

# K4KSC Inc BYLAWS

## ARTICLE 1 ORGANIZATION AND MISSION

### 1.1 Name

The name of the corporation shall be K4KSC Inc. The business of the corporation may be conducted as Titusville Amateur Radio Club.

### 1.2 Purpose

K4KSC Inc is a not-for-profit corporation and shall operate exclusively for charitable, educational, and scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding of any future Federal Tax Code.

Additionally, the purpose for which the corporation is organized is to transact any lawful business for which non-profit corporations may be organized under the laws of the State of Florida, as they may be amended from time to time and under 501(c)(3) of the Internal Revenue Code.

### 1.3 Mission

The primary, but not limiting, mission of K4KSC Inc is to provide for education, training, maintenance, licensing and testing of Amateur Radio Operators as defined in FCC Regulations Part 97. Further, our purpose is to foster comradery among fellow Amateur Radio Operators (hereafter referred to as 'Hams') within the North Brevard, Florida area through social events and organized Ham radio contests.

## ARTICLE 2 MEMBERSHIP

The K4KSC Inc club will consist of Officers, Board of Director members and general membership.

### 2.1 Eligibility

Any person who indicates a desire to become a member to further their interest in the purposes of the Club is eligible for membership. Unless a member is dismissed as detailed in the below sub-sections, membership is perpetual as long as the member desires to continue association and keeps their dues up-to-date.

K4KSC Inc is an equal opportunity organization and shall not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

### 2.2 Membership Classifications

#### 2.2.1 Primary Members

Primary Members are those persons who are willing to contribute time, energy and skills to the purposes of the Club and are in good standing.

### 2.2.2 Family Membership

Family Members are those persons who reside at the same physical address as a Primary Member and are willing to contribute time, energy and skills to the purposes of the Club and are in good standing. Family members have the same privileges as the Primary Member.

### 2.2.3 Life Members

Life Members are those persons who have contributed much time, energy and skills to the purposes of our Club or have made significant monetary investment into the Clubs' continued existence. Life Members are considered members in good standing, have the privileges as Individual members, and shall not pay annual dues. Life Membership will be granted by a simple majority vote of the members present at any meeting.

### 2.3 Membership Application

An individual may apply for membership by completing and submitting a membership application, along with payment of applicable dues. Membership will be granted by a simple majority vote of the members present at any meeting.

### 2.4 Membership Dues

Dues shall be determined by the Board of Directors. Changes in dues shall be approved by a two-thirds majority vote of the Board of Directors in good standing at any Board of Directors meeting.

#### 2.4.1 Payment of Annual Dues

Dues are collected in January. Any member joining during the year will be charged quarterly prorated membership dues until the following year.

### 2.5 Definition of "Good Standing"

A member in good standing is one who has paid their current year dues and does not owe any other financial obligations to the Club.

### 2.6 Expiration of Membership

Membership will expire if dues are not received by February 1.

### 2.7 Termination of Membership for Cause

In the event circumstances that occur that are significantly disruptive to the purpose and mission of the organization, steps will be taken that could result in the termination of Club membership for those responsible. Charges will be brought to the attention of the Board of Directors, and a thorough review will be conducted. All parties will be given the opportunity to present their case for or against termination. If the charges are sustained, the member who does not represent the purposes of the Club may be expelled from membership by a two-thirds majority vote of the Board. A terminated member will be entitled to a quarterly prorated refund of their present calendar year dues.

### 2.8 Resignations

A member may resign their membership in the Club by submitting their letter of resignation to the Club President or verbally to the Club Secretary. The Secretary will record the name of the

resigning member, date, and name of members who confirmed the announcement. A member who resigns will be entitled to a quarterly prorated refund of their present calendar year dues.

## ARTICLE 3 MEETINGS

### 3.1 General Provisions

#### 3.1.1 Rules

Roberts Rules of Order shall be used as a guide for the Club in all cases where they are applicable and not inconsistent with the Bylaws.

#### 3.1.2 Voting

Only members in good standing shall be permitted to vote. A roll call vote may be called if there is any doubt of a member's eligibility to cast a vote.

#### 3.1.3 Meeting Order of Management

The President will preside at all meetings. In the absence of the President, the Vice President will preside. In the absence of both the President and Vice President, a member of the Board of Directors will call the meeting to order and the assembly will elect a chairman to preside at that meeting only. Such office is terminated by the arrival of the President or Vice President.

### 3.2 Regular Club Meetings

Regular Club meetings will be held on such day and at such time and place as determined by the Board of Directors. The time and place shall be approved by a two-thirds majority vote of the members in good standing present at any meeting of the Club.

### 3.3 Special Meetings

Special meetings may be called by the President, a majority of the Board of Directors, or by petition by a minimum of seven members-at-large. The Secretary shall notify members, by written or electronic means, at least 15 days prior to the special meeting date. The notification shall state the purpose for which the special meeting is called and no business other than that specified may be conducted at the meeting.

### 3.4 Annual Meeting

The annual meeting shall take place in December. No formal business is conducted, but the current president shall provide a report on the status of the Club.

