

Constitution

South Portland Amateur Radio Club

Preamble:

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur radio and the Boy Scouts of America, do constitute ourselves the South Portland Amateur Radio Club, hereinafter SPARC, and enact this constitution as our governing law. It shall be our purpose to promote the knowledge of radio science and other STEM (Science, Technology, Engineering and Mathematics) areas among the youth in our communities through organizations such as the Boy Scouts of America. SPARC shall further exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct SPARC programs and activities as to advance the general interest and welfare of amateur radio. SPARC shall apply for and maintain the status of an ARRL Affiliate Club.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation 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 the corresponding section of any future federal tax 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.

Membership — Article I

All persons holding a valid FCC amateur radio license of any class shall be eligible for voting membership in the club. All other parties interested in amateur radio communications shall be eligible for associate membership. Membership shall be by application upon such terms as the club shall in its bylaws provide.

Officers — Article II

Section 1 – The officers of this club shall be: President, Vice-President, Secretary, Treasurer and 2 at-large members of the Board of Directors. Officers must be current voting members on the club. Elected officers may only hold one (1) office concurrently.

Section 2 – Officers of this club shall take office in January. The President, Vice President, Secretary and Treasurer shall serve for a term of one (1) year. The elected board members shall serve a term of two (2) years with one (1) position becoming vacant each year. Officers, except the Treasurer, may serve only two (2) consecutive terms in the same office. Voting shall be done either by paper ballots or an online system. In either case, it must be insured that only one vote per member is registered and that a simple majority of members (50%) have voted.

Section 3 – Nominations can be submitted by SPARC members up to 30 days prior to the election. All nominations received will be placed on the ballot.

Section 4 – Vacancies occurring between elections must be filled by special election within ninety (90) days following withdrawal or resignation.

Section 5 – Officers may be removed by a three-fourths (3/4) vote of the membership.

Section 6 – The Trustee of the FCC club license shall be appointed by the Board of Directors. Appointment and/or reappointment shall be at the time the club license is renewed or when the office becomes vacant because of death, removal, relocation, resignation, etc. The Trustee may be removed from office and/or the office declared vacant for cause by a three-fourths (3/4) majority vote of the Board of Directors.

Section 7 – The Testing Team Lead will be the designated Team Lead of the SPARC Laurel VE team. The Testing Team Lead shall be a voting member of SPARC holding an FCC General class or higher license.

Section 8 – The Training Team Lead will be appointed by the Board of Directors.

Section 9 – The Youth Liaison Team Lead will be appointed by the Board of Directors.

Section 10 – The Board of Directors shall consist of:

- President
- Vice President
- Secretary
- Training Team Lead
- Testing Team Lead
- Youth Liaison Team Lead
- 2 at-large members elected by the voting membership of the club
- The immediate Past President of SPARC shall serve as an ex-officio member of the Board of Directors but shall have no vote.

Duties of Officers — Article III

Section 1 – The President shall preside at all meeting of this association, and conduct the same according to the rules adopted. He/she shall enforce due observance of this Constitution and Bylaws; decide all questions of order, sign all official documents that are adopted by the SPARC; and perform all other duties pertaining to the office of President. The President is also responsible for overseeing the operating committees.

Section 2 – The Vice President shall assume all the duties of the President in the absence of the latter. In addition, he/she shall be responsible for planning and organizing SPARC meetings and activities.

Section 3 – The Secretary shall keep a record of the proceedings of all meetings, keep a roll of all members, and submit membership applications. He shall also maintain a record of all club equipment, which reflects its location, condition, and disposition. The Secretary shall also carry on all correspondence, read communications at each board meeting, and mail written notices to each member. The Secretary will be an ex-officio member of the Communication Committee.

Section 4 – The Treasurer shall receive and receipt all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills and incur no debt without proper authorization by the club or its officers in accordance with this Constitution and Bylaws. The Treasurer shall present a proposed budget to the membership in September of each year. At the end of each quarter, the Treasurer shall submit an itemized statement of the club's balance sheet. The Treasurer shall make available all records and materials of office for audit in accordance with this Constitution and Bylaws. At the end of the Treasurer's term, he/she shall turn over everything in their possession belonging to SPARC to their successor.

Section 5 – The Testing Team Lead will create and maintain a team of Laurel VEC accredited Volunteer Examiners. The VE Team Lead will be responsible for holding a minimum of 3 examination sessions during each calendar year. Furthermore, the Team Lead is responsible for insuring that the VE team follows are the rules, regulations and procedures proscribed by the Laurel VEC to insure that the team remains accredited.

