

CONSTITUTION (Revised 2002)

ARTICLE I NAME AND PURPOSE

SECTION A. The name shall be Montgomery Amateur Radio Club, Inc.

SECTION B. The Montgomery Amateur Radio Club, Inc. (also known as MARC and hereinafter referred to as “the Club”) shall be a “NOT FOR PROFIT” corporate entity with no authority to issue stock. Said organization 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 federal tax code.

SECTION C. The Montgomery Amateur Radio Club, Inc., shall have the following objectives:

1. Promote interest in amateur radio communication, experimentation, and public service;
2. Establish amateur radio networks to provide electronic communications in the event of disasters or other emergencies;
3. Provide effective amateur radio services for emergencies, public services, and community projects;
4. Promote mutual exchange of knowledge to improve amateur radio services;
5. Provide educational programs to assist interested persons in developing or improving amateur radio skills;
6. Disseminate technical, educational and scientific information relating to electronic communication;
7. Advance the art and science of radio communication; and
8. Further the public welfare.

ARTICLE II MEMBERSHIP

SECTION A. There shall be four classes of membership:

1. Full members shall be licensed Radio Amateurs.
2. Associate members shall be any persons interested in Amateur Radio but not holding an Amateur license. (Associate members shall become full members upon receipt of an Amateur license.)
3. Non-resident members shall be any persons interested in Amateur Radio and residing more than 30 miles from the usual meeting place of the Montgomery Amateur Radio Club.
4. Honorary members shall be any persons interested in Amateur Radio and in supporting the Montgomery Amateur Radio Club. Honorary members shall have demonstrated exceptionally outstanding service to the Montgomery Amateur Radio Club and shall be selected as specified in the Bylaws.

SECTION B. Procedures for attaining membership in the Montgomery Amateur Radio Club, Inc., shall be as specified in the Bylaws.

SECTION C. All members shall pay annual dues as specified in the Bylaws. For purposes of assessing dues, the class of Full Members may be divided into subclasses as specified in the Bylaws.

SECTION D. Only Full Members are qualified to vote.

SECTION E. No dues will be refunded because of resignation.

ARTICLE III MEETINGS

SECTION A. Types, frequency and methods of notice of meetings shall be as specified in the Bylaws.

ARTICLE IV OFFICERS

SECTION A. The officers of the Club shall be:

1. President
2. Vice-President
3. Secretary
4. Treasurer

SECTION B. All officers shall be Full members of the Club and shall perform the duties prescribed in the Bylaws.

SECTION C. All officers shall serve a term of one(1) year.

SECTION D. Vacancies occurring in any of the above offices shall be filled as provided for in the Bylaws.

SECTION E. Election procedures shall be as contained in the Bylaws.

ARTICLE V BOARD OF DIRECTORS

SECTION A. The Board of Directors shall be comprised of:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Six (6) Directors elected at large
6. The outgoing President of the Club shall serve ex officio without vote for one year to help provide continuity.

SECTION B. All Directors shall serve a term of one(1) year.

SECTION C. Vacancies on the Board of Directors shall be filled as provided in the Bylaws.

SECTION D. The Board of Directors shall have the responsibility for the affairs of the Club between business meetings, fix the days, hours and place of meetings, make recommendations to the Club and perform such other duties as are specified in the Bylaws of the Club. The Board shall be subject to the orders of the Club and none of its acts shall conflict with any action taken by the Club.

SECTION E. Any six (6) Board members, of which at least two (2) must be Club officers, shall constitute a quorum for conduct of business.

ARTICLE VI BYLAWS

SECTION A. The rules contained in the Bylaws shall govern the Club.

SECTION B. Nothing in the Bylaws shall negate the provisions of this Constitution.

ARTICLE VII AMENDMENTS

Any proposed amendment(s) to this constitution must be read to, and discussed with, the membership at two successive meetings. A written copy of these proposals must be transmitted to all members at least seven days prior to the meeting at which the vote will be taken. Voting shall take place at the next regularly scheduled business meeting. The amendment(s) shall become effective upon the affirmative vote of two-thirds (2/3) of the qualified members present when the vote is taken.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern all Procedural matters not covered by the Constitution or Bylaws.

ARTICLE IX MISCELLANEOUS

SECTION A. 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.

SECTION B. 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.

SECTION C. 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.

ARTICLE X DISSOLUTION OF MONTGOMERY AMATEUR RADIO CLUB, INC.

Upon the dissolution of the Montgomery Amateur Radio Club, Inc., assets shall be distributed, as specified in the Bylaws, 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 Court of Common Pleas 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 are organized and operated exclusively for such purposes.”

