

**By-Laws**  
**of the**  
**Active Amateurs Radio Group of South Carolina**

**Purpose**

**(i) Purpose**

The purpose of this club/corporation is to promote and encourage technical, scientific, and artistic skills through individual projects, social collaboration, and education. Also in the context of these purposes, the corporation shall engage in scientific, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

- (a). Through radio nets, talks, classes, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring in a safe, clean space.
- (b). Provide educational depository for teaching practical skills and theory of technology, science, and radio art.
- (c). Provide work space, storage, and other resources for projects related to radio art, science, and technology that will benefit the individual members' personal growth in their fields of interest, encouraging the individual members to share their projects and knowledge for the betterment of society through radio art, science and technology.
- (d). To create, learn, and teach, individually and as a group, inviting members of the community in the Lowcountry area of South Carolina and the world.
- (e). Collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.
- (f). To foster, by all legal means, the common purposes of its participants.
- (g). To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

**(ii) Limitation on Activities**

The activities of the Corporation shall be performed in service to and with guidance of the community of participants. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

## **Article I – Membership Eligibility**

### **Section 1. Application**

Persons interested in amateur radio communications shall apply for membership by submitting an application to the Secretary.

### **Section 2. Election of Members**

Applications for membership shall be voted upon at the next regular meeting following receipt of the application.

### **Section 3. Initial Special Membership voting – only held once**

Initial/Start-up membership shall be voted upon by the Officers using a membership listing developed by the Officers.

## **Article II - Dues**

### **Section 1. Regular Dues**

Regular and recurring dues will not be part of this club's membership.

### **Section 2. Special Assessments**

The club, 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.

### **Section 3. Non-payment**

Non-payment of such dues or assessments shall be cause for expulsion from the club within the discretion of the membership.

## **Article III - Officers, Board Members, and Elections**

### **Section 1. Leadership Positions**

All Officers and Board Members serve voluntarily and receive no enumeration or compensation.

The leadership of this club shall consist of:

1. Executive Officers: President, Vice-President, Secretary, and Treasurer

2. At-Large Board Members: A minimum of one (1) and a maximum of five (5) members
3. Senior Technical Evangelist

## **Section 2. Elections**

Elections for all leadership positions shall be held annually in January and must be completed before February 1st. Leaders shall be elected by ballot of the members present, provided there be a quorum, at the January meeting.

## **Section 3. Term of Office**

All elected leaders shall serve for a term of one year, beginning February 1st following their election.

## **Section 4. Term Limits**

An individual may hold the same position indefinitely if so voted by membership. An individual may not hold more than one leadership position during the same term.

## **Section 5. Eligibility of Leadership**

To hold any leadership position, an individual must be a member in good standing for at least one year and hold a valid Amateur Radio license.

## **Section 6. Vacancies**

Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation. In the case of At-Large Board Member vacancies, the Board may choose to leave the position unfilled if there are at least one (1) At-Large Board Member remaining.

## **Section 7. Resignation**

Any leader may resign their position in writing at which time all records and assets of the club will be turned over to the President or Vice President.

## **Section 8. Removal of Leaders**

Any leader may be removed from office for cause, upon written petition of six (6) or more members presented to the President or Vice President. After investigation, the petition will be presented to the membership at the next regular meeting of the club and voted on by the membership. Removal of a leader requires a three-fourths vote of the full membership.

## **Section 9. Initial Special Election – only held once**

As the originating board members were self-appointed, after the club membership rolls have in excess of 100 members, there will be within 60 days, an official election for the members of the board and the board members at large. The original board members may all run for their existing offices. All term limits apply and elections will be held in January at their regular time, even if the Special Election was enacted.

## **Article IV - Duties of Officers, Board Members, and Senior Technical Evangelist**

### **Section 1. President**

The President shall:

1. Preside at all meetings and conduct them according to the rules adopted
2. Enforce due observance of this Constitution and By-Laws
3. Decide all questions of order
4. Sign all official documents adopted by the club
5. Perform all other duties pertaining to the office of President

### **Section 2. Vice President**

The Vice-President shall:

1. Assume all the duties of the President in his/her absence
2. Organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club
3. Maintain close liaison with the local ARRL's local ARES<sup>®</sup> Emergency Coordinator to further club participation in the Amateur Radio Emergency Service<sup>®</sup>

### **Section 3. Secretary**

The Secretary shall:

1. Keep a record of the proceedings of all meetings
2. Keep a roll of members
3. Submit membership applications
4. Carry on all correspondence
5. Read communications at each meeting
6. Mail written meeting notices to each member
7. At the expiration of his/her term, turn over all items belonging to the club to his/her successor

### **Section 4. Treasurer**

The Treasurer shall:

1. Be the receiver and provide record for all monies paid to the club.
2. Keep an accurate account of all monies received and expended.
3. Pay no bills without proper authorization by the club or its officers constituting a business committee.
4. At the end of each quarter, submit an itemized statement of disbursements and receipts
5. At the end of his/her term, turn over everything in his/her possession belonging to the club to his/her successor.
6. Establish and adhere to a two-person (officer) security process for handling of club petty cash and any club bank accounts.
7. File appropriate yearly tax returns with the State if required and the yearly 990-N with the IRS.

