

TWIN STATE RADIO CLUB, INC.

CONSTITUTION

PREAMBLE

To secure for ourselves and others the benefits of association with persons interested in Amateur Radio, we constitute ourselves as the Twin State Radio Club, Inc., a not-for-profit, non-stock, New Hampshire Corporation. It shall be our purpose to promote Amateur Radio education, fraternalism, and general interest in Amateur Radio to the greater community, and to provide voluntary communication services for public events and in times of emergency.

ARTICLE I - MEMBERSHIP

Sec. 1 - ELIGIBILITY - All persons interested in Amateur Radio and willing to support the above stated aims of the Club and abide by all FCC Rules and Regulations may be considered eligible for Membership.

Sec. 2 - CLASSES - There shall be four classes of Membership: Voting, Junior Voting, Associate, Honorary.

ARTICLE II - OFFICERS

The officers of this Club shall be President, Vice-President, Secretary, Treasurer, and Station Trustee, and shall constitute the Corporation's five member Board of Directors. The President and Vice-President shall also act as Chair and Vice-chair of the Board of Directors, respectively. The offices of Secretary and Treasurer may be combined, and the office of Trustee may be combined with any other office, at the discretion of the Membership, except that a member holding two or more offices shall have only one vote. Officers shall have all the customary authority and responsibility associated with the title. All officers must hold a valid Amateur Radio operator's license issued by the Federal Communications Commission or its assigns or successors.

ARTICLE III - ELECTIONS

The Officers of this Club, with the exception of the Station Trustee, shall be elected for a term of one year at the first meeting in June annually. If no quorum is present, the elections will be held at the next meeting with a quorum. The Station Trustee's term shall extend for an indefinite period.

ARTICLE IV - MEETINGS AND QUORUM

The By-Laws shall provide for regular and special meetings. At all meetings, twenty percent of the Voting Membership shall constitute a quorum for the transaction of business. For the purpose of calculating a quorum, five-tenths or more of one person shall be equivalent to one person, and less than five-tenths of one person shall be equivalent to zero persons.

ARTICLE V - DUES

The Membership may levy such dues and assessments as are necessary to conduct the lawful business of the Club.

ARTICLE VI - BY-LAWS

The Membership shall establish, and may amend, by a two-thirds majority of those present, such By-Laws as may be necessary to implement the provisions of this Constitution and facilitate the orderly conduct of Club business.

The By-Laws may be amended by a two-thirds majority at the next regular meeting provided that all such Members have been given two weeks written notice of the intent to amend the By-Laws at that regular meeting.

ARTICLE VII - CONSTITUTIONAL AMENDMENTS

Proposals for amendments to the Constitution shall be submitted in writing at a regular meeting and may not be voted upon until the next regular meeting. Proposals for amendments to the Constitution shall be referred to a review committee composed of at least three Voting Members, who shall review such proposals and make recommendations to the Membership prior to the vote. The Constitution may be

amended by a two-thirds majority of the entire Voting Membership at the next regular meeting provided that all such Members have been given two weeks written notice of the intent to amend the Constitution at that regular meeting.

In the event that at least two thirds of the Voting Membership does not attend the first such noticed meeting, the vote may be noticed again for a future meeting, and voting by written Absentee Ballot shall be allowed. Such absentee ballots must state Yes or No on the Amendments as proposed, and be witnessed in writing by at least one Club Officer. Such Officer shall ascertain that the Voting Member has received a true and accurate copy of the proposed Amendments. Absentee Ballots will be allowed only for Constitutional Amendments.

ARTICLE VIII - DISSOLUTION

This Club may be dissolved by a three-quarters vote of the entire Voting Membership. All members must be notified of the intent to dissolve by Certified US Mail at least one month prior to the vote. In the event of such dissolution, all Club equipment, funds and other assets must be donated to one or more not-for-profit organizations organized for purposes substantially similar to those of the Twin State Radio Club, Inc., such as other Amateur Radio clubs, or the American Radio Relay League, and in accordance with state and federal laws. No such funds or assets shall accrue to any member or officer except to settle legitimate debts.

