

**Purpose**

**The Greater Beloit Area Amateur Radio Club, Inc. is a non-profit, general interest, fraternal club that exists to promote Amateur Radio in the greater Beloit Area of South-Central Wisconsin and Northern Illinois. The Club's mission is to enhance the skill and interest of its members, to encourage growth of amateur radio by assisting prospective radio amateurs with the licensing process, to provide communications for community events and in the event of disasters or other emergencies, and to promote good will with the general public.**

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## Article I. Incorporation

### Section 1.01

- (a) The Greater Beloit Area Amateur Radio Club, Inc., hereafter called the Club, is a registered fraternal, non-profit organization with the Wisconsin Department of Financial Institutions. Officers of the Corporation shall be the duly elected Board of Directors of the Club. The Board shall maintain current and accurate information including the Club's principal mailing address with the State of Wisconsin. Note, that, non-profit status with the State of Wisconsin does not, in and of itself, constitute a non-profit organization under Federal Internal Revenue Service codes and definitions.

## Article II. Membership

### Section 2.01 Classes of Membership

- (a) **Regular Membership**  
Regular membership shall be open to any licensed amateur radio operator. Regular members may participate in all activities of the Club, may vote on all matters presented at a Club meeting and hold a position on the Board of Directors of the Club.
- (b) **Associate Membership**  
Associate membership is available to any person with a non-commercial interest in amateur radio. An Associate member may participate in any or all activities of the Club except he or she shall not be able to vote or hold a position on the Board of Directors of the Club.
- (c) **Honorary Membership**  
Any person nominated by a Club member shall, with the approval of the Board of Directors, become eligible for an honorary membership. This person shall have made outstanding contribution to amateur radio or to the Club. An honorary member may participate in all Club activities except he or she shall not be able to vote or hold a position on the Board of Directors of the Club.
- (d) **Family Membership**  
~~A~~**F**amily membership is available as regular or associate membership to family members living at the same address as another regular or associate member.

### Section 2.02 Admission to Membership

- (a) A candidate must be able to satisfy the qualification for membership for any one of the classes of membership as set forth in Section 2.01.
- (b) The candidate shall ~~submit an application and~~ pay dues in accordance with Article II, Section 2.05.

- (c) ~~Candidates for membership shall be introduced to the membership by the presiding officer at any regular Club meeting at which time the candidate shall briefly relate to the membership his or her amateur radio activities or interests.~~

### Section 2.03 Dismissal From Membership

- (a) A member may be dismissed and banned from membership for actions unbecoming a radio amateur upon three-quarters vote of a quorum of regular members present and voting at a regular meeting. However, no member shall be dismissed from membership until the member has been informed of the nature of the charge out of which the proceeding for dismissal has arisen, and until the member has been afforded an adequate opportunity to provide an explanation. The presiding officer at the regular meeting shall be in charge of any proceeding arising under this sub-section. Any dues or fees paid in advance by a member dismissed under this sub-section shall be refunded.

### Section 2.04 Continuation of Membership

- (a) A member, who is on active duty with the Armed Forces of the United States of America, and on assignment away from the general area served by the Club, shall continue as a member without paying dues or renewing his or her membership. This member may exercise all the rights and privileges of his or her class of membership.

### Section 2.05 Annual Dues

- (a) General
- (i) *Annual dues for regular, associate and family membership shall be set by the Board of Directors and approved by the membership following voting procedures described in Article IV, Section 4.06.*
  - (ii) *Honorary members shall not be required to pay dues*
  - (iii) *Annual dues are due by the regular January meeting each year.*
- (b) Special Cases
- (i) *Annual dues for licensed amateur radio operators under the age of 18 shall be set by the Board of Directors and approved by the membership following voting procedures described in Article IV, Section 4.06.*
  - (ii) *Annual dues for new members who have entered the Club after March 31st shall be pro-rated for each remaining month. This provision does not apply to current or former members renewing or re-establishing membership.*

## (c) Suspension

Any member of the Club whose dues are in arrears, more than 90 days, shall be automatically suspended from membership; and thereupon, denied the rights and privileges incident to membership as set forth in Article III, Section 3.01.

A member suspended under this section may re-establish his or her membership in the Club by paying the full year's dues.

## (d) Fees and Special Assessments

Fees and special assessments are recommended by the Board of Directors and approved by a quorum of the membership at a regular meeting following the voting procedures defined under Article IV, Section 4.06.

