

**CONSTITUTION AND BYLAWS OF THE  
SPRING HILL AMATEUR RADIO CLUB, INC.  
A Florida Not-for-Profit Corporation**

**ARTICLE I  
Name**

The legal name of this Corporation is the Spring Hill Amateur Radio Club, Inc. Under appropriate circumstances, this Corporation may also be known as the S.H.A.R.C, Inc.

**ARTICLE II  
Purposes**

This Constitution and Bylaws, in conjunction with the Articles of Incorporation, are to serve as the governing documents of the Corporation. The purposes for which the Corporation is formed are:

1. Encouraging and improving the amateur radio service by advancing skills in both the communications and technical phases of the art.
2. Expanding the existing reservoir within the amateur radio service of trained operators, technicians and electronics experts by providing education, training opportunities, and licensing examinations.
3. Educating and informing the public about the benefits associated with the amateur radio service.
4. Educating the general public through SKYWARN weather training programs to foster public safety and awareness of amateur radio's benefits to the community by providing and assisting in providing emergency communications services for the benefit of the public.
5. Fostering emergency preparedness among amateur radio operators in West-Central Florida by establishing and maintaining an amateur radio repeater for use in the SKYWARN weather spotting network for the National Weather Service as well as cooperative emergency preparedness efforts with local, state, and federal emergency services and disaster responders.
6. Establishing and maintaining an emergency backup communications repeater system to support the Police and Fire Departments of the Hernando County, Florida, and surrounding areas, in the case of primary system failure.

7. Providing amateur radio operators in West-Central Florida with opportunities for education, training, fellowship, operating, and contesting in order to maintain a high level of preparedness, teamwork, and technological expertise to further benefit the public in the event of emergencies.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers, including the power to buy, sell, and hold title real and personal property, conferred by the laws of the State of Florida upon not-for-profit corporations;

The Corporation is organized exclusively for educational, public safety, charitable, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1986, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended; and

No substantial part of the activities of the Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, and the Corporation 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.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation can be distributed to, or can inure to the benefit of its directors or officers, or other private individual having directly or indirectly, any personal or private interest in the activities of the Corporation; except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated herein and in the Articles of Incorporation.

### **ARTICLE III** **Service Area**

The service area of the Corporation shall be West-Central Florida, but this shall not prohibit the Corporation from participating in any activities outside this service area.

### **ARTICLE IV** **Membership**

MEMBERSHIP: There shall be three (3) classes of membership: FULL MEMBERSHIP, ASSOCIATE MEMBERSHIP, and FAMILY MEMBERSHIP.

FULL MEMBERSHIP is open to all licensed amateurs and includes all club privileges, including the right to hold office and having voting privileges in the club.

ASSOCIATE MEMBERSHIP is open to all individuals with an interest in or support of amateur radio, solely with a personal aim, and without pecuniary interest EXCLUDING the right to hold office and to vote.

Membership shall be by written application to any officer of the club and election by the members at any regular meeting, upon such terms as the club shall by its by-laws provide.

FAMILY MEMBER: A FAMILY member as defined herein is:

Any licensed Amateur, part of the immediate family thereof, (husband or wife), (son or daughter under the age of twenty one (21) unless still in school), residing with a dues paying member of this club, in the same household will be considered a member of this club with full privileges and be exempt from dues requirements. Persons under the age of eighteen (18) cannot hold office or vote.

## **ARTICLE V** **Dues**

Annual dues will be charged to support the Corporation's educational, public safety, and other activities and purposes.

Changes in the amount of dues may be recommended by the Board of Directors at the November General Meeting. Members will vote to accept or reject this recommendation at the regular meeting in November. Dues amounts will be for a one year period (January 1st to December 31st). Payment of dues by members will be made to the Treasurer no later than the general meeting in January.

Non-Payment of Dues Failure to pay annual membership dues by the time specified will cause membership to terminate at that time. Membership can be reinstated by payment of the appropriate full annual membership dues without regard to any monthly *pro ration*.

## **ARTICLE VI** **Meetings of the Members**

These By-laws provide for regular and special meetings. Regular meetings shall be held monthly at such place as the President shall order. Special meetings may be called by the President himself or upon the request of three (3) members of the board or three (3) members of the club in good standing. Notice shall be given to members concerning special meetings and the business to be transacted. Such notice shall be given either by telephone or by ordinary postal delivery so long as it will be received by the member forty-eight (48) hours before the meeting time. At such meetings a QUORUM of the membership present shall be sufficient for the transaction of business.

**ARTICLE VII**  
**Directors and Officers**

Section 1: The officers of this club shall be: President, Vice President, Secretary, Treasurer, and Registered Agent. However, the Secretary and Treasurer may be combined as one office if it becomes necessary to do so for the good of the club. Officers may succeed themselves in office if elected.

Section 2: The officers of this club shall be elected for a term of one (1) year by a ballot of a majority of the members present, provided a quorum is present, a quorum being three (3) members of the board and twelve (12) members of the club. (See RULE # 1 amended February 1999). The election shall take place at the regular meeting in the last month of the calendar year.

Section 3: Vacancies occurring between elections may be filled by appointment by the board for the remaining term of office or until a special election can be held following withdrawal or resignation.

