

# *Constitution and Bylaws*

## **Bill Gremillion Memorial Radio Club, Inc.**

### *CONSTITUTION*

#### *Preamble*

We, the membership of the Bill Gremillion Memorial Radio Club, Inc. (A Not for Profit organization incorporated under the laws of the State of Georgia) desiring to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur radio, constitute ourselves the Bill Gremillion Memorial Radio Club, Inc. and enact this constitution as the governing law. It will be our purpose to further the exchange of information and cooperation between members, to promote and encourage technical advancement, excellence and experimentation by its members, to assist members and prospective amateurs in achieving fraternalism and high standards of conduct to conduct club programs and activities in such a manner as to advance the general interest and welfare of amateur radio in the community and support the public safety when called upon to do so.

#### *Article I*

##### **MEMBERSHIP:**

Membership will be open to all persons interested in amateur radio. Class of membership will be full or family.

## *Article II*

### **OFFICERS:**

*SECTION 1* - The officers of this club will be **President, Vice President, Secretary, and Treasurer**. They will perform such duties as are set forth in the constitution and the by-laws.

*SECTION 2* - The officers of this club will be elected for a term of one year by ballot of the members present provided there be a quorum, at the October regular monthly meeting with the new officers assuming their duties the first meeting of the following calendar year. All voting will be by secret ballot or, upon vote of the membership by acclamation. Candidates for office may be nominated from the floor at any time during the meeting prior to the balloting.

*SECTION 3* - Elected officers may succeed themselves no more than three successive terms.

*SECTION 4* - Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation of the officer. The exception will be the office of the president which will automatically be filled by the vice president, who will be eligible for election to the presidency at the next regular election meeting.

*SECTION 5* - Officers may be removed by a three fourths majority vote of those present and voting at any properly called meeting at which a voting quorum is present. A motion for removal of a club officer must be made one month prior to the date at which the removal vote will occur.

*SECTION 6* - The Executive Board will consist of all elected officers of the club. The executive board will also serve as the Board of Directors of the corporation.

### *Article III*

#### **VOTING QUORUM:**

One fifth (1/5) of the current membership will constitute a quorum for the conduct of business at any meeting.

### *Article IV*

#### **DUTIES OF THE OFFICERS:**

*SECTION 1* - The president will preside at all meetings of the club and conduct the same according to the rules adopted herein. He/she will appoint a person to act as parliamentarian to decide all questions of order in the conduct of club meetings, appoint committees, and perform all other customary duties pertaining to the office of president.

*SECTION 2* - The vice president will assume all the duties of the President in the absence of the latter and in the event of a vacancy occurring in that office he/she will fulfill the remaining term of the office of president.

*SECTION 3* - The secretary will keep a record of the proceedings of all meetings, keep a roll of members, report to the club new members, full and family, carry on all correspondence, read communications at each meeting and such other duties as directed by the president and club by-laws. He/she will be the keeper of the corporate seal and at the expiration of his/her term of office turn over all items and properties belonging to the club to his/her successor.

*SECTION 4* - The treasurer will receive and receipt for all moneys paid to the club and will keep an accurate account of all moneys received and expended and avail all records for audit (if required). He/she will pay no bills without proper authorization by the club or its officers. He/she will report at each regular meeting to the

membership the current financial status of the club to include all moneys received or paid out. He/she will perform such other duties as directed by the President and club by-laws. He/she will upon the expiration of his/her term of office turn over all items and properties belonging to the club to his/her successor.

*SECTION 5* -The Executive Board will appoint a Public Service Coordinator. The public service coordinator will be responsible to the club for all interactions with public service and disaster communications. He/she will serve as coordinator with the club members regarding ARES, RACES and all civil, governmental, and charitable organizations. The public service coordinator will serve a term of three years and maintain inventory of properties that such organization(s) will avail for use by club members /volunteers in the performance of acts of assistance. The public service coordinator will, upon expiration of his/her term of office, turn over all items and properties belonging to the club to the his/her successor. The public service coordinator will not have any voting privileges on the executive board.

*SECTION 6* - The Executive Board will appoint a trustee who will be the trustee of the club license and set forth operating standards for the club. The trustee will possess an extra class amateur radio operators license. and serve an indefinite term and be removed by a simple majority of a quorum. The trustee will not have any voting privileges on the Executive Board.

*SECTION 7* - The trustee, appointed by the executive board, will be responsible for the establishment and maintenance of the club's "radio station(s)" and equipment. He/she will keep a record of all property and equipment (to include location, serial numbers, and model numbers) belonging to the club which is not the responsibility of another officer or member, to include all equipment/property donations and the disposition thereof. He/she will upon the expiration/termination of his/her term of office turn

over all items and property belonging to the club to his/her successor.

## **Article V**

### **PURPOSE(S):**

*SECTION 1* - To establish and effect an association of members interested in the furtherance of amateur radio in the United States and the State of Georgia, to band with related or non-related civic or fraternal organizations with like or similar interests; to further educate members and others regarding the use of amateur radio for social betterment, and to establish uses for communication in times of emergency, declared or undeclared; to provide through its membership a dedicated number of amateur radio operators for the dissemination and communication of both official and unofficial information in the public interest, when determined desirable by club officers or when called upon by any official agency of the City, County, State or Government of the United States of America.

