

LENOIR AMATEUR RADIO CLUB, Inc.

CONSTITUTION

ARTICLE I PREAMBLE

We, the membership, desiring to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio, by furthering better cooperation among its members, developing individual efficiency, furthering the interest of Amateur Radio by public service, do hereby constitute ourselves LENOIR AMATEUR RADIO CLUB, Inc. (hereafter referred to as the "Club" and/or LARC) and do enact this constitution as our governing law.

The objectives of this organization are:

1. Public Service to the community/Reservoir of Trained Operators in Case of Emergencies.
2. Social Aspect/Fellowship.
3. Promotion of interest in amateur radio communications and experimentation
4. Education of prospective amateur radio operators

LARC is a non-profit organization established in April 1986 and incorporated in the State of North Carolina on _____, 2007, by a group of amateur radio operators to promote the interests of amateur radio and provide public service communications in Caldwell County, North Carolina during public events, emergencies and times of disaster.

LARC is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

LARC is affiliated with the American Radio Relay League (ARRL) and holds the call sign KF4WOD for Field Day and other events.

LENOIR AMATEUR RADIO CLUB, Inc. will be governed by a Constitution and By-Laws as approved by the membership.

ARTICLE II MEMBERSHIP

All persons interested in Amateur Radio are eligible for membership. Classes of membership are as follows:

1. **Full Member:** A person who holds a valid Federal Communications Commission (FCC) Amateur Radio License and

pays the full membership dues or Family Membership dues, as set forth in the By-Laws.

2. **Family Membership:** This type of membership is established to encourage family participation in Club activities. Individual FCC LICENSED family members will have Full Member or Associate member status. This type membership requires at least one member to be a licensed amateur radio operator.
3. **Associate Member:** A person who is interested in Amateur Radio and pays the Associate Membership dues. Associate Members shall not be required to hold a current amateur radio license. Associate Members will not have voting privileges, may not serve on rule-making committees, and may not hold office.
4. **Associate Family Membership:** This type of membership was established to encourage licensed and/or non-licensed family members to participate in club activities.
5. **Charter Member:** Any person having joined the LENOIR AMATEUR RADIO CLUB before September 1, 1986, and having maintained an affiliation with said club, shall be designated as a Charter Member of said Club and shall be afforded all rights and privileges as provided by said Club.
6. **Life Member:** Any person may elect to become a Life Member of the club by remitting dues for a Life Member as set forth in the By-Laws. A Life Member, at his/her discretion, shall remain "dues-free" in the Club for the remainder of his/her natural life, pursuant to other applicable provisions of the Constitution & By-Laws.

Any member may be removed from membership as provided for in the By-Laws.

ARTICLE III OFFICERS

The officers of the Club shall be: President, Vice-President, Secretary, Treasurer, and Newsletter Editor. The offices of the Secretary and Treasurer may be combined into the office of the Secretary-Treasurer. Term of office shall be twelve (12) months (January thru December) and incumbents may be elected/re-elected to fill any officer position, but they may not serve in the same position for more than two full consecutive terms, with the exception of the office of Newsletter Editor.

ARTICLE IV

ELECTION/REMOVAL OF OFFICERS

In October of each year, nominations for the Club's Officers shall be made from the floor and/or presented by a nominating committee, provided such special committee has been appointed by the President. Election of officers shall be held at the regular November meeting.

Vacancies must be filled by special election at the next regular meeting following such vacancy.

Any request for removal of an officer must be detailed in writing and must be signed by at least three (3) Full Members. Upon receipt by a Club Officer of such request, a vote will be held at the next regularly scheduled meeting following full membership notification.

A simple majority of the eligible voting members, voting in person or by written absentee ballot, shall be necessary for the removal of any officer of the Club. Elections, special or regular, may be conducted by a quorum of seven full members, of the general membership, present at any one meeting.

ARTICLE V

DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings and conduct them in accordance with the Constitution and attached By-Laws; sign all official documents; and perform all customary duties of the office of President. Upon retiring office, the President shall serve as ex-officio Officer at large for a period of one year.

Section 2: The Vice-President shall assume all the duties of the President in the absence of the President. The Vice-President will be Chairperson of the Program Committee.

