

# CONSTITUTION

## PREAMBLE

Wishing to secure for the pleasure and benefit of an association of persons commonly interested in Amateur Radio, we do constitute ourselves as a 501(c)(3) non-profit organization and enact this constitution as our governing law.

## ARTICLE I—NAME AND PURPOSE

**Section 1:** The name of this association shall be *Baldwin County Amateur Radio Club (BCARC)*.

**Section 2:** BCARC, which has been granted a Charter of Incorporation by the Secretary of State, State of Alabama, shall uphold and maintain the Constitution and laws of the United States, the State of Alabama, Baldwin County and the cities in which we reside. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct club programs and activities as to advance, whenever possible, emergency communications to those individuals, organizations, and agencies requiring such service to the best of this club's ability and to stimulate mutual devotion, helpfulness and comradeship among all Amateur Radio operators.

## ARTICLE II—MEMBERSHIP

**Section 1:** Any person who has an interest in Amateur Radio communications shall be eligible for membership.

**Section 2:** Any person possessing an Amateur Radio license as issued by the Federal Communications Commission, United States of America shall be eligible for active membership and provided further, that the BCARC Vice President shall have the authority to conduct an investigation as to the eligibility of any member whose eligibility is protested and, after investigation, shall report his findings to the Board of Directors for appropriate action.

**Section 3:** There shall be no form or class of membership except as active or associate membership as herein provided. The BCARC shall not have honorary members.

**Section 4:** The membership year will be January through December of the calendar year. Active members are those who have paid the prescribed dues for the current year and possess an Amateur Radio License. Associate membership will be those paying the required membership dues for the current year but do not possess an Amateur Radio License. Associate members may not cast a vote on any issue, but may speak for or against any issue prior to the vote.

## ARTICLE III—OFFICERS

**Section 1:** Elected: The club officers shall be elected annually and shall include a President, a Vice President, a Secretary, and a Treasurer.

**Section 2:** Appointed: The President may appoint a Club Station Trustee; and a Chairman for the following offices: Emergency Communications; Librarian; Training; Publicity; Program; Events; Activities; and others as necessary to accomplish the organization's purpose.

#### ARTICLE IV—BOARD OF DIRECTORS

**Section 1:** The administrative affairs of this organization shall be vested in a Board of Directors.

**Section 2:** Annually, the Membership shall select three members to represent them on the Board of Directors, whose term of office will coincide with the membership year.

**Section 3:** The Board of Directors shall be composed of the President, Vice President, Treasurer, Secretary, and three elected members from the Membership.

#### ARTICLE V—LEGISLATION

The supreme legislative powers of this organization shall be vested in the Membership.

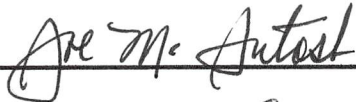
#### ARTICLE VI—EXECUTIVE

The executive power of this organization shall be vested in the President.

#### ARTICLE VII—AMENDMENTS

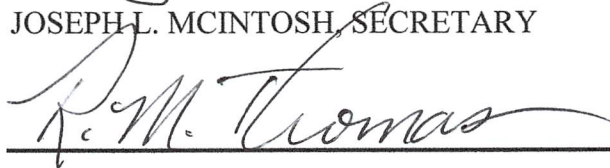
This Constitution may be amended at any officially scheduled meeting by a majority vote of the active Membership, if and when all the Membership shall have received a written copy of the amended document at the previously scheduled official meeting or via the United States Postal System or electronic mail. Post, mailing or transmitting to the last known address of the member will constitute receivership and he/she will be so deemed as having received a copy.

THIS IS TO CERTIFY THAT THE HEREIN CONSTITUTION WAS DISTRIBUTED TO THE MEMBERSHIP AND ARE TRUE, COMPLETE, AND CORRECT AS AMENDED BY THE MEMBERSHIP ON THE 21<sup>st</sup> DAY OF March 2019.



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JOSEPH L. MCINTOSH, SECRETARY



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RONALD M. THOMAS, PRESIDENT

# BY-LAWS

## ARTICLE ONE—ORGANIZATION

### Section 1.1: Governing Bodies

The governing bodies of the *Baldwin County Amateur Radio Club (BCARC)* shall be the Board of Directors and the Membership.

### Section 1.2: Records; Inspection

Each such body shall keep records of its proceedings that shall be open for inspection to any recognized officer or member of the organization.

## ARTICLE TWO—POLICY

### Section 2.1: Nonpartisanship

This organization shall be non-political and non-sectarian and the name of this organization shall not be used in representing the desires or wishes of its Membership in any political, sectarian or labor dispute, except as hereinafter provided. Provided, however, that the forgoing shall not prevent this organization from participating in political issues which have a direct bearing upon the Amateur Radio members, organizations, either nationally or internationally.

### Section 2.2: Legislative Activities

**Para. 1:** No member shall appear before any legislative body or speak in the name of this organization propounding a position contrary to any resolution then in effect with regard to such legislation, which resolution has been regularly adopted by the Board of Directors or Membership.

