KENT COUNTY AMATEUR RADIO CLUB, INC.

CONSTITUTION

(as amended on 11-10-2026)

ARTICLE 1: PURPOSE

The name of this Club shall be the Kent County Amateur Radio Club, Inc. (hereinafter "Club"). The Club is a not-for-profit corporation. References in this Constitution and Bylaws to "Club" shall include its legal form as a not-for-profit corporation. It shall be an affiliate club of the American Radio Relay League as prescribed by that organization. The Club's purposes shall be:

- To further the exchange of information and cooperation between members to promote the art and science of radio knowledge, to promote fraternalism, and to promote individual operating efficiency, and to so conduct Club programs and activities as to advance the general interest and welfare of amateur radio in the community and in Kent County, Delaware.
- To educate, train and assist members of the public who are interested in amateur radio to prepare for licensing exams and to conduct said exams on a regular and public basis.
- To establish repeaters for the use and participation of those members who may be interested in such activities. The purpose of these repeaters shall be to serve the general interest of the membership and promote the interest and welfare of the community through their use, and to serve as an emergency communications resource.
- To support emergency communications for public service and to support the local ARES®/RACES and/or AUXCOMM groups.
- To offer and provide free communications services and support for public events such as festivals, parades, races, and like events.

ARTICLE 2: CLUB CALL SIGN AND TRUSTEE

The Club call sign shall be KC3ARC. The President shall appoint the trusteeship of the club license pursuant to a vote of approval by Club members. In the event of a sudden vacancy, the President may appoint a temporary trustee until a vote of approval on a new trustee can be taken. The trustee must be a member in good standing, meet FCC requirements, not had their Amateur license revoked or sanctioned at any time, and hold an Amateur Extra class license. The trustee should act in the best interests of the Club.

ARTICLE 3: MEMBERSHIP

All persons interested in amateur radio are eligible for membership and shall by application be acceptable for membership under such terms and conditions provided in the bylaws. Membership may not be denied because of race, creed, color, religion, gender, political affiliation, marital status, or any other reason that would be biased or prejudicial.

Member Conduct during Club Meetings and Activities: All regular and associate members of the KCARC are expected and required to conduct themselves in a dignified manner, showing proper courtesy and respect for all present while in attendance at Club meetings and activities. Behavior of a

verbally or physically abusive, violent, or otherwise disruptive nature will not be tolerated at any time. Any member guilty of such improper behavior will, at the discretion of the President or ranking Club Officer present, be immediately dismissed from that meeting or activity. Moreover, the incident will be referred to a special meeting of the Executive Committee, which will be called by the President in accordance with the Constitution. The Executive Committee will have the option to warn the member about the consequences of continued intolerable behavior or vote to expel that member. The member in question will be notified in writing of the Executive Committee's decision in a letter signed jointly by all club officers. Members expelled for cause will forfeit their dues.

ARTICLE 4: OFFICERS AND EXECUTIVE COMMITTEE

1. **Officers:** The officers of the club shall be President, Vice-President, Secretary and Treasurer.

2. **Duties of President:** The President shall preside at all meetings of the Club and conduct the meetings according to the rules adopted. The President shall enforce due observance of the Constitution and Bylaws; decide on all questions of order; sign all official documents that are adopted by the Club and perform all other customary duties pertaining to the office of President.

3. **Duties of Vice-President:** The Vice-President shall assume all the duties of the President in the temporary absence of the President.

4. **Duties of Secretary:** The Secretary shall keep a record of the proceedings of all meetings, keep a roster of members (said roster may be kept by the Treasurer instead), institute all correspondence on behalf of the club, read communications at each meeting, and mail written notices to each member. The Secretary will turn over all of the club's official file and correspondence items over to the successor Secretary at the end of the term of office.

5. **Duties of Treasurer:** The Treasurer is responsible to receive, and receipt for, all monies paid to the Club. The Treasurer shall keep an accurate account of all monies received and expended. The Treasurer shall pay no bills without proper authorization by the Club or the Executive Committee. The Treasurer will submit a monthly balance. The Treasurer will keep an accurate accounting of all club assets, and maintain custody logs of all Club property, listing item nomenclature, location, serial numbers (as applicable), cost and other pertinent data available on Club property. The Treasurer is also responsible for payment of Club Insurance policy premiums and incorporation fees. The Treasurer shall also be responsible for any filings or returns required under 501(c)(3) regulations or other tax laws (unless delegated by the Club to an accountant). Upon completion of office term, the Treasurer will surrender all financial, insurance, incorporation, and property records to the successor Treasurer.

6. In addition to functions and duties contained in this Constitution and Bylaws, duly elected club officers shall also be deemed officers of the corporation and shall function as such.

