

LRRA Constitution and By-Laws, adopted 10/25/2025

I. Purpose

This organization shall operate as a New Hampshire not-for-profit club and will be officially known as the Lakes Region Repeater Association; herein referred to as "LRRA."

LRRA is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

The objectives of the LRRA are as follows:

1. To promote interest in, as well as the advancement of amateur radio and electronics in general.
2. To promote a good relationship between LRRA and the public through public service activities.
3. To help interested persons obtain an FCC Amateur Radio License and help current licensees to upgrade their level of license class.
4. To participate in activities involving amateur radio.
5. To promote the skills required to provide the public emergency communications when necessary.

II. Membership, Dues

Membership dues, recommended by the Financial Committee and voted on at the Annual Meeting, are payable on the 1st day of the month following the Annual Meeting. Each member has 90 days within which to pay dues.

There will be three (3) types of membership:

1. Full membership of licensed amateurs with voting privileges after one year.
2. Unlicensed membership without voting privileges.

3. Life membership with voting privileges. Life members pay no dues.

Applications for membership or renewal of membership shall be submitted to the Secretary who shall then refer the application to the Executive Committee for review.

III. Officers and Committees

The Association shall have the following officers and committees:

A. President

1. The President leads the board of officers, sets the vision for the club and serves as its primary representative.
2. The President shall have the authority to create and appoint an ad hoc committee to accomplish a special purpose.
3. The President shall appoint a nominating committee of three members, prior to an election meeting, to place into nomination for the four elected offices, and the Executive Committee Member(s). Nominees must be active voting members for one year. The nominee for President must be of General Class or higher.
4. The President shall appoint three members to the Financial Committee.
5. The President shall appoint a Technical Committee.
 - a. The President will consult with the Technical Committee on the feasibility of the suggestion(s) received from the Technical Committee.
 - b. The President will inform the Technical Committee as to the disposition of the suggestion(s) submitted.
6. The President shall schedule the Annual Meeting each year before the end of the calendar year.

B. Vice-President

1. The Vice President will assume the duties of the President in the absence of the President.
2. Upon direction of the President, the Vice President will serve as an ex-officio member of all groups and committees, except for the Executive Committee.
3. The President may give the Vice President special assignments to further the interests of the Lakes Region Repeater Association.

C. Secretary

1. Manages records and documentation for clear communication among members and with the community at large.
2. Refers applications for membership/reinstatement to the Executive Committee for review.
3. The Secretary at the direction of the Executive Committee will send a formal letter to a terminated member to announce the Executive Committee's decision.

D. Treasurer

1. Oversees the club's financial matters, including budgeting, tracking expenses, and preparing reports.
2. Refers members who do not pay their dues within the specified time to the Executive Committee.

E. Financial Committee

1. The Financial Committee shall consist of five people: the President, Treasurer, and three others appointed by the President.
2. The duties of the committee shall be:
 - a. To handle the business affairs of this Association.
 - b. Authorize the payment of bills.
 - c. Reprioritize funds, when needed, for maintenance and improvement to the repeater(s), or for other normal expenses that might occur.
 - d. By special meeting of the committee, make assessments on the members if it becomes necessary to keep the Association solvent.

- e. Recommend annual dues for membership, to be voted on by the Membership at the Annual Meeting.
- f. Make a full financial report at the annual meetings and announce at that time the recommended membership fee for the following year.
- g. Provide a contingency fund of \$200 for use by the Treasurer for any emergency conditions that might arise.
- h. Assist the Treasurer in managing the financial resources of the LRRA.
- i. Approve the expenditure of funds in accordance with the annual budget.
- j. Members of the Financial Committee shall make an affidavit each year stating that the financial condition is accurately reflected by the financial records.

F. Association Trustee (appointed by Executive Committee)

- 1. The Association Trustee serves in the role of a point of contact to whom members can go to express concerns regarding the operation of the LRRA.
- 2. The Association Trustee evaluates concerns raised by members and takes them to the best officer/leader equipped to address those concerns.

G. Technical Committee (must include the Association Trustee)

- 1. This Committee shall include the President, the Trustee of the Association, and as many members as the President deems necessary to keep the repeater(s) in operation.
- 2. The Committee shall have responsibility and authority for operation, maintenance and improvements to the repeater(s).
- 3. The Committee offers suggestion(s) in writing to the President.

H. Executive Committee

The Executive Committee shall consist of all Life Members, plus three (3) members to be elected by the membership.

- 1. The Executive Committee shall meet at the call of the President and/or as necessary to resolve concerns raised by a member. Said

member must present their concern in writing to the Executive Committee. The Executive Committee will respond within fourteen (14) days after receipt of said member's written concern. Said member shall have the opportunity to be heard by the Executive Committee in writing and/or in person.

2. Executive Committee members cannot be elected officers at the same time.
3. The Executive Committee shall call itself into session with a motion.
4. The Executive Committee can vote in life members.
5. The Executive Committee shall propose and schedule all Association activities, not to include the Annual Meeting, which is scheduled by the President.
6. The Executive Committee shall appoint the Trustee of the Association for a two (2) year term. The FCC Trustee may or may not be the Association Trustee. In the absence or vacancy of a candidate or officer, the President may appoint with confirmation by the Executive Committee.
7. The Executive Committee may vote to have an individual's membership terminated. Nothing herein contained shall preclude the Executive Committee from expelling a member upon good cause shown and after notice and an opportunity to be heard. The Executive Committee will direct the Secretary to send a formal letter to the member so terminated to announce the Committee's decision.

