



# CONSTITUTION and BYLAWS

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January 10, 2019

## **PREAMBLE:**

We, the undersigned, wishing to further the cause of amateur radio in our community, hereby constitute ourselves the San Angelo Amateur Radio Club, abbreviated SAARC, also referred to as “the club” throughout this document; and do enact this Constitution and By-laws as our governing law. The SAARC is a not-for-profit organization dedicated to public service as a volunteer group without compensation to members or officers.

## **Article 1 - Purpose**

We organize the SAARC exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

1. The SAARC will not distribute net earnings to its members, trustees, officers or other persons, except for reasonable compensation for services in furtherance of the club’s purpose.
2. SAARC activities will not influence propaganda or legislation, and the SAARC will not participate in or intervene in any political campaign on behalf of any candidate for public office.
3. The SAARC will not participate in activities not permitted:
  - a. By an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding future section of the federal tax code; or
  - b. By an organization whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding future section of the federal tax code.
4. The SAARC will operate as an American Radio Relay League (ARRL) affiliated club, provided 50% of current paid members are also ARRL members. The SAARC will not condone members conducting activities or practices against the ARRL Articles of Information.
5. Regarding the Amateur Radio Emergency Service (ARES®),
  - a. The SAARC recognizes ARES® as a Field Organization of the American Radio Relay League -- our club will abide by the Rules and Regulations of the ARRL’s Field Organization as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications.
  - b. The SAARC will encourage and support activities of the local ARES® Group to whatever extent possible within club purposes.
6. The club may encourage and support activities of other organizations to whatever extent possible within club purposes.

## Article 2 – Membership Categories

1. Any person, without regard to race, creed, gender, age, or physical impairment, interested in Amateur Radio is eligible for SAARC membership. The SAARC will provide membership terms by application and election in accordance with this Constitution and By-laws.
2. The SAARC membership shall consist of regular members, associate members, and lifetime members.
  - a. Regular members must hold a valid Amateur Radio operator's license and shall enjoy voting privileges in all SAARC general business.
  - b. Associate members do not hold valid Amateur Radio operator's licenses and shall not enjoy voting privileges.
  - c. Lifetime members are regular members who demonstrate an intense desire to contribute to the club or community. Club membership will select criteria for this category, considering the individual's contributions and membership longevity. Lifetime members shall enjoy the same privileges as regular members, but do not pay dues.

## Article 3 – Elected Officers

1. Club Officers and Executive Team:
  - a. Club elected officers shall be President, Vice President and Secretary-Treasurer.
  - b. Elected officers will request volunteers and appoint members-at-large to serve in other positions necessary for club operations.
  - c. Elected officers can combine duties and titles of members-at-large positions as needed.
  - d. Elected officers can appoint members-at-large on an as-needed basis.
  - e. The executive team consists of the three primary elected officers and appointed members-at-large.
2. Club Officer Membership  
All elected officers and appointed members-at-large shall be regular members not in arrears or lifetime club members at time of election or appointment.
3. Elections
  - a. Members will select a nominating team for elected club officers no later than the regular October club meeting.
    1. If there are no volunteers for nominating team, the current elected officers will take over nomination and election duties.
    2. Nominating team will contact current officers to determine if they wish to continue in office.
    3. Nominating team will solicit nominees to fill any vacant or challenged positions, and prepare a ballot for the regular November club meeting.
    4. Nominating team can meet outside of regular club meetings if needed.
  - b. Elections will be by simple majority ballot of members present at the regular November club meeting.
    1. Nominating team will present the final ballot and allow for any write-in candidates.
    2. Nominating team will tally votes and announce the new slate of officers.
  - c. For the December "eatin' meetin'"
    1. Outgoing officers will preside over the meeting, with a minimum amount of business discussed.
    2. Incoming officers can present goals for the New Year.
    3. Outgoing officers will transfer club documents to incoming officers during the December meeting or prior to January 1<sup>st</sup>.
4. Terms of Office:  
Elected officers will assume duties on January 1<sup>st</sup> each year. The term will expire on December 31<sup>st</sup>.
5. Vacancies between Elections:

- a. Vacancies occurring between elections shall be filled according to the following order of succession until the club takes a special vote:
    1. President gets vacated; vice-president (VP) automatically takes over, performing both president and VP duties.
    2. Vice-president (VP) gets vacated; president performs both president and VP duties.
    3. Secretary/Treasurer gets vacated; executive team decides one of the following:
      1. VP takes secretary/treasurer duties, with president taking both president and VP duties.
      2. President takes secretary/treasurer duties, with VP taking both president and VP duties.
  - b. Any other situation, such as 2 of the 3 elected officers vacated simultaneously, requires a new election.
  - c. Club membership can vote to allow a vacancy to continue with provisions above until annual club elections.
6. Members-at-Large vacancies:  
Elected officers will make every effort to fill members-at-large positions quickly. However, these positions may remain vacant with elected officers assuming responsibility for the duties.
7. Removal from Office:  
Club membership may remove officers and members-at-large for cause upon a motion of two-thirds majority vote of members present at a regular or called meeting, provided all members have been notified 2 weeks in advance by mail and email.

