

By-laws

Preamble

The Northern Colorado Amateur Radio Club (herein below referred to as “the NCARC” or “the Corporation”) is incorporated in the state of Colorado.

Part 1 - Definitions

Section 1. Full Member- A person who: is a licensed Amateur Radio operator, has never had their license revoked or suspended, agrees to support the purposes of the Corporation, and is current in all dues and fees. **A “Full” member is also a “Current” member and is entitled to participate in all voting.**

Section 2. Associate member- A person who: is not a licensed Amateur Radio operator, has never had a previous Amateur Radio license suspended or revoked, agrees to support the purposes of the Corporation, and is current in all dues and fees. **An associate member is entitled to all membership privileges, but cannot participate in voting.**

Section 3. Household or Family Member- A person who meets the requirements of a Full Member and resides at the same address as a Full Member. Household Members have the same rights and duties as Full Members. **Individuals in this category may participate in voting only if they hold a valid, current amateur radio license.**

Section 4. Student Member- A person who: is a licensed Amateur Radio operator, has never had their license revoked or suspended, agrees to support the purposes of the Corporation, and is current in all dues and fees. A student member is a full-time student who can provide a school ID or other documentation demonstrating that they are attending school full-time. A student member must be the only club member in the household to get this membership classification. A

student member gets a reduced membership rate. A "Student" member is also a "Current" member, and may participate in voting.

Section 5. General Membership- All current club members.

Section 6. Club Board Members- The committee formed by the Corporation's elected officials. This committee will consist of: the President, Vice President, Secretary, Treasurer, Technical Committee Officer, Public Affairs Officer, the NCARC Station Trustee, ~~the former President~~, and one Board Member at Large.

Section 7. Executive Committee-Consists of the elected officers as defined in the articles of incorporation (President, Vice President, Secretary, and Treasurer) as well as the NCARC station trustee.

Part 2 - Rights and Duties of Members

Section 1. The General Membership may vote upon all business brought before itself, and may vote by proxy upon written notice to the secretary at least 24 hours in advance of the start of the meeting at which the General Membership is assembled to vote. The General Membership may participate in all aspects of radio operation and other functions, sponsored and endorsed by the NCARC, and consistent with FCC regulation Part 97 governing the Amateur Radio Service.

Section 2. The General Membership will be granted access to the members only section of the Corporation's website.

Part 3 - Corporation Meetings

Section 1. Meetings of the General Membership shall be held each month at a place and time designated by the General Membership.

Section 2. Special meetings of the General Membership shall be held upon the call of the Club Board.

Section 3. The Club Board shall meet regularly to plan future directions of the NCARC and perform any other necessary Corporation business as the Club Board or Executive Committee deems necessary.

Section 3a. Executive Committee and Club Board meetings are open to the General Membership, however, only members of the Club Board may vote on business before itself. The Executive Committee or Club Board is permitted to hold closed sessions as they deem necessary. The minutes from any closed sessions will not be made public. However, all votes and decisions resulting from any closed session will be posted on the Corporation's website.

Section 3b. The date, time, and location for the next scheduled Club Board meeting shall be announced at the preceding General Membership meeting. Any unscheduled Club Board meeting notices shall be posted to the Corporation's e-mail reflector or webpage as soon as the secretary has been informed of the time, date, and location.

Section 4. Meetings shall be conducted according to Robert's Rules of Order. The president shall, at his or her discretion, appoint a parliamentarian, whose job it shall be to ensure that all meetings of the Corporation, or any subset thereof, are conducted in accordance to Robert's Rules of Order.

Part 4 - Quorum

Section 1. A quorum shall consist of 10% of the current NCARC General Membership, at least 2 of which must be members of the Executive Committee.

Section 2. A quorum of the Club Board shall consist of at least 5 officers, 2 of which must be members of the Executive Committee.

Part 5 - Corporation Membership and Finances

Section 1. Membership dues are payable annually on or before January 1st. Members who renew prior to **Feb 15th** are considered paid as of January 1st. Members who do not renew membership before **Feb 15th** will be removed from the Corporation's active membership roster and membership privileges will be revoked. Members who renew or join the club after **Feb 15th** are considered members as of payment date. **No member (general or board) may participate in any vote brought forth during the time they are in grace period with dues unpaid.**

Section 2. The Corporation's fiscal year shall begin January 1st and end December 31st of each year.

Section 3. The Corporation will establish an annual budget to support the Corporation's stated Mission. The budget will be prepared and approved by the Club Board on or before the November board meeting each year. The budget will be published to the General Membership 14 days prior to the December General Meeting where a vote will be taken to adopt the proposed budget.

Section 4. **Expenditures** requiring greater than **\$500** funding require a formal project proposal approved by the Club Board and the General Membership. Projects may be included in the Annual Budget or proposed during the year in conjunction with a budget amendment proposal.

Section 5. The Corporation budget may be amended as necessary, by the Club Board. Single line item amendments of **\$500** or less may be approved by the Club Board and reported to the General Membership in the monthly **Treasurer's** Report. Amendments greater than **\$500** must be presented to the General Membership for approval. Initial and amended project funding may be approved midyear in the same manner as budget amendments.

