

BRUNSWICK SHORES AMATEUR RADIO CLUB BY LAWS

Approved by the Membership 11/13/2024

ARTICLE I – INTRODUCTION

We, the members of the Brunswick Shores Amateur Radio Club, wishing to fulfill the objectives of this Association as stated herein and wishing to secure for ourselves the pleasures and benefits of association with others of kindred interests, and further wishing to assure a fair, expeditious and proper conduct of the affairs of the Club as an Unincorporated Nonprofit Association, consistent with the laws of the state of North Carolina and the provisions Uniform Unincorporated Nonprofit Association Act, do hereby declare that the following Rules and Regulations shall be our governing law. It is our purpose to foster fellowship among our members through the exchange of information and cooperation between members; to promote technical expertise, fraternalism, and individual operating proficiency and public service activities among members; and to conduct the activities and affairs of the Club in a mature discrete and logical manner so as to advance the general Interest and welfare of Amateur radio in our community. References in the By Laws and rules of the club to notifications by mail shall include electronic mail (e-mail).

ARTICLE II – MEMBERSHIP

SECTION 1 - ELIGIBILITY

All individuals interested in Amateur Radio shall be eligible to apply for membership. There shall be three classifications of members: FULL, FAMILY and ASSOCIATE. The requirements for FULL, FAMILY and ASSOCIATE membership shall be specified in the Standing Rules of Operation (Ref. 2).

SECTION 2 - CLASSIFICATION

FULL members shall have the right to vote. For FAMILY members only the Full member in a Family household will have the right to vote, ASSOCIATE members shall not be permitted to vote or to hold office however they may serve on committees and participate in all club activities. No more than 50 percent of the total membership shall be ASSOCIATE members.

SECTION 3 - APPLICATION FOR AND VOTING ON MEMBERSHIP

Each prospective member shall complete a membership application in a form and format as established and detailed in the Standing Rules of Operation (Ref. 2). Such application, with the appropriate dues shall be submitted to the Board of Directors or its designee which will certify to the full membership that the applicant is eligible for membership and has, by such application, expressed the desire to join the Club and be bound by all duly established rules and regulations of the Club. The Board of Directors or its designee shall, at the next regularly scheduled Club GENERAL or BUSINESS meeting, or at a duly called Special Meeting of the Club Membership with notice given of vote on applications for membership, present for a vote of the membership all such applications and eligibility certification by the Board or its designee and its recommendation for action. An affirmative vote of the majority of the FULL members present shall be required for approval of the application for membership. The Board or its designee shall advise the applicant of such action taken by the Club membership.

SECTION 4 - FEES

Membership dues, schedules for payment and arrangements for late payment shall be as established or amended by the Standing Rules of Operation (Ref. 2), defined in ARTICLE IX.

SECTION 5 - REMOVAL

Any member may be removed for just cause upon written petition of six (6) or more FULL members. Such petition shall be presented to the Board of Directors. The Board or its designee shall, after confirming the membership status of each petitioner and investigating the allegations on which the petition is based, present a report to the membership at the next regularly scheduled Club GENERAL or BUSINESS meeting or a duly called Special Meeting of the Club membership. Such report shall contain all pertinent information which the Board has found and shall be accompanied by its recommendation for action by the membership. An affirmative vote of seventy-five percent (75%) of the ballots cast by FULL members, including those by proxy, shall be required to remove the Member. All FULL members shall be notified by electronic means at least one week prior to the meeting that such a petition will be presented, and proxies must be received by the Board or its designee no later than 4:00 PM on the Sunday prior to the meeting date.

ARTICLE III – OFFICERS

SECTION 1 - OFFICERS

There will be a minimum of three officers of the Club as specified in the Articles of Formation. These positions are President, Treasurer and Board Member. The position of Secretary is also established but if not filled by election or volunteer, will be filled by the President or other board member. Additional positions may be created by revisions in the Standing Rules of Operation (Ref. 2).

SECTION 2 - DUTIES

The duties of the Officers shall be as follows:

President - The President shall be the Chairman of the Board of Directors, shall preside at all meetings of the Club and of the Board, and shall conduct such meetings in accordance with the rules and regulations adopted by the Club. The President shall enforce due observance of the Articles of Incorporation (Ref. 1), these bylaws and any Standing Rules of Operation (Ref. 2) established in accordance therewith, decide all questions of order, sign all official documents adopted or approved by the Club, but none other, and perform all other customary duties pertaining to the office of President.

