

For purposes of simplification, this Constitution and By-Laws have been written to include the provisions required for a non-profit corporation. All reference to “corporation”, “Inc”, “non-profit” and the like are enclosed in brackets.

## **CONSTITUTION**

### **Article I**

#### **Name**

The name of this organization (corporation) shall be The Greater Norwalk Amateur Radio Club, (Incorporated) hereinafter “GNARC”.

### **Article II**

#### **Purposes**

The purposes for which GNARC is formed are:

- (1) The primary purpose is to operate a Club (non-profit corporation) for educational and scientific purposes as follows:
  - a) To educate and increase the proficiency of its members in the science of radio communication.
  - b) To provide for dissemination of information among its members concerning scientific advancements and progress in the field of radio communication.

- c) To organize and train units of licensed radio amateurs capable of maintaining radio communications as a public service during periods of emergency.
- d) To encourage and sponsor experimental activities in radio communication and electronics, to the end that skills and experience gained in amateur radio will further the application of the electronics to the benefit of the public at large.
- e) To promote the elevation of standards of practice and ethics in the conduct of radio communication in the Amateur Radio Service.

To assist carrying out these primary purposes, GNARC maintains, and intends to continue to maintain, an active affiliation with the American Radio Relay League, Inc., of Newington, Connecticut, the national non-profit organization of radio amateurs.

- (2) The general purpose and powers are, to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Connecticut, including the power to contract, rent, buy or sell personal or real property, provided, however, that GNARC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purpose set forth above.
- (3) No substantial part of the activities of GNARC shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and GNARC shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## **ARTICLE III**

### **Non-Profit Purposes**

- (1) GNARC is non-profit and shall not have or issue shares of stock or pay dividends.
- (2) GNARC is organized pursuant of Chapter 33 of Title 33 of the Connecticut General Statutes as a non-stock, non-profit corporation. GNARC does not contemplate pecuniary gain or profit to the members thereof, and it is organized for non-profit purposes.
- (3) The purposes to be promoted and carried out by GNARC shall be to conduct the activities of an amateur radio club exclusively for educational and scientific purposes within the meaning of section 501 (C) (3) of the internal revenue Service Code.

## **ARTICLE IV**

### **Fiscal Year**

- (1) The fiscal Year shall commence on the first day of January and end on the last day of December.

## **ARTICLE V**

### **Membership**

- (1) Any individual interested in the activities and purposes of GNARC may become a member upon payment of dues as required. Each member shall be entitled to cast

one vote at any annual, regular or special meeting requiring the vote of the membership.

## **ARTICLE VI**

### **Meetings**

- (1) Regular and special meetings of the membership shall be established and held in accordance with the By-Laws.
  
- (2) The annual meeting shall be held on the second Wednesday of January each year at such place and such time as the President or Board of Directors shall determine. The annual meeting shall be for the purpose of electing officers for the succeeding year, hearing committee, other reports, and for such other business as may be properly brought before it. The nominations for a slate of officers shall be presented by the Nominating Committee at the regular meeting in November, and shall be included in the notice of the annual meeting. Additional nominations for officers may be made from the floor by the members at the regular meeting in November and at the January annual meeting.

## **ARTICLE VII**

### **Officers**

- (1) The officers of GNARC (the Corporation) shall be the President, Vice President, Secretary, and Treasurer. The officers of GNARC (the Corporation) shall be elected for a term of one year by a majority of members present at the annual meeting. The officers term of office, shall begin immediately upon election, and shall end at the next January annual meeting.

- (2) The duties of the officers shall be as defined in the By-Laws.

## **ARTICLE VIII**

### **Board of Directors**

- (1) The management of activities, officers, funds and property of GNARC shall be delegated to the Board of Directors comprised of the elected officers, the immediate two past president directors and additionally, advisory members including standing and appointed committee chairmen as provided by the By-Laws. The Board of Directors shall take by majority vote all reasonable and proper actions to further the purposes of GNARC. The Board of Directors shall meet at least once per year, and at the call of the president, as provided in the By-Laws.

## **ARTICLE IX**

### **Committees**

- (1) In furtherance of GNARC, (this Corporation), the President shall appoint chairpersons of standing and Appointed Committees as provided by the By-Laws.
- (2) The nominating committee shall be appointed by the President and approved by a majority of the board of directors at the October meeting. The Nominating committee shall be comprised of three members, none of whom may be incumbent for election to office as provided in the By-Laws.

