

BYLAWS

Bylaws governing the Wilson Amater Radio Club, Inc. An IRS recognized 501(c)(3) tax exempt public charity organization.

Effecive May 4, 2019

Article I. Name

Section 1.01 The name of this organization is Wilson Amateur Radio Club, Inc. hereinafter referred to as “the Club.”

Article II. Purpose

Section 2.01 The Wilson Amateur Radio Club, Inc. is organized exclusively for educational and scientific purposes concerning amateur radio and related fields, 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 the corresponding section of any future tax code.

Section 2.02 . No substantial part of the activities of the Wilson Amateur Radio Club, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Wilson Amateur Radio Club, Inc. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Wilson Amateur Radio Club, Inc. shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.03 Club membership is **NOT** required to participate in any club sponsored activities.

Article III. Governance

Section 3.01 Parliamentary procedure: Unless specified otherwise within the By-laws, parliamentary procedure of the Club shall be governed by the current edition of ***Robert's Rules of Order***.

Section 3.02 Bylaws

- (a) The power to make, amend or repeal by-laws of this club is vested in the vote of the shareholders as designated below.
- (b) Amendment Procedure
 - (i) *Proposed amendments to the by-laws shall be submitted to the president in writing. The proposal shall be signed by at least five shareholders.*
 - (ii) *The President shall present the proposal to the membership at the next regular meeting of the club.*
 - (iii) *Voting*

- 1) Voting on proposed amendment shall take place no sooner than the next regular meeting, nor later than seventy days following presentation to the club.
 - 2) A two-thirds majority vote of the shareholders present shall be required to approve the amendment.
 - 3) Voting shall be by secret ballot. The ballots shall be prepared and distributed to the shareholders by the secretary.
 - 4) After ballots have been collected, the president shall appoint a committee of three to count the ballots and report the results to the general membership.
- (c) Repeal Procedure
- (i) *The procedure to repeal the Bylaws in part or in whole shall be identical to that to amend the Bylaws.*

Article IV. Organization

Section 4.01 Membership

- (a) Membership in this club shall be open to all licensed amateur radio operators and others interested in supporting the purposes of amateur radio and wishing to support the activities of this club. Any person, without regard to race, creed, gender, age, or physical impairment, interested in Amateur Radio shall be eligible for membership. Membership is **NOT** required to participate in activities of the organization.
- (b) Application for membership by prospective members shall be made to the club in writing.
- (c) Members are expected to conduct themselves in an honest manner and comply with all rules and regulations of the amateur radio service.
- (d) Membership period for all classifications of membership shall coincide with the Club's fiscal year.
- (e) CLASSIFICATION OF MEMBERSHIP
 - (i) *Charter: Those amateurs who became members on or before December 31, 1984.*
 - (ii) *Regular: Those amateurs who became members after December 31, 1984.*
 - (iii) *Honorary: May be bestowed upon any deserving amateur who is sponsored by a club member and approved by plurality vote of the shareholders present at the meeting.*
 - (iv) *Associate: Those non-licensed persons who wish to become members with all privileges **except** voting rights and to hold office.*
- (f) RIGHTS AND PRIVILEGES OF MEMBERSHIP
 - (i) *Charter and Regular members: Charter and regular members are entitled to all privileges the club may bestow upon all members including the rights to vote in any and all matters before the membership of the club, to hold office, and to serve on the Board of Directors.*
 - (ii) *Honorary and Associate members: Honorary and Associate members are entitled to all privileges the club may bestow upon all members **EXCEPT** the rights to vote on any and all matters before the membership of the club, to hold office, and to serve on the Board of Directors.*
 - (iii) *A membership list shall include all members in good standing and may be distributed to members at the April meeting of each year.*

(g) MEMBERSHIP DUES

(i) Charter and Regular Members

1) Individual:

- a) Dues for Individual members shall be \$20.00 per membership period.
- b) New members who pass or have passed their Technician license exam at a license examination session sponsored by the club shall be granted full regular membership privileges and have their first year's dues waived upon making written application for membership.

- 2) Family: Dues for Family memberships shall be \$30.00 per membership period and confer full privileges upon each family member for the membership classification they would qualify for if making application as an individual. For purposes of membership the word "Family" shall be defined as "All **immediate** family members residing at the *same physical address*."

(ii) Associate Members

- 1) Individual: Dues for individual Associate members shall be \$10.00 per membership period.

- 2) Family: Dues for Family Associate members shall be \$15.00 per membership period.

(iii) Honorary Members: Honorary members shall not be required to pay dues to retain their membership.

(iv) Pro-rated Dues

- 1) Charter and Regular Member dues may be pro-rated as follows:

- a) July 1 through November 30 of each membership period both Charter and Regular membership dues shall be discounted by 50% of the full annual membership rates.
- b) December 1 through December 31 of each membership period Charter and Regular membership dues shall be the full amount and valid through the end of the following membership period.

