

# CONSTITUTION OF THE SPRING HILL AMATEUR RADIO CLUB, INC.

## 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

The Constitution and By-laws, 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 electronic experts by providing education, training opportunities and licensing examinations.
3. Educating and informing the public about the benefits associated with amateur radio service.
4. Supporting emergency backup communications repeater system to support the Emergency Services of Hernando County, Florida and surrounding areas in the case of primary system failure.

## Article III

### Membership

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application submitted to any Officer.

Membership may not be denied, and no member shall be excluded from any club function or activity because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.

There shall be three (3) classes of membership: Full membership, Associate membership, and Family membership.

Full membership is open to all licensed amateur radio operators and includes all club privileges, including the right to hold office and 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.

Family membership. A Family member is defined herein as a licensed amateur radio operator, part of the immediate family thereof, residing with a dues paying member of this club, in the same household will be considered a member of this club with Full membership privileges.

Any member under the age of eighteen (18) cannot hold office or vote.

#### Article IV

##### Dues

The club, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments may be cause for removal from the club.

#### Article V

##### Meetings

This Constitution provides for Board, regular and special meetings.

A quorum, as defined in the by-laws, must be present at any meeting in order to conduct business.

Board meetings shall be held quarterly.

Regular meetings shall be held monthly.

Special meetings may be called by the President or upon request.

#### Article VI

##### Officers

###### Section 1. Officers

The officers of this club shall be President, Vice President, Secretary, Treasurer, Registered Agent, and three (3) Directors.

###### Section 2. Directors

There shall be a Board of Directors 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).

### Section 3. Election

The Officers and Directors of this club shall be elected for a term of two (2) years by a ballot of the members present, provided a quorum is present. The President, Secretary, and one (1) Director will be elected for terms starting in even numbered years and the Vice President, Treasurer, and the other two (2) Directors will be elected for terms starting in odd numbered years.

The election shall take place at the regular meeting in the last month of the calendar year.

The Registered Agent shall be appointed by the board of directors as necessary.

The Officers and Directors shall at the expiration of their term turn over all items in his/her possession belonging to the club to their successor at the next meeting.

### Section 4. Vacancies

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 the vacancy.

### Section 5. Eligibility

In order to hold an office, an individual must be a full member in good standing for at least six (6) months and be at least eighteen (18) years old at the time of the election.

### Section 6. Resignation

Any Officer or Director may resign their position in writing to a Board member at which time all records and assets belonging to the club will be turned over to the President or Vice President.

### Section 7. Removal

Officers may be removed for cause, as defined in the By-Laws.

## Article VII

### Duties of Officers

#### Section 1. President

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 the By-laws, decide all questions of order, sign all official documents that are adopted by the club, annually update the pertinent club information with the ARRL, and perform all other customary duties pertaining to the office of the President.

#### Section 2. Vice President

The Vice President shall assume all the duties of the President in his/her absence. In addition, he/she shall facilitate club activities and advance club interest and activity as approved by the club.

#### Section 3. Secretary

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, and send special meeting notices to each member.

It shall also be the duty of the Secretary to keep the By-laws and have them with him/her at every meeting. He/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. Treasurer

The Treasurer shall receive and receipt all monies paid to the club, keep an accurate account of all monies. He/she shall pay all bills with proper authorization by the officers as appropriate. All payments shall carry the signature of the Treasurer. In the Treasurers absence, the Secretary or Vice President may sign same. At each Board meeting he/she shall report itemized disbursements and receipts.

#### Section 5. Registered Agent

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) maintaining a current club equipment inventory sheet, (4) filing any other needed paperwork outside the purview of the other officers.

#### Section 6. Director

The Director shall actively participate in meetings, review financial reports, and ensure informed decision making to protect the clubs' assets.

Directors are responsible for ensuring compliance with all applicable laws and regulations, adherence to the By-laws, and remaining focused on the stated mission.

Directors shall provide financial oversight and ensure proper financial controls are in place to prevent fraud and review financial statements to ensure stability.

Directors are expected to attend and participate in regular, board and committee meetings, and act as ambassadors and advocates for the organization in the community.

#### Article VIII

##### Club Call Sign

The club has the call sign KF4IXU as provided by FCC rules Part 97

The President shall assign trusteeship of the club call sign.

The trustee shall: 1) be a Full member in good standing, 2) meet FCC requirements, and 3) not had his/her Radio Amateur license revoked or sanctioned at any time.

#### 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 officers of this corporation shall use their best efforts to obtain and maintain this club as an American Radio Relay League affiliated club.

#### Article X

##### Indemnification

Each of the corporations 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 an officer or director (including the heirs, executors, administrators or estate of such person) shall be indemnified by the club as of right to the fullest extent permitted or authorized by law, as not in effect and as hereafter amended, against any liability, judgement, fine, amount paid in settlement, cost and expense (including attorney's 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.

## Article XI

### Dissolution of the Club

#### Section 1. Termination of Operations

In the event that the Board of Directors vote that the club should be dissolved, the motion for dissolution must receive more than two thirds vote of the full membership to pass.

#### Section 2. Disposition of Assets

The Board of Directors shall handle the disbursement of all assets of the club.

No individual or group of individuals shall receive benefit from the assets.

All equipment will be donated to a non-profit organization, or be sold and net proceeds donated to a non-profit organization

All remaining cash will be donated to a non-profit organization.

## Article XII

### Amendments

#### Section 1. Constitution

Proposals for amendments to the constitution shall be at any regular meeting. A quorum shall decide whether the amendments shall be submitted to the Board of Directors for further action.

The constitution may be amended only by two thirds of the votes cast after the full membership has been notified of the vote at least 48 hours prior.

#### Section 2. By-laws

Proposal for amendments to the by-laws shall be made to the Board of Directors at any regular meeting. The Board will determine if the proposal is to be brought to the membership for approval.

The by-laws may be amended only by two thirds of the votes cast at a regular meeting.