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| **MUGU CROWS CLUB CONSTITUTION & BY-LAWS** |
| **CONSTITUTION FOR THE MUGU CROWS CLUB** ARTICLE I The name of this chartered club of the “The National Association of Old Crows” shall be **The Mugu Crows Club;** hereinafter referred to as ‘The Club’. ARTICLE II AIMS AND PURPOSES  **The Mugu Crows Club** is formed to provide a local organization for Members of the National Association of Old Crows. The National Association of Old Crows was formed to provide an organization for individuals who having a common interest in Electronic Warfare and who wish to foster and preserve the art of Electronic Warfare, to promote the exchange of ideas and information in the field of Electronic Warfare, to recognize the advances and contributions to Electronic Warfare, to document the history of Electronic Warfare and to commemorate fittingly the memory of fellow Crows. ARTICLE III COMPOSITION OR NATURE  SECTION 1. **The Mugu Crows Club** shall be civilian in nature and shall not be used for the dissemination of partisan principles, nor the promotion of the candidacy of any person seeking public office or preferment, nor for promotion of any commercial enterprise. ARTICLE IV MEMBERSHIP  SECTION 1. MEMBERSHIP: All Members of The National Association of Old Crows who reside or work in Ventura County, California shall be eligible for Membership in **The Mugu Crows Club**. All Members of the National Association of Old Crows who reside or work in contiguous areas of Santa Barbara or Los Angeles Counties shall be eligible for Membership subject to regulations set down in the Constitution and By-Laws of the National Association of Old Crows.  SECTION 2. POWERS: All Members of **The Mugu Crows Club** are entitled to the powers and privileges of Membership as specified by the National Constitution. ARTICLE V ORGANIZATION  **The Mugu Crows Club** shall be a single chartered club in the Pacific Region, National Association of Old Crows, as provided for in the National Constitution. ARTICLE VI ANNUAL DUES  SECTION 1. Membership in the National Association is required in order to be a Member of the Club. The Club shall be financed on a pay-as-go basis and dues may be assessed as specified in the By-Laws. ARTICLE VII OFFICERS AND DIRECTORS  SECTION 1. OFFICERS: The Officers of this Club shall be: President, Vice-President, Secretary, and Treasurer who shall be elected to serve for a period of two (2) years and thereafter until their successors are duly chosen.  SECTION 2. DIRECTORS: There shall be three (3) elected Directors and they shall be elected for a period of three (3) years. One Director to be elected each year. The initial Directors shall be designated as the one-year, the two-year and the three-year Directors to allow for the election of one-third of the Directors each year. The one, two or three-year posts shall be decided by lot. There shall also be one (1) appointed Director who shall be appointed by the President to serve the same term as the President.  SECTION 3. VACANCIES: In case of any vacancy in any office, it shall be filled by appointment of the President for the remainder of the unexpired term and thereafter until a successor is elected, except that in case of a vacancy occurring in the office of President, the office shall be assumed by the Vice-President.  SECTION 4. VOTING: All Regular Members of the Club may exercise the right of voting. Voting for Officers, Directors and Amendments will be by secret ballot and will be regulated as specified in the By-Laws.  SECTION 5. FILING: Any Member of the Club may file for elected office by submitting a petition with the endorsement of two Club Members. Such filing must be made to the Nominating Committee. The name of any Member so filing will be included on the ballot. ARTICLE VIII BOARD OF DIRECTORS  SECTION 1. COMPOSITION: The Directors, Officers and immediate past-President of the Club shall comprise the Board of Directors.  SECTION 2. POWERS: Between meetings the administrative power of the Club shall be vested in the Board of Directors.  SECTION 3. VACANCIES: Any vacancy in the Board of Directors shall be filled as provided in ARTICLE VII, SECTION 3. ARTICLE IX CLUB MEETINGS  SECTION 1. REGULAR MEETINGS: The Club shall meet as directed in the By-Laws, but in no case may be held less often than quarterly.  SECTION 2. SPECIAL MEETINGS: The Club shall meet in special session upon the call of the President, acting under authority granted by a majority of the Club’s Board of Directors.  SECTION 3. Notification of meetings shall be by public announcement to area news media or mailed announcement not less than seven (7) days prior to the meeting date.  SECTION 4. Each Regular Member of the Club shall be entitled to one vote in all proceedings except as otherwise restricted in the National or *The Mugu Crows Club*  Constitution and By-Laws.  SECTION 5. QUORUM: Those Regular Members present at a duly announced meeting shall constitute a quorum.  