

**Emerald Amateur Radio Society**  
**Constitution and By-Laws**  
An Oregon Nonprofit Corporation

**ARTICLE I: Name and Offices**

**Section 1. Name**

The legal name of this Corporation is the *Emerald Amateur Radio Society*. Under appropriate circumstances, this Corporation may also be known as the *EARS*.

**ARTICLE II: Offices and Registered Agent**

**Section 1. Principal Office**

The principal office of the Corporation shall be that of the registered agent (Secretary).

**Section 2. Registered Office**

A. The Corporation shall have and continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal in the State of Oregon, and an address of the registered office may be changed from time to time by the Board of Directors.

B. The Corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE III: Purposes**

**Section 1. Purposes**

This Constitution and Bylaws, in conjunction with the Articles of Incorporation, are to serve as the governing documents of the Corporation. The purposes for which the Corporation is formed are:

A. Providing and assisting in providing emergency communications services for the benefit of the public.

B. Providing amateur radio operators primarily in Lane County, Oregon, with opportunities for fellowship, education, training, operating, and contesting in order to maintain a high level of preparedness, teamwork, and technological expertise to further benefit the public.

C. Encouraging and improving the amateur service through rules which provide for advancing skills in both the communications and technical phases of the art.

D. Educating and informing the public about the benefits associated with the amateur radio service.

## **Section 2. Rights and Powers**

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers, including the power to buy, sell, and hold title real and personal property, conferred by the laws of the State of Oregon upon non-profit corporations.

## **Section 3. Organized for**

A. The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2019, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 2019, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 2019, as amended; ***including, for such purpose, 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 federal tax code.***

B. No substantial part of the activities of the Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers, or other private individual having directly or indirectly, any personal or private interest in the activities of the Corporation; except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated herein and in the Articles of Incorporation.

## **ARTICLE IV: Service Area**

### **Section 1. Service Area**

The service area of the Corporation shall be Lane County, Oregon but this shall not prohibit the Corporation from participating in any activities outside this service area.

## **ARTICLE V: Membership**

### **Section 1. Categories of Membership**

There shall be six (6) categories of membership in this Corporation: *Full Member, Family Member, Youth Member, Associate Member, Life, or Meritorious Member*. Membership is not restricted to residents of Lane County, Oregon.

#### **A. Full Member**

1. Shall be a current licensed amateur radio operator, 18 years of age or older.
2. Interested in meeting the objectives of the organization.
3. Who pays the required dues.

4. Who conduct themselves as a representative of EARS in a competent, professional manner appropriate to the objectives of EARS.
5. Promote the goals and objectives of EARS.
6. Shall have voting rights and ability to serve as an *Elected Officer*.
7. Has the option to sign up his or her family as a *Family Member*.

#### **B. Family Member**

1. Multiple amateur members living under one roof.
2. Shall be a current licensed amateur radio operator.
3. Interested in meeting the objectives of the organization.
4. Who pays the required dues.
5. Who conduct themselves as a representative of EARS in a competent, professional manner appropriate to the objectives of EARS.
6. Promote the goals and objectives of EARS.
7. Shall have voting rights and ability to serve as an Elected Officer.
8. Shall have a maximum of two (2) voting members.

#### **C. Youth Member**

1. Shall be a current licensed amateur radio operator, under the age of 18 years.
2. Interested in meeting the objectives of the organization.
3. Who pays the required dues.
4. Who conduct themselves as a representative of EARS in a competent, professional manner appropriate to the objectives of EARS.
5. Promote the goals and objectives of EARS.
6. Shall have voting rights.

#### **D. Associate Member**

1. Any person interested in amateur radio.
2. Interested in meeting the objectives of the organization.
3. Who pays the required dues.
4. Who conduct themselves as a representative of EARS in a competent, professional manner appropriate to the objectives of EARS.
5. Promote the goals and objectives of EARS.
6. Shall not have voting rights nor the ability to serve as an *Elected Officer*.

