



CONSTITUTION AND BY-LAWS

OM International Sideband Society, Inc.

ARTICLE 1: NAME AND PURPOSE

SECTION 1: NAME

This organization shall be called the O.M. International Sideband Society, Inc., (O.M.I.S.S.), herein after referred to as the "SOCIETY", and shall be incorporated as a non-profit organization.

SECTION 2: PURPOSE

The rules and regulations of this society are designed to provide an amateur radio service having a fundamental purpose as expressed in the following:

- A. Recognition and enhancement of the value of the amateur service to the public as a voluntary noncommercial communication service, particularly with respect to providing frequencies for emergency communications.
- B. Encouragement and improvement of the amateur radio service through rules which provide for the advancing skills in the communications phase of the art by providing frequencies where traffic can be passed.
- C. Expansion of the existing reservoir within the amateur radio service of trained operators.
- D. Continuation and extension of the amateurs' unique ability to enhance international goodwill.
- E. Providing a means by which members, regardless of location, can have fellowship, and participate in activities provided by this organization.
- F. The Board of Directors may authorize any type of two-way communications for nets that is authorized by the Federal Communications Commission for Amateur use.
- G. The Society shall provide a yearly scholarship in the amount of \$1,000.00 plus the required fee for the ARRL to manage the scholarship, currently \$10.00 but subject to change. The scholarship shall be in the name of the Society and shall be for the continuing education in the name of science to enhance amateur radio. Only one scholarship per year will be awarded. If the scholarship is not awarded to any recipient the funds will remain in the O.M.I.S.S. scholarship account held at the ARRL scholarship foundation.



ARTICLE 2: MEMBERSHIP

SECTION 1: MEMBERSHIP REQUIREMENTS

- A. All members shall hold a current amateur radio operators' license of the proper class issued by the proper authority of the country in which they reside for the frequency and mode of operation used on the particular O.M.I.S.S. net.
- B. All amateur operators shall contact or be contacted by two O.M.I.S.S. members with O.M.I.S.S. numbers on net times and net frequencies to qualify for membership.
- C. All amateur operators in applying for membership shall send a membership application and log information of the O.M.I.S.S. members contacted on net times and frequencies to the Membership Chairman.
- D. All amateur operators in applying for membership shall include the full cost of lifetime membership dues, payable to O.M.I.S.S.

SECTION 2: MEMBERSHIP DUES

Lifetime membership dues shall be determined by a majority vote of the Board of Directors and shall be consistent with increases and decreases in postal rates and the cost of printing net materials, certificates, etc.

ARTICLE 3: ELIGIBILITY AND VACANCIES

SECTION 1: ELIGIBILITY TO HOLD OFFICE

- A. A member, to be eligible to hold office in the Society, shall have held membership in the Society prior to June 1st of the odd numbered year preceding the election, and shall have shown active interest and participation in the Society and its activities.
- B. In the event of an office becoming vacant, the President shall appoint a member to fill the unexpired term of the individual vacating the office, subject to confirmation by the Board of Directors. In the event the office becoming vacant is the President, the Vice President shall be elevated to the President position if confirmed by the Board of Directors. In the event the Vice President does not wish to serve in this position, he/she shall appoint a member to fill the unexpired term of the President subject to confirmation of the Board of Directors. Confirmation shall be by two-thirds majority vote of the remaining board members.



ARTICLE 3A: NOMINATIONS, ELECTIONS, and TERMS OF OFFICE

SECTION 1: NOMINATIONS

- A. A Nominating committee shall be appointed by the President of the Society. The Nominating Committee shall be made up of three lifetime individual members of the Society, each holding a valid O.M.I.S.S. number. These appointments shall be announced at the July Board of Directors meeting every even numbered year.
- B. The Nominating Committee shall receive nominees from the Society membership and shall also encourage Society members to submit potential candidates for all open positions. The Nominating Committee shall nominate members of the Society for each of the six elected offices. The Nominating Committee shall nominate no less than two members for each of the elective offices of President, Vice President, Secretary, Treasurer as well as each Director position. If only a single member runs for one of the elected positions then the Nominating Committee shall nominate that single individual.
- C. No current member of the Board of Directors shall be appointed to the Nominating Committee. No member of the Nominating Committee may be nominated for any of the offices/positions in the upcoming election. Incumbents shall be allowed to run again by submitting, in writing or by email, their interest in doing so to the Nominating Committee at which time the incumbent shall be nominated by the committee. If an incumbent is nominated by a member for a different elected position, other than the one that he/she currently holds, the Nominating Committee shall notify the incumbent of the nomination, and to what elected position that he/she has been nominated to. The incumbent shall accept or reject the nomination for the new position and shall notify the Nominating Committee, in writing or by email, of his/her decision regarding the nomination to a different elected office, other than the one that he/she currently holds by August 15th of the voting year. Should an incumbent accept a nomination for a different elected office, the Nominating Committee shall follow these Bylaws to receive nominations to fill the position being vacated by the incumbent.
- D. The Nominating Committee shall provide timely status to the Board of Directors using any reasonable means. This status shall be limited to reporting the nominee's call-sign and position for which the nominee has agreed to stand. In agreeing to stand for election the nominee further agrees to allow the committee to report his/her call-sign in all future status generated by the committee. The Nominating Committee shall not disseminate in any way the particular opinions or positions held by any nominee.
- E. Nominees may withdraw from the election at any time during the nomination process by providing a notice of withdrawal to any member of the Nominating Committee. Incumbents must notify their desire to run for a new office, if so notified by the Nominating Committee, as described in Section 1 Paragraph C above, by August 15th of the voting year.