**Para. 2:** In the absence of any mandate covering any matter wherein laws, rules or regulations are being proposed or under attack, the President and the Board of Directors are hereby placed under a continuing mandate by these By-Laws to resist and oppose any changes in laws or regulations advocated by any Presidential Commission, Executive Order, by any legislative bill sponsored by Congress that would repeal or deprive Amateur Radio operators of rights or benefits already provided by such laws or regulations.

## ARTICLE THREE—CHARGES

**Section 3.1:** Charges may be preferred against any member or officer of this organization in accordance with this Constitution and By-Laws for conduct not conducive to the best interest of the organization, or contrary to the maintenance of proper order and decorum within the organization.



**Section 3.2:** Any elected or appointed officer may be removed from office by a majority vote of the Membership at an officially convened meeting where a quorum exists, provided that the Membership shall have been notified in writing of the reasons for the proposed removal via the United States Postal System or electronic mail with a posting date no less than fifteen (15) days prior to the vote.

**Section 3.3:** Any member's membership may be terminated for violation of this Constitution and By-Laws, or conduct not conducive to the best interest of the organization, or contrary to the maintenance of proper order and decorum within the organization.

## ARTICLE FOUR—MEETINGS

**Section 4.1:** A quorum shall exist at any officially convened meeting when twenty-five percent (25%) of the active members in good standing are represented.

### Section 4.2: Elections

**Para. 1:** At the September meeting, the President shall appoint a nominating committee to review and select from written applications submitted by members of the BCARC, desiring to become an elected officer or Board of Directors member for the coming fiscal year. Applicants must state the position for which they are seeking and will be interviewed by the nominating committee. If there are no applications submitted, the committee shall contact members and determine their willingness to serve in an official capacity.

**Para. 2:** After interviewing the candidates, the nominating committee shall select a candidate for each elected office and report its slate to the floor.

**Para. 3:** Then the nominating committee may be dismissed by the President, who shall then open each BCARC office, in turn, for nominations from the floor, which shall be in addition to those recommended by the nominating committee.

**Para. 4:** The Membership at the November meeting shall elect the following officers to serve for the ensuing year; a President, a Vice President, a Secretary, and a Treasurer.

## ARTICLE FIVE—OFFICERS

**Section 5.1:** Officers of the BCARC shall include a President, a Vice President, a Secretary, and a Treasurer.

**Section 5.2:** The President may appoint a Club Station Trustee; and a Chairman for the following offices: Emergency Communications; Librarian; Training; Publicity; Program; Events; Activities; and others as necessary to accomplish the organization's purpose.

**Section 5.3:** All appointed committee members shall serve at the discretion of the President.

**Section 5.4:** Each elected officer shall serve until the end of the membership year, and thereafter until their successors are installed.

**Section 5.5:** Elected officers may serve successive terms as directed by the BCARC Membership.

**Section 5.6:** Duties of the President. The President:

- a. shall be the presiding official at BCARC meetings, events, and activities.
- b. shall attend all official scheduled meetings, events and activities or delegate a personal representative to be present if he / she is unable to attend.
- c. is an ex-officio member of all committees and boards appointed by him / her.

**Section 5.7:** Duties of the Vice President. The Vice President:

- a. shall take over all duties of the President in the absence of the President.
- b. shall attend all official scheduled meetings, events and activities, unless excused by the President.
- c. shall be the Chairman of the Membership Committee to provide guidance and leadership.
- d. shall be responsible for providing the club meeting program.

**Section 5.8:** Duties of the Secretary. The Secretary:

- a. shall be responsible for the maintenance of the official records.
- b. shall be responsible for issuing the proper communications to inform the respective officials of any important information necessary for the operation of their office.
- c. shall duly notify all of those concerned as to the time and place of any special meetings at the discretion of the President.

**Section 5.9:** Duties of the Treasurer. The Treasurer:

- a. shall be responsible for the maintenance of BCARC financial records with regard to funds received, deposited and disbursed.
- b. shall in conjunction with the Secretary, be responsible to see that all funds disbursed are in accordance with the approved budget or have been approved by the Membership at a regular scheduled meeting.
- c. shall provide a monthly financial report to the Membership at the official meeting of the BCARC and also to the Board of Directors.
- d. shall be responsible for preparing and submitting a financial report to the Membership for its approval at the end of each fiscal year. This report shall be prepared from books and records kept in accordance with generally accepted accounting principles.

## ARTICLE SIX—BOARD OF DIRECTORS

**Section 6.1:** The Board of Directors shall be composed of all elected officers and three (3) members elected by the Membership. Each shall have a voice and one (1) vote upon the call to vote.

**Section 6.2:** In case of a vacancy of any Board of Directors member, it shall be the duty of the Board of Directors to fill the vacancy for the un-expired term, except the Vice President shall automatically succeed the President. In the event of any elected or appointed officer leaving permanently, such office shall immediately be declared vacant.

**Section 6.3:** Four (4) members, two (2) of which shall be currently serving officers, shall constitute a quorum of the Board of Directors.