## **ARTICLE X**

### **Dedication of Assets**

- (1) The property of GNARC is irrevocably dedicated to educational and scientific purposes, and no part of its net income or assets shall ever accrue to the benefit of any director, officer or member thereof, or to the benefit of any private individual.
- (2) Upon dissolution and winding up of GNARC, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to the ARRL which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.
- (3) No part of the earnings of GNARC shall accrue to the benefit of any member, trustee, director, officer (of the Corporation), or any private individual (except that reasonable compensation may be paid for services rendered to or for GNARC), and no member, trustee, officer of GNARC or private individual shall be entitled to share in the distribution of any of the (Corporate) assets on dissolution of GNARC (the Corporation).

## **ARTICLE XI**

### **Amendments to the Constitution**

- (1) This Constitution may be amended by two-thirds (2/3) majority vote of all members present in good standing at any annual, regular or special meeting of the members provided, however, that the text of such amendment is set forth in a meeting notice to the members on the month prior to such meeting.

## **ARTICLE XII**

### **Duration**

- (1) The duration of GNARC (the corporation) shall be unlimited.

## **BY-LAWS**

### **Article I**

#### **Name**

The name of this organization (corporation) shall be The Greater Norwalk Amateur Radio Club, (Incorporated) hereinafter “GNARC”.

### **Article II**

#### **Purposes**

The purposes for which GNARC is formed are:

- (1) The primary purpose is to operate a non-profit corporation organization for educational and scientific purposes as follows:
  - a. To educate and increase the proficiency of its members in the science of radio communication.
  - b. To provide for dissemination of information among its members concerning scientific advancements and progress in the field of radio communication
  - c. To organize and train units of licensed radio amateurs capable of maintaining radio communications as a public service during periods of emergency.
  - d. To encourage and sponsor experimental activities in radio communication and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.

- e. To promote the elevation of standards of practice and ethics in the conduct of radio communication in the Amateur Radio Service.

To assist carrying out these primary purposes, GNARC maintains, and continues to maintain an active affiliation with the American Radio Relay League, Inc., of Newington, Connecticut, the national non-profit organization of radio amateurs.

- (2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Connecticut, including the power to contract, rent, buy or sell personal or real property, provided, however, that GNARC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of this corporation.
- (3) GNARC shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

### **ARTICLE III**

#### **Non-Profit Purposes**

- (1) GNARC is non-profit and shall not have or issue shares of stock or pay dividends.
- (2) GNARC is organized pursuant of Chapter 33 of Title 33 of the Connecticut General Statutes as a non-stock, non-profit corporation. GNARC does not contemplate pecuniary gain or profit to the members thereof, and it is organized for non-profit purposes.

- (3) The purposes to be promoted and carried out by GNARC shall be to conduct the activities of an amateur radio club exclusively for educational and scientific purposes (within the meaning of section 501 (C) (3) of the internal revenue Service Code.)

## **ARTICLE IV**

### **Fiscal Year**

- (1) The fiscal Year shall commence on the first day of January and end on the last day of December.

## **ARTICLE V**

### **Membership**

- (1) Any individual interested in activities and purposes of GNARC may become a member upon payment of dues as required.
- (2) Each member shall be entitled to cast one vote at any annual, regular or special meeting requiring the vote of the membership.
- (3) A "Life Membership" may be conferred on a member for outstanding achievement or contribution to GNARC as approved by a unanimous vote of the membership present at a special meeting called for this purpose.
- (4) An annual schedule of dues shall be established by the Board of Directors at the September meeting to take effect January of the succeeding year. Notice of any change in dues shall be made to the members of GNARC at the October business

meeting. A majority of all members present in good standing at said October meeting may amend the schedule of dues.

Dues category:

- A. Standard Membership
- B. Family Membership
- C. Senior Membership (over age 65)
- D. Student Membership (under age 18)
- E. Life Membership

- (5) Any member, who has failed to pay dues owed by March 31, may be removed from membership. Any member may be removed from membership, for any cause upon three-fourth (3/4) majority vote of all members in good standing present at any annual, regular or special meeting.

## **ARTICLE VI**

### **Meetings**

- (1) The annual meeting of GNARC shall be held on the second Wednesday of January each year at such place and such time as the President or Board of Directors shall determine. The annual meeting shall be for the purpose of electing officers for the next succeeding year, hearing committee and other reports, and for such other business as may be properly brought before it. The nominations for a slate of officers as presented by the Nominating Committee at the regular meeting in November, (December meeting being reserved for Holiday activities) shall be included in the notice of the annual meeting. Additional nominations for officers may be made from the floor by the membership at the regular meeting in November and at the January annual meeting.