## Article 4 – Duties of Officers

1. General:
  - a. SAARC will not pay officers salary or compensation.
  - b. Individuals cannot obligate club expenses except routine operating expenses (i.e. electric, water, insurance, property lease, etc.) without prior approval of membership by majority vote at regular club meetings.
  - c. The Executive Team will have authority to make purchases of up to \$250 to further club business. Amounts of \$250 or more must be brought before the membership at a regular or called meeting for a simple majority vote.
2. President:
  - a. Presides at all meetings of the SAARC and executive team and conducts meetings according to the rules adopted.
  - b. Enforces observance of this Constitution and Bylaws and decides all questions of order
  - c. Signs all official documents adopted by the SAARC
  - d. Performs customary duties of the office.
  - e. Appoints members-at-large necessary to accomplish the goals of the SAARC as set forth in this Constitution and Bylaws.
3. Vice-President:
  - a. Acts as president in all absences of the president.
  - b. Arranges regular meeting programs of the SAARC.
  - c. Serves as backup and assistant to Members-at-Large
4. Secretary/Treasurer: This is currently a combined position, but membership may decide to split this position depending on club needs.
  - a. Secretary:
    1. Keeps a record of the proceedings of all business meetings and make them available for inspection by the SAARC membership.
    2. Ensures emails exchanged between Executive Team members for club business becomes a part of the club's permanent record.
    3. Maintains a membership roll and accepts membership applications.

4. Prepares club correspondence, reads communications at each meeting, and notifies members of regular and special called meetings.
  5. Ensures publication of SAARC newsletter, *The Kilo-What*.
  6. Maintains physical inventory of club property.
- b. Treasurer:
1. Receives all funds payable to SAARC.
  2. Keeps an accurate account of all funds received and expended, including maintenance of a chart of accounts.
  3. Maintains bank accounts for the club.
  4. Pays regular bills and special bills when properly authorized by the SAARC or its officers.
  5. Submits an itemized statement of receipts and disbursements at each Executive Team meeting and on request of any club member.
  6. Publishes a schedule of club dues.
  7. The outgoing treasurer, at the expiration of term or upon vacated the position, will turn over to the incoming treasurer everything in possession belonging to the SAARC.
5. Members-at-Large:
- a. These are current and ongoing appointed positions for the club.
  - b. The executive team can expand or reduce this list based on club needs.
  - c. Currently, these positions include: Activities Manager, Emergency Coordinator, Grounds Chairman, Repeater Trustee and Coordinator, Newsletter Editor, Website Editor, Public Information Officer.
6. Further details about club officer positions and duties are in the SAARC Standard Operating Procedures.

## Article 5 – Meetings

1. Regular Meetings
  - a. The club will hold monthly meetings at a time and place decided by a majority vote of the members present at a regular or called meeting.
  - b. The club will focus on training and hands-on activities during regular club meetings. The Executive Team will conduct only those business items requiring a membership vote and make brief announcements.
  - c. Notification will be through mail, email, social media, and 2 meter net announcements.
2. Executive Team Meetings
  - a. The executive team will call meetings separate from regular club meetings.
  - b. Executive team meetings will be open to all club members.
  - c. The executive team may also exchange emails to conduct club business.
3. Proceedings during business meetings
  - a. The executive team conducts all meetings informally.
  - b. The club will observe procedures in “Robert’s Rules of Order” ([www.robertsrules.org](http://www.robertsrules.org)) when taking votes on policies and monetary expenditures.

## Article 6 – Dues

1. Payment:
  - a. The SAARC, by two-thirds majority vote of members present at a regular or called meeting, may levy dues from members necessary for operation.
  - b. The club can reinstate membership provided the individual pays all dues in arrears.
2. Reduced Rate:
  - a. Handicapped individuals, by reason of their infirmity, who have reduced income, may be granted a reduced rate in dues.
  - b. The board will make this decision case-by-case and announce to membership at a regular club meeting.

- c. Members paying a reduced rate will have full privileges.
3. Lifetime Membership
  - a. The executive team may nominate a person to Lifetime Membership for outstanding service to the SAARC or the community, no matter where the nominee may reside.
  - b. The final decision shall be made by a two-thirds majority vote of SAARC membership.
4. Schedule of Dues
  - a. Members will pay dues on an annual basis, payable in January or on a member's individual anniversary of membership.
  - b. The treasurer will publish a schedule of dues in the SAARC newsletter, *The Kilo-What*, or by email to all members.
  - c. New amateur operators, who join the club within the first year of getting a license, shall enjoy full member privileges without payment of dues for their first year of club membership.

