

BY-LAWS OF JOHNSON COUNTY AMATEUR RADIO CLUB

ARTICLE I. OFFICES

The office of the Corporation shall be located in the city and state designated in the Certificate of Formation for Nonprofit. The Corporation may also maintain offices at such other places within or outside the state of incorporation and/or the United States as the Board of Directors may, from time to time, determine.

ARTICLE II. PURPOSE

To lend radio and communication assistance to federal, state, and municipal agencies in times of emergency, including but not limited to times of impending storms and severe weather, and to assist in disaster relief operations and other community functions; to lend radio and communication assistance to nonprofit civic groups; to stimulate adherence to a code of ethics both written and understood; to encourage compliance with existing Federal Communication Commission rules; to promote and further the science of amateur radio; and to foster efficiency in the operation of amateur radio through public education.

ARTICLE III. MEMBERSHIP

Section 1. The Corporation is to have members and the members of the Johnson County Amateur Radio Club are hereby members of this successor corporation and like the membership of the unincorporated Corporation; shall be open to all persons regardless of race, color or creed. There are two classes of membership, full membership and associate membership. Full membership, which is the only membership with voting rights, requires an FCC amateur radio license; whereas, associate membership is open to those actively engaged in a class leading to an Amateur Radio license and to all other interested persons.

Section 2. Full membership includes all Corporation privileges as well as rights to hold office and to vote for officers. Associate membership includes all privileges except for the right to hold office and vote, other than on motions related to social activities.

Section 3. Family membership shall be open to any licensed amateur and members of his/her immediate family residing at a common residence with full membership rights granted to any licensed family member and associate membership rights granted to any non-licensed family member.

ARTICLE IV. OFFICERS

Section 1. The officers of this Corporation shall be President, Vice-President, Secretary, Treasurer and Sergeant at Arms.

Section 2. The officers of this Corporation shall be elected for a term of one (1) year.

Section 3. The officers of this Corporation shall be elected by ballot at the November Corporation meeting. Installation of new officers shall take place at the December meeting. New officers shall assume office on January 1, of the following year. (Nominations Article XV)

Section 4. A quorum for the election of officers shall be at least two-thirds of the eligible voting membership or the voting membership in attendance. The nominees will be announced at the October meeting. (ARTICLE XV. NOMINATIONS)

Section 5. Officers shall be elected by majority vote of a quorum of eligible voters.

Section 6. In the event a majority of the quorum is not obtained on the first ballot, a run-off election shall take place between the two nominees receiving the most votes.

Section 7. Vacancies occurring between elections must be filled by special election no later than the third regular meeting following the removal or resignation.

ARTICLE V. QUALIFICATIONS AND DUTIES OF OFFICERS

Section 1. All officers shall be members of the Corporation who hold a valid Amateur license.

Section 2A. The President shall be the Chief Executive of the Corporation; shall preside over all Corporation and Executive Board meetings; shall be responsible for conducting all corporation business in accordance with the Certificate of Formation, By-Laws, and the policies set forth by the Executive Board and/or the membership; and shall ex-officio all Committees.

Section 2B. All disputes will be settled by the President and/or Executive Board.

Section 3. The Vice-President shall assist the President in the performance of his duties; shall preside over meetings in the President's absence; and shall assist with all Committees.

Section 4. The Secretary shall record the minutes of all Executive Board Meetings; shall conduct correspondence related to Corporation business as directed by the President; shall maintain an orderly file of the minutes of all meetings and all other Corporation documents as designated by the President. The Secretary shall also keep the Certificate of Formation, By-Laws and minutes of the meetings. He/she shall note all amendments, changes and additions to the

By-Laws and Certificate of Formation. He/she shall permit all documents to be received by members upon request.

Section 5. The Treasurer shall collect all monies; shall maintain an orderly accounting system which shall include all Corporation assets; shall submit a complete financial report to the membership at the end of each term of office and at such other times as requested by the President and/or Executive Board; shall dispense monies as directed by the Executive Board and/or membership; shall maintain such records and submit and report such as required by taxing authorities; shall submit all books at the end of each term for audit purposes; shall also keep an accurate record of membership.

Section 6. The Sergeant at Arms shall be responsible for keeping order during meetings and, if necessary, forcibly remove any members or guests who are overly rowdy or disruptive.