## Article III. Board of Directors

### Section 3.01 General

- (a) The Board of Directors shall consist of five elected Club members. ~~Four elected Club members and a Club Past President~~

### Section 3.02 Election and Term of Office

- (a) Board Members shall be elected pursuant to Article VI.
- (b) Board of Directors shall be elected to a two year term with ~~two~~ three Directors elected on odd numbered years and two other Directors elected on even numbered years.
- (c) Officers of the Club shall be appointed within and by the Board of Directors.
- (d) ~~Board members, in the second year of their term, are eligible to serve as President.~~
- (e) ~~The Past President may remain on the Board an additional year.~~
- (f) Open positions on the Board shall be elected by vote of regular members at the ~~March~~ April meeting of the Club.

### Section 3.03 Duties of the Board of Directors

- (a) The Board of Directors shall, prior to the ~~April~~ May meeting of the Club, meet and appoint, within themselves, the Officers of the Club for the current year. Officers shall include:

~~(b) Past President~~

~~Shall chair the March meeting of the Board of Directors for the purpose of appointing Officer Positions. The Past President shall serve the Board of Directors in an advisory role as a non-voting member, except in the case of a tie vote of a quorum; at such time the Past President shall cast a vote.~~

~~(e)~~(b) President

Shall, following appointment, chair Board of Director meetings and chair general meetings of the membership. The President shall name and appoint committees as required and may assign duties not outline herein to the Board of Directors.

~~(d)~~(c) Vice President

Shall serve as the Programs Committee chair responsible for arranging programs at Club meetings. The Vice President shall chair meetings in the event the President is absent.

~~(e)~~(d) Secretary / Historian

Shall record and post minutes of Board of Director meetings and meetings of the general membership, as well as, maintain historical records of the Club.

~~(e)~~ Membership / Treasurer

Shall collect membership applications, collect dues, maintain Club mailing lists, manage and report to membership transactions of the club treasury, file as required annual Incorporation renewal with the State of Wisconsin and tax filings as required with the Internal Revenue Service.

(f) Member at large Officer

May be assigned to serve on committees or undertake special projects. Can fill in for absent officers except for the president.

### Section 3.04 Meetings of the Board of Directors

(a) The Board of Directors shall be required to meet annually between the ~~March-April~~ and ~~April~~ May meeting of the Club to appoint Club officers as outline in Article III, Section 3.03, and thereafter, as called by the President, and as required for planning of activities of the Club.

(b) Board of Director meetings ~~ss~~ shall be conducted at any suitable place, as may be announced by the presiding officer at the preceding meeting of the Board of Directors.

(c) Special meetings of the Board of Directors may be called by, or at the request of, the President, Vice President or any combination of two Board of Director members.

*(i) Notice of a special meeting of the Board of Directors shall be given by oral or written notice delivered personally, or through the use of amateur radio, telephone, e-mail or mail service.*

*(ii) The location of such special meeting shall be any suitable place as may be fixed by the person or persons calling such meeting.*

(d) Quorum

A quorum of the Board of Directors shall be defined as, the presence of a minimum of four members of the Board. ~~The presence of the Past President shall count with respect to the constitution of a quorum.~~

(e) **Manner of Acting**

The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be an act of the Board of Directors. ~~The Past President shall cast a vote in the event of a tie vote.~~

**Section 3.05 Business of the Board of Directors**

- (a) The management of the Club shall be vested in the Board of Directors.
- (b) The Board of Directors shall be the sole judge and arbitrator in cases of dispute arising out of the operation and affairs of the Club.
- (c) The Board of Directors shall have the duty to take care of and account for, the funds of the Club. The Board shall receive and act upon spending proposals and pass approved expenditures proposed to the Treasurer to incorporate in the Annual Budget.
- (d) Budgets for planned activities of the Club shall be recommended by the Board of Directors and presented at regular Club meetings. The budgets shall be acted on or may be tabled until the next regular Club meeting. Approval shall be by following voting procedures described in Article IV, Section 4.06.
- (e) Proposed expenditures in excess of \$50.00, not included in budgets presented for planned activities, shall be presented to the membership at a regular Club meeting; at which time, it will be acted on or tabled until the next regular Club meeting. Approval shall be by following the voting procedures described in Article IV, Section 4.06.
- (f) Club members may, at regular meetings of the membership, present business to be addressed by the Board of Directors.

**Section 3.06 Vacancies**

- (a) A vacancy of the President shall be filled by the Vice President who shall become President.
- (b) Any other vacancy occurring in the Board of Directors shall be filled, until the next election, by the President with the consent of the majority of the Board of Directors, then in office.