Section 6 – The Training Team Lead will create and maintain a team of qualified instructors that are capable and willing to perform FCC license training for at least the Technician class. If sufficient trained personnel are available, General and Extra class trainings should be given. In addition, The Training team will offer Radio, Electronics and other STEM based Merit Badge classes to the Scouts of the Cascade Pacific Council.

Section 7 – The Trustee shall maintain a valid FCC station license for the club station and be responsible for its operation.

Board of Directors — Article IV

Section 1 – The Board of Directors, as defined in Article II, Section 10, shall be the sole governing body of the SPARC, and shall answer only to the SPARC membership for its actions.

Section 2 – The Board of Directors will, upon the first meeting and the first meeting of every following year, will elect a Chair by a simple majority vote. The Chair will preside over all Board meetings.

Section 3 – It shall be the responsibility of the Board of Directors to interpret the Constitution. Based on its constitutional interpretation and directives of the SPARC membership, the Board of Directors shall formulate the policies by which SPARC shall be operated.

Section 4 – The Board of Directors shall function only as a group or unity. Its policy decisions shall be implemented by the President.

Section 5 – The Board of Directors shall authorize the expenditure of monies, not to exceed the amount specified by the Bylaws.

Section 6A – All decisions of the Board of Directors must be approved by a majority of its members (except as noted in Section 6c below).

Section 6B – The results of all votes shall be recorded in the Minutes of the meeting.

Section 6C – Each Board of Directors member shall have one (1) vote, except that the presiding officer (Chair), who may cast one vote when necessary to break a tie of the Committee.

Section 7 – The Board of Directors may, by vote of two-thirds (2/3) of its members remove any SPARC officer from office, if in their opinion one of the following conditions exists:

- A. If, for any reason, the officer cannot fulfill the responsibility of his/her office and such failure to fulfill these responsibilities seriously affects the orderly operation of the SPARC activities and/or business.
- B. If, the conduct of any officer should cause excessive dissention among SPARC membership to the extent of disrupting normal SPARC operation and/or wellbeing.
- C. If the conduct of an officer should be publicly adverse to SPARC principles and policies, thereby causing a poor public image of the SPARC.
- D. If an officer should be removed from office under this article, the office shall be filled by the terms of Article IV, Section 7.

Section 8 – The Board of Directors may, by vote of two-thirds (2/3) of its members revoke the membership of any member of the club, if in their opinion one of the following conditions exists:

- A. If, the conduct of any member should cause excessive dissention among SPARC membership to the extent of disrupting normal SPARC operation and/or wellbeing.
- B. If the conduct of an member should be publicly adverse to SPARC principles and policies, thereby causing a poor public image of the SPARC.

Section 9A – A direct interpretation of any clause of this Constitution by the Board of Directors shall be made in writing, and signed by all Committee members, noting how they voted.

Section 9B – This interpretation document shall be placed in a constitutional interpretation log, which shall be maintained as a part of the Constitution.

Meetings — Article V

The Bylaws shall provide for regular and special meetings. At meetings, a minimum of one third (1/3) of the membership shall constitute a quorum for the transaction of business. Robert's Rules shall govern the proceedings of all meetings of the SPARC.

Dues, Assessments, and Financial Management — Article VI

The Board of Directors, by majority vote of those 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 objectives as set forth in the preamble. Non-payment of such dues or assessments shall be cause for expulsion from the club within the discretion of the membership. At no time shall there be deficit spending.

Disbandment — Article VII

Section 1 – The SPARC shall be considered disbanded whenever:

- A. So voted by no less than two-thirds (2/3) of the qualified voters, or two-thirds (2/3) of the voters in attendance at a meeting, provided all members have been notified in writing that a vote shall be taken on disbandment of the club.
- B. When so voted by two-thirds (2/3) of the Board of Directors if no other members exist and/or can be found to conduct the business of the association.

Section 2 – Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

Section 3 – Officers and/or SPARC members shall not receive any equipment, compensation, and/or personal gain from the disposition of SPARC assets.

Amendments — Article VIII

This Constitution may be amended by a two-thirds (2/3) vote of the total membership. The Bylaws may be amended by a simple majority (50%) vote of the total membership. Proposals for amendments shall be submitted in writing to the membership by written notice at least one week in advance of a regular meeting. When amendments have been submitted in writing to all members as prescribed above and provided that all members have been notified of the intention to amend the Constitution and/or Bylaws, the amendments may be voted on at the regular meeting.