

# Johnson Space Center Amateur Radio Club, Inc.

## Constitution

### Article I

#### Name, Offices and Purpose

##### **Name**

- 1.1 The name of this organization shall be the **Johnson Space Center Amateur Radio Club (JSCARC;** hereinafter referred to as the Club)

##### **Principle Office**

- 1.2 The principal office of the Club in the State of Texas shall be in the City of Houston, County of Harris, specifically at Johnson Space Center (JSC), in B207A, the Gilruth Center Auxiliary Building, 2101 NASA Parkway, Houston, Texas 77058.

##### **Registered Office and Registered Agent**

- 1.3 The Club shall have and continuously maintain in the State of Texas a registered office, such place as may be determined by the Executive Board. This office may be identical with its principal office in the State of Texas. The Club shall also have and continuously maintain a registered agent who shall be appointed by the Executive Board. The registered agent's office shall be identical with the registered office of the Club.

##### **Mission Statement**

- 1.4 The Club is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

##### **Purpose:**

- 1.5 The Club's mission is to support JSC employees interested in Amateur Radio, promote Amateur Radio in human space operations in space, provide a licensed Club station, and assist public service and emergency communications.
- 1.6 Pursuant to the Club's mission, the primary purposes for which the corporation is organized are to provide a Club station and amateur radio equipment for Club members, support operational training for astronauts as needed and provide operational support to the Amateur Radio on the International Space Station (ARISS) when schools and other educational entities talk with astronauts over Amateur Radio, provide emergency backup radio communications for the International Space Station, and provide routine and emergency support for the JSC Emergency Operations Center (EOC).
- 1.7 Secondary purposes for which the corporation is organized are to lend radio and other communication assistance to Federal, State, and Municipal agencies in time of emergency including but not limited to times of impending storms and severe weather and to assist in disaster relief operations and other community functions; to lend radio and other communications assistance to nonprofit civic groups; to stimulate adherence to a generally accepted amateur radio code of ethics, both written and understood; to encourage compliance with existing Federal Communications Commission (FCC) rules; to promote and further the science of Amateur Radio; and to foster efficiency in the operation of Amateur Radio through Public Education.

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## Article II

### **Membership**

#### **Classes of Members**

2.1. The Club shall have five classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

##### **2.1.1. Regular Membership**

A Regular Member is a person who holds a valid FCC Amateur Radio operator's license and is:

- 1) employed by the Federal Government and assigned to JSC.
- 2) employed by a NASA contractor, is NASA-badged, and is performing work on a NASA contract in the Houston area.
- 3) was previously a Regular Member and who is now either retired from or is otherwise not currently employed by the Federal Government or a NASA contractor.

2.1.1.1. The Rights and Privileges of a Regular Member include:

- 1) the right to vote on any matter presented to the Club membership for consideration and approval.
- 2) the right to hold an elected Club Officer position.
- 3) receipt of Club notices, mailings, emails, and other distributed materials.
- 4) access to Club facilities and activities, both on and off-site.

2.1.1.2. Regular Members shall pay an annual membership fee.

##### **2.1.2. Family Membership**

A person in a Regular Member's immediate household, including a spouse or significant other, and children less than 25 years of age. A person in a Regular Member's immediate household who is otherwise qualified as a Regular Member may join the Club as a Regular Member or may elect to be registered as a Family Member. Family Members are not required to hold a valid FCC Amateur Radio operator's license. A Regular Member may register an unrestricted number of family members, subject to the definition of a Family Member. A Regular Member plus all registered Family Members form a group, and as such will enjoy only a single vote in all Club matters. Family Members shall not hold any elected Officer position.

2.1.2.1. The Rights and Privileges of a Family Member include:

- 1) Family members who are less than 18 years of age shall be accompanied by a parent or legal guardian when accessing Club facilities.
- 2) Receipt of Club notices, mailings, emails, and other distributed materials.
- 3) Family members who are NASA badged may engage in all Club activities on or off site.
- 4) Family members who are not NASA badged may engage in any Club activity not requiring JSC site access.

2.1.2.2. A Regular Member shall pay an annual group membership fee for themselves and their Family members.

##### **2.1.3. Student Membership**

A person who is a Pathways or Educational Student Intern at JSC. Student Members are not required to hold a valid FCC Amateur Radio operator's license. Student members are not allowed to vote on any matter presented to the Club. Student Members shall not hold any elected Officer position.

2.1.3.1. The Rights and Privileges of a Student Member include:

- 1) Student members who do not hold a valid Amateur Radio operator's license shall be accompanied by a Regular Member when accessing Club facilities.
- 2) Student members who hold a valid Amateur Radio operator's license are less than 18 years of age shall be accompanied by a parent or legal guardian when accessing Club facilities.
- 3) receipt of Club notices, mailings, emails, and other distributed materials
- 4) access to Club facilities (with aforementioned restrictions) and activities on or off-site.

