

# The Dixie Amateur Radio Club, Inc.



## CONSTITUTION

Approved July 18, 2007  
Amended August 15, 2012

### Article I – Preamble

1. We, amateur radio operators of Southwestern Utah, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in amateur radio, constitute ourselves “**THE DIXIE AMATEUR RADIO CLUB, INC.**” (DARC) and enact this constitution as our governing law. The objectives of this organization are: promotion of interest in amateur radio communications and experimentation; education of prospective amateur radio operators; public service to the community; to promote radio knowledge; the exchange of information and cooperation among members; and to conduct club programs and activities as to advance the general interest and welfare of amateur radio in the community.
2. DARC is a non-profit organization founded in March of 1976 and incorporated in the State of Utah by a group of amateur radio operators to promote the interests of amateur radio and provide public service communications in Southwestern Utah. DARC is affiliated with the American Radio Relay League (ARRL) and holds the vanity call sign W7DRC for Field Day and other events.

### Article II - Membership

1. All persons interested in amateur radio communications shall be eligible for membership.
  - a. Full membership is available for licensed amateur radio operators.
  - b. Associate membership is open to all other interested persons.
2. Membership shall be by written application and election upon such terms as the club shall provide in its By-Laws.
3. Members with paid-up dues for the current year shall be considered members in good standing.

### Article III – Board of Directors

1. The Board of Directors shall be the governing body of DARC and as such shall formulate and be responsible for all matters of policy. Decisions of the Board of Directors shall be by majority vote of a quorum of the board present at any meeting

where such votes may be taken, unless a greater majority is specifically required by this document.

2. All members of the Board of Directors shall be full members of DARC in good standing.
3. The Board of Directors shall consist of five (5) members. Board members shall serve a term of two (2) years. Two (2) board members shall be elected in even-numbered years and three (3) board members shall be elected in odd-numbered years.
4. Any board member may be removed from the board with or without cause, by a two thirds (2/3) majority vote of the members of DARC.
5. Any board member who shall have three (3) consecutive unexcused absences from board meetings may be removed from office as determined by the board.
6. Any board member may resign at any time by giving written notice to the board or any officer of the board.
7. Vacancies on the board occurring between elections shall be filled by appointment of the board. Such appointments shall be ratified by a majority vote of members at the next general meeting. Board members appointed and ratified by the membership shall serve the remaining term of the member replaced.
8. No member of the board shall receive compensation for any service he or she may render to the Club. However, board members may be reimbursed for actual expenses incurred in the performance of official club duties.

#### **Article IV – Officers**

1. Officers of DARC shall be a President, Vice President, Secretary, and Treasurer, who shall be members of the Board of Directors.
2. The Board of Directors shall elect the officers of DARC annually and each shall hold office for one (1) year unless he or she shall sooner resign, be removed, or otherwise be disqualified to serve.
3. Election of officers shall be by majority vote of the Board of Directors. The election shall take place at the first meeting of the Board of Directors following the annual meeting of members.
4. Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the board or any officer of the board.
5. A vacancy in any office shall be filled by appointment by the board. The appointed officer shall serve the remainder of the term of the officer replaced.
6. Special Appointments – The board may elect other officers as the affairs of DARC may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

### **Article V – Duties of Officers**

1. President - The president shall preside at all meetings of DARC and conduct same according to the rules adopted. He or she shall enforce observance of the constitution and by-laws; decide all questions of order; sign all official documents that are adopted by the Club; with concurrence of the Board of Directors, appoint necessary committees; and perform all customary duties pertaining to the office of president.
2. Vice President - The vice president shall assume all duties of the president in his or her absence. The vice president shall perform additional duties as specified by the president and/or Board of Directors.
3. Treasurer - The treasurer shall be responsible for the accurate accounting of all DARC funds received and/or disbursed. He or she shall receive all monies paid to DARC and shall disburse funds as authorized by the president and Board of Directors. The treasurer shall maintain the official roster of all DARC members and will receive dues and membership applications. The treasurer shall maintain an accurate inventory of all property owned by DARC and shall provide for an annual inventory of such property.
4. Secretary – The secretary shall keep a written record of the proceedings of all meetings of DARC. He or she shall keep such records as required by the president and/or Board of Directors; prepare all club correspondence as directed by the president; and maintain attendance records of all meetings.

### **Article VI – Meetings**

1. The By-Laws shall provide for regular and special meetings and shall specify quorum requirements for the transaction of business.

