

October 8, 2009

**By - Laws**

**of the**

**Whitley County**

**Amateur Radio Club, Inc.**

# WCARC, INC. BY-LAWS

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## Revision History

	11 October 1990	Original Draft
	10 November 1994	Revision
	9 February 1995	Updated for Check Signatures
	8 October 2009	Updated

# WCARC, INC. BY-LAWS

## Article I

### *Meeting of Members*

- Section 1: If a special membership meeting is requested in writing by 25 % of the membership, the President must schedule this meeting to occur within 30 days of the receipt of the request.
- Section 2: Notification of special meetings must be issued a minimum of 7 days in advance of the date of the meeting. Only business for which the special meeting was convened shall be conducted and all other business must be presented at the next regular meeting.

# WCARC, INC. BY-LAWS

## Article II

### *Elections and Board Vacancies*

- Section 1: The Board of Directors shall be elected by receiving a majority of votes by the members present and voting at the election meeting (provided there is a quorum present)
- (a) No members may hold more than one office except in the case of the office of Secretary or Treasurer which may be combined and held concurrently by one member.
- Section 2: If the office of the President becomes vacant, the Vice-President shall proceed to the office of President for the unexpired term of office.
- Section 3: If any other office of the Board of Directors becomes vacant, the Board of Directors shall appoint a person to fill the position for the unexpired term.
- An appointed Director at Large shall serve until the end of the calendar year and a permanent replacement for the remainder of the vacant term shall be elected at the next annual election meeting.
- Section 4: An office may become vacant by resignation in writing or declared vacant by a majority vote of members present at a special meeting, provided there is a quorum.

# WCARC, INC. BY-LAWS

## Article III

### *Board of Directors*

- Section 1: The Board of Directors, as defined in the constitution, shall have general supervision of the affairs of the club between its regular meetings, make recommendations to the club, and shall perform such other duties as are specified in these by-laws. The Board of Directors is specifically empowered to make limited necessary disbursements essential to club functioning not to exceed an amount determined by the membership at a general meeting and defined in a written policy in the minutes of such meeting.
- Section 2: An organizational meeting of the new Board of Directors shall be held following the election meeting and prior to the January regular meeting.
- Section 3: The Board of Directors shall meet as needed provided they meet at least once every two (2) months or whenever events occur that either the President or by request of two (2) members of the Board deem that a special board meeting shall be necessary.

#### **Section 4: The President:**

- (a) Shall preside over General membership and Board Meetings.
- (b) May appoint Committee Chairpersons as needed with the exception of the Educational Committee.
- (c) Shall be Chairman of the Board of Directors.
- (d) Shall be an ex-officio member of all committees.
- (e) May sign checks if needed in the absence of the Treasurer.
- (f) May appoint for a period not to exceed ninety days, an interim replacement to any non Board official position which has become vacant until a permanent replacement is secured.

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## Article III (Cont)

### **Section 5: The Vice-President:**

- (a) Shall assume the duties of the President in his or her absence.
- (b) Shall become President if that office becomes vacant.
- (c) Shall assist the President at all meetings.
- (d) Shall perform other duties assigned by the President.
- (e) May serve as Chairperson of the Educational Committee or appoint another to do so.
- (f) May sign checks if needed in the absence of the Treasurer.

### **Section 6: The Secretary:**

- (a) Shall keep and maintain records of all current activities and proceedings.
- (b) Shall receive all applications for membership and keep an accurate list of all members.
- (c) Shall preserve all the books and correspondence of this corporation entrusted to the Secretary, excluding those charged to the safekeeping of the Treasurer.
- (d) Shall conduct general correspondence of this organization.
- (e) Shall take a copy of the corporation's constitution and by-laws to each meeting.
- (f) Shall make available a copy of the constitution and by-laws to members in good standing.
- (g) May sign checks if needed in the absence of the Treasurer.

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## Article III (Cont)

### **Section 7: The Treasurer:**

- (a) Shall receive all funds of this corporation.
- (b) Shall deposit all monies in the appropriate account as directed by the Board of Directors.
- (c) Shall be furnished with and maintain records of all receipts and disbursements.
- (d) Shall report financial transactions at meetings as requested on a regular basis.
- (e) Shall disburse payments to pay invoices as per policies of the Board of Directors and membership on a timely basis.
- (f) Shall submit all books of account for audit at the end of the elected term and at other times as specified by the Board of Directors.
- (g) Shall submit any and all reports as required by the law governing not-for-profit corporations in Indiana and as per the Internal Revenue Service.