- 2) Associate member dues shall not be discounted for partial years.

Section 4.02 OFFICERS

(a) NUMBER AND TITLES

(i) There shall be four officers of the club.

(ii) The four officers shall be President, Vice-President, Secretary, and Treasurer.

*(iii) No person shall hold more than one office **except** that the positions of Secretary and Treasurer may be held by the same person or otherwise permitted in the by-laws.*

- 1) If the positions of both Secretary and Treasurer are held by the same person, they shall be referred to as the "Secretary/Treasurer" and shall have only one vote on the Executive Committee defined in Section 3.03 of the By-laws.

(b) TERM OF OFFICE AND TERM LIMITS

(i) Term of office for all officers shall be one year and the term year shall coincide with the club fiscal year.

(ii) There shall be no term limits.

(c) ELECTIONS

(i) *Nominations: Nominations shall be made by the Nominating Committee and may be made by any voting member from the floor at the regularly scheduled October meeting each year.*

(ii) *Voting*

- 1) Officer election shall be held at the annual Shareholder's Meeting.
- 2) The vote shall be conducted by secret ballot.
- 3) The Secretary shall prepare the ballot for distribution to all shareholders present at the November meeting.
- 4) The candidate receiving a simple majority of the ballots cast by shareholders present at the Shareholder's meeting is elected to the office for which they were a candidate.

(d) DUTIES OF OFFICERS

(i) *President: The President shall*

- 1) Preside at all club meetings,
- 2) Enforce due observance of the by-laws,
- 3) Sign all official documents offered by and/or otherwise authorized by the club membership,
- 4) Establish and appoint members to committees as deemed appropriate to carry out the activities of the club in the furtherance of the club's purpose,
- 5) Perform any and all customary duties pertaining to the office of President.

(ii) *Vice-President: The Vice -President shall assume the duties of the President in their absence and other duties as assigned by the President.*

(iii) *Secretary: The Secretary shall*

- 1) Keep records (minutes) of all proceedings of club meetings,
- 2) Maintain a current roster of club members,
- 3) Carry on all correspondence, read communications, present minutes from the previous meeting, and mail written notices of any and all matters requiring such notices to the appropriate persons.
- 4) At the end of the Secretary's term they shall turn over any and all items, records, and property of the club to the incoming Secretary at a time to ensure the smooth transfer of information and duties.

(iv) *Treasurer: The Treasurer shall*

- 1) Receive and receipt all monies submitted to the club
- 2) Pay all bills incurred for the benefit and on the behalf of the club as duly authorized by the shareholders of the club,
- 3) At each monthly meeting of the club provide a current report on the financial condition of the club,
- 4) At the annual Shareholder's Meeting shall file a written financial statement with enough copies for all shareholders and interested parties in attendance.
- 5) During the last month of their term of office and prior to the start of the incoming Treasurer's term they, along with the incoming Treasurer, shall initiate any and all actions required to

- a) Effect any and all changes to the club bank account(s) including but not limited to signatory authorizations, change of mailing address, and contact information required to transfer access to and control of the club bank account(s) to the Treasurer. elect or as otherwise deemed necessary to execute the duties of Treasurer.
- b) Turn over any and all financial records, check books, and all other documents and items pertaining to the office of Treasurer to the Treasurer Elect or whenever directed majority vote of the Board of Directors or shareholders.

Section 4.03 MEETINGS

(a) Regular meetings

- (i) Regular meetings of the membership shall be held on the first Saturday of each month at a time acceptable to the membership.*
- (ii) The location of the meetings shall be at such location that is acceptable and available to the club to conduct its meetings.*
- (iii) The location and time may be altered on a month by month basis by any member of the Executive Committee as needed when a scheduling conflict arises with the selected location.*

(b) Special Meetings

- (i) Special meetings may be called by the President.*
- (ii) The Secretary shall notify the club membership of the special called meeting by posting the notice on the club web site and publication in the Lebanon Democrat and/or the Wilson Post newspapers.*

(c) Quorum

- (i) For the purpose of conducting club business, the shareholders present at any club meeting including, but not limited to Regular, Special Called, and Shareholder meetings shall constitute a quorum unless otherwise specified within the By-laws.*

Section 4.04 COMMITTEES

(a) The club shall have two committees mandated by the by-laws. They shall be the “Executive Committee” and the “Nominating Committee.”

(i) Executive Committee

- 1) The Executive committee shall be comprised of the club officers defined in Section 3.02.
- 2) The Executive Committee is empowered to act on behalf of the club on matters requiring timely action between regular club meetings and shall report on any and all actions taken by the committee at the next regular club meeting.
- 3) If there is a tie vote on any matter voted on by the Executive Committee, the item shall be voted on by the Board of Directors.

