



## **CONSTITUTION AND Bylaws**

### **Northern Hills Amateur Radio Club**

Rewritten, December 2010

Revised September 2013

#### **PREAMBLE**

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons interested Amateur Radio, do hereby constitute ourselves the Northern Hills Amateur Radio Club, hereafter referred to in this document as "NHARC," and do enact this constitution as our governing law. NHARC is and shall always be: held as public service, not-for-profit organization dedicated to service to the community in which it functions i.e., as a volunteer group without compensation to its members or officers for any and all services provided.

#### **ARTICLE I**

**PURPOSE:** The NHARC is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under SECTION 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

No part of the net earnings of the NHARC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the NHARC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the NHARC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NHARC 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.

Notwithstanding any other provision of this document, the NHARC 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."

## **ARTICLE II**

### **MEMBERSHIP**

SECTION I - Any person, without regard to race, creed, gender, age, or physical impairment, interested in Amateur Radio shall be eligible for membership in the NHARC. Membership shall be by application and election upon such terms as the NHARC, by its bylaws, shall provide.

SECTION II - The NHARC membership shall consist of full members, associate members, and temporary members.

SECTION III - Full members must hold a valid Amateur Radio operator's license, be current with annual club dues and shall enjoy voting privileges in all NHARC general business.

SECTION IV - Associate members do not hold valid Amateur Radio operator's licenses and shall not enjoy voting privileges.

SECTION V - Temporary memberships, not to exceed three months, may be granted to newly licensed amateurs in order to introduce them to the NHARC membership and proceedings. Temporary Members shall enjoy the same privileges as Associate Members.

## **ARTICLE III**

### **ELECTED OFFICES**

SECTION I - The officers shall be: President, Vice President, and Secretary/Treasurer. These officers along with the Directors and the NHARC Trustee shall constitute the Executive Committee.

SECTION II – The Office President, Vice President, Secretary/Treasurer shall be *elected for a term of one year* by ballot of a simple majority of those members present at the first regular meeting in the month of September and shall take office at the first meeting in October

SECTION III: Three Directors shall be elected for a three year term, with one position expiring each year.

SECTION IV - Vacancies occurring between elections shall be filled by special ballot or vote at the first meeting at which a resignation or withdrawal is announced.

SECTION V - Officers may be removed for cause upon a motion of two-thirds majority vote of the members present at a regular or called meeting, provided all members attempted to be notified in advance by *email* or other voice communications of the intent to do so.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

GENERAL - No salaries or other compensation shall be paid to any officer of the NHARC. No expenses except normal, recurring operating expenses (e.g., electric, insurance, property lease, etc.) may be obligated by any officer or member of the NHARC without prior approval of the membership. The Executive Committee may obligate funds not to exceed 100 dollars for extraordinary or emergency purposes.

SECTION I - The President shall preside at all meetings of the NHARC and Executive Committee and shall conduct the same according to the rules adopted; he/she shall enforce observance of this Constitution and Bylaws, decide all questions of order, sign all official documents adopted by the NHARC, and perform the customary duties of the office of the President. The President shall appoint those offices necessary to accomplish the goals of the NHARC as set forth in this Constitution and Bylaws.

SECTION II - The Vice President shall act in all absences of the President and shall secure all programs for regular meetings of the NHARC.

SECTION III - The Secretary/Treasurer shall keep a record of the proceedings of all meetings and make them available for inspection by the NHARC membership, keep a roll of the membership, submit applications for membership, carry on all correspondence, read communications at each meeting, and notify each member of every meeting of the NHARC, except when excused by action of the Bylaws. He/she shall receive and receipt for all moneys paid to the NHARC and keep an accurate account of all moneys received and expended. He/she shall pay regular bills and special bills when properly authorized by the NHARC or its officers. At each meeting, he/she shall submit an itemized statement of receipts and disbursements. He/she shall, at the expiration of his/her term, turn over to his/her successor everything in his/her possession belonging to the NHARC.

