

**AMENDED AND RESTATED
BY-LAWS & CONSTITUTION
MOUNTAIN AMATEUR RADIO CLUB
WOODLAND PARK, CO
June 21, 2023**

ARTICLE I - NAME

The name of this organization shall be Mountain Amateur Radio Club (also known as “MARC”), a non-profit organization.

ARTICLE II - OFFICE

The office and business address of this organization shall be the home or business address of the President or any other designated address.

ARTICLE III - AIMS AND PURPOSES

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections 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 herein. No substantial part of the activities of the organization 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 organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, 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.

In furtherance of the above, the organization shall:

1. Assist in the area of communications as may be requested by local law enforcement agencies, search and rescue organizations, or other civic organizations (within the scope of FCC Rules and Regulations).

2. Train members in proper communications procedures and functions in accordance with FCC Rules and Regulations.

ARTICLE IV - MEMBERSHIP

1. General membership shall be open to any person having an interest in amateur radio, whether holding an Amateur Radio License or not.

2. Family memberships are available at no additional cost to licensed spouses and licensed children residing at the same address as a dues-paying licensed member. Such family member shall enjoy all privileges of membership except separate mailing of newsletters, notices, etc.

3. Any violation of the law, privileges of membership, or FCC regulations in the use of communications and/or associated equipment, shall be brought to the attention of the membership. If it is determined that a violation has been purposely committed, the violator may be expelled from membership by a majority vote of the members present and in good standing at any regular or special meeting of the organization. Thirty (30) days notice of such a meeting shall be issued to all members.

4. Voting for all club matters, including but not limited to, directors, officers, By-Law amendments, and dissolution, shall be limited to MARC members in good standing.

ARTICLE V - MEETINGS

The organization shall hold regular meetings on the third (3rd) Wednesday of each month, unless changed by the Board of Directors. An annual meeting shall be held during each regular September meeting. Advance notice of the annual meeting shall be provided to the members one month before the meeting. Notice may be provided in person at the August meeting, via a Group.io posting, by email to the members, during a regular MARC radio net, or by any other appropriate method. The time and place of each meeting will be designated by and approved by the Board of Directors. Special meetings may be called by the President or his designate, whenever necessary.

ARTICLE VI - DUES

1. Annual dues shall be determined at the annual meeting held in September of each year, and will be paid no later than the following January 1st. Membership will be automatically terminated for those who have not paid by that time. Individuals joining after January will pay dues prorated to carry them through the end of the year.

2. The dues of a new ham whose test was administered by MARC Volunteer Examiners shall be waived for the balance of the first year of membership.

ART VII - MANAGEMENT

Management of the organization shall be entrusted to the elected officers.

ARTICLE VIII - OFFICERS AND BOARD OF DIRECTORS

A. OFFICERS:

1. Officers of this organization shall be President, Vice-President, Secretary and Treasurer, all elected for a term of one (1) year. All officers shall hold a valid Amateur Radio License.

2. All officers shall begin their official duties upon being elected at an annual meeting and serve for a period of one (1) year.

B. BOARD OF DIRECTORS:

1. The Board of Directors shall consist of the four (4) elected officers and two (2) elected directors, plus the immediate past president. All Directors shall hold a valid Amateur Radio License.

2. One Director shall be elected at each annual meeting to serve for a term of two (2) years, the two elected Directors having staggered terms. All directors shall begin their official duties upon being elected at an annual meeting.

C. DUTIES OF THE OFFICERS

1. The President shall preside at all meetings of the organization, appoint all standing and special committees, and sign all official correspondence and documents.

2. Vice-President: The Vice-president shall take over the duties of the President in the event of the President being unable to fulfill the obligations of the office, temporarily or otherwise, and perform any other obligations assigned by the President.

3. Secretary: The Secretary shall keep minutes of all meetings and historical data of the organization, notify members of organization activities, and perform any other obligations assigned by the President.

4. Treasurer: The Treasurer shall receive and disburse organization funds as authorized by the Board of Directors. Such funds are to be deposited in a bank or depository as approved by the Board of Directors. The Treasurer is not authorized to expend funds in excess of \$100.00 per month, without prior approval of the Board of Directors, and shall be accountable for these and all organization expenditures at all regular monthly meetings.

D. ELECTION OF OFFICERS AND DIRECTORS

1. Election of officers and directors shall be held at the annual September meeting each year.

2. Nominations shall be opened at the August meeting each year.

3. Nominations shall be made from the floor for all officers and board members in the following sequence: President, Vice-President, Secretary and Treasurer, for one (1) year, and one (1) Director for two (2) years.

4. Voting at the annual meeting for each office shall be completed prior to closing of nominations for the next succeeding office.

5. Each officer shall be elected by a majority of the votes cast by members in good standing, either in person or by proxy.

ARTICLE IX – ORGANIZATION DOCUMENTS

1. The organization shall maintain organization records and meeting minutes.

2. The organization's tax filings, including the exempt application and annual returns, shall be available for public inspection and copying.

3. The organization shall keep at its principal office:

a. Minutes of all meetings of directors, committees of the Board of Directors, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

c. A record of the organization's members indicating their names and addresses and, if applicable, the termination date of any membership; and

d. A copy of the organization's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members at all reasonable times.

ARTICLE X - EQUIPMENT

1. Any equipment acquired by the organization through gift or purchase[[,]] shall not be disposed of without the approval of the majority of the Board of Directors.

2. Except as set forth in ARTICLE XV, members shall have first priority on acquiring any equipment or property owned by the organization that is being disposed of.

XI - INTERPRETATIONS

Any questions as to the meaning or construction of any part of these By-Laws shall be directed to Board of Directors who will determine the answer to said questions.

ARTICLE XII - AMENDMENTS

Amendments to these By-Laws and Constitution may be proposed in writing at any regular meeting for consideration and discussion. The proposed amendment or amendments will then be voted on at the next regularly scheduled meeting, subject to approval by a two-thirds (2/3rds) votes cast by members in good standing .

ARTICLE XIII - EMPLOYEES

There shall be no salaried or otherwise compensated employees of this organization. This shall not preclude reimbursement of expenses reasonably incurred by any person carrying out such duties and responsibilities properly authorized by the Board of Directors.

ARTICLE XIV - APPLICABLE STATUTES

Where this Constitution or its By-Laws conflict in any way with, or fail to cover matters prescribed by, the General Nonprofit Corporation Law, the Revenue and Taxation Code, or other provisions of the Laws of the State of Colorado, those laws shall govern and these documents shall be deemed automatically amended to conform with it.

ARTICLE XV - DISSOLUTION

1. For the Mountain Amateur Radio Club to be officially dissolved, for any reason, an affirmative vote by two-thirds (2/3rds) of the members in good standing shall be required.

2. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

3. The decision as to the method of disposal of club assets, whether cash, equipment, or other property, shall be by the Board of Directors after consultation with the members.

ARTICLE XVI - MISCELLANEOUS

The foregoing Amended and Restated Constitution and By-Laws were adopted by at least a two-thirds (2/3rds) majority vote of the members in good standing attending the regular meeting held on the 21st day of June, 2023, and supersedes any previously written Constitution and By-Laws.

President

Vice-President

Secretary

Treasurer

Amended and Restated June 21,2023