

**HOT SPRINGS AMATEUR RADIO CLUB
CONSTITUTION AND BY-LAWS**

**CONSTITUTION AND BY-LAWS
OF THE
HOT SPRINGS AMATEUR RADIO CLUB
INCORPORATED**

VERSION ADOPTED BY THE HSARC 12 October 2021

HOT SPRINGS AMATEUR RADIO CLUB CONSTITUTION AND BY-LAWS

CONSTITUTION

PREAMBLE: We, the undersigned, being desirous to secure for ourselves, the pleasures, educational advantages and benefits of the association of persons commonly interested in amateur radio by furthering better cooperation among its members, developing individual proficiency, providing emergency communications, do hereby constitute ourselves THE HOT SPRINGS AMATEUR RADIO CLUB, INCORPORATED, hereafter referred to as HSARC, and do enact this constitution as our governing law.

ARTICLE I MEMBERSHIP: All persons interested in amateur radio shall be eligible for membership, regardless of age, creed, sex, national origin or color, as provided in the by-laws.

ARTICLE II OFFICERS: The officers of this club shall be: a president, a vice-president, a secretary and a treasurer. The officers shall be elected from the membership of the HS ARC according to the provisions of the by-laws.

ARTICLE III DIRECTORS: The Board of Directors shall be composed of three (3) directors. Each director shall serve a three (3) year term, the terms of the directors to be staggered, with the purpose of ensuring senior directors on the board at all times. The by-laws shall provide for election, powers, meetings, duties and limits of the Board of Directors.

ARTICLE IV MEETINGS: The by-laws shall provide for regular and special meetings. At meetings a quorum for the transaction of business will be defined according to the provisions of the by-laws.

ARTICLE V DUES: The by-laws shall provide for a levy of dues upon the membership, and for suspension or exclusion in case of non-payment of these dues.

ARTICLE VI AMENDMENTS: This constitution or its by-laws may be amended by a two-thirds majority vote of the *total membership* eligible to vote. The method of proposing, publishing and voting on amendments shall be addressed in the by-laws.

ARTICLE VII RULES: Roberts Rules Current Edition shall govern proceedings.

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ARTICLE 1 MEMBERSHIP

SECTION I APPLICATION: Persons desiring membership in HSARC shall provide the secretary with all information needed for the club roster.

SECTION II ACCEPTANCE OF NEW MEMBERS: New members are accepted and membership granted upon payment of annual dues and providing the club secretary with the information for the club roster.

SECTION III CLASSES OF MEMBERSHIP:

FULL MEMBERSHIP: Full Members must be FCC licensed amateur radio operators with current HSARC dues paid. Full Members shall have all rights and privileges, are able to vote and hold office.

FAMILY MEMBERSHIP: For families with more than one (1) member eligible for membership, there shall be provision for family membership. Family members shall be afforded all privileges of membership, except that the family unit shall be limited to a single vote for officers, business and Constitution and By-Law changes. The family shall determine the voting member.

STUDENT MEMBERSHIP: All members under the age of eighteen (18) years who are FCC licensed amateur radio operators, and with current HSARC dues paid, shall be known as Student Members. Student Members shall be afforded reduced dues as specified in the HSARC By-Laws. Student Members shall have all rights and privileges except that of holding office or directorship.

ASSOCIATE MEMBERS: All members who do not hold a valid FCC amateur radio license, and with current HSARC dues paid, shall be known as Associate Members. Associate Members shall be entitled to all privileges of membership, with the exception of holding office or directorship, and of voting for officers or directors or HSARC business expenditures. An Associate Member who obtains his/her license shall automatically become a Full Member for the remainder of the current year.

MEMBERS IN ABSENTIA: Members who will be absent from club meetings for more than two **consecutive regular** meetings due to travel, extended illness, conflict with work hours, or similar problems can notify the Secretary of their absence and will not be counted as voting members until their return, provided they are willing to abide by the resulting vote(s).

SECTION IV EXPULSION: If, at any time, the officers and the Board of Directors find that any member should be expelled from the HSARC for cause, they shall prefer charges in writing against said member. These charges shall be discussed with said member, giving opportunity for resignation or other settlement. If this discussion is unproductive, the charges shall be read at the next meeting. If three-quarters of the

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members present at that meeting vote for expulsion, the member shall be declared expelled from the HSARC. The expelled member shall forfeit all rights and privileges of memberships, and no dues or money invested in HSARC equipment or otherwise shall be refunded. This section shall not be construed as a limit to recourse, if legal or civil action is warranted.