- (2) Regular meetings of GNARC will be held on the 2<sup>nd</sup> Wednesday of each month, or at such other time as the President shall designate. The conduct of business may be suspended by the President if so required to provide a maximum allotted time for a given program if necessary. A minimum of (12) meetings per year will be held in any case, unless the majority of those present in good standing vote otherwise.
- (3) Special meetings of GNARC may be called by the President, by the Board of Directors or by request of twenty (20) members upon due notice to the members.
- (4) At each meeting of the members of GNARC, a quorum shall consist of 20% of the membership in good standing. If a quorum shall not be present at any regular, special or annual meeting of GNARC, the presiding officer may adjourn such a meeting to a day and hour fixed by him with due notice to membership.

## **ARTICLE VII**

### **Officers**

- (1) The officers of GNARC shall be the President, Vice President, Secretary, and Treasurer. The office of the Secretary may be combined with the office of the Vice-President or Treasurer during the fiscal year
- (2) The officers of GNARC shall be elected for the term of one (1) year by the members present at the annual meeting, their term of office beginning immediately upon the completed election at the January meeting.
- (3) An ex-president and ex-secretary (either/both) shall become a director of GNARC for a period of two (2) years following his or her term of office unless he or she has been removed from office pursuant to paragraph (5) below.

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In the event that a President is re-elected, the past president serving as director, shall serve an additional year as a member of the Board of Directors.

- (4) Vacancies occurring between elections shall be filled by an election by the members at the first regular meeting following the withdrawal or resignation of an officer or past president director. Nominations to fill vacancies shall be made by the president (unless the president's position is vacated, in which case the Board will nominate) and nominations may be received from the floor.
- (5) Officers and directors may be removed by a three quarters (3/4) vote of all membership present in good standing at any annual, regular or special meeting. Before any removal vote process however, replacement candidate(s) will be presented to the board of Directors as to insure continuity, regardless of cause, except in an emergency such as death, sickness, or desertion as examples.

## **ARTICLE VIII**

### **Duties of the Officers**

- (1) The President shall be the chief executive officer of GNARC. He or she shall have general supervision over the activities of GNARC as directed by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at annual, regular and special meetings of the members if possible, otherwise the Vice-President must be present. He shall sign official documents on behalf of GNARC unless otherwise provided and shall perform all the customary duties pertaining to the office of the President.
- (2) The Vice-President shall, in the absence of the President, perform the duties and exercise the power of the President. The Vice-President shall serve as coordinator

of such committees and activities as are designated by the President or Board of Directors.

- (3) The Secretary shall keep a record of all meetings, maintain roster of membership, carry on correspondence, and maintain all necessary records as secretary. At the expiration of his / her term, he or she shall turn over all records to his successor.
  
- (4) The Treasurer shall have charge of the funds of GNARC and shall keep the money of GNARC on deposit in an interest bearing account in the name of and to the credit of GNARC in a bank or trust company. He or she shall keep an accurate account of all monies received and expended, and shall pay those bills that are properly authorized by the President or GNARC's Board of Directors and none other. He or she shall disburse the funds in accordance with these By-Laws or as directed by the Board of Directors and shall report the financial condition of GNARC at the annual meeting of members, at regular meetings, at meetings of the board of directors and from time to time as requested by the President. At the expiration of his / her term he or she shall turn over all records and funds to his / her successor.

## **ARTICLE IX**

### **Board of Directors**

- (1) The management of activities, officers, funds and property of GNARC shall be delegated to the Board of Directors comprised of the elected officers, and past president directors and advisory members including standing committee chairperson and appointed committee chairperson. The Board of Directors shall take by majority vote all reasonable and proper actions to further the purposes of GNARC. A quorum shall be comprised of two-thirds (2/3) of the voting members of the Board of Directors.

Advisory members shall have a non-binding advisory vote.

- (2) The Board of Directors shall meet at least once per year, and at other times as called per the President or majority of the Board. Meetings of the Board of Directors shall be called by the President who shall designate a date, time and place. Meetings may be canceled on a per meeting basis for circumstances such as vacations, as long as the integrity of GNARC is not hampered.
- (3) The President may authorize necessary and proper unanticipated expenditures of up to an aggregate of 10% of the treasury balance as of January 1<sup>st</sup> annually.

