

# CONSTITUTION AND BY-LAWS OF THE NASHVILLE AMATEUR RADIO CLUB, INCORPORATED

## CONSTITUTION

The undersigned, to form a non-stock, non-profit corporation under Tennessee Code Title 48, certify:

### ARTICLE 1 - NAME

- A. The Name of the corporation is: NASHVILLE AMATEUR RADIO CLUB, INC.
- B. The Short Name of the organization shall be NARC and shall be interchangeable with the Name.
- C. The corporation may also be referred to as the "Club" or "Corporation" in the Constitution and By-Laws.

### ARTICLE 2 – PRINCIPAL OFFICE

- A. The mailing address of this corporation shall be: 205 Downeymeade Drive, Nashville, TN 37214

### ARTICLE 3 – PURPOSE

- A. The primary purposes are to operate a non-profit corporation for the charitable, educational, and scientific purposes as follows:
  - 1. To educate the general public and increase the proficiency of Club members in the science of radio communications.
  - 2. To disseminate information to the public and its members concerning scientific advancement and progress in the field of radio communications.
  - 3. To organize and train units of licensed radio amateurs capable of providing radio communications as a public service during periods of emergency.
  - 4. To encourage and sponsor experimental activities in radio communications and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the general public
  - 5. To promote the elevation of standards of practice and ethics in the conduct of amateur radio communications.
- B. To assist in carrying out these primary purposes, this corporation maintains, and intends to continue maintaining, an active affiliation with the American Radio Relay League, Inc., of Newington, Connecticut, the national non-profit organization of radio amateurs.

- C. The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Tennessee, including the power to contract, rent, buy, or sell personal or real property, provided, however, that this corporation 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.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Nashville Amateur Radio Club, Inc. 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
  - (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.
- E. All Club sponsored activities shall be open to the general public.

#### ARTICLE 4 – BOARD OF DIRECTORS

##### Section 1. General Powers.

- A. The Corporation shall have a Board of Directors ("Board"). The membership of the Board is defined as follows:
  - a. Four (4) Directors that shall be elected in accordance with the By-Laws.
  - b. The current President of the Club.
- B. The Board members shall manage the legal affairs of the corporation in accordance with the By-Laws. The Board members shall serve until their respective successors in office shall be elected and duly qualified.
- C. The business and affairs of the corporation shall be managed by its Board of Directors. The Board shall meet, discuss, and decide the course of the Club. The Board is also responsible for bringing needed updates of the Constitution and By-Laws to the membership for their approval.

##### Section 2. Number, Tenure and Qualifications of board members.

- A. The Board's Directors shall be four (4) Club members who will be elected by a quorum of members who are eligible to vote during a regular Club meeting. A Director must be a Full or Life member of the Club. Associate and Honorary members are not eligible to serve as a Director.
- B. Each Director shall be elected for a two (2) year term. No Director will serve more than two (2) terms (4 years) consecutively.

- C. The Club President shall be elected as specified in Article 10 of this Constitution.

**Section 3. Regular Meetings:**

- A. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

**Section 4. Quorum.**

- A. A majority of the Board members fixed by Sections 2 and 3 of this Article (A) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

**Section 5. Manner of Action.**

- A. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the actions of the Board of Directors.

**Section 6. Action Without a Meeting.**

- A. Any action that may be taken by the Board of Directors may be taken without a meeting if consent is given in writing or email, setting forth the action to be taken. It shall be acknowledged before such action by all the Board members.

**Section 7. Vacancies**

- A. Any vacancy occurring among the Directors may be filled by the affirmative vote of a quorum of members present at a regular Club meeting who are eligible to vote. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

**ARTICLE 5 – MEMBERSHIP**

- A. All persons interested in amateur radio communications shall be eligible for membership. Members shall be admitted and expelled on such terms as the By-Laws provide.
- B. There shall be four grades of membership, namely:
  - 1. HONORARY MEMBERS: Shall be a person who has rendered eminent services to Amateur Radio, or who is, in the opinion of the Club, entitled to this distinction. They shall not have any voting privileges.
  - 2. LIFE MEMBER: Shall be a person who because of their many years of exceptional service to the Nashville Amateur Radio Club is given dues free membership for life. They will have all membership privileges.

3. FULL MEMBER: Shall be a person who has qualified in the art of Amateur Radio to the extent that they hold an Amateur Radio Operator's license. Expiration and non-renewal of such license shall automatically reduce such person to the grade of Associate member.
  4. ASSOCIATE MEMBER: Shall be an unlicensed person who is interested in Amateur Radio. Such associate member, upon presenting to the Club their license when issued, shall become a full member and enjoy all the privileges thereof.
- C. Membership shall be in accordance with the By-Laws of the organization. Honorary and Associate members shall have all the rights and privileges of full membership except voting.

#### ARTICLE 6 – VOTING POWER AND PROPERTY RIGHTS

- A. The voting power and property rights and interest of each Life and Full member shall be equal.