7. **Executive Committee:** The executive committee shall constitute the Board of Directors of the club and corporation. It shall consist of the club officers, the Trustee of the Club's FCC license, the ARRL Kent County Emergency Coordinator (who must be a member of the club in order in order to vote, otherwise he/she shall serve in an advisory capacity only), and one "at large" Director elected as provided by the Bylaws (who must be a club member). Other members of the Club may serve on the Executive Committee in an advisory capacity at the specific request of the President. The purpose of the Executive Committee is to (1) review all current Club business, (2) receive and review reports from Club Officials and committee Chairs, (3) coordinate issues to be discussed at the regular club meeting,

(4) coordinate items to be included in the Club newsletter (which may be delegated), and (5) plan, coordinate, and execute an action of an official nature as required to ensure the smooth and continuing operation of the club. The Executive Committee will meet at a time and place designated by the President. The Secretary will record all matters discussed at the Executive meeting, and report to the general membership at the regular meeting decisions that are relevant or necessary to the general membership. The quorum required for the executive committee to do business shall be four (4) committee members and must include either the president or vice president and at least one other club officer.

ARTICLE 5: VACANCIES

Vacancies occurring between elections shall be filled by special elections at the first regular meeting following the withdrawal of or resignation. If the vacancy is with the office of President, the current Vice-President may choose to run for President without further nomination being required. If the Vice-President is elected President in the special election, then another round of nominations and an election for Vice-President shall immediately follow in the same meeting.

ARTICLE 6: MEETINGS AND QUORUM

The Bylaws shall provide for regular and special meetings. At meetings, a minimum of fifteen (15) percent of the membership shall constitute a quorum for the transaction of business. Roberts Rules of Order shall govern proceedings.

ARTICLE 7: DUES

Kent County Amateur Radio Club may levy upon the general membership such dues or assessments as deemed necessary for the business of the organization within its purposes as set forth in the Bylaws. Dues shall be for the calendar year and due by January 2. Nonpayment of dues or assessments for a period of 90 days after the due date will result in automatic termination of Club membership.

ARTICLE 8: MAINTENANCE OF NON-PROFIT AND 501(c)(3) STATUS

1. No funds of the Club shall inure to the benefit of, or be distributed to its members, officers, members, or other any other person or business, except in exchange for goods and services received pursuant to a valid invoice, purchase agreement or contract in furtherance of the purposes of the Club.

2. No part of the activities and/or funds of the Club shall be used for the carrying on of political propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these articles, the Club shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the lnternal Revenue Code, or 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 lnternal Revenue tax code.

4. The Club shall not accept donations or gifts that will result in the Club violating its Constitution, will result in losing its nonprofit corporation and tax-exempt status, will be too difficult or too costly to administer in relation to the value, or will result in unacceptable consequences for the Club. The Club

discourages donations or gifts with restricted purposes; however, decisions on the restrictive nature of a donation or gift and its acceptance or refusal shall be made by the Executive Committee.

ARTICLE 9: DISSOLUTION OF THE CLUB

Termination of Operations: In the event that the Executive Committee votes that the Corporation/Club should be dissolved, the Executive Committee's vote shall be presented to the Club in the form of a motion for dissolution which must be approved by more than two thirds vote of the full membership.

Dissolution of Assets: Upon dissolution of the Corporation/Club, its assets remaining after payment, or provision of payment, of all debts and liabilities of the Corporation/Club, 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 public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware. Any assets not so disposed shall be disposed by a court of competent jurisdiction of the county in which the principal office of the club is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

ARTICLE 10: AMENDMENTS TO CONSTITUTION AND BYLAWS

The Constitution of the Kent County Amateur Radio Club may be amended by two-thirds vote of the total membership. Written proxies and ballots will be provided for. Bylaws may be amended by a simple majority vote of the total membership (with written proxies and ballots allowed). Proposals for any amendments to the Constitution or Bylaws will be submitted in writing at a regular meeting and will be voted on at the next regular meeting, after all members have been notified of the intent to amend the Constitution and/or Bylaws by either U.S. Mail or email (said email being either by direct email or by a conspicuous announcement contained on the first page of the Club newsletter which is emailed to all members), but in any case notice shall also be published with a conspicuous notice on the home page of the Club website. The membership number for purposes of determining the vote for either the Constitution or Bylaws amendments shall be those who are full members as of the close of the regular meeting in which the amendments are submitted (i.e., the meeting occurring before the voting meeting).

KENT COUNTY AMATEUR RADIO CLUB, INC.

BYLAWS

(as amended 11-10-2026)

SECTION 1: OFFICERS AND DIRECTOR

The term of office for all Kent County Amateur Radio Club, Inc. (hereinafter "Club") Officers and the one "at large" Director will be one (1) year. They shall be seated at the close of regular December meeting of each year. The election of the officers and the Director will be held during the regular meeting in November, with nominations being held at the regular meeting in October.