BYLAWS (Revised 2002)

ARTICLE I MEMBERSHIP

SECTION A. Membership in the Club shall be requested by written application. Application forms are available from the Membership Committee Chairman.

SECTION B. An applicant shall become a member upon payment of specified dues and the affirmative vote of the majority of members present at the next meeting following that at which the application was received, read and recorded.

SECTION C. A person shall become an Honorary Member upon nomination by a majority of the Board of Directors and affirmative vote of the majority of members present at the next meeting following that at which the President has presented the Board's proposal for nomination.

ARTICLE II MEETINGS

SECTION A. Regular Meetings

Regular meetings of the Montgomery Amateur Radio Club, Inc. will be held at a time and place recommended by the Board of Directors, provided that, in the event of a change in the meeting place or time, notice shall be transmitted to all members at least seven (7) days prior to the effective date of change.

SECTION B. Annual Meeting

An annual meeting for purposes of conducting elections and other business shall be held in November.

SECTION C. Special Meetings

1. Special meetings may be held in lieu of regular meetings.
2. Special meetings may be called by any of the following:
 - a. The President;
 - b. Any Board Member with approval of a simple majority of the Board of Directors;
 - c. Any member on demand from the floor if seconded and carried by a majority of the full members present

SECTION D. Notice of Meetings

1. The Secretary will give notice of each annual or special meeting not less than 10 nor more than 90 days prior to the date of the meeting.
2. The notice shall state the time and place of the meeting and the purpose of the meeting.
3. Notice shall be deemed to have been given when it is mailed to the address that appears on the records of the club or personally delivered. If agreed to in advance by the member, notice shall be deemed to have been given when it is left at the member's residence or usual place of business, given by telephone or facsimile transmission, or sent by electronic mail.
4. Meeting changes or cancellations due to emergency or unforeseen circumstances will be communicated to the membership by the most expeditious means considering the circumstances.

SECTION E. Quorum

Fifteen percent (15%) of the membership, or twenty (20) full members of the Montgomery Amateur Radio Club, Inc, whichever is less, shall constitute a quorum for the transaction of club business.

SECTION F. All decisions of the Board of Directors or of the Membership shall be by simple majority voice vote unless other voting instructions are present in the Constitution or Bylaws of the Club. Any member may contest the outcome of a voice vote and request that the voting be done by show of hands.

ARTICLE III PARTICIPATION WITH OTHER ORGANIZATIONS

SECTION A. The Club may participate with other organizations that facilitate the objectives of the club, including but not limited to:

1. The American Radio Relay League
2. The Foundation for Amateur Radio
3. The Middle Atlantic Repeater Council

SECTION B. Representatives to the foregoing organizations shall be appointed by and serve at the pleasure of the Club President.

SECTION C. Expenses associated with the above organizations shall be provided from the Club's General Fund.

ARTICLE IV COMMITTEES

SECTION A. There shall be the following Standing Committees:

1. Membership Committee
2. Repeater Committee
3. Public Service Committee
4. Education Committee

SECTION B. There shall be Ad-Hoc Committees such as:

1. Nominating Committee
2. Audit Committee
3. Field Day Committee
4. As required from time to time appointed by the President as desirability and/or need arises, and shall serve at the pleasure of the President.

ARTICLE V DUES, FEES, DONATIONS, ASSESSMENTS, ETC.

SECTION A. Dues

1. Dues for Club Membership shall be of three (3) classes with appropriate dues as established from year to year by the Board of Directors as follows:
 - a. Full Members (Licensed Amateurs)
 - b. Associate Members (interested individuals who do not have an Amateur License)
 - c. Non-Resident Members (interested individuals who reside more than 30 miles from the Club's usual meeting place)
2. The Board of Directors may establish dues at reduced rates for the following subclasses of Full Membership:
 - a. Senior (age 62 or older)
 - b. Junior (age 18 or younger)
 - c. Family (part of same household as Full Member)
 - d. Such other subclasses as may be recommended by the Board of Directors and approved by a majority vote of the members present at any meeting, which has a quorum.
3. Honorary Members will not be charged any dues or assessments.

SECTION B. Fees and Assessments

1. Fees may be levied on members and guests who participate in Club activities, upon recommendation of the Board of Directors and approval by the membership.
2. Special Assessments may be levied on Full Members of the Club upon the recommendation of the Board of Directors and approval by a simple majority of the full members present at a meeting following notice at least one week in advance of the meeting.

SECTION C. The Club is authorized to accept bona fide contributions, grants, and donations.