#### ARTICLE 7 – EARNINGS OF THE CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3(C) hereof.

#### ARTICLE 8 – DISSOLUTION

- A. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated as defined in Article 3(A)(1-3) and at such time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any of such assets not so disposed of shall be distributed to the American Amateur Relay League Foundation, if it is then in existence and exempt under the IRS Section 501(c)(3).

#### ARTICLE 9 – CORPORATE SEAL

- A. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

## ARTICLE 10 – OFFICERS

### Section 1.

- A. The officers of this Club shall be: President, Vice President, Secretary and Treasurer.

### Section 2.

- A. Officers of this Club shall be elected for a term of twelve months or until their successors are elected. The President shall, at the September meeting, appoint a nominating committee. Members desiring to run for office will identify themselves to a member of the nominating committee for inclusion in the roster of candidates. The nominating committee will confirm that each candidate for office has a current amateur radio license and is a Full or Life member of the Club in good standing and 18 years of age or older. Candidates for office will be announced by the nominating committee at the October meeting. No additional nominations will be permitted after the close of business at the October meeting. Elections shall be held at the regular meeting in November of each year. The Officers, including Directors, then elected will begin their duties with the January meeting. The duties of the officers of this club shall be set forth in the By-laws. If there is no candidate for a particular office, the election for that office will be deferred to the regular meeting occurring in January (or later) under the provisions for special elections contained in Article C, Section 3.

### Section 3.

- A. Vacancies occurring between elections must be filled by special election, at the next regular meeting following the withdrawal or resignation.

### Section 4.

- A. All meetings and elections, to be valid, must have a quorum of members present at said meeting. Quorum being defined herein as the number of Full and Life members attending said meeting.
- B. All members who, because of illness, planned travel, or job responsibilities, are unable to attend a special election or meeting shall notify the Secretary, with sufficient time prior, and request a mail ballot.

### Section 5.

- A. All regular and special elections must have a quorum of full and life members to be valid. The vote of a simple majority of all full or life members present at that meeting shall be necessary to elect an officer.

Section 6.

- A. Officers and members may be removed for cause by a vote of three-fourths of Full and Life members at a meeting. The President has the authority to ask for the resignation of any Officer or Board member for just cause.

ARTICLE 11 – MISCELLANEOUS

Section 1.

- A. The By-Laws shall provide for regular and special meetings of the Club. Notice of these meetings may be published in the "Bandspread", by telephone or by radio or by email.

Section 2.

- B. The Nashville Amateur Radio Club, Inc. by a majority of those Full and Life members present at any regular meeting may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization within its objects as set forth in the preamble hereof. The amount and method of paying shall be set forth in the By-Laws.

Section 3.

- A. This constitution and these By-Laws may be amended by a vote of three-fourths of the Full and Life members at a regular meeting. Proposals for amendments shall be submitted to a standing Constitution and By-law committee for study and recommendation to the membership within 60 days. The proposal shall not be voted on prior to the second meeting after the proposal has been submitted to the Club. The Secretary shall certify the amendment on the form attached hereto.

## **BY-LAWS**

### Section 1. Officers

- A. The President shall preside at all meetings of this Club and conduct the same according to the rules adopted. The President shall enforce due observance of the Constitution and By-Laws; decide all questions of order; sign all official documents; and perform the customary duties pertaining to the office of President.
- B. The Vice-President shall assume the duties of the President in the absence of the latter and shall assist the President in other executive duties when called upon to do so. He/She shall advance Club interest and activity as approved by the Club.
- C. The Secretary shall keep the Constitution and By-Laws of the Nashville Amateur Radio Club Inc. and shall have the same with them at every regular and special meeting. The secretary shall cause all amendments, changes, and additions to be noted thereon, using the form attached hereto and shall permit the Constitution and By-Laws to be consulted by members upon request. He/She shall keep a record of the proceedings of all meetings, keep a roll of members, carry on all correspondence, and send notices of all meetings and Club activities by mail or email. At the expiration of his/her term he/she shall turn over all items belonging to the Club to his/her successor.
- D. The Treasurer shall keep an accurate account of all moneys paid to and spent by the club. He/She will receive all membership applications and dues and pass this information to the Secretary. He/She will give an oral report of disbursements and receipts at the monthly meeting. At the end of each quarter or within 14 days of a written request he/she shall submit an itemized statement of disbursements and receipts in writing. The Treasurer shall, at the expiration of their term, turn over all Club records and money to their successor.

### Section 2. Membership Application

- A. Membership application for Full and Associate membership shall be submitted in writing and each applicant must express the willingness to abide by the Constitution and By- Laws. Honorary and Life memberships can be voted on at any meeting. A simple majority of all full or life members present at that meeting shall be necessary. A member of any class of membership may be expelled for cause by a quorum of the membership at a regular meeting.