#### **E. Life Member and Meritorious Member**

1. Life Membership and Meritorious Membership: EARS may confer Life and/or Meritorious Memberships by a majority vote of those present at any regular meeting with a quorum present. The motion to confer a Meritorious Membership shall specify the duration of such membership.
2. Life Members and Meritorious Members shall not pay dues.
3. Shall have voting rights.

## **Section 2. Definitions of Membership Categories**

To simplify understanding the terms *Voting Member* and *Member* will be defined and used throughout this document as:

A. *Voting Member* shall consist of one or a combination of these: Full, Family, Youth Member., Life, or Meritorious.

B. *Member* shall consist of one or a combination of these: Full, Family, Youth, Associate, Life, or Meritorious Member.

## **Section 3. Attaining Membership**

A. No person may become a *Full, Family, Youth or Associate Member* until accepted by the *Voting Members* at any regular meeting. Membership shall be by written, on-line, mailed or electronic application and submitted by the applicant at or before a meeting.

B. At the next regular meeting the membership application will be voted upon by the eligible *Voting Members* present, and a favorable two-thirds response shall constitute election to EARS Membership.

C. The applicant, at the time of attaining membership shall be required to pay the pro-rated portion of the current dues period.

## **Section 4. Expulsion**

A. A *Member* may be expelled from membership upon two-thirds vote of the *Voting Members* at any regular or special meeting with at least *fifteen* days' written notice to the *Voting Members* and to the person whose expulsion is to be considered.

B. Such proceedings may be initiated only by a petition signed by either three members. of the *Board of Directors*, or in the alternative, by one-fifth of the *Voting Members*.

C. Such proceedings shall allow the Member to be heard either, orally or in writing, not. less than five days before the effective date of the expulsion.

## **ARTICLE VI: Dues**

### **Section 1. Dues Payable**

A. Dues shall be payable annually in advance for the period commencing January 1 and ending December 31.

B. The amount of dues shall be established annually by the *Board of Directors*. No change in dues shall be effective until the beginning of the next dues period.

### **Section 2. Delinquent Dues**

A. Any *Member* whose dues are delinquent as of April 1 shall be dropped from membership.

B. A delinquent *Member* may at any time through December 31 reinstate his or her membership by payment of dues without the requirement of again being accepted for membership.

C. Dues payable by a renewing member shall not be prorated.

### **Section 3. Dues Refund**

No *Member* shall be entitled to a refund of dues by virtue of his or her resignation, incompetence, death, or expulsion from membership.

## **ARTICLE VII: Directors and Officers**

**A. Elected Officers.** The *Elected Officers* of the Corporation shall consist of a *President; Vice-President; Treasurer; Secretary, and a Member-at-Large*. The *Elected Officers* of the Corporation shall also constitute the Board of Directors of the Corporation. Any *Voting Member* shall be eligible to selection as *President, Vice-President, Treasurer, Secretary, or Member-at-Large*.

**B. Nominating Committee.** Each November, the President shall appoint a nominating committee of at least three members of the EARS to recommend at least one candidate for each office of the EARS, for the term commencing at the January meeting.

**C. Additional Candidates.** Additional candidates for the offices may be nominated from the membership prior to the voting at the January meeting.

**D. Terms.** *Elected Officers* shall serve terms consisting of one year in length. Any *Elected Officer* may serve unlimited successive terms if so elected by the *Voting Members*. Term of office will expire as soon as the voting has been certified at the annual meeting.

**E. Vacancy.** In the event an *Elected Officer* ceases to be a *Voting Member*, resigns, becomes legally incompetent, dies, or is removed from office, such office shall be deemed vacant. In the event of a vacancy in any *Elected Office* other than *President*, the unexpired portion of such term shall be filled by appointment of the *President*, provided that no person shall be appointed to any *Elected Office* who would not be eligible for election to that office. In the event of a vacancy in the office of *President*, the unexpired portion of such term shall be filled by succession in the following order: *Vice-President; Treasurer, Secretary, and Member-at-Large*.

**F. Removal.** An *Elected Officer* may be removed from office by the *Voting Members* only at a meeting called for the purpose of removing the director and the meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director.

## **ARTICLE VIII: Board of Directors**

### **Section 1. Composition**

The *Elected Officers* of this Corporation shall also constitute the *Board of Directors*.

### **Section 2. President**

A. The *President* shall be the Chief Executive Officer of this Corporation;

- B. Shall chair all meetings of the *Board of Directors* and the *Members* at which he or she is present;
- C. May form and dissolve committees, and appoint and remove the chairmen and members thereof;
- D. May create and abolish additional offices, and appoint to such offices *Members*, and others, each of whom shall serve at the pleasure of the *President*; and
- E. Generally, conduct the business of this Corporation subject to law, the Articles of Incorporation, this Constitution and Bylaws, the advice of the *Board of Directors*, and the will of the *Voting Members*.

### **Section 3. Vice-President**

The *Vice-President* shall, in the absence of the *President*, perform the duties of the *President*; provided that the *Vice-President* shall not have the power to dissolve committees, to remove chairmen or members from committees, to abolish offices created by the *President*, to remove officers who serve at the pleasure of the *President*, to fill vacancies, or to call special meetings of the *Board of Directors* or the *Members*.

### **Section 4. Treasurer**

- A. The *Treasurer* shall be the Chief Financial Officer of this Corporation;
- B. Shall receive all monies due this corporation, and pay out the same when authorized to do so by the *Board of Directors* or the *Voting Members*;
- C. Shall keep the financial books and records of this Corporation;
- D. Shall report to the *Board of Directors*, the *President*, and the *Members* when requested; and
- E. Shall file such tax and other financial returns as may be necessary.

### **Section 5. Secretary**

- A. The *Secretary* shall keep minutes of the meetings of the *Members*, and if requested to do so of the meetings of the *Board of Directors*;
- B. Shall be the keeper of all records of the Corporation, except those specifically entrusted to the *Treasurer* or another by this Constitution and Bylaws, the *Board of Directors*, the *President*, or the *Members*; and shall file such reports as are necessary with the American Radio Relay League (ARRL) and the Secretary of State of the State of Oregon.
- C. The *Secretary* shall also keep the Constitution and Bylaws of the Corporation and have the same with him or her at each meeting of the *Board of Directors* or *Members*.
- D. The *Secretary* shall note all amendments, changes, and additions to the Constitution and Bylaws and shall permit the same to be consulted by *Members* upon request.

## **Section 6. Member-at-Large**

*A. Shall represent the Members at all meetings of the membership and of the Board of Directors.*

*B. Shall perform duties as assigned by the Board.*

## **ARTICLE IX: Board Meetings**

### **Section 1. Regular Meetings**

A. The *Board of Directors* may meet in regular session immediately following any regular or special meeting of the *Members*, without special notice to the members of the *Board of Directors*.

B. *Members* shall meet regularly to conduct the business of this corporation. A schedule of regular meetings shall be determined from time to time by the *Members* at any regular or special meeting. If no schedule of regular meetings is in effect, one may be promulgated by the *President* upon at least *seven* days' notice to the *Members*.

C. The annual meeting of the Corporation shall be held during the January meeting each year. Meeting location will be determined by the *Board of Directors*.

D. Any action may be taken without a meeting if the Corporation delivers a written ballot to every *Member* entitled to vote on a matter, in accordance with ORS 65.222.

E. No action of the *Voting Members* shall be invalidated because the meeting at which it was taken was not chaired by the *President* or *Vice-President*.

F. Except when provided otherwise by law, this Constitution and Bylaws, or the *Full, Family, Life, Meritorious, and Youth Members*, all meetings of the *Members* shall be governed by Robert's Rules of Order, however in the absence of objection the chairman of the meeting may allow it to proceed informally.

### **Section 2. Special Meetings**

A. Special meetings of the *Board of Directors* may be called by the *President* or two members of the *Board of Directors* acting in concert, upon at least *two* days' notice to the *Members*.

B. If notice of the call of a meeting of the *Board of Directors* is given, a *bona fide* attempt shall be made to give notice to all members of the *Board of Directors*, however no action of the *Board of Directors* shall be invalidated because of a lack of such notice.

C. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

## ARTICLE X: Voting; Quorum

### Section 1. Voting Rights

All *Members* shall have the same rights and benefits of membership, except that an *Associate Member*, not being a *Voting Member* shall not be eligible to vote, to make or second motions and nominations, or to serve as *Elected Officers*.

### Section 2. Quorum

#### A. Members Meetings

1. A quorum for the conduct of business at any regular or special meeting shall be those votes representing a majority of *Voting Members* at a meeting.
2. An act of the majority of *Voting Members* present at any regular or special meeting at which a quorum is present or has been waived shall be the act of the *Voting Members*.

#### B. Board Meetings

1. A quorum for the conduct of business at any board meeting shall be a majority of the Board of Directors then holding office. Each member of the Board of Directors shall have one vote on each matter that comes before the Board of Directors. An act of the majority of the members of the Board of Directors present at any regular or special meeting at which a quorum is present shall be the act of the Board of Directors.
2. No action of the Board of Directors shall be invalidated because the meeting at which it was taken was not chaired by the President or Vice-President. Except when provided otherwise by law, the Articles of Incorporation, this Constitution and Bylaws, or the Board of Directors, all meetings of the Board of Directors shall be governed by Robert's Rules of Order, however in the absence of objection the chairman of the meeting may allow it to proceed informally.

## ARTICLE XI: Special Powers of the Board of Directors

Whenever it is impractical to present any matter to the *Members* because:

- A. The emergency nature of the matter requires action before the next regular meeting of the *Members* and before a special meeting of the *Members* could reasonably be called; or
- B. The pressing nature of the matter requires action before the next regular meeting of the *Members*, but the matter is of a minor nature rendering it inappropriate to call a special meeting of the *Members*; or
- C. The matter was to have been presented to the *Members* at a regular or special meeting, and that meeting failed due to the lack of a quorum.
- D. Then the *Board of Directors* may take any action with respect to such matter as the *Members* could have taken if it had been presented to them, subject to the following limitations:



1. No *Member* may be expelled.
2. No elections may be held.
3. No Elected Officer may be removed from office.
4. Neither the Articles of Incorporation nor this Constitution and Bylaws may be amended.

Any action taken by the *Board of Directors* pursuant to this Article shall be reported to the *Members* at their next regular or special meeting.

## **ARTICLE XII: Contracts, Checks & Funds**

### **Section 1. Contracts**

The *Board of Directors* may authorize any officer(s) or agent(s) of the Corporation, authorized by this Constitution and Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts, Etc.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as set forth in a resolution of the *Board of Directors*. In the absence of such a resolution, any such instruments shall be signed by at least two *Elected Officers* of the Corporation.

### **Section 3. Deposits**

All funds of the Corporation shall be deposited periodically to the credit of the Corporation in such banks or other depositories as the *Board of Directors* may direct.

### **Section 4. Audit or Accounting**

An audit or accounting may be required by the *Board of Directors* or the *Voting Members*, to determine that the assets and income of the Corporation are being managed and administered properly.

## **ARTICLE XIII: ARRL Affiliation**

It is the policy of this Corporation to be recognized as an ARRL Affiliated Club. The *Elected Officers* of this Corporation shall use their best efforts to obtain and maintain this Corporation as an ARRL Affiliated Club.

It is the policy of this Corporation that membership shall not be denied to any person solely for the purpose of allowing the Corporation to become or remain an ARRL Affiliated Club.

## **ARTICLE XIV: Alternative Dispute Resolution**

In the event an internal dispute arises that cannot be resolved within this Corporation, the dispute will be submitted to an appropriate alternative dispute resolution mechanism of the ARRL, if one is available. The appropriateness and availability of an alternative dispute resolution mechanism shall be determined solely by the ARRL.

For the purpose of this article, an "internal dispute" means any disagreement between two or more *Elected Officers, and/or Members*, concerning the operation or governance of this Corporation, or the interpretation of the Articles of Incorporation, the Constitution and Bylaws, or any enactment of the *Board of Directors* or the *Members*. This definition shall be interpreted liberally as it is the intent of this article to maximize the resolution of disputes within the framework of any available ARRL alternative dispute resolution mechanism and to minimize the resolution of disputes through traditional litigation.