*SECTION 2* - To raise money, funds and valuable services for the furtherance of activities of the club; To provide qualified members of the Bill Gremillion Memorial Radio Club, Inc. to conduct educational classes, individually or in association with other organizations with like intention and purpose, for the teaching and education of anyone interested in amateur radio and electronics for becoming licensed by the Federal Communications Commission (FCC), conducting assistance and training to those persons interested in obtaining a technician class radio operators license from the FCC and upgrading such other licenses to more advanced levels of skill and learning together, all in the interest of furthering the hobby of amateur radio, and providing potential members for the club or the general benefit and knowledge of both members and interested individuals; To provide a forum for research, education, exchange of ideas, experimentation and scientific purpose, for all who have an interest or seek such knowledge.

*SECTION 3* - To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or attainment of any of the objectives heretofore set out or mentioned herein, either alone or in association with other individuals, businesses, corporations, partnerships, including but not limited to the county, state, federal, municipal bodies and all agencies or subdivisions of each of the forgoing; and in general, to do and perform such things and acts and to transact such business in connection with the forgoing objects and purposes not inconsistent with the general laws of the land or the objects and aims of the Bill Gremillion Memorial Radio Club, Inc.

*SECTION 4* - Upon the dissolution of the corporation, the executive board will, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purpose as will at the time qualify as an exempt organization or organizations under SECTION 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future Internal Revenue law, as the executive board will determine, or such sums may be disposed of as otherwise provided by the laws of the State of Georgia.

*Article VI*

**LIMITATION OF LIABILITY:**

The officers, executive board and members of the corporation will not be liable for its corporate debts.

*Article VII*

**ACTIVITIES TO BE LAWFUL:**

The Bill Gremillion Memorial Radio Club, Inc. will only engage in any lawful act or activity for which the corporation may be organized as a nonprofit corporation under the laws of the State of Georgia and code section 501 (c) (3) of the Internal Revenue Code.

*Article VIII*

**MEETINGS:**

The by-laws will provide for regular and special meetings. At meetings a minimum of one-fifth (1/5) of the current membership will constitute a quorum for the transaction of business.

*Article IX*

**DUES:**

The club, by the majority vote of those present at any regular meeting, may levy upon the general membership such dues and assessments as will be deemed necessary for the business of the organization within its objects as set forth in the preamble. Non-payment of such dues and/or assessment may be cause for dismissal from the club at the discretion of the membership.

*Article X*

**AMENDMENTS:**

This constitution or the by-laws may be amended by a two-thirds vote of the total membership. Proposals for amendments will be voted on at the next following regular meeting, provided all members have been notified by mail or publication in the club newsletter of the intent to amend the constitution and/or by-laws at said meeting. Votes may be received by proxy.

*Article XI*

**RULES:**

Robert's' Rules of Order will govern proceedings.

*Article XII*

**FISCAL YEAR FOR ACCOUNTING PURPOSES.**

The calendar year will be the official accounting year for the corporation with the final day of each fiscal year being December 31st.



# **The Bill Gremillion Memorial Radio Club, Inc.**

## *BYLAWS*

### **OFFICERS:**

All officers of the club will be full or family members and hold a valid amateur radio license issued by the Federal Communications Commission (FCC).

**President** - It will be the power/privilege of the president to make such committee appointments as are necessary to carry out the business and basic purposes of the club.

**Vice President** - He/she will preside at any meeting from which the president is absent He/she will be the chairperson of the programs committee and chairperson of the membership committee.

**Secretary** - It will be the duty of the secretary to keep the original copies of the constitution and by-laws and have the same with him/her at every meeting. He/she will cause all amendments, changes and additions to be noted thereon and will permit the same to be consulted by members upon request.

**Treasurer** - It will be the duty of the treasurer to receive all moneys and, in cooperation with the club's secretary, notify the membership when their dues are due and handle all other financial matters affecting the club not specifically covered in the constitution. Expenditures that exceed \$500 must be voted on by the membership. Amounts under \$500 can be approved by the Executive Board.

**Trustee** - The trustee will perform all duties as outlined in the constitution to provide the maintenance of the club station(s) and properties. The trustee will serve an indefinite term and will be *appointed* by the executive board.

## **MEMBERSHIP:**

Full Membership will be open to all persons promoting an interest in amateur radio and desiring to further their interest by participation therein. Full members must possess a valid and current amateur radio license. Application for membership may be submitted at any regular club meeting or to the club's designated address.

Family Membership will be open to those members of the immediate and dependent family living with a full member, except that children of a full member will no longer be eligible for family membership after they have reached 18 years of age. Only family members holding a valid amateur radio license will be eligible to vote or to hold office.

## **DUES:**

Annual dues will be initially determined by the executive board for each full member and family memberships. Membership cards, properly signed, will be given to all members each year and will serve as a receipt for all dues paid. Membership dues may be changed from time to time by a majority vote of full members and family members eligible to vote at a regularly scheduled club meeting with a quorum. A simple majority of the vote will determine the results. Memberships will run from January 1 through December 31 of each year.

## **MEETINGS:**

Meetings will be held at a time and place designated by the executive board. A minimum of nine (9) business meetings will occur during the club's calendar year. All business pertaining to the club will be handled at this time. The president will have the power to call special meetings in the event of an emergency affecting the club and/or its members. Notification of a special meeting will be by the most expedient means available at the time, telephone, radio, mail, e-mail, Sunday night local 2-meter net announcements or text messaging.

## **COMMITTEES:**

Nominating Committee - The president will appoint a member not holding a position on the executive board to serve as chairman of the nominating committee three (3) months prior to the annual election of officers. The member so appointed will have the power to appoint a sufficient odd (uneven) number from the club membership with the intent of recommending a slate of officers for the upcoming year to the club membership.

Other committees may be appointed by the president as necessary.