2.1.3.2. Student Members shall pay a membership fee per Co-Op or Intern tour.

#### 2.1.4. **Supporting Membership**

A person or business who wishes to support the JSCARC in some fashion, but who is not normally a participant in Club activities. By pre-arrangement, Supporting Members may access Club facilities and activities not requiring JSC site access and shall be accompanied by a Regular Member during such access.

2.1.4.1. The Rights and Privileges of a Supporting Member include receipt of Club notices, mailings, emails and other distributed materials.

2.1.4.2. Supporting members are not allowed to vote on any matter presented to the Club.

2.1.4.3. Supporting Members shall not hold any elected Officer position.

#### 2.1.5. **Associate Membership**

Current Associate members will be allowed to remain under grandfathering. If a grandfathered Associate member terminates their membership, they will not be re-accepted as a member.

#### 2.1.6 **Special Exception Membership**

A Special Exception Member is a person who holds a valid FCC Amateur Radio operator's license and is an individual that has special capabilities that directly aligns with the Club's purpose.

2.1.6.1 Must be reviewed by the executive board members for consideration into the Club's membership.

2.1.6.2 Special Exception Members (who are not NASA badged) may engage in any Club activities not requiring JSC site access.

2.1.6.3 Special Exception Members are not allowed to vote on any matter presented to the Club.

2.1.6.4 Special Exception Members shall not hold any elected Officer position.

2.1.6.5 Special Exception Members shall pay an annual membership.

#### **Termination of Membership**

2.2 The Executive Board, by affirmative vote of two-thirds of all the executive board members, may, after an appropriate hearing, recommend suspension or expulsion of a member for cause.

#### **Resignation**

2.3 Any member may withdraw from the Club at any time by filing a written resignation with the Secretary of the Club. No dues paid in advance will be refunded to members relinquishing their membership. Such members may be re-admitted to the Club in the same manner as a new applicant.

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### **Reinstatement**

- 2.4 Upon written request, signed by a Regular or Grandfathered Associate member and filed with the Secretary, the Executive Board may, by affirmative vote of two-thirds of the Executive Board members, reinstate a former membership on such terms as the Executive Board may deem appropriate.

### **Transfer of Membership**

- 2.5 Membership in this Club is neither transferable nor assignable.

### **Annual Dues**

- 2.6 The Executive Board, by majority vote, shall recommend all annual dues. The membership shall be notified of the action of the Executive Board with respect to dues at any regular or special meeting or in writing and the membership shall, by majority vote, approve or disapprove the recommendation of the Executive Board in an election held in the manner and time prescribed by the President or the corporation.

### **Payment of Dues**

- 2.7 Dues shall be payable in advance of the first day of October 1.

### **Default and Termination of Membership**

- 2.8 When any member shall be in default in the payment of dues for a period of two months from the beginning of the fiscal year or period for which such dues become payable, their membership shall automatically be terminated.

## **Article III**

### **Officers, Appointees, the Executive Board, and Elections**

#### **Officers**

- 3.1. The Club shall have three elected Officer positions. The Officer positions shall be President, Vice-President, and Treasurer. Only Regular Members may be elected to these offices. Officers shall be elected for a term of 2 years. No member shall be elected to the same office for more than 2 consecutive terms. All officers shall relinquish all Club records, files, minutes, etcetera, in an orderly state to their successor. The responsibilities and duties for each position are as follows:

#### **3.1.1. President**

- 1) acts as the chief executive officer of the Club
- 2) exercises final authority and responsibility for the Club
- 3) sets the annual budget for the Club
- 4) represents the JSCARC at all formal or official Club activities
- 5) presides at all Club meetings and official Club functions
- 6) sets the agenda for all meetings at which the President presides
- 7) calls special meetings as required
- 8) chairs the Executive Board
- 9) selects individuals for Club appointed positions
- 10) appoints chairpersons and may appoint other positions for ad hoc committees

#### **3.1.2. Vice-President**

- 1) assumes the duties of the President in the case of the President's absence, termination, or inability to perform the duties of the President's office
- 2) exercises powers and duties as may otherwise be assigned by the President of the Club
- 3) organizes Club activities and is responsible for coordinating programs for Club meetings
- 4) plans and recommends contests for operating benefits, and advances Club interest and activity as approved by the Club membership

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### 3.1.3. **Treasurer**

- 1) collects and records payment of dues and other fees payable to the JSCARC
- 2) makes necessary disbursements upon authorization
- 3) establishes and maintains special fund accounts as required
- 4) maintains current membership records
- 5) makes oral reports at JSCARC meetings and presents written financial statements for inclusion in the meeting minutes

3.2. Any or all officers may be removed on motion, duly seconded, voted on, and passed by a four-fifths majority of the Regular Members subsequent regular meeting voting at a regular or special meeting with four-fifths of the Regular Members voting in attendance. If one or two officers are removed, the remaining officer is responsible for managing the nomination and election process to fill the vacant position(s). If all officers are removed, the JSCARC station trustee is responsible for managing the nomination and election process to fill the vacant positions, even if the JSCARC station trustee is one of the removed officers.

