

Constitution

CHATTANOOGA AMATEUR RADIO CLUB, INC.

As amended through August 2007

PREAMBLE

We, the members, a majority of whom are citizens of the United States, desiring to form a not-for-profit corporation under the Tennessee General Corporation Act, TCA, §48-1201, do hereby constitute ourselves the CHATTANOOGA AMATEUR RADIO CLUB, and do enact this CONSTITUTION to be our governing law.

Purposes: The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. For these purposes only, the corporation provides for Chattanooga, Tennessee, and the surrounding areas a fully operational and coordinated voluntary noncommercial communications service, operated in full compliance with Federal Communications Commission Regulations applicable to the amateur radio service; and seeks to advance the state of the art of amateur radio communications through education and training, experimentation and research by members, and the free interchange of technical information among amateur radio operators and between members and the general public.

Notwithstanding any other provisions of this CONSTITUTION, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

The corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any director or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for the purposes as set out above; provided, that the corporation is empowered to pay reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes.

37 The duration of the corporation is perpetual. Upon dissolution of the corporation, assets shall be
38 distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the
39 Internal Revenue Code of 1954, or corresponding section of any future federal
40 tax code, or shall be distributed to the State of Tennessee, or any County or municipality of the
41 State for a public purpose.

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43 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or
44 otherwise attempting to influence legislation, and the corporation shall not participate in, or
45 intervene in (including the publishing or distribution of statements) any political campaign on
46 behalf of (or in opposition to) any candidate for public office.

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48 **ARTICLE I**

49 **MEMBERSHIP:**

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51 Section 1 - All persons interested in amateur radio (licensed and unlicensed) shall be eligible to
52 apply for membership. Membership shall be by application and election upon such terms as the
53 Club shall provide in its Bylaws.

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55 **ARTICLE II**

56 **ORGANIZATION:**

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58 There shall be an Executive Board consisting of seven Directors and five Officers.
59 They shall be elected initially to serve for terms of one two or three years. Club Officers shall
60 serve one year terms. Directors' terms, beginning January 1, 2007, shall be determined by lot
61 following election in December 2006. Three director terms shall be one year terms ending
62 December 31, 2007. Two director terms shall be two year terms ending December 31, 2008,
63 and two director terms shall be three year terms ending December 31, 2009.

64 All Directors elected in December, 2007, and later shall be elected for three year terms
65 Chairman of the Board shall be a Director and Chairmanship shall initially be by vote of the
66 board, and shall alternate at six month intervals among Directors..

67 Candidates for all elective executive positions are nominated by the Election Committee
68 and elections are governed by the provision of Constitution Bylaw, Section 7. All club
69 members eligible for elective office may be candidates and if elected may serve concurrently as
70 both director and club officer. Term limits shall apply to each elective position separately.
71 Thus, total number of Executive Board members may vary from a minimum of seven to a
72 maximum of twelve.

73
74 **FUNCTIONS OF THE BOARD**

75 The functions of the Executive Board shall be to determine policy, act on suggestions,
76 proposals, etc., submitted in writing to the board. The board shall meet as required, and report
77 decisions to the membership at the next regular meeting. All Executive Board actions must be
78 consistent with and in full conformance with the Charter and the Constitution and Bylaws. No
79 Board decisions shall be binding unless approved by at least four directors. .

80 When considering Key issues the Club Secretary may conduct voting by written vote when it is
81 not possible for Directors to be present at meetings. The Chairman decides which issues are Key
82 issues.
83

84 ARTICLE III

85 OFFICERS and DIRECTORS:

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87 Section 1 - The officers and directors of this club shall be licensed radio amateurs. The officers
88 are President, Vice President, Secretary, Treasurer, and Hamfest Committee Chairperson.
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90 Section 2 - The officers and directors of this club shall be elected by a simple majority vote at the
91 December meeting. The regulations governing elections are prescribed in the Bylaws.
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93 Section 3 - In the event of a vacancy in the office of President, the Vice-President shall become
94 the President and assume the duties of President for the remainder of the term.
95

96 If a vacancy should occur in any other office for a period of less than six (6) months, the
97 President shall fill the office by appointment for the remainder of the term. If greater than six (6)
98 months, the President shall appoint an interim officer and call a special election to be held within
99 sixty (60) days. Vacated director positions are not filled unless the number of directors falls
100 below five (5). If there are fewer than five directors, The board selects an interim director to
101 serve as director *pro tem* until the next regular election.
102

103 Section 4 - Officers may be removed by a majority vote of the membership and directors by a
104 two thirds majority vote by members present at a regular meeting, provided all members have
105 been notified by mail of such upcoming vote at the specified meeting.
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107 DUTIES OF OFFICERS:

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109 Section 1 - The President shall preside at all regular club meetings ~~of this club~~ and conduct them
110 in accordance with the rules adopted; shall enforce the observance of the Constitution and
111 Bylaws; shall observe and execute board policies and decisions; shall decide all questions of
112 order; shall sign all official documents adopted by the Club and none other; shall appoint
113 committees as needed, except the Election Committee and the Hamfest Committee; shall serve
114 as ex-officio member of all committees except the Election Committee ; and shall perform all the
115 customary duties pertaining to the Office of President.
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117 Section 2 - The Vice-President shall assume all the duties of the President during temporary
118 absence, and shall, in the absence of other Club officers, perform their customary duties during
119 regular Club meetings.

