

Bylaws of the AA7HW VE Team

Article I: Purpose

The AA7HW VE Team is a non-profit association organized exclusively for educational, charitable, and scientific purposes. No profit or gain shall inure to any individual.

The specific purpose of the non-profit association shall include without limitation the educational purpose of licensing new amateur radio operators and upgrading licenses of existing amateur radio operators. In order to achieve this specific purpose, the Team shall serve as Volunteer Examiners (VEs) for conducting Amateur Radio License Examinations, as provided by FCC Part 97 regulations and the regulations of FCC-approved Volunteer Examiner Coordinators (VECs) with which the Team works. The Team shall conduct online examinations for candidates located anywhere, and when practical, shall conduct in-person examinations primarily in the Portland, Oregon area. Initially, the Team shall work with the W5YI-VEC; the Board may authorize the Team to work with VECs in addition to or in place of the W5YI-VEC. The most current version FCC Part 97 regulations and the regulations of individual VECs may be found online.

The AA7HW VE Team may engage in other related activities, such as conducting Amateur Radio License Classes, provided that such other activities do not violate FCC Part 97 regulations or the regulations of VECs with which the Team works.

Article II: Members

Membership is open without regard to race, color, religion, national origin, political affiliation, gender, gender identity, or disability to licensed amateur radio operators holding an Amateur Extra license and accredited and in good standing as Volunteer Examiners (VEs) with at least one of the VECs (Volunteer Examiner Coordinators) with which the team works, and who have assisted the AA7HW VE Team with at least one amateur radio license examination session in the prior twelve months.

An eligible member shall become a member of the non-profit association by attending a General or Special meeting or by nominating an Officer or accepting nomination as an Officer.

A member shall cease to be a member if they no longer meet the membership requirements, or if they submit to the President a request in writing to resign their membership, or as a result of suspension, removal, or disqualification by the Board.

Individuals need not be a member of the non-profit association in order to assist the team with examinations, provided that they are accredited by and in good standing with the VEC under which the examination is being conducted.

The primary role of the members of the non-profit association shall be to nominate and elect Officers and to approve Articles of Incorporation and Bylaws, and amendments to these. Day to day governance of the non-profit association shall be the responsibility of the Board.

There shall be no membership dues.

Article III: Officers and Board of Directors

Officers shall be President, Vice President, Secretary, and Treasurer. All Officers shall be members in good standing of the AA7HW VE Team. Two offices may be held by the same individual, provided that at least three individuals are elected to serve in these four positions, and that the same individual may not serve as both President and Vice President. Any member may nominate themselves or another member for any office. If nominated, a member may decline the nomination.

The President shall be the Chief Officer of the AA7HW VE Team and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

The Vice President shall perform the duties of the President in the event that the President is unavailable or incapacitated. The Vice President shall assist the President as directed by the President and shall have any other powers and duties as may be prescribed by the Board of Directors.

The Secretary shall have the overall responsibility for official recording of the minutes of all proceedings of General, Special, and Board meetings and actions; notifying members and eligible individuals of upcoming General and Special meetings and notifying Board members of upcoming Board meetings; authentication of the records of the AA7HW VE Team; and any other duties as may be prescribed by the Board of Directors.

The Treasurer shall have the overall responsibility for keeping full and accurate accounts of all financial records of the AA7HW VE Team and reporting such financial records as required by the Board of Directors, shall deposit and disburse any applicable funds that are not deposited or disbursed by a Contact VE (described below), and shall carry out any other duties as may be prescribed by the Board of Directors.

The Officers shall be elected to serve terms of one calendar year, running from January 1 through December 31 of each year, except that Officers elected at the initial meeting of the AA7HW VE Team shall serve from the time of election (November 2020) through the end of the following calendar year (December 2021). There are no term limits for any Officer. Vacancy of an office shall be filled by a majority

vote of the membership present at the next General or Special meeting. The Officer so elected shall serve the remaining term of the vacant office. Election to office requires a majority vote. In the event that no candidate receives a majority vote, a runoff shall be conducted.

