

**RESTATED BYLAWS OF THE
FORSYTH AMATEUR RADIO CLUB, INC.**

Approved By Club Member Vote: August 10, 2020

(Version as of 17 July 2020)

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**RESTATED BYLAWS OF
THE FORSYTH AMATEUR RADIO CLUB, INC.**

ARTICLE I

NAME AND ADDRESS

The name of this organization shall be The Forsyth Amateur Radio Club, Incorporated ("Corporation" or "Club"). The physical address of the Forsyth Amateur Radio Club shall be 690 Coliseum Drive, Winston-Salem, NC 27101. The physical address will be designated by the club as the address used for its Registered Agent in the official records of the Secretary of State of North Carolina. The mailing address of the club shall be P.O. Box 11361, Winston-Salem, NC 27116-1361.

ARTICLE II

PURPOSES

The purposes of the Corporation are stated in the Articles of Incorporation, dated February 01, 1981, and the Articles of Amendment, dated June 11, 1984, both documents having been registered with the Secretary of State of North Carolina. The documents have been recorded in Deed Book 1422 Page 0483 and Book 1446 Page 0687, respectively, by the Forsyth County Register of Deeds. Applicable portions of the Articles of Amendment that relate to the purpose of the club are restated herewith:

The purposes of the Forsyth Amateur Radio Club are to conduct, carry on and operate a nonprofit corporation to further the cause of Amateur Radio by teaching radio fundamentals, encouraging educational and scientific research and experimentation, providing and promoting amateur radio communications including emergency communications services, increasing recognition and enhancement of the value of amateur radio to the public as a voluntary non-commercial communication service, promoting individual knowledge and operating efficiency, promoting an understanding of and adherence of the laws and requirements established by the Federal Communications Commission (FCC) pertaining to Amateur Radio, provide a means of entry level and upgrade amateur radio licensing and illustrating the ability of amateur radio to promote and enhance domestic and international good will.

The purposes for which the Corporation are organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE III
MEMBERSHIPS

Section 01. Types of Membership.

Five types of membership will be recognized by the club:

- (a) **Full Membership:** Full Membership may be conferred upon any person holding a valid and current amateur radio operator's license issued by the U.S. Federal Communications Commission ("FCC") and is current on annual club dues as defined in Section 04(a) of this Article. Full members shall be entitled to all rights and privileges of the club including the right to vote on club issues, nominating candidates for club office, voting in the election of club officers and serving as members and chairs of club committees. Additional privileges of Full Membership are the use of equipment in the club shack after training and approval by the Club Shack Committee and other club equipment upon Board of Directors approval.
- (b) **Complimentary One Year Full Membership:** A one year complimentary Full Membership will be conferred to anyone successfully taking and passing the FCC exam for a new or upgraded license at a Forsyth Amateur Radio Club VEC testing session. A Forsyth Amateur Radio Club membership form will be provided to the successful test taker. The membership form must be filled out and returned to the VEC testing team. The complimentary Full Membership will become effective after the club Secretary processes the membership form filled out by the successful candidate and will continue for the following year if the new or upgraded license occurs after September first. If a complimentary Full Membership is conferred to a new club member for a new or upgrade license from August to December, Full Membership club officer nomination and voting privileges start the following January.
- (c) **Associate Membership:** Associate Membership may be conferred upon any person who is interested in amateur radio but does not hold a valid and current FCC-issued amateur radio operator's license. Additionally, Associate Membership will be conferred upon the current holder of a valid and current FCC-issued amateur radio operator's license with unpaid club dues or a former Full Member who is not current on annual club dues as defined in Section 03 of this Article. If a former Full club member with a valid FCC issued amateur radio license brings annual club dues current, Full Membership status will be restored for the balance of the calendar year. Associate Members may participate in club activities including meetings, Field Day, hamfests, contests and being members of club committees.
- (d) **Honorary Membership:** Honorary Membership may be conferred upon certain persons because of their special circumstances, including distinguished service to amateur radio, disability, or other reasons as may be deemed appropriate by the Board of Directors. Honorary Members need not be licensed amateur radio operators. If an Honorary Member has a FCC-issued amateur radio operator's license, Honorary Members will have the privileges of Associate Membership.
- (e) **Life Membership:** Life Membership may be conferred upon persons for distinguished service to amateur radio and the Forsyth Amateur Radio Club and have an active amateur radio license. Life Members shall have all rights and privileges of Full Membership.