ARTICLE II OFFICERS

SECTION I ELECTION AND TERMS OF OFFICE: The officers of the HSARC shall be a president, a vice president, a secretary and a treasurer; such officers to serve a period of one (1) year and until their successors are elected and have qualified. All officers shall be Full Members of the HSARC. Officers shall be elected by the membership present at the Annual meeting. The Board of Directors may appoint, or authorize the appointment of such officers or assistants, from time to time, as it deems necessary.

SECTION II DUTIES OF OFFICERS:

PRESIDENT: Shall preside at all meetings of the HSARC and conduct meetings according to the rules adopted; he/she shall enforce observance of this constitution and by-laws; decide all questions of order; sign all official documents that are adopted by the HSARC and none other; and perform all customary duties pertaining to the office of president.

VICE-PRESIDENT: Shall assume all duties of the president in the absence of the president.

SECRETARY: Shall keep a continuing record of all meeting actions; keep a roll of members; carry on all correspondence; read communications at each meeting; and email or mail notices to each member as provided in the by-laws. At the expiration of his/her term he/she shall turn over every document and record belonging to the HSARC in his/her possession to the succeeding secretary. The secretary will insure that all written communication of operational or legal significance has been scanned to PDF format and that the original is securely stored at the club house.

TREASURER: Shall receive and receipt for all monies paid to the club; he/she shall keep accurate account of all monies received and expended. He/she shall pay no bills without proper authorization (by members at a regular meeting or by the Board of Directors). At each meeting he/she shall submit an itemized statement of disbursements and receipts. He/she shall at the expiration of his/her term, turn over all HSARC records, documents and the HSARC property in his/her possession to the succeeding treasurer.

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SECTION III VACANCIES: Vacancies occurring between elections due to resignation, death, incapacitation or similar circumstances shall be filled by special ballot at the first meeting after the announcement of vacancy.

SECTION VI REMOVAL: Officers may be removed on motion from the floor at a club meeting supported by a three fourths vote of the membership present at the next regular club meeting following the motion, provided that all club members have been notified by email, phone or mail of the pending action for removal.

ARTICLE III BOARD OF DIRECTORS

SECTION I BOARD OF DIRECTORS: The Board of Directors shall be comprised of three (3) Full Members, presided over by a chairperson. The Board of Directors shall elect their own chairperson.

SECTION II ELECTIONS: The board members shall be elected by the voting membership of the HSARC. Board members to serve three (3) years, and until their successors are elected and have qualified. Terms shall be staggered such that the terms of one board member shall expire each year, ensuring senior members on the board at all times.

SECTION III POWERS: The Board of Directors shall exercise the corporate powers of the HSARC and shall be the governing body thereof; and shall have general management of the business and property of the HSARC; and shall arrange for the updating of the Articles of Incorporation following the annual meeting. The board members shall act only as a board, and the individual members shall have no power as such. The board members shall formulate and approve all policies of the club. The board is responsible for keeping all governing documents current.

SECTION IV ANNUAL MEETINGS: The Annual Meeting of the Board of Directors shall be held immediately following the HSARC Annual Meeting. No notice shall be required for this meeting of the board. At this meeting a chairperson of the board shall be elected by the board members. A board member shall keep a record of board members present at the meeting and of all meeting actions.

SECTION V MEETINGS: The Board of Directors may agree to meet regularly to conduct the business of the club. If they decide not to meet regularly, meetings of the Board of Directors may be called by the Chairperson of the board, by the President of the club or by any two board members, providing at least two days notice be given to the board members via email, radio or telephone. When club officers are in attendance, this shall constitute a Board of Directors/ Officers meeting. The club secretary will record the minutes of the Board of Directors/ Officers meetings. Club members shall not be excluded from board meetings.

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SECTION VI QUORUM: A majority of qualified board members shall constitute a quorum for the transaction of business. If a quorum can not be raised, the meeting shall be adjourned.

SECTION VII DEPOSITORIES: The Board of Directors shall designate the bank(s) or other financial institution(s) in which the monies and securities of the HSARC shall be deposited.

SECTION VIII INVENTORIES: The Board of Directors shall inventory HSARC properties at a time agreed upon by the board members. The inventory shall be conducted annually. All inventory sheets will be maintained by the Board of Directors. Property belonging to the HSARC which is declared surplus shall be disposed of by first offering it to individual HSARC members at auction with reserve prices determined by the Board of Directors. Subsequently, if the surplus property hasn't been sold, it shall be offered to the members of other radio clubs or to the general public at the discretion of the Board of Directors. Failing disposal by these means, the Board of Directors may dispose of surplus property as they deem best.

SECTION IX VACANCIES: If any vacancy shall occur upon the Board of Directors by death, resignation, or otherwise, the remaining board members, by majority vote shall elect a successor to hold office for the unexpired term. In the event of a tie vote, the President of HSARC will cast the deciding vote. If vacancies occur to reduce the Board of Directors to less than two (2) members, a special HSARC members' meeting shall be called upon five (5) days notice for the purpose of electing board members to fill the unexpired terms.