ARTICLE VI. RESPONSIBILITY AND AUTHORITY OF THE EXECUTIVE BOARD

Section 1. The Executive Board shall be the sole governing body of the Corporation and shall answer only to the corporate membership for its actions. The Executive Board shall be responsible for the control and management of the affairs, property and interests of the Corporation and may exercise all powers of the Corporation, except as are in the Certificate of Formation or by statute expressly conferred upon or reserved to shareholders.

Section 2. It shall be the responsibility of the Executive Board to interpret the By-Laws. Based on its interpretation and directives of the corporate membership, the Board shall formulate the policies by which the Corporation shall be operated.

Section 3. The Executive Board shall function only as a group or unity. Its policy decisions shall be implemented by the President.

Section 4. The Executive Board shall authorize the expenditure of monies as prescribed in these By-Laws.

Section 5. All decisions of the Executive Board must be approved by a majority of its members (except as noted in Section 6 below). The results of all votes shall be recorded in the minutes of the meeting. Each member shall have one (1) vote, except the presiding officer (President), who may cast one vote when necessary to break a tie of the Board.

Section 6. The Executive Board may, by a vote of two-thirds of its members, remove any corporate officer from office if in their opinion one of the following conditions exists:

- A. If, for any reason, the officer cannot fulfill the responsibility of his/her office and such failure to fulfill these responsibilities seriously affects the orderly operation of Corporation activities and/or business.
- B. If the conduct of any officer should be cause excessive dissention among the corporate membership to the extent of disrupting normal Corporate operation and/or well-being.
- C. If the conduct of an officer should be publicly adverse to corporate principles and policies, thereby causing a poor public image of the Corporation.
- D. If an officer should be removed from office under this article, the office shall be filled by the terms of Article IV, Section 7. A direct interpretation of, and clause of these By-Laws, by the Executive Board shall be made in writing and signed by all Board Members, noting how they voted. This interpretation document shall be placed in a log which shall be maintained as a part of these By-Laws.

ARTICLE VII. STANDING COMMITTEES

Section 1. The Standing Committees shall be Emergency Coordinator, Training Coordinator, Technical Chairman, Program Chairman, Publicity Chairman, Membership Chairman, Activity Chairman, Hospitality Chairman, and Field Day Chairman.

Section 2. The Emergency Coordinator, or his/her designated representative, shall direct all Corporation activities related to nets, Civil Defense, RACES, or any other emergency type activity in which the Corporation may become involved.

Section 3. The Training Coordinator shall be responsible for organizing and presenting training authorized by the Corporation.

Section 4. The Technical Chairman upon request shall furnish assistance to the Training Coordinator and the general membership.

Section 5. The Program Chairman is responsible for arranging the guest speakers and programs for the monthly meeting.

Section 6. The Publicity Chairman shall be responsible for all public relations.

Section 7. The Membership Chairman shall be responsible for organizing membership drives, and shall provide each Corporation member with a JCARC Packet. This packet shall include; the Constitution, By-Laws, and an up-to-date membership list.

Section 8. The Activities Chairman shall organize outings and social events.

Section 9. The Hospitality Chairman shall be responsible for the arrangement of refreshments and door prizes for each monthly meeting; he/she shall welcome and register all guests and members at each meeting.

Section 10. The Field Day Chairman shall organize and coordinate the annual Field Day event.

Article VIII. MEMBERSHIP RIGHTS

Section 1. The membership has the right to participate in any and all activities of the Corporation and to direct the policies and activities of the Corporation by attending corporate meetings, participating in floor discussions, and exercising their right to vote on all matters concerning Corporate policies and/or business.

Section 2A. The membership may, by a majority vote of the members in attendance at a legally constituted meeting, override any Executive Board decision related to ordinary corporate activities and/or business.

Section 2B. When the Board decision is an outright interpretation of any clause of these By-Laws and is to be entered into the Interpretation Log as noted, an amendment to the By-Laws by the membership shall be required to override this decision.

Section 3A. The Executive Board may, by a vote of two-thirds of its members, recommend to the Corporation, the removal of any member of the Corporation if in their opinion one of the following conditions exists:

- aa. If the conduct of any member should cause excessive dissension among the corporate membership to the extent of disrupting normal Corporation operation and/or well-being.
- bb. If the conduct of any member should be publicly adverse to corporate principles and policies, thereby causing a poor public image of the Corporation.