Section 02. Application Process for Membership.

Applications for membership will be made on an application form provided by the club and are available in the club newsletter, from club officers and from the club website. The completed form must be returned to the club Treasurer with the prescribed dues payment as established by the Board of Directors and described below. The club Treasurer, in turn, will deliver the completed form to the club Secretary for processing.

Section 03. Annual Dues.

- (a) The annual dues for Full Membership will be reviewed each year by the Board of Directors. The Board of Director's recommendations for dues assessments for the upcoming fiscal year will be included with the proposed annual budget as outlined in Article VI.
- (b) Members of age 65 years or older, or regularly enrolled full-time students in elementary schools, middle schools, high schools, colleges and universities shall pay reduced annual dues as established by the Board of Directors.
- (c) Honorary and Life Members shall not be required to pay annual club dues.
- (d) Additional family members residing at the same physical address of a Full Member as described in Article III, Section 01(a) and who have a FCC issued amateur radio license shall be given Full Membership with all rights and privileges of Full Membership.

Section 04. Payment of Dues.

Payment of dues shall be as follows:

- (a) Annual dues for Full Membership are due by the club meeting in January. Full Membership dues for new members become payable, without proration for unused months, during the month that membership is granted and annually thereafter at the club meeting in January. If a new member joins the club on or after September first, Full Membership shall be paid and current for the current and following annual year. However, if Full Membership dues are paid during the period from August to December, Full Membership officer nomination and voting privileges start the following January.
- (b) Full Members whose dues are in arrears shall be carried on the club's records for approximately a two-month grace period ending the third Monday in March. If a payment is not received by the club Treasurer by the third Monday in March, the member's status will be dropped from Full Membership to Associate Membership.

Section 05. Non-Discrimination Policy.

The Forsyth Amateur Club does not discriminate on the basis of race, gender, age, national or ethnic origin.

ARTICLE IV

ELECTED OFFICERS

Section 01. Elected Officers.

The elected officers of the club shall be President, Vice-President, Secretary and Treasurer. Their duties are as follows:

- (a) **President:** The President shall preside over all meetings of the club; be an ex-officio member of all committees; preside over all meetings of the Board of Directors; sign checks in the absence of the Treasurer; and perform all such duties as are properly required of the President.
- (b) **Vice-President:** The Vice-President shall, in the absence or disability of the President, preside over membership and directors' meetings and, in general, act in the President's stead. The Vice-President shall be ex-officio chair of the Program Committee provided for in Article VII, Section 02(d), and may sign checks in the absence of either the Treasurer or the President. If the Vice-President is absent or unable to act, the Board of Directors shall designate an acting Temporary Vice-President.
- (c) **Secretary:** The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, process and file applications for membership, carry on correspondence, develop and furnish written minutes of meeting proceedings to the publications committee for inclusion in the club newsletter and website. The club Secretary will be the Registered Agent as referenced in Article I for the club with the North Carolina Secretary of State.
- (d) **Treasurer:** The Treasurer shall receive all monies of the club and deposit these in the name of the club in a depository specified by the Board of Directors. He shall sign checks in the name of the club in payment of obligations known by him to be proper and authorized. The Treasurer shall make a verbal financial report at each stated meeting. The Treasurer will provide a written financial statement and projected budget for the following calendar year at the annual meeting each December. The written report shall be made available to the membership on demand and to the Treasurer-Elect. The Treasurer will do a timely filing to maintain the club's 501(c)3 non-profit status with the Internal Revenue Service each year. The Treasurer will pay the cost of insurance for club assets, pay annual liability insurance, pay other bills as needed or directed by the Board of Directors and shall provide documentation as needed for an annual independent financial audit.

Section 02. Procedures for Election.

Procedures for the annual election of officers are as follows:

- (a) **July Election Procedures:** The election shall be initiated at the Board of Directors' business meeting normally held the third Monday in July. The Board of Directors shall appoint a temporary chair of the Nominating Committee. The Nominating Committee will be composed of at least five Full and Life Members. No more than two of the five will be from the Board of Directors. The temporary chair of the Nominating Committee shall promptly call a meeting of the Nominating Committee to select a permanent chair and consider nominations for the various offices.

