

By-Laws

Northwest Amateur Radio Society

July 18, 2020

ARTICLE I – NAME AND PREAMBLE

The name of this organization is Northwest Amateur Radio Society, hereinafter referred to as “Club” or “NARS”. NARS was founded in 1985 and is a fraternal and social organization of amateur radio operators.

ARTICLE II – PURPOSE

NARS was founded to further the exchange of information and cooperation among members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct Club programs and activities to advance the general interest and welfare of amateur radio in the community.

ARTICLE III – MEMBERSHIP

All persons interested in amateur radio communication shall be eligible for membership. Full membership shall be available to those who are licensed amateur radio operators, while associate membership shall be provided to non-licensed applicants. Membership shall be by application according to the terms provided in these Bylaws including remaining in good-standing as described under ARTICLE VI-DUES. Associate members shall enjoy all privileges of the Club, except the right to vote, hold office, or serve as a Director.

ARTICLE IV – OFFICERS and GOVERNING BODY

Section 4.01 – Board of Directors

The Board of Directors shall consist of four (4) Officers of the Club, the Activities Chairman, and four (4) Directors-At-Large positions.

- The Officers of the Club shall be President, Vice-President, Secretary and Treasurer.
- Only Full members of the Club in good standing are eligible to be elected to any of these offices.
- No member shall hold more than one of these offices at any one time.
- No Director shall hold more than one position at any one time.

Section 4.02 – Officers

The President, Vice President, Secretary and Treasurer shall be elected for a term of two (2) years by ballot of the full members present, provided there be a quorum, at the November meeting. The Officers shall be elected from candidates selected by the Nominating Committee or nominated from the floor. Officers elected under this process shall take office in January.

Section 4.02a - Qualification to serve as an Officer or Director

Must be committed to actively participate in activities of the Board including the following:

- Attend ALL board meetings.
- Be available for consultation with other club Officers and Directors as needed to address issues arising between meetings and requiring immediate action.
- If circumstances prevent an officer or director from fulfilling these obligations or fails to attend 20% or misses 3 consecutive board meetings then they will have vacated the position. The resulting vacancy shall be addressed as described in Section 4.05 of this Article. Exception: Occasional attendance via Video/Voice conferencing.
- Any Officer who currently has their Amateur Radio license suspended or revoked cannot serve in an official capacity.

Section 4.03 – Directors-At-Large

Directors-At-Large shall serve two (2) year staggered terms providing continuity of Board service. Each year at the regular November meeting, two Directors-At-Large shall be elected for two (2) year terms, which will overlap the two (2) year terms of the two Directors-At-Large elected the previous year.

Section 4.04 – Duties of Officers

- President – The President shall preside at all meetings of this Club and conduct the same according to the rules adopted. The President shall enforce due observance of this constitution and by-laws; decide all questions of order, sign all official documents adopted by the Club; and perform all other customary duties pertaining to the office of President. He may also establish committees as required. The President may appoint an Activities Chairman who shall coordinate the various special service activities of the Club. Such individual shall serve at the pleasure of the President and is entitled to a vote on the Club's Board of Directors. The President serves as Chairman of the Board of Directors. The President may engage in debate in meetings of the Board but shall not vote on any issue except in the event of a tie vote on a question. Should such a tie occur, the President shall break the tie by casting the deciding vote. The President may appoint standing or ad hoc committees of the Board.

- Vice President - The Vice President shall assume all the duties of the President in the absence of the latter. The Vice President shall be the chair of the annual awards banquet held by the Club in January each year and, shall appoint committees to perform the duties necessary to ensure success of such banquet. The Vice President shall also be responsible for overseeing the tangible property belonging to the Club.
- Secretary - The Secretary shall keep a written record of the proceedings of all meetings; be responsible for keeping a roll of members in written form and shall make available such roster to the membership at least annually. Minutes of the Board meetings shall be available to the membership upon written request to the board. Be the custodian of the Club's Constitution and Bylaws; carry on correspondence; read communications at meetings; and turn over all Club materials at the expiration of his or her term.
- Treasurer - The Treasurer shall receive and give receipt for all monies paid to the Club; shall deposit all funds of the Club in a bank approved by the Board of Directors within ten (10) days of receipt of such funds; and shall require one additional signature of an authorized club Officer in addition to his/her own in disbursing funds. At every meeting of the Board of Directors, the Treasurer shall submit an itemized statement of disbursements and receipts, which shall include, at a minimum, a copy of the bank statement in which the funds belonging to the Club are kept. The Treasurer shall at the expiration of his/her term turn over everything in his/her possession belonging to the Club to the successor. The Treasurer must obtain approval of the Board of Directors prior to any expenditure of \$100 or more.
- The Board of Directors shall oversee the operation of the Club and establish general guidelines and policies for it. The Board may also provide for the appointment of a membership chair, program chair, newsletter editor, and other persons necessary to insure proper functioning of the Club and the meeting of its goals. All responsibilities not delegated to Officers shall be those of the Board. Board meetings shall be held on a regular basis. The Board shall announce the date and place of such meetings in the Club newsletter. Any member of the Club, in good standing, who is not a Board member shall be eligible to attend such meetings, and to participate in debate, but cannot vote.

