

# **AMATEUR RADIO CLUB, INC. BY-LAWS**

## **ARTICLE I**

### **Members**

**SECTION 1.**The corporation shall have three classes of members: full, inactive and honorary.

- a) Full members shall be those persons expressing an interest in amateur radio. A full member shall be entitled to vote on all corporate matters and may hold any office in the corporation.
- b) Inactive members shall be those more than ninety days in arrears in dues. Inactive members shall have no vote and may not hold an office in the corporation.
- c) Honorary members shall be those persons in good standing, who are deemed worthy of the honor by virtue of service or support to the corporation. Honorary membership may be conferred by the Board of Directors. Honorary membership is exempt from the privilege to vote and the obligation to pay dues.
- d) The full members of the corporation shall be elected to membership by a majority vote of the full members at any regular meeting. Any member accepted into membership shall become governed by the Articles and By-Laws.

**SECTION 2.**Regular and Special meetings of the members

- a) Regular meetings shall be held once per month at a date, time and place designated by the Board of Directors.
- b) Special meetings may be called by the President, by any five members of the Board of Directors or upon written request of 10% of the full members.
- c) A quorum for any meeting shall consist of 15% of the full members. Once a quorum has been established at any meeting it shall remain in effect throughout the meeting or adjournment thereof.

**SECTION 3.**Membership Dues

- a) The membership dues of the corporation shall be determined by the Board of Directors. Dues shall become due and payable on November 1 of each year.

**SECTION 4.**Fiscal Year

- a) The fiscal year of the corporation shall be from November 1 to November 1 of the following year.

## **ARTICLE II**

### **Board of Directors**

**SECTION 1.**The business administration of the corporation is the responsibility of the Board of Directors.

**SECTION 2.**The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President, and four additional directors. The Registered Agent of the corporation, if a full member, shall be a permanent director. Two directors shall be elected by and from the membership and the third director shall be appointed by the incoming President.

**SECTION 3.**The elected directors and the appointed director shall serve one year terms or until their successors are duly elected, concurrent with the elected officers. No elected or appointed director shall serve more than two consecutive terms.

**SECTION 4.**Elected officers and directors are to be elected at the regular October meeting in the election year. Candidates shall be nominated by the Nominating Committee and presented at the September meeting. Nominations may be made from the floor at the September meeting.

**SECTION 5.**Any vacancy in the elected directors shall be filled by the Board of Directors within thirty days after such vacancy occurs. In the case of the appointed director, any vacancy shall be filled within thirty days after the vacancy occurs, by an appointment by the President.

**SECTION 6.**Regular and Special meetings of the Board of Directors:

- a) The Board of Directors shall meet not less than once per quarter in any business year.
- b) Special meetings of the Board of Directors may be called by the President or by any three directors. Notice of such meetings shall be by mail, telephone, other electronic means, or in person.
- c) A quorum of the Board of Directors shall be five of the nine members. Once a quorum is established, it shall continue in effect throughout the meeting or adjournment thereof.

**SECTION 7.**Any officer or director may be removed by a majority vote of those full members present and voting at a meeting of the members at which a quorum is present, provided that 10% of the full members have requested in writing that such a vote be taken. Notice of any meeting at which a vote will be taken to remove an officer or director shall be given to all full members in writing at least fourteen days prior to the meeting.

**SECTION 8.**Voting by Board members using e-mail is permitted where the subject cannot await the next Board meeting. The process is:

- a)A club member will propose to the President or any three directors the subject for which a vote is needed as well as justifying why it should not await the next scheduled Board meeting.
- b)If the President or any three directors agrees, one of the club officers will send the text of the subject via e-mail to the Board members for a vote.
- c)The votes of a majority of the Board must occur within fourteen days of the e-mail request to vote. If the voting is not complete within that time, the voting process and the votes received are void.
- d)The Secretary will monitor the e-mail voting, check that the e-mail addresses from which each vote is received matches that in the official club roster and declare the outcome of the vote to the rest of the Board.

The Secretary will compile the received e-mail votes into a file suitable for printing and include them in the minutes of the next official Board meeting.

### **ARTICLE III**

#### **Registered Agent**

The Board of Directors shall annually appoint the Registered Agent of the corporation.

### **ARTICLE IV**

#### **Duties of Officers**

**President:** The President shall preside at all meetings of the membership and Board of Directors, shall appoint all committees, and shall be a member, ex officio, of all committees.

**Vice President:** The Vice President shall assume all duties of the President in the absence of the President and shall chair, as assigned by the President, all special committees.

**Secretary:** The Secretary shall maintain proper records of all proceedings of meetings of the members and the Board, shall maintain membership rolls, shall handle all correspondence of the Corporation including notices of regular or special meetings of the membership and of the Board.

**Treasurer:** The Treasurer shall maintain financial records necessary to the business of the Corporation in accordance with the applicable law, shall receive and receipt all monies paid to the Corporation; shall disburse monies to cover the routine obligations of the Corporation; except that no disbursements in excess of \$200.00 shall be made without the approval of the Board; shall maintain as approved by the Board interest bearing checking accounts or savings devices to maximize income to the Corporation properly to cover future obligations; and shall furnish quarterly itemized financial reports to the Board.

### **ARTICLE V**

#### **Committees**

Standing Committees of the Corporation shall be determined by the President. The Board may establish such other committees as it deems necessary.

### **ARTICLE VI**

#### **American Radio Relay League, Inc**

It is the intention that this Club/Corporation shall retain full affiliation with the American Radio Relay League, Inc.

### **ARTICLE VII**

#### **Parliamentary Authority**

The rules contained in the latest edition of "Robert's Rules of Order", newly revised, shall govern all meetings of the members and the Board of Directors.

## **ARTICLE VIII**

### **Amendments**

These By-Laws may be amended by a majority vote of those full members present and voting at a meeting of the members at which a quorum is present, provided the full members have been notified in writing of the proposed changes at least fourteen days prior to the meeting.

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To be voted on by the membership in the regular meeting on May 11, 2012.

Secretary: Patricia Johnson, N8WEA