Section 3B. A quorum for the removal of members shall be at least two-thirds of the eligible voting membership or the voting membership in attendance provided all eligible voters have been notified in writing that a vote on the removal of a member shall take place.

ARTICLE IX. DUES

Section 1. Full membership dues are twenty (20) dollars per year. Associate membership dues are ten (10) dollars per year. Family membership dues are twenty five (25) dollars per year. (Family membership is defined in Article III, Section 3).

Section 2. If an associate member should become a licensed Amateur, he/she shall be granted full membership without further increase in dues for the balance of the year in which he/she receives his/her license.

Section 3. Membership dues will not be prorated. Dues are twenty (20) dollars per year no matter what month they are paid in. Membership Dues are due on or before January 31 (As stated in Section 5).

Section 4. The Corporation, by majority vote of those present at any regular meeting, may levy upon the general membership such dues as shall be deemed necessary for the business of the Corporation. Non-payment of such dues shall be cause for expulsion from the Corporation within the discretion of the membership.

Section 5. A regular yearly assessment due on or before January 31, is assessed in accord with Section 1 for the purpose of providing funds for expenses.

Article X. Meetings

Section 1. Regular membership meetings shall be held each month at a time and place designated by the Executive Board. The time and place shall be announced in the monthly corporate bulletin. The qualified voters at a meeting will constitute a quorum for the transaction of business.

Section 2. The President shall call a Board Meeting or a Special Corporate meeting if and when he/she deems necessary or when so requested by at least two (2) Board members.

ARTICLE XI. DISBANDMENT

Section 1. The JCARC shall be considered disbanded whenever one of the following conditions exists:

- A. So voted by no less than two-thirds of the qualified voters or two-thirds of the qualified voters in attendance at a meeting, provided all members have been notified in writing that a vote shall be taken on disbandment of the Corporation.
- B. So voted by two-thirds of the Executive Board if no other members exist.

Section 2. Upon dissolution of this organization, after payment of all just liabilities, any remaining assets shall be conveyed to an organization having similar purposes or to a recognized charitable organization under Section 501(c) 3 of the Internal Revenue Code of 1986, as amended. No portion of the assets may be transferred to any member or members.

ARTICLE XIII. AMENDMENTS

Amendments to these By-Laws shall be approved by no less than two-thirds of the qualified voters; or two-thirds of the qualified voters in attendance at a meeting, provided all members have been notified in writing that a vote will be taken on Amendments to the By-Laws.

ARTICLE XIII. PROCEDURE RULES

Section 1. At least one (1) Corporation officer must be present at a meeting to transact ordinary Corporation business.

Section 2. The eligible voting members in attendance at corporate meetings at which business of the Corporation is transacted shall be counted and notation placed in the minutes of the meeting stating the number of qualified voters present.

Section 3. Each Corporate business session shall be opened by a reading of the minutes of all Executive Board meetings held since the last corporate meeting and the minutes of the last Corporate meeting unless a motion should be made and should carry to dispense with the reading of the minutes at the meeting.

Section 4. The Roberts Rules of Order shall be the general intent operating guide of the Corporation unless otherwise specified above.

ARTICLE XIV. EXPENDITURE OF MONIES

Section 1. The Executive Board may authorize the expenditure of monies required for the conduct of normal corporate business, such as publication of the corporate bulletin, repair and maintenance of existing Corporate equipment, purchase of stationary, stamps, etc.

Section 2. The membership must authorize the expenditure of monies for all items other than routine operating expenses, such as purchase new equipment and/or property, entertainment, etc.

Section 3. All checks or demands for monies and notes of the Corporation shall be signed by no fewer than two (2) officers.

ARTICLE XV. NOMINATIONS

Section 1. The Nominating Chairman shall be elected from the membership or nominated by the President, at the regular September meeting. The Nominating Chairman:

- A. Shall appoint his/her Committee from the membership.
- B. Shall present a slate of nominees to the membership at the regular October meeting.

Section 2. The President shall accept further nominations from the membership at the regular October meeting.

Section 3. The position(s) of Nomination Chairman/committee shall be disbanded at the conclusion of the October meeting.

Amended August 5, 2018

Adopted August 11, 2018