SECTION 2: MEMBERSHIP

1. Full membership is open to all licensed Radio Amateurs. Full membership includes all Association privileges as well as the right to hold office and to vote for officers.

2. Associate membership is open to all other interested persons. If an Associate member obtains an Amateur Radio License his/her membership will be upgraded to full membership for the remainder of the calendar year at no cost. Associate members will not be eligible to vote or hold office.

3. Life membership may be granted to any member in good standing, who has made a significant contribution to the association, by a majority vote of the membership at any monthly meeting. Life members shall have all rights and privileges of a Full member but shall be exempt from paying dues.

4. Dues for full or associate membership for youth are waived up through the end of the calendar year of their graduation from high school.

5. Applications for membership may be submitted at any time to a club officer (preferably the Treasurer) who shall forward it to the Executive Committee.

6. The membership approval process shall be as follows:

   a. Those interested in membership shall submit a written application to any club officer. The application form may be changed from time to time as the Executive Committee sees fit.

   b. The Executive Committee shall publish the application to club members via email or other electronic means, not less than 15 days before the meeting for voting on the applicant.

   c. The Executive Committee may, at its discretion, conduct an investigation (make inquiries, do online research, etc.), but shall only do so for the benefit of Executive Committee members as individual club members. The Executive Committee shall not make any recommendations for or against approval of an applicant.

   d. The applicant shall be encouraged, but not required, to attend the voting meeting and introduce themselves to the club. Upon a motion and a second to approve the member, the opportunity shall be given for questions, concerns, and discussion, with the opportunity of the applicant to respond, whereafter a vote by secret ballot by the members present shall take place. Membership shall be approved by a majority vote of those present.

   e. Individual Executive Committee members may participate in the discussion on the motion to approve an applicant, but shall do so only as individual club members.

SECTION 3: MEETINGS AND NOTICES THEREOF

1. **Regular Meetings:** Regular meetings are scheduled for the second Tuesday of each calendar month at such place that the Executive Committee may designate. Notice of any particular regular meeting is not required unless the date, time or location are changed, however, a general standing notice should be published in a manner and locations determined by the Executive Committee.

2. **Special Meetings:** Special meetings may be called by the President, by a majority of the Executive Committee, or by the President upon request of any member, or as need arises. The membership will be notified of such special meetings through a conspicuous notice in the club newsletter, "Short Circuits" (if possible, depending on the date of the special meeting), but in any case by each of the following: email, a conspicuous notice on the home page of the Club website, and on the weekly Kent County Amateur Radio Club and ARES®/RACES Net. Mailed notices may be sent to members concerning special meetings in the sole discretion of the Executive Committee.

SECTION 4: DUES

Regular annual dues of $25.00 are hereby assessed in accordance with the provisions of the Constitution of the Kent County Amateur Radio Club, for the purpose of providing operating capital to meet current expenses. In addition, immediate family members within the same household may join the KCARC for and additional fee of $15.00 for each additional family member. When a member joins partway through the year the dues shall be pro-rated as follows: 9 months remaining shall be $20.00, 6 months remaining shall be $15.00, 3 months remaining shall be $10.00. *Note: The club repeater is technically "open." Club membership is not required for occasional use. Licensed amateurs using the KCARC repeater on a regular and continuing basis will be expected to join the Club and are invited to submit their application for Membership.*

SECTION 5: ACTIVITIES COMMITTEE

The President has the option of appointing an Activities Committee, the responsibilities of which will be to organize Club member activities and recommend and plan operating events for the operating benefit and interest of the Club. The purpose of such activities will be to advance overall Club interests in such programs and activities as approved by the Club membership. The Activities Committee Chairman will maintain close liaison with the ARRL Emergency Coordinator to promote Club participation in the Amateur Radio Emergency Services (ARES). The Committee will encourage participation in the affairs and activities of the American Radio Relay League and other activities as to enhance the reputation of the Club and the Amateur Radio Service in the community.

SECTION 6: RF COMMITTEE

1. The President will appoint a committee composed of members with the technical background to (1) oversee the operation and maintenance, of the Club Repeaters, and (2) to provide technical assistance to minimize interference in operation between Club members and other radio and television stations. This Committee will operate under the direct control of the President and will report all activities to the membership at the regular meetings.

2. Operational Policy affecting the Club repeater will be a joint responsibility of the RF and Executive committees; all policy-making actions must be voted on and approved by the general membership at a regular meeting. The RF Committee is empowered to take whatever actions are necessary to ensure

the safe and reliable operation of the repeaters, and to ensure that the repeaters operate in compliance with all applicable FCC Rules and Regulations. However, ultimate responsibility to comply with FCC Rules and Regulations is with the Club station license trustee and it is the trustee who appoints and/or approves repeater control operators pursuant to FCC Rules and Regulations. The trustee should act in the best interests of the Club.