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- F. The Nomination Committee may make use of any reasonable means to reach out to those members that may be interested in serving for elected office. The duty of the Nomination Committee is to find the best candidate for each office. Current members may submit another member as a potential candidate to the Nomination Committee. The committee shall then send a letter/email to the potential candidate to verify the candidate's acceptance of the nomination and the willingness of the candidate to seek election to office.

- G. The Nominating Committee shall formally submit the list of nominees to the Board of Directors for their confirmation at the September meeting of the Board of Directors, every even numbered year. With this formal submission the Nominating Committee is dissolved.

SECTION 2: ELECTIONS

- A. The election of officers of the Society shall be held each even numbered year during the month of November.

- B. The Election Officer shall be appointed by the President of the Society. This appointment shall be announced at the September meeting of the Board of Directors, every even numbered year. The Election Officer shall not be a member of the Nominating Committee. The Election Officer shall not be a member of the currently serving Board of Directors. The Election Officer shall not be a current nominee for a position in the upcoming election.

- C. Printed ballots shall be sent to all lifetime members via the QSL Bureau, if said member has an SASE on file with the QSL Bureau Manager prior to October 15 of the election year. While the use of preprinted ballot is encouraged, the member may also produce his/her own written ballot subject to the criteria of this section.

- D. Each individual lifetime member with a valid O.M.I.S.S. number, except radio club members, shall be entitled to one vote by written ballot only for each of the six of the elective officers of the Society.

- E. All ballots shall be clearly marked and show the call-sign, O.M.I.S.S. number, and signature of the member casting the ballot. **The ballot must be signed by the member.**

Members who are unable to sign may provide a witnessed "mark" or other customary legal affirmative as an alternative to a signature. Failure to provide all or part of the ballot member call-sign, O.M.I.S.S. number, and signature shall invalidate the entire ballot.

- F. Proxy votes, verbal votes, or votes cast by "email" or other electronic means shall not be accepted.

- G. Members may only vote for nominated candidates. "Write-in" candidates are not permitted and shall not be accepted.
- H. It is not necessary to cast a vote for all positions up for election. The voter shall mark the ballot for no more than one candidate for the offices of President, Vice President, Secretary, and Treasurer. The voter shall mark the ballot for no more than two candidates for the offices of Director. Failure to comply with this direction shall invalidate only the portion of the ballot marked incorrectly. The remaining properly marked portions shall be counted as valid.
- I. All written ballots shall be properly completed by the voting member and sent by U.S. Postal Service to the appointed Election Officer, to be received no later than November 15 of the election year. All ballots must be sent **directly** to the Election Officer. Ballots submitted to alternate addresses (including the QSL Bureau) shall be considered invalid and shall be discarded by the receiving party without notification to the voting member.
- J. The Election Officer has sole and final authority as to the legality of all ballots submitted.
- K. The appointed Election Officer shall on November 15 of the election year cease to accept any ballots received after this date. There shall be no exception to this paragraph, even if that date should occur on a weekend or a holiday. The appointed Election Officer shall have the votes tallied and be prepared to inform the Board of Directors of the results no later than November 22 of the election year.
- L. Determination of the winner for the offices of President, Vice President, Secretary, and Treasurer shall be determined by the Election Officer based on the candidate nominee receiving the most votes cast in each respective race. Determination of winners for the two Director positions shall be determined by the Election Officer based on the two nominees receiving the two highest number of votes cast in that race.
- M. Ballots will be retained by the Election Officer until December 31 of the election year and then destroyed. The appointment of the Election Officer ends on December 31 of the election year.
- N. In the event of a tie vote for any office, the President shall then call a special runoff election to break the tie vote. The runoff shall only be for the office(s) where a tie occurred. The runoff election shall be announced on all nets and shall indicate in which race(s) the tie occurred, the call-signs of the candidates which tied, and that written votes to break the tie should be sent to the Elections Officer. Only the candidates which ties shall be part of the runoff election. Other candidates receiving fewer votes than the tied candidates shall not be considered in the runoff vote. This special election shall not require that a printed ballot be sent to each member.

