

TWIN STATE RADIO CLUB, INC.

CONSTITUTION

PREAMBLE

To secure for ourselves and others the benefits of association with persons interested in Amateur Radio, we constitute ourselves as the Twin State Radio Club, Inc., a not-for-profit, non-stock, New Hampshire Corporation. It will be our purpose to promote Amateur Radio education, fraternalism, and general interest in Amateur Radio to the greater community, and to provide voluntary communication services for public events and in times of emergency.

ARTICLE I - MEMBERSHIP

Sec. 1 - ELIGIBILITY - All persons interested in Amateur Radio and willing to support the above stated aims of the Club and abide by all FCC Rules and Regulations may be considered eligible for Membership.

Sec. 2 - CLASSES - There will be four classes of Membership: Voting, Junior Voting, Associate, Honorary.

ARTICLE II - OFFICERS

The officers of this Club will be President, Vice-President, Secretary, Treasurer, and Station Trustee, and will constitute the Corporation's five-member Board of Directors. The President and Vice-President will also act as Chair and Vice-chair of the Board of Directors, respectively. Officers will have all the customary authority and responsibility associated with the title, except that all expenditures and other official business will be approved by the Membership as set forth in the Constitution and Bylaws. All officers must hold a valid Amateur Radio operator's license issued by the Federal Communications Commission or its assigns or successors.

ARTICLE III - ELECTIONS

The Officers of this Club, with the exception of the Station Trustee, will be elected for a term of one year at the first meeting in June annually. If no quorum is present, the elections will be held at the next meeting with a quorum. The Station Trustee's term will extend for an indefinite period.

ARTICLE IV - MEETINGS AND QUORUM

The By-Laws will provide for regular and special meetings. At all meetings, thirty percent of the Voting Membership will constitute a quorum for the transaction of business. For the purpose of calculating a quorum, five-tenths or more of one person will be equivalent to one person, and less than five-tenths of one person will be equivalent to zero persons.

ARTICLE V - DUES

The Membership may levy such dues and assessments as are necessary to conduct the lawful business of the Club.

ARTICLE VI - BY-LAWS

The Membership will establish, and may amend, by a two-thirds majority of those present, such By-Laws as may be necessary to implement the provisions of this Constitution and facilitate the orderly conduct of Club business.

The By-Laws may be amended by a two-thirds majority at the next regular meeting provided that all such Members have been given two weeks written notice of the intent to amend the By-Laws at that regular meeting.

ARTICLE VII - CONSTITUTIONAL AMENDMENTS

Proposals for amendments to the Constitution will be submitted in writing at a regular meeting and may not be voted upon until the next regular meeting. Proposals for amendments to the Constitution will be referred to a review committee composed of at least three Voting Members, who will review such proposals and make recommendations to the Membership prior to the vote. The Constitution may be amended by a two-thirds majority of the entire Voting Membership at the next regular meeting provided that all such Members have been given two weeks written notice of the intent to amend the Constitution at that regular meeting.

In the event that at least two thirds of the Voting Membership does not attend the first such noticed meeting, the vote may be noticed again for a future meeting, and voting by written Absentee Ballot will be allowed. Such absentee ballots must state Yes or No on the Amendments as proposed, and be witnessed in writing by at least one Club Officer. Such Officer will ascertain that the Voting Member has received a true and accurate copy of the proposed Amendments. Absentee Ballots will be allowed only for Constitutional Amendments.

ARTICLE VIII - DISSOLUTION

This Club may be dissolved by a three-quarters vote of the entire Voting Membership. All members must be notified of the intent to dissolve by Certified US Mail at least one month prior to the vote. In the event of such dissolution, all Club equipment, funds and other assets must be donated to one or more not-for-profit organizations organized for purposes substantially similar to those of the Twin State Radio Club, Inc., such as other Amateur Radio clubs, or the American Radio Relay League, and in accordance with state and federal laws. No such funds or assets will accrue to any member or officer except to settle legitimate debts.