Section 6. Non-budgeted expense items may be approved in the same manner as budget amendments.

Section 7. Monthly and annual reports will be prepared by the Treasurer and presented to the Club Board and General Membership. Reports will be published in the "Members Only" section of the club web site.

Section 8. An audit of financial records will be performed at least annually and before a new Treasurer is installed. Auditors must be impartial and independent, permitting an honest assessment of the state of Corporation financial records. ~~Auditors must be part of the General Membership and cannot hold any elected or appointed official position with the Corporation.~~

Part 6 - Loss of Membership

Section 1. A member who has their Amateur Radio license suspended or revoked will have their name dropped from the Corporation's roster and will no longer be a member of the Corporation. A person whose license has since been reinstated, may be reviewed for membership by the Club Board. ~~No dues in whole or in part shall be returned to the removed individual.~~

Part 7 - Officers, Elected Officials, and Appointed Officials

Section 1. Officer posts shall be: President, Vice President, Secretary, Treasurer, and the Station Trustee, as elected by the General Membership. The officers shall be legally responsible for the affairs and property of the Corporation, and form the executive committee. In addition, the officers of the Corporation will be responsible for preparing agendas for all NCARC meetings, and ensuring, along with the appointed parliamentarian, the NCARC charter, bylaws, and Robert's Rules of Order are adhered to during these meetings.

Section 2. Elected Official posts shall be: Technical Committee Officer, Public Affairs Officer, ~~Former President~~, and a Board Member at Large. These Elected Officials are to be elected by the general membership and, in addition to the Officers, form the Club Board.

Section 3. Appointed Official posts shall be: Parliamentarian, ~~Newsletter Coordinator~~, Control Operator, Interference Coordinator, Hamfest Coordinator, Webmaster, and the chairpersons of any ad hoc

committees formed by the Club Board or President. No appointed official may take an action on behalf of the Corporation without it first being approved by the Club Board.

- Parliamentarian - Assists in the drafting and interpretation of bylaws, rules of order, and the planning and conduct of meetings when needed.
- ~~Newsletter Coordinator— Publishes the NCARC newsletter, which will include all general membership activities as well as other news items of interest to the general membership.~~
- Control Operator - Ensures transmissions from club operated stations adhere to accepted standards as directed by NCARC Trustee.
- Interference Coordinator - Monitors and reports any interference that was observed to the appropriate NCARC representative.
- Hamfest Coordinator - Coordinates all aspects of the preparation, organization, and operation of the NCARC's yearly Hamfest.
- Webmaster - Builds and maintains the NCARC website.

Section 4. All Officers and Elected Officials of the Corporation must be a General Member of the Corporation for at least one **continuous** full year prior to being **nominated**, and must reside within Larimer, Weld, or Jackson counties for the duration of their elected term. These individuals must serve seriously and to the best of his or her ability, in accordance with the specific duties established for the position by this document and by the Club Board.

Section 5. Nomination and Election. The President shall take, or delegate the taking of, nominations for Officers and Elected Officials for the following year. These nominations shall be announced at a meeting of the General Membership held in April, at which time nominations will also be taken from the floor. Nominations shall be closed at the end of the April meeting of the General Membership. The election will be held at a meeting of the General Membership to take place in May. All voting will be by voice, a show of hands, **by signed paper proxy, or electronic proxy (email)**, unless a motion to vote by secret ballot has been approved in accordance with Robert's Rules of Order. The nominees receiving the highest number of votes shall be the officers elect, assuming the post July 1, for a term of **two** years. **Only current members may be nominated, and any nominee must accept or decline their nomination within 7 days of being nominated or their nomination will be forfeited. Only members that have been current members for at least the previous 3 consecutive months will be allowed to vote.**

~~Section 6. The post of Former President shall be filled upon the replacement of the President following an election. The previous president shall fill this position for a term of one year. Upon completion of that term, the post shall remain vacant until such time as a new President is~~

~~elected. If the President is removed from office, according to part Part 7 Section 17 of these bylaws, then that person shall be barred from serving in the post of Former President.~~

Section 6. The President shall preside, or appoint a representative to preside, over all meetings of the General Membership and Club Board. The President shall appoint ad hoc committees and their chairpersons as necessary in order to conduct specialized club business that does not fall under the Technical Committee Officer or the Public Affairs Officer.

Section 7. In the absence of the President, the Vice President shall perform the duties of the President. In the absence of the Vice President and the President, the Secretary then the Treasurer shall perform the duties of the President, in that order.

Section 8. The Vice President shall parallel the duties of the president and remain apprised of all decisions and actions taken by the President in order to serve as his/her successor should the President be unable to serve the entire duration of his/her elected term.

Section 9. The Secretary shall be responsible for maintaining the records of the Corporation. The Secretary, or a representative thereof, will keep minutes of all meetings held by the General Membership or the Club Board. The minutes from the preceding Club Board and General Membership meetings are to be available online to members and at the monthly General Membership meetings. They will be read aloud if requested by any club member. They will be corrected and approved by a vote of the General Membership.