### 3.5 Quorum

A quorum for conducting Club business at a meeting is defined as 20 percent of the membership in good standing or five members in good standing, whichever is greater.

### 3.6 Major Business

The Secretary shall notify members, by written or electronic means, at least 15 days prior to consideration of any item defined as "major business." The notification shall include an absentee ballot and instructions.

### 3.6.1 Major Business Definition

Amendments to the Articles of Incorporation.

Amendments to the Bylaws.

Proposals to borrow funds.

Any capital expenditure exceeding \$1000 or 20 percent of the Club's checking and savings account balance, whichever is lower.

### 3.6.2 Directors Duty to Evaluate Major Business

The Board of Directors shall evaluate all items of major business for feasibility, financial impact, as well as alignment with the purposes and goals of the Club.

### 3.6.3 Super Majority Requirement

All items of "major business" shall require approval by two-thirds of the members in good standing present at the meeting or by absentee ballot.

## ARTICLE 4 OFFICERS

The officers of this Club shall be a President, a Vice President, a Treasurer, and a Secretary.

### 4.1 President

The President shall be the presiding officer of this Club and Chairman of the Board of Directors, execute all official documents in the name of this Club when directed by the Board of Directors or by the membership, maintain order and dispatch such business as may come before the office, and perform all other duties incidental to the office, or such as are delegated by the membership, or by the Board of Directors.

### 4.2 Vice President

The Vice President shall preside over meetings in the absence of the President, coordinate with the President on all Club activities, arrange for presentations and programs at all meetings, and perform all other duties incidental to the office, or are delegated to this office by the membership or by the Board of Directors.

### 4.3 Secretary

The secretary shall keep true and complete records of all business by the Club and the Board of Directors, produce minutes and distribute for review to the Board of Directors within three days after a meeting. Conduct all necessary correspondence and keep the Bylaws and Articles of Incorporation including all amendments and have them available at every meeting to be consulted by members upon request.

### 4.4 Treasurer

The Treasurer shall receive all moneys for the Club and make authorized disbursements including those required to keep the Club current with insurance policies and State or Federal regulations; maintain a petty cash fund in the amount determined by the Board in order to carry out the duties of the office such as postage, stationary, and other incidentals; maintain a system of accounts; preserve all receipts and vouchers for payments made in accordance with

the records retention policy; and provide a current financial report of receipts and expenditures at each regular membership meeting.

#### ARTICLE 5 BOARD OF DIRECTORS

5.1 The Board of Directors shall consist of the five persons, including four Officers, elected by the general membership, and the Immediate Past President or one member elected by the membership at large should the Immediate Past President is unable or unwilling to serve. The President of the Club shall be the presiding Chairman of the Board of Directors.

5.2 The Board of Directors shall determine the policies and procedures, approve the plan of activities of the Club, approve the budget, take counsel with committees, and have general management of the Club.

5.3 The Board of Directors shall meet at least twice a year. Meetings will ideally be held in January and July prior to the regular Club meeting. In addition to the January and July meetings, meetings of the Board of Directors can be held at the request of the President or at least three other members of the Board of Directors. A quorum of the Board of Directors shall consist of three members. The Board of Directors may hold meetings via telephone, video conference, or other electronic means as long as all participants can simultaneously hear each other and participate in the meeting. Any Director who has not attended at least one board meeting in a one-year period shall forfeit his or her position and a new Director shall be elected.

5.4 The Board may approve any single expenditure that does not exceed \$500.00 or 20 percent of the Club's checking and savings account balance, whichever is lower, without prior approval of the general membership.

#### ARTICLE 6 COMMITTEES

##### 6.1 Auditing Committee

The Auditing Committee shall conduct an annual audit of the Club's treasury prior to the meeting in March. However, the Board of Directors may request the formation of the Auditing Committee at another time of year if needed. The Committee will consist of three members in good standing who do not hold any office. These members will be elected during the meeting in January by a majority vote of the members in good standing present at the meeting. The members will choose a chairman from their membership. Where any conflict of interest may be perceived, or if directed to by legal authority, the Club can seek an outside organization that has no direct influence over the Club, to conduct the audit.

##### 6.2 Nominating Committee

The Nominating Committee shall present a slate of candidates for the elected Officer positions and, if required, the Director position at the November meeting. The Committee will be

composed of members in good standing and shall be appointed by the President at the October meeting.

### 6.3 Other Committees

The Board of Directors may appoint other committees to perform those duties as may be defined in their creation. The President shall appoint all committee chairs except for the Audit Committee and shall be a non-voting, ex-officio member of all committees with the exception of the Audit and Nominating committees.

### 6.4 Termination of Committees

Committees shall automatically be dissolved when their defined duties have been accomplished. However, the Board of Directors may extend the term of a committee by defining additional duties for that committee.

## ARTICLE 7 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

### 7.1 Eligibility to Hold Office

All Officers and Directors shall be active members of the Club, be in good standing, and be at least 18 years of age.

### 7.2 Term of Office

All Officers shall be elected annually and serve for one year from January 1 to December 31 or until their successors are elected. Officers may serve a maximum of two consecutive terms in the same office. After leaving an office, an officer may hold a different office and following service in that office, is eligible to return to a previously held office.