ARTICLE IX - LIMITATION OF LIABILITY

- A. The trustees and officers of the corporation will not be personally liable, and will be shielded from personal liability, for any debt, liability, or obligation of the corporation, to the maximum extent permitted by the laws of the State of New Hampshire as in effect at the time the liability is determined. No trustee or officer of the corporation will be personally liable to the corporation (or its members or stockholders, should it then have members or stockholders) for monetary damages for any breach of fiduciary duty by such trustee or officer, as a trustee or officer, except to the extent that exculpation from liability is not permitted under the laws the State of New Hampshire as in effect at the time the liability is determined.
- B. In furtherance and not in lieu of these limitations on liability, the Corporation adopts the exculpation provisions permitted by NH RSA 292:2(V) which authorize the Corporation to eliminate or limit the personal liability of a director or officer of the Corporation to the Corporation or its members or shareholders (if any) for monetary damages for breach of fiduciary duty as a director or officer, except with respect to (1) any breach of the director's or officer's duty of loyalty to the Corporation or its members or shareholders (if any), (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (3) a violation of NH RSA 293-A:8.33 (or its successor); or (4) any transaction from which the director or officer derived an improper personal benefit.
- C. No amendment or repeal of this Article will apply to or have any effect on the liability or alleged liability of any director and/or officer of the corporation for or with respect to any acts or omissions of such director and/or officer occurring prior to that amendment or repeal.

ARTICLE X – BUSINESS ADDRESS

The official place of business will be 85 Blackwater Rd. Canaan, NH 03741.

ARTICLE XI – CONFLICT OF INTEREST POLICY

The Club will adopt and maintain a conflict of interest policy in accordance with NH state law.

ARTICLE XII – MISCELLANEOUS

- A. (Reserved)
- B. Where written notice is required be given to members in this document, US mail, e-mail, or hand delivery will be acceptable unless stated otherwise.
- C. This Constitution and attached By-Laws will be considered as one inseparable document.

ARTICLE XIII – SIGNATURES AND EFFECTIVE DATE

This Constitution and By-Laws and any and all amendments thereto have been voted upon and ratified at a regular meeting on this ninth day of May 9, 2020.

Signature and Name

Post Office Address

1. _____
Signature
R. Daniel MacMartin
Name (print)
 2. _____
Signature
David McGaw
Name (print)
 3. _____
Signature
Nicole DeShone
Name (print)
 4. _____
Signature
David Colter
Name (print)
 5. _____
Signature
Alan Bradford
Name (print)
1. 28 Rte. 114
Street (print)
 2. 185 Roberts Rd.
Street (print)
 3. 185 Roberts Rd.
Street (print)
 4. PO Box 1109
Street (print)
 5. 7R Eringlen Way
Street (print)
1. Grantham, NH 03753
City/Town State Zip (print)
 2. Canaan, NH 03741
City/Town State Zip (print)
 3. Canaan, NH 03741
City/Town State Zip (print)
 4. New London, NH 03257
City/Town State Zip (print)
 5. Canaan, NH 03741
City/Town State Zip (print)

BY-LAWS

Sec. 1 – OFFICERS

1.1 PRESIDENT - The President will chair all meetings of this Club, and will conduct the same according to the rules adopted. They will enforce due observance of the Constitution and By-Laws, decide all questions of order, sign all official documents that are adopted by the club and none other, and perform all customary duties pertaining to the office of President.

1.2 VICE PRESIDENT - The Vice President will assume all duties of the President in the absence of the latter, in addition to any other duties as may be assigned to them by the President from time to time.

1.3 SECRETARY - The Secretary will keep a record of the proceedings for all meetings, keep a roll of Members, accept applications for membership, carry on all written correspondence, read minutes and communications and mail written notices to the Members as required by the Constitution and By-Laws. They will be responsible for maintaining an annual inventory of Club owned equipment, and will maintain control of its daily disposition.