**Article IV. Regular Meetings**

**Section 4.01 Dates and Times**

- (a) Regular Club Meetings shall be held the first Monday of each month.
- (b) In the event the first Monday of the month is a recognized Federal Holiday, the meeting shall for that month, be held on the second Monday of the month.
- (c) Meeting times shall be 7:00 PM

- (d) The Board of Directors shall have the option to recommend suspension of Club meetings ~~for the months of July and August~~. Such option to suspend shall be approved by the general membership at ~~the June~~ preceding meeting of the Club.

#### **Section 4.02 Location**

- (a) The place of regular meetings shall be in Beloit, Wisconsin as announced by the presiding officer at the preceding meeting of the Club on the Club web site or by other means.

#### **Section 4.03 Quorum**

- (a) A minimum of 25% of regular members or five (5) regular members, whichever is greater, of the Club shall constitute a quorum for the transaction of Club business at regular scheduled meeting.

#### **Section 4.04 Manner of Acting**

- (a) The act of the majority of the voting members present at a Club meeting at which a quorum is present shall be the act of the members of the Club.

#### **Section 4.05 Conduct of Meetings**

- (a) Presiding Officer

- (i) *The President, and in the President's absence, the Vice President, and in their absence any Director chosen by the Directors present, shall call the meeting of the Club to order and shall act as the presiding officer of the meeting.*
- (ii) *Except where otherwise specified in the By Laws, the conduct of meetings shall be governed by Robert's Rules of Order, Recently Revised. However, at the beginning of any business meeting, the members may adopt, by majority vote of those present, special rules for the conduct of that specific meeting.*

- (b) Minutes

The Secretary, or in the Secretary's absence, any regular member of the Club whom the presiding officer may appoint, shall keep the minutes of the meeting.

#### **Section 4.06 Voting**

- (a) The method of voting on motions or measures shall be at the discretion of the presiding officer, unless one or more regular members request a vote by written ballot.

### **Article V. Annual Meeting**

#### **Section 5.01 Dates and Times**

- (a) The ~~March~~ April meeting shall be the Annual Meeting of the Club.

### Section 5.02 Agenda

- (a) Financial Statement  
The Treasurer shall present a financial statement to the Club membership
- (b) Summary of Activities  
The Secretary shall present to the Club membership, a summary of Club activities occurring during the preceding year.
- (c) Annual Elections  
The annual election of open positions on the Board of Directors shall be conducted pursuant to Article VI.

## Article VI. Election of the Board of Directors

### Section 6.01 Nominations

- (a) The nominations of candidates for open positions on the Board of Directors shall be made, at or before, the regular ~~February~~ April meeting. Nominees must agree to serve if elected.

### Section 6.02 Time of Election

- (a) The annual election of open positions for Board Members shall be at the regular ~~March~~ April meeting.

### Section 6.03 Ballots

- (a) Voting may be conducted by secret written ballot.

### Section 6.04 Counting of Votes

- (a) Members voting may cast one vote for each open position on the Board of Directors. Candidates, receiving the majority of votes cast, shall be elected to the Board of Directors. (Example: If there are three open Board of Director positions, each voting member may vote for three candidates)

## Article VII. Amendments

### Section 7.01

- (a) The By Laws of the Club may be amended by members of the Club.

**(b) Procedure**

Any proposed amendment shall be read at a regular meeting of the Club at which a quorum is present; and then shall be tabled until the next regular meeting, at which time, it shall be acted upon. Prior to the next regular meeting, written notice shall be given to each regular member, stating the nature of the proposed amendment and the date on which the vote shall be taken. Written notice can be given by posting on the Club's web site, by e-mail or by mail service.

**Article VIII. Club Property**

**Section 8.01**

- (a) There shall be a Club Property Custodian, hereafter called the Custodian, appointed by the Board of Directors. The Custodian shall be charged with the guarding and caring for Club property committed to his custody. The Custodian shall prepare and maintain an inventory of such property. The Custodian shall administer an Equipment Loan Program as adopted by the Board of Directors. A representative of the Board of Directors shall be allowed to examine and verify the written inventory, annually, by comparing it to the physical items in storage or loaned to members. The Custodian shall dispose of Club property only at the direction of the Board of Directors, who may, from time to time, authorize its disposal. Authorization for such disposal shall be documented in the minutes of the club meeting, at which time, the decision to dispose was agreed to by the members.