

BYLAWS OF: **ESTES VALLEY AMATEUR RADIO CLUB, Inc.**

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be: ESTES VALLEY AMATEUR RADIO CLUB, Inc.

Section 2: The purposes of the ESTES VALLEY AMATEUR RADIO CLUB, Inc. are to:

- a) To provide communications assistance to governmental, charitable and other qualified organizations
- b) To promote, the operation and support of Amateur Radio routine and emergency response activities
- c) To further the exchange of information and cooperation among members
- d) To promote radio knowledge and fraternalism and to advance the interest and welfare of Amateur Radio in the community.

ARTICLE II - MEMBERSHIP

Section 1: Classes. There shall be two classes of membership. Full membership and Associate membership. Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.

Section 2: Requirements. All persons interested in Amateur Radio communications shall be eligible for membership. Full members must hold a current valid FCC amateur radio license of any class. Only Full members are eligible to vote. To be eligible to vote, a Full member must be current with their annual dues. Associate members do not need to hold a FCC amateur radio license. Associate members are not eligible to vote.

Section 3: Powers: The voting membership shall have the following powers and no others: to elect directors and officers at the annual election (Article III, Section 2), to add directors mid-year (Article II, Section 6), to recall directors (Article III Section 8), to approve expenditures (Article VI, Section 3), to dissolve the corporation (Article IX), and to adopt non-binding resolutions.

ARTICLE III - OFFICERS & DIRECTORS

Section 1: Number of Directors & Officers. There shall be five directors, four of which are officers.

Section 2: Offices. The officers of this club shall be President, