



Constitution and Bylaws

MAGNOLIA DX ASSOCIATION, INC.

(Version 8/14/2010)

I.

Name: The name of this club shall be "MAGNOLIA DX ASSOCIATION, INC". , herein referred to as "MDXA", a Mississippi Non-Profit Corporation.

II.

Purpose: To provide for the interchange of information and support through educational training and scientific experimentation among any radio amateurs interested in DX communication techniques and competitions, and to promote radio knowledge, fraternalism and individual operational proficiency at no charge to the general public. Activities include those exclusively for charitable, educational, and scientific purposes entitling the corporation to exemption under the provisions of Section 501(c)(3), and more specifically, to study and contribute to the development and support of amateur radio programs, operational activities, DXing events, and other innovative initiatives related to all the purposes of the Magnolia DX Association, Inc.

III.

Membership: Membership shall be by application and election upon such terms as the club shall provide in its Bylaws.

IV.

Officers and Board of Directors: The business, property, and affairs of the club shall be managed, controlled and conducted by a Board of Directors. The Board of Directors shall consist of five officers: President, Vice President, Secretary, Treasurer and the immediate Past President. The specific election and duties of each officer and their term of office shall be as provided in the Bylaws.

V.

Meetings: Regular meetings of the Magnolia DX Association, Inc. shall normally be held on the second Saturday of each month. An "Annual" meeting shall be held as specified in the Bylaws in order to elect officers for the coming calendar year, and to conduct such other business or activities as permitted or provided for in the Bylaws.

VI.

Finances:

a. The Magnolia DX Association, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. 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 the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

1. Additionally, finances shall be conducted on a fiscal year basis as specified in the Bylaws. All funds received by the club shall be tendered to the Treasurer and placed in depositories selected by the Board of Directors. Each Regular and Associate member shall be required to submit annual dues to the club Treasurer as specified in the Bylaws. The Treasurer shall make available for review the financial records of the club upon request of any Regular member.

VII.

Parliamentary Authority: Robert's Rules of Order Newly Revised shall govern proceedings when invoked by the President.

BYLAWS

MEMBERSHIP: There shall be three classes of membership, i.e. Regular, Associate and Honorary.

Regular members shall be voting members who have demonstrated to any Officer of the club that he or she has worked and logged a minimum of 100 DX “entities” (formerly referenced as “countries”) as listed by the ARRL and whose MDXA membership dues are current.

Associate members shall be voting members who have expressed a genuine interest in pursuing the goals of the Magnolia DX Association as set forth in the Constitution and whose dues are current. Associate members shall have one vote but cannot hold office.

Honorary membership may be conferred by the Board of Directors upon individuals who have performed material and/or enduring actions in support of the club, in the advancement of amateur radio, visiting dignitaries, local leaders and military personnel. Recommendations for Honorary membership may be submitted to the Board of Directors by any Regular member. The Board of Directors shall review the recommendation at its next regular meeting. If elected, Honorary members shall incur no dues, nor shall they be afforded voting privileges. Honorary members may become Regular voting members if they meet “Regular” member requirements and by paying annual dues.

REMOVAL OF MEMBERS: Any membership may be rescinded by action of the MDXA where irrefutable evidence of behavior unbecoming of an Amateur or behavior and/or actions deemed damaging to the general fellowship and harmony of the organization have been documented.

A recommendation to review a membership in consideration of a rescinding action can be made by any member in good standing with the MDXA, and shall be submitted as a motion at any regularly scheduled meeting in which a quorum is present.

The review process will consist of an open forum discussion of the behaviors/actions exhibited that is believed to justify the rescinding action submitted by the member making the motion for review.

After reviewing the behaviors/actions there will be a call for a vote. A two-thirds (2/3) majority vote of members in good standing present is required for passage. Vote will be by secret ballot.

Notice of the rescinding shall be made in writing to the individual’s address of record at the time of the rescinding by registered, return receipt requested mail. If the individual in question wishes to rebut the rescinding he/she shall appear in person before the BOD and the membership present at the next regularly scheduled Club meeting. The member in question shall notify any member of the Board of his intentions to do so at least 5 days prior to the meeting. He or She will be given 15 minutes at the end of the agenda for rebuttal.

The membership will decide after the rebuttal if there is sufficient new evidence to justify a revote. The decision of the membership at that point will be final. Membership dues shall be prorated and refunded.