(ii) Nominating Committee

- 1) The Nominating Committee shall be appointed by the Club President at the September meeting.
- 2) The committee shall nominate at least one eligible member for each of the four offices
- 3) The committee shall report their nominations to the Club membership at the October Club meeting.

- (b) Additional committees, either standing or ad hoc, may be appointed or dissolved by the President as they deem necessary to carry out club activities to further the club's stated purpose.

Section 4.05 Board of Directors

- (a) The Board of Directors of the club hereinafter referred to as "the Board" shall consist of the Executive Committee and one additional member at large.
 - (i) *The Member-At-Large must be either a Charter or Regular member.*
 - (ii) *The Member-at-Large shall be elected by the shareholders in the same manner and at the same meeting as the club officers.*
 - (iii) *As with club officers, the Member-at-Large shall have no term limits.*

(b) Meetings

(i) Annual

- 1) The annual meeting of the Board of Directors shall be in conjunction with and immediately prior to the November club meeting.
 - a) A written notice of the annual Board meeting shall be made by posting the notice on the club web site and publication in the Lebanon Democrat and/or the Wilson Post newspapers at least one month prior to the meeting. The Secretary shall document the advertisement in the club records.
 - b) A quorum shall consist of 50% plus one additional Board member present at any Board of Directors meeting. If a quorum is not present at the Board meeting, any matters requiring a vote shall be presented for a vote at the annual Shareholder's Meeting for their approval or rejection.
 - c) The annual Board meeting shall be open to all club members and other interested parties.

(ii) Special Meetings

- a) Special meetings of the Board may be called by the President or any two other Board members.
- b) Notice of the Special Meeting shall be given by posting the notice on the club web site and by e-mail to all members with an e-mail address on file with the club Secretary.

(iii) Vacancies

- 1) The Board of Directors may appoint qualified members to fill vacancies on the Board of Directors.
- 2) The appointee's term shall expire at the end of the term for which they were appointed unless elected to a full term in accordance with Section 3.05(a)(ii).

Section 4.06 Trustee

(a) The Trustee is

- (i) *an appointed position and is **not** a club officer but*
- (ii) *may serve as an officer as specified in Section 4.02.*

(b) The trustee shall:

- (i) *be appointed by the Board*
- (ii) *maintain all club radio equipment and accessories in proper operating condition*

- (iii) serve as the designated record holder for any FCC issued club station licenses and call signs*
- (iv) meet all requirements specified by the Federal Communications Commission to serve as a club station license trustee.*

Section 4.07 Shareholders

- (a) A "Shareholder" shall be any member with voting privileges as defined in Section 4.01(e).
- (b) There shall be an annual shareholder's meeting open to all members of the Club.
 - (i) The meeting shall be held immediately following the annual Board of Directors meeting during and in conjunction with the November regular meeting and officer elections.*
 - (ii) A written notice of the annual Shareholder meeting shall be made by posting the notice on the club web site and publication in the Lebanon Democrat and/or the Wilson Post newspapers at least one month prior to the meeting. The Secretary shall document the advertisement in the club records.*
 - (iii) The agenda for the annual shareholders meeting shall include: election of officers, election of a Board Member-at-Large, and such other business that may be brought before the shareholders by the Board of Directors or by individual shareholders.*

Section 4.08 Conflicts of Interest Policy

- (a) The purpose of the conflict of interest policy is to protect this organization's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the organization.
- (b) Interested persons (directors, officers and members) must disclose actual or possible conflicts of interest and the existence of financial interest. They will be given the opportunity to disclose all material facts to the directors and members considering the proposed transaction or arrangement.
- (c) After disclosure and any discussion, the governing board will meet to determine if a conflict of interest exists; the interested person(s) must leave during discussion and voting if requested to do so by the governing board. A financial interest is not necessarily a conflict of interest; a person who has a financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists.

Article V. Fiscal Year and Audit

Section 5.01 The Club's fiscal year shall run from January 1 through December 31 each year.

Section 5.02 The fiscal affairs of the club shall be audited annually by a committee appointed by the Board of Directors for that purpose.

Article VI. Financial Benefit by Members

Section 6.01 No part of the net earnings of the Wilson Amateur Radio Club, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that the Wilson Amateur Radio Club, Inc. 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 Article II of the By-laws.

Section 6.02 Officers and Directors of the Club serve without compensation.

Article VII. Dissolution

Section 7.01 Upon the dissolution of the Wilson Amateur Radio Club, Inc., the Board of Directors shall begin the process of executing all tasks required by the bylaws and/or competent legal authority to dissolve the corporation and execute Section 7.02 of the by-laws as soon as practicable.

Section 7.02 Upon the dissolution of the Wilson Amateur Radio Club, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Wilson Amateur Radio Club, Inc. is located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.