ARTICLE IX - LIMITATION OF LIABILITY

- A. The trustees and officers of the corporation will not be personally liable, and will be shielded from personal liability, for any debt, liability, or obligation of the corporation, to the maximum extent permitted by the laws of the State of New Hampshire as in effect at the time the liability is determined. No trustee or officer of the corporation will be personally liable to the corporation (or its members or stockholders, should it then have members or stockholders) for monetary damages for any breach of fiduciary duty by such trustee or officer, as a trustee or officer, except to the extent that exculpation from liability is not permitted under the laws the State of New Hampshire as in effect at the time the liability is determined.
- B. In furtherance and not in lieu of these limitations on liability, the Corporation adopts the exculpation provisions permitted by NH RSA 292:2(V) which authorize the Corporation to eliminate or limit the personal liability of a director or officer of the Corporation to the Corporation or its members or shareholders (if any) for monetary damages for breach of fiduciary duty as a director or officer, except with respect to (1) any breach of the director's or officer's duty of loyalty to the Corporation or its members or shareholders (if any), (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (3) a violation of NH RSA 293-A:8.33 (or its successor); or (4) any transaction from which the director or officer derived an improper personal benefit.
- C. No amendment or repeal of this Article will apply to or have any effect on the liability or alleged liability of any director and/or officer of the corporation for or with respect to any acts or omissions of such director and/or officer occurring prior to that amendment or repeal.

ARTICLE X – BUSINESS ADDRESS

The official place of business shall be PO Box 5078 Hanover, NH 03755-5078.

ARTICLE XI – CONFLICT OF INTEREST POLICY

The Club shall adopt and maintain a conflict of interest policy in accordance with NH state law.

ARTICLE ~~IX~~ XII – MISCELLANEOUS

A. In this document, gender is indicated as male for sake of simplicity, but shall apply equally to both genders.

B. Where written notice is required be given to members in this document, US mail, e-mail, or hand delivery will be acceptable unless stated otherwise.

C. This Constitution and attached By-Laws shall be considered as one inseparable document.

ARTICLE ~~X~~ XIII – SIGNATURES AND EFFECTIVE DATE

This Constitution and By-Laws and any and all amendments thereto have been voted upon and ratified at a regular meeting on this _____ day of _____, 2015.

Signature and Name

Post Office Address

1. _____
Signature Street (print)

Name (print) City/Town State Zip (print)

2. _____
Signature Street (print)

Name (print) City/Town State Zip (print)

3. _____
Signature Street (print)

Name (print) City/Town State Zip (print)

4. _____
Signature Street (print)

Name (print) City/Town State Zip (print)

5. _____
Signature Street (print)

Name (print) City/Town State Zip (print)

BY-LAWS

Sec. 1 – OFFICERS

1.1 PRESIDENT - The President shall chair all meetings of this Club, and shall conduct the same according to the rules adopted. He shall enforce due observance of the Constitution and By-Laws, decide all questions of order, sign all official documents that are adopted by the club and none other, and perform all customary duties pertaining to the office of President.

1.2 VICE PRESIDENT - The Vice President shall assume all duties of the President in the absence of the latter, in addition to any other duties as may be assigned to him by the President from time to time.

1.3 SECRETARY - The Secretary shall keep a record of the proceedings for all meetings, keep a roll of Members, accept applications for membership, carry on all written correspondence, read minutes and communications and mail written notices to the Members as required by the Constitution and By-Laws. He shall be responsible for maintaining an annual inventory of Club owned equipment, and shall maintain control of its daily disposition.

1.4 TREASURER - The Treasurer shall keep an accurate account of all monies received and expended. He shall receive and receipt all monies paid to the Club, and shall make all payments and disbursements as authorized by the Members. The Treasurer is responsible for the administration of the annual budget as approved by the Membership. The Treasurer is authorized to pay, without further action by the membership, all approved, budgeted items, and no others.

1.5 STATION TRUSTEE - The Station Trustee shall hold and maintain the Club's station license (W1FN) and any other such authorizations, and shall be responsible for the safe and legal operation of the Club's equipment under said license.

1.6 ASSISTANTS - As necessary, the Chairperson (see Sect. 4.2) may appoint one or more Assistants to any officer requiring additional help in performing his regular or specially appointed duties.