DUES: Annual dues for each individual Regular and Associate membership in the MDXA shall be \$25.00 per 12 months, per member, due January 1st, and shall be prorated for new members. Family memberships shall be \$25.00 per year for the first member and \$10.00 per year for each additional family member living under the same roof. Student memberships are available at an annual rate of \$10.00 per year, upon request.

Annual dues shall be paid to the MDXA Club Treasurer by January 31st, each year. Any member delinquent in dues after that date will be notified by e-mail. If the dues are not paid within 30 days after notification, member will be added to the inactive member list. Payment of dues will reinstate full membership privileges.

MEETINGS: Meetings of the MDXA shall be held periodically at locations announced well in advance by e-mail, MDXA website and club repeater for the purpose of conducting routine business.

At the January meeting the Board of Directors will present to the membership a detailed annual business report for the previous calendar year.

At the February meeting, the newly elected/current year Board of Directors will present the membership with a proposed budget for the current year. This will include estimates of proposed expenditures for normal reoccurring activities.

A Christmas meeting shall be held in December of each calendar year for the purpose of announcing the winners of the club offices for the coming year and for the purpose of general fellowship, fun, food and hilarity.

BOARD OF DIRECTORS: The day to day business affairs and control of club property shall be entrusted to a Board of Directors. The Board of Directors shall consist of five members; the President, Vice President, Secretary, Treasurer and the immediate Past President. Each Board Member shall be a Regular member, have one vote and serve for a term of one year. A Board Member may serve for as many years consecutively as he or she may be elected to office by the membership as set forth in the bylaws.

If the Office of President should become vacant, the office shall be filled by the Vice President until the next regular election. A vacancy of any other office shall be filled by appointment by the Board of Directors until the next regular election and such appointee shall serve at the pleasure of the Board.

Meeting of the Board of Directors shall be announced in advance to the membership and any Current member may attend.

ELECTION OF OFFICERS

The Board of Directors, minus the President, shall appoint a Nominating Committee of three to five members the first week of September each year, to handle the nomination of officers for the coming calendar year.

The Nominating Committee shall, 1) Identify potential candidates, 2) Identify the best candidates, and 3) Agree on a nominee or nominees for each office and determine their willingness to serve. The Nominating Committee shall submit their list of qualified nominees for each office to the Board of Directors by the first week of October. If more than one nominee is submitted by the Nominating Committee for an office, all nominees shall appear on the ballot and voting will continue until one nominee receives the majority of the votes. The method of voting shall be determined by a unanimous decision of the Board of Directors.

DUTIES OF OFFICERS & DIRECTORS:

The President shall preside at all meetings of this club and meetings of the Board of Directors and shall conduct the same according to the rules adopted; shall enforce due observance of this Constitution and the Bylaws; shall decide all questions of order; shall sign all official documents that are adopted by the club, and none other, shall serve as ex-officio member of all committees except the Nominating Committee and shall perform all customary duties pertaining to the office of President.

The Vice President shall serve as consultant to the President on matters of public relations and membership and shall specifically plan, arrange and coordinate monthly programs. The Vice President will also coordinate the Annual Awards Program. The Vice President, in absence of the President, shall assume the duties of the President, and when so acting, shall have the powers of the President

The Secretary shall record and keep the minutes of club and Board of Directors meeting; shall maintain the membership list and shall maintain a current copy of the Constitution and the Bylaws.

The Treasurer shall have custody of all funds of the club; shall maintain a full and accurate account of all receipts and expenditures; shall, in accordance with the budget adopted by the membership, make disbursements as authorized by the President and/or Board of Directors.

The Treasurer will be responsible for issuing a Quarterly Financial Account Balance Report.

Any officer may be removed by following procedures set forth in Robert's Rules of Order Newly Revised.

WEBMASTER: The Board of Directors may appoint any MDXA member (Regular or Associate) as Webmaster, and/or otherwise obtain an Internet Service Provider to host and maintain an official webpage for the MDXA. Day to day webpage content/maintenance will be the responsibility of the designated Webmaster. The Board of Directors will at all times maintain overall authority over web content.

FINANCES: The business of the MDXA shall be conducted on a fiscal year basis which shall correspond to each calendar year beginning January 1.

All funds received by the club shall be credited to the club's account and placed in depositories as may be selected by the Board of Directors in one of three funds, i.e. "DX", "Repeater/DX Cluster" or "General".

The General fund shall be the club general operating fund and shall be used for all purposes approved by a 4/5th vote of the Board of Directors.

The Repeater/DX Cluster fund shall be used for the maintenance, upkeep, repair, purchase or support of the club's repeaters and DX Clusters in general use by MDXA. Expenditures from this fund must be approved by a 4/5th vote of the Board of Directors.