I. FCC Trustee

The FCC Trustee's functions are to assure that LRRA operates in compliance with 47 CFR Part 97 - AMATEUR RADIO SERVICE, and to coordinate with NESMC (New England Spectrum Management Council) for repeater frequencies.

IV. Term of Office and Elections

The President, Vice-President, Secretary and Treasurer shall serve a two-year period and shall be elected at the annual meeting biennially.

Elected Executive Committee members shall serve staggered three year terms, elected annually. Initially, three Executive Committee members will

be elected: one for three years, one for two years, and one for one year. After the first year, one Executive Committee member will be elected each year, for a three year term.

Elections may be conducted by email.

Any officer may be removed, with good cause, by a two-thirds vote of the entire Executive Committee, at any time.

V. Meetings

The President shall schedule the Annual meeting each year before the end of the calendar year.

VI. Ownership

The repeaters, operating under an assigned call, are owned and operated by the Lakes Region Repeater Association, under the supervision of the Trustee of the Association in accordance with the rules and regulations of the FCC.

VII. Changes

Amendments can be made to this constitution and by-laws by a majority vote of those present at an annual meeting, providing that a quorum of at least seven (7) voting members are present.

Amendments and meeting minutes can also be made or approved by email polling with the majority of the membership in the affirmative.

VIII. General

The Association will conduct its meetings according to Robert's Rules of Order. Seven (7) voting members present will constitute a quorum. A quorum shall also include members responding in the email form of meeting. Without a quorum no business can be conducted.

IX. Dissolution of the organization known as the Lakes Region Repeater Association

A. Termination of Operation

In the event that the Executive Committee votes that the LRRA should cease operation and be dissolved, the motion for dissolution must receive more than a two-thirds vote of the current membership to pass.

B. Disposition of Assets

The Executive Committee shall handle the disbursement of all LRRA assets. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Conflict of Interest Policy

A. It is in the best interest of Lakes Region Repeater Association (LRRA) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This “Conflict of Interest” policy is designed to help officers, committee members, and volunteers of the LRRA identify situations that present potential conflicts of interest and to provide LRRA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in LRRA operations.

B. Conflict of Interest Defined. In this policy, a person with a conflict of interest is referred to as an “interested person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

1. An officer, committee member, or volunteer, (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with LRRA for goods or services.
2. An officer, committee member, or volunteer, (or a family member of any of the foregoing) has a material, financial interest in a transaction between LRRA and an entity in which the officer, committee member, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
3. An officer, committee member, or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with LRRA.
4. Other situations that may create the appearance of a conflict, or perceived by others, or potentially influencing your objectivity, or present a duality of interests in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed as appropriate, and a decision made as to what course of action the organization or individuals should take

so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

5. **Gifts, Gratuities and Entertainment.** Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of LRRA.

C. Definitions.

1. A “Conflict of Interest” is any circumstance described in Part B of this Policy.
2. An “Interested Person” is any person serving as an officer, committee member, or volunteer of LRRA or a major donor to LRRA or anyone else who is in a position of control over LRRA who has a personal interest that conflicts with the interests of LRRA.
3. A “Family Member” is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
4. A “Material Financial Interest” in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.
5. A “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to LRRA is not a Contract or Transaction.

D. Procedures.

1. Prior to officer or committee action on a Contract or Transaction involving a Conflict of Interest, an officer, volunteer, or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If

members are aware that officers, committee members, or other volunteers have a conflict of interest, relevant facts should be disclosed by the members or by the interested person him/herself if invited to the meeting as a guest for purposes of disclosure.

2. An officer, volunteer, or committee member who plans not to attend a meeting at which he or she has reason to believe that the committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the officers, volunteers, or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
4. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
5. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, if members of LRRA has a Conflict of Interest when he or she stands for election as an officer or for re-election.
6. Interested Persons who are not members of LRRA, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of committee action, shall disclose to the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect LRRA participation in such Contract or Transaction.
7. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the

circumstances to the officers and/or the Chair or the Chair's designee, who shall determine whether full committee discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

E. Confidentiality.

1. Officers, committee members and volunteers shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be contrary to the interests of LRRA.
2. Officers, committee members, and volunteers shall not disclose or use information relating to the business of LRRA for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

F. Review of policy.

1. Each officer, committee members, and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
2. Conflict of Interest Disclosure Form completion
 - a. On or about October 1st of each year (the month of the annual meeting), as well as immediately following the biennial election of officers or any committee position appointment, each officer, committee member, and volunteer shall complete and sign a disclosure form agreeing to the above policies of this document and identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest.
 - b. Such relationships, positions or circumstances might include service as a director of or consultant, member to another nonprofit organization, or ownership of a business that might provide goods or services to LRRA. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Committee, and any committee appointed to address Conflicts of Interest, except to the extent additional

disclosure is necessary in connection with the implementation of this Policy.

c. Members from whom a completed Conflict of Interest Disclosure Form is due have 90 days in which to complete the form and have it on file with the Secretary. The Secretary using a first-class letter will refer any member who has not completed the form and has not within the specified period of time to the Chair of the Executive Committee. The Secretary will send a copy of this letter to the affected member. The Executive Committee may vote to have the individual's membership terminated. The Secretary at the direction of the Executive Committee will send a formal letter to the member so terminated to announce the Committee's decision.

3. Member disclosure forms shall be reviewed annually by the Executive Committee.
4. This policy shall be reviewed annually by each member of the Executive Committee. Any changes to the policy shall be communicated to all officers, committee members, and volunteers.

Click here to link to [Conflict of Interest Disclosure Form](#)