

CONSTITUTION AND BY-LAWS

Of the Fannin County Amateur Radio Club

We, the members of the Fannin County Amateur Radio Club, Inc., wishing to secure for ourselves the pleasures and benefits, without pecuniary interest or gain, of association with persons commonly interested in amateur radio, and to pursue and achieve the lawful purposes of the Club as set out in our Certificate of Formation/ Articles of Incorporation as a non-profit corporation in the State of Texas, do hereby adopt these By-Laws.

ARTICLE I

Name: The name of this organization shall be Fannin County Amateur Radio Club and may be abbreviated FCARC.

Location: Principle office for transaction of business of the FCARC shall be located in the City of Bonham, TX, and county seat of Fannin County, Texas.

Status: Fannin County Amateur Radio Club is established as a nonprofit organization. All business transactions shall be performed and records maintained to reflect this status at all times.

ARTICLE II-- Purpose: The purpose of the Fannin County Amateur Radio Club is:

1. Provide fellowship among amateur radio operators and persons interested in radio communications and becoming licensed amateur radio operators.
2. Provide trained personnel and radio equipment for use as emergency communications by officials in Bonham, Fannin County, and the State of Texas.
3. Provide training for unlicensed persons who desire to become licensed amateur radio operators and licensed amateurs that want to upgrade from their present license classification.
4. Provide training to further the technical skills and education of members
5. Provide club programs and activities for advancing the general public interest and welfare of amateur radio.
6. The Fannin County Amateur Radio Club organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III--Membership and Dues:

Article III Section A: All persons, without regard to race, creed, gender, age, or physical impairment, interested in amateur radio shall be eligible for membership in the Fannin County Amateur Radio Club. Request for membership is granted by the club upon the submission of a completed FCARC Membership Application Form signed by the applicant showing name, address, contact information, amateur radio operator call sign and class of license, if any, and stating an agreement to observe the Bylaws of the club and the Rules and Regulations of the Federal Communications Commission and payment of the required dues.

Article III Section B: There shall be four types of membership:

1. Individual membership

2. Family membership: All members of an immediate family; husband, wife, and children, living at a single address. Family members holding a valid amateur license shall have full voting privileges and rights of membership, all others become associate members. Family membership dues shall be one and one half that of a single member.
3. Lifetime memberships:
 - a) Honorary Lifetime membership may be bestowed upon anyone who has been of great benefit to the FCARC. This must be proposed by one or more members at a regular monthly meeting and approved by a majority vote of the members at the following regular monthly meeting. Said person pays no dues. Lifetime members who hold a valid amateur radio license shall have full voting privileges and any other rights of membership.
 - b) Paid Lifetime memberships may be granted to any licensed amateur radio operator. The dues for a lifetime membership shall be a onetime payment of twenty-five times the regular annual membership dues. These paid lifetime members shall have all voting privileges and rights of membership for the remainder of their life.
4. Associate membership – Any person expressing interest in amateur radio but does not have a license may join the club. Dues will be one half that of a single membership. An Associate member has no voting privileges and may not hold an office.

Article III Section C: Membership period shall be set as a calendar year, January 1 through December 31. Dues shall be paid at the November or December meetings for the up-coming year. As of January 1 those having not paid dues shall no longer be considered a member of the Fannin County Amateur Radio Club with any rights or privileges of membership therein. Reinstatement will be granted upon payment of the dues for the current full year.

Article III Section D: When a person joins the club the initial dues for that person will be equal to the number of full months, including the month they join through December, multiplied by 1/12th the annual dues. Dues payable by a renewing member shall not be prorated.

Article III Section E: Any unlicensed person who passes their initial amateur radio license examination at a Fannin County Amateur Radio Club Testing Session shall be offered free membership in the Fannin County Radio Amateur Club for one full year upon payment of the current dues for the remaining months of the year in which they passed their exam. Payment of dues would not be required again until December 31 of the following year. This will be a “single membership” as defined above. The dues for other membership categories would remain the same.

Article III Section F: Any member wishing to terminate their membership may submit a written resignation. Membership dues and/or donations are not refundable.

ARTICLE IV--Affiliations:

1. The American Radio Relay League (ARRL)
2. Amateur Radio Emergency Services (ARES)
3. Radio Amateur Emergency Services (RACES)
4. Community Emergency Response Team (CERT)
5. Any other organization approved by a majority membership vote.

ARTICLE V--Officers:

Article V Section A: Officers of FCARC shall be President, Vice President, Secretary, and Treasurer. These officers and the club Trustee shall constitute the Board of Directors and shall carry out all the duties of officers and directors as defined the Articles of Incorporation and these Bylaws.

