

CONSTITUTION OF THE Thunderbird Amateur Radio Club (TBARC)

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Article I. NAME AND PURPOSE

Section 1.01 This Organization shall be known as “Thunderbird Amateur Radio Club” (TBARC).

Section 1.02 The purpose of this Organization shall be:

- (a) To provide emergency and public service communications when and where needed
- (b) To further the interest of Amateur Radio in the community and promote good fellowship among all radio/electronics minded People.
- (c) To drive the pleasure and benefits into the community from the association of people with mutual interests in amateur radio, electronics and radio communications.
- (d) To provide educational services in Radio, Electronics and Sciences by mentoring and conducting or sponsoring courses of instruction for the general public.

Section 1.03 The corporation is organized and operated as a Public Charity exclusively for these purposes within the meaning of section 50.c(3) of the Internal Revenue Code

Article II. MEMBERSHIP

Section 2.01 The membership of this Organization shall consist of anyone who has a bona fide interest in amateur radio and who has paid any required membership dues.

Article III. BOARD

Section 3.01 Officers of this Organization shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors shall consist of the Officers, Directors, Club License Trustee and the immediate past President, and shall serve without compensation.

- (a) Directors shall be elected with a simple majority of the members in attendance at the November general meeting of the membership each year. A plurality of the voting membership present in the meeting shall constitute a quorum and determine the outcome.

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- (b) Newly elected directors shall take office on January 1st.
- (c) Director terms shall end on December 31st of their final year of their term.
- (d) The voting members of the board shall be composed of the Club License Trustee, past president and the duly elected officers and directors (Minimum of 10).
- (e) The President, Vice-President, Secretary, and Treasurer shall be elected for an Officer term of one year beginning January 1st.
- (f) Officer terms shall end on December 31st or when replaced by a newly elected officer, whichever is later.
- (g) The Incoming Officers shall be elected at a special Board Meeting prior to January Board of Directors meeting, or the first meeting of the year for the incoming Board of Directors.
- (h) The incoming board may not convene for normal business until all officer positions have been filled. The only exception is to convene to approve the appointees for vacant director seats.
- (i) Officers shall be elected by a simple majority of the incoming Board of Directors.
- (j) A minimum of eight (8) Directors shall be elected by the membership at the annual election meeting for a term of two years.
- (k) Should more than fifty percent of the director positions be vacant, the top vote getters shall fill fifty percent of the total director seats and receive two-year terms. Remaining open director seats shall be filled with one-year terms.
- (l) The number of directors elected to the board may be expanded.
 - (i) At the time of nominations and election, the Directors may be expanded in increments of two (2) Directors for every 250 members. The decision must be approved by a two-third (2/3) majority of the general membership present at a general meeting and must be prior to the beginning of the nomination process.
 - (ii) As part of the nomination and election process, half of the newly added Director positions shall be limited to a one-year term for the

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first election cycle. Subsequent election cycles, all director terms shall be for two years.

- (iii) Should the membership levels decrease below the minimum required levels for three (3) years out of five (5) five nomination cycles, the Director count must be decreased in increments of two (2) Directors until the number of Directors is compliant with the paragraph above and shall not decrease below the minimum number of four (4) Directors.
- (iv) As part of the nomination and election process, half of the deprecated Director positions shall be eliminated from the current year's nomination cycle and the remaining deprecated Director positions removed from the following year's nomination cycle.
- (v) The decrease in the number of Directors shall not terminate any Director position early and all directors shall complete their elected term.
- (m) The Club License Trustee shall have the responsibility for the FCC Amateur Radio License for the club and will be a voting member of the Board of Directors.
- (n) The Immediate Past President shall be a voting member of the Board of Directors until replaced by a President stepping down.

Section 3.02 Vacated Officer and Director Positions

- (a) Any Officer may be removed from office by a three-fourths (3/4) vote of the active members present at a general or special meeting, provided 30 days written notice has been given to all members.
- (b) Any Officer or Director may resign if, in their opinion, they are unable to satisfy the needs of the office.
- (c) Officer and Director positions may be vacated by a two-thirds (2/3) majority vote of the board for Officers and Directors suffering from a debilitating illness or death.
- (d) Vacated Officer and Director positions shall be filled by an appointment from the President and approval of the board within 60 days of the seat being vacated. The appointment shall be for the balance of the term for the vacated position. Should the office of President be vacated, the appointment will be made by the

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remaining officers of Vice-President, Treasurer or Secretary. If no Officers are available, the board of directors may appoint and approve replacements for vacated positions.

- (e) At the expiration of the 60-day period, the board may not convene for normal business until all vacancies have been filled. The only exception is to convene to approve the appointees for the vacancies.

Article IV. INDEMNIFICATION

Section 4.01 The property of the members, officers, employees, and agents of the Organization shall be forever exempt from all debts and obligations of the Organization whatsoever. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

Section 4.02 Indebtedness and/or liability of the Corporation shall be limited to the physical assets of the Corporation.

Section 4.03 No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, trustee, 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions 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 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 corresponding section of any future Federal Tax Code.

Article V. Dissolution

Section 5.01 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

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 assets not so disposed of shall be disposed of by the Court of Common Place, in the County of Maricopa, State of Arizona.

Article VI. AMENDMENTS

Section 6.01 A. This Constitution has been drawn in order that membership shall have control of the Organization's affairs through their duly elected officers and represented by their duly elected Directors. Proposals for amendments shall be submitted in writing at a General meeting and voted on at the next following General meeting, provided that all members have been notified at the prior general meeting of the intent to amend the Constitution at said meeting. This Constitution may be amended by two-thirds majority vote of the active members present at the designated general meeting.

Article VII. Approval and Activation

Section 7.01 This Constitution was approved by the board and general membership in accordance with the current Constitution and Bylaws. As documented in the Minutes from the meeting of the Board of Directors held on the ninth day, of the month of December, in the year of two-thousand, twenty-two (December 09, 2022). The Officers attest that the general membership approved this Constitution in the general meeting held on the seventeenth day, of the month of November, in the year of two-thousand, twenty-two (November 17, 2022).

Section 7.02 By approval of the general membership, this version of the constitution shall replace all current and prior versions of the constitution and be the active Constitution of the Thunderbird Amateur Radio Club beginning on the first day of the month of January in the year two-thousand, twenty-three (January 1, 2023).