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Section 3 - The Secretary shall, except when excused from action under the Bylaws, keep a record of the proceedings of all meetings; submit applications for membership; carry on all correspondence; read communications at each meeting; provide written notice to each member announcing every meeting of the Club; **keep the Constitution and Bylaws and have them at every regular and special meeting**, and permit them to be examined during regular meetings by members on request; cause all amendments, changes, and additions to be incorporated therein; and, at the expiration of the term of office, turn over to the successor all Club documents, records, and property in possession.

Section 4 - The Treasurer shall receive all monies paid to the Club; shall keep an accurate account of monies received and expended; shall keep a roll of members; shall pay no bills without proper authorization by the Club President from Club accounts other than the Hamfest account or without proper authorization of the Hamfest Chairperson from the Hamfest account; shall, at each regular monthly meeting, report balances in all accounts; shall submit an itemized statement of disbursements and receipts; and shall, at the expiration of term of office, turn over to the successor all Club documents, records, and property in possession. Serves at the pleasure of the President as Chairman of a Financial Advisory Committee, usually comprising three members appointed by the President. This committee reviews all proposals for non-budgeted expenditures and makes recommendations. The FAC (Financial Advisory Committee) also makes recommendations for membership dues for the coming year. Recommendations are made to the Executive Board.

Section 5 - The Hamfest Committee Chairperson shall administer normal activities of the Hamfest Committee, including appointment of Hamfest committee members. Under the general direction of the President, works through the Club Treasurer to administer a Hamfest account, separate from other Club accounts. Is responsible through the Club Treasurer for a full accounting of all receipts and disbursements into and out of the Hamfest account. Under all normal circumstances, this account is maintained at a level sufficient to fund the Hamfest for the current year. The Hamfest account and all other Hamfest assets, including cash, are subject to all of the provisions of the Constitution of the Chattanooga Amateur Radio Club, Inc., the same as are other Club assets. The Chairperson is responsible to the Club for all activities of the Committee and makes regular reports on Committee activities. With recommendations for action, brings to the attention of the President, or Executive Board, major or unusual Hamfest Committee matters for referral to the full membership of the Club for discussion and/or resolution. Is assisted in the administration of the Hamfest Committee by committee members he/she appoints and by the Executive Board. Prior to March 1 submits a budget for the current year to the Executive Board for approval. Major variances from budget during the year shall be approved by the Executive Board or by the full assembly. At the expiration of the term of office, the incumbent turns over to the successor all documents, records, and property in possession.

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167 **ARTICLE IV**

168 **QUORUM:**

169 Section 1 - The Bylaws shall provide for regular and special meetings. Those present at the
170 meeting shall constitute a quorum for the transaction of business.

171 **ARTICLE V**

172 **DUES:**

173 Section 1 - The Chattanooga Amateur Radio Club may levy upon the general membership such
174 dues as shall be deemed necessary for the business of the organization as set forth in the
175 Preamble.

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177 **ARTICLE VI**

178 **MEMBERSHIP ASSISTANCE:**

179 Section 1 - This Club shall enact appropriate rules to obtain maximum benefits and fullest
180 efficiency in amateur operations and the operation of Club equipment within the regulations of
181 the FCC. The Club, through designated committees, shall provide technical advice concerning
182 equipment, radio operation, clean signals and frequency observance to its members.

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184 **ARTICLE VII**

185 **AMENDMENTS:**

186 Section 1 - The Constitution and Bylaws may be amended by a two-thirds majority of the Club
187 members present at a regular meeting, provided all members have been notified by mail of the
188 intent to amend the Constitution or Bylaws at the specified meeting. Proposals for amendments
189 shall be submitted in written form to the Secretary at the regular meeting and may not be voted
190 on until the next regular meeting.

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192 **ARTICLE VIII**

193 **RULES:**

194 Section 1 -- The rules contained in Robert's Rules of Order shall govern the corporation in all
195 cases where applicable and where not inconsistent with the CONSTITUTION AND BYLAWS
196 or the CHARTER. Except for Charter requirements, the CONSTITUTION AND BYLAWS
197 supersede all other rules.

198 **Bylaws**

199 SECTION 1 –

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202 **MEMBERSHIP:**

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204 Applications for membership shall be submitted at a regular meeting in writing, and each
205 application must express a willingness to abide by the Constitution and Bylaws and such rules as
206 shall from time to time be promulgated by the Club. Three-fourths of those present must
207 approve each application separately before the applicant becomes a member. The Secretary shall
208 advise the applicant of the results of the vote prior to the next regular meeting.

209 Section 2 –

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211 **MEETINGS:**

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213 Regular meetings shall be held each calendar month, except July which shall be
214 optional, at such place as the President shall order.