3. The RF Committee shall also have the responsibility to provide technical assistance to minimize interference in operation between Club members, and other radio and television stations. The Committee will formulate adequate plans for the disposition of any cases of interference to radio services that are reported which may be caused by an amateur radio station in Kent County, Delaware. The Club, through the RF Committee, will provide technical advice to members concerning equipment design and operation, assist in frequency monitoring and observance of signal quality, promote standardized operation practices, and take actions. The committee will also be responsible to maintain a program to foster and maintain good public relations with respect to radio interference issues.

4. Regarding interference cases, the Chairman of the RF Committee may appoint a sub-committee, with the approval of the President, consisting of three (3) to five (5) members representative of amateurs, broadcast listeners, TV viewers, and the press. This subcommittee shall direct investigation, invite proper inquires, and report its results to the Club in an instance where a case of interference is brought to the attention of the Club from internal and/or external sources.

SECTION 7: OFFICER'S FINANCIAL INTEREST IN CLUB MATTERS/TRANSACTIONS

Should an officer have a financial interest in any matter or transaction coming before the Club for approval, the affected officer shall fully disclose the nature of the interest and withdraw from discussing, influencing, and voting on the matter. Any transaction involving a potential conflict of interest shall require approval by a simple majority of voting members present at a regular scheduled meeting and shall demonstrate that such approval is in the best interest of the Club. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval of the matter.

SECTION 8: SUBSEQUENT CLUB RESOLUTIONS

Upon adoption of these Bylaws and the Constitution of Kent County Amateur Radio Club, all previous resolutions and laws pertaining to the form, function, and government of Kent County Amateur Radio Club shall be superseded. For any required resolution to promote the regular business meetings of the Club, the Secretary will maintain a separate file of all new resolutions dated after the adoption of this Constitution and Bylaws, for the purpose of maintaining a clear and orderly record of future changes in the laws and operating policies of the Kent County Amateur Radio Club. The Secretary will make the file available for review by any member upon request. Each member will be provided a copy of the Constitution and Bylaws upon request.

SECTION 9: OFFICE

Although not required by Delaware law, the Club shall maintain an office in a place determined by the Executive Committee. The Club shall have a registered Agent as required by law.

SECTION 10: NOTICE OF MEETINGS

Notice of the monthly meeting shall be sent to each member in good standing by either, email, or posted on the Club's website, or other mode or written transmittal, not less than five (5) business days prior to date and time set forth for said meeting. The Notice shall include the time, date and place of all meetings.

SECTION 11: VIDEO AND TELECONFERENCING OF COMMITTEE MEETINGS

Meetings of any of the committees, subcommittees, (including the Board of Directors/Executive Committee) of the club may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with each other, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board/Committee/Subcommittee received in such a manner shall have the same force and effect as votes at a physically congregated meeting. The act of a majority of the members of the aforesaid Club entities present at a meeting at which a quorum is present shall be the act of the entity, except as otherwise provided by law or incorporated herein in the Club's Constitution and Bylaws.

SECTION 12: ACTION OF UNANIMOUS CONSENT

Where permitted by Law, any action required to be taken at a meeting by the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Committee members entitled to vote with respect to the subject matter thereof.

SECTION 13: REMOVAL FROM OFFICE

Any officer may be removed from office at any time by the affirmative vote of three quarters (3/4) of the remaining Executive Committee Members, whenever in their judgement the best interests of the Club would be served by said removal of the Officer. A special election for the vacancy shall be held as in the case of vacancies of office except that the removed officer shall not be eligible to fill such vacancy by such election.

SECTION 14: NOMINATING COMMITTEE

At the Executive meeting of the month of September of the year of election, the President shall designate a Nominating Committee consisting of at least three (3) members, but not more than five (5) members of the General Membership that are in good standing relative to paid dues of that same year. In lieu of a forming a Nominating Committee, the Executive Committee may simply allow open nominations at the next month's club meeting.

SECTION 15: DONATIONS OF $250.00 OR MORE

Single donations to the Club from an individual or company in the amount of $250.00 or more must be acknowledged by a written receipt and must state that the donor has received no goods or services for their donation.

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SECRETARY'S CERTIFICATION OF TRUE AND CORRECT COPY

I, Timothy A. Reisinger, secretary of the Kent County Amateur Radio Club (Club), herby certify that the above is a true and correct copy of the Constitution and Bylaws of the Club as approved by more than two thirds vote of the membership at the regular monthly meeting held on November 10, 2026.

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Timothy A. Reisinger, Secretary

November 11, 2026