Section 3: The Secretary shall keep a record of the proceedings and attendance of all meetings, maintain the membership roll, maintain a club equipment inventory, prepare correspondence, read the minutes of the previous meeting and any pertinent communications at each monthly meeting, maintain the Constitution and By-Laws of the Club and provide a copy to each member; and in the event of an absence of a newsletter, notify all members of meetings (date/time/place) and/or cancellations. Additionally, the Secretary will ensure that voting members are thoroughly briefed and knowledgeable when Constitution/By-Laws amendments or election of officers will be the topic at the upcoming meeting. At the expiration of term of office, the Secretary shall turn over to the

successor all pertinent documents, minutes, inventories, records, etc.

Section 4: The Treasurer shall prepare a receipt for all monies and/or property donated to the Club or received as dues and shall keep a record of all income and expenditures. The Treasurer shall pay all bills out of a Club checking account. Expenditures exceeding one hundred dollars (\$100.00) not brought before the membership at a regular club meeting will require authorization by at least two additional Club Officers. The Treasurer shall report receipts and disbursements at each monthly meeting. At the expiration of term of office, the Treasurer shall turn over to the successor all financial records, monies, statements, correspondence, etc.

Section 5: The Newsletter Editor shall be responsible for compiling and distributing the monthly club newsletter via the official Website Newsletter Section and/or the club's Calendar-Grid Section. The newsletter (or calendar-grid) will serve to notify members of meeting date, time, and place. In the event a club member does not have internet access for retrieval of the Newsletter, a printed copy will be made available and presented to the member at the next regularly scheduled meeting.

Section 6: All club officers not specifically mentioned in Section 3 & 4 above, will, in like manner, relinquish all pertinent records to their successor at the expiration of their term of office.

Section 7: Orientation of Officers. In December of each year, after the November elections, the outgoing and incoming officers shall meet to discuss any problems and/or pending Club business. Incoming Officers shall familiarize themselves thoroughly with the Constitution and By-Laws in general and with the duties of their respective offices in specific. All outgoing Officers, with the exception of the President, shall serve as ex-officio officers at large for a period of one (1) month.

ARTICLE VI AMENDMENTS

This Constitution and/or By-Laws may be amended by a majority vote of the Full Voting Membership, provided each member has been advised of the intent to amend the Constitution and/or By-Laws at a specified meeting. Proposals for amendments must be submitted in writing at a regular monthly meeting. Voting can be in person or by written absentee ballot.

ARTICLE VII **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be used as a guideline for the proceedings of all meetings of this Club.

ARTICLE VIII **CLUB EQUIPMENT and PROPERTY**

All Club equipment and property shall be inventoried by the Club Secretary at the beginning of each year. Members wishing to borrow said equipment or property shall be required to check said equipment or property, in and out, using such facilities as provided by the Club. Any damage or loss of equipment in this category will be the responsibility of the person to whom the loan was made. The extent of the liability will be assessed by the Club. The President, at his discretion, may order the return of any borrowed Club equipment at any time such action is deemed necessary.

ARTICLE IX **FUNDS**

No funds of the net earnings of the club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 above. No substantial part of the activities and/or funds of this organization shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue tax code.

ARTICLE X **DISSOLUTION / DORMANCY**

In the event the Club is dissolved, as set forth below, or becomes dormant for a period of not less than twelve (12) consecutive months, uncommitted funds and property held at the time of dissolution or dormancy shall be disposed of in accordance with

this Article.

The Club may be dissolved with the assent in writing and signed by not less than three fourths (3/4) of its remaining members in good standing. In the event the club should fall into a state of dormancy, as defined in this Article, the last duly elected officer or officers of the Club shall dissolve the corporation in accordance with the provisions of this Article.

Upon the dissolution and winding up of the affairs of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied and discharged, the remaining assets of the corporation, if any, shall be distributed for one or more tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax 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 the General Court of Justice of Caldwell County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI REFRESHMENTS

Possession of, consumption of, or being under the influence of alcoholic beverages or illegal drugs at any club event/function or at any regular or special Club meeting or emergency operations of the Club will not be allowed and may be deemed cause for prompt eviction from the function and removal from membership in LENOIR AMATEUR RADIO CLUB. Refreshments of a non-alcoholic nature may be furnished at the Club's expense at Club functions.

ARTICLE XII CLUB NEWSLETTER

The Club shall support a monthly newsletter through membership dues. Club members may access the Newsletter via the official Lenoir Amateur Radio Club Website on the Internet. Occasional complimentary copies may be emailed or mailed to non-members using conventional methods.