### **Section 8: The Directors at Large:**

- (a) Shall consist of three (3) members elected from the class of full members.
- (b) Shall keep an accurate annually updated inventory of all equipment and facilities of the corporation. The three Directors at Large will determine which Director will be primarily responsible for fulfilling this obligation.
- (c) Shall promote hospitality at club functions as needed.

# WCARC, INC. BY-LAWS

## Article IV

### *Standing Committees*

#### **Section 1: The Educational Committee:**

- (a) Shall consist of three (3) members elected from the class of full members.
- (b) Shall provide for the presentation of programs at regular meetings.
- (c) Shall coordinate activities, as needed, which provide assistance to persons desiring an amateur radio license.
- (d) Shall facilitate activities or education which promotes personal amateur radio skills.

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## Article V

### *Dues / Membership*

- Section 1: The membership year shall be from February 1st to January 31st of the subsequent year.
- Section 2: Annual dues must be paid to the treasurer on or before February 1st of each calendar year.
- Section 3: Annual dues for the corporation shall be defined in a process consistent with the By-Laws.
- Section 4: Dues for new members (Those who have not been a member in the last two (2) years) shall be prorated on a semi-annual basis.
- Section 5: Persons holding a valid FCC amateur radio license and who qualify for one of the following categories may elect to pay the annual dues at the associate member rate and maintain all rights and privileges of full membership:
- (a) Additional member of the same household.
  - (b) Full-time student.
- Section 6: Every member of the corporation shall be entitled to have a membership certification signed by a club officer certifying their membership.
- Section 7: New membership certifications may be issued in place of certifications alleged to have been lost or destroyed, at discretion of the Board of Directors.
- Section 8: Membership certifications shall not be transferable.

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## Article VI

### *Prohibition of Dividends*

- Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons, except that the corporation shall be organized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles of incorporation.
- Section 2: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such corporation or corporations organized and operated exclusively for educational, and / or scientific purposes as shall at the time qualify as an exempt corporation or corporations under section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any further United States Internal Revenue Law) , as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such corporations, as said court shall determine, which are organized and operated exclusively for such purposes.

# **WCARC, INC. BY-LAWS**

## **Article VII**

### ***Special Membership***

- Section 1: Any current lifetime member shall be converted to a full or associate member with no expiration date or dues requirement.
- Section 2: Lifetime membership entitles the individual to the same rights and privileges as a full or associate member, as applicable.

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## Article VIII

### *Rules of Order*

Section 1: The rules contained in the current edition of Robert's rules of order shall govern this corporation in all cases to which they are applicable, and in which they are not in conflict with the constitution or by-laws of this corporation.

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## Article IX

### *Quorum*

- Section 1: A majority of the members of the Board of Directors, one (1) of whom shall be an officer, shall constitute a quorum of the board.
- Section 2: 20 % of the full membership of the corporation, at least two (2) of whom shall be members of the Board of Directors, of which one of these must be an officer, shall constitute a quorum at any regular or special meeting.

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**Article X**

***Fiscal Year***

Section 1: The fiscal year shall be the calendar year.

# WCARC, INC. BY-LAWS

## Article XI

### *Amendments*

- Section 1: The By-Laws may be amended in accordance with the following procedure:
- (a) The proposed amendment is submitted in writing and discussed at any regular meeting, with voting to follow at any subsequent regular or special meeting within four months.
  - (b) A notice shall be issued to all voting members of the proposed amendment stating the relevant portion of the by-laws as it exists and the same portion as it would read after passage of the proposed amendment. This notice is to be issued to all voting members at least 10 days before the meeting at which the votes will be tallied. All voting members will also be advised of the option for an absentee ballot.
  - (c) Written absentee votes will be accepted if received by the Secretary prior to the time of voting at the meeting.
- Section 2: Acceptance of the amendment shall require a two-thirds (2/3) affirmative vote of the members and absentee votes.

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## Article XII

### *Conduct of Members*

- Section 1: All members of the WCARC shall agree to:
- (a) Conduct themselves in an orderly manner for any meeting, activity, or function of the club or may be considered a member not-in-good-standing and subject to actions as deemed necessary by the Board of Directors.
  - (b) Comply with the spirit and intent provided under the FCC rules and regulations or is subject to actions as deemed necessary by the Board of Directors.
  - (c) Actions by the Board of Directors in regards to membership standing which may be appealed to the general membership at a special meeting.
- Section 2: An appeal under Section 1 (c) requires that a special meeting be called by the President and the Board of Directors, which allows the general membership to vote on the member's status.