## **ARTICLE X**

### **Committees**

- (1) The President shall at the July meeting of the Board of Directors or at the regular meeting, with the approval of the Board appoint the following Standing Committee Chairperson for a term of one year. The Chairperson shall appoint those members necessary to accomplish the task.
- (2) GNARC Bulletin Editor: The Editor of the GNARC Bulletin shall prepare a monthly newsletter, The Greater Norwalk Amateur Radio Club Newsletter and distribute it among the members. The GNARC Bulletin shall be the official publication of GNARC. Notice in the GNARC Bulletin of annual, regular or special membership meetings shall fulfill the requirements of notice under the Constitution By-Laws.
- (3) ACTIVITIES and PROGRAM Chairperson: The Activities Chairperson shall be responsible for proposing and implementing a program for field activities for the membership as well as provide programs of interest during the regular meetings.

- a) FIELD DAY Chairperson: The Field Day Chairperson shall be responsible for the planning, coordination and implementation of GNARC's participation in the annual Field Day exercise sponsored by the American Radio Relay League.
  - b) EDUCATION Chairperson: The Education Chairperson shall be responsible for the presentation of lectures, the management of courses and special meetings, provided for the education and expansion of the proficiency of the members and prospective members in the science of radio communication as well as provide for the dissemination of information concerning advancement and progress in the field of radio communication.
  - c) PUBLICITY Chairperson: The Publicity Chairperson shall provide the necessary information regarding GNARC events to the various media available on a timely basis.
  - d) WEB Site Chairperson: The Website Chairperson shall be responsible for the maintenance of the GNARC website.
  - e) REPEATER Trustee: The Repeater Trustee shall be responsible for the construction and maintenance of club repeaters.
  - f) GNARC HISTORIAN: Is responsible for the careful storage of GNARC historical documentation including GNARC Bulletins, Minutes of Club Meetings and Board of Directors meetings. All stored documentation must be passed on to his / her successor.
- (4) New Standing Committees: New Standing Committees may be appointed on nomination of the president by majority vote of the Board of Directors and with

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the approval of the membership at the next regular, special or annual meeting. Standing Committees may likewise be abolished by majority vote of the board of Directors and with the approval of the membership at the next regular, special or annual meeting.

- (5) **APPOINTED Committees:** The President may create APPOINTED Committees and the chairperson thereof for a period of one year. Appointed Committees may likewise be abolished by the President. Appointed Committees may become Standing Committees by a majority vote of the Board of Directors.
  
- (6) **NOMINATING Committee:** The Nominating Committee shall be appointed by the President as approved by a majority vote of the Board of Directors by September. The Nominating Committee shall be comprised of three members, the chairperson of which shall attend the meeting of the Board of Directors as a non-voting member. The appointment of the Nominating Committee shall be announced at the October regular meeting. The Nominating Committee shall announce its nominations for a slate of officers at the regular meeting in November for election of officers at the regular January meeting to the next succeeding term. Members of the Nominating Committee may not be nominated for election as an officer nor may incumbent officers be appointed to the nominating committee, however, a chairperson of standing or appointed committees may be appointed to the same.
  
- (7) Any vacancy in the chairmanship of a Standing Committee or members of the Nominating Committee shall be filled by the President with the approval of the Board. Vacancies in the chairmanship of appointed Committees may be filled by the President. Officers may be appointed to chairmanship of Standing Appointed Committees.

## **ARTICLE XI**

### **Dedication of Assets**

- (1) The property of GNARC is irrevocably dedicated to educational and scientific purposes, and no part of its net income or assets shall ever accrue to the benefit of any director, officer or member thereof to the benefit of any private individual.
- (2) Upon dissolution and winding up of GNARC, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to the ARRL which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.
- (3) No part of the earnings of GNARC shall accrue to the benefit of any member, trustee, director, officer (of the Corporation), or any private individual (except that reasonable compensation may be paid for services rendered to or for GNARC), and no member, trustee, officer of GNARC or private individual shall be entitled to share in the distribution of any of the (Corporate) assets on dissolution of GNARC (the Corporation).

## **ARTICLE XII**

### **Amendments to the By-Laws**

- (1) These By-Laws may be amended by two-thirds (2/3) majority vote of all members present in good standing at any annual, regular or special meeting of the members providing however, that the amendment or summary of the substance thereof is set forth as a notice to the members prior to such a meeting.

## **ARTICLE XIII**

### **Rules of Order**

- (1) Robert's Rules of Order shall be parliamentary authority at all meetings of the members and the Board of Directors.

## **ARTICLE XIV**

### **Duration**

- (1) The duration of GNARC shall be unlimited.