8. File appropriate form 33-31-502 with the State Secretary, form SC8822B with State Dept. of Revenue and form 8822-B with the IRS when the Registered Agent or address changes for the AARG.

### **Section 5. At-Large Board Members**

At-Large Board Members shall:

1. Participate in board meetings
2. Contribute to the decision-making process
3. Take on special projects or responsibilities as assigned by the President or agreed upon by the Board

### **Section 6. Senior Technical Evangelist**

The Senior Technical Evangelist shall:

1. Promote technical aspects of amateur radio within the club and to the wider community
2. Organize and lead technical workshops and training sessions
3. Stay informed about technological advancements in amateur radio and share this knowledge with club members
4. Assist in troubleshooting technical issues for club members
5. Collaborate with the Vice President on technical aspects of club activities and contests

## **Article V - Meetings**

### **Section 1. Regular Meetings**

Regular, or General Meetings, shall be held on 3rd Thursday of each month. The board may see fit to adjust this day, based on its discretion. At least one meeting a month shall be deemed a "General Meeting" for membership. The Board may decide what type of meeting venue is used. Whether it be a Zoom meeting or an in-person meeting.

### **Section 2. Board meeting or Special Meetings**

Regular Board meetings shall be held at least once per calendar quarter. Board members shall decide when this meeting takes place based on a majority of Board Members votes. Special meetings may be called by the President upon the written request of any five club members, or by the President at any time deemed necessary by the board members.

### **Section 3. Quorum At meetings**

A minimum of 15% of the membership shall constitute a quorum for the transaction of business.

## **Article VI - Club Call Sign**

### **Section 1. Trustee Eligibility**

The trustee of the club call sign shall:

1. Be a member of the club in good standing
2. Meet FCC requirements
3. Not have had their Radio Amateur license revoked or sanctioned at any time

## **Article VII - Committees**

### **Potential Standing committees and their responsibilities:**

1. Technical Committee (equipment maintenance, station setup)
  - o This committee will have as its chairman, the Sr. Technical Evangelist
2. Education Committee (training new hams, license classes)
3. Events Committee (field day, contests, social events)
4. Emergency Communications Committee (ARES/RACES coordination)

## **Article VIII - Dissolution of The Club**

### **Section 1. Termination of Operations**

In the event that the Board of Directors votes that the Club should be dissolved, the motion for dissolution must receive more than two-thirds vote of the full membership to pass.

### **Section 2. Disposition of Assets**

The Board of Directors shall handle the disbursement of all assets.

This club's/corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the club/corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the club/corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the club/corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501 (c)(3).

## **Article IX - Conflict of Interest Policy**

### **Section 1. Purpose**

The purpose of this conflict of interest policy is to protect the interests of the Active Amateurs Radio Group of South Carolina (the "Club") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or

key volunteer of the Club. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit organizations.

## **Section 2. Definitions**

Interested Person: Any director, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

1. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Club has a transaction or arrangement
  - b. A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement
2. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

## **Section 3. Procedures**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of their financial interest and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
  - a. An interested person may make a presentation at the board or committee meeting, but after such presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest
  - b. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement
  - c. After exercising due diligence, the board or committee shall determine whether the Club can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest
  - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest and for its own benefit and whether the transaction is fair and reasonable to the Club and shall make its decision as to whether to

enter into the transaction or arrangement in conformity with such determination.

#### **Section 4. Violations of the Conflict-of-Interest Policy**

1. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 5. Records of Proceedings**

The minutes of the board and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **Section 6. Annual Statements**

Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement which affirms that such person:

1. Has received a copy of the conflict of interest policy
2. Has read and understands the policy
3. Has agreed to comply with the policy
4. Understands that the Club is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

#### **Section 7. Periodic Reviews**

To ensure that the Club operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction



### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article X - Amendments**

The By-Laws may be amended by unanimous vote of the Officers. If a unanimous vote is not achieved, then amendments to these By-Laws shall follow the procedure outlined in Article VIII of the Constitution.

