

# Bylaws of the Clark County Amateur Radio Club, Inc.

## **Article One – Offices**

The principal office of the corporation shall be located at 5102 NE 121st Avenue Unit 12, City of Vancouver, State of Washington. The corporation may have such other offices, either within or without the State of Washington, as the board of directors may determine from time to time.

## **Article Two – Members**

2.1 Qualification for Membership. Membership in the corporation shall be in accordance with the qualifications established from time to time by the board of directors.

2.2 Voting Rights. Each regular member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

2.3 Termination of Membership. The board of directors, by the affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing.

2.4 Transfer of Membership. Membership in this corporation is not transferable or assignable.

2.5 Life Members. Existing members who are classified as life members under the Bylaws in effect prior to adoption of these Bylaws shall remain as life members, without payment of dues.

## **Article Three – Meetings of Members**

3.1 Annual Meeting. An annual meeting of the members, unless the date is changed by the board of directors, shall be held at the principal office of the corporation, or such other place as the board of directors may designate, on the first Friday in the month of January following New Year's Day in each year, at the hour of 7:30 p.m., for the purpose of electing directors and the president-elect and for the transaction of such other business as may come before the meeting.

3.2 Regular Meetings. The board of directors may schedule regular monthly or bi-monthly meetings and should it do so, it may give a schedule thereof to members and such schedule shall serve as sufficient notice thereof.

3.3 Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-third (1/3) of the members, at a place designated by the board of directors.

3.4 Notice of Meetings. Verbal, written or printed notice stating the place, day and hour of any special meeting of members shall be delivered either personally, or by mail or by e-mail to each member entitled to vote at such meeting, not less than twenty-four (24) hours before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

3.5 Informal Action of Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

3.6 Quorum. The presence at any meeting of ten percent of the total membership shall constitute a quorum.

3.7 Voting by mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail or e-mail in such manner as the board of directors shall determine.

#### **Article Four – Board of Directors**

4.1 General Powers. The affairs of the corporation shall be managed by its board of directors.

4.2 Number, Tenure and Qualifications. The number of directors shall be six (6), each to serve a two year term, three to be elected each year. Directors shall be elected at the annual meeting of members. The term of office of each director shall be until the election and qualification of his successor.

4.3 Regular Meetings. A regular meeting of the board of directors shall be held without any notice than this Bylaw immediately after, and at the same place as, the annual meeting of members. The board of directors may provide the time and place for holding additional regular meetings without other notice than such resolution.

4.4 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

4.5 Notice. Notice of any special meeting of the board of directors shall be given at least one (1) day previously thereto by verbal or written notice delivered personally or sent by mail or by e-mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent to the e-mail addresses as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.7 Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these Bylaws.

4.8 Removal. Any board member who fails to fulfill his/her duties is subject to removal by the membership (two-thirds of the membership attending the meeting must vote for removal), or by unanimous vote (affected board member withstanding) of the board of directors. An unexcused absence from attendance at three consecutive board meetings shall automatically be cause for removal from office.

4.9 Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill the vacancy shall serve for the unexpired term of his predecessor in office.

4.10 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore, nor prohibits reimbursement of any director, officer or member for actual expenses incurred in corporate affairs, as approved by the board of directors.

4.11 Chairperson. The board of directors shall annually elect a chairperson of the board, whose duties shall consist of presiding at board of directors meetings. In his/her absence, the board shall appoint an acting chairperson to preside at that meeting only.

4.12 Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation. Provided, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it or the director by law.

4.13 Telephone or Radio Conferences. Members of the board of directors or any committee designated by the board of directors may participate in a meeting of any such board or committee by means of a conference telephone, radio or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Minutes shall be recorded by the recording secretary or, if not available, then by an appointed secretary.

## **Article Five – Officers**

5.1 Officers. The officers of the corporation shall be a president, a vice-president/president elect, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article Five. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.2 Election/Appointment and Term of Office. The vice-president of the corporation shall be elected annually by the members at the regular annual meeting of the members. The vice-president is also the president elect, to serve a one-year term as vice-president and succeeding to the presidency in the following year. The secretary and treasurer are appointed by the president to serve a one-year term. If the election of the vice-president is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualifies.

5.3 Removal. Any officer appointed by the president may be removed by the president whenever in his judgment the best interest of the corporation would be served thereby. The president and vice-president may be removed by a vote of two-thirds of the membership.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term. Provided, however, that should a vacancy occur in the office of president, the vice-president shall become president and the position of vice-president be filled.

5.5 President. The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

5.6 Vice-President. In the absence of the president or in the event of his death, inability or refusal to act, the vice-president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the directors. The vice-president shall succeed the president in office.

5.7 Secretary. The secretary shall keep the minutes of the stockholders' and of the directors' meeting in one or more books provided for that purpose, see that all notices are duly given in the accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the secretary by the stockholder, have general charge of the stock transfer books of the corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

5.8 Treasurer. If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

#### **Article Six – Contracts, Checks, Deposits and Funds**

6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

6.2 Checks, Drafts or Orders. All checks, drafts or orders for the payment or money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

6.4 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

## **Article Seven – Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purposes at any reasonable time.

## **Article Eight – Fiscal Year**

The fiscal year of the corporation shall be the calendar year.

## **Article Nine – Dues**

9.1 Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues, if any, payable to the corporation, and shall give appropriate notice to the members.

9.2 Payment of Dues. Dues, if any, shall be payable in advance by the 1st day of January in each year. Dues of a new member may be prorated as determined by the board of directors from time to time.

9.3 Default and Termination of Membership. When any member is in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the board of directors as provided hereinabove.

## **Article Ten – Seal**

The board of directors may provide a corporate seal, which shall be as herein inscribed:

## **Article Eleven – Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Washington Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, 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 the giving of such notice.

## **Article Twelve – Amendment of Bylaws**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the members present at any regular or special meeting, if at least ten (10) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting, provided that at least twenty percent of the total membership must attend the meeting.