

# **MAYLAND AMATEUR RADIO CLUB, INC.**

## **MAYLAND AMATEUR RADIO CLUB, INC BYLAWS AND RESOLUTIONS**

### **PREAMBLE**

**THE MAYLAND AMATEUR RADIO CLUB, Inc.** (MARC) (hereinafter referred to as the Association) is organized under the Non-Profit Corporation Act of North Carolina and shall operate exclusively for charitable and educational purposes consistent with Chapter 55A of the General Statutes of North Carolina and within the scope of section 501(c)(3) of the Internal Revenue Code.

Charitable being defined as:

1. To work in co-operation with, and provide communications support to local, State, and National law enforcement, fire, rescue, and emergency personnel.
2. To provide information to the National Weather Service in the event of severe weather.
3. To provide emergency communications support in the event of a natural disaster.
4. To provide communication support for community service events.

Educational being defined as:

1. To educate, train, and promote amateur radio operators through classes and exercises designed to develop proficiency in the art of Amateur Radio.
2. To encourage students to develop skills in electronics.

### **ARTICLE I**

#### **MEMBERSHIP**

Any person possessing an interest in Amateur Radio may become a member of the Association.

Membership in the Association shall consist of two types: FULL and ASSOCIATE.

#### **FULL MEMBERSHIP**

FULL members shall:

1. enjoy all benefits and responsibilities of the Association.
2. be granted full voting privileges.
3. be eligible for nomination and election to any elective office noted within this document.
4. shall have operational privileges on all Association equipment and/or equipment made available to the Association within the scope of each member's license class.

Applicants desiring to become FULL members shall meet the following criteria:

1. Possess a valid FCC Amateur Radio Operator's license of any class
2. Complete a Association membership application
3. Pay all dues and assessments at the full membership rate
4. Provide a photocopy of his or her Amateur Radio Operator's license along with the completed membership application.
5. Not be delinquent in dues or assessments to this or any other Amateur Radio Club organization.

### **ASSOCIATE MEMBERSHIP**

ASSOCIATE members are those who do not hold a valid FCC Amateur Radio Operators License.

ASSOCIATE members shall:

1. Have the right to attend and participate in all meetings and social functions of the Association.
2. Not hold office or have any vote in the operation of the Association.
3. Have the option to serve on committees, and accept various assignments from the elected officers.

Applicants desiring to become ASSOCIATE members must meet the following criteria: Complete ASSOCIATE membership application and submit for review.

### **Club Affiliations**

#### **Auxiliary Communications (AuxComm)**

“The North Carolina Auxiliary Communications Group (AUXCOMM) represents the interests of affiliated volunteer auxiliary communications organizations throughout North Carolina and facilitates the inclusion of their contact information and certifications in a central database. This database provides a source of volunteer data which is made available to North Carolina Emergency Management through official channels.” (From NC AUXCOMM Site) Structure and membership requirements of the NC AuxComm shall be as stated on the AUXCOMM website: <http://auxcomm.us/main>, and defined by NC Emergency Management.

#### **Amateur Radio Emergency Service (ARES) ®**

ARES® is a program of the American Radio Relay League. “The Amateur Radio Emergency Service® (ARES) consists of licensed amateurs who have voluntarily registered their qualifications and equipment, with their local ARES leadership, for communications duty in the public service when disaster strikes” (From ARRL Site). ARES® structure and membership requirements shall be as stated on the ARRL ARES web site: <http://www.arrl.org/ares> MARC supports all facets and modes of Amateur Radio. While AuxComm, ARES, and Public Service membership and/or support are encouraged, membership in these or any similar groups shall not be a condition of club membership.

### **Amateur Radio Relay League (ARRL)**

While not a requirement for membership, it is the intent of the Association to be an ARRL Affiliated Club. This requires greater than 51% of the Association membership also be current members of the ARRL.

MARC will abide by the Rules and Regulations of the ARRL's Field Organization as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications."