Sec. 2 - ELECTIONS

2.1 VACANCIES - Vacancies occurring between elections must be filled by special election at the first meeting after the vacancy occurs. In the interim, the Chairperson may appoint a Member to temporarily fill the vacancy. A vacancy will occur at such time any Officer fails to maintain current membership status, or if he resigns his post verbally at a regular or properly noticed meeting, or in writing.

2.2 REMOVAL - Officers may be removed from office by a three-fourths majority vote after a hearing held at a regular or special meeting. Two weeks written notice of such hearing shall be made to all members.

2.3 NOMINATIONS - No later than the March meeting, the Chairperson shall appoint a Nominating Committee consisting of a Chairperson and two or more volunteers from the Voting Membership to prepare a slate of nominees for the positions of President, Vice President, Secretary and Treasurer.

2.4 TRUSTEE ELECTIONS - At such time as the office of Station Trustee becomes vacant, the Chairperson may appoint a committee to prepare a slate of candidates for election at the next meeting. Written notice will be given to all members of this election two weeks prior to the vote.

Sec. 3 - MEMBERSHIP

3.1 NEW MEMBERS - Applications for Membership shall be submitted to the Secretary in writing, and must express a willingness by the applicant to abide by the Constitution and By-Laws. Applications are automatically accepted upon payment of dues.

3.2 VOTING MEMBERS shall be those Licensed Amateurs whose dues are paid in full, and who plan to attend meetings on a regular basis in order to vote on the regular conduct of Club business.

3.3 JUNIOR VOTING MEMBERS shall be those Licensed Amateurs under the age of 18 whose dues are paid in full, and who plan to attend meetings on a regular basis in order to vote on the regular conduct of Club business.

3.4 ASSOCIATE MEMBERS may be licensed or non-licensed persons whose dues are paid in full, and who wish to support and participate in the activities of the Club, but who either cannot or do not wish to attend regular meetings, or do not currently hold a valid Amateur License.

3.5 HONORARY MEMBERSHIP may be granted by a two thirds majority of the Membership present. Persons whose contributions to the Amateur Radio hobby and/or to the Twin State Radio Club are deserving of such an honor may be nominated for Honorary Membership by at least three Voting Members. Honorary Members will enjoy all the rights and privileges of Associate Membership, but shall not be subject to dues or other assessments except on a voluntary basis.

3.6 EXPULSION - Any member may be expelled by a two-thirds majority vote of the entire voting membership for clear, willful and undisputed violations of the Club Constitution. Such Member may request a hearing before the Membership prior to a vote. Once expelled, an ex-member may re-apply after one full year, subject to approval by a simple majority of a quorum.

3.7 CHANGE OF CLASS - An Associate Member, who meets the requirements set forth in Section 3.2 of the By-Laws, may upgrade his membership to Voting Member at any time by paying the pro-rated difference in dues between the two classes. A Voting membership may be changed to Associate only at the time of renewal.

Sec. 4 - MEETINGS

4.1 SCHEDULING - Regular meetings shall be held at least once each calendar month, at a time and place specified by the Chairman. Special meetings may be called by the President upon written request of at least five Voting Members. Advance written notice of meetings shall be given to all Members. In the event of special meetings, the notice shall state the order of business to be transacted. Only such business as is listed in the notice shall be transacted at special meetings.

4.2 CHAIRPERSON - All meetings shall be presided over by a Meeting Chairperson. Such Chairperson shall be the President. If the President is absent, the chain of succession shall be Vice-President, Secretary, Treasurer, and then Station Trustee. In the event that no elected officer is present, the meeting shall not be convened.

4.3 VOTING - A simple majority of a quorum shall be required to carry a motion unless stated otherwise in the Constitution or By-Laws.

4.4 DISPUTES - Robert's Rules of Order shall govern proceedings in the event of a dispute at the Chairperson's discretion or upon a majority vote.

4.5 BOARD OF DIRECTORS - The Board of Directors shall meet at least once annually to discuss such matters as come before it and to develop recommendations and proposals to be brought forward to the voting membership.

Sec. 5 - DUES AND FINANCE

5.1 DUES RATE – The maximum dues rate shall be set and approved along with the annual budget each year. If no action is taken to change the rate, it shall remain at the same level as the previous year.