- (b) **Election Procedures Prior to the September Meeting:** Following the election of a permanent chair, the Nominating Committee shall nominate one candidate for each office, and the nominees' names shall be announced to the membership through the club newsletter or by e-mail to Full and Life Members prior to and at the September meeting.
- (c) **Floor Nomination Procedures at the September Meeting:** Nominations from the floor may be submitted by Full and Life Members at the September meeting, and those nominations, together with those made by the Nominating Committee, shall be published in the club newsletter and/or website and/or email issued prior to the October meeting. No nominations will be accepted at the October meeting.
- (d) **Election of Officers by Acclamation at the September Meeting:** If the only candidates for club officer positions are those named by the Nominating Committee at the September meeting, candidates can be voted in verbally by acclamation by Full and Life Members prior to the close of the September meeting. In that case, the names of the elected officers by proclamation will be published in the club newsletter and/or website and/or email issued prior to the October meeting.
- (e) **Preparation of Ballots and Proxies Prior to the October Meeting:** If there is more than one candidate for any position, the Secretary shall prepare ballots and proxies containing the names of all candidates duly nominated. Proxy instruments shall be distributed under the direction of the Nominating Committee to give every Full and Life Member an opportunity, upon request, to vote in absentia. Requests for proxy ballots must be received by the Secretary not later than the end of the third full week of September. Completed proxies must be returned to the Secretary no later than the second business day before the day of the October meeting.
- (f) **Procedures for Voting and Counting of Ballots at the October Meeting:** If there is more than one candidate for any position, voting for officers shall be by secret ballot at the meeting in October. The President shall appoint at least three Full and Life Members to count the ballots. The members counting the ballots will deliver the vote results to the President who will announce the vote result and name the winning candidate for each office. The results of the election will be published in the November club newsletter and elected officers shall assume their duties at the annual membership December meeting.
- (g) **Unforeseen Meeting Delays or Cancellations:** In the case of unforeseen circumstances resulting in meeting delays or cancellations during the election procedure months, the election process will follow the same sequence of events in subsequent months with current officers serving until the new election is completed. At the discretion of the Board of Directors, the election process may be accelerated to conclude at the end of the calendar year.

Section 03. Officers and Committee Chairs: Terms and Vacancies.

- (a) Neither the President nor the Vice-President shall be elected to more than two consecutive annual terms in the same office. Exceptions to this rule must be approved by a two-thirds vote by club Full and Life Members at a regular club meeting provided that the quorum requirement as established in Article V, Section 01(e) is satisfied.
- (b) In case of a vacancy in any office, the remaining Board of Directors shall appoint a Full or Life Member to fill such vacancy for the remainder of the unexpired term.

- (c) Every officer and committee chair of the club shall continue in office until a successor has been installed. The term of office for officers and chairs shall be one calendar year.
- (d) No member shall be President, Vice-President, Secretary, Treasurer, or a chair of a standing committee unless, at the time of nomination and throughout the term of service, the member is a Full or Life Member of the club.

ARTICLE V

MEETINGS

Section 01. Membership Meetings.

Membership meetings will be held in the following manner:

- (a) A stated membership meeting will be held once each month unless cancelled or postponed due to hazardous conditions or other issues as determined by the Board of Directors.
- (b) The calendar day of the week and hour for meetings in the upcoming year shall be the second Monday of each month at 7:30 unless changed by the Board of Directors.
- (c) The annual meeting shall be the December meeting, at which elected officers are installed near the conclusion of the meeting.
- (d) At the discretion of the Board of Directors, some issues may be brought to a vote of the Full and Life Members at a membership meeting.
- (e) For the transaction of any issue deemed necessary by the Board of Directors requiring approval by a hand or voice vote of Full and Life Members at a stated membership meeting, a quorum shall consist of a minimum of ten Full and Life Members physically present at the meeting including the President or his designee and one other Board of Directors member. Additionally, any issue deemed to require approval by a vote must be announced previously by email, newsletter or on the club website.

Section 02. Board of Directors' Business Meetings.

- (a) The President shall call Board of Directors' Business meetings at such times and places as necessary, or upon a request made by any two Directors.
- (b) At any Board of Directors' Business meeting, a quorum will consist of a minimum of two elected officers, a minimum of three non-officer chairs and a minimum of three non-officer and non-chairs who are Full and Life Members. All interested club members are encouraged to attend Board of Directors' Business meetings. Full and Life Members may vote on issues requiring a vote.

ARTICLE VI
BOARD OF DIRECTORS

Section 01. Composition.

The Board of Directors shall consist of the officers, Club Trustee, chairs of standing committees and special assignments, and the immediate past club President.