**Section 6.4:** All legislative, administrative and executive matters not otherwise specifically covered by the provisions of this Constitution and By-Laws or the resolution of the Membership, shall be determined by the Board of Directors, who shall have full legislative, executive, and administrative power between official scheduled meetings of the Membership.

**Section 6.5:** The Board of Directors shall meet on call of the President at such time and place as directed and as otherwise provided by this Article.

**Section 6.6:** The President shall call a meeting of the Board of Directors on the written request of six (6) or more Club members within fifteen (15) days upon receipt of the request.

**Section 6.7:** Members in good standing shall be permitted to attend sessions of the Board of Directors without vote but with voice in its proceeding prior to a vote or regarding an issue on the agenda.

## ARTICLE SEVEN—FINANCES

**Section 7.1:** Annual dues for each member shall be as determined by the Board of Directors and approved by the Membership at an official scheduled meeting, in accordance with this Constitution and By-Laws.

**Section 7.2:** All monies received by the BCARC shall be under custody of the Treasurer and all disbursements shall be by check and signed by the Treasurer or Secretary.

**Section 7.3:** Expenses of officers, elected or appointed, and members in the accomplishment of the BCARC's mission, may be reimbursed with prior approval of the Board of Directors and presentation of a proper receipt.

**Section 7.4:** At the January meeting, the President shall appoint three (3) members as an Audit Committee, designating one (1) member as the Chairman. They shall conduct an audit of the organization's finances and property for the preceding year, encompassing the membership year, January through December. The Committee shall provide a written report of their findings and any recommendations to the Membership at the February meeting.



**Section 7.5:** The Audit Committee shall NOT include the President, Vice-President, Treasurer, or Secretary for the audit year. Nor shall it include any member who has responsibility or control of BCARC finances or has accountability for the organization's property or assets for the audit year.

**Section 7.6:** All disbursements outside of the approved budget exceeding Two Hundred Fifty dollars (\$250.00) shall be approved by the Membership.

**Section 7.7:** An annual budget shall be prepared and presented at the February meeting for Membership approval.

## **ARTICLE EIGHT—AMENDMENTS**

**Section 8.1:** All members will be notified of any proposed amendments to the By-Laws at least fifteen (15) days prior to an officially scheduled meeting.

**Section 8.2:** These By-Laws may be amended at any officially scheduled meeting by the majority vote of the active Membership present, provided that the Membership shall have received notice of the amended document at the previously scheduled official meeting or via the United States Postal System or electronic mail with a posting date no less than fifteen (15) days prior to the vote.

## **ARTICLE NINE—PROCEDURE**

**Section 9.1:** Roberts Rules of Order (Revised) shall be the procedure in all meetings of the BCARC except wherein they conflict with these By-Laws.

## **ARTICLE TEN—MISCELLANEOUS**

**Section 10.1:** Corporation Organization, Dissolution, Seal

**Para. 1:** This Corporation is not organized for profit. It shall issue no stock. No part of its net earning shall inure to the benefit of any individual. No member shall have any pecuniary interest in any of the income, earning, assets or property of this Corporation, nor shall any part thereof be withdrawn or distributed to any of its members.

**Para.2:** Upon final dissolution or liquidation of this Corporation, and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets shall be distributed to a charitable corporation that is determined to have purposes closest to those of this Corporation.

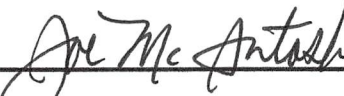
**Para. 3:** The seal of this Corporation shall consist of two (2) concentric circles, between which shall be the name of the Corporation and in the center shall be inscribed: *Incorporated by the State of Alabama, September 3, 1998*: The outline of the state may also be incorporated.

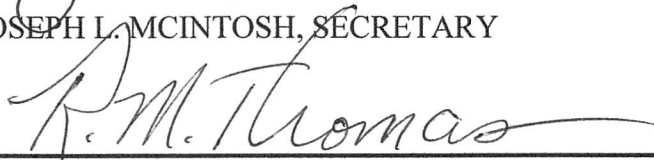
**Section 10.2:** To the extent to which the provisions of these By-Laws are inconsistent with the provisions of a law, rule or regulation published by an agent of the United States government, the State of Alabama or any political sub-division thereof, federal, state, and local laws shall take precedence.

**Section 10.3:** No amendment to these By-Laws shall be effective until approved by the Membership.

**Section 10.4:** The names and addresses of the members of the BCARC, in whatever format, shall not be used for commercial purposes, in support of any partisan political action committee or for any political use, or for any purpose other than one directly connected to the activities of the organization.

THIS IS TO CERTIFY THAT THE HEREIN BY-LAWS WAS DISTRIBUTED TO THE MEMBERSHIP AND ARE TRUE, COMPLETE, AND CORRECT AS AMENDED BY THE MEMBERSHIP ON THE 21<sup>st</sup> DAY OF March 2019.

  
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JOSEPH L. MCINTOSH, SECRETARY

  
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RONALD M. THOMAS, PRESIDENT