5.2 PAYMENT – Dues are due and payable at or before the first meeting of each calendar year. Payments may be made by mail or in person at regular meetings.

5.3 VOTING MEMBER dues shall be the maximum rate.

5.4 JUNIOR VOTING MEMBER dues shall be 50% of the maximum rate.

5.5 ASSOCIATE MEMBER dues shall be 50% of the maximum rate.

5.6 FAMILY RATES (Reserved) - shall be available as follows. The first Member shall pay full rate, and each additional Member shall pay 25% of the first Member's rate. If any member of the family is a Voting Member, that Member shall be the first Member for the purpose of computing the Family Rate. All additional family members will have the same membership privileges as the first member.

5.7 NEW MEMBERS - Dues shall be pro-rated on a monthly basis for new members.

5.8 NON-PAYMENT of dues and assessments by December 31 will result in loss of all membership privileges until payment is made.

5.9 CHANGE OF MEMBERSHIP CLASS - See Section 3.7.

5.10 ANNUAL OPERATING BUDGET (a) Each fall the Treasurer shall assist the other officers in developing an Annual Operating Budget and dues rate for the following year, for the purpose of paying non-capital expenses as may be authorized from time to time by the Membership. Such Budget is to be approved at the December meeting by a two-thirds majority of a quorum. In the event that the entire budget is not passed, the Membership may vote to reserve certain Budget items for later vote at a specified meeting, and approve the balance of the proposed Budget.

(b) The approved Annual Operating Budget may be altered by a two-thirds majority vote at any regular or special meeting.

(c) The Operating Budget is to be funded solely from such regular sources of income as dues and assessments, interest income from regular savings and checking accounts, and other fund raising activities. No proposed Operating Budget shall exceed the reasonably projected income for the concurrent fiscal year, and in no case may actual expenditures exceed actual income.

(d) The Operating Budget shall contain general categories of expenditures rather than specific line items. (For instance, a "Field Day" item, but not a specific line item for generator rental.) Such budgets may be based on certain planned expenditures, but no action will be taken on specific purchases during action of the entire Budget. Those decisions shall be left until such time during the year as the Membership shall deem it appropriate to authorize said specific expenditure.

(e) An Operating Budget item or items may be authorized for such recurring and regular expenses as the Treasurer is authorized to make without further action on the part of the Membership.

5.11 ANNUAL CAPITAL BUDGET (a) Each fall the Treasurer shall assist the other officers in developing an Annual Capital Budget for the following year, for the purpose of making such capital expenditures as may be authorized from time to time by the Membership. Such Budget is to be approved at the December meeting by a two-thirds majority of a quorum. In the event that the entire budget is not passed, the Membership may vote to reserve certain Budget items for later vote at a specified meeting, and approve the balance of the proposed Budget.

(b) The approved Annual Capital Budget may be altered by a two-thirds majority vote at any regular or special meeting.

(c) The Capital Budget is to be funded with those monies not allocated for the operating budget or tied up in the Club's Nest Egg account. (See 5.13(a)) No proposed Capital Budget shall exceed the reasonably

projected available capital funds for the concurrent fiscal year, and in no case may actual expenditures exceed actual capital funds.

(d) Such budgets may be based on certain planned purchases, but the budget will not list specific items for purchase, and no action will be taken on specific purchases during action on the entire Budget. Those decisions shall be left until such time during the year as the Membership shall deem it appropriate to authorize said specific purchase.

5.12 BUDGET SURPLUS FUNDS - If any budgeted funds are left un-spent, or if any income is in excess of budget requirements, the membership may vote to re-allocate such funds to other Budget items or special accounts, to transfer such surplus funds to the next year's Budgets, or to permanently increase the principal balance of the Club's Nest Egg investment instrument required under Section 5.13(a).

5.13 BANK ACCOUNTS (a) Nest Egg Investment: The Club shall maintain a high-interest bearing Certificate of Deposit or other such guaranteed and insured instrument. The principal sum in this account shall not be diminished except by a majority vote of the entire Voting Membership upon two weeks written notice. Interest earned may be deposited to the Club's operating accounts listed below, or may be used to temporarily or permanently increase the invested capital.