The results of the alternative dispute resolution mechanism, if available, shall be final and binding on all *Elected Officers* and/or *Members*, unless the rules of the alternative dispute resolution mechanism provides otherwise.

Every Elected Officer, and *Member* by accepting and retaining such status agrees to be bound by the provisions of this Article.

#### **ARTICLE XV: Notice**

Whenever notice is required by this Constitution and Bylaws, it shall be in writing and served upon the party entitled thereto by personal delivery, e-mail, or by placing the notice in an envelope addressed to such party at his or her last known address and depositing the sealed envelope in a United States Post Office mailbox with first class postage fully prepaid. When notice is served by mail or e-mail, actual receipt of notice by the party entitled thereto is not necessary for the notice to be effective. Inclusion of any notice in the official newsletter that is mailed or e-mailed to the party entitled to such notice shall be sufficient.

Proof of service of any required notice may be made by either of the following methods:

1. The person serving the notice may file a signed certificate of service with any member of the *Board of Directors*; or
2. If the person serving the notice is a member of the *Board of Directors*, by the oral statement of such person made at any regular or special meeting of the *Members* and so noted in the minutes.

When computing the number of days between the service of a notice and a meeting, the day of personal delivery or mailing of the notice shall not be counted, but every subsequent day, including the day of the meeting, shall be counted.

#### **ARTICLE XVI: Indemnification**

Each of the Corporation's officers, directors, employees or agents, whether or not then in office, and their respective executors, administrators, and heirs, and each of the foregoing who is or was serving at the request of the Corporation as a director or officer of another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by law, as not in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his or her capacity, or arising out of his or her status, as a director, officer, employee or agent of the Corporation, or, if serving at the request of the Corporation as a director or officer of another corporation, unless the conduct giving rise to said liability is adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The indemnification

provided by this Article shall not be exclusive of any other right to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the Corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

## **ARTICLE XVII: Dissolution & Disposition of Corporate Assets**

The assets of this Corporation are irrevocably dedicated to charitable, scientific, and educational purposes. Liquidation, dissolution or abandonment of this Corporation will not inure the assets of the Corporation to the benefit of any private person, except as to one or more non-profit funds, foundations, corporations or other organizations which at the time of distribution shall have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 2019, as amended, or successor provisions thereto, said beneficiary or beneficiaries to be selected by the *Board of Directors*. ***Upon dissolution of the Corporation, 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.***

## **ARTICLE XVIII: Conflict of Interest Policy**

### **Section 1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Emerald Amateur Radio Society) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the EARS or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

A. Emerald Amateur Radio Society, will be listed as "EARS"

B. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

C. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the EARS has a transaction or arrangement,
2. A compensation arrangement with the EARS or with any entity or individual with which the EARS has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the EARS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

#### **A. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **B. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **C. Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the EARS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the EARS's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **D. Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the EARS for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the EARS for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the EARS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the EARS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews**

To ensure EARS operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the EARS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, EARS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article XIX: Amendments**

### **Section 1. Amending the Constitution and Bylaws**

This Constitution and Bylaws may be amended only by the following procedure:

A. At the request of either three members of the *Board of Directors* or one-fifth of the *Voting Members*, a proposed amendment may be presented at any regular or special meeting of the *Members*, and shall then be held over for consideration at a regular or special meeting of the *Members* held at least *fifteen* days after the meeting at which it was first presented.

B. At least *fourteen* days prior to the meeting at which it is to be considered, notice of the proposed amendment shall be given to the *Voting Members*.

C. The proposed amendment may be considered only at the meeting of *Members* specified in the notice, and only if a quorum is present at said meeting.

D. After adoption, an amendment to this Constitution and Bylaws becomes effective immediately, unless the amendment provides otherwise.

E. Adopted by the *Members* pursuant to the procedural requirements of the previous Constitution and Bylaws on the 19th day of September 2023.

***F. Amended by the Members pursuant to procedural requirements of the Constitution and Bylaws on the 18th Day of February 2025.***

Amended:  
November 20, 2018  
September 19, 2023  
February 18, 2025