



# CONSTITUTION

OF THE

## WARRENSBURG AREA AMATEUR RADIO CLUB INC.

### ARTICLE I -- TITLE & PURPOSE

#### Section 1.

This body shall be known as the Warrensburg Area Amateur Radio Club, Inc., hereinafter called WAARCI.

#### Section 2.

WAARCI is organized exclusively for educational, charitable, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, WAARCI shall not carry on any 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 of 1986, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

#### Section 3.

WAARCI will make a positive contribution by:

- A. Providing amateur radio operators with opportunities for education, training, operating, and fellowship in order to maintain a high level of preparedness, teamwork, and technological expertise to further benefit the public in the event of emergencies.
- B. Encouraging and improving the amateur radio service through rules that provide for advancing skills in both the communications and technical phases of the art.
- C. Providing education and training opportunities to expand the existing reservoir within the amateur radio service of trained operators, technicians, and electronics experts.
- D. Educating and informing the public of the benefits associated with the amateur radio service.
- E. Fostering emergency preparedness among amateur radio operators in west central Missouri by establishing and maintaining amateur radio repeaters in support of the Johnson County Emergency Management Agency, Regional Homeland Security Oversight Committee-Region A, and weather spotting for the National Weather Service and SKYWARN, as well as cooperative emergency preparedness efforts with local, state and federal emergency service and disaster agencies.

F. Educating amateur radio operators to provide and assist in emergency communications services to benefit the public.

Solely for the above purposes, WAARCI is empowered to exercise all rights and powers, including the power to buy, sell, and hold title real and personal property, conferred by the laws of the State of Missouri upon non-profit corporations.

No substantial part of the activities of WAARCI shall consist of lobbying or propaganda or otherwise attempting to influence legislation, and WAARCI shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

WAARCI is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of WAARCI is distributable to or inures to the benefit of its directors or officers, or other private individual having directly or indirectly, any personal or private interest in the activities of WAARCI; except that WAARCI may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated herein and in the Articles of Incorporation.

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## ARTICLE II -- OFFICERS & GOVERNING BODY

### Section 1.

The WAARCI membership will elect four officers: president, vice president, secretary, and treasurer. The President shall be generally responsible for ensuring WAARCI business and finances are managed responsibly. The Vice President shall generally be responsible for filling in for the president during absences. The Secretary shall generally be responsible for recording the activities of WAARCI. The Treasurer shall generally be responsible for accounting for all assets of WAARCI and seeing that all liabilities are satisfied. A fifth Board member will be appointed at the January meeting by a vote of the elected Board Officers. This fifth Board member will be called the "Member At Large" and will represent the General Membership's interests in all matters voted on by the Executive Board.

### Section 2.

All elected and appointed officers of WAARCI together shall comprise an executive board, which will be responsible for governing WAARCI. The president may establish committees to perform special functions.

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## ARTICLE III -- MEMBERSHIP

### Section 1.

All persons interested in amateur radio shall be eligible for membership. Members whose dues are paid will be considered members in good standing.

### Section 2. CLASSES OF MEMBERS:

- A. FULL MEMBERSHIP: Members of WAARCI who regularly pay dues and are licensed amateur radio operators.
- B. ASSOCIATE MEMBERSHIP: Members of WAARCI who regularly pay dues and are not licensed amateur radio operators.
- C. LIFE MEMBERSHIP: Members of WAARCI who have paid WAARCI Life Membership Fees and are a Licensed Amateur.
- D. HONORARY MEMBERSHIP: Members of WAARCI who by a two-thirds vote of the full members present at a General Membership meeting have been deemed to have earned honorary status by virtue of their exceptional actions toward the Amateur Radio Service and/or the community.

### Section 3. TERMINATION OF MEMBERSHIP

Any WAARCI member may terminate their membership at any time.

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## ARTICLE IV -- ACTIVITIES

### Section 1. TYPES OF ACTIVITIES

The WAARCI will encourage activities that promote education in Amateur Radio as a public service and engage in activities of general interest to Amateur Radio operators. The WAARCI will sponsor activities including, but not limited to, classes, sponsor FCC amateur radio examinations, technical discussions, demonstrations, hamfests, trips for radio operating purposes, and operation and maintenance of electronic equipment. Other WAARCI activities shall consist of worldwide person-to-person radio contacts to enhance international goodwill. WAARCI members will provide training in electronics, radio theory, and practices to persons interested in obtaining their FCC Amateur Radio license.

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## ARTICLE V -- MEETINGS AND QUORUMS

### Section 1. MEETINGS

- A. GENERAL MEMBERSHIP meetings of WAARCI will normally be held on a monthly basis. The regular business of WAARCI will be conducted at this meeting.
  