1.4 TREASURER - The Treasurer will keep an accurate account of all monies received and expended. They will receive and receipt all monies paid to the Club, and will make all payments and disbursements as authorized by the Members. The Treasurer is responsible for the administration of the annual budget as approved by the Membership. The Treasurer is authorized to pay, without further action by the membership, all approved, budgeted items, and no others.

1.5 STATION TRUSTEE - The Station Trustee will hold and maintain the Club's FCC station licenses and any other such authorizations, and will be responsible for the safe and legal operation of the Club's equipment under said license. The Station Trustee will serve until a replacement is elected.

1.6 ASSISTANTS - As necessary, the Chairperson (see Sect. 4.2) may appoint one or more Assistants to any officer requiring additional help in performing their regular or specially appointed duties.

Sec. 2 - ELECTIONS

2.1 VACANCIES - Vacancies occurring between elections must be filled by special election at the first meeting after the vacancy occurs. In the interim, the Chairperson may appoint a Member to temporarily fill the vacancy. A vacancy will occur at such time any Officer fails to maintain current membership status, or if they resigns their post verbally at a regular or properly noticed meeting, or in writing.

2.2 REMOVAL - Officers may be removed from office by a three-fourths majority vote after a hearing held at a regular or special meeting. Two weeks written notice of such hearing will be made to all members.

2.3 NOMINATIONS - No later than the March meeting, the Chairperson will appoint a Nominating Committee consisting of a Chairperson and two or more volunteers from the Voting Membership to prepare a slate of nominees for the positions of President, Vice President, Secretary and Treasurer.

2.4 TRUSTEE ELECTIONS - At such time as the office of Station Trustee becomes vacant or the membership votes to replace the Station Trustee, the Chairperson may appoint a committee to prepare a slate of candidates for election at the next meeting. Written notice will be given to all members of this election two weeks prior to the vote.

Sec. 3 - MEMBERSHIP

3.1 NEW MEMBERS - Applications for Membership will be submitted to the Secretary in writing, and must express a willingness by the applicant to abide by the Constitution and By-Laws. Applications are automatically accepted upon payment of dues.

3.2 VOTING MEMBERS will be those Licensed Amateurs whose dues are paid in full, and who plan to attend meetings on a regular basis in order to vote on the regular conduct of Club business.

3.3 JUNIOR VOTING MEMBERS will be those Licensed Amateurs under the age of 18 whose dues are paid in full, and who plan to attend meetings on a regular basis in order to vote on the regular conduct of Club business.

3.4 ASSOCIATE MEMBERS may be licensed or non-licensed persons whose dues are paid in full, and who wish to support and participate in the activities of the Club, but who either cannot or do not wish to attend regular meetings, or do not currently hold a valid Amateur License.

3.5 HONORARY MEMBERSHIP may be granted by a two thirds majority of the Membership present. Persons whose contributions to the Amateur Radio hobby and/or to the Twin State Radio Club are deserving of such an honor may be nominated for Honorary Membership by at least three Voting Members. Honorary Members will enjoy all the rights and privileges of Associate Membership, but will not be subject to dues or other assessments except on a voluntary basis.

3.6 EXPULSION - Any member may be expelled by a two-thirds majority vote of the entire voting membership for clear, willful and undisputed violations of the Club Constitution. Such Member may request a hearing before the Membership prior to a vote. Once expelled, an ex-member may re-apply after one full year, subject to approval by a simple majority of a quorum.

3.7 CHANGE OF CLASS - Associate Members, who meet the requirements set forth in Section 3.2 of the By-Laws, may upgrade their membership to Voting Member at any time by paying the pro-rated difference in dues between the two classes. A Voting membership may be changed to Associate only at the time of renewal.

Sec. 4 - MEETINGS

4.1 SCHEDULING - Regular meetings will be held at least once each calendar month, at a time and place specified by the Chairman. Special meetings may be called by the President upon written request of at least five Voting Members. Advance written notice of meetings will be given to all Members. In the event of special meetings, the notice will state the order of business to be transacted. Only such business as is listed in the notice will be transacted at special meetings.