ARTICLE XIII ARRL CLUB AFFILIATION

The Club shall be affiliated with the American Radio Relay League (ARRL). Since ARRL affiliation requires 51% of a club to be ARRL

members to maintain affiliation, all members are encouraged to become members of the ARRL. If the Club drops below the 51% level and loses its affiliation, it will seek re-affiliation when the 51% rule is once again attained.

ARTICLE XIV **CLUB LICENSE TRUSTEE**

The Trustee for the Club license shall hold a current amateur radio license, issued by the FCC, and shall be appointed by the Club President. If the appointed Trustee leaves the Club or resigns as the Trustee, The President shall appoint a replacement Trustee which meets the stipulated requirements above. The Trustee shall be responsible for updating the license with the FCC and ARRL, as required.

LENOIR AMATEUR RADIO CLUB, Inc.

BY-LAWS

SECTION 1: PRINCIPAL OFFICE

The principal office of the corporation in the State of North Carolina shall be located at P.O. Box 3276, Lenoir, North Carolina 28645.

SECTION 2: REGISTERED OFFICE and AGENT

The corporation shall have and continuously maintain in the State of North Carolina a registered office and a registered agent whose office is identical with such registered office.

SECTION 3: MEETINGS

Meetings shall be held at such place, date, and time as the President may direct. A minimum of seven (7) Full Members (quorum) must be present to constitute a legal meeting. A simple majority of Full Members present will be required to conduct routine business of a minor nature, unless otherwise specified in the Constitution.

SECTION 4: DUES

Dues shall be assessed on an annual basis (January 1st through December 31st) as follows:

- (A) Full Membership: \$ 15.00 per year
- (B) Family Membership: \$ 25.00 per year for entire family subject to provisions of Article I of Constitution.
- (C) Associate Membership: \$ 10.00 per year
- (D) Family Associate Membership: \$ 15.00 per year
- (E) Life Membership: A Life Membership is offered to any Full Member at the rate of ten (10) times the applicable yearly membership fee.

Any or all classes of annual dues may be adjusted by a vote at any legal meeting (quorum present) of the club. New members accepted after July 1 shall be allowed membership at the following prorated scale, for the remaining year:

- (A) Full Membership: \$ 1.50 per month
- (B) Family Membership: \$ 2.50 per month
- (C) Associate Membership: \$ 1.00 per month
- (D) Family Associate Membership: \$ 2.00 per month

Membership in the Club will be automatically terminated if an individual (Member, Family, Associate, or Family Associate) status becomes three (3) months in arrears in yearly dues. Reinstatement of membership, after study of individual case by Club Officers, can be accomplished by payment of back and/or current dues. Additionally, a simple majority vote by those present at a regular meeting may be required for reinstatement of the member(s) into the club membership, if so directed by the Club President.

SECTION 5: MEMBERSHIP APPROVAL OR REMOVAL

- (A) Applications for membership shall be submitted in writing, on proper club application form, at a regularly scheduled meeting, in person, or by mail to any officer. Applicant shall be accepted, upon majority approval of members present. Each applicant shall take note that by signing the approved membership application form, the applicant agrees to be bound by the LENOIR AMATEUR RADIO CLUB Constitution and By-Laws.
- (B) Any member may be removed from membership by a majority vote of the voting membership, voting in person or absentee ballot, provided that the member be notified by the Club Officers of the charges against the member and the member be permitted to appear before a meeting of the Club Officers, of which meeting the member shall be notified at least fifteen (15) days in advance of the meeting date. The Club Officers shall notify the membership of their vote prior to the vote of the membership. If the accused member resigns, no further action need be taken and the member will be dropped from the membership roster.

SECTION 6: OWNERSHIP OF REPEATER SYSTEM and OTHER EQUIPMENT

Any acquired repeater system, including buildings, towers, antennas, and radio equipment and/or accessories, having been purchased by the corporation and/or donated funds will be the sole property of the LENOIR AMATEUR RADIO CLUB, Inc. If such equipment is placed on private property and would be difficult to move, the property owner, at his discretion, may purchase the equipment at its appraised value if the Club ceases to exist through

dissolution. Appraisal can be accomplished by internet online methods or by other sources offering same or similar equipment. Any monies collected from this source shall be placed in the Club treasury for further disposition.

SECTION 7: STANDING COMMITTEES

The President-elect, conferring with the other incoming officers, has the option of keeping or changing the standing committees except as otherwise noted in this section.

