

BY-LAWS OF THE ONSLOW AMATEUR RADIO CLUB, INC:

8 OCTOBER 2024

ARTICLE I:

Purpose:

The purpose of this organization shall be:

- a. The promotion of interest in amateur radio communications and experimentation;
- b. The relaying of messages by radio without charge;
- c. The furtherance of the public welfare;
- d. The advancement of the radio art;
- e. The fostering and promotion of intercommunication by electronic means for the personal benefit of members and without pecuniary gain;
- f. The fostering of education in the field of electronic communications;
- g. The dissemination of knowledge and information by electronic means.

The Onslow Amateur Radio Club, Inc., is a Non-Profit Corporation as defined in North Carolina State statute 55A, and is organized exclusively for charitable and educational purposes as defined within the meaning of section 501(c)(3) of the Internal Revenue Code. The Club strongly supports and encourages an active relationship with emergency and disaster relief organizations. No part of the assets or income of our Corporation shall be the property of any member or members. Such assets and income shall be devoted exclusively to the purpose herein.

ARTICLE II:

The principal office of the Corporation in the State of North Carolina shall be located in the County of Onslow.

The Corporation shall have and continuously maintain in the State of North Carolina, a registered office. Additionally, there shall be a registered agent whose office is identical with such registered office, as required by North Carolina Non-Profit Corporation Act NC Chapter 55A. The registered office may or may not be, identical to the principal office in the State of North Carolina, and the address of the registered office may be changed from time to time by the Officers and Board of Directors.

ARTICLE III:

Section 1. Full Members (FM) - Full membership may be granted to persons holding an amateur radio operators license issued by the Federal Communications Commission which is valid at the time of application for membership and dues are paid in full for the year of application.

Section 2. Associate Members (AM) - Associate membership may be granted to those persons actively seeking an amateur radio license and otherwise meet the requirements set forth in these By-Laws.

Section 3. Honorary Members (HM) - Honorary membership may be granted to persons the club recognizes for their efforts to further the objectives of the club, Amateur radio in general, or have in some way distinguished themselves in a manner worthy of recognition by the club. This membership will be for a period as may be set by the Board of Directors.

Section 4. Voting Rights- Each full member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Resignation: Any member may resign by written resignation to the secretary.

Section 6. Termination of Membership – A change in member status may be initiated by an affirmative vote of two-thirds of all the members of the Officers and Board of Directors. This change in status may be to suspend or expel a member for cause after an appropriate hearing by the Officers and Board of Directors. Failure to pay dues shall be cause for termination of membership and require no further action by the BoD or members at large. See Article IV, Section 3.

ARTICLE IV: Dues:

Section 1: Dues- The Officers and Board of Directors may determine from time to time the amount of the annual dues. The annual dues shall be payable to the Corporation by full members and associate members. Annual dues shall be payable in advance from the first day of October until adjournment of the regular meeting in the month of January. Applications for membership, verbal or written, which are submitted in any month of the year except October shall include dues pro-rated at one twelfth $\{1/12\}$ the annual membership rate for each month remaining in the fiscal year.

Section 2. Family Members- Family members residing in the same household as a full member or an associate member may, upon their request, pay dues at one half $\{1/2\}$ the annual membership rate. All members of a household shall have the same anniversary date.

Section 3. Default- Default in the payment of dues within the specified time period may result in termination of membership, and access to all club media.

ARTICLE V: Meeting of Members:

Section 1. Annual Meeting- The annual meeting of the members shall be held on the second Tuesday of October, at 7:00 pm. This meeting will elect Directors and Officers, and transact such other business as necessary. If the day fixed for the annual meeting is a legal holiday, in the State of North Carolina, a special meeting of the members shall be held as determined by the Board of Directors. This meeting shall cause the election of the Board of Directors, and Officers. New BoD and Officers terms are effective January 1

Section 2. Special Meeting- Special meetings of the members may be called by the President, or Board of Directors, or not less than 33 percent of the members having voting rights.