4.2 CHAIRPERSON - All meetings will be presided over by a Meeting Chairperson. Such Chairperson will be the President. If the President is absent, the chain of succession will be Vice-President, Secretary, Treasurer, and then Station Trustee. In the event that no elected officer is present, the meeting will not be convened.

4.3 VOTING - A simple majority of a quorum will be required to carry a motion unless stated otherwise in the Constitution or By-Laws.

4.4 DISPUTES - Robert's Rules of Order will govern proceedings in the event of a dispute at the Chairperson's discretion or upon a majority vote.

4.5 BOARD OF DIRECTORS - The Board of Directors will meet at least once annually to discuss such matters as come before it and to develop recommendations and proposals to be brought forward to the voting membership.

Sec. 5 - DUES AND FINANCE

5.1 DUES RATE – The maximum dues rate will be set and approved along with the annual budget each year. If no action is taken to change the rate, it will remain at the same level as the previous year.

5.2 PAYMENT – Dues are due and payable at or before the first meeting of each calendar year. Payments may be made by mail, electronically, or in person at regular meetings.

5.3 VOTING MEMBER dues will be the maximum rate.

5.4 JUNIOR VOTING MEMBER dues will be 50% of the maximum rate.

5.5 ASSOCIATE MEMBER dues will be 50% of the maximum rate.

5.6 (Reserved)

5.7 NEW MEMBERS – Dues may be pro-rated on a monthly basis for new members upon request.

5.8 NON-PAYMENT of dues and assessments by December 31 will result in loss of all membership privileges until payment is made.

5.9 CHANGE OF MEMBERSHIP CLASS - See Section 3.7.

5.10 BUDGETS

(a) The Club will maintain two annual budgets – one for Operations, and one for Program – for the purpose of planning for possible expenses that may be authorized by the Membership during the budgeted year. Each fall the Treasurer will assist the other officers and Committee Chairs in developing and proposing Annual Operating and Program Budgets and dues rate for the following year. Such Budgets are to be approved at the December meeting by a two-thirds majority of voting members present. In the event that an entire budget is not passed, the Membership may vote to reserve certain Budget items for later vote at a specified meeting, and approve the balance of the proposed Budget.

(b) Actual spending may not exceed the approved Budget unless modified as provided for in this section.

(c) The approved Annual Operating or Program Budgets may be later modified by a two-thirds majority of voting members present at any regular or special meeting.

(d) The budgets are planning tools, and are not an automatic authorization to spend. A further vote of the Membership is required for expenditure for individual line items or components thereof.

(e) Operating Budget items for any recurring and regular expenses may be specifically authorized for payment by the Treasurer without further action on the part of the membership at the time the budget is approved.

5.11 ALLOCATION OF EXPENSES

(a) Expenses will be allocated to one of two categories for purposes of accounting: Operating and Program.

(b) Operating Expenses will include recurring and periodic expenses necessary to the functioning of the Club and its programs. This includes but is not limited to insurance, vehicle registrations, licenses, bank and regulatory fees, etc.

(c) Program expenses will be those directly related to the development, operation, or support of program activities. This will include but is not limited to purchase and maintenance of equipment and related expenses, program supplies, advertising, promotion and any other expenditures made in support of the Club's program.

5.12 SOURCES AND USES OF FUNDS

(a) Operating expenses must be funded from membership dues, regular income, interest from savings and checking accounts and specific designated investment accounts, or from donations or fund-raising activities intended for the purpose.

(b) No proposed Operating Budget will exceed the reasonably projected regular income for the concurrent fiscal year, including any carry-over from previous years, and in no case may actual expenditures exceed actual allocated funds. No proposed Program Budget will exceed reasonably available or projected funds.

(c) Program expenses may be funded from any funds not allocated for Operating expenses, including savings, investment interest, cash donations, and sales of excess and donated property.

5.13 BANK AND INVESTMENT ACCOUNTS

(a) Bank Accounts

The Club will maintain such checking and savings accounts as are necessary to conduct the Club's business. Decisions about opening or closing bank accounts will be made by the Board of Directors based upon input from the Treasurer.

