

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 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 *SOUTH BALDWIN AMATEUR RADIO CLUB*.

Section 2: South Baldwin Amateur Radio Club (SBARC), 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—POWERS

Section 1: To have perpetual succession, with power to sue and be sued in courts of law and equity; to receive, hold, own, use and dispose of such real estate and personal property as shall be necessary for its corporate purposes; to adopt a constitution, by-laws and regulations to carry on its purposes, not inconsistent with the laws of the United States or the State of Alabama; to use, in carrying out the purpose of the organization, such emblems and badges as it may adopt; to establish and maintain offices for the conduct of its business and generally do any and all such acts and things as may be necessary and proper in carrying into effect the purposes of the organization.

ARTICLE III—MEMBERSHIP

Section 1: Any person who has an interest in Amateur Radio communications shall be eligible for membership, provided such interest is in accordance with communication as defined by the laws, rules and regulations of the United States of America that govern Amateur Radio.

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 SBARC 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 South Baldwin Amateur Radio Club 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 IV—OFFICERS

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

Section 2: Appointed: The President may appoint a Club 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 V—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 two 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 will be composed of the President, Vice President, Treasurer, Secretary, Immediate Past President, and two elected members from the membership.

ARTICLE VI—LEGISLATION

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

ARTICLE VII—EXECUTIVE

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

ARTICLE VIII—AMENDMENTS

This Constitution may be amended at any officially scheduled meeting, by a majority vote of the membership thereat, 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 21st
DAY OF April 2011.

RICHARD P. LEE, SECRETARY

DON PAPE, PRESIDENT

SOUTH BALDWIN AMATEUR RADIO CLUB BY-LAWS

ARTICLE ONE—ORGANIZATION

Section 1.1: Governing Bodies

The governing bodies of the organization 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 (25%) percent of the active members in good standing are represented.

Section 4.2: At the September meeting, the President shall appoint a nominating committee to review and select from written applications submitted by members of the SBARC, desiring to become an elected officer or board 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.

After interviewing the candidates, the nominating committee will select a candidate for each elected office and report its slate to the floor.

Then the nominating committee will be dismissed by the President, who shall then open each SBARC office, in turn, for nominations from the floor, which shall be in addition to those recommended by the nominating committee. Nominations for any position shall not be closed until there has been no response to three calls for nominations from the floor. After all nominations are closed, the election process shall begin.

ARTICLE FIVE—OFFICERS

Section 5.1: The membership at the October meeting shall elect the following officers to serve for the ensuing year; a President, a Vice President, a Secretary, a Treasurer.

Section 5.2: The newly elected President may appoint the following officers: Club 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: Immediately following the close of each annual election, the President (Elect) will select three individuals as an Audit Committee, designating one member as the Chairman. Members so selected will be approved by the membership. They will conduct an audit of the organizations finances and property for the preceding year, encompassing the membership year, January through December. The committee will provide a written report of their findings and any recommendations to the membership at the January meeting.

Term of office will be as specified in Article 7.4 and they may be reselected at the membership's discretion.

Section 5.4: The Audit Committee will NOT include the President, Vice-President, Treasurer, or Secretary. Nor will it include any member who has responsibility or control of the SBARC finances or has accountability for the organization's property or assets.

Section 5.5: All appointive committee members shall serve at the discretion of the appointing power.

Section 5.6: Each elective officer shall serve until the end of the membership year, and thereafter until their successors are installed.

Section 5.7: Elected officers may serve successive terms as directed by the South Baldwin Amateur Radio Club membership.

Section 5.9: Duties of the President. The President:

- a. shall be the presiding official at the South Baldwin Amateur Radio Club's meetings, events, and activities. He/she may delegate this duty at events and activities only.
- 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.

The President is an ex officio member of all committees and boards appointed by him/her.

Section 5.10: Duties of the Vice President. The Vice President:

- a. will 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. will be responsible for providing the club meeting program.