SECTION D. Promissory Notes

The President and Treasurer of the Club may co-sign Promissory Notes on behalf of the Club for specified amounts and/or activities upon recommendation of the Board of Directors and approval of two-thirds (2/3) majority vote of the full members present at a regular meeting following notice at least one week in advance of the meeting.

SECTION E. Funds

1. General Fund. All monies derived from any source shall accrue to the General Fund and be credited to appropriate accounts unless otherwise provided. Special Assessments and Promissory Notes must be used solely for the purpose for which they were approved by the membership.
2. Emergency Fund. The Emergency Fund consists of monies transferred from the General Fund periodically after approval by the Board of Directors and the Membership, and of gifts designated for this purpose by donors.
 - a. Upon the recommendation and approval by the Board of Directors, funds may be expended to repair or replace capital equipment that has failed. The emergency expenditure amounts approved by the Board of Directors may be combined with other budgeted amounts to upgrade the failed equipment, provided that the upgrade

equipment is already part of an approved long-range plan. The President will report all such emergency expenditures to the membership at the next regular meeting.

- b. Funds may be transferred from the Emergency Fund to the General Fund upon a recommendation of the Board of Directors read to the Membership at any meeting and affirmative vote of two-thirds (2/3) of the Full Members present at the following regular meeting. Written notice of the recommendation shall be given at least one week in advance of the meeting at which the vote will be taken.

SECTION F. Spending Provisions

1. A motion requiring the non-budgeted expenditure from the General Fund may be made at any meeting of the Club.
2. Voting on a motion that requires expenditure of more than \$250.00 shall be held at the following meeting.
3. The Board of Directors may recommend approval or disapproval of any motion requiring expenditure of funds.

ARTICLE VI NOMINATIONS AND ELECTIONS

SECTION A. Officers and Directors for the ensuing year shall be nominated at the first (1st) meeting of the Club in October of each year.

1. The President shall appoint, no later than the first (1st) meeting in September, a nominating committee, which shall present a slate of candidates for office;
2. Nominations may be made from the floor, by full members only, at the nomination meeting;
3. All candidates must be present at the time of nomination and indicate their willingness to accept the nomination, unless prior approval for the nomination shall have been given to the Secretary by the nominee in writing.

SECTION B. Election of Officers and Directors shall take place at the first (1st) meeting in November of each year.

1. Only full members may vote in elections;
2. Voting shall be by secret ballot;
3. Election shall be by simple majority of ballots cast. The officials supervising the election shall allow reasonable time for members to complete their ballots and place them in the ballot box. The officials will close the balloting after determining by voice call that each full member present in the room has had adequate opportunity to cast their ballot.
4. The Treasurer shall attest to the status of membership of those present for the election;
5. Voting procedure:
 - a. In the event of failure to obtain a simple majority, the two (2) candidates receiving the greatest number of votes shall be the only candidates eligible for a second ballot;
 - b. In the event of ties, reballoting to determine the two (2) final candidates shall take place for those candidates having an equal number of votes.
6. Cumulative voting shall not be permitted.
7. Voting for election of Officers and Directors may be accomplished by Absentee Ballot, provided that the following procedure is observed:
 - a. Request for Absentee Ballot shall have been made in writing at least one week prior to election meeting;
 - b. Completed Absentee Ballot must be in the possession of the Secretary at the beginning of the election meeting.

SECTION C. Special Elections to fill vacancies occurring during the term of office will be called in accordance with the provisions of Article II and will be conducted in accordance with the provisions of Article VI, Section B, sub-paragraphs 1 through 7.

SECTION D. Regularly elected Officers and Directors will assume office at the first (1st) meeting in December of each year.

SECTION E. Officers and/or Directors elected to fill vacancies will assume office immediately upon election.

SECTION F. In case of failure to elect officers and directors at the designated time, the officers and directors holding over shall continue to manage the business and affairs of the corporation until their successors are elected and qualify.

ARTICLE VII OFFICERS AND DIRECTORS

SECTION A. President

The President shall be the Chief Executive Officer of the Club and is responsible for the execution of the Club policies and control of Club properties and funds. He or she chairs the Board of Directors meetings and is an ex officio member of all committees. In addition, the President shall:

1. Preside at all Club meetings and Board of Directors meetings;
2. Appoint all Committee Chairs;
3. Call Special Meetings whenever necessary;
4. Co-sign promissory notes on behalf of the Club when authorized by the membership of the Club;
5. Prepare annually and submit at the Club's annual meeting a full and correct statement of affairs of the Club, including a balance sheet, a financial statement of operations, and a narrative statement of the Club's program accomplishments for the preceding fiscal year;
6. Prepare annual and amended budgets for approval by the Board of Directors and present approved budgets to the membership;
7. Present policies and plans to the membership after approval by the Board of Directors.