(b) Investment Accounts

The Club may elect to invest designated funds to help guarantee the future financial viability of the Club and its program goals.

1) The Club will maintain at least one sound, low-risk investment account (certificate of deposit, mixed equity and bond funds, or similar instruments). This account will maintain a principal balance of at least \$5,000. Maturity for any fixed time investments will not exceed two years. The purpose of this account is to provide a ready source of emergency funds that can earn interest until needed, and to provide income to be used for the Operating and Program budgets. No specific authorization is required from the membership for this account. Each year, the minimum account balance will be increased by at least the official rate of inflation if the funds are available. The minimum balance may be reduced only by a two-thirds majority of the entire voting membership.

2) Non-insured institutional investments, including stocks, bonds, electronically traded funds, investment funds, etc. may be made for the purpose of ensuring the long-term viability of the Club and its mission. Non-insured investments may be made only with approval from a two-thirds majority vote of members present upon recommendation of the Board of Directors, and should not expose the Club's funds to excessive risk. Members must be made aware of the full and true nature of all non-insured investments. These investment accounts must be with a low-fee non-profit brokerage firm such as Vanguard.

5.14 (Reserved)

5.15 LIMITED EMERGENCY AUTHORITY TO SPEND - Recognizing that certain un-planned emergencies and contingencies requiring immediate action may occur from time to time, the President may expend such Club funds as are required after consulting with and receiving specific agreement from at least two other elected Club Officers. Notice of such expenditures will be made at the next regular meeting.

Insofar as it is practical, the Membership at the next meeting may rescind any such decision to spend by a majority vote of those present. This Authority is intended to cover only emergency expenditures and time limited opportunities for essential acquisition that will benefit or protect the Club.

Sec. 6 APPOINTMENT OF COMMITTEES

The President or Chairperson may appoint such standing or temporary committees as they deem necessary from time to time, or as directed by majority vote at any regular or special meeting. Each committee will have a chairperson, and as many members as may be required to accomplish its purpose. A committee will only have the authority to report its findings to the meeting Chairperson or the membership, as directed, and may only take action as specifically or generally authorized by the membership. A committee's term will expire when its purpose is accomplished, or at a pre-determined time, or as directed by a vote.

Sec. 7 CLUB PROPERTY

7.1 INVENTORY - An Inventory will be taken by the Secretary (or a person designated by either the Secretary or President) and at least one other member, at least once each year, and will be completed immediately prior to the election of officers in June. This is done to ensure that incoming officers have an accurate and up-to-date accounting of all Club property.

7.2 USE OF CLUB-OWNED EQUIPMENT Club-owned equipment may be used only for official purposes in support of Club operations or programs, and may not be used exclusively for the personal benefit of any individual Member, as required by IRS rules for 501(c)(3) organizations. Equipment may also be temporarily assigned to an officer, committee member, or other such person to aid in the completion of their official duties. The Club may vote to create an official equipment loan and assignment policy. Such policy will be contained in the Club's Policies and Procedures manual.

7.3 EXCEPTIONAL EQUIPMENT - The Club may vote from time to time to impose certain restrictions, guidelines and requirements upon the use or users of certain Club-owned equipment so as to ensure its safe use. These may include, but are not limited to: training and certification requirements, insurance, licenses, and experience. The President will appoint a Standing Committee for the purpose of drafting and implementing such rules, and the subsequent certification of Members. The Club's Secretary will be responsible for maintaining a record of all certified Members.

Sec. 8 - REPEATER MANAGER/COMMITTEE

The President will appoint a Voting Member to head a standing committee to maintain and improve the Club's VHF and UHF repeater systems. This member will be known as the "Repeater Manager," and will serve for a three-year term. The Repeater Manager may be removed or replaced for cause at any time by the President. The "Repeater Management Committee" will at all times be open to any Voting Member who wishes to participate, and will be responsible for administering any funds appropriated by the general membership for the repeater systems. The Committee will also be responsible for any other Club equipment unrelated to the repeater systems that is installed at a repeater system site.