### Section 3. Membership Dues

Membership dues shall be as follows:

- A. Single membership shall be (\$20.00) twenty dollars per year for each licensed amateur radio operator. Exceptions to this fee shall be:
  - 1. Any newly licensed amateur radio operator shall be free for the first year. Newly licensed is defined as never having an amateur radio license before.
  - 2. Any licensed amateur radio operator under the age of 18 shall be free until the age of 18.
- B. Single Associate membership shall be (\$10.00) ten dollars per year until the time that they become licensed. At that time, they will be required to pay the difference of the full membership. Exception to this fee shall be:
  - 1. Any associate member under the age of 18 shall be free until the age of 18.
- C. The membership year is from January 1 to December 31, of each year and membership ceases with lapse of dues after March 1.
- D. After due deliberation of individual hardship cases, the President may waive membership dues for a period of one (1) year and this waiver may be extended for additional time.
- E. After July 1 of any year, the dues will be half price for both member and additional family member.
- F. It shall be the responsibility of each member to notify the Club Secretary of any changes of: address, call sign, email, and name.

### Section 4. Meetings

- A. Regular Meetings shall be held on the third (3rd) Thursday of each calendar month, at such a place as the President shall order. Special meetings may be called by the President. Any five (5) Full or Life Members of the Nashville Amateur Radio Club, Inc., in writing may request the President to call a special meeting. Notices of the special meeting shall be sent by newsletter, telephone, email or by radio to all members informing them of the special meeting and the business to be transacted. Only such business as is designated in said notices shall be transacted at such special meeting.

The order of business at all regular meetings shall be:

- 1. Reading of or vote to dispense with reading of minutes.
- 2. Reports of officers
- 3. Reports of Committees in order named in Section 5.
- 4. Unfinished business
- 5. New business (i.e., election in November.)
- 6. Adjournment
- 7. Program

Order of business may be changed at the President's discretion.

## Section 5. Standing Committees

The President may appoint the following standing committees and such OTHER special committees as may be necessary to carry out the purposes of the Nashville Amateur Radio Club, Inc.

- A. Membership committee, who shall seek new members, sources of new members, welcome visitors, explain to prospective members how to join N.A.R.C., and generally do all possible to maintain and increase the membership of N.A.R.C.
- B. Program committee, who shall plan for programs as far in advance as possible and shall have the responsibility of obtaining the speakers, films, or other program material, and advise the Bulletin committee chairman of the program in time for notices to be sent of the meetings. The committee shall endeavor to present programs of interest to a majority of the members.
- C. Bulletin committee, who shall be responsible for publication of the N.A.R.C. organ known as "THE BANDSPREAD". The committee is to see that material for "THE BANDSPREAD" is gathered, edited, reproduced. Complaints, items which may appear to be controversial, slanderous or an attack on any individual shall not be published in "THE BANDSPREAD". All members of the bulletin committee must agree that a particular item is suitable for publication.
- D. Property committee, who shall make and keep an inventory of all property belonging to the Nashville Amateur Radio Club, Inc. and keep a record of the location of the property and see that the property is kept in good condition. When any such property becomes surplus or unusable, it shall be reported to the Club so that proper disposition may be made.
- E. Publicity committee, who shall provide the newspapers and other agencies with favorable news of the Nashville Amateur Radio Club, Inc., and strive at every opportunity to increase the interest and understanding of Amateur Radio and N.A.R.C.
- F. Activities committee, who shall keep informed and in turn shall keep the Club members informed of all activities of A.R.R.L. and other groups in which Club members or groups may take part. It shall be the duty of this committee to coordinate the activities of N.A.R.C and its members with these other groups, to result in the best for the enjoyment of our hobby.

- G. Service committee, As Club members recognize that we can only maintain our privileges and integrity through service to our community, it shall be the duty of this committee to seek out such opportunities for service make plans and present them to the club and follow through in the carrying out of such projects. Providing communications, technical support, or other civic action to any organization by N.A.R.C. does not indicate or imply agreement or endorsement of the aims or objectives of the supported organization.
- H. Interference committee, who shall investigate all reports of radio, electrical or TV interference by amateurs. If the investigation discloses that the interference is not being caused by amateurs, that fact should be carefully explained to the complainant and helpful advice given if possible. If the interference is being caused by the amateur, all possible help and advice shall be given to help alleviate the situation.
- I. Social committee, who shall plan such parties and similar gatherings of the Club and their friends as the Club shall decide.
- J. Constitution and By-Laws committee This standing committee shall receive all proposals to amend the constitution and By-Laws. The committee shall study the proposal and bring their recommendation to the Nashville Amateur Radio Club, Inc. membership no sooner than 30 days after the proposal was made.

Approved by the Board of Directors this 18<sup>th</sup> day of APRIL, 2024.

  
Signature - Chairman of the Board

MICHAEL J. CROUCH WIST  
Printed name - Chairman of the Board

Approved by the general club membership, this 18<sup>th</sup> day of APRIL, 2024.

  
Signature - Club President

DANIEL SIGMUND  
Printed name - Club President

I, Paul Stinson, Secretary of the Nashville Amateur Radio Club Inc., do hereby certify that this is a true copy of the club's constitution and by-laws as amended by the general membership.

Dated this 18<sup>th</sup> day of April, 2024

  
Signature - Club Secretary

Paul Stinson KJ4WQW  
Printed name - Club Secretary