Section 5.11: Duties of the Secretary. The Secretary will:

- a. be responsible for the maintenance of the official records.
- b. be responsible for issuing the proper communications to inform the respective officials of any important information necessary for the operation of their office.

- c. duly notify all of those concerned as to the time and place of any special meetings at the discretion of the President.
- d. in conjunction with the Treasurer, see that all funds disbursed are in accordance with the approved SBARC budget or have been approved by the membership at a regular scheduled meeting.

Section 5.12: Duties of the Treasurer. The Treasurer will:

- a. be responsible for the maintenance of the SBARC financial records with regard to funds received, deposited and disbursed.
- b. 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. provide a monthly financial report to the membership at the official meeting of the SBARC and also to the Board at that meeting.
- d. 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 (the Board) shall be composed of all elective officers and the immediate past President and two (2) 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 elective officers, it shall be the duty of the Board to fill the vacancy for the un-expired term, except the Vice President shall automatically succeed the President. In the event of any elective or appointive officer leaving the State permanently, such office shall immediately be declared vacant.

Section 6.3: Five (5) members shall constitute a quorum of the Board.

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, who shall have full legislative, executive, and administrative power between official scheduled meetings of the membership.

Section 6.5: The Board shall determine the location of the SBARC Headquarters.

Section 6.6: The Board shall meet on call of the President at such time and place as directed and as otherwise provided by this Article.

Section 6.7: The President shall call a meeting of the Board on the written request of six (6) or more members within fifteen (15) days upon receipt of the request.

Section 6.8: Members in good standing shall be permitted to attend sessions of the Board 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 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 SBARC shall be under custody of the Treasurer and all disbursements shall be by check and signed by two of the three officers serving as the President, Treasurer or Secretary.

Section 7.3: Expenses of officers, elected or appointed, and members in the accomplishment of the SBARC's mission, may be reimbursed with prior approval of the Board and presentation of a proper receipt. Normally, reimbursement will be limited to postage, office supplies and other small incidentals.

Section 7.4: Audit Committee: This committee shall consist of three members to be selected by the President and approved by the membership at the last official business meeting of the fiscal year. The Chairman shall be appointed by the President and will serve at his/her discretion. One Audit Committee member will be elected for a term of three years and the second for a term of two years to provide continuity in accountability, in accordance with accepted accounting practices.

Section 7.5: All disbursements exceeding One Hundred (\$100.00) shall be approved by the membership.

ARTICLE EIGHT—AMENDMENTS

Section 8.1: All members will be notified in writing of any proposed amendments to the Constitution and 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 membership present, provided that 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 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 South Baldwin Amateur Radio Club except wherein they conflict with these By-Laws.

ARTICLE TEN—MISCELLANEOUS

Section 10.1: Corporation Organization; dissolution; nomenclature; Seal; Patch

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 a court of competent jurisdiction determines to have purposes closest to those of this Corporation.

Para. 3: The seal of this corporation shall consist of two 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.

Para. 4: The patch, or logo of the SBARC will be a light gray cloth, with the outline embroidered in dark blue thread, forming an arch at the top and with inward slanting sides. Embroidered in red thread following the top contour, will be the words, South Baldwin. Centered on the patch will be an embroidered lime green outline forming the State of Alabama. The state will be embroidered in bright yellow thread and will contain the words, Amateur Radio Club, in black, except the first letter shall be red. Below this will be a rendering of a radio tower transmitting, a radio with mike and a computer. The location of the SBARC will be embroidered in the shape of a star in bright red thread.

Section 10.2: To the extent to which the provisions of this Constitution and By-Laws are or may at any time be inconsistent with the provisions of an law, rule or regulation published by an agent of the United States government, the State of Alabama or any political sub-division thereof, such rule of law as now in force or as hereafter amended, this instrument shall be deemed so as to conform thereto.

Section 10.3: No amendment to this Constitution and/or By-Laws will be effective until approved by the members.

Section 10.4: The names and addresses of the members of the South Baldwin Amateur Radio Club, 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.

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