

ARTICLE III **OFFICERS**

Section 1: The officers of the Club shall be: President, Vice-President, Secretary, and Treasurer. Each officer shall serve a 2-year term and may be elected to any officer position except that they must sit out at least one term of their prior officer position.

Section 2: At the first election following adoption of Article III, the Club shall make a one-time adjustment without member vote to the terms of Club officers as follows:

1. The Vice President in 2023 shall assume the position of President for the one-year term 2024.

ARTICLE IV **ELECTION/REMOVAL OF OFFICERS**

Section 1: In October of each year, nominations for vacant Officer position shall be made by a nominating committee appointed by the President and/or made by a member from the floor. An individual shall have been a Club member for at least 12 continuous months to be eligible to be elected to an officer position. In addition to 12 months continuous membership, an individual must hold a valid FCC amateur radio license of no less than General to be eligible to be elected to the position of President.

Section 2: Election of officers shall be held at the regular November meeting. Vacancies shall be filled by special election at the next regular meeting following such vacancy. Elections, special or regular, may be conducted only when a quorum of five voting members are present at a regular scheduled meeting. A simple majority of the voting members is required for electing officers.

Section 3: A request for removal of an officer for cause must be detailed in writing and must be signed by at least three (3) voting members. Upon receipt by an Officer of such request, a vote will be held at the next regularly scheduled meeting following notice to the members. A simple majority vote by the voting members present at a regular scheduled meeting shall be necessary for the removal of any officer.

ARTICLE V **DUTIES OF OFFICERS**

Section 1: The President shall preside at all meetings and conduct them in accordance with the Constitution and By-Laws, sign all official documents, and perform all customary duties of the office of President. Upon expiration of the elected term, the President shall serve as a member of the Executive Committee for a period of two years.

Section 2: The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President will be Chair of the Program Committee.

Section 3: The Secretary shall keep a record of the proceedings and attendance of all meetings, maintain the membership roll, prepare correspondence, distribute the minutes of the previous meeting and any pertinent communications to the members at each regularly scheduled meeting, maintain the Constitution and By-Laws, Articles of

Lenoir Amateur Radio Club Constitution and By-Laws; amended and adopted February 9, 2023.

Incorporation, and IRS Tax -exempt Status and provide access to a copy for all members, and notify all members of meetings and/or cancellations. The Secretary will ensure that voting members receive an agenda with all proposed items to be considered at each regular or special meeting. The Secretary shall maintain the Club's corporate seal and all documents, agenda, minutes, and supporting materials pertinent to the office. At the expiration of the elected term, the Secretary shall turn over to the successor all records.

Section 4: The Treasurer shall prepare a receipt for all monies and/or property received by the Club and shall keep a record of all Club income and expenditures. The Treasurer shall pay all bills and sign all Club checks from a Club checking account and maintain the Club investments. The Treasurer shall develop an annual operating budget in consultation with committee chairs for approval of the Executive Committee, report the financial condition, receipts and disbursements at each regularly scheduled meeting. At the expiration of the elected term, the Treasurer shall turn over to the successor all financial records, monies, account access codes, statements, and correspondence pertinent to the office.

Section 5: All officers, executive committee members, and committee chairs shall turn over to their successors all pertinent records of their office at the expiration of their term of office.

Section 6: Prior to the first Club meeting of the new year, the outgoing and incoming officers shall meet to discuss any problems and/or pending Club business. Incoming Officers shall familiarize themselves thoroughly with the Constitution and By-Laws in general and with the duties of their respective offices in specific. All outgoing Officers, with the exception of the President, shall serve as ex-officio officers at-large for a period of one (1) month.

Section 7: Should an officer have a financial interest in any matter coming before the Club for approval, the affected officer shall fully disclose the nature of the interest and withdraw from discussing, influencing, and voting on the matter. Any transaction involving a potential conflict of interest shall require approval by a simple majority of voting members present at a regular scheduled meeting and shall demonstrate that such approval is in the best interest of the Club. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval of the matter.

ARTICLE VI EXECUTIVE COMMITTEE

The officers and one voting member-at-large, recommended by the president and confirmed by vote by a simple majority of voting members at a regular scheduled meeting, shall serve as an Executive Committee and shall be responsible for overall policy and direction not otherwise set forth in the Constitution. The Executive Committee shall conduct the ongoing business matters and delegate the day-to-day operations to the

committees to the greatest extent possible.

