

# What is a Constitution?

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## **What is a Constitution?**

A constitution is the document that lays out the rules for the operation of your club. It spells out the name and purpose of the club, establishes the method of management of the organization, and established the guidelines for implementing the decisions of the club. It also sets out the working relationship of the organization between its officers, memberships and other groups or parties with which it is affiliated.

## **Why do we need a Constitution?**

Simply put, it allows you to explain what the organization is about and how you “do the business” of the club. It allows you the basis by which to resolve internal problems that may arise in a consistent, organized manner according to the guidelines accepted by the group. In essence, a club constitution is “the law” of the club and becomes the internal authority for conflict resolution.

There is another big reason for the need of a club constitution. If the club wishes to become incorporated or apply for tax-exempt status, a constitution is required.

## **What should a Constitution include?**

The document itself can be very simple or it can be very complex, depending on the needs of the organization. For the most part, the actual constitution itself should be the broad overview of the basic tenets necessary for the club. These would be the things that should only be changed by the group as a whole. Things that might be more subject to change (such as meeting times and places or dues for example) might be better left for accompanying By-Laws of the organization.

Note that if your organization is looking to incorporate and apply for tax-exempt status there are probably specific items that will be required by the statutes of your state government. If this is the case, we strongly encourage you to get professional help when drafting a club constitution. It is probably easier to change problems before they go into force than to try and address them once they become a problem after the fact.

The rules in the constitution should relate directly to the administration of the organization. Things relating to the conduct of activities of the club should probably be part of the By-Laws instead of the Constitution. Of course, you should include in the Constitution details of how to amend the Constitution and how the By-Laws are set and amended.

## **What are the basic parts of the Constitution?**

While this may vary from group to group, in general a club constitution should include:

- I. Name of the Organization
- II. Purpose of the Organization
- III. Membership requirements
- IV. Meetings
- V. Officers of the Organization
- VI. Election / Removal of Officers
- VII. Finances
- VIII. Dissolution of Assets if necessary
- IX. Permanent Committees of the Organization
- X. Process for Writing/Amending By-Laws or Constitution

Some of these broad areas are pretty self-explanatory. For example, naming the Organization may be easy and straight-forward. Some of these areas will require a lot of work and thought as you develop them into the document. We offer a few suggestions on some of these areas below. By no means are these the only things that you need to consider as part of these broad areas, but they are ones that your organization should give careful consideration to as you write your constitution.

### **Specific Areas to Address/Consider**

#### ***Purpose of the Organization:***

As an amateur radio club, this point seems pretty obvious. But you may want to consider several additional aspects of the club beyond just promoting amateur radio in your area. Will your club be a general interest club or will you seek to be a specialty club – with a particular interest in a more specific part of the hobby (a DX club? a Contest club? an Emergency Service club?) The goals and interests of your members will help define the stated purpose of your club. Most clubs will probably be general interest clubs, but some will want to specialize in areas of specific interest.

If your club is going to become an ARRL Affiliated club, keep in mind that your stated purpose and goals should not conflict with those of the ARRL. To help guide you in this part of your work, the ARRL Articles of Information states the purposes of the ARRL as:

*“... the promotion of interest in Amateur Radio communication and experimentation; the establishment of Amateur Radio networks to provide electronic communications in the event of disasters or other emergencies; the furtherance of the public welfare; the advancement of the radio art; the fostering and promotion of noncommercial intercommunication by electronic means throughout the world; the fostering of education in the field of electronic communication; the promotion and conduct of research and development to further the development of electronic communication; the dissemination of technical, educational and scientific information*

*relating to electronic communication; and the printing and publishing of documents, books, magazines, newspapers and pamphlets necessary or incidental to any of the above purposes.”*

### ***Membership requirements:***

Who may be a voting member of the organization is definitely something to consider. Most amateur radio clubs require its full members to be licensed amateurs. You may want to consider what other additional types of memberships your club wishes to offer and the rights of those other memberships within the club. You will also want to decide if membership dues or fees will be part of your membership requirements (though the actual amount of those dues/fees can be part of your By-Laws). If appropriate, consider taking a look at pro-rated dues for those joining the club in mid-year

### ***Meetings:***

While the By-Laws can be used to set specific dates, times and places of meetings, the constitution should establish how often meetings will take place. Some clubs have more than one meeting a month – one for business and another for a social activity. If this is the case, the constitution should include under what circumstances club business may be conducted at a non-business meeting. You should include what the quorum of membership is required for the conduct of business at a regular club meeting. Also, you may want to include provisions on how any special or emergency meeting can be called at which club business will be conducted. You will also want to consider what the rules of conduct will be for a formal meeting. Most organizations use “Roberts Rules of Order” to define how their meetings are conducted. Remember, when a controversial decision is made, you need to be able to explain under what authority that decision was reached, so be sure to give this aspect of your constitution serious thought.