## **Article XI - Fiscal Year and Budget Process**

### **Section 1. Fiscal Year**

The Group's fiscal year shall run from January 1 through Dec 31 each year. Annual Budgets will be created by the Treasurer no later than December 15th of each year, and submitted to the Executive Officers for approval.

### **Section 2. Expenditures**

All expenditures outside of the annual budget will be submitted to membership for a vote. Majority vote will approve the expenditure.

### **Section 3. Cash on Hand**

Cash on hand shall be maintained by the treasurer and Vice President.

## **Article XII - Electronic Meetings and Voting**

In today's digital age, meetings and voting can be conducted electronically without the need for members to meet face to face and eliminating the need for a meeting venue. Zoom will be the preferred meeting forum, and meetings will be scheduled by the Board. Any member can request a meeting via the board for approval.

## **Article XIII - Affiliations**

Once affiliations are established this section will be populated. Once the club is affiliated with organizations like ARRL, these relationships and any associated responsibilities will be specified.

## **Article XIV - Code of Conduct**

### **Section 1. Purpose**

The purpose of this Code of Conduct is to establish clear expectations for all members of the Active Amateurs Radio Group of South Carolina to ensure a welcoming, safe, and productive environment that advances our mission of promoting amateur radio in the community.

### **Section 2. General Conduct**

Members shall:

1. Conduct themselves in a professional and courteous manner in all club activities, both in-person and virtual
2. Respect all federal, state, and local laws and regulations
3. Support the club's mission of education, mentorship, and advancement of amateur radio
4. Maintain the highest standards of decorum and mutual respect in all club communications
5. Refrain from any form of harassment, discrimination, or hostile behavior
6. Protect the reputation of amateur radio and the club in all public interactions

### **Section 3. On-Air Conduct**

Members shall:

1. Strictly adhere to FCC regulations and operating procedures
2. Use clear station identification as required by FCC rules
3. Give priority to emergency communications
4. Avoid interference with other operators and ongoing communications
5. Use minimum power necessary for effective communication
6. Maintain clean, well-modulated signals
7. Avoid inappropriate language or subject matter
8. Be courteous to all operators, regardless of experience level
9. Assist other operators when needed
10. Monitor designated frequencies during emergencies or public service events

### **Section 4. Meeting and Event Conduct**

Members shall:

1. Arrive on time and be prepared for meetings and events
2. Follow established meeting procedures and Robert's Rules of Order
3. Allow others to speak without interruption
4. Keep comments relevant to the topic under discussion
5. Support new members and guests by being welcoming and helpful
6. Participate constructively in club activities and discussions
7. Respect the authority of meeting chairs and event coordinators
8. Assist in setup and cleanup of club events when possible

## **Section 5. Use of Club Resources**

Members shall:

1. Use club equipment and facilities only for their intended purposes
2. Handle club property with care and report any damage promptly
3. Return borrowed equipment in the same condition as received
4. Follow established procedures for reserving and using club resources
5. Not use club resources for personal financial gain
6. Maintain security of club assets, including passwords and access codes
7. Not share club membership information without authorization
8. Use club communication channels only for club-related purposes

## **Section 6. Digital and Social Media Conduct**

Members shall:

1. Maintain professional communication standards on all club digital platforms
2. Protect the privacy of other members
3. Not share sensitive club information on public platforms
4. Use club email lists and social media only for club-related purposes
5. Exercise good judgment when posting club-related content online
6. Respect copyright and intellectual property rights

## **Section 7. Emergency Communications**

Members shall:

1. Follow established emergency protocols
2. Maintain readiness for emergency operations
3. Participate in emergency preparedness training when possible
4. Support ARES/RACES activities as needed
5. Follow the direction of emergency net control operators
6. Provide accurate and timely information during emergencies

## **Section 8. Enforcement**

1. Violations of this Code of Conduct shall be reported to any club officer
2. The Board shall investigate reported violations
3. Disciplinary actions may include:
  - o Verbal warning
  - o Written warning
  - o Suspension of membership privileges
  - o Termination of membership
4. Members subject to disciplinary action have the right to appeal to the full membership
5. Appeals must be submitted in writing within 30 days of disciplinary action
6. Resolution of appeals requires a two-thirds vote of members present at a regular meeting

## **Section 9. Amendments**

This Code of Conduct may be amended following the procedure outlined in Article X of the By-Laws.

RECEIVED AS ACCEPTED BY THE SECRETARY 11/01/2024

Glenn Gianino – Secretary \_\_\_\_ON FILE \_\_\_\_\_

Howard Germroth – President \_\_\_\_ON FILE \_\_\_\_\_

*[\\* Signatures on file with the Secretary](#)*