

Bylaws of the Clark County Amateur Radio Club, Inc. [DRAFT 2019 Revision]

Article One – Offices

1.1 The principal office of the corporation shall be located at 15005 NE 7th St. 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 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.

2.6 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.

2.7 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.

2.8 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 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 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, 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 Membership Meetings. Regular meetings of the members shall be scheduled by the board of directors. The board shall schedule regular monthly meetings and provide a schedule to the members.

- 3.3 Special Membership 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. Notice of regular or special meetings shall be 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. The notice shall be delivered verbally, written, printed, posted, by mail or email, to each member entitled to vote at such meeting.
- 3.5 Informal Action of Members. Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent, in writing, is signed by all of the members entitled to vote with respect to the subject matter of the meeting.
- 3.6 Quorum. The presence at any meeting of twenty percent of paid and lifetime membership, shall constitute a quorum.
- 3.7 Voting. Written and electronic ballots may be authorized by the board of directors in a manner that is secure and only dues current members can vote.

Article Four – Board of Directors

- 4.1 To qualify to be elected to the Board or the chairperson, the candidate is to be a member of the club and a licensed amateur radio operator. Board members and the chairperson are to maintain their membership in good standing during their tenure.
- 4.2 General Powers. The affairs of the corporation shall be managed by its board of directors.
- 4.3 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.
- 4.4 Regular Board Meetings. Regular meetings of the board of directors shall be scheduled by the board. The board shall schedule regular monthly meetings and provide a schedule.
- 4.5 Special Board 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 place as the directors may determine.
- 4.6 Notice. Notice of any special meeting of the board of directors shall be given at least 24 hours in advance by verbal or written notice delivered by e-mail or text to each director. If notice is given by e-mail or text, such notice shall be deemed to be delivered when the message is sent. The 24 hours' notice of a special meeting may be waived by a unanimous vote by the 6 directors.
- 4.7 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at any meeting, the board can meet to exchange information but cannot make decisions requiring a vote of the directors. The majority of the directors present may adjourn the meeting.
- 4.8 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.

- 4.9 Removal. Any board member who fails to fulfill their duties or act in a professional manner is subject to removal by the membership (two-thirds of the membership attending a general meeting must vote for removal), or by unanimous vote (affected board member withstanding) of the board of directors. An unexcused absence, such as a no notice absence, from attendance at three consecutive board meetings shall automatically be cause for removal from office.
- 4.10 Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors. A director appointed to fill the vacancy shall serve for the unexpired term of the predecessor.
- 4.11 Chairperson. The board of directors shall annually elect a chairperson of the board, whose duties shall consist of preparing the board meeting agenda and presiding at board of directors' meetings. In the chairperson's absence, the secretary will call the meeting to order and request the board appoint a temporary chairperson to preside at that meeting only.
- 4.12 Committees. The board of directors, may designate and appoint committees, each of which shall consist of one or more directors or officers and members. The committee shall exercise the authority granted by the board of directors.
- 4.13 Teleconferencing. Members of the board of directors or any committee may participate in a meeting of any such board or committee by means of a conference telephone, radio or similar communications equipment. 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 in the leadership documentation as validated by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers are to be members of the club and licensed amateur radio operators. Officers are to maintain their membership in good standing during their tenure.
- 5.2 Election/Appointment and Term of Office. The vice-president/president elect of the corporation shall be elected annually by the members at the annual meeting of the members. The vice-president/president elect will serve a one-year term as vice-president succeeding to the presidency in the following year. The secretary and treasurer are appointed by the president and confirmed by the directors to serve a one-year term. New offices may be created and filled at any meeting of the board of directors.
- 5.3 Removal. Any appointment by the president may be removed by the president with approval of the board of directors whenever in their judgment the best interest of the corporation would be served. The president and vice-president may be removed by a vote of two-thirds of the members in good standing.
- 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. Should

a vacancy occur in the office of the vice-president, the appointed vice-president serves the remaining term as vice president and the term as president. Should a vacancy occur in the office of president, the vice-president shall become president and the position of vice-president be filled by a vote of the board of directors.

- 5.5 President. The president shall be the principal executive officer of the corporation and be subject to direction from the board of directors. The president shall oversee all of the business and affairs of the corporation. The president, or designated representative, shall preside at all meetings of the members. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, 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. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.
- 5.6 Vice-President. In the absence of the president or in the event of their death, inability to act, 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 assigned 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 annual membership meeting and of the board of directors' meeting. The Secretary shall be responsible for the corporate records, keep a register of the members' contact information, provided by the members, and in general perform all duties incident to the office of secretary and such other duties as assigned by the president or by the board of directors.
- 5.8 Treasurer. The financial officer is the treasurer of the corporation. The treasurer 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. The treasurer shall provide monthly club funds status reports as part of the board of directors meeting agenda; and in general, perform all of the duties incident to the office of treasurer and such other duties assigned by the president or by the board of directors. If required by the board of directors, the treasurer shall hold a surety bond for the amount determined by the board of directors. The cost of the bond would be a reimbursable expense of the corporation.

Article Six – Contracts, Fund Management and Compensation

- 6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. 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 determined by resolution of the board of directors.
- 6.3 Deposits. All funds of the corporation shall be deposited 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 or officers may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

6.5 Compensation. Directors, Officers and members as such shall not receive any compensation for their services. Nothing herein contained shall be construed to preclude any director, officer and member from reimbursement for actual expenses incurred in corporate affairs, as approved by the board of directors.

Article Seven – Books and Records

7.1 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. Books and records shall be stored using 3rd party electronic storage available to the officers, board of director and members. All books and records of the corporation may be inspected by any member or their agent or attorney for any proper purposes at any reasonable time.

Article Eight – Fiscal Year

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

Article Nine – Seal

9.1 The board of directors may authorize a corporate seal.

Article Ten – Waiver of Notice

10.1 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 11 - Dissolution of the Corporation

11.1 Dissolution of the corporation shall be subject to the unanimous approval of the board of directors. The board of directors will direct the disbursement of all club owned assets. They will be irrevocably dedicated to charitable, scientific, and educational purposes that serve in the best interest of future amateur radio needs. They should go to an appropriate charitable organization(s) recognized as non-profit by the IRS and the State of Washington.

Article 12 – Amendment of Bylaws

12.1 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the members present at any regular, annual or special meeting. After review by the board of directors, 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 ten percent of the total membership attends the meeting. The board of directors shall initiate a review of the bylaws every 10 years or less as needed to ensure the bylaws are relevant to serve the corporation.

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