SECTION B. Vice-President

The Vice-President shall assist the President, shall assume the duties and act as President when the President is absent or temporarily unable to serve, and shall perform such other tasks as the Board of Directors may, from time to time, determine.

SECTION C. Secretary

The Secretary shall perform all duties normal to the Office, including:

1. Keep minutes of all membership meetings and report them at the next meeting of the Club;
2. Keep and maintain all Club Records;
3. Handle correspondence and meeting notices;
4. Keep minutes of meetings of the Board of Directors;
5. Collect and hold Absentee Ballots to be cast at elections.

SECTION D. Treasurer

The Treasurer shall perform all duties normal to the Office, including:

1. Receive and record all funds of the Club;
2. Record and disburse all funds;
3. Open and maintain checking, savings, and other appropriate accounts in the name of the Club;
4. Verify all bills presented and make payment as authorized by previous action of the Board of Directors; the adopted budget and any amendments thereto adopted by the Board of Directors shall constitute the Treasurer's authority to expend sums not in excess of the amounts listed in each category if supported by a proper voucher;
5. Maintain a Capital Equipment Inventory, which shall be up-dated semi-annually; all Club members in possession of Capital Equipment belonging to the Club shall furnish the Treasurer an updated inventory of equipment in their possession or under their control on June 30 and January 1 of each year, by July 31 and January 31 respectively;
6. Make a report of all transactions and account balances to the Club membership at the first meeting of each month;
7. Submit accounting records to the Board of Directors by 1 November of each year for audit;
8. Co-sign promissory notes on behalf of the Club when authorized by the membership;
9. Inform the chairman of the Membership committee of membership dues status;
10. Prepare and file any annual reports required by the Internal Revenue Service and the State of Maryland.

SECTION E. Directors

Directors shall perform the duties normal to the office and as described elsewhere in these Bylaws.

SECTION F. Board of Directors

1. The Board of Directors shall discharge its duties as described in Article V of the

Constitution of the Montgomery Amateur Radio Club, Inc.

2. The Board of Directors shall:
 - a. Be responsible for developing Club policies and plans;
 - b. Hold regular meetings at least once quarterly and at such other times as may be required to carry out the Board's duties in a timely manner;
 - c. Approve all budgets;
 - d. Establish rules and procedures for making expenditures in accordance with approved budgets;
 - e. Establish and approve Committee charters together with rules and procedures for membership participation in committee activities.
3. Meetings of the Board of Directors
 - a. Each member of the Board of Directors shall be given notice of each meeting. The notice need not be in writing and need not state the business to be transacted or the purpose of any regular or special meeting. Notice of a meeting may be waived before or after the meeting if the member signs a waiver of the notice, which is filed with the records of the meeting or is present at the meeting. The notice requirement shall be considered waived by any Director attending a meeting without protest.
 - b. The Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. A meeting of the Board of Directors shall be scheduled at the request of any two Directors or by direction of the President.
 - c. The Board of Directors may conduct Board business by electronic mail, telegram, facsimile transmission, telephone, personal delivery, postal mail, radio communication, in person, or other appropriate means. Any member of the Board may request that such business be moved to an in-person meeting.

SECTION G. Trustee(s)

1. Trustee(s) shall be elected at the time of the annual Election of Officers.
2. The Trustee(s) shall hold office until their death, resignation or until a successor is elected.
3. The Trustee of the Club Station shall hold the Club's Amateur Radio License; the Trustee of the Repeater shall hold a valid Amateur Radio Station License for the Repeater Station.
4. The Trustee(s) shall apply to the Federal Communications Commission for renewal of the Club Amateur Radio Station License and the Repeater's Amateur Radio Station License periodically as required.
5. The Trustee of the Repeater shall have responsibility for the Club's repeater radio equipment and for ensuring that the operation of such equipment is in compliance with FCC regulations.
6. The Trustee(s) shall make such rules and regulations as necessary to assure compliance with FCC regulations concerning Amateur Radio Stations and Club Amateur Radio Station Licenses.
7. The Trustee(s) shall be a member of the Club.

SECTION H. An officer or director may be removed with or without cause by the affirmative vote of a majority of all the votes entitled to be cast for the election of officers and directors.

ARTICLE VIII CHANGES IN BYLAWS

SECTION A. Changes to these Bylaws may be made upon submission of the proposed change, in writing, and read to the membership at any meeting.

SECTION B. Voting upon the proposed change shall be held at the following meeting, and the change shall become effective after an affirmative vote of two-thirds (2/3) of the full members present when the vote is taken.