

**Constitution
of the
Winona Amateur Radio Club, Inc.
March 18, 2010**

PREAMBLE

We the undersigned, desiring to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio do hereby constitute ourselves the Winona Amateur Radio Club, Incorporated and do enact this constitution and bylaws as our governing law.

PURPOSE

The purpose of this club, hereafter referred to as the WARC, is:

1. to promote the Amateur Radio Service in the community as a source of trained communications volunteers and communications equipment that can be utilized during civil and natural emergencies
2. to construct and maintain communications facilities for the use of the entire amateur radio community during routine and emergency situations
3. to promote the Amateur Radio Service as an educational and service-oriented hobby, and;
4. to serve as a focal point of activities for amateur radio operators in the surrounding community, so that they might further their communications skills and their knowledge of electronics and the “radio art.”

In accordance with the Fifth Article of Incorporation, substantially all of the activities of this club are for the above stated purposes and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder, member, or other individual, except that the corporation shall be authorized to make payments and compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third Article of Incorporation. No substantial part of the activities of the corporation shall be the carrying out of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE I

Membership

SECTION 1 All persons interested in amateur radio shall be eligible for membership upon payment of annual dues. All members have voting rights on an individual basis. Persons interested in only providing financial support to the club may make appropriate donations without gaining voting rights and obligations.

ARTICLE II

Executive Board

SECTION 1 The Executive Board shall consist of seven members - six elected by the membership and the seventh being the Station Custodian, who is an ex officio voting member of the board. Executive Board members shall be elected by secret ballot at the November Semi-Annual Meeting. If there is no quorum, the Executive Board may appoint members to fill expired board positions. The Station Custodian shall be appointed or renewed by the Executive Board annually in January. Elected Executive Board members serve two year terms beginning January 1. The Station Custodian may continue in that position until he or she resigns or is removed by the Executive Board. Upon implementation of this section, three board members will be elected for a one-year term and three board members will be elected for two year terms. Thereafter all terms will be two year terms.

Upon the adoption of this constitution, an interim board shall be established which has all of the powers, duties, and responsibilities of the Executive Board until an Executive Board can be elected in accordance with this Section.

SECTION 2 The Executive Board shall select officers from amongst Executive Board members in January (see Article III). The Station Custodian may not hold any other officer position on the board. The terms of officers shall be one year.

SECTION 3 The business of the club shall be managed by its Executive Board. Each board member shall discharge board duties in good faith and with the diligence and care which an ordinarily prudent person in a like position would exercise under similar circumstances. The board shall have the power and authority to implement the purposes and goals of the club. These duties shall include, but are not limited to:

1. Performing all functions defined by other provisions of this Constitution or the By-Laws or by the membership of this club;
2. Performing all functions required by law and not herein specifically assigned to the members or officers;

3. Fulfilling other duties as appropriate: establish projects and budgets; evaluate the need for fund raising; authorize expenditures; plan--with the Vice President--club programs and locations; and discuss and prepare for presentation to the membership information relating to significant projects and undertakings of the club.

SECTION 4 The Executive Board shall meet a minimum of once per year in January and at the call of any Executive Board member. The dates, times, and locations of Executive Board meetings shall be publicized to all club members at least three days in advance of the meetings. The frequency of board meetings shall be consistent with the operational management nature of the Executive Board. The quorum for board meetings shall be a majority of board members (four for a full board).

SECTION 5 The officers of the Executive Board shall be: President, Vice President, Secretary, Treasurer, and Station Custodian.

SECTION 6 A board vacancy occurring prior to the November Semi-Annual Meeting must be filled by appointment by the Executive Board within three weeks after the vacancy is announced. The term of an appointed board member is that of the vacant position. Unless the term expires, an appointed board member must be confirmed by a vote of the membership at the next November Semi-Annual Meeting.

SECTION 7 Members of the Executive Board may be removed by a three fourths vote of the membership.