A hand written paper or e-mail ballot shall be considered sufficient. This ballot shall be subject to all ballot requirements noted above with the exception of the member signature and electronic submission. A legal signature shall NOT be required on the runoff ballot. Submission of the runoff ballot by election means (aka email) shall be permitted. Runoff ballots MUST contain the voting members' call-sign and O.M.I.S.S. number to be considered valid. All special election votes are to be received by the election officer no later than December 10 of the election year. The Election Officer has sole and final authority as to the legality of all ballots submitted in the special runoff election. The Election Officer shall inform the Board of Directors of the results of the runoff election no later than December 15 of the election year. The Board of Directors shall promptly announce the results and the officers elected by this runoff election shall assume office on December 15.

SECTION 3: TERM OF OFFICE

- A. The term of office of each elective office shall be for a period of two years.
- B. The term of office of each elective office shall begin the first day of December and shall end the last day of November each two years or until the successor assumes office.
- C. The term of office of each elective office elected by special runoff election shall commence on December 15 of the election year and shall end the last day of November each two years or until the successor assumes office.
- D. The offices of all appointed officers requiring confirmation shall be deemed vacant on the last day of November of even numbered years or at such time when the appointee relinquishes the duties of office. At the pleasure of the President any appointed officer(s) requiring confirmation may continue the duties of office in a NON-VOTING TEMPORARY CAPACITY pending reconfirmation or replacement. Under no circumstance shall any officer serving in a non-voting temporary capacity continue in that role past December 31st of any even numbered year. Pursuant to Article 4, Section 2 the President shall PROMPTLY present replacement appointee(s) to the Board of Directors for consideration.
- E. The term of each appointive office not requiring confirmation shall be at the pleasure of the President, or at such time as the appointive office relinquishes their position.
- F. Each officer, elected or appointed, shall upon completion of his/her office, turn all supplies, books, records, papers, disks, materials, monies, etc. related to such office over to his/her successor in office at the expense of the Society. Failure to comply with this paragraph shall constitute reason for immediate removal from membership in the Society.



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ARTICLE 4: OFFICERS AND THEIR DUTIES

SECTION 1: ELECTIVE OFFICES

The elective offices of the Society shall be the President, Vice President, Secretary, Treasurer, and two Directors.

SECTION 2: APPOINTIVE OFFICES

There shall be two types of appointive offices. Both types are appointed by the President of the Society.

- A. Appointive Offices requiring confirmation. These are appointed by the President and require a two-thirds (2/3) majority vote of confirmation by the Board of Directors.

By virtue of their position, they shall become full voting members of the Board of Directors and shall be held to the same standards as those elected officials that appear on the ballot. These appointed officers are the Chairman of the Advisory Council, All-Bands Coordinator, and Awards Manager. Appointees in these positions must have held membership in the Society for a period of at least one year, as indicated in Article 3 of these Bylaws.

- B. Appointive Offices. These are appointed by the President and do not require a vote by the Board of Directors. These offices serve entirely at the pleasure of the President. These appointed offices are the QSL Manager(s), Chairman of the Nominating Committee, and two additional members of the Nominating Committee, Election Officer, three additional members of the Advisory Council, Editor of the *O'Missle* newsletter, Parliamentarian, Information Officer, Chaplain, Roster Manager, Membership Chairman, Webmaster, Trustee, Club Call Manager, Bylaws Chair, and Business Agent. Band Coordinators are the exception as they are recommended to the Board of Directors by the All Bands Coordinator for a two-thirds (2/3) majority vote of confirmation for a 60 day trial. After successful completion of the trial period, the All Band Coordinator then recommends them back to the Board of Directors for a two-thirds (2/3) majority vote for confirmation to become a Band Coordinator.

SECTION 3: OFFICER DUTIES

- A. **PRESIDENT:** The President shall be the Chairman of the Board of Directors and shall direct all official business of the Board. The President shall prepare the agenda for monthly Board of Director meetings. The President shall appoint all committees and their chairman. The President shall review all committee functions and report their recommendations to the Board of Directors. The President shall review all committee chairman's performance and re-assign, as he/she may deem necessary.