SECTION 6. CLUB YEAR OF OPERATIONS: The Club year of Operation shall commence on July 1st and terminate on the following June 30th. The annual meeting of Members for the installation of Club Officers and Directors shall take place on June 1st or at the first regular meeting thereafter. ARTICLE X STANDING COMMITTEES  The Club, from time to time, may provide by its By-Laws for such Standing Committees as may be deemed necessary. The President, annually, shall appoint the Members, designate the Chairman and fill the vacancies. ARTICLE XII **SPECIAL COMMITTEES**  Either the Club Membership, duly assembled, or the Board of Directors or the President, from time to time, may create special committees and define their respective powers and duties. ARTICLES XIII AMENDMENTS  This Constitution may be amended by a two-thirds (2/3) vote of the Members present during any regular business meeting plus the concurrence of a majority of the Board of Directors, or by a three-fourths (3/4) vote of the Members present during any regular business meeting; provided however, there shall be no vote on an amendment until such amendment has been read at least two (2) successive meetings. This Constitution and By-Laws of this Club, and all Amendments thereto, are subject to review and approval by the Constitution Committee of the National Association and are inoperative until such review and approval have been obtained. ARTICLE XIV CONFORMITY  SECTION 1. The provisions of this Constitution and By-Laws shall be subject to the Constitution and By-Laws of The National Association of Old Crows as presently provided or as the same might hereafter be amended. In the event of the inconsistency between the provisions of The Mugu Crows Club Constitution and By-Laws and the Constitution and By-Laws of The National Association of Old Crows, then the provisions of the National Constitution and By-Laws shall govern and prevail.  **ARTICLE XV**  EFFECTIVE DATE  SECTION 1. This Constitution shall take effect immediately upon its adoption.  **BY-LAWS FOR THE MUGU CROWS CLUB**  **ARTICLE I**  OFFICERS  SECTION 1. THE PRESIDENT: The President shall exercise the powers and perform the duties assigned to him by the Constitution and By-Laws and be the Chief Executive Officer of the Club and as such, subject to the Constitution and By-Laws, shall generally supervise the management of its affairs. He shall have full power to enforce the provisions of the Constitution, By-Laws, and the will of the National Association and Club Membership. He shall preside at the Club meetings and shall be chairman of the Club’s Board of Directors. He shall appoint all necessary committees and shall perform such other duties as are usually incident to the office. He shall also be a Member of the Region Executive Committee.  SECTION 2. THE VICE-PRESIDENT: The Vice-President shall perform such duties as may be assigned to him by the President or by the Club’s Board of Directors within the terms of the Constitution and By-Laws, and shall perform such other duties as are usually incident to the office. He shall discharge the duties of the President, whenever, in the discretion of the Board of Directors the disability or absence of the President makes such service advisable. He shall be a Member of the Board of Directors.  SECTION 3. THE SECRETARY: The Secretary shall keep a record of the proceedings of all meetings of the Club and of all other matters of which a record shall be ordered by the Club’s Board of Directors. He shall notify the officers, Members of the Club’s Board of Directors, and all Members of Committees of their election or appointment, and shall issue notices of all special meetings. He shall perform such other duties as may, from time to time, be assigned to him by the Constitution and By-Laws of the Club and by the Board of Directors, or are usually incident to the office. He shall be a Member of the Board of Directors and the Region Executive Committee.  SECTION 4. THE TREASURER: The Club Treasurer shall conduct and disburse all funds of the Club and be the custodian of such funds. He shall keep regular accounts in books belonging to the Club which shall be open to inspection of any Member of the Club’s Board of Directors. He shall make annual reports upon the condition of the Treasury and at such other times as shall be requested by the Club’s Board of Directors or by the President. He shall perform such other duties as may be assigned to him by the Constitution and By-Laws of the Club, or are usually incident to the office.  **ARTICLE II**  BOARD OF DIRECTORS  SECTION 1. MEETINGS: The club’s Board of Directors shall meet immediately preceding or following each Club meeting. Special Club Board of Directors meetings may be held upon reasonable notice at the call of the President. In addition, the Secretary shall call a special meeting upon the written request of two (2) or more Members of the Club’s Board of Directors.  SECTION 2. QUORUM: A majority of the Members of the Board of Directors shall constitute a Quorum. Absent Members shall be counted as present at special meetings, provided the meeting confines its action to the matters specified in the notice issued to the Members, and provided the vote in writing of such absent Members as to said matters is received by the Secretary of the Club prior to the meeting.  SECTION 3. POWERS: In addition to such powers as are specifically conferred upon it by the Constitution or by any other By-Law, the Board of Directors shall be responsible for the general management of the affairs of the Club and may make such regulations as it deems advisable, not inconsistent with the Constitution and By-Laws. It shall keep a written report of its proceedings and shall make a report of its activities.  **ARTICLE III**  COMMITTEES  SECTION 1. AUTHORIZED COMMITTEES: The Standing Committees of the Club shall be s follows: Membership Committee, Historical Committee, Finance Committee, and such other standing committees as may be determined to be necessary, from time to time, by the membership or the Club’s Board of Directors.  