### **Article VII – Elections**

1. Elections for members of the Board of Directors shall be conducted at the annual meeting in December of each year.
2. At the annual meeting: in odd-numbered years three (3) board members shall be elected; in even-numbered years two (2) board members shall be elected.
3. Full members of DARC in good standing shall be eligible to vote for members of the Board of Directors.
4. Voting for members of the Board of Directors shall be by secret ballot and each voter may vote for: three (3) members in odd-numbered years; two (2) members in even-numbered years. The three candidates in odd-numbered years and the two candidates in even-numbered years with the most votes shall be elected to the board of directors.
5. The Board of Directors shall determine the method of voting to be used in an election: voting in-person; voting by mail; or voting by mail in conjunction with in-person voting.

6. Each year the new board of directors shall convene a board meeting as soon as practical after the annual meeting to elect officers for the coming year as provided in Article IV.

#### **Article VIII – Committees**

1. The Board of Directors shall form a Nomination and Election committee not less than 60 days prior to the annual meeting for the purpose of selecting candidates and supervising the election. This committee shall consist of at least three (3) members one of which shall be a member of the Board of Directors.
2. The Board of Directors shall establish other such committees as are necessary to meet the objectives of the organization.

#### **Article IX – Dues**

1. The club, by a majority vote of a quorum of the membership at any regular meeting, shall levy dues as deemed necessary for the business of the organization.
2. Non-payment of such dues shall be cause for termination of membership from DARC.

#### **Article X – Funds**

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the organization 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 above. Notwithstanding any other provision of these articles the organization shall not carry on any activities not permitted by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Article XI – Amendments**

1. This Constitution may be amended by a two thirds (2/3) majority vote at a general meeting, provided all members have been notified of the intent to amend the Constitution at said meeting.
2. Proposed amendments to the Constitution shall be published on the DARC web site at least 30 days prior to calling for a vote at a general meeting and shall be distributed to all members attending the general meeting the month preceding the general meeting where the vote on the amendments shall be taken.

#### **Article XII – Dissolution**

1. DARC may be dissolved with the assent given in writing and signed by not less than three fourths (3/4) of its members in good standing.
2. In the event any reason arises to dissolve the organization of DARC, the existing property and funds owned by the club shall be disposed of in the following manner:

- a. The equipment may be offered for purchase, or transferred to an organization with similar interests by majority vote of the membership.
- b. Monies held in the treasury or gained by the disposal of property will be allocated to an organization with similar interests by majority vote of the membership.

**Article XIII – Transition**

1. Upon approval of this Amended Constitution and Amended Bylaws the current Board of Directors and Officers shall continue to serve until the newly elected Board takes office on January 1, 2013.
2. As provided in Article III, paragraph 4 of this Constitution prior to this Amendment, the current 2012 President shall serve a one (1) year term in 2013 as a member of the Board of Directors.
3. The Nominating Committee for the 2012 election shall nominate two (2) candidates to serve one (1) year terms and two candidates to serve two (2) year terms. When nominations from the floor are opened, as provided in Article VII Paragraph 2 of the Bylaws, additional candidates for the Board of Directors may be nominated for one (1) year terms or two (2) year terms.
4. In the event that additional candidates for one (1) year and/or two (2) years terms have not been nominated by the close of nominations at the November 2012 general meeting, the Secretary shall be directed to cast a unanimous ballot for the unopposed candidates at that time.
5. If additional candidates have been nominated for one (1) year and/or two (2) year terms, voting shall proceed as provided in Article VII of the Bylaws. At the annual meeting in December 2012, the two candidates for one (1) year terms with the most votes and/or the two candidates for two (2) year terms with the most votes shall be elected to the Board of Directors.

**Approval**

We, the undersigned officers of The Dixie Amateur Radio Club, Inc., certify that this Constitution, dated June 20, 2007 was approved by a two thirds (2/3) majority vote of members present at a DARC Executive Board meeting on June 20, 2007 and approved by a majority vote of all members at a general meeting on July 18, 2007. With this approval, the former Constitution of The Dixie Amateur Radio Club, Inc., is replaced in their entirety with this document effective the 19<sup>th</sup> day of July 2007.

/s/

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Hal Whiting, KI2U  
President

/s/

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Ken Forshee, KE7DZI  
Secretary

/s/

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Thom Oliphant, KC1EMS  
Vice President

/s/

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Lee Case, KE7DZJ  
Treasurer

**Amendments**

The **August 15, 2012** amendment to this Constitution was approved by the Board of Directors at the July 5, 2012 board meeting, posted on the Club website July 9, 2012, and presented to the membership at the July 18, 2012 general club meeting. This Amendment was approved by more than a 2/3 majority vote of members present at the August 15, 2012 general club meeting. This amendment changes the structure of the Board of Directors from seven members to five members with board members being elected to serve two year terms: two board members to be elected in even-numbered years and three members elected in odd-numbered years. This amendment also changes the process of electing club officers (President, Vice President, Secretary, and Treasurer) from being elected by the membership to being elected by the Board of Directors.