SECTION IV – If needed, an Activities Manager shall be appointed to organize NHARC radio operations activities and plan and recommend contests and other activities which benefit and advance general NHARC interest and activity. He/she shall encourage new stations to report activities to the NHARC newsletter editor and to the SECTION Communications Manager of the American Radio Relay League (ARRL), all of these things to make the reputations of the NHARC and Amateur Radio activities in the community as visible and outstanding as possible. He/she shall appoint those committees or assistants necessary to aid in specific activities.

SECTION V - The Emergency Coordinator (EC) shall maintain close liaison with the ARRL DEC or SECTION EC to further fullest possible NHARC participation in nationally and locally recognized radio emergency services. The EC shall remain informed by questionnaires or other means as to the equipment, normal operating frequencies, and hours and types of operation of those members who possess station equipment to facilitate emergency organization. Further, the EC shall serve as liaison between the NHARC and municipal, state, and national authorities on matters related to emergency communications and, in times of emergency, shall coordinate the activities of the NHARC to provide the maximum

communications and services possible. The EC shall appoint those assistants necessary to aid in his/her duties.

SECTION VI - The Grounds Chairman shall be in charge of the maintenance of NHARC physical properties. He/she shall maintain an inventory of such properties and shall provide an itemized list of such properties and their condition to his/her successor upon retirement from office. He/she shall provide the President with a schedule of workers and work days to be recruited by the President for grounds maintenance, building, etc.

## **ARTICLE V**

### **MEETINGS**

SECTION I - Regular meetings shall be held monthly at a time and place decided by a vote of two-thirds majority of the members present at a regular or called meeting, provided all members have been attempted to be notified in advance by *email* or other voice communications of the intent to do so.

SECTION II - Special meetings and meetings of the Executive Committee shall be called at the discretion of the President or his designated representative.

SECTION III - All proceedings during meetings shall be kept as informal as possible, but where conflicts arise, shall be governed by "Robert's Rules of Order, Revised."

*SECTION IV* – A meeting maybe cancelled by the President or other Officer for reasons due to weather or conflict with Holidays or other special Events, provided all members have been attempted to be notified in advance by email or other voice communications of the intent to do so.

Section V - Proxy representation - Any member, who chooses, may provide their comments or position on any item of discussion by e-mail or written letter to a member of the BOD. At the appropriate time such information shall be read aloud by the member of the BOD that received the information. If any vote is being taken, the holder of the proxy shall cast his personal vote and a vote for each proxy that he has.

Section VI -Electronic representation - Any member may participate in a meeting by use of electronic means. This includes VOIP (voice over IP), instant messaging, email, telephone, or radio. If a member desires to utilize Electronic representation, prior arrangements must be made so that facilities are available to support such communications.

Section VII - Each proxy, telephonic or electronic representation, shall contribute to the count of individuals necessary to conduct business.

## **ARTICLE VI**

### **DUES**

SECTION I - The NHARC, by two-thirds majority vote of members present at a regular or called meeting, provided all members have been notified by email of the intent, may levy upon the general membership such dues or assessments deemed necessary for the organization within its objectives set forth in the Preamble thereof. Non-payment of such dues or assessments may be cause for expulsion from the NHARC within the discretion of the membership.

SECTION II - Family membership shall be one and a half times the annual dues, however a family membership is only entitled to one vote in business proceedings.

SECTION III- Upon request Senior citizens (age 65 and older) can be assessed membership dues at a rate 50 percent of the full member annual rate in effect, upon approval of the membership.

SECTION IV - The Executive Committee may nominate a person to Lifetime Membership for outstanding service to the NHARC or the community, no matter where the nominee may reside. The final decision shall be made by a two-thirds majority vote of the NHARC membership.

SECTION V - A schedule of dues shall be published by the NHARC before the end of each year. Annual dues shall be payable in September, but may be pro-rated.