- B. SPECIAL BUSINESS meetings of WAARCI may be called by the President upon reasonable notice to the membership of the times and purposes of such meetings. Business at a special meeting will be restricted to only that business serving the purposes for which the meeting was called.
  
- C. EXECUTIVE BOARD meetings will be held at the discretion of the president upon reasonable notice to the board members as to the time and place of the meetings. The executive board meeting will normally be held two weeks before the general membership meeting and is open to the public

### Section 2. DATE, TIME, AND LOCATION OF MEETINGS

The date, time, and location of each meeting will be announced on the WAARCI net, website, and/or email. The date, time, and location of the meeting can be changed as long as reasonable notice is given to the membership.

### Section 3. ATTENDANCE

General Membership meetings are open to all members, guests, and visitors.

### Section 4. QUORUMS

- A. A quorum is required before any official WAARCI business can be conducted or transacted at any meeting.
  
  - B. A GENERAL MEMBERSHIP meeting QUORUM will consist of ten percent of the total Full Membership, at least two of which must be executive board members and one of the two board members must be either the President or the Vice President.
  
  - C. A SPECIAL BUSINESS meeting QUORUM will consist of ten percent of the total Full Membership, at least two of which must be executive board members and one of the two board members must be either the President or the Vice President.
  
  - D. An EXECUTIVE BOARD meeting QUORUM will consist of at least two executive board members and one of the assembled board members must be either the President or the Vice President.
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## ARTICLE VI -- RULES

### Section 1.

Consensus Oriented decision making, shall govern all proceedings. Consensus decision making is a creative and dynamic way of reaching agreement in a group where instead of simply voting for an item and having the majority getting their way, a consensus group is committed to finding solutions that everyone actively supports – or at least can live with.

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## ARTICLE VII -- ADOPTION OF AMENDMENTS

### Section 1. ACCEPTANCE OF THE CONSTITUTION

The provisions of this Constitution and By-Laws were adopted by a majority vote of WAARCI at the General Membership meeting held on June 8, 2019.

### Section 2. CHANGES TO THE CONSTITUTION

The provisions of this Constitution or its By-Laws may be amended by a two-thirds vote of the Full Members present at any general membership meeting as long as the proposed changes have been approved by the Executive Board and have been duly advertised to the general membership at least one month in advance.

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## ARTICLE VIII -- DISSOLUTION

### Section 1. GENERAL DISSOLUTION PROVISIONS

A. Dissolution of WAARCI will be accomplished by the initiative of the members and approved by the Executive Board. WAARCI shall be dissolved only after:

- 1) a motion to dissolve WAARCI has been made, discussed, and seconded at a regularly scheduled General Membership meeting, and
- 2) notice of said motion for dissolution of WAARCI is announced via regularly scheduled radio net, if any, and distributed to the WAARCI Membership by first class mail and any other written instrument(s) available at that time (i.e., newsletter, web site, e-mail, etc.), at least one month prior to a regularly scheduled General Membership meeting, and
- 3) approval of the motion to dissolve the WAARCI by at least two-thirds of the Full Members present at a regularly scheduled General Membership meeting, at least one month following notification of the motion for dissolution of WAARCI.

- B. Upon dissolution of the WAARCI, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the WAARCI exclusively for the purposes of the WAARCI in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- C. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the WAARCI is then located, exclusively for such purposes or to such organization or organizations, as Said Court shall determine, which are organized and operated exclusively for such purposes.

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## ARTICLE IX -- INSURANCE

### Section 1. LIABILITY

WAARCI will maintain liability insurance.

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## ARTICLE X – AMERICAN RADIO RELAY LEAGUE

### Section 1. AFFILIATION

It is the policy of WAARCI to be recognized as an American Radio Relay League (ARRL) Affiliated.

The Executive Board of WAARCI shall use their best efforts to obtain and maintain WAARCI as an American Radio Relay League (ARRL) Affiliated Club.

It is the policy of WAARCI that membership shall not be denied to any person solely for the purpose of allowing WAARCI to become or remain an American Radio Relay League (ARRL) Affiliated Club.

*Adopted by the Board of Directors by resolution and vote of all directors on the date below:*

\_\_\_\_\_ 6/08/2019  
Cary Altman, President

\_\_\_\_\_ 6/08/2019  
David Marsh, VicePresident

\_\_\_\_\_ 6/08/2019  
EricRossiter, Secretary

\_\_\_\_\_ 6/08/2019  
Rick Ebbesen, Treasurer