215 Special meetings shall be called by the President upon written request of ten (10) percent of the
216 total membership of the Club. Notice shall be sent to all members informing them of the special
217 meeting and the business to be transacted. Only such business as is designated in the notice may
218 be transacted at a special meeting.

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220 Board meetings are normally held monthly as determined by Chairman of the board.

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222 Section 3 –

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224 **DUES:**

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226 Membership shall be granted to applicants who are elected by a three-
227 fourths majority of members present at a regular meeting, and who pay
228 required dues. Members and applicants for membership must pay dues
229 according to an approved schedule of rates. In order for a schedule to be
230 approved, it must be recommended to the membership by the Executive Board
231 and approved by majority vote of the membership at two consecutive regular
232 meetings. Changes in rates shall not become effective for the current year
233 and shall become effective on January 1 of the following year.

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235 (A) - Types of membership and membership privileges

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237 (1) FULL membership is available to licensed amateurs regardless of location. FULL
238 members and/or their licensed FAMILY members have full Club privileges including eligibility
239 to hold elected Club office and to vote.
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241 (2) ASSOCIATE membership is available to non-licensed persons and those residing
242 outside a twenty-five mile radius of the regular meeting location. ASSOCIATE members and/or
243 their FAMILY members (licensed or non-licensed) shall not be eligible to hold an elected
244 officer's position and shall not have voting privileges.
245

246 (3) FAMILY membership shall be available to any member of a paid FULL or
247 ASSOCIATE member's household. (See paragraphs A(1), A(2), and A(4) for eligibility to vote
248 and hold Club office).
249

250 (4) Non-licensed members, regardless of type of membership, are not eligible to hold
251 elected Club office or to vote.

252 (B) - All dues are renewable on January 1 of each year. It shall be the duty of the Club Treasurer
253 to notify members in writing when they are delinquent in payment of dues after March 1.
254 Membership of any member delinquent in payment of dues on April 1 without good cause shall
255 be automatically terminated and all Club correspondence, privileges and benefits shall be
256 terminated.
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259 **SECTION 4** Deleted . Incorporated into Constitution Article II and Article III,
260 revised.
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264 **SECTION 5** –

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266 The President shall provide necessary assistance to the trustees of each club-operated station to
267 ensure proper station operation. Trustees of club-operated stations shall request the necessary
268 assistance from the President to ensure legal operation.
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271 **SECTION 6** –

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273 There shall be a Hamfest Committee composed of the Hamfest Chairperson and other committee
274 members as the Chairperson shall appoint, to serve for the elective year. This committee is a
275 STANDING COMMITTEE, existing in perpetuity together with the Club, and its status may be

276 altered or it may be dissolved only by two-thirds majority vote of the membership in accordance
277 with provisions for changes in the Constitution and/or Bylaws. Its primary function is to conduct
278 an annual Hamfest. It makes feasibility studies and recommendations to the Club as required.
279

280 SECTION 7

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282 **ELECTIONS:**

283 The election of officers and directors shall be at the December meeting as provided for in
284 Article III of the Constitution, and shall be conducted by the following guidelines: A Election
285 Committee composed of five or more members shall be elected by the members present at the
286 regular September meeting. Incumbent Club officers and directors are ineligible to serve on the
287 Election Committee . This committee shall meet on or before October 20 and shall select and
288 announce in the Club newsletter a slate of nominees for the Club offices. The Election
289 Committee may, at its discretion, nominate more than one candidate for any or all offices. A list
290 of all candidates nominated by the Committee and nominated from the floor at the November
291 meeting shall be included on the ballot mailed by the Club Secretary to all members eligible to
292 vote. The ballots shall be mailed not later than November 14. Nominations for Club offices are
293 closed at the conclusion of the November meeting and may not be reopened at the December
294 meeting. Only those candidates in nomination are eligible for election in December. No write-in
295 candidates shall be considered.

296

297 (A) The Election Committee Chairman shall preside at both the November meeting when
298 nominations are solicited from the floor and at the December meeting when ballots are
299 counted. It is the responsibility of the Election Committee Chairman immediately after the
300 November meeting, or as soon thereafter as possible, working with the Secretary, to prepare
301 ballots for mailing by the Club. The President, other officers, and other members assist the
302 Secretary with the logistics involving the publishing and mailing of ballots as required..

303 (B) Eligibility requirements for candidates for elected club offices:

304 1. Candidates for elected club offices must be full members or their licensed family
305 members.

306 2. To be eligible for nomination and election to office, a member must have been a member
307 in good standing on March 31 of that year and must be at least 21 years of age.

308 3. No more than one (1) member in any one household is eligible for nomination for office in
309 the same year.

310

311 (C)- In order to be counted in the election, all ballots must be mailed to the current
312 nominations chairperson or be delivered by hand to the chairperson in a sealed envelope.
313 All such ballots must be in the hands of the Election Committee Chairperson prior to the
314 beginning of the December meeting. Ballots SHALL NOT be opened prior to the beginning
315 of the election.

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*** END ***