Article V Section B: Officers must be eligible voting members and hold a valid Amateur Radio License. No member may hold more than one office at a time.

Article V Section C: Officers shall be elected for a term of one year by a majority vote of eligible voting members present at the annual election meeting in December, combined with any absentee ballots submitted to the Vice President prior to the meeting. The president and vice president may not serve more than two (2) consecutive terms but may serve in another office.

Article V Section D: Any outgoing officer shall surrender all FCARC property to the newly elected officer.

Article V Section E: Any officer may be removed from office by a two thirds (2/3) majority vote either at a regular monthly meeting or a special meeting called for that purpose providing a written or emailed notification has been sent to all eligible voting members prior to the meeting as defined in ARTICLE X-(4).

ARTICLE VI--Duties of the Officers:

Article VI Section A: President shall:

- a) Preside as Chairman of the Board of Directors
- b) Be responsible to the membership for the proper operation of the club in accordance with the Articles of Incorporation and the Constitution and By-Laws of the Fannin County Amateur Radio Club.
- c) Preside at all membership meetings of the FCARC and the Board of Directors.

Article VI Section B: Vice President shall:

- a) Perform the duties of the President during his absence.
- b) Assist the President in the performance of the presidential duties.
- c) Receive and process all absentee ballots for elections and motions.
- d) Serve as chairperson or appoint a club member to serve chairperson for a nominating committee which shall select nominees for officers to serve for the following year. These nominations may include officers presently serving or newly selected eligible voting members.
- e) Announce the nominations at the November meeting.
- f) Serve as ex-officio member of all committees.

Article VI Section C: Secretary shall:

- a) Keep a record, minutes, of the proceedings of all meetings.
- b) Keep a file of all records and data submitted by any committee or member. Carry on all correspondence pertaining to the club.
- c) Read the minutes of the last meeting at the start of each meeting unless the minutes have been published in a public manner at least seven days prior to the vote for acceptance. Publication of minutes in the monthly newsletter on the club website is acceptable; subject to any editing that may be necessary should changes to the minutes be made before acceptance by the club. The minutes must be approved by a motion to accept them as given followed by a majority vote of the eligible voting members present at the meeting. Any changes or edits to the minutes must be made prior to any vote for acceptance.

Changes or edits requested after a successful acceptance vote will require a motion, second and re-vote and approval by a majority of the eligible voting members present.

- d) Keep a roster of all members in conjunction with the Treasurer updating as necessary.
- e) The Secretary shall also keep the By-Laws of the club and have the same with him/her at every meeting. He/she shall cause all amendments, changes and additions to be noted thereon and shall permit the same to be consulted by members upon request.

Article VI Section D: Treasurer shall:

- a) Receive and give receipts for all moneys paid to the Club.
- b) Pay all regularly recurring bills which have been approved by the officers.
- c) Pay for all purchases which have been approved by a majority vote at any meeting.
- d) Keep the FCARC financial records, books, or computer files, accounting for all dues, donations, and expenditures. Keep all receipts for expenditures.
- e) Make said records available at all times to the general membership or to an audit committee upon request.
- f) Present an itemized statement of disbursements and receipts and any other data pertinent to the club finances at each regular monthly meeting. If the statement is included in a monthly newsletter made available to each member prior to the meeting it need not be read. The statement must be accepted by a motion to accept as given followed by a majority vote of the eligible voting members present at the meeting.
- g) Present an Annual Financial Report at the annual meeting in December.
- h) Properly prepare and timely file all reports and/or returns required by taxing authorities
- i) Keep records and roster of all members updating as required and notifying the Secretary of payment of dues and the resulting changes in membership.

ARTICLE VII—Election of Officers:

1. Officers must hold a valid amateur radio license and have been eligible voting members of the FCARC for at least six months.
2. The nominating committee shall announce their nominees at the November meeting. Additional members may be nominated from the floor at either the November or December meeting. Nominations may also be sent by mail or email prior to either meeting to the nominating committee chairperson.
3. Election of officers shall be held at the Annual Meeting in December.
4. Absentee ballots, submitted by mail, will be accepted by the Vice President or his appointed representative prior to the annual meeting. Mailed ballots will remain unopened until the official counting at the annual meeting.

ARTICLE VIII—Vacancies of Office:

1. Vacancy of any office shall be filled by a special election to be held at the first regular monthly meeting following a written or emailed notification of the vacancy by the President.
2. A vacancy of the office of President shall be filled by the Vice President until a new President is elected.