The President shall appoint the four members of the Advisory Council and name their chairman, the All Band Coordinator, Editor of the *O'Missle* newsletter, Parliamentarian, Information Officer, Awards Manager, Membership Chairman, Business Agent, Nominating Committee with Chairman, Election Officer, Chaplain, Roster Manager, QSL Manager(s), Webmaster, By-Laws Chairman, Trustee, and Club call-sign Manager (KN4OM).

B. **VICE PRESIDENT:** The Vice President shall assist the President in his/her duties and shall preside at the Board of Directors meetings in the absence of the President.

C. **SECRETARY:** The Secretary shall maintain accurate minutes of each meeting of the Board of Directors and shall preside at the Board of Directors meetings in the absence of the President and Vice President. The Secretary shall send a draft copy of the Board meeting minutes to the President, Board members, and the Webmaster to be posted on the website within 14 days of the scheduled meeting. The Secretary shall read the minutes of the previous Board meeting at each meeting of the Board of Directors at the direction of the President.

The Secretary shall handle all routine correspondence from the membership. The Secretary shall mail or e-mail a copy of the approved meeting minutes to the President, each member of the Board of Directors, the Webmaster and the Business Agent within one week after a Board of Directors meeting. A copy shall be sent to any officer where the Board of Directors has acted upon any change pertaining to that office. The Secretary shall in the first quarter of each year send the Business Agent the names and address of each member of the Board of Directors.

D. **TREASURER:** The Treasurer shall maintain accurate records of all membership fees paid, donations from members, income from awards program, income from rosters or any income from any other sources. Accurate records of all the expenses shall be kept by the Treasurer.

At each regular Board meeting, the Treasurer shall make a report of the income and expenses of the Society. The ability to sign checks for the Society up to the amount of \$250.00 is authorized to the Treasurer. Any amount over that must have Board approval. The Treasurer shall furnish to the President and each Board Member a written or email copy of all expenses and income of the Society for each month. It is the responsibility of the Treasurer to send the Business Agent a copy of bank deposit records every quarter of the year. Finally, the Treasurer shall preside at the Board of Directors meeting in the absence of the President, Vice President, and Secretary.

E. **ELECTIVE DIRECTORS:** The two elected Directors of the Society shall be members of the Board of Directors and shall be part of the governing body and shall aid and assist the Society in all activities.



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SECTION 4: APPOINTED OFFICERS

- A. **AWARDS MANAGER:** The Awards Manager shall be appointed by the President and shall be a member of the Board of Directors. The awards offered by the O.M. International Sideband Society shall be managed and issued by the Awards Manager. Creation of any new award requires majority confirmation by the Board of Directors. All contact information required for awards shall be accurate for net times, net frequency, mode of operation and membership number. The Awards Manager shall check log information furnished by members for awards. The decision of the Awards Manager shall be final. The Awards Manager shall furnish a written statement of all expenses and receipts for each month and shall be mailed or e-mailed to the Treasurer. All checks and money received by the Awards Manager shall be forwarded to the Treasurer.
- B. **ADVISORY COUNCIL:** The Advisory Council shall consist of four members of the Society appointed by the President. The Chairman of the Advisory Council shall be appointed by the President and shall be a member of the Board of Directors. The Advisory Council shall be the voice of the membership. The Chairman and the three members of the Advisory Council should stay in contact with the membership. The comments and suggestions from the membership shall be furnished to the Chairman of the Advisory Council. The Chairman of the Advisory Council shall bring the comments and suggestions from the other three members of the Advisory Council or the membership to the Board of Directors meeting of the Society.
- C. **ALL-BANDS COORDINATOR:** The All-Bands Coordinator shall be appointed by the President and shall be a member of the Board of Directors. He/she shall recommend to the Board of Directors the calls and names of the members for the position of Band Coordinator. He/she shall also recommend the removal of any unsatisfactory Band Coordinator to the Board of Directors for their action(s). The Board shall approve by a two-thirds (2/3) majority vote the approval and/or removal of any Band Coordinator. He/she shall control all the nets through his/her Band Coordinators. He/she shall make recommendations on rules, regulations and guidelines to the Board of Directors for the Band Coordinators and their Net Controls to follow. He/she shall submit the rules and regulations and the guidelines for the Band Coordinators and their Net Controls to the Board of Directors for confirmation. He/she may certify a Net Control once the Band Coordinator has completed the appropriate training of the new Net Control.
- D. **QSL MANAGER(S):** The Society shall operate QSL bureau(s) for the benefit of both members and non-members of the Society. Participation in any bureau shall at all times remain voluntary. Nothing in this paragraph shall be construed to allow the establishment of any sort of an "e-QSL" bureau. The bureaus operated by the Society shall handle only physical "paper" cards. The Board of Directors shall determine by two-thirds majority vote both the number of QSL bureaus which will be operated by the Society and the rules under which each bureau shall operate.