## Article 7 – Member Assistance

The SAARC will:

1. Take steps to minimize interference in operations between member stations.
2. Form plans for disposition of cases of interference to other radio services (when reported) caused by any amateur station within the club's responsibility.
3. Provide technical assistance and advice to members concerning equipment design and operation.
4. Assist in frequency observance, pure emissions, and uniform operating practices of member stations.
5. Foster a program to guide public relations in channels favorable to the amateur radio community.

## Article 8 – Removal of Members

SAARC membership may remove individuals from membership for the following causes by two-thirds majority vote at a regular or special called meeting, except as noted.

1. FCC Violations:
  - a. Any member whose Federal Communications Commission-issued Amateur Radio license is suspended or revoked with cause or who is assessed a fine or other penalty by the FCC shall be automatically removed from membership in the SAARC.
  - b. Any member who operates his/her station in violation of Part 97 of the FCC Rules and Regulations, and who does not cease and desist from the aforementioned violations.
2. Adverse Publicity: Any member who causes intentional adverse publicity to Amateur Radio or the SAARC. Some examples of adverse publicity include:
  - a. negative comments posted on social media sites, newspapers, broadcast outlets or distributed through email
  - b. negative comments transmitted on radio frequencies and heard by club members
3. Dues in Arrears: The club will remove voting privileges for any member whose annual dues are not paid by the regular club meeting in March. The club will reinstate privileges upon full payment of dues.
4. Accusations:
  - a. Any member desiring to bring charges against a fellow member shall appear before the Executive Team and present the facts.
  - b. The Executive Team shall investigate and rule on the case.
  - c. The decision of the Executive Team will be final.
  - d. All records of arbitration shall be sealed, except for the resolution or decision of the Executive Team.

## Article 9 – Amendments to Constitution and By-laws

Membership may amend or change this Constitution and By-laws by a two-thirds majority vote of members present at a regular or called meeting.

1. Notification of changes will include space for member comments and revisions.
2. Executive Team will provide members at least 28 days notification through mail, email, online social media and the weekly 2 meter net.
3. Executive Team may collect ballots through written and/or online surveys.
4. Ballots, whether written or online will include space for member's name and call sign to confirm membership.

## Article 10 – SAARC Property

1. Any item purchased with SAARC funds becomes the sole property of the SAARC.
2. Any items donated to the SAARC become sole property of the SAARC.
3. The club Secretary will maintain an inventory of SAARC property.

## Article 11 - Dissolution

Upon dissolution of the SAARC, the club will perform one or more of the following:

1. Distribute assets for one or more exempt purposes under section 501(c)(3) if the Internal Revenue Code or corresponding section of future tax codes.
2. Distribute assets to the federal, state or local government for a public purpose.
3. Allow the Court of Common Pleas within the county to dispose assets to organizations operated for such purposes.

## Article 12 - Financial

This is a general overview of club finances. More detailed information is in the Standard Operating Procedures.

1. All club financial transactions will pass through a single checking account.
  - a. The Executive Team may approve purchases up to \$250. Purchases over \$250 require a majority vote of members at a regular club meeting.
  - b. Purchases over \$250 require 2 officer signatures.
2. The club may open a single savings account and/or Certificate of Deposit (CD) accounts.
  - a. Members may decide on a majority vote to close or open the savings or CD account(s).
  - b. All transactions for these accounts must be transfers into or out of the primary checking account.
  - c. The club requires at least 2 club officers' signatures to transfer moneys between accounts.
3. Signature cards
  - a. At least 3 club officers will be on all bank signature cards at all times.
  - b. Signatures will be updated when there is a change in officers.
  - c. No more than one member from the same family (cohabitants).
4. Chart of accounts
  - a. The treasurer will maintain a chart of income and expense account categories for budget purposes.
  - b. The Executive Team will decide on categories to include according to club needs.
5. Reimbursements
  - a. The club will avoid, when possible, reimbursing individual members, and will conduct transactions through the primary checking account.

- b. Reimbursements to club officers will not be signed by the same officer.
  - c. In the event a reimbursement is necessary, use the following guidelines:
    - 1. Annotate in the memo field the specific purpose and account category.
    - 2. Record this information in the financial records.
6. Financial Review
- a. The club will conduct an annual audit of the previous year's finances prior to the May club meeting.
  - b. Auditor can be a member-at-large not currently on the Executive Team, guest, or outside party contracted to perform the audit. Auditor cannot be a club officer for the previous year, and cannot be the newly-elected treasurer.
  - c. The audit consists of the following:
    - 1. Compare checks written against invoices and bills.
    - 2. Compare deposits against receipts.
    - 3. Compare bank statements and monthly financial reports.
  - d. Auditor will write a letter to club officers noting discrepancies.
    - 1. Auditor will present this letter to club membership at a regular club meeting.
    - 2. Secretary will file this letter as part of the club's permanent record.