Treasurer - The Treasurer shall receive all monies and make all payments, and shall keep an accurate and timely ledger account of all transactions in the name of the Club. The Treasurer shall be responsible for maintenance of the Club's financial assets in appropriate bank accounts and/or investments acceptable to and approved by the Board of Directors. Receipts shall be issued by the Treasurer for all cash received. The Treasurer shall pay all bills, invoices and obligations within thirty (30) days of their date or within any applicable discount period, as directed and authorized by the Board of Directors. The Treasurer shall maintain the Club's accounting system. The dissemination of financial information by the Treasurer shall be as specified by the Board of Directors.

Board Member – A minimum of one board member is required by the Articles of Formation. One board member and/or Technical Director and/or Immediate Past

President must be present at all business meetings which discuss financial matters including but not limited to club assets, expenditures, budgets or income. This may be in person or via electronic means.

SECTION 3 – QUALIFICATION

Officers shall be FULL members of the Club in good standing, and eighteen (18) years of age or older. Also, they shall have been members for at least one year prior to election and shall have attended at least six (6) of the regular activities of the Club in the previous 12 months preceding the election. These activities include such activities as weekly meetings, monthly meetings, public service events, Field Day, emergency activations, and social events sponsored by the Club or other activities as approved by the Board of Directors. The membership time period and/or attendance requirements may be waived by a motion of the nominating committee chairperson to the board and the board's subsequent majority vote.

SECTION 4 – TENURE

The term of office for all officers of the Club elected at a regular scheduled election shall be one year. Secretary is elected for two years. An officer may be reelected to the same office consecutively.

SECTION 5 – VACANCIES

A vacancy occurring in any of the three required officer positions (president, treasurer or board member) will be filled as soon as practical by the two remaining officers asking for volunteers. If there are more than one volunteer, then a general election will be held no sooner than 30 days and no later than 60 days after the vacancy occurs. If a required position cannot be filled by a volunteer within 12 months, then the club will be disbanded. If a vacancy occurs in a position not required by the Articles of Formation, then that position may be filled by a volunteer or the position deleted by amending the Standing Rules of Operation (Ref. 2).

SECTION 6 – REMOVAL

Any officer may be removed from office for cause, upon written petition of six (6) or more FULL members. Such petition shall be presented to the Board of Directors. The Board or its designee shall, after confirming the membership status of each petitioner and investigating the allegations on which the petition is based, present a report to the membership at the next regularly scheduled Club GENERAL or BUSINESS meeting or a duly called Special Meeting of the Club membership. Such report shall contain all pertinent information which the Board has found and shall be accompanied by its recommendation for action by the membership. An affirmative vote of seventy-five percent (75%) of the ballots cast by FULL members, including those by proxy, shall be required to remove the officer. All FULL members shall be notified by electronic means at least one week prior to the meeting that such a petition will be presented, and proxies must be received by the Board or its designee no later than 4:00 PM on the Sunday prior the meeting date. Removal of any officer from office will automatically remove that officer from the Board of Directors.

ARTICLE IV – DIRECTORS

SECTION 1 - DIRECTORS

The business and affairs of the Club shall be managed by a Board of Directors consisting of a minimum of three (3) members: President, Treasurer and Board

Member as required by the Articles of Formation. The board of directors shall also consist of any other club officers as established by the Standing Rules of Operation (Ref. 2), such as Secretary, Vice President or additional board members (Technical Director and Immediate Past President).

SECTION 2 - RESPONSIBILITIES

The Board of Directors shall be responsible for conducting the technical, financial, legal and social affairs of the Club. The Board shall be responsible for preparing an annual Operating Budget and submitting it to the Club membership for approval. It shall also prepare and publish an Annual Report to the Club members and shall provide a financial summary (consisting of cash balance, income and expenses versus budget) to the membership on a quarterly basis.

SECTION 3 - REMOVAL

Any Director may be removed from office for cause upon written petition of six (6) or more FULL members. Such petition shall be presented to the Board of Directors. The Board or its designee shall, after confirming the membership status of each petitioner and investigating the allegations on which the petition is based, present a report to the membership at the next regularly scheduled Club GENERAL or BUSINESS meeting or a duly called Special Meeting of the Club membership. Such report shall contain all pertinent information which the Board has found and shall be accompanied by its recommendation for action by the membership. An affirmative vote of seventy-five percent (75%) of the ballots cast by FULL members, including those by proxy, shall be required to remove the officer. All FULL members shall be notified in writing at least one week prior to the meeting that such a petition will be presented, and proxies must be received by the Board or its designee no later than 4:00 PM on the day preceding the meeting date.