SECTION X REMOVAL: A board member may be removed on motion from the floor at a meeting supported by a three-fourths vote of the voting club members present at the next regular meeting following the motion, provided that all members have been notified by email, phone or mail of the pending action for removal.

ARTICLE IV ELECTIONS

SECTION I NOMINATIONS: Nominations for officers and Board of Directors shall be made at the regular meeting preceding the Annual meeting. Nominations may be made by mail or electronic means to the secretary before the nomination meeting, or from the floor at either the nomination meeting or the Annual Meeting. The election of Officers and board members shall take place at the Annual Meeting.

SECTION II BALLOT: All club officers and board members shall be elected by a show of hands and the majority elects.

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SECTION III TERM: The terms of office shall expire at the end of the current fiscal year. The newly elected officers and board member assume their duties at the first meeting of the new fiscal year, currently 1 November.

ARTICLE V MEETINGS

SECTION I REGULAR MEETINGS: Regular business meetings shall be held on the second Tuesday of each month at the club house or at such date and place as the Club President shall order. Club business shall only be conducted when a quorum, as defined in section II below has been raised.

SECTION II QUORUM: At meetings, one-fourth of the eligible membership except associate members, shall constitute a quorum for the transaction of business. In accordance with Article 1, Section III of the By-Laws "Members in Absentia" who have notified the secretary of their absence, will not be counted as eligible voting members.

SECTION III SPECIAL MEETINGS: Special meetings may be called by the President or upon written request of three (3) or more members of the HSARC, by decision of the Board of Directors or by a vote of a majority of those present at a regular meeting. Notices of special business meetings shall be emailed, mailed, telephoned, radioed or communicated in person to all members, informing them of the special meeting and the business to be transacted. Notices sent by mail shall be sent so that they will arrive at least forty-eight (48) hours before the designated meeting time. Only business designated for the special meeting shall be transacted at such meeting.

SECTION IV ANNUAL MEETING: The Annual Meeting of the HSARC shall be held on the second Tuesday of October each year.

SECTION V VIRTUAL/ TELEPHONE MEETING: At the discretion of the board or officers for any meeting, arrangements may be made to conduct a meeting or attend remotely as individuals by virtual or telephonic technology.

SECTION VI FISCAL YEAR: The HSARC fiscal year shall begin with the first day of November, and end with the last day of October.

SECTION VII ORDER OF BUSINESS: The following shall be the order of business at all meetings.

1. Introduction of persons present.
2. Reading of the minutes of the preceding meeting and acting thereon.
3. Reading of the treasurer's report and acting thereon.
4. Reports of officers.
5. Reports of committees.
6. Old business.

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7. New business.
8. Announcements.
9. Adjournment.

ARTICLE VI DUES

SECTION I ANNUAL DUES: Annual dues for Full Members and Associate Members shall be \$20.00. Annual dues for family memberships shall be \$25.00. Annual dues for Student Members shall be \$5.00. Dues must be paid annually prior to the start of the Annual meeting in October.

SECTION II DELINQUENT DUES: Dues shall be considered delinquent if not paid prior to the start of the Annual Meeting. Members delinquent of dues will be carried on the club roster for purposes of communication until the following Annual Meeting, but will not be allowed to vote or hold office until the dues are paid.

ARTICLE VII MONIES:

Decisions regarding the monies and finances of the HSARC shall be made by a majority of HSARC members present at any regular meeting. Actual operating and accounting procedures shall be left to the board of directors, providing all accounting and legal requirements are met. The Directors and Officers of the HSARC, as a business committee, are responsible for development of a budget, and may direct the payment of necessary bills, providing that these bills are planned for in the budget **and are** normal expenses, such as utility bills, or that they are bills incurred by or relevant to action of the membership (such as bills for advertising, rentals, etc.), pertaining to a meeting, ham fest or other previously planned activity and approved by the membership.

ARTICLE VIII FINANCIAL REVIEW AD-HOC COMMITTEE:

The members of the HSARC shall, at their Annual meeting, appoint from their own number, a financial review committee of not to exceed three (3) persons, which committee shall have the full right and authority to inspect all books, vouchers, and records of the HSARC, and make full report thereof to the members, to be submitted in such form as may be directed at the time of their appointment. Motion for a financial review committee needs a simple majority to carry. Results of the review are to be reported at the next regular meeting.