A Finance Board of three Voting members, chaired by the Treasurer, shall be appointed by the Chairman prior to the date of maturity of any such investment instrument to oversee a roll-over or change in investment account. This Board shall have authority to act as without further action by the Membership.

(b) A standard interest bearing savings account shall be maintained in which all other budgeted and un-budgeted funds shall be kept until they are needed for expenditure. A **single interest-bearing N.O.W.** account may be used to combine savings and checking functions, provided that a minimum balance as required by the bank may be maintained at all times.

(c) A checking account may be maintained to facilitate payments, but only the bank-required minimum amount shall be kept in this account, and funds transferred to it as required. This provision shall not apply if a N.O.W. or similar account is used to combine savings and checking functions.

5.14 SPECIAL ACCOUNTS - Special savings or Budget accounts may be authorized by the Membership from time to time for special purposes, e.g.: to accrue large sums for capital purchases outside the scope of any individual annual budget.

5.15 LIMITED EMERGENCY AUTHORITY TO SPEND - Recognizing that certain un-planned emergencies and contingencies requiring immediate action may occur from time to time, the President may expend such Club funds as are required after consulting with and receiving specific agreement from at least two other elected Club Officers.

Insofar as it is practical, the Membership at the next meeting may rescind any such decision to spend by a majority vote of those present. This Authority is intended to cover only emergency expenditures and time limited opportunities for essential acquisition that will benefit or protect the Club.

Sec. 6 APPOINTMENT OF COMMITTEES

The President or Chairperson may appoint such standing or temporary committees as he deems necessary from time to time, or as directed by majority vote at any regular or special meeting. Each committee shall have a chairperson, and as many members as may be required to accomplish its purpose. A committee shall only have the authority to report its findings to the meeting Chairperson or the membership, as directed, and may only take action as specifically or generally authorized by the membership. A committee's term shall expire when its purpose is accomplished, or at a pre-determined time, or as directed by a vote.

Sec. 7 CLUB PROPERTY

7.1 INVENTORY - An Inventory shall be taken by the Secretary at least once each year, and shall be completed immediately prior to the election of officers in June. This is done to ensure that incoming officers have an accurate and up-to-date accounting of all Club property.

7.2 EQUIPMENT LOANS - The Club may loan certain designated radio equipment to Members to allow them to operate only if they have no access to other operable equipment, and for a period no longer than 30 days. If another Member shall request such equipment at or before the end of the 30-day period, the first member shall relinquish such equipment to the second at the end of the loan period. If no such request is made, the Secretary may, at his discretion, renew the loan. No equipment shall be loaned that may be needed for regularly scheduled Club events. In the event of an emergency where such equipment is needed for Club or ARES operations, any Club Officer may recall the equipment without notice. The Secretary may level such minimal fees as he deems necessary to cover wear and tear on any tubes or other components, (collectible in advance), and shall prepare a standard contract detailing such loans and fees. All equipment shall be returned in the condition loaned, notwithstanding normal wear and tear. The Secretary may levy charges for any repairs, replacement, or refurbishing necessary.

7.3 EXCEPTIONAL EQUIPMENT - The Club may vote from time to time to impose certain restrictions, guidelines and requirements upon the use or users of certain Club-owned equipment so as to ensure its safe use. These may include, but are not limited to: training and certification requirements, insurance, licenses, and experience. The President shall appoint a Standing Committee for the purpose of drafting and implementing such rules, including the certification of Members. The Club's Secretary shall be responsible for maintaining a record of all certified Members. Use of this equipment shall be otherwise pursuant to Section 7.2.

Sec. 8 - REPEATER MANAGER/COMMITTEE

The President shall appoint a Voting Member to head a standing committee to maintain and improve the Club's VHF and UHF repeater systems. This member shall be known as the "Repeater Manager", and shall serve for a three-year term. The Repeater Manager may be removed or replaced for cause at any time by the President. The "Repeater Management Committee" shall at all times be open to any Voting Member who wishes to participate, and shall be responsible for administering any funds appropriated by the general membership for the repeater systems. The Committee shall also be responsible for any other Club equipment unrelated to the repeater systems that is installed at a repeater system site.