Section 3. Place of Meeting- The Officers and Board of Directors shall designate any place in Onslow County as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors

Section 4. Notice of Meetings- All meeting notices will be published on club social media pages, the club website, and on the club's Facebook page. Additionally, all meetings will be, relayed to members during the regularly scheduled nets. Regular meetings of the members shall be held on the first Saturday of the month Dates are determined by BoD

Section 5. Quorum- The voting members present, and at least 2 of the 4 Officers, and at least 3 present BoD members shall constitute a quorum.

Section 6. Proxies- At any meeting of members, a full member entitled to vote, may vote by proxy executed in writing by the member and delivered to the Club Secretary at least 3 business days prior to the vote / election.

ARTICLE VI: Board of Directors-

Section 1. General Powers- The affairs of the Corporation shall be managed by the Board of Directors who shall be members of the Corporation.

Section 2. Number, Tenure, and Qualifications- The Board of Directors shall be composed of no less than five members. Directors shall be elected by the membership at each annual meeting held in the first general membership meeting in October. Each Director shall hold office from January 1 (art. V, Sec 1) to December 31 following the election of the Board of Directors or until successors are duly elected and qualified. Qualification for Directors shall mean a member in good standing with the Corporation as defined in Article III, Sections 1. The President of the Corporation shall serve as Chairman of the Board.

Section 3. Regular Meetings- A regular meeting of the Board of Directors shall be held on the second Tuesday of each yearly quarter at 7:00pm, at the same place as the annual meeting of members, or if such place may not be available, at such place as designated by the BoD and made known to the general membership before the meeting. The BoD may provide by resolution, time and place for the holding of additional regular meetings of the BoD.

Section 4. Special Meetings- Special meetings of the Board of Directors may be called by a minimum of three Directors. Special meetings may be held at any convenient location as deemed suitable by those Directors calling the meeting.

Section 5. Notice- Notice of any special meeting of the BoD shall be given at least two days in advance of the meeting date by voice or email to each Director. Such meeting shall be made known to the general membership by voice, email or other social media or made known via local radio nets or broadcast on local amateur radio repeaters.

Section 6. Quorum- A minimum of 2 officers and 3 Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Compensation- Officers and/or Directors shall not receive any stated salaries or compensations for their service.

Section 8. Vacancies- Vacancies occurring in the Officers or Directors shall be filled by members in good standing and selected by the BoD. Officers and Directors selected to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

Section 9. Informal Action by Directors- Unless the articles of incorporation or bylaws provide otherwise, action required or permitted by this Chapter to be taken at a BoD meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents signed by each director before or after the action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. As authorized in G.S. 55A-1-70, a director's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VII: Officers

Section 1. Officers- The Officers of the Corporation shall be a President, Vice President, Secretary, and a Treasurer.

Section 2. Election and Term of Offices- The Officers of the Corporation shall be elected at the annual meeting of the members, and by the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and have qualified. Qualified shall mean a member in good Standing with the Corporation as defined in Article III, Sections 1.

Section 3. Resignation or Removal- An Officer may resign at any time by communicating his resignation to the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

The Board of Directors may remove any officer at any time with or without cause.

Section 4. Vacancies- A vacancy in any office because of death, resignation, removal by disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President- The President shall be the principal executive Officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. He or she shall preside at all the meetings of the members. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors, has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by North Carolina State statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President- In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7. Secretary- The Secretary shall keep the minutes of the meetings of the members and meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-Laws or as required by law; be custodian of the corporate records, keep a register of the mailing or email address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 8. Treasurer- If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source what so ever; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

ARTICLE VIII: Committees

Section 1. Committees of Directors- The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing appointing or removing any member of such committee or any Director or Officer of the Corporation; amending the articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees-Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such a member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office- Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the

committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as member thereof.

Section 4. Vacancies- Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum- Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules- Each committee may adopt rules for its own government not inconsistent with these by-laws or with the rules by the Board of Directors.

ARTICLE IX Contracts, Checks, Deposits and Funds

Section 1. Contracts- The BoD may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. - All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors. Such instruments shall be signed by the Treasurer.

Section 3. Deposits- All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts- The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest of devices for the general purpose or for any special purpose of the Corporation.