The Board of Directors shall use reasonable judgement with particular focus on member cost of participation in the bureau(s) when developing criteria for bureau operation. The Society shall operate at least one QSL bureau. The bureau(s) shall operate in accordance with the requirements of this paragraph. The President shall appoint a Bureau Manager to operate each bureau. The Board of Directors shall, using any reasonable means, convey detailed rules and direction to the membership of the Society regarding the operation of the bureaus.

Individuals wishing to use the bureau(s) shall keep SASEs on file with the appropriate Bureau Manger pursuant to rules established by the Board of Directors. Only QSL cards for contacts made during net times and on net frequencies of the O.M. International Sideband Society, Inc., are eligible for processing by the bureau(s). QSL cards shall be sent to the appropriate bureau postage paid. The appropriate Bureau Manager shall forward QSL cards to all DX stations with the outgoing postage paid by the Society. The Bureau Manager(s) shall promptly handle all QSL cards received.

The Bureau Manager(s) shall have the sole authority to reject any card failing to meet criteria established by the Board of Directors or failing to meet other reasonable minimum standards.

The Bureau Manger(s) shall follow all directives issued by the Board of Directors provided they are in compliance with these By-Laws. Following the resignation or dismissal of any Bureau Manger, all remaining QSL card, monies, stamps, or other Society property shall be forwarded promptly to the individual specified by the President of the Society. Failure to promptly forward all said property may result in the Board of Directors immediately removing the member from the membership of the Society. The Bureau Manager(s) shall promptly report to the Board of Directors any cash, checks, or other financial asset received. The Board of Directors shall have final authority regarding disposition of these assets. Stamps are specifically excluded from this requirement as they are considered integral to bureau operation.

Bureau Manager(s) shall be reimbursed by the Treasurer of the Society for reasonable expenses incurred in the performance of duty. The Bureau Manager(s) shall provide copies of receipts and any other supporting documents required by the Treasurer of the Society prior to reimbursement.

- E. **BAND COORDINATORS:** Band Coordinators shall secure Net Controls for each session the net operates on the Band Coordinators band. Band Coordinators shall have the sole responsibility to select Net Controls that in their opinion have good operating procedures, are familiar with the net and are reliable. Band Coordinators shall teach prospective Net Controls the proper procedures in running nets as well as Net Control Station guidelines.

Once a Band Coordinator is confident of a new Net Control he/she shall submit the Net Controls call-sign, O.M.I.S.S. member number and name to the All-Bands Coordinator for certification. Band Coordinators shall be a Net Control at least at least 3 times per month on their band.

Once selected to be a Band Coordinator, there shall be a 60 day probationary period at the end of which the Board may approve the appointment with a two-thirds (2/3) majority vote. A Net Control shall not make any changes in net guidelines. Any changes recommended by a Band Coordinator shall be submitted to the All-Bands Coordinator.

Any decision by the Board of Directors concerning the net operations and procedures shall be given to the All-Bands Coordinator and he/she shall notify the Band Coordinators. Net Controls shall be selected by the Band Coordinators but shall be approved by the All-Bands Coordinator only after completing the required training. Any sensitive or personal problem concerning Net Controls shall not be discussed on amateur frequencies. The Band Coordinator for his/her band may remove Net Controls.

The All Bands Coordinator may remove a Band Coordinator with a two-thirds (2/3) majority supporting vote from the Board of Directors. Should a Band Coordinator be elected or appointed to a voting position on the Board they shall resign from their role as a Band Coordinator on their first day of official duties as a Board member.

- F. **NET INFORMATION OFFICER:** The O.M. International Sideband Society, Inc., Net Information Officer shall furnish complete information concerning how to apply for membership, cost of membership, awards program, and our free QSL bureau(s). The Net Information Officer shall furnish information when an SASE is received within three days after receiving request. The Net Information Officer shall follow any directives handed down by the Board of Directors.
- G. **ROSTER CHAIRMAN:** The Roster Chairman shall keep the roster up to date as to new members and shall keep current roster update as to amateur calls. The roster for membership shall be updated in blocks of one hundred new members or earlier as convenient.
- H. **NEWSLETTER EDITOR:** The Board of Directors may determine by simple majority vote that is in the interest of the Society to publish a newsletter. It shall further be the responsibility of the Board of Directors to establish (by simple majority vote) the frequency, method of distribution, content guidelines, and all other criteria necessary to manage said newsletter. The President shall appoint an Editor who shall have sole authority over the publication subject to guidelines established by the Board of Directors. The Editor shall exercise good judgement in determining whether any content is appropriate and strictly limit any content that could potentially cast the Society in an unfavorable way.