Section 4: Officers may be removed by a MAJORITY vote of the members present at any meeting as long as there is a quorum present. See Rule # 1.

Section 5: There shall be a Board consisting of the five (5) Officers of the club: President, Vice President, Secretary, Treasurer, Registered Agent , and three (3) Directors elected from the membership at large for a total of eight (8). The past President shall be a member of the board in an advisory position without voting privileges. A QUORUM of the board shall be any four voting members present. The term of office for a director shall be three (3) years, one director being replaced by election each year to maintain the continuity of the board.

**ARTICLE VIII**  
**Duties of Elected Officers**

Section 1: The President shall preside at all meetings of this club and conduct same according to the rules adopted. He or She shall enforce due observance of these By-laws, decide all questions of order, sign all official documents that are adopted by the club, and perform all other customary duties pertaining to the office of President, including appointments for committees which shall be designated by the President as necessary to carry out the objectives of the club.

Section 2: The Vice President shall assume all the duties of the President in His or Her absence.

Section 3: The Secretary shall keep a written record of the proceedings of all meetings for a period of three (3) years, keep a roll of members, carry on correspondence, read communications at each meeting, and mail special meeting notices to each member.

He or She shall, at the expiration of His or Her term, turn over all items belonging to the club to His or Her successor at the next meeting.

It shall also be the duty of the Secretary to keep the Bylaws and have them with Him or Her at every meeting. He or She shall cause all amendments, changes, and additions to be noted in a special log and shall permit the same to be consulted by members upon request.

Section 4: The Treasurer shall receive and receipt all monies paid to the club, keep an accurate account of all monies received and expended. He or She shall pay all bills with proper authorization by the club or its officers as appropriate. All payments shall carry the signature of the Treasurer. In His or Her absence, the Secretary or President or Vice President may sign same. He or She shall, at the expiration of His or Her term, turn over everything in His or Her possession belonging to the club to His or Her successor at the next meeting.

Section 5: The Registered Agent shall be responsible for (1) filing the annual non-profit federal tax return,(2) applying for the annual not-for-profit Florida certificate,(3) annually updating the pertinent club information with the ARRL, (4) annually (or as needed) updating the club equipment inventory sheet, (5) updating the roster of club officers, directors, Committee persons, and others, and (6) filing any other needed paperwork outside the purview of the other Officers.

## **ARTICLE IX** **A.R.R.L. Affiliation**

It is the policy of this Corporation to be recognized as an American Radio Relay League Affiliated Club.

The Board of Directors of this Corporation shall use their best efforts to obtain and maintain this Corporation as an American Radio Relay League Affiliated Club.

It is the policy of this Corporation that membership shall not be denied to any person solely for the purpose of allowing the Corporation to become or remain an American Radio Relay League Affiliated Club.

## **ARTICLE X** **Indemnification**

Each of the Corporation's officers, directors, employees or agents, whether or not then in office, and their respective executors, administrators, and heirs, and each of the foregoing who is or was serving at the request of the Corporation as a director or officer (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by law, as not in effect

and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his or her capacity, or arising out of his or her status, as a director, officer, employee or agent of the Corporation, or, if serving at the request of the Corporation as a director or officer of another corporation, unless the conduct giving rise to said liability is adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The indemnification provided by this Article shall not be exclusive of any other right to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the Corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

The corporation shall acquire and maintain liability insurance in an amount determined to be sufficient by the Board of Directors.

**ARTICLE XI**  
**Dissolution & Disposition of Corporate Assets**

The assets of this Corporation are irrevocably dedicated to educational, charitable, scientific, public service, and public safety purposes.

Liquidation, dissolution or abandonment of this Corporation will not inure the assets of the Corporation to the benefit of any private person, except as to one or more non-profit funds, foundations, corporations or other organizations which at the time of distribution shall have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions thereto, said beneficiary or beneficiaries to be selected by the Board of Directors.

**ARTICLE XII**  
**Amendments**

Proposals for amendments to the By-laws shall be submitted at any regular meeting. A quorum shall decide whether or not the amendments shall be submitted to the board for further action.

These By-laws may be amended only by two-thirds of the votes cast. Ballots will be sent to all members in the club newsletter.

Adopted by the Members pursuant to the procedural requirements of the previous Constitution and Bylaws on the 17<sup>th</sup> day of January, 2013.

*Walt Piper W8CPO*  
Walt Piper W8CPO, President

*Alan McGrew KC4MTS*  
Alan McGrew KC4MTS, Secretary

S.H.A.R.C.

SPRING HILL AMATEUR RADIO CLUB

RULES

These rules amended and voted on by two thirds of the membership present at the meeting **February 1999**. To become attached to and become a part of the By-laws effective as of this date.

RULE # 1 Article 2 Section 2, also Article 4 and any other reference to a quorum shall be amended as follows:

1- **Three (3)** members of the board and **twelve members (12)** of the club in attendance shall constitute a **quorum**. A quorum must be present at any meeting in order to conduct business.

2- From the above date the "Past President" shall serve on the board in an advisory position **without voting privileges** so as to alleviate any possibility of a tie vote.