Section 4.04a Board Meetings

Board meetings shall be held on a regular basis. The Board shall announce the date and place of such meetings to the Membership at 30 days in advance of regularly scheduled Board Meetings. Any member of the Club, in good standing, who is not a Board member shall be eligible to attend such meetings, and to participate in debate, but cannot vote.

- Special Meetings & Votes – From time to time, if in the opinion of the President (or other Presiding Officer) a situation which arises that requires immediate action by the Board, the President may call special meeting or special vote. These emergency actions do not require notification of the general membership. Disclosure of this type of action should be reflected in the record of subsequent minutes of the Board.
- Closure – From time to time, the Board may find it necessary to address matters of a confidential nature, and the Board may then invoke a vote to close the meeting to address these issues. A Closure Vote would require the approval of 50% of the Board (at the time of this writing that would require at least four members of the Board approve closure).

Section 4.05 – Vacancies

A vacancy occurring in any elected office shall be filled for the unexpired term by a person elected by a majority vote of the members of the Board of Directors for an interim period until a special election by the membership is held within 60 days of the vacancy occurring. If the vacancy occurs within 90 days of the annual election, no special election will be held. All rules and requirements governing election to office as stated in the Bylaws shall apply.

Section 4.06 – Committees

- Nominating Committee – A nominating committee shall be appointed by the Board of Directors. The nominating committee shall select at least one nominee for each office and shall present the nominees at the October Club meeting prior to the election in November.
- Special and Ad Hoc Committees – Special and ad hoc committees can be established by the Board of Directors as needed. The President shall appoint a chairperson and members to committees as required. Each special or ad hoc committee shall present a report to the Board on a monthly basis. No action shall be undertaken without consent of the Board of Directors.

Section 4.07 – Communications with the General Membership

As provided in the previous sections the Board is to conduct regularly scheduled meetings to oversee the operation of the Club and establish general guidelines and policies for it. One aspect of these duties to communicate the activities of the Board to the general membership.

The Board shall be responsible for the publication of an official newsletter to contain matters of interest to the membership, shall distribute it to the membership, and shall appoint a newsletter editor to serve at the pleasure of the Board.

ARTICLE V – MEETINGS

Section 5.01

The Club shall have a regular meeting of the membership each month, from time to time at a convenient location. The President may call a special meeting of the membership should such a special meeting be of benefit to the members. Special meetings may also be called by the President at the written request of any five (5) members in good standing. At meetings, a minimum of 25% of the membership in good standing by payment of annual dues (or a minimum of ten (10) persons, whichever is greater) shall constitute a quorum for the transaction of business.

Section 5.02 – Quorum

At any regular meeting of the membership at which a quorum of the membership of the Club is present, the membership may rescind an act of the Board if such vote to rescind receives an affirmative vote of 60% of such membership present at such regular meeting.

Section 5.03 – Regular Meetings

Should a special meeting of the club be called, notice of such meeting shall be delivered by email, and/or by publication on the Club website to members in good standing, in such a fashion that such notice can be delivered not less than 24 hours before the time of the special meeting. The purpose of such meeting shall be stated in the announcement. The business conducted at such special meeting shall be limited to that stated in the announcement.

ARTICLE VI – DUES

The Club, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for business of the operation within its objectives as set forth by the preamble. Non-payment of dues or assessments shall be cause for expulsion from the Club. Members in good standing shall be those who have paid the annual dues or assessments imposed by the Club. A member whose good standing has lapsed may be reinstated to good standing by timely payment of the Dues or assessments for the current calendar year

ARTICLE VII – MEMBERSHIP ASSISTANCE

In order to promote the stated purpose and goals of the Club, through designated and volunteer members, this Club will offer technical advice concerning equipment design and operation, frequency observance, and preferred operating practices to Club members and others within the Amateur Radio community. The Club shall also maintain a program of public relations. It shall formulate plans for disposition of any cases of interference to other radio services where reported as caused by an amateur station operation in the area of Club jurisdiction. The Club, through designated committees, will provide technical advice to members concerning equipment design.

ARTICLE VIII – AMENDMENTS

This Constitution and/or Bylaws may be amended by a two-thirds (2/3) vote of full members present at any regular meeting of the membership. Proposals shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members in good standing shall have been notified by mail, email, and/or by publication in the newsletter and on the Club website of the intent to amend the Constitution and/or Bylaws at said meeting, provided such notification occurs at least 10 days before said meeting.

ARTICLE IX-RULES

Robert's Rules of Order shall govern all proceedings.

Approval

These By-Laws were presented to the Membership at the regular monthly meeting on June 19, 2020. A vote taken on approval of these By-Laws was **Unanimous**.

Certification of Board Officers

Ron Matusek

President - Ron Matusek

WA6TQH

Marty Fitzgerald

Vice President - Marty Fitzgerald

W5MF

Tom Hoherd

Treasurer - Tom Hoherd

KK5YU

Martin Rogoff

Secretary - Martin Rogoff

N5GPS

Cindy Grant

Director - Cindy Grant

KM4YGG

Mike Pate

Director - Mike Pate

K5MAP

Samuel A. Labarbera

Director - Sam Labarbera

N6HB

Richard Nelson

Director - Richard Nelson

KF5WRD

Bill Buoy

Webmaster - Bill Buoy

N5BIA