The Editor shall make reasonable effort to insure that the Society has the legal right to publish the newsletter content. No advertisements paid or otherwise shall be permitted. Content shall be considered an advertisement when the entity placing the content has a pecuniary interest in advancing the content. The newsletter shall be titled *O'Missile* and may only be retitled via amendment of these By-Laws.

The Editor may recover reasonable expenses of office by providing the Treasurer with a written request for reimbursement along with sufficient documentation confirming the expense.

- I. **CHAPLAIN:** The Chaplain of the O.M. International Sideband Society, Inc., shall be a member of the clergy when possible. The Chaplain shall send appropriate cards to the members and their immediate family during times of sickness and/or death. The Chaplain shall include other appropriate information to members or their immediate family during death or sickness. The Chaplain may recover costs for cards, postage and incidentals by providing the Treasurer with a written request for the reimbursement along with sufficient documentation confirming the expense.

- J. **PARLIAMENTARIAN:** The Parliamentarian shall interpret for the presiding officer the Constitution and By-laws of the Society and all procedures of Robert's Rules of Order, a copy of which shall be provided this officer by the Society. The Parliamentarian shall attend a minimum of fifty percent of the Board of Director meetings.

- K. **BUSINESS AGENT:** The Society shall be a legally incorporated non-profit corporation. As such, the Business Agent will serve as an interface to the state and file annual reports as required by state law pertaining to corporations of non-profit status. The Business Agent must be a legal resident of the state in which the Society is incorporated. The Business Agent has no authority to act an agent of O.M.I.S.S. beyond the filing of mandated reports with the state to maintain non-profit corporate status. Consequently, any action brought before the Business Agent by the state must be promptly forwarded to the President of the Society for consideration. The Business Agent shall provide copies of all filings to both the President and the Secretary of the Society using any reasonable means. The Business Agent shall be reimbursed by the Treasurer of the Society for filing fees and other reasonable expenses incurred in the performance of duty. The Business Agent shall provide copies of receipts and any other supporting documentation required by the Treasurer of the Society prior to reimbursement.

- L. **NOMINATING COMMITTEE:** This committee shall be appointed by the President of the Society and consist of a Chairman and two additional members. All members of the committee shall be individual (non-radio club) lifetime members and hold valid O.M.I.S.S. numbers. This appointment shall be announced at the July meeting of the Board of Directors, every even numbered year and will continue through to the September meeting of the Board of Directors. The duties of the Nominating Committee shall include the independent analysis of suitability of individual members for office and the nomination of same for office in the coming election.

The Nominating Committee shall provide timely status of nominees to the membership using any reasonable means consistent with the direction of these By-Laws. Only the Nominating Committee may nominate a member for office.

The duty of the Nominating Committee is to find the best candidate for each office. Current members may submit another member as a potential candidate to the Nominating Committee. The committee shall then send a letter/email to the potential candidate to verify the candidates' acceptance of the nomination and the willingness of the candidate to seek election to office. The committee is encouraged to receive interest and recommendations from all O.M.I.S.S. members. To prevent conflicts of interest the Nominating Committee shall operate completely independent from the current Board of Directors and no member of the committee may be nominated as a candidate in the coming election. Once a member agrees to serve on the Nominating Committee he/she may at any point resign from the committee however the member still will not be eligible for nomination in the coming election.

M. ELECTION OFFICER: This position shall be appointed by the President of the Society. The President shall exercise the utmost caution and care in the selection of the Election Officer since this individual will be charged with the administration of the election and its result. The Election Officer shall be an individual (non-radio club) lifetime member and hold a valid O.M.I.S.S. number. This appointment shall be announced at the September meeting of the Board of Directors every even numbered year and continue through December 31 of the same year. The duties of the Election Officer will be to receive written ballots during the election, determine the legality and acceptability of the ballots received using criteria specified in these By-Laws, tally the vote count, and to formally report the results of the election to the Board of Directors. Should a runoff election be required the Election Officer shall perform the same duties during the runoff election. Consequently, the Election Officer must have access to email and agree to have his/her email address published should a runoff election be required. The establishment and use of an individual "temporary" email address for the express purpose of receiving runoff election balloting is permitted subject to the Election Officer being the only individual with access to the temporary address.

N. MEMBERSHIP CHAIRMAN: The Membership Chairman shall be appointed by the President and shall handle all requests for and questions pertaining to membership in the Society. The Membership Chairman shall create and maintain all forms and certificates associated with the processing of new members. Any form or certificate modification shall require a majority approval vote of the Board of Directors. Membership requirements are set by the By-Laws of the Society and are not subject to alteration by the Membership Chairman.