## **ARTICLE VII**

### **MEMBER ASSISTANCE**

SECTION I - The NHARC shall enact appropriate rules to minimize interference in operations between stations of its members; it shall formulate adequate plans for disposition of cases of interference to other radio services (where reported) as caused by any amateur station operation in the area of NHARC's responsibility. The NHARC, through designated Interference, Public Relations, and Activities committees, will provide technical assistance and advice to members concerning equipment design and operation, and assist in frequency observance, pure emissions, and uniform operating practices of NHARC member stations. The NHARC shall also maintain a program to foster and guide public relations in those channels favorable to Amateur Radio work.

## **ARTICLE VIII**

### **REMOVAL OF MEMBERS**

SECTION I - Any member whose Federal Communications Commission-issued Amateur Radio license is suspended or revoked with cause or who is assessed a fine or other penalty by the FCC shall be automatically removed from membership in the NHARC.

SECTION II - Any member who operates his/her station in violation of Part 97 of the FCC Rules and Regulations, and who does not cease and desist from the aforementioned violations, may be removed from membership in the NHARC.

SECTION III - Any member who causes adverse publicity to Amateur Radio or the NHARC may be removed from membership in the NHARC.

SECTION IV - Any member whose annual dues are in arrears for more than 60 days shall be removed from the membership rolls, but may be reinstated upon payment of said dues.

SECTION V - Any member desiring to bring charges against a fellow member shall appear before the Executive Committee and present the facts. The Committee shall investigate the aforementioned "charges" and rule on the case. The decision of the Committee shall be final. All records of arbitration shall be sealed, except for the resolution or decision of the Committee.

## **ARTICLE IX**

### **AMENDMENT TO CONSTITUTION AND BYLAWS**

SECTION I - This Constitution and Bylaws may be amended by a two-thirds majority vote of NHARC members present at a regular or called meeting provided all members have been attempted to be notified by email or other voice communications of the intent to amend this Constitution and Bylaws at said meeting.

## **ARTICLE X**

### **NHARC PROPERTY**

SECTION I: Any item purchased with NHARC funds becomes the sole property of the NHARC.

SECTION II: Any items donated to the NHARC become sole property of the NHARC.

## **ARTICLE XI**

### **DISSOLUTION**

#### **Federal Non-Profit Status:**

SECTION I: The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under SECTION 501 (c) (3) of the Internal Revenue Code.

SECTION II: 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 and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding 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.

Sec III: Upon the dissolution of the organization, 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 a like amateur radio club, or the federal, state or local government, for a public purpose.

#### **Article XII - Conflict of Interest Policy**

The purpose of the conflict of interest policy is to protect this organization's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the organization.

Interested persons (directors, officers and members) must disclose actual or possible conflicts of interest and the existence of financial interest. They will be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

After disclosure and any discussion, the governing board or committee will meet to determine if a conflict of interest exists; the interested person(s) must leave during discussion and voting if requested to do so by the governing board or committee. A financial interest is not necessarily a conflict of interest; a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article XIII    Linking into the Black Hills Link network:**

SECTION I: Amateur Radio Repeaters owned and operated by other Amateur Radio Clubs or organizations may interconnect their repeater with the NHARC network upon application to do so and approval of the BOD.

SECTION II: Such interconnection shall meet the technical requirements and guidelines as set forth in the interconnect specifications as created by the technical committee. Such specifications are available from any member of the technical committee or BOD member.

SECTION III: Any remote base authorized to interconnect with the 'Hills Link System' must be actively monitored by a control operator local to the remote base who shall immediately cause the remote base to terminate its interconnection if the remote base is causing interference with the 'Hills Link System'.

SECTION IV: Accessing or control of the remote base via 'ECHOLINK' or 'IRLP' is not allowed except for 'Emergency' communications situations that have been authorized by the BOD or their designee. Such access shall terminate as soon as the 'Emergency' situation is over.

SECTION V: NHARC does not intend to take over the maintenance of any equipment not the property of NHARC.

Signed on this date **September 27, 2013**

**Carol Katz, KCØZDA**, President

**Jerry Hawley, KGØGG**, Secretary