The Club's FCC-license trustee is appointed annually by the Board of Directors and serves for one year from January 1 to December 31.

### 7.3 Nominations

In addition to the slate of candidates presented by the Nominating Committee, nominations shall also be accepted from the floor at the November meeting.

### 7.4 Elections

Officers will be elected in the order of President, Vice President, Secretary, Treasurer. The immediate Past President will serve as the Director. If he/she is unable or unwilling to serve, a Director will be elected. Elections shall be held at the November meeting. It shall require a majority vote of the members in good standing present at the meeting to elect a candidate to the office. In the event of a tie vote, a run-off election shall be held.

### 7.5 Transition

Upon leaving office, Officers and Director shall surrender to their successors all significant records, reports, communications, documents and property in their possession pertaining to the affairs of their position.

### 7.6 Dismissal of an Officer, Director, or Committee Member

In the event circumstances occur that are significantly disruptive to the purpose and mission of the organization, steps will be taken that could result in an Officer, Director, or Committee member being dismissed from their position. Charges will be brought to the attention of the Board and a thorough review will be conducted. If the individual being charged is a Director, they shall recuse themselves from Board deliberations and voting on this matter. All parties will be given the opportunity to present their case for or against dismissal. If the charges are sustained, the Officer, Director, or Committee member may be dismissed from their office by a two-thirds majority vote of the Board.

### 7.7 Vacancies

Any Officer or Director vacancy shall be filled by a majority vote of the members in good standing at any Club meeting.

## ARTICLE 8 CLUB ASSETS

### 8.1 Use of Member Equipment

This refers to all equipment that is not owned, leased or borrowed by the Club. Privately-owned equipment may be used during Club events, special events, public service events, or emergency situations, including training and drills. However, the owner assumes all risks for any damage that may occur in connection with the event. The Club will use due diligence in operating the equipment but is not responsible for any damage or loss to the equipment during these events.

### 8.2 Club Equipment

This refers to all Club owned, leased or borrowed assets. Club members will make every effort to use Club equipment with due care and diligence to ensure that the equipment is not operated in a fashion beyond that equipment's rated capabilities. To ensure the safety and safe operation of Club equipment, no one is to be allowed, as far as is practical, to operate Club equipment unless they have had prior training / familiarization with said equipment.

### 8.3 Loan of Club-Owned Equipment

Club-owned equipment may be loaned to individuals or organizations with the approval of the Board. The borrower must complete an Equipment Loan Agreement prior to taking possession of any Club-owned equipment.

### 8.4 Club Asset Accountability

The Club shall perform an annual inventory and valuation of all Club owned, leased or borrowed assets and present the results to the Board prior to the Annual meeting.

## ARTICLE 9 CLUB OPERATIONS

### 9.1 Fiscal Year

The fiscal year for the Club shall be calendar year, January 1 through December 31 of each year.

## 9.2 Non-Profit Nature

The Club is not organized and shall not be operated for the private gain of any person. The property of the Club is irrevocably dedicated to its education, scientific, and charitable purposes. No part of the assets, receipts, or net earnings of the Club shall inure to the benefit of or be distributed to any individual. The Club may, however, pay reasonable compensation for services rendered, and make other payments and distributions in accordance with these Bylaws and the Articles of Incorporation.

## 9.3 Loans

The Club shall not borrow money unless such loans are first approved by a two-thirds majority of the members in good standing at a meeting. Fifteen days notice shall be given to the membership prior to the vote.

## 9.4 Personal Liability

No Director of this Club shall be personally liable for the debts or obligations of the Club of any nature whatsoever, nor shall any of the property or assets of the Directors be subject to the payments of the debts or obligations of this Club.

## ARTICLE 10 CONFLICT OF INTEREST

The Board of Directors shall adopt a conflict-of-interest policy that covers members having significant decision-making authority with respect to the resources of the Club. The conflict-of-interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, provide a procedure for addressing conflicts, and specify consequences for failing to adhere to the policy.

## ARTICLE 11 AMENDMENTS

### 11.1 Bylaw Amendments

These Bylaws may be amended by two thirds majority vote of attending voting members and absentee ballots.

11.1.1 Proposals for amendments shall be submitted in writing to the club.

11.1.2 Proposals shall be read at two meetings.

11.1.3 Absentee ballots may be used but must be received by the President prior to the voting at the club meeting.

11.1.4 Receipts of absentee ballots shall be noted in the Minutes of the meeting by callsign or by name if a member does not have a license.

11.1.5 These Bylaws shall become the full force and effective on and after their approval and adoption by this organization. When possible, amendments shall be incorporated into the original text of these Bylaws.



### 11.2 Member Notification

Members shall receive written notice of the proposed amendment in accordance with 3.6. The notice must include the full text of the original being changed, the proposed amendment, the rationale for the proposed change, and the date, time, and location of the meeting at which the vote will take place.

### ARTICLE 12 DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in s 501(c)(3) of the Internal Revenue Code of 2017, or corresponding of such code as subsequently amended, or to the federal, state, or local government use exclusively for public purposes.