The Membership Chairman shall determine whether an applicant meets the requirements of membership including receiving the application from a prospective member, prompt review of said application to determine eligibility, and collection of any fee(s) applicable at the time of application. The Membership Chairman may request additional information from the applicant to determine suitability for membership.



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If the applicant is approved, the Membership Chairman shall assign a unique sequential O.M.I.S.S. number to the applicant. Requests for any specific O.M.I.S.S. number shall not be honored. The Membership Chairman shall then promptly provide the new member details to the Roaster Chairman. If the Membership Chairman makes the determination that the applicant will be denied membership, any and all fee(s) submitted with the application shall be promptly returned to the applicant. The denied applicants may appeal the denial directly to the Board of Directors using any reasonable means. The Board of Directors shall promptly consider the issue and a majority vote will determine whether the decision of the Membership Chairman is overturned.

Should the Board of Directors vote in favor of the applicant, the Membership Chairman shall promptly issue membership in the Society pursuant to this paragraph. All monies collected by the Membership Chairman must be conveyed in a timely manner to the Treasurer of the Society. These conveyances shall occur at least monthly or more frequently at the discretion of the Membership Chairman. No deduction(s) of any kind may be made by the Membership Chairman. The Membership Chairman may recover reasonable expense of office by providing the Treasurer with a written request for reimbursement along with sufficient documentation confirming the expense.

O. **WEBMASTER:** The Webmaster shall maintain the OMISS Web Site, OMISS Forum, and OMISS Support (ticket) system. The Webmaster shall work with authorized OMISS individuals to add/update/delete content on the OMISS website.

NOTE: The Webmaster does not author content – content is authored by others and must be submitted in final format for publication on the website. Content must be approved by an appropriate officer of appointee – e.g. content about Awards must be approved by the Awards Manager.

Receives support requests generated by officers, appointees, members, and non-members, and either resolves them or routes them to other individuals for resolution.

Maintains user names/passwords and privileges for certain OMISS members (such as Appointees, NCS stations and Band Coordinators) who have been granted administrative access to restricted areas of the website. Examples of restricted areas include Awards, Membership, QSL Bureau, Rosters, Photos, Email lists, Check-in lists, News, and Daily Schedule. Maintains membership of the restricted NCS, Advisory, and OMBOARD reflectors per the instructions of the ABC, Advisory Chair, and OMISS President respectively. Maintains Hosting service and QRZ subscriptions. Forwards invoices to the OMISS Treasurer for payment or reimbursement.

P. **TRUSTEE:** The Trustee is a member that holds the license for KN4OM the OMISS #10,000 club call. It can be transferred to another member when deemed necessary.



CONSTITUTION AND BY-LAWS

OM International Sideband Society, Inc.

- Q. **KN4OM OMISS CLUB CALL MANAGER:** The Club Call Manager processes all incoming requests for QSL's for the Club Call, he/she keeps the logs, mails cards direct and to the bureaus. The Club Call Manager turns in receipts for reimbursement of costs. The Club Call Manager shall immediately turn in/over any items, information, and un-spent funds to the President if the Club Call Manager is unable to fulfill the duties of the role.

- R. **BYLAWS CHAIR:** The Bylaws Chair has typically been the Parliamentarian as he/she is appointed to rule on the Bylaws for the President. He/she oversees the appointed committee and is the speaker for the group to the President and the Board of Directors. His/her role is only valid for the time the Bylaws are under review.

- S. All Appointed Officers shall comply with the Constitution and By-Laws and directives of the Board of Directors. Failure to do so will result in removal from office.

ARTICLE 5: GOVERNMENT

SECTION 1: GOVERNMENT OF THE SOCIETY

The Government of the Society shall be vested in the Board of Directors. The Board of Directors shall be the policy making body of the Society. Each member of the Board of Directors shall have one vote in all matters brought before the Board. Each member of the Board of Directors shall attend a minimum of fifty percent of the Board of Director meetings.

A Board of Directors member shall cast no proxy vote, either written or oral and no vote shall be cast by email. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, two elected Directors, Chairman of the Advisory Council, the All-Bands Coordinator, and the Awards Manager. The President shall be the Chairman of the Board of Directors. There shall be present a minimum of six (6) members of the Board of Directors for a legally constituted meeting.

SECTION 2: MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall conduct a business meeting once a month. The Chairman may call a special meeting of the Board of Directors upon request and notification of all members of the Board of Directors. Any elected officer may request a special meeting be called by the Chairman of the Board of Directors for urgent business or when deemed necessary. Board meetings may be conducted electronically by use of any electronic meeting method, such as "Skype" which will allow for the Board to conduct Society business as well as support a venue for visitors to attend the meetings.