ARTICLE V – COMMITTEES

SECTION 1 - CHAIRPERSONS

Committee Chairpersons shall be appointed by the President of the Club with the assistance of and ratification of the Board of Directors. They shall be FULL members in good standing.

SECTION 2 - MEMBERS

Committee members may be appointed by the President or selected by the Chairperson. Any member of the Club in good standing shall be eligible for appointment or volunteer.

SECTION 3 - STANDING COMMITTEES

Standing Committees shall be formed as set forth in the Standing Rules of Operation (Ref. 2).

SECTION 4 - SPECIAL COMMITTEES

Special committees may be established for singular, limited purposes in a manner specified in SECTIONS 1 and 2 above. Each such committee shall have a specific scope and objective and/or time limit and shall submit reports to the Board of Directors as appropriate.

ARTICLE VI - CONDUCT OF BUSINESS

SECTION 1 - GENERAL

The Board of Directors shall conduct all business of the Club. New business to be introduced by and from the membership at large shall be submitted to the Board of

Directors for review and approval or rejection. Action on member submitted proposals shall be fully reported by the Secretary to the Club.

SECTION 2 - RULES OF ORDER

The conduct of meetings of the Club and of the Board of Directors shall be governed by the Articles of Incorporation (Ref. 1), these By-Laws and the appropriately adopted Standing Rules of Operation (Ref. 2) defined in ARTICLE IX below. In instances not covered by the rules in these documents and if not in conflict therewith, "ROBERT'S RULES OF ORDER" shall apply as a guide to democratic action. For the preservation of order and decorum, to limit conflict and argument, and in the best interests of the Club, the President shall decide all questions of order.

SECTION 3 - SUSPENSION OF RULES

In the interests of expediency and to serve the best interests of the Club, the rules relating to the conduct of business may be suspended for a particular action or objective either by order of the President with "general consent" (if no one objects) or by motion from the floor (if carried by a two-thirds vote present).

SECTION 4 - FINANCIAL

Financial operations shall be limited by the availability of cash to conduct them and the overall allocations of an Annual Budget appropriately approved by the Club membership at the regularly SCHEDULED meeting designated for that purpose. The Budget review, dissemination to the members and submittal for approval thereby, is the responsibility of the Board of Directors. Commitment and authorization of expenditures by the Board of Directors in any one fiscal year shall not exceed the total approved Budget by more than three hundred dollars (\$300.00) without approval of the membership of the Club. There will be a Reserve Fund that will be created over the course of time. This Reserve Fund will be for large expenditure for club equipment (repeater, radios etc.) It will receive \$500 each year as a budget line item. Any budget excess from repeater maintenance of the previous year will be deposited in this account. This budget cannot exceed \$5000. Any year where the Reserve Fund exceed its maximum there will be no \$500 Line item and leftover repeater maintenance funds will go back into the general club account. The excess of \$5000 will be transferred back to the general club account.

SECTION 5 - QUORUMS

Three (3) members of the Board of Directors must be present in order to conduct business at a Board Meeting. Ten (10) percent of the FULL members of the Club must be present in order to conduct the business of the Club at a BUSINESS meeting thereof. If the necessary quorum does not exist at a SPECIAL business meeting properly called for a specific purpose, the Board of Directors may at their discretion act for the Club in its best interests.

ARTICLE VII – MEETINGS

SECTION 1 - GENERAL

Regularly scheduled GENERAL meetings for the technical, social and public service benefit of the membership shall be held at least once per month throughout the calendar year. The purpose of such meetings is to foster the sense of fellowship among members by providing a forum for social interaction, exchange of technical information, and encouragement of public service activities. Special events such as Field Day can be considered a meeting.

SECTION 2 - BUSINESS

Regularly scheduled BUSINESS meetings of the Club shall be held twice a year - one in October for the purpose of receiving the Annual Report and Financial Summary and approving a Budget for the coming year, the other in April for receiving an Interim Report, annual review of the Standing Rules of Operation (Ref. 2). These meetings shall be held as scheduled in the Standing Rules of Operation (Ref. 2).