### **Appointed Positions**

3.3. The President shall appoint members to the following positions. The President will appoint members to other positions as necessary. Appointed positions include:

- 1) Secretary
- 2) Station Trustee (must be Regular Member)
- 3) Property Custodian – civil servant or current contractor
- 4) QSL Manager
- 5) Equipment/Station Manager (must be Regular Member)
- 6) JSC Emergency Operation Center (EOC) Coordinator
- 7) Repeater/digipeater custodian – civil servant or current contractor

3.3.1. The responsibilities and duties for the Secretary position are as follows:

- 1) The Secretary shall keep a record of the proceedings of all meetings and publish the minutes of regularly scheduled JSCARC and Executive Board meetings.
- 2) Keep a roll of members.
- 3) Submit membership applications.
- 4) Mail or e-mail meeting notices to each member.
- 5) Carries on all correspondence for the JSCARC
- 6) Maintains the JSCARC website and JSCARC social media outlets
- 7) It shall be the duty of the Secretary to keep the Constitution and By-Laws of the Club and have a copy on hand at every meeting.
- 8) The Secretary shall note all amendments, changes and additions on the Constitution and shall permit it to be consulted by members upon request.
- 9) When leaving office, the Secretary shall turn over all items belonging to the Club to his or her successor.

3.3.2. The responsibilities and duties for the Station Trustee position are covered in Article VI of this document.

3.3.3. The responsibilities and duties for the Property Custodian position are as follows:

- 1) The Club property custodian is responsible for all Government equipment listed the NASA equipment database as assigned to the Club's property custodian account.
- 2) The Club property custodian shall ensure that all NASA policies and procedures are followed with respect to managing property assigned to the Club.

3.3.4. The responsibilities and duties for the QSL Manager position, Equipment/Station Manager position, and the EOC Coordinator position are described in the By-Laws:

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## Executive Board

3.4. The Executive Board shall be responsible for the business affairs of the Club except for those matters restricted to the membership. The Executive Board shall consist of the President, Vice-President, Treasurer, the JSCARC station trustee, and the immediate past president. Board vacancies, except President, occurring between elections shall be selected from the general Club membership by remaining members of the Executive Board.

3.4.1. The Executive Board shall meet at least once a year to conduct Club business. Executive Board attendance shall be required of all elected officers and the Station Trustee. All meetings of the Executive Board shall be open to the membership of the Club to attend for observation. In accordance with section 3.1.1, Executive Board meetings shall be called by the President of the Club.

## Elections

3.5. Club Officers shall be elected bi-annually. Elections shall be decided by a majority of the Regular Members present and voting during the regular Club meeting in September. If a ballot of valid candidate(s) is not able to be presented to the membership for a vote, the election shall be rescheduled to the following month, until a slate of officers can be elected by the membership.

3.5.1 The names of nominees for Club Officer positions shall be placed on the ballot by a Nominating Committee which has solicited the membership prior to the election, and by nominations from the floor as described in Section 3.8.1. The Nominating Committee may recommend willing and able nominees not otherwise obtained from the membership or from floor nominations.

3.5.2 No person's name shall be placed on the ballot without consent of the nominee.

3.5.3 Nomination of candidate Club Officers shall be made by a committee of five members designated as the Nominating Committee and appointed by the Executive Board. The members of the Nominating Committee shall be appointed in the month of June and shall be notified of such an appointment by the Secretary. In the month of July, if possible, but no later than the regular Club meeting in August, the Nominating Committee shall present its list of candidates for Club Officer positions, one name for each office, to the membership. The presentation of names by the Nominating Committee may be in writing or by presentation at a special or regular meeting of the membership. The President shall accept additional nominations for each office from the floor during the same meeting the Nominating Committee submits their list of candidates. A complete list of candidates shall be supplied to the full membership in writing by the Secretary of the Club. Voting on these nominations shall take place during the Regular Club meeting in September, and the candidate who shall have received the most votes for each office shall be declared elected and shall be installed in office on the first day immediately following January.