Section 10. The Treasurer shall be responsible for managing the financial, membership and legal records of the Corporation. The Treasurer files appropriate reports with Federal and State agencies regulating non-profit organizations. Other duties may be assigned to the Treasurer or the Treasurer's Committee by the Club Board as needed. The Treasurer is accountable to the Club Board and General Membership.

Section 11. The Technical Committee Officer shall be responsible for all aspects pertaining to the installation, maintenance, operation, and documentation of any equipment, including but not

limited to: repeaters, radios, antennas, office equipment and video-data equipment, owned by the Corporation. In addition, the Technical Committee Officer ~~shall~~ **may** appoint:

- A control operator who shall ~~be responsible for the programming and maintenance of the repeater controller programs~~ assist in any and all aspects of keeping club equipment operating as directed by the Technical Committee Officer,
- An interference coordinator who shall be responsible for investigating and suggesting courses of action with regard to interference caused by or ~~effecting~~ **affecting** NCARC owned equipment ~~or equipment owned and operated by any member of the Corporation's General Membership~~

Section 12. The Public Affairs Officer shall be responsible for all avenues of communications, outreach, and education within the Corporation and the local community.

Section 13. All committee chairs (including but not limited to: the Technical Committee Officer, the Public Affairs Officer, and any ad hoc committee chairs), or a representative thereof, shall give a brief and complete report regarding actions taken by their committee on behalf of the Corporation since the last such report. These reports are to be given at all regularly scheduled General Membership and Club Board meetings.

Section 14. If an individual member of the Club Board misses more than 4 NCARC meetings of any kind, the Executive Committee may review the status of that individual as a Club Board member. If it is found that the individual in question is failing to uphold their duties as an Elected Official of the Corporation, the Executive Committee shall recommend the removal of that individual from office pursuant to part 7 Section 17 of these bylaws.

Section 15: Any board member may be removed by two thirds vote of the board of directors then in office if:

- a) The board member is absent and unexcused from 4 or more board, special, or general membership meetings in each of the twelve month periods coinciding with the board

members term. The board is empowered to excuse individual board members from attendance for any reason deemed adequate. Or:

- b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made, the board member in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.

Section 16. In the event of a vacancy among the Elected Officials, through death, resignation, or otherwise, the General Membership shall, at the next meeting, elect a successor to hold office until expiration of the current term. An exception is found if the Presidency is vacated; in such case the Vice President becomes President, and the Vice President's post is filled by election.

Section 17. An Elected Official may be removed from their position after a hearing has been accorded, either by a two thirds vote of the Club Board or by a two thirds vote of the General Members present at a regular or special meeting of the General Membership.

Section 18. The appointed positions of Control Operator, Interference Coordinator, Webmaster, ~~Newsletter Coordinator~~, and Parliamentarian must be filled prior to and announced at the July meeting of the general membership. The HamFest Coordinator must be filled prior to and announced at the March meeting of the general membership and ratified by the new board in July. Any additional appointed officials that are appointed later on in the year must be announced at the first meeting of the general membership following the appointment.

Part 8 - Executive Committee and Club Board

Section 1. The Executive Committee shall serve as the legally responsible managing body for the Corporation. The Executive Committee will set the agenda for Club Board and General Membership meetings. This committee is also responsible for ensuring proper adherence to: the Corporation's bylaws, the Corporation's articles of incorporation, the FCC's part 97 regulations

governing the operation and use of the Corporation's repeaters and callsign, and Robert's rules of order.

Section 2. The Club Board shall serve as the operational managerial body for the Corporation and shall meet monthly to manage the Corporation's affairs. The Club Board has the power to adopt regulations consistent with the articles of incorporation and bylaws, has the power to collect dues or fees from the General Membership, and solicit, use, hold, or invest funds, gifts, bequests, or endowments for the conducting of the Corporation's business, provided such solicitation, use, holding, or investment of the corporations aforementioned assets is in compliance with part 5 of these bylaws and the current working budget.

Section 3. E-mail discussion and voting on any item by the Club Board is permitted, provided that all motions and votes are posted on the Corporation's website.

Section 3a. An e-mail motion is to be distributed for approval to the Club Board. Either an approval or an alternative recommended action is to be provided to the Secretary within one week of the distribution of the motion by e-mail. A vote (yea, nay, or abstain) must be recorded by the Secretary from two thirds of the Club Board within the week time frame or the motion is automatically tabled until the next Club Board meeting.

Section 4: The board may not conduct a vote on anything without a quorum. An exception to this is if all board positions are not filled, then a majority vote of the then filled positions will constitute a quorum.

Part 9- Amending the Bylaws and Articles of Incorporation

Section 1. These bylaws may be amended in whole or in part, or may have any part suspended by approval from 26% of the general membership, provided that notice of the proposed

amendments has been given at the preceding meeting or has been posted on the Corporation's website for at least 30 days preceding the vote.

Section 2. The articles of incorporation may be amended by a two thirds majority vote of the General Members present at any meeting of the General Membership, provided that notice of the proposed amendments has been given at the preceding meeting or has been posted on the Corporation's website for at least 30 days preceding the vote.