### ***Officers of the Organization:***

It is the fact of organizations that there needs to be an individual or group of individuals that are responsible for seeing that the work of the organization is carried out. This is where the officers of the organization come in. Whatever title you choose to call them, the officers are charged with a TOUGH task. To help them best perform those duties, you need to decide what officers your organization will have and what the specific duties of each office will include. Most clubs have a minimum of four elected officers – a president, vice-president, secretary and treasurer. Many clubs will include additional elected or appointed officials working with the officers to help handle the day-to-day operation of the organizations. These might include members of an “executive committee,” quartermaster, trustee of club equipment, or other leadership roles.

Be as specific in defining the tasks/duties of each officer. Some of the tasks are pretty obvious (such as chairing meetings, takes minutes, handling any club funds). But there are always other tasks and duties that the club will need to have covered (such as arranging for programs at meetings or who in the liaison to emergency officials or other

clubs for example). Remember, it's easier to do a job well if you know what things you are responsible for handling.)

### ***Election / Removal of Officers***

The facts of "club life" are that people move in and out of membership and there always should be an orderly transition from one administration to the next. Making that transition smooth means having in place the election process for club officers. You should include a process for filling any vacancy as well as the process for removing an officer if necessary. If you have an "executive committee" which includes persons other than the officers you should also determine how they are selected.

### ***Finances***

Some clubs don't have dues or membership fees and don't accrue property or resources. If that is the case with your group this will be an easy area for you to handle. However most clubs do build resources. Probably no area causes more problems or potential problems to a club or organization than dealing with the club finances. So be sure to spend attention to how these are handled.

You should have a process in writing for who is authorized to disperse the club's money and the procedure they must use in order to disperse the funds. It may be as simple as reimbursing someone for picking up the donuts and coffee for the club meeting or it could be as complicated as signing the contract for the site of your club's hamfest. You are encouraged to have a process for the frequent (at least annual) review of the club's books by someone other than the elected officers. Some checks and balances on the financial side of the club affairs will save lots of hurt feelings in the long run.

Keep in mind that if you wish to incorporate your club and attain tax exempt status there will be specific requirements from the government that you will have to meet.

### ***Dissolution of Assets***

Over time the club is bound to acquire assets, - radio equipment, library materials, a communications van, generator, a club house for example. However, there may come a time that the club has outlived its purpose and is being disbanded. You don't have to specifically list what equipment or asset goes to a particular party or organization in the constitution, but you do need to include the process by which those decisions will be made should that need arise. And if you are an incorporated tax exempt group there will probably be limitations on how those assets can be divided. This doesn't have to be spelled out in detail in the document, but the basic process needs to be addressed.

### ***Permanent Committees***

Most clubs will have at least one or two permanent committees – something along the lines of Activities Committee, Emergency Preparedness Committee and Membership

Committees are common. If you have these type committees, it is good to mention them in your constitution along with their basic purposes or areas of concern. Also include the process by which the committees are “populated” – that is, who serves on the committee. In most cases this will be something simple, such as “appointed by the president.” But in some cases membership on the committee may be by election or as an ex officio member. Again, you don’t have to be too specific, but make sure you address the basics as necessary.

### ***Process for Writing/Amending By-Laws or Constitution***

Try as we might, it is inevitable that some part of the constitution that you work hard on will eventually have to be amended or new things will have to be included. You should include the mechanics for how the constitution can be changed in your document.

Since much of the routine “detail” stuff of running the club day to day will be included in the By-Laws, make sure you include the process of how they will be initially approved and amended down the road. Again, keep in mind the premise that the constitution should probably comprise the “big picture” stuff that is less likely to change while the by-laws will continue the things more apt to be changed or require attention over time.

### **Some Closing Thoughts and Comments**

The key part of drafting your club constitution is to make sure it meets the needs of your group. It doesn’t have to be written in “legal-ese” or try to cover every feasible loophole that might emerge. But it should be a well-crafted, thoughtful look at how your club will be organized. One of the key challenges is drafting a document that meets the goals of the club without getting in the way of the club having fun while trying to meet those goals. Good luck as you start the writing process!