ARTICLE IX--The Board of Directors:

Article IX Section A: Officers of FCARC shall be President, Vice President, Secretary, and Treasurer. These officers and the Club Trustee shall constitute the Board of Directors and shall carry out all the duties of officers and directors as defined the Articles of Incorporation and these Bylaws.

Article IX Section B: The Board of Directors shall:

- 1) Oversee operation of the Club and shall establish general policies and guidelines for the Club. All responsibilities not otherwise specifically delegated to officers of the Club by these By-Laws shall be the responsibility of the Board of Directors.
- 2) Meet at a location agreed upon by a majority of the board members before the first regular monthly meeting in January following their election. Special meetings may be called by either a majority of the board members or the Chairman with seven days notice either in writing or by verbal contact with each Board member during the year as necessary. For any binding action by the Board of Directors to take place a quorum shall be required. A quorum shall be defined as a majority or three (3) board members, whichever is greater.
- 3) Actively promote the club, its purpose, and accomplishments to the general public and represent the club any civic or other meetings that request or require club participation.
- 4) Call special membership meetings only when deemed necessary by a majority vote of the Board of Directors. However, a special membership meeting must be called by the Directors upon receipt of a written request signed by five or more eligible voting members, stating the purpose of the requested special membership meeting. FCARC members must be given at least a seven day notice in writing, texting, email or personal phone call stating the date, time, place, and purpose of said meeting.
- 5) Appoint standing and/or ad hoc committees as required to accomplish the purpose of the Articles of Incorporation, and the directives and goals of the membership.
- 6) Audit the accounts and records of the Treasurer and the Secretary, and to render a report of its findings to the Club at the January meeting.
- 7) Appoint an audit committee consisting of a chairperson and four club members to audit financial reports at any time deemed necessary by the Board or at the request of five or more members. This committee may be made up of eligible voting club members and/or Board members. This audit committee shall submit a written report to the Board of Directors and the Club membership.
- 8) Insure all pertinent changes, consisting of amendments, additions and deletions; be noted on the Articles of Incorporation and the By-Laws.
- 9) Shall appoint a Public Relations Officer and/or Committee as deemed necessary. It shall be the duty of this officer/committee to handle all the Club's public relations, writing and submitting press releases involving club activities, and to obtain favorable publicity for Amateur Radio in general.
- 10) Should the position of Trustee become vacant the Board of directors will after careful consideration and research of qualifications recommend/nominate a replacement which must then be approved by a 2/3 majority of the eligible voting members at a regular monthly meeting or a special meeting called for that purpose.
- 11) Shall have the responsibility for all equipment and fixed assets owned by the Club. The records of the Board shall contain an inventory of said equipment and fixed assets which shall be included in any audit of the Club's accounting records. The Board of Directors shall determine the disposal of any such equipment or fixed assets.

ARTICLE X—Committees

Article X Section A: General Committees:

The Board of Directors may form committees and appoint the chairpersons of said committees as necessary to carry out the needs of the club.

1. When, during a general meeting, it is deemed necessary to form a committee, any club member may nominate another member as chairperson and if seconded and approved by a majority vote the said person may serve as chairperson.
2. Members may volunteer to serve on said committee or be appointed by either the chairperson or the Board of Directors.

ARTICLE XI-Meetings and Voting

Article XI Section A: Eligible voting member: Any individual member or family member holding a valid amateur radio license whose dues are paid up, or a lifetime member either paid or honorary. Associate members are not eligible voting members and may not hold an office.

Article XI Section B: Quorum: A quorum shall be deemed to be one fourth (1/4) of the club's eligible voting members and at least one officer. A quorum for the purpose of election of officers shall be two-fifths (2/5) of the eligible voting members and either the president or vice president present. No binding action may be taken at any meeting unless a quorum is present.

Article XI Section C: Voting:

All meetings are to be generally conducted according to Robert's Rules of Order.

A majority vote of eligible voting members in attendance at any meeting shall have the power to transact club business except where otherwise specified in these bylaws. If both the president and vice president are absent the meeting may be chaired by any other member of the board of directors.

There will be no voting by proxy.

Article XI Section D: Meetings:

1. Regular monthly meeting: The regular monthly meeting shall be scheduled to occur in a repetitive manner for the purpose of conducting club business and shall be held at a time and place as determined by the officers and/or members and approved by a majority vote.
2. Annual meeting: This will be the last meeting of the year held in December. Election of Officers shall be held and annual reports given.
3. First regular monthly meeting of the year: Installation of new officers shall be held.
4. Special meetings: The President shall call a special meeting upon request of two or more officers or a written request signed by five or more eligible voting members. FCARC members must be given at least a ten day notice in writing, texting, email or personal phone call stating the date, time, place, and purpose of said meeting.
- 5.

