests for the payment of obligations must be accompanied by invoices from creditors or statements fully describing the nature of the obligations; however, the expenditure must first be approved by the Board of Directors.

Sec. 4. No officer or member shall retain any check or draft payable or belonging to the organization for any purpose, except for deposit to the credit of the organization in its bank or bank account.

Sec. 5. All persons holding Full Membership status in good standing within the club shall be entitled to cast their vote in all elections, issues and amendments to the constitution, where the general membership is entitled to vote. Only persons elected to the board of directors or as officers to the club shall cast ballots or votes during board meetings. No member, board member or officer, regardless of multiple offices or positions held in the club shall be entitled to cast more than one ballot per election or vote per issue. New Oct 20, 1993

Article VI - Rules of Order

Sec. 1. The rules of order shall be governed by the Constitution and By-Laws, and by Roberts Revised Rules of Order when not in conflict therewith.

Article VII - Amendments

Sec. 1. Proposed amendments shall first be submitted to the Board of Directors for consideration, after which such proposed amendments shall be brought before the next regular or special meeting called for such purpose for discussion. After this discussion, the Secretary shall notify all full members of the intent to vote on such amendment prior to the next regular or special meeting called for such a purpose. No amendment or amendments shall be adopted except by the affirmative vote of two-thirds of the membership entitled to vote.

Article VIII - Corporate Act

Sec. 1. Any provision set forth in the within By-Laws are modified so as not to be repugnant to the General, Foreign, and Domestic Corporation Act of the State of Illinois now in force and effect, especially such provisions as pertain to Corporations Not For Profit. Should any provision of the within By-Laws be found to be in conflict therewith, the same is hereby declared to be null and void; however, full force and effect shall be given to the remaining provisions of these By-Laws not in conflict therewith, as though such conflicting provisions were not a part hereof, and such subject matter referred to in said conflicting part shall then be governed by the general legal and equitable law applicable.

Revisions

Feb 9th 22019!! Constitution Article VIII Sec 3

!!!Written notice of all meetings shall be E- mailed to all members or mailed for a cost to member in advance of said meeting. At meetings of the membership, full members in good standing personally present or submitting written proxy, shall be entitled to vote. The Board of Directors shall determine the manner of balloting. Any full member may request a secret ballot prior to said vote.

Feb 9th 2019!!By-Laws Article II Sec 4

!!!The dues of full time members who have attained the age of sixty-five (65) and (or) who have been members for at least twenty (20) years, shall be twenty dollar (\$20.00) per year.

Oct 19, 1994!!Constitution Article V Part E Sec 3

!!!All withdrawals from the funds of the organization must be approved and authorized by the Board of Directors, and countersigned by any two (2) officers. The Operating Fund shall have enough monies to pay the normal and continuing expenses of the organization and require only the signature of the Treasurer.

Oct 21, 1992!!Constitution Article XII Sec 4

!!!At the December general meeting, all full members in good standing and entitled to vote, shall cast his or her vote by secret ballot in person or by written proxy.

Jul 15, 1992!!Constitution Article V Sec 3

!!!No amendment or amendments shall be adopted, except by the affirmative vote of two-thirds of the full members, entitled to vote, who are present and voting submitted written proxies at the meeting for which notice was given.

Jul 15, 1992! Constitution Article V Part E Sec 3

!!!All withdrawals from the funds of the organization must be approved and authorized by the Board of Directors, and countersigned by any two (2) officers.

Feb 21, 1990!!Constitution Article V Part F Sec 1

!!!The Radio Expo Board shall consist of the Radio Expo Chairman and two elected members of the Board of Directors. Pursuant to Section 163(A)(19) of Chapter 32 of the Illinois Revised Statutes, The Radio Expo Board shall have and exercise the authority of the Board of Directors with respect to the planning and operation of Radio Expo, except to the extent such authority is removed by Resolution of the Board of Directors.

Feb 9th 2019!!By-Laws Article II Sec 2

!!!The minimum dues for full membership shall be thirty dollars (\$30.00) annually or other such sums as may be fixed by the Board of Directors from time to time.

Feb 26th 2020!!By-Laws Article I Sect 1

!!!Application for full membership shall be on an application form provided by the organization. The applicant must answer all queries set forth in this form and sign name. Following receipt of such application, along with a Photo-Copy of the Amateurs license and the prescribed fee, the Secretary shall announce such receipt at the regular meetings. The application shall also be endorsed by two (2) full members in good standing in the organization. At the t regular club meeting, provided the conditions listed above have been satisfied, the Secretary shall cause said application to be announced and submitted to the full members for a majority of the votes cast in the affirmative by the full members.

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Feb 9, 2019 Constitution Article VIII Sec 1

!!!General meetings of the members shall be held on the fourth Wednesday of the month at such place and time as may be designated by the President or as set forth in the notice thereof.

Mar 20, 1985!!The Board of Directors shall consist of the four (4) elected officers and the Trustee of the club station. In addition, there shall be five (5) directors to be elected from the general membership. The elected officers shall be members of the Board for a period concurrent with the term of office. The five (5) directors from the general membership shall serve for a period of two (2) years. The selection of these five (5) directors to take place on alternate years from those of the officers. In addition, the board shall appoint a Radio Expo Chairman who shall also be appointed a board member. Such appointment shall be made by a majority of the elected members of the Board in office and is for a period of one (1) year. Such appointed members may be removed from office by a vote of the majority of the elected members of the Board in office. The Radio Expo Chairman shall be appointed during the first Board of Directors meeting after Radio Expo.

May 19, 1982! Constitution Article XII Sec 1

!!!At the October Board of Directors meeting of each year, The Board shall recommend nominees to fill the expired terms of Officers or Directors and shall report their recommendations at the November general meeting. the Board of Directors shall be concerned only with the four (4) Officers in even years, and likewise, shall be concerned only with the five (5) Directors in the odd years.

May 19, 1982! Constitution Article XII Sec 2

!!!Additional nominees for the members of the Board of Directors of the organization may be made by any full member prior to the close of the November meeting.

May 19, 1982! Constitution Article XII Sec 3

All members nominated or recommended for nomination shall signify their willingness to serve as a member of the Board of Directors.

May 19, 1982! Constitution Article XII Sec 4

!!!Thereafter, the complete list of all nominees shall be presented at the December general meeting. All full members on good standing and entitled to vote, shall cast his or her vote by secret ballot in person or by written proxy.