

CONSTITUTION OF THE SIOUX EMPIRE AMATEUR RADIO CLUB, INC.

As Amended June 12, 2025

PREAMBLE

This revised version of the Constitution shall supersede all others prior to this date.

It shall be our purpose to foster and promote interest in amateur radio, fellowship and operating efficiency, provide licensing information and mentoring and to assist radio amateurs in the Sioux Empire area in maintaining reliable communications.

The Membership shall be open to all who seek to further their interest in the arts of radio communication. There shall be no discrimination as to race, creed, sex, age, or marital status.

ARTICLE I – MEMBERSHIP

Individuals possessing a valid and current amateur radio license are eligible to become Full Members of the Club upon payment of dues. Full Membership entitles an individual to all rights, benefits, and privileges of the Club, including, but not limited to, voting on all matters and serving as an officer, director, or committee member.

Any licensed amateur in the immediate family of the Primary Full Member of the Club is also eligible to become a Full Member of the Club upon payment of family member dues.

Individuals who do not possess a valid and current amateur radio license are eligible to become Associate Members of the Club upon payment of associate member dues.

Associate Membership entitles an individual to all the rights, benefits, and privileges of the Club, except the right to vote on all matters, hold an office, or serve as a committee head in the Club.

ARTICLE II – OFFICERS

The officers of the Club shall be the President, Vice President, Secretary, and Treasurer. They shall be elected by majority vote of the Membership of the Club at the first meeting in January of each year.

The President shall preside at all meetings of the Club and the Board of Directors and shall report periodically to the Club Membership regarding the progress and standing of the Club regarding current official acts.

The Vice President will assist the President in the work of the office. In the absence of the President or their inability to serve, the Vice President shall preside at all meetings and perform all duties otherwise performed by the President.

The Secretary shall keep a record of all membership meetings and of all Board of Director meetings. The Secretary shall carry on the official correspondence of the Club, except as the Board of Directors may direct otherwise. The Secretary shall control and maintain club official and legal documents and perform such other duties as the Board of Directors may require.

The Treasurer shall receive monies of the Club. The Treasurer shall deposit all money in the name of the Club in a bank or banks selected by the Board of Directors, and money deposited shall be withdrawn only by check signed by the Treasurer, or other authorized person on the account. The Treasurer shall prepare and sign checks for such purposes as are required by the Constitution or are authorized by the Membership or the Board of Directors. At the direction of the President or the Board of Directors, the Treasurer may be called upon for a financial report at any time. The Treasurer shall prepare a certified list of all paid-up members in full, as of the first regular Club meeting in January, eligible to be candidates for election, and to vote in the election process.

ARTICLE III – BOARD OF DIRECTORS

The Board of Directors shall, at a minimum, consist of the President, Vice President, Secretary, Treasurer and other elected Directors. Each Director shall serve a term of two years. Two Directors shall be elected at the first meeting in January to succeed those whose terms are expiring at that time. Installation shall be immediate.

The Board of Directors shall be the governing body of the Club, except when meetings of the Club are in session. All matters affecting the policies, aims, and means of accomplishing the purpose of the Club not specifically provided for in this Constitution or by action of the Membership at a regular or special meeting shall be decided by the Board of Directors. The Board shall meet at the call of the President or any Officer or a majority of the of the Board. A report on all actions taken by the Board shall be made to the Membership at the next meeting. A majority of the members of the Board of Directors shall be required for a quorum.

Reports by the Board of Directors may include a majority and a minority statement. A tally vote shall be given to the Club on all matters decided by the Board.

Any decision of the Board may be overridden by a two-thirds majority of the Membership present at the first meeting following the decision. No Board member may participate in this action.

At the end of the Club's fiscal year, the Board of Directors shall prepare a report showing the achievements of the Club for that year and shall make recommendations for the following year.

ARTICLE IV – NOMINATIONS AND ELECTIONS

To be eligible to be a candidate for an Officer or Director, or to vote in the election process, the individual must be a paid-up Member in Full of the Club.

Nominations for candidates will be taken as the first order of new business. Nominations will be received from the floor.

At the close of nominations, the Secretary will distribute a paper ballot for those offices where two or more nominations were made. A secret vote will take place and the Secretary will collect all ballots. Additionally, members participating in the meeting by electronic means may cast their votes by email or other messaging as approved by the then current Board of Directors. Optionally, absentee ballots may be made available to the membership if Board approved and circumstances permit.

In the event only one candidate is nominated for an office, the candidate will be confirmed by the membership.

The Secretary shall keep a written tally, available to the Membership, during the ballot counting. Any candidate shall have the right to have an observer of their choosing, observe the ballots and the counting process.

The election of Officers and Directors for the Club's new fiscal year shall be at the first Club meeting in January, which is the beginning of the Club's fiscal year.

ARTICLE V – VACANCIES

Vacancies occurring between elections must be filled by special elections. At the first meeting following the vacancy, withdrawal, or resignation, nominations shall be taken, with the election by majority vote of attending members. Installation shall be immediate.

ARTICLE VI – REMOVAL

Officers or Directors may be removed from office by three-quarters majority vote of the total voting membership present at a club meeting.

ARTICLE VII – ABSENTEE OR PROXY VOTES

See Article IV

ARTICLE VIII – QUORUM

At Club meetings, a minimum of ten voting Members and one Officer shall constitute a quorum for the transaction of business.

ARTICLE IX – AMENDMENTS

This Constitution or amendments may be amended at a Club Meeting by a two-thirds majority vote of the total voting membership present of at least a Quorum.

ARTICLE X – RULES

Robert's Rules of Order in its most current edition shall generally guide all Club proceedings. The President may appoint a Parliamentarian to interpret such rules as they apply to the proceedings.

While Robert's Rules of Order has been the longstanding guideline for Club proceedings, the President or leader of the meeting may conduct the meeting in a manner he or she deems appropriate to the meeting circumstances and topics being discussed or debated.

ARTICLE XI – MEMBERSHIP FEES

The fees or dues shall be fixed at the beginning of the Club fiscal year. If the need for additional funds becomes necessary, a special levy may be made, with the approval of the Membership by a 2/3 majority of the members present if quorum requirements have been satisfied. Other methods may be used to raise funds.

ARTICLE XII – MEETINGS

The time and place of the Club meetings shall be determined by the Club Officers and Board of Directors.

ARTICLE XIII – SPECIAL COMMITTEES

Special committees may be appointed by the President for any and all situations. The President may appoint and may be a member of all committees of the Club.

ARTICLE XIV – CLUB FUNDS

ACCOUNTING

Members shall have the right to a full and clear accounting of all Club funds at all levels. Such accounting shall include, but not be limited to, periodic reports to the Membership by the appropriate fiscal Officers and periodic audit by Officers (Auditing Committee) elected for that purpose, or by independent auditors not otherwise connected with the Club.

An audit will be performed with the approval of the membership. Upon a majority vote of the present voting members at any Club meeting, an Auditing Committee shall be convened. The Auditing Committee, consisting of two Full Members at large, shall audit the books of the Treasurer and shall present a written statement of their findings to the Club. Members of the Committee shall be appointed by the President.

Upon the dissolution of the Club, 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.

Within governmental regulations, preference on distributions should be given to qualifying South Dakota ham radio related 501 (c)(3) organizations or alternatively qualifying organizations such as the ARRL.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the Club 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 Club 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 the 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 the corresponding section of any future federal tax code