Section 02. Duties.

The Board of Directors shall guide all activities of the club and shall have the power to transact all ordinary business. The Board of Directors will review club involvements, events and programs, club assets, asset and liability insurance needs, other budgetary needs, annual dues and legal issues and liabilities. The Board of Directors will determine club needs and determine means to promote amateur radio, protect the club and its members and keep it healthy. An electronic copy of club documents, records, accounts, etc. will be maintained in a central repository for efficient access by club officers. A preliminary annual budget for the following calendar year will be determined at the club business meeting in October, finalized at the November meeting and presented by the club Treasurer as the annual meeting each December.

ARTICLE VII
COMMITTEES, APPOINTMENTS AND SPECIAL ASSIGNMENTS

Section 01. Appointments of Committees, Coordinators and Special Assignments.

- (a) As needed, the President-elect shall appoint chairs of needed committees after assuming office in December and shall collaborate with each chair in selecting members of the committee. Announcements of committee chairs shall be made at the following club meeting.
- (b) Committees shall have not fewer than two members, one of whom shall be designated as chair.
- (c) In the event that a committee does not consist of two persons, it shall be changed to "special assignment" status as documented in Article VII, Section 03(b).
- (d) Each active committee shall submit a report to be published at least annually in the club newsletter.
- (e) Coordinators such as the Volunteer Examiner Team Liaison, Volunteer Examiners (VE's) and the Forsyth County Amateur Radio Emergency Services® Coordinator (ARES®)/Forsyth County AuxComm may be appointed outside the club level. These appointments are made to encourage and ensure good cooperation between the Forsyth Amateur Radio Club and other organizations.
- (f) The President will make appointments for special assignments as needed.

Section 02. Standing Coordinators, Chairs and Committees Established.

The Board of Directors can de-establish any committee or create a new committee as needed. All committees shall operate within spending guidelines established by the Board of Directors.

The following are committees and special assignments that are normally established on an annual basis with brief descriptions following:

House Committee	Hospitality Committee
Volunteer Examiner Liaison	Program Committee
Technical Committee	Newsletter Committee
Field Day Committee	Hamfest Committee
Nomination Committee	Webmaster Committee
Emergency Management Committee (AuxComm-ARES®)	Club Shack Committee

- (a) **House Committee:** The House Committee shall have supervision of all matters concerning the physical aspects of the club's meetings including the meeting place, refreshments and shall have charge of other club social functions that may be held.
- (b) **Hospitality Committee:** Members of the Hospitality Committee will be in charge of welcoming any new meeting attendees, guests and introducing them to the other members.
- (c) **Volunteer Examiner Team Liaison:** The Forsyth Amateur Radio Club supports the FCC Voluntary Examiner Coordinator (VEC) System. The Volunteer Examiner Team Liaison, shall, in cooperation with the Board of Directors, register with a FCC Recognized VEC and shall help accredit other FARC members with Amateur Radio Licenses as Volunteer Examiners and shall hold test sessions for anyone wishing to take an FCC exam for an Amateur Radio Operator License or to upgrade their current Amateur Radio Operators License. The Volunteer Examiner Team Liaison will furnish a club membership form submitted by each successful test candidate to the club Secretary for a complementary one year Full Membership as described in Article III, Section 01(a) and (b). Forsyth Amateur Radio Club VE test sessions are normally held before club member meetings each January through November and are normally announced in the club newsletter and on the club website.
- (d) **Program Committee:** The Vice-President is the chair of the Program Committee. The Program Committee shall provide a program for each stated club membership meeting.
- (e) **Technical Committee:** The Technical Committee shall be responsible for consultation, recommendations and actions in the operation and maintenance of club repeaters, interference to repeater operations and maintenance and repair of club-owned equipment.
- (f) **Newsletter Committee:** The Newsletter Committee is charged with collecting and publishing current and historic information related to amateur radio and the Forsyth Amateur Radio Club on a monthly basis.
- (g) **Field Day Committee:** The Field Day Committee shall plan, manage and operate all functions relating to Field Day including reserving a site for Field Day operations.
- (h) **Hamfest Committee:** The Hamfest Committee shall have supervision of all matters related to each club Hamfest including obtaining a site for the Hamfest.