ARTICLE IX AMMENDMENTS

This Constitution or the By-Laws may be amended by a two-thirds affirmative vote of all members eligible to vote, provided that all members shall have been notified by email, mail, phone or in person of the intention to amend, and provided that at least

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thirty (30) days have elapsed from said notification until the vote. Proposed Constitutional and By-Law amendments shall be voted on by ballot. Provision for voting on these amendments by any absent eligible member shall be made upon request by that member to the Board of Directors. If two-thirds of the eligible members are not present to vote on the motion to amend, the motion to amend dies.

ARTICLE X PARLIAMENTARY AUTHORITY

Parliamentary authority will be Robert's Rules of Order when not in conflict with the Constitution or By-Laws of the HSARC. (Robert's Rules of Order newly revised.)

ARTICLE XI CONSTITUTION AND BY-LAWS AUTHORITY

A complete copy of the Constitution and By-Laws of the HSARC shall be available at each and every meeting. This provision shall be the responsibility of the secretary, who is directed to maintain a copy of the Constitution and By-Laws as part of the HSARC documents in his/her possession. A current and dated copy of the Constitution and By-Laws shall be kept with the documents of incorporation and other valuable papers in a safe place to be determined by the Officers and Board of Directors of the HSARC. These documents will be reviewed annually by the Officers and Board of Directors, with the intension of maintaining the authority of these documents, as well as keeping them current as directed in ARTICLE III, SECTION III of the By-Laws.

ARTICLE XII PURPOSE

SECTION I PRIMARY PURPOSE OF THE HSARC:

1. To educate and increase the proficiency of its members in the science of radio communication.
2. To provide for dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.
3. To organize and train units of licensed radio amateurs capable of providing and maintaining radio communication as a public service during periods of emergency.
4. To encourage and sponsor experimental activities in radio communication and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.
5. To promote the elevation of standards of practice, and ethics in the conduct of amateur radio communications.
6. To provide a community educational resource through interaction of amateurs with schools, clubs and the community at large, formally and informally,
7. To enable and increase the enjoyment of the members by the provision of a variety of equipment and occasions to use it, by providing a reason and a place to associate with persons with a common interest in amateur radio, and through social activities related to this mutual interest.

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To assist in carrying out these primary purposes, the HSARC maintains and intends to continue to maintain an active affiliation with the American Radio Relay League, Inc. (ARRL) of Newington, CT, the national non-profit organization of radio amateurs.

SECTION II GENERAL PURPOSE: The general purpose and powers of the HSARC are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of South Dakota, including the power to contract, to rent, buy and/or sell personal or real property, provided however, that the HSARC shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purpose of this corporation.

ARTICLE XIII IN CASE OF DISSOLUTION

In case of dissolution of the HSARC, the assets shall be disposed of as follows: The Board of Directors shall, after paying or making provision for the payment of liabilities of the HSARC, dispose of all assets held exclusively for the purposes of the HSARC, in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall, at the time of disposal, qualify as an exempt organization or organizations under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations as said shall determine to be organized and operated exclusively for such purpose.

ARTICLE XIV INUREMENT OF INCOME

No part of the net earnings of the HSARC shall inure to the benefit of, or be distributed to its members, officers, directors or other private persons, except that the HSARC shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XV LEGISLATIVE AND POLITICAL ACTIVITIES

No substantial part of the activities of the HSARC shall consist of carrying on of propaganda or otherwise attempting to influence legislation. The HSARC shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

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ARTICLE XVI OPERATIONAL LIMITS**

Notwithstanding any other provisions of these articles, the HSARC shall not carry on any activities not permitted to be carried on:

1. By a corporation exempt from Federal Income Tax under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or

2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law).

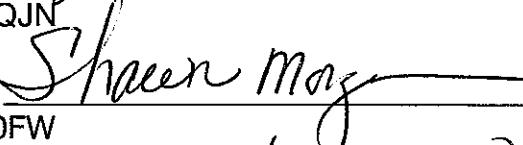
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RATIFIED:
ANNUAL MEETING 5 NOVEMBER 1992

AMENDED:
ANNUAL MEETING 7 OCTOBER 1993
ANNUAL MEETING 4 NOVEMBER 2010
ANNUAL MEETING 8 APRIL 2016
ANNUAL MEETING 3 OCTOBER 2019
ANNUAL MEETING 12 October 2021

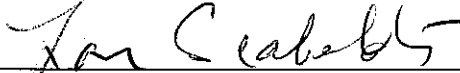
Signed for the Membership:

PRESIDENT: 
Pete Burkett WN6QJN


VICE PRESIDENT: 
Shawn Morgan W0FW

SECRETARY: 
Arlene Cravens KD5EHH

TREASURER: 
Phillip Knapp W0FUI

DIRECTOR: 
Lon Seaboldt WS0V

DIRECTOR: 
Phillip Knapp W0FUI

DIRECTOR: 
Billy Beeman KC0WEU