An Officer may be removed by a two-thirds vote of the members present at a special meeting called for that purpose.

A Contact VE is a Volunteer Examiner designated and/or authorized as the liaison between the VE team and the VEC. (Different VECs use different terms and have different procedures for designating Contact VEs.)

With Board approval, Contact VEs shall be authorized to schedule examination sessions, collect examination fees from candidates and deposit funds into the appropriate account, issue refunds, and submit all required paperwork to the VEC. If an Amateur Extra license holder wishes to become accredited as a VE with a VEC that requires sponsorship by a Contact VE, Contact VEs who have received Board approval may sign as sponsors.

The Officers shall appoint a Registered Agent, who may also hold one or two other offices, and may replace the Registered Agent at any time. The Registered Agent shall be registered as required with the State of Oregon. The Registered Agent shall be responsible for filing annual reports with the State of Oregon (e.g. Form CT-12 with the Oregon Department of Justice) and the Federal Government (e.g. Form 990-N with the Internal Revenue Service) as required by state and federal rules and regulations.

The Board of Directors shall consist of the Officers, one of the Contact VE(s) selected by the Officers, and the Registered Agent. The Officers may replace the selected Contact VE at any time. Board members holding multiple positions (e.g. President and Contact VE, or Secretary and Treasurer) shall be entitled to cast only one vote, and shall be counted as only a single individual when determining quorum, regardless of the number of positions that they hold.

The Board may suspend, remove, and or disqualify any member for violations of policies established by the Board.

Article IV: Meetings

In order to accommodate and encourage participation by non-local members, meetings may be conducted online using video meeting software such as Zoom. Meetings may also be conducted in-person, or as a combination of online and in-person. Members must attend in order to be eligible to vote; there shall be no proxy voting. The President shall not have a vote at General or Special meetings, except to break ties.

The AA7HW VE Team shall conduct one General Meeting each year in November or December for the purpose of electing Officers, approving the Bylaws or amendments to the Bylaws, and any other agenda items. A majority vote of members present is required for approval of Bylaws or amendments to Bylaws.

The AA7HW VE Team may conduct Special Meetings as required to fill vacancies, remove Officers, or to amend the Articles of Incorporation or Bylaws. A combined Special and General Meeting may be conducted, for example, to elect Officers and amend the Articles of Incorporation.

A minimum of one-week notice shall be provided to all eligible members for all General and Special Meetings of the non-profit association. When possible, eligible members shall be polled (e.g. using a Doodle Poll) prior to scheduling the meeting to identify the date and time that is most convenient for the greatest number of eligible members.

The AA7HW VE Team may conduct Board meetings as required. The Board may also conduct business by email. Business such as approval of expenditures may be approved by the Board without conducting a General or Special meeting.

The quorum for a General Meeting, Special Meeting, or Board Meeting shall be a majority of the Board members.

Other activities conducted by the AA7HW VE Team, such as VE examination sessions, shall not be considered meetings of the non-profit association; individuals present at those activities shall not become members of the non-profit association by virtue of their presence at those activities.

Article V: Finances

All test fees collected from applicants shall be kept in a separate account and shall be used exclusively for expenses related to administering examinations, including, but not limited to the following: the VEC share of the testing fees, expenses related to collecting and safekeeping the funds (such as credit card processing fees and bank fees), federal, state, and local fees required to maintain the non-profit status of the Team, and hardware, software, and subscription fees used to conduct Amateur Radio License exams.

The AA7HW VE Team shall not reimburse volunteers for travel expenses or expenses of maintaining a home office.

In the event that the AA7HW VE Team collects or disburses funds that are not related to administering examinations, such as funds collected or spent on conducting classes or other training, such funds shall be kept in a separate account and shall not be commingled with funds related to administering examinations.

Article VI: Club Vanity Callsign

In the event that the AA7HW Amateur Radio callsign becomes available due to non-renewal or death of the holder, the AA7HW VE Team shall be permitted to apply for this callsign as a club callsign.