ARTICLE XII—Disbandment

Article XII Section A: Quorum

A quorum for the purpose of voting to disband this Corporation/Club shall require the presence of four-fifths of the eligible voting members at a meeting specially convened for the purpose of dissolution. Dissolution shall be accomplished by written ballot and shall require an affirmative vote by nine-tenths of the members present and constituting the quorum.

Article XII Section B: Club Disbandment

No part of the net earnings of the organization shall inure of the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Fannin County Amateur Radio Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the Fannin County Amateur Radio Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, the organization 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. Nor withstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Fannin County Amateur Radio Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

Article XII Section B: Specific Disbandment Instructions

If for any reason club activities cease and the club is dissolved any funds still remaining in the club treasury or bank accounts shall be given to the Fannin County Emergency Management Office to be used in support of emergency preparedness programs for residents of Fannin County.

Any property such as communications equipment, antennas, etc., will be sold and the proceeds will be included in the funds given to the Emergency Management Office unless the Emergency Management Coordinator for that office determines that the equipment would of greater benefit to the residents of the County if the County retained possession of said equipment to be used as seen fit by the Coordinator.

ARTICLE XIII--Trustee

Article XII Section A: Trustee

The Club Trustee shall be an eligible voting member with an Extra Class license.

Nominations for Trustee shall be approved by a two-thirds (2/3) majority vote of the members in attendance at any regular monthly meeting where it becomes necessary to reaffirm or replace the present trustee.

The term of office shall be on going until such a time as the present Trustee asks to be replaced or the club deems it necessary to select a replacement.

Article XIII Section B: Duties of the Club Trustee:

1. Serve as a director on the Board of Directors
2. Serve as liaison officer of the FCARC with officials of the VA Medical Center and Fannin County in all matters involving the club room and all FCARC equipment located on VA and County properties. This shall include amateur radio equipment for the club room and antennas, and the repeaters and antennas.
3. Oversee the maintenance of all club equipment and the general condition of the club room.
4. Maintain an inventory list of club assets
5. Serve as chairperson of a Technical Committee which will be responsible for:
 - a) Checking out all club members on the operation of the club radio equipment prior to their using said equipment.
 - b) Assisting any club member or Fannin County resident in resolving radio interference due to amateur radio transmissions. Committee members may be volunteers or selected by the chairman.
 - c) Be responsible for writing and posting in the club room operating procedures for general use of the room.

ARTICLE XIV-Treasury:

Article XIV Section A: The fiscal tax year for The Fannin County Amateur Radio Club shall be the calendar year, January 1 to December 31. The accounting method shall be 'cash method' as defined in the Internal Revenue Service Compliance Guide for Public Charities.

Article XIV Section B: The FCARC Treasury shall be kept in a financial institution selected by a majority vote of the members at any meeting.

Article XIV Section C: The type of account; savings, checking, CD, etc., is to be approved by a majority vote of the eligible voting members present at any meeting upon the recommendation of the Treasurer.

Article XIV Section D: Withdrawals from any club account shall require the signature of any two of the four authorized officers; President, Vice President, Secretary, or Treasurer.

ARTICLE XV-Amendments:

Article XV Section A: This Constitution may be amended by a two thirds (2/3) majority vote of the eligible voting members present at a regular monthly meeting or a special meeting called for that purpose provided proposals for amendments have been made available to all eligible voting members at least ten days prior to the meeting in a public manner by publication on the club website, by email, or traditional mail for those not having internet access.

Article XV Section B: A quorum for purpose of adoption of any amendments to this Constitution or By-Laws requires at least one third (1/3) eligible voting members and either the President or Vice President to be present.

Article XV Section C: Written absentee ballots may be sent to the Vice President prior to the meeting to be held and counted along with those present at the meeting.

Approval:

We, the undersigned duly elected officers of The Fannin County Amateur Radio Club, Inc., certify that these By-Laws, dated **August 20, 2011????**, were approved by a two thirds (2/3) majority vote of eligible voting members present at a general meeting on that date. With this approval, any former Constitution or By-Laws of the Fannin County Amateur Radio Club, Inc., are rescinded their entirety and replaced by this document effective the **August 21, 2011????**

Mike Durbin K5MJD
President

David Keene W5DBK
Vice President

Kathy Brewer KE5SLG
Secretary

Carly Tassan KE5ZKV
Treasurer