### **APPLICATION REVIEW**

Association Officers shall review membership applications to assure that minimum requirements for membership have been met.

A list of applicants who have met the stated requirements for membership will be presented at the earliest possible regular meeting as proposed members. No vote of acceptance will be taken.

Should any full member question the acceptability of any of the proposed applicants, said person will have one week to submit such in writing to the officers. The officers will review the reasons presented and will attempt to resolve the matter prior to the next regular meeting.

Should it be determined that the applicant fails to meet any of the stated requirements, or for other reasons of unacceptability as determined by the reviewing officers, the application would be rejected and the applicant notified.

Should no question be raised, all proposed applicants will be notified of acceptance prior to the next regular meeting and will be welcomed as new members at that meeting.

## **ARTICLE II**

### **ELECTED OFFICERS**

1. Elections of the officers of the Association will normally be held during the regular November meeting each year. A one month postponement will be allowed should conditions warrant such a delay. Voting will be by secret ballot unless waived by the membership. All officers shall take office as of 1 January of the calendar year. The elected officers of the Association shall be:
  - A. President
  - B. Vice President
  - C. Secretary
  - D. Treasurer
2. The offices of the Secretary and Treasurer may be combined, as one office of Secretary/Treasurer should the membership so desire at the time nominations are submitted.
3. The term of all offices will be one year or until filled by the newly elected official.
4. All officers shall be allowed to serve a maximum of three years in their office.

5. Any officer may be elected to fill another officer position upon completion of their previous term.
6. Any Officer may be removed for due cause by a three-quarters vote of current membership in good standing.
7. Vacancies occurring between elections will be filled by special ballot at the first regular meeting (a quorum being present) following the announcement of the withdrawal or resignation.
8. The Board of Directors of the Association shall consist of the President, Vice President, the Secretary, the Treasurer (or the Secretary/Treasurer), and the Immediate Past President.

#### **DUTIES OF THE OFFICERS**

1. **The President** shall preside over all meetings of the Association following the guidelines of the by-laws and pertinent sections of Robert's Rules of Order. He or she shall sign all documents requiring the signature of the chief officer of the Association and shall otherwise perform all customary duties pertaining to the office of the President.
2. **The Vice President** shall assume all duties of the President in his or her absence and shall assist the President in the duties of his or her office.
3. **The Secretary** shall keep records of the proceedings of all regular and special meetings. The Secretary will have copies of this Constitution and By-Laws at all meetings for referral. He or she shall be responsible for notification of the membership of all meetings and will prepare correspondence for signature of the President of the Officers of Directors. He or she shall carry out all other customary duties of the office of Secretary. The Secretary will be responsible for any documents necessary to maintain the Association's Non-Profit status. At the expiration of his or her term, all Association records, minutes, and other material shall be turned over to the new Secretary.
4. **The Treasurer**, or the combined office of Secretary/Treasurer, will be responsible for establishing and maintaining proper signature cards of the responsible officers on the Association bank account, and shall receive all monies paid to the Association. He or she shall keep a current listing of all members, their calls and phone numbers. He or she shall keep accurate records of all monies deposited and withdrawn from the Association banking account. All disbursements will require the concurrence of any two officers. A Treasurer's written report will be presented at each monthly meeting and a written statement of receipts and disbursements will be presented to the Association Secretary monthly for inclusion in the permanent record.
5. It will be the duty of the officers to develop policy and to handle any emergency items requiring an immediate decision or ruling regarding operation of the Association. All fiscal decisions requiring approval of the membership will be deferred until the next regular scheduled meeting if at all possible.

**Compensation:** No Director or Officer shall receive any compensation for his or her service in such capacity, except that the Board of Directors may, by resolution, provide for the

reimbursement of expenses incurred in the performance of duties of their office, to the extent provided by such resolution, and except as otherwise provided in these bylaws.