3.5.4 Each Club Officer shall hold office until their successor shall have been duly elected.

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## Article IV

### **Financial Responsibility and Expenditure Approval**

- 4.1. The JSCARC Treasurer and Executive Board shall maintain adequate internal procedures to recognize, control, and protect Club assets, liabilities, revenues, and expenses. These procedures shall be consistent with good business practices.
- 4.2. The JSCARC Treasurer and Executive Board shall, to the extent it makes use of money or property lent from non-appropriated fund sources, ensure protection of these assets.
- 4.3. Offers of donations, of or for equipment, shall be reviewed by the Executive Board before acceptance.
- 4.4. Expenditures that fall within the approved annual budget shall be made without need of further approval.
- 4.5. Expenditures that do not fall within the approved annual budget and that are Less than or equal to \$100.00 shall require the approval of the President and one other Executive Board member, exclusive of the Treasurer.
- 4.6. Expenditures that do not fall within the approved annual budget and that are greater than \$100.00 shall require the approval of a majority of the voting membership present at a regularly scheduled meeting.

## Article V

### **Meetings and Committees**

#### **Regular Meetings**

- 5.1. Regular meetings shall be conducted monthly, in an informal but orderly manner.
- 5.2. The meeting time and location shall be determined by the Executive Board or by a vote of the majority of the voting membership present at a regularly scheduled meeting.
- 5.3. To conduct JSCARC business, there must be a quorum, which consists of at least ten percent of the Regular Members and at least one Elected Officer.

#### **Committees**

- 5.4. Committees shall be appointed as required. A committee chairperson will be a Regular Member appointed to that position by the President. Members of each committee will be selected by the committee chairperson. Committees shall meet as necessary. Committees may be dissolved by Executive Board action.

## Article VI

### **Trustee**

- 6.1. The station trustee, shall be:
  - 1) appointed by the President.
  - 2) a licensed radio amateur
- 6.2. This person will be the holder of the Club station license grant (e.g., the Club call sign, W5RRR).

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- 6.3. The station trustee must be a Regular Member to meet the requirements in 47 CFR Part 97.5(b)(2).
- 6.4. The station trustee is responsible for obtaining and maintaining a Club station license grant from the Federal Communications Commission in accordance with applicable sections of 47 CFR Part 97.
- 6.5. The station trustee is responsible for establishing and maintaining any required coordination or registration of Club repeaters, digipeaters, or other transmitters, as required.
- 6.6. The station trustee is responsible for proper operation of the Club's station equipment in accordance with FCC rules, and as such has the authority to limit or revoke any Club member's use of station equipment or Club callsign(s).

**Article VII**

**Amendments**

- 7.1. This Constitution may be altered, amended, or repealed and new content may be adopted by a two-thirds majority vote of the full membership present or voting by absentee, at any meeting or at any special meeting, if at least 30 days written notice to the membership is given of an intention to alter, amend or repeal existing content, or adopt new content at such meeting.
- 7.2. The By-Laws may be altered, amended, or repealed and new content may be adopted by a two-thirds majority vote of the membership present or voting by absentee at a Regular meeting, or at any special meeting, if at least 30 days written notice to the membership is given of an intention to alter, amend or repeal existing content, or adopt new content at such meeting.
- 7.3. Proposed amendments shall be included with the written notice to the membership of the intent to alter. Inclusion in the newsletter, distributed physically or electronically, shall constitute written notice.

**Method of Amendment**

- 7.4. Proposed amendments, alterations, or repeal of content of this Constitution and By-Laws shall be by recommendation of a majority of the Executive Board. Any full member may propose amendment, alteration or repeal of content of this Constitution and By-Laws, in writing, to the Executive Board, and the Executive Board shall determine by majority vote whether to present such proposal to the membership.

**Override of Board Recommendation**

- 7.5. Any proposed changes to content of this Constitution and By-Laws that have been brought before the Executive Board and not recommended by Executive Board action may be brought directly to the Regular Membership of the Club by petition containing the signatures of not less than ten percent of the Regular Members.

**Insertion of Amendments**

- 7.6. If any amendments are made to content of this Constitution and By-Laws during the fiscal year such revisions will be automatically incorporated in any copies printed and distributed to the membership by replacing the content changed with the revision data indicated on the page(s) affected no later than 60 days after approval of the change.

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**Article VIII**

**Waiver of Notice**

8.1. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving notice.

**Article IX**

**Dissolution**

9.1. Upon the dissolution of the corporation, the Executive Board, shall after paying or making provisions for payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization, organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the *Court of Common Pleas of Harris County*, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**Article X**

**Supersession**

10.1. This Constitution and By-Laws supersedes all earlier dated and all undated Constitutions for the Club and all amendments thereto. This Constitution and By-Laws shall become effective when approved by the membership of the Club as described in Article VII. All pages of, and all amendments to this Constitution and By-Laws, shall be numbered and initialed by the Club President and Club Secretary holding office at the time they are approved.

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