SECTION 3 - SPECIAL

SPECIAL meetings of the Club for specific purposes may be called by the President and/or the Board of Directors for the subject and at the time and place to be specified in the notice thereof. Also, upon receipt of a written petition of not less than 33 percent of the FULL members in good standing, the Board of Directors shall call a SPECIAL business meeting of the Club within thirty (30) days of receiving that petition, for the purpose specified in the petition.

SECTION 4 - BOARD OF DIRECTORS

The Board of Directors shall meet at least three times per year to conduct the business of the Club, the meeting to be held at a time and place agreed to by the Board. The Board meetings shall be in person or by electronic means.

SECTION 5 - TIME AND PLACE

Each regularly scheduled or special BUSINESS meeting may be held immediately preceding or following a regularly scheduled GENERAL meeting on the same date and at the same location, if so decided and announced by the Board of Directors. Optionally, the meetings may be set up at a unique time and place.

ARTICLE VIII – ELECTIONS

SECTION 1 - GENERAL

Election of officers and directors shall be held at the BUSINESS meeting designated for that purpose in the month of November of each year. Election to each office shall be by a majority vote of the FULL members present plus written absentee ballots which will include e-mailed votes provided to the Secretary. Absentee ballots and e-mailed ballots must be received two days before the election to be valid. In the event that no majority exists when there are three or more candidates for the same office, a runoff election shall be conducted between the two candidates receiving the highest number of votes.

SECTION 2 - BALLOTS

All voting shall be by secret, preprinted ballots, or by electronic means which shall include e-mail polls of the membership for members who cannot attend an election meeting. In the event of an unopposed candidate, a show of hands will be used.

SECTION 3 - NOMINATIONS

Nominations will be held at the October Meeting. Additional nominations may be made verbally or in writing to the Board by any FULL member in good standing. Each nominee shall have agreed to run for the designated office and to serve if elected. The Board shall distribute the slate to the membership by electronic means no later than ten (10) days prior to the meeting at which the Election is to be held.

SECTION 4 - INSTALLATION

Installation of newly elected officers and/or directors shall be made at a brief ceremony at the December Meeting or first meeting in January.

ARTICLE IX - STANDING RULES OF OPERATION

SECTION 1 - DEFINITION

Standing Rules of Operation are those regulations, policies, procedures, rules and decisions necessary to carry on the day-to-day operation of the Club. They include, membership dues amounts, forms, schedules, procedures and policies that may be changed and adjusted from time to time without requiring the formality of amending these By-Laws. These rules shall be specific in content and application and shall be written. These rules will be reviewed and amended at least once per year.

SECTION 2 - ADOPTION

Proposals for Standing Rules may be initiated either by the Board of Directors or by any FULL member in good standing. Approval by the Board is necessary for adoption of these Rules.

SECTION 3 - RECORD

The Secretary shall keep a log of all Standing Rules as adopted, amended or removed, and shall publish these Rules (Ref. 2) as appropriate to keep the membership informed.

ARTICLE X – AMENDMENTS

SECTION 1 - PRESENTATION

Proposed amendments to the By-Laws shall be presented to the Board of Directors for their review and determination of compatibility with the Articles of Incorporation (Ref. 1). Upon recommendation of the Board, a copy of the proposed amendment shall be mailed to each member at least 20 days prior to the meeting of the Club at which it is to be presented and voted upon.

SECTION 2 – ADOPTION

A written ballot will be taken. An affirmative vote of two-thirds (2/3) of the FULL members voting (either in person or Electronic Means) is required to adopt the amendment. Proxies must be received by the Secretary of the Club no later than 4:00 PM on the Sunday prior to the meeting date.

ARTICLE XI - DISSOLUTION OF THE BRUNSWICK SHORES AMATEUR RADIO CLUB

SECTION 1 - TERMINATION OF OPERATIONS

In the event that the Board of Directors votes that the Club should be dissolved, the motion for dissolution must receive a two thirds plus one vote of the FULL membership to be passed.

SECTION 2 - DISPOSITION OF ASSETS

In accordance with the Articles of Incorporation (Ref. 1), the Board of Directors shall handle the disbursement of all assets. No member or group of members shall receive benefit from the assets. All equipment shall be donated to a non-profit organization. All remaining cash assets shall be donated to a non-profit organization.

ARTICLE XII – Amendments

These By Laws, upon adoption, supersede all previous By Laws and Amendments. They shall become effective the first day of the month following their adoption.

REFERENCES

- 1) Uniform Unincorporated Nonprofit Association Act
- 2) STANDING RULES of OPERATION