### **ARTICLE III**

#### **MEETINGS**

1. At all regular and special meetings, 25% of all current members, including at least two officers, shall constitute a quorum for the transaction of all official business of the Association. At Board of Director's meetings, 3 officers shall constitute a quorum. The minutes of all Board meetings will be read at the next regular meeting of the Association.
2. Meetings will be held on a regular basis, (preferably no less than once a month), at a date, place and time decided upon by the membership or the Officers in lieu of a meeting of the membership. The President upon written request submitted by any five full members may call special meetings. All special meetings will have a specific agenda and only this business will be transacted. Notification will be made by phone, e-mail, or regular mail.

### **ARTICLE IV**

#### **DUES AND ASSESSMENTS**

1. Dues for members shall be payable as of 1 January each year, and become delinquent as of the first meeting in February. Dues shall be pro-rated quarterly for member joining after the first quarter.
2. The Association, by majority vote of the full members present at a regular meeting (a quorum being present), may levy upon the general or selected members such dues and assessments as shall be deemed necessary for carrying out the business of the Association. Non-payment of such dues and/or assessments shall be cause for terminating the membership of the delinquent person from the rolls, at the discretion of the members.
3. Annual dues shall be determined by the membership, and may be changed at any time. Students under the age of 18 years and holding a valid amateur license shall pay one-half ( $\frac{1}{2}$ ) of full member dues so long as they remain in a full time student status.

### **ARTICLE V**

#### **AMENDMENTS**

This Constitution and bylaws may be amended by a majority vote of the full members present at a regular scheduled meeting, a quorum being present. Such proposed amendments shall be submitted in writing to the membership at a regular or special meeting. E-mail shall be considered an acceptable method of delivery. The proposed amendments may be voted upon at the next scheduled, or special meeting, or via e-mail prior to these meetings. The Secretary at the earliest opportunity will enter all changes of the constitution and by-laws on all official

copies of this document under his or her care.

## **ARTICLE VI**

### **RULES OF ORDER**

Robert's Rules of Order shall govern all proceedings not specifically covered by the constitution and bylaws of the Mayland Amateur Radio Club, Inc.

## **ARTICLE VII**

### **Miscellaneous Provisions**

**1. Fiscal Year.** The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year.

**2. Indemnification.** Every person who is or shall have been a director or officer of MARC and his or her personal representatives shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made party by reason of his or her being or having been a director or officer of the Association or any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

**3. Conflict of Interest.** No contract or other transaction between the Association and one or more of its board members or officers, or between the Association and any other corporation, firm, association or other entity in which one or more of the board members or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board if such board member or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless;

a. The material facts as to such officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provide at least one officer so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested officer even though the disinterested officers are less than a quorum.

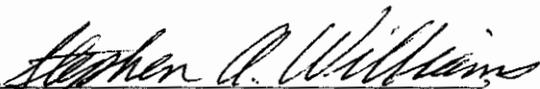
b. The material facts as to such board members or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any and such contract or transaction is authorized by a majority vote of such members.

**4. Dissolution and Distribution of Assets.** No part of the net earnings of the organization 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 to the Association and to make payments and distributions in furtherance of the purposes set forth herein. The Association may be dissolved and its assets and liabilities liquidated in such a manner as the Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any board member or officer of the Association but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however that the distribution must be to another organization exempt under Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as amended (or corresponding provision of any future United States Internal Revenue Law), or to the United States, state or local governments, for public purpose.

#### **ARTICLE VIII – Non-Discrimination**

Notwithstanding any provision of these bylaws, MARC, its officers, directors, or any member shall not discriminate against any Director, Officer, Employee, Applicant, Participant, etc. on the basis of sex, creed, age, race, color, ethnicity or national origin, religion, gender identity, or sexual orientation.

These bylaws were approved (or amended) at a meeting of the Board of Directors of the Mayland Amateur Radio Club on 30 March, 2015.

Signed:   
Stephen A. Williams  
Secretary  
Mayland Amateur Radio Club, Inc.