ARTICLE X: Books and Records

The Corporation shall keep correct and complete books and records of account(s) and shall also keep minutes of all proceedings of its members, Board of Directors and committees, having any appointed authority. All books and financial records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time. This inspection shall take place at a designated time and place defined by the Officers and BoD. At no time will any books or records be released to the inspecting agent. Copies of books and records of the Corporation may be taken at the inspecting agent's expense.

ARTICLE XI: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII: NET Earnings

No part of the earnings or the proceeds of the Corporation shall be payable to or for the benefit of any member or private individual.

ARTICLE XIII: TERMINATION

Upon dissolution of the corporation no part of the net assets will be paid to any member or other private individual but will be distributed to other non-profit entities as directed by the Board of Directors.

ARTICLE XIV Amendment of By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws adapted by a majority vote of at least two Officers, and at least 3 Directors, and at least 33% of the total membership in good standing. The adoption of any changes to these By-Laws shall be at a regular or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

ARTICLE XV: References

This document has been authored in accordance with the canons of the club's charter, and it is intended to amplify organizational structure and administrative processes. Additionally, these By-Laws conform to the framework of North Carolina General Statute 55A.

Submitted at a regular meeting of members, TBD. Adopted at a regular meeting of members, TBD by two-thirds (2/3) majority vote of the members present.

Dale Town
President

Date

Carol Town
Secretary

Date

Randy Scott
Director

Date

Robert Williams
Director

Date

David Mosey
Director

Date

DEFENITIONS:

FULL MEMBERS: Those persons who are Licensed Amateur Radio operators, posses an active call sign issued by the Federal Communications Commission (FCC) or posses a license from another country which is legally recognized within the territories of the USA and has paid dues in full for the year of application.

ASSOCIATE MEMBERS: Those persons who are actively seeking full amateur radio status indicated by one or more attempts to obtain an amateur radio license.

HONORARY MEMBERS: Those persons who the club so desires to recognize for their efforts to further the objectives of the club and radio in general, or have in some way distinguished themselves in a manner worthy of recognition by the club. This membership will be for a period of time as may be set by the Board of Directors.

MEMBER IN GOOD STANDING: Those persons who are Full Members or Associate Members are MEMBERS IN GOOD STANDING.

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Dale Town
Dale Town
President

8 OCT 24
Date

Carol Town
Carol Town
Secretary

8 Oct 2024
Date

Randy Scott
Randy Scott
Director

8 Oct 24
Date

Robert Williams
Robert Williams
Director

8 OCT 2024
Date



David Mosey
Director



Date

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Guide to By-Law Changes

1. Some misspellings and punctuation errors were changed without notice.
2. Article V, Sec. 5 of old By-Laws: Deleted
3. Article V, Sec. 5 of New By-Laws: Quorum – Redefined
4. Article VI, Sec. 2: Terms of Office – Clarified. Also removed reference to Article III, Sec. 2.
5. Article VI, Sec. 3: Regular Meetings – Reworded for clarification
6. Article VI, Sec. 4: Special Meetings – Increased number of Directors required to call Special Meeting.
7. Article VI, Sec. 5: Notice of Special Meetings – Changed notification requirements.
8. Article VI, Sec. 6: Quorum: Changed requirements for a Quorum to conduct business at a BoD meeting.
9. Article VI, Sec. 7, (old By-Laws): Manner of Acting – Deleted
10. Article VI, Sec. 9: (old By-Laws): Renumbered. Now Article VI, Sec. 8 (new By-Laws): Vacancies – Reworded and clarified.
11. Article VII, Sec. 2: Election and Terms of Office: Reference for Article III, Sec. 2 changed to just Article 1.
12. Article VII, Sec. 7: Secretary – References to Corporate Seal removed.

OARC FREQUENTLY ASKED QUESTIONS

- Full Member: Article III, Section 1
- Associate membership: Article III, Section 2
- Quorum for general membership meeting: Article V, Section 5
- Quorum for Board of Director's Meeting: Article VI, Section 6
- Vacancies: Article VI, Section 8
- Officers: Article VII, Section 1
- Committees: Article VIII
- Dues: Article IV, Section 1-3