SECTION 8 The President shall preside at all meetings of the Executive Board and meetings of the club membership; conduct meetings according to the rules adopted; enforce due observance of this Constitution and By-laws; decide all questions of order; sign all official documents that are adopted by the club and none other; appoint committees as appropriate to club activities; and perform all other customary duties pertaining to the office of president.

SECTION 9 The Vice President shall assume all the duties of the President in the absence of the latter; be the chair of the club program committee; and arrange for meeting places for monthly club activities and scheduled meetings of the membership.

SECTION 10 The Secretary shall keep a record of the proceedings of all board meetings and Semi-Annual or special meetings of the membership; in cooperation with the Treasurer, keep a roll of members; carry on club correspondence; read communications at meetings; publish written notices in advance of board meetings and meetings of the membership; maintain all official records of the club; ensure continuing registration of the club with appropriate governmental entities including not-for-profit status, charitable organization status, tax exempt status; maintain the club's ARRL affiliation; and other duties. Upon succession, the outgoing Secretary shall turn over all club records to the incoming Secretary.

SECTION 11 The Treasurer shall receive and receipt for all moneys paid to the club; keep an accurate account of all moneys received and expensed; maintain a bank checking account in the club's name; and maintain a listing of significant equipment owned by the club. The Treasurer shall pay no bills without proper authorization by the Executive

Board. In November and May, the Treasurer shall submit a written itemized statement of disbursements and receipts to the Executive Board. Upon succession, the outgoing Treasurer shall turn over all club records and moneys to the incoming Treasurer.

ARTICLE III

Meetings

SECTION 1 At meetings of the membership, twenty per cent of the number of members on the last day of the previous February shall constitute a quorum for the transaction of business. Only members who are physically present at meetings shall have the right to vote.

ARTICLE IV

Dues

SECTION 1 The Executive Board may recommend to the membership at any Semi-Annual Meeting or special meeting of the membership such dues or assessments as shall be deemed necessary for the business of the organization within its objectives as set forth in the Preamble and Purpose of this constitution. Renewing membership dues are payable in December.

ARTICLE V

TVI-RFI and Membership Assistance

SECTION 1 Upon request, the club will provide technical advice to members concerning their equipment design and operation or to assist in assuring clean signals, uniform practice, and absence of spurious radiation from club members' stations.

ARTICLE VI

Amendments

SECTION 1 This Constitution may be amended by a two-thirds majority at a Semi-Annual or special meeting of the membership. Proposals for amendments shall be submitted in writing at least one month prior to the meeting at which the vote is to be taken.

SECTION 2 The By Laws to this Constitution may be amended by a simple majority at any Semi-Annual or special meeting of the membership.

ARTICLE VII

Duration and Dissolution

The duration of the Winona Amateur Radio Club, Inc. is perpetual. If and when the Winona Amateur Radio Club, Inc. wishes to dissolve, the assets of the club shall be distributed to a local non-profit organization that falls under the 501(c)(3) code of the IRS.

ARTICLE VIII

Endorsements and Non-Discrimination

The Winona Amateur Radio Club, Inc. will not endorse any amateur radio product or brand. The Winona Amateur Radio Club, Inc. will not discriminate by age, race, national origin, sex, religion, or disability.

ARTICLE IX

Rules

SECTION 1 All proceedings of the club shall be governed by the By-Laws of the Winona Amateur Radio Club, Inc. Procedures and issues not defined in the By-Laws will be resolved by *Robert's Rules of Order Newly Revised*, 10th ed. (Cambridge, Mass.: Perseus Publishing, 2000).

Winona Amateur Radio Club, Inc.

Constitution Change Record

April 1998: Changed Section 2 of the By-Laws to reflect the change of meeting day to the Third Thursday of each month.

October 1998: Changed the wording of Section 3 of the By-Laws to more clearly state that repeater assessments for family memberships are \$20.00/month.

February 2010: Multiple changes including role of Executive Board in conducting business of the club, selection of officers from the Executive Board, and quorum.