SECTION 3: BUSINESS MEETING VOTING

Each member of the Board of Directors shall have only one vote in all matters brought before the Board of Directors.

SECTION 4: ORDER OF BUSINESS MEETING

The general order of proceedings for business meetings shall be as follows:

- A. The President shall call the meeting to order. The Vice President shall call the meeting to order in the absence of the President. The Secretary shall call the meeting to order in the absence of the President and Vice President. The Treasurer shall call the meeting to order in the absence of the President, Vice President and the Secretary.

- B. The President shall call upon the Secretary to read the minutes of the previous meeting. The President shall ask the Board if there are any corrections. If no corrections, the President may approve the minutes as read. The President may waive the requirement of the reading of the minutes of the previous meeting. The President shall call upon the Treasurer to read a financial report of the Society current to the end of the past month. The President shall ask the Board if there are any questions concerning this report. If no questions, the President may approve the Treasurer's report as read. The President may waive the requirement of the reading of the financial report. The President shall call upon the Secretary to read any correspondence for the Board of Directors from the membership.

- C. Old Business
 - Comments on minutes of previous meeting
 - Comments on financial report
 - Committee reports
 - Items carried over from previous meeting
 - Any action on previous tabled items

- D. New Business

SECTION 5: RULES OF ORDER

Robert's Rules of Order shall govern all matters not otherwise covered in the By-Laws.



ARTICLE 6: REMOVAL FROM MEMBERSHIP

SECTION 1: GENERAL MEMBERSHIP

- A. A member shall be dropped from the membership roll for non-payment of lifetime membership dues. Removal from membership for this infraction requires only a certification by the Treasurer that the member's dues are outstanding and unpaid after a reasonable time.
- B. A member shall be dropped from the membership roll for any action which would reflect dishonor or disgrace on the Society. Removal from membership for this infraction requires a two-thirds majority vote by the Board of Directors.
- C. A member shall be dropped from the membership roll for unlawful misuse of any of the Society's funds. Removal from membership for this infraction requires a two-thirds majority vote by the Board of Directors.
- D. Any member dropped from the membership roll shall have their O.M. membership number voided on the roster.

SECTION 2: REMOVAL OF OFFICERS

- A. Any Elected Officer or Confirmed Appointed Officer of the Society not performing the duties of their office may be impeached by a two-third majority vote by the Board of Directors.
- B. The remaining officers serve at the pleasure of the President and may be removed by the President without confirmation by the Board.
- C. Any Officer of the Society not performing the duties of their office may be impeached by a two-third majority vote of the total membership.

ARTICLE 7: NAME CHANGE OF THE SOCIETY

The name of the Society shall change only by a two-thirds majority vote of the total membership and by written ballot only.



ARTICLE 8: AMENDMENTS

SECTION 1: METHOD OF AMENDMENTS

- A. The By-Laws shall be amended solely by recommendation of a By-Laws committee appointed by the President. The appointed By-Laws committee shall consist of four members of the Society, none of whom may be currently serving on the Board of Directors.

- E. In the event that the By-Laws need to be amended, the President shall appoint a By-Laws Committee. The President will offer a proposed timeline, as well as items that the Board of Directors feels necessary for review, to the By-Laws Committee to review and submit any proposed amendments back to the Board of Directors. During the period that the By-Laws Committee reviews the By-Laws and works on their proposal, direct communication with the Board of Directors is encouraged. Once the By-Laws Committee completes their review, the proposed changes will be provided to the President of the Society, in the form of a rough draft, for consideration.

- C. The Board of Directors has the option to agree with the proposal as presented and vote accordingly, or they may suggest changes to the proposal and send the proposal back to the By-Laws Committee for review. The By-Laws Committee must then consider the suggestions and resubmit the proposal to the President of the Society. The Board of Directors may not adjust the proposal and proceed to a vote without submitting their suggested adjustments to the By-Laws Committee for review.

- D. Once the proposed amended By-Laws are agreed upon by the Board of Directors they must be voted on at two consecutive Board meetings. In order for the proposed By-Laws to be adopted, there must be at least six votes in favor of the changes at these two consecutive meetings.

- E. Adopted changes to the By-Laws shall take effect immediately following the second successful vote by the Board of Directors.

- F. No further amendments shall be permitted for a period of one year following successfully adopted change to the By-Laws. Amendments that are solely related to maintaining the Society's legal standing are not subject to this one year moratorium. Only the changes necessary to bring the Society into legal compliance may be considered during the one year moratorium period.