SECTION 2. MEETINGS: Each Standing Committee shall hold a meeting at such times as may be specified, after due notice to its members, by its Chairman, by the President of the Club, by the Board of Directors, or upon the request, in writing, of a majority of its Members.  SECTION 3. REPORTS: Each Standing Committee shall keep a record of its proceedings and shall make a report of its activities at regular meetings and such other times as may be required by the Board of Directors.  SECTION 4. REMOVAL: Any Member of a Standing Committee may be removed from office by the committee chairman with the concurrence of the President, or by the written request of two-thirds (2/3) of the Members of that committee.  SECTION 5. DUTIES: Each Standing Committee shall be charged with the duties assigned to it by the Constitution and By-Laws of the Club, or by the Board of Directors, and shall perform such other duties as are usually incident to committees of its particular denomination. Any question which may arise as to the jurisdiction of a committee shall be determined by the President.  SECTION 6. APPROPRIATIONS: The chairman of any committee may make application to the Finance Committee for appropriation of funds for the work of such committee. No committee shall have authority to incur any indebtedness or pecuniary obligation for which the Club shall be responsible except to the extent previously authorized by the Club or by the Board of Directors or by the Finance Committee if the Club shall have conferred upon the Finance Committee requisited authority in that respect.  **ARTICLE IV**  NOMINATING COMMITTEE  SECTION 1. MEMBERSHIP: The Nominating Committee shall consist of at least eight (8) selected Club members, of which not more than four (4) shall be incumbent members of the Club Board of Directors.  SECTION 2. QUORUM: A Quorum of the Nominating Committee shall consist of a majority of its members.  SECTION 3. NOMINATIONS: The Nominating Committee shall meet not less than forty-five (45) nor more than sixty (60) days prior to the annual Club meeting at which the officers and Board of Directors are to be elected. Nominations shall be made for each office, and the membership notified of the nominations at the last regularly scheduled meeting of the Club preceding the meeting at which the elections are to be held. Additional nominations need not be made for offices previously filed for under the provisions in Article VII, Section 5 of the Constitution.  SECTION 4. OTHER NOMINATIONS: At the annual Club meeting for the election of officers and Directors, nominations may be made from the floor by any Regular member for any or all the positions upon which an election is to be held.  **ARTICLE V**  DISCIPLINE  SECTION 1. ORIGINAL JURISDICTION: Complaints against Members shall be received and considered by the Board of Directors which shall investigate and act thereon; provided that if said complaint is against two (2) or more of the Officers or Club Board of Directors, it shall be received and considered by the Region Executive Committee. All complaints shall be under oath.  SECTION 2. PROCEDURE: The Board of Directors shall notify in writing and afford a hearing to any Member against whom a complaint is made. Such notice shall contain a statement of the nature of the charges made against such Member. The Member shall be afforded a fair trial in such manner and form as the Region Executive Committee or Board of Directors shall prescribe.  SECTION 3. JUDGMENT: No. Member shall lose his membership unless the charges against him have been sustained by a two-thirds (2/3) vote of the Club Board of Directors or Region Executive Committee, as the case by be.  SECTION 4. APPEALS: Any Member against whom any penalty is imposed by the Club Board of Directors has the right of appeal to the general membership of the Club, and thereafter to the Region Executive Committee whose determination shall be final. Members against whom any penalty is imposed by the Region Executive Committee may appeal to the National Board of Directors for final determination. Pending action upon such appeal, the judgment of the Club Board of Directors or Region Executive Committee shall be effective.  SECTION 5. ARREARS OF DUES: members in arrears three 93) months in payment of dues shall automatically be suspended from all rights and privileges of his membership in the Association and in this Club. Any member so suspended shall be renewed to membership in good standing upon payment of the dues for the ensuing year.  **ARTICLE VI**  DUES  SECTION 1. There may be an annual due of two dollars ($2.00) or each Member and special assessments will be made on the basis of attendance at functions or on the basis of special assessments voted by the Board of Directors.  **ARTICLE VII**  MEETINGS  SECTION 1. This Club shall meet as determined by the Board of Directors.  **ARTICLE VIII**  AMENDMENTS  SECTION 1. These By-Laws may be amended by the Club by the vote of a majority of the Regular Members provided that notice of the proposed amendment shall have been given at the last regular meeting prior to the meeting at which the voting shall take place. The By-Laws may also be amended by unanimous vote at any Club meeting without notice, provided, however, that a Quorum is defined as at least ten (10) regular Members. |