ARTICLE VII **FUNDS**

Section 1: No funds of the Club shall inure to the benefit of, or be distributed to its members, officers, members, other any other person or business, except in exchange for goods and services received pursuant to a valid invoice, purchase agreement or contract in furtherance of the purposes of the Club.

Section 2: No part of the activities and/or funds of the Club shall be used for the carrying on of political propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office.

Section 3: Notwithstanding any other provision of these articles, the Club shall not carry on any other purpose 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 tax code.

Section 4: The Club shall not accept donations or gifts that will result in the Club violating its Constitution, will result in losing its nonprofit corporation and tax exempt status, will be too difficult or too costly to administer in relation to the value, or will result in unacceptable consequences for the Club. The Club discourages donations or gifts with restricted purposes; however, decisions on the restrictive nature of a donation or gift and its acceptance or refusal shall be made by the Executive Committee.

Section 5: Expenditures of less than \$500 require prior approval of the Executive Committee, except that on-going expenses set forth in the approved annual operating budget do not require further Executive Committee approval. Emergency expenditures shall be immediately reported to a Club officer.

Section 6: Expenditures greater than \$500 require prior approval by a simple majority vote of the voting members present at a regular or special scheduled meeting. Disbursements shall not be split into lesser amounts to circumvent a vote by the voting members. New members shall have been members for a period of no less than 12 months continuous before being allowed to vote on such matters.

ARTICLE VIII **DISSOLUTION / DORMANCY**

Section 1: In the event the Club is dissolved or becomes dormant for a period of not less than twelve (12) consecutive months, uncommitted funds and property held at the time of dissolution or dormancy shall be disposed of in accordance with this Article.

Section 2: The Club may be dissolved with the assent in writing by not less than three fourths (3/4) of its remaining voting members. In the event the Club should fall into a state

of dormancy, the last duly elected officer or officers shall dissolve the Club.

Section 3: Upon the dissolution and after all liabilities and obligation of the Club have been paid, satisfied and discharged, the remaining assets of the Club, if any, shall be distributed for one or more tax 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 so disposed of shall be disposed of by the General Court of Justice of Caldwell County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

ARTICLE IX AMENDMENTS

This Constitution may be amended by a simple majority vote of voting members present at any legal meeting of the club. Proposals for amendments to the Constitution shall be submitted in writing to the Secretary at any time. Proposed amendments to the Constitution shall be distributed to all voting members at least thirty (30) days prior to calling for a vote at a regular scheduled or special meeting.

Amendments to Constitution:

The Constitution was originally ratified on August 13, 1986, and amended on April 13, 2006, January 10, 2008, June 10, 2010, February 20, 2014, October 11, 2018, October 8, 2020 and February 9, 2023.

LENOIR AMATEUR RADIO CLUB, Inc.
N4LNR
BY-LAWS

SECTION 1: PRINCIPAL MAILING ADDRESS

The principal mailing address of the Club shall be P.O. Box 3276, Lenoir, North Carolina 28645.

SECTION 2: REGISTERED ADDRESS and AGENT

The Club shall have and continuously maintain in the State of North Carolina a registered address and a registered agent who is located at such registered address.

SECTION 3: FISCAL YEAR

The fiscal year of the Club shall be from January 1 through December 31 of each year.

SECTION 4: SEAL

The Club shall have an official corporate seal, which shall be in the form of a circle and shall have inscribed thereon the Club name and in the center of which is inscribed SEAL. The Secretary shall be responsible for the use and safekeeping of the corporate seal.

SECTION 5: GENDER

The use of the terms officer, officers, chair, member, and members shall be used in referring to all persons rather than the use of masculine or feminine gender terms in these By-Laws.

SECTION 6: MEETINGS

- (A) Meetings shall be held at such place, date, and time as the President may determine. A minimum of five (5) voting members constitutes a quorum and must be present to constitute a legal meeting. A simple majority of voting members present at a regularly schedule or special scheduled meeting will be required to conduct Club business, unless otherwise specified in the Constitution.
- (B) Club meetings shall be conducted in a professional manner and all members shall have the opportunity to comment on any matter before the members. In the event of a procedural challenge, the Secretary may seek guidance from Robert's Rules of Order.