- (i) **Nomination Committee:** Article IV, Section 02 describes the responsibilities and duties of the Nomination Committee.
- (j) **Webmaster Committee:** The Webmaster Committee is charged with maintaining the club website, keeping it updated with current and historic meeting and other information pertinent to the club and Amateur Radio.
- (k) **Emergency Management Committee:** The Emergency Management Committee will be chaired by the local AuxComm-ARES® Coordinator. The Emergency Management Committee coordinates with local and regional emergency management to support their concerns and needs, arranges for emergency services training as needed and arranges and provides support and assistance in public service events.
- (l) **Club Shack Committee:** The Club Shack Committee will install and maintain the equipment used in the club shack, provide and update as needed any written documents, checklists or operating manuals and will do training necessary to safely use the equipment in the club shack by Full and Life Members.

Section 03. Temporary Committees and Special Assignments

- (a) **Temporary Committees:** Temporary committees may be formed as deemed necessary by the Board of Directors. Appointment of a temporary committee shall remain effective until dissolved by the Board of Directors.
- (b) **Temporary Special Assignment:** Any club member may be appointed by the Board of Directors for Special Assignment for duties not already addressed by an established committee. Such club member may perform those duties on a “stand alone” basis without the formation of a committee.

Section 04. Club Trustee: The Club Trustee must be the holder of the club Amateur Radio License from the Federal Communication Commission (FCC). The Club Trustee is nominated by the President and is approved by a majority vote of the Board of Directors. The Trustee:

- (a) Must be a Full Member of the club and have maintained a consistent attendance record at both FARC member and business club meetings.
- (b) Must hold an FCC Extra Class license.
- (c) The Trustee is a long term appointment and is responsible for holding and maintaining the club call, W4NC, and for all compliance with FCC regulations.
- (d) The existing Club Trustee can be removed by a majority vote of the Board of Directors at the time a new Club Trustee is nominated and approved.
- (e) Because of FCC regulations, the current Club Trustee must be maintained until FCC documents with the name of a new Club Trustee have arrived with FARC. The current Trustee serves until the FCC has approved the appointment of a new Trustee.
- (f) The Club Trustee must be an experienced licensee and have knowledge and experience in emergency operations, experience in contesting and split operations and Field Day operations.

- (g) It is strongly suggested that the Club Trustee appoint assistants as needed to oversee large FARC operations to ensure that all FCC rules are met. However, the ultimate responsibility for all FCC related operations rests with the Club Trustee.
- (h) All radio operators at FARC events serve under the direction and control of the Club Trustee.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

On any question of order or procedure not otherwise determined by these bylaws, the provisions of the then-current edition of Robert's Rules of Order, Newly Revised, shall prevail.

ARTICLE IX

AMENDING BY-LAWS

Revisions of bylaws will be amended by a two-thirds majority vote of the Full and Life Members who are present at any regular club meeting provided that a quorum is present as defined in Article V, Section 01(e). All voting members must be notified and furnished a copy of the proposed revised By-Laws by email or any other means at least two weeks prior to the club meeting where a vote on the By-Laws takes place.

ARTICLE X

NO LIABILITIES

Neither the incorporators, past and current officers, past and current committee members, coordinators, those given special assignments, Full, Complimentary, Associate, Honorary and Life members of this organization shall be individually liable for its debts, defaults, obligations, Acts of God or other liabilities; nor shall this club be liable for the debts, defaults, obligations or liabilities of any other club or organization.

ARTICLE XI

INDEMNIFICATION.

Any person who at any time serves or has served as a director, officer, employee or agent of the club, or in such capacity at the request of the club, may have a right to be indemnified by the club to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the club, seeking to hold him/her liable by reason of the fact that s/he is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which s/he may have become liable in any such action, suit or proceeding.

The Board of Directors of the club may take all such action as it may determine necessary and appropriate to authorize the club to pay the indemnification required by this ByLaw, including, without limitation to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and giving notice to, and obtaining approval by, the members of the club.

Any person who at any time after the adoption of this ByLaw serves or has served in any of the aforesaid capacities for or on behalf of the club shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, subject to the pleasure of the board as outlined in the two above paragraphs. Such right, subject to those limitations above, shall inure to the benefit of the legal representative of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this ByLaw.

ARTICLE XII DISSOLUTION

The net earnings of the Corporation will in no way inure to the personal benefit of any of its members, officers, directors, or other private individuals. No final distribution of the Corporation's assets will be made unless the Corporation dissolves. In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)3 and/or 170(c)(2) of the Internal Revenue Code of 1986 or then-applicable corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusively public purposes.

END