The DX fund shall be used to support DXpeditions as may be approved by the Board of Directors and/or the membership in the following manner:

(1) By vote of SIMPLE majority of the Board of Directors OR a majority vote of the current MDXA Regular and Associate members. These suggested amounts may be adjusted up to a MAXIMUM of \$500.00 or as a decision to NOT donate any amount. This is assuming that the DX fund has sufficient monies.

(2) Any DXpedition to a DXCC entity that is in the top 50 from the current list of the Most Needed by, and in this order:

A. MDXA Membership Need List

B. The DX Magazines most CURRENT list of a most needed "entity" for the 5th USA call area shall be considered by the MDXA Board of Directors for a BASIC donation.

(3) Any DX operation, including IOTA's, by MDXA members.

BASIC DONATIONS SUGGESTIONS:

Most needed #1- 10 \$300.00+/-

Most needed #11- 25 \$200.00+/-

Most needed #26- 50 \$100.00 +/-

Additional financial support could be considered IF MDXA's logo would appear in this order:

#1 The DXpedition QSL card.

#2 MDXA NAME appearing on the QSL card.

#3 Mention of our logo appearing on the DXpedition's webpage.

In addition to these GUIDELINES, if a MDXA MEMBER is a team member of a top 50 most needed entity we reserve the right to increase our donation up to but not to exceed \$500.

As stated, these are **GUIDELINES** and they do not prohibit the Board of Directors from asking the Membership for additional donations to the DX fund from time to time as the Board of Directors shall deem necessary.

Any funds left over at the end of the calendar year shall be carried over to the following year.

ARRL AFFILIATION/SPECIAL SERVICES CLUB: Individual membership in the American Radio Relay League (ARRL) will be encouraged to maintain the MDXA ARRL affiliation and status as a Special Services Club. The Board of Directors **MAY** restrict new memberships to ARRL members only, if the percentage of ARRL members drop below that required to maintain said affiliation.

AMENDMENTS: The Constitution may be amended by a three-fourths (3/4) majority vote of the Regular and Associate members in attendance at the amending meeting at which a quorum is present. Written notice of the proposed amendment shall be sent by e-mail to all Regular and Associate members of record at least thirty days prior to the amending meeting.

Proposals to amend the Bylaws must be presented in a regular meeting. A motion must be made at a meeting at which a quorum is present, in order for the proposal to be called to a vote. A two-thirds (2/3) majority vote of Regular and Associate members present is required for passage. No prior written notification is necessary.

QUORUM: A “quorum” is hereby defined as being 25% of Regular and Associate members whose dues are current.

ADOPTED April 18, 2008 by Majority of the Membership

Bylaws **AMENDED** by a unanimous vote of a Quorum of Members present at a business meeting held on January 9, 2010. Under “**BOARD OF DIRECTORS**”, the last sentence was modified by changing the word “**REGULAR**” members to “**CURRENT**” members and now reads:

“Meeting of the Board of Directors shall be announced in advance to the membership and any Current member may attend”.

ADOPTED August 14, 2010 by Majority of the Membership

Bylaws **AMENDED** by a unanimous vote of a Quorum of Members present at a business meeting held on August 14, 2010 . Under “**REMOVAL OF MEMBERS** ”, Any membership may be rescinded by action of the MDXA where irrefutable evidence of behavior unbecoming of an Amateur or behavior and/or actions deemed damaging to the general fellowship and harmony of the organization have been documented.

A recommendation to review a membership in consideration of a rescinding action can be made by any member in good standing with the MDXA, and shall be submitted as a motion at any regularly scheduled meeting in which a quorum is present.

The review process will consist of an open forum discussion of the behaviors/actions exhibited that is believed to justify the rescinding action submitted by the member making the motion for review.

After reviewing the behaviors/actions there will be a call for a vote. A two-thirds (2/3) majority vote of members in good standing present is required for passage. Vote will be by secret ballot.

Notice of the rescinding shall be made in writing to the individual's address of record at the time of the rescinding by registered, return receipt requested mail. If the individual in question wishes to rebut the rescinding he/she shall appear in person before the BOD and the membership present at the next regularly scheduled Club meeting. The member in question shall notify any member of the Board of his intentions to do so at least 5 days prior to the meeting. He or She will be given 15 minutes at the end of the agenda for rebuttal.

The membership will decide after the rebuttal if there is sufficient new evidence to justify a revote. The decision of the membership at that point will be final. Membership dues shall be prorated and refunded.