(A) Repeater Committee

This committee shall consist of at least three (3) members. The President will select the Chairperson of this committee. The function of this group is to maintain the repeater according to the standards and operational procedures prescribed by the FCC and, if coordinated, to the South Eastern Repeater Association (SERA) guidelines. A committee member will present a repeater status report upon request.

(B) Disaster Unit Mobile Trailer Committee

This committee shall consist of at least three (3) members. The President will select the Chairperson of this committee. The function of this group is to equip, support, and maintain the Disaster Unit Mobile Trailer according to the plan set forth by the general membership of the club. The aforementioned trailer shall be made available for use by designated members of the Lenoir Amateur Radio Club, Inc. (LARC) and/or the Caldwell Amateur Radio Emergency Service (CARES) for functions, events, disaster training, or actual declared emergencies (natural or man-made).

(C) Program Committee

The Chairperson of this committee will be the Club's Vice-President who will select two (2) additional committee members. The responsibilities of this committee shall be, but not limited to, planning entertaining, interesting and informative programs for presentation at Club meetings.

(D) Constitution and By-Laws Committee

The Constitution and By-Laws committee shall be appointed and convened at least one time per year to review the Constitution and By-Laws in affect at the time and to make recommendations for changes, according to the process defined in Section 16.

(E) Special Committees

Special committees will be appointed by the President as the need arises.

SECTION 8: FISCAL YEAR

The fiscal year of the corporation shall be from January 1st through December 31st of each year.

SECTION 9: SEAL

The officers shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and in the center of which is inscribed SEAL.

SECTION 10: WAIVER OF NOTICES

Whenever any notice is required to be given under the provisions of the statutes of the State of North Carolina or the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 11: FUNDS

No funds of the net earnings of the club shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the organization 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 above. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles the organization shall not carry on any other purpose no permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue tax code.

SECTION 12: BOND

The membership may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required.

SECTION 13: INDEMNITY of OFFICERS

Subject to any restrictions of applicable law the corporation may, by action of the Officers or former Officers of the corporation, protect itself against (a) expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of any threatened, pending or completed action, suit or proceeding in which they are made or threatened to be made a party by reason of being or having been such officer, and (b) payments made by them in satisfaction of any judgment, a money decree, fine, penalty or settlement for which they may have become liable in any such action, suit or proceeding, except in either case in relation to matters as to which they shall have been adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct, including criminal action, in the performance of his duty. The corporation may, by action of the membership, provide at the expense of the corporation, insurance protection with respect to such indemnification of officers of the corporation and such other or additional protection to the corporation and its officers as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations relating to the tax exempt status of the corporation and to the affairs of the corporation

SECTION 14: DISCLAIMER of ENDORSEMENT

No Individual, Full member, Family member, Associate member, Charter member or Life member, or any group thereof, has the authority to endorse or recommend any product or service in the name of the Lenoir Amateur Radio Club, Inc. This does not preclude the membership on voting to allow an endorsement if such endorsement would serve the purposes of the corporation.

SECTION 15: GENDER

As used in these By-Laws, the masculine pronoun shall include the feminine.

Section 16: AMENDMENT or REPEAL of BYLAWS

These By-Laws may be amended or repealed by a majority vote of the members present at any regular meeting or at any special meeting called for such purpose, at which a quorum is present; provided that all members have been given notice of the intent to amend the By-Laws at said meeting. However, no such action shall change the purposes of this corporation so as to impair its rights and powers under the laws of the State of North Carolina, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation.

Proposed amendments to the By-Laws shall be published on the LARC website at least thirty (30) days prior to calling for a vote at a general meeting and/or may be distributed to all members attending the next general meeting where the vote on the amendments shall be taken.

APPROVAL

We, the undersigned officers of the Lenoir Amateur Radio Club, Inc., certify that these Constitution and By-Laws were approved and duly adopted by a majority vote of all members of the corporation who were present at a general meeting on January __, 2008.

With this approval, the former Constitution and By-Laws of the Lenoir Amateur Radio Club are replaced in their entirety with this document dated the ____ day of January, 2008.

Jerry Gragg, KF4PJL
President

Robert Reid, WR4UNC
Vice President

Michelle Suddreth, KD4YTU
Treasurer

Joy Aldridge, KI4SLT
Secretary

Jim Rogers, N4EUX
Editor

(Corporate Seal)