SECTION 7: MEMBER CLASSES

- (A) Full Member: This class of member grants all privileges as well as the right to hold a club office and to vote on club matters to a person who holds a valid Federal Communications Commission (FCC) Amateur Radio License.
- (B) Family Member: This class of member grants all privileges as a Full Member to each family member holding a valid FCC Amateur Radio license.
- (C) Charter Member: Any current member holding a valid FCC amateur radio license who was a member on September 1, 1986, shall be designated a Charter Member and shall have all privileges as a Full Member.
- (D) Life Member: A Full Member, or each individual member of the Family Member class, may elect to become a Life Member by remitting dues for a Life Member as set forth in the By-Laws. A Life Member will be exempt from payment of dues in perpetuity and shall have all privileges of a Full Member.
- (E) Honorary Designee: This class of member is granted to a nonmember who has provided extraordinary service to the Club and to the hobby of amateur radio. This class of member does not have voting privileges, may not serve on rule-making committees, and may not hold office. The granting of this member designation requires a simple majority vote of voting members present at a regularly scheduled meeting.

SECTION 8: DUES

- (A) Dues shall be assessed on an annual basis (January 1st through December 31st) and are due on January 1.
- (B) Annual dues may be adjusted by a vote at any regularly scheduled legal meeting of the club by a simple majority of voting members present. New members accepted after July 1 shall be allowed membership at a reduced rate. Such reduced rate may be adjusted by a simple majority vote of voting members present at any legal meeting of the club.
- (C) A free one-year Full Membership shall be granted to the following individuals upon submission to the Secretary and acceptance of an application by the Executive Committee:
 - 1. Persons who receive a new or upgraded amateur radio license who submit an application to the Secretary within 45 days of passing the exam.
 - 2. Persons who attend 3 regular monthly meetings as a visitor and who hold a valid FCC amateur radio license.
 - 3. Current members who upgrade will be granted a free one-year extension to their existing membership.

- (D) Membership will be automatically terminated if a member fails to pay the required annual membership dues by March 31, provided at least one reminder notice of dues renewal has been distributed to all members. Reinstatement of membership can be accomplished by payment of the current annual dues. The President may require a member to submit a new membership application. Reinstatement requires approval by the Executive Committee.

SECTION 9: MEMBERSHIP APPROVAL OR REMOVAL

- (A) Applications for membership shall be submitted on the approved application form along with applicable member dues to any officer at any time. The Executive Committee shall review applications and notify the Applicant of their decision. By signing the approved membership application form, the applicant agrees to be bound by the Club's Constitution and By-Laws.
- (B) All persons interested in amateur radio, visitors, friends and family of Club members are encouraged and welcome to participate in Club activities.
- (C) Any member may be removed from membership by the Executive Committee provided that the member is notified by the Executive Committee in writing of the charges against the member. The member may request a meeting with the Executive Committee and shall be notified at least fifteen (15) days in advance of the meeting date. A simple majority vote of the Executive Committee is required to remove a member. The Executive Committee shall notify the membership of its decision. The member may appeal in writing the decision of the Executive Committee and request a vote of the membership on the decision. The Secretary shall agenda the matter on the next regular scheduled meeting for vote. A simple majority of voting members present at a legal meeting is required to overturn the Executive Committee decision.
- (D) No illegal substance is permitted at any Club meeting, function or event. A member under the influence of alcoholic beverages or illegal drugs at any Club event/function or at any regular or special Club meeting or emergency operations of the Club is cause for prompt eviction from the function and removal from membership in the Club.

SECTION 10: CLUB-OWNED PROPERTY

- (A) Any property, including buildings, towers, antennas, and radio equipment and/or accessories, purchased or donated to the Club is the property of the Club.
- (B) All Club-owned tangible personal property shall be inventoried and accounted for by the Property Manager at the beginning of each year and at least one additional time during the year.
- (C) Club-owned property no longer of value to the Club shall be disposed of as deemed in the best interest of the Club, upon recommendation of the Property Manager and approval by the Executive Committee. Any monies collected from this source shall be placed in the Club treasury.

- (D) The Property Manager shall establish guidelines for temporary use of club-owned property by club members.

SECTION 11: COMMITTEES and APPOINTMENTS

The President may establish committees, sub-committees and appointments as needed to support the efficient operation of the Club, except as stated in this section. The president shall develop and maintain guidelines for the functioning of the committees. Responsibility for a Club-owned repeater or trailer(s), if any, shall be assigned by the President to a committee or subcommittee within the Club's committee structure to be equipped, used, and maintained pursuant to guidelines developed by the committee and approved by the Executive Committee. The president or an officer designee shall be assigned to each committee to support the committee in carrying out its mission.

- (A) Program Committee: This committee shall be to plan entertaining, interesting and informative programs for presentation at Club meetings as well as plan and oversee events and contests providing hands-on radio experiences to members.
- (B) Constitution and By-Laws Committee: This committee shall be convened each year to review the Constitution and By-Laws and to make recommendations for change.
- (C) Audit Committee: This committee shall be convened at least every two years for the purpose of reviewing the financial records of the Club.
- (D) Club License Trustee: The Trustee for the Club FCC license shall hold a current FCC amateur radio license. If the appointed Trustee leaves the Club or resigns as the Trustee, the President shall appoint a replacement Trustee which meets the requirements above. The Trustee shall be responsible for updating the license with the FCC, insuring appropriate use of the Club callsign, and coordination of the Club's frequency assignment with the Southeastern Repeater Association.
- (E) Newsletter Editor: The Executive Committee shall approve the Club having a monthly newsletter. The Newsletter Editor shall be responsible for researching and publishing a monthly Club newsletter.
- (F) Property Manager: The Property Manager shall be responsible for maintaining the inventory of Club-owned property.

SECTION 12: WAIVER OF NOTICES

Whenever any notice is required to be given under the provisions of the statutes of the State of North Carolina or the Articles of Incorporation or the Bylaws of the Club, a waiver of such notice in writing signed by the person or persons entitled to said notice, whether

before or after the notice time stated, shall be deemed equivalent to the giving of such notice.

SECTION 13: DISCLAIMER OF ENDORSEMENT

No officer or member has the authority to endorse or recommend any political candidate or party, legislative matter, commercial product or service in the name of the Club. Officers and members shall be aware when speaking on such issues that they are not authorized to speak on behalf of, advocate a position for, or give the impression that they speak for the Club.

SECTION 14: RECORDS RETENTION

The Club shall retain paper or electronic records pertinent to its ongoing operations. Records that relate to the Constitution and By-Laws, Articles of Incorporation, Tax Exempt Status, Callsign Trustee, Club-owned property, Meeting Minutes, Annual Tax Filings, and financial records are to be retained permanently. Any records for specific activities and actions not included in this list should be retained permanently if deemed pertinent to ongoing Club activities. All electronic records maintained by the Club officers shall have at least one backup modality. The Secretary is designated the records custodian and shall provide guidelines for record retention and destruction.

SECTION 15: AMENDMENT or REPEAL of BYLAWS

These By-Laws may be amended or repealed by a simple majority vote of the voting members present at any regular scheduled meeting or special meeting called for such purpose, at which a quorum is present; provided that all voting members have been given notice of the intent to amend the By-Laws at said meeting. However, no such action shall change the purposes of the Club as defined in its Constitution or impair its rights and powers under its North Carolina approved Articles of Incorporation, or its Internal Revenue Service approved tax-exempt status, or the laws of the State of North Carolina. Proposed amendments to the By-Laws shall be distributed to all voting members at least thirty (30) days prior to calling for a vote.

Amendments to Bylaws:

The By-Laws were originally ratified on August 13, 1986, and were amended on April 13, 2006, January 10, 2008, June 10, 2010, February 20, 2014, October 11, 2018, and October 8, 2020.

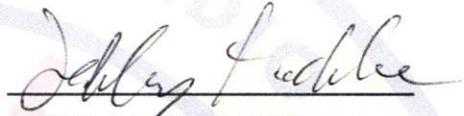
APPROVAL

We, the undersigned officers of the Lenoir Amateur Radio Club, Inc., certify that these Constitution and By-Laws were approved and duly adopted by a majority vote of all voting members of the Club who were present at a regular scheduled legal meeting on February 9, 2023.

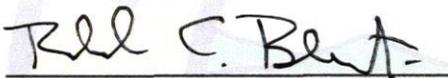
With this approval, the former Constitution and By-Laws dated October 8, 2020, of the Lenoir Amateur Radio Club are replaced in their entirety with this document, dated February 9, 2023.



Scott E. Hunt K4SEH
President



Jeff Tickle KM4AYW
Vice President



Dick Blumenstein K0CAT
Treasurer



Chris Aiken KN4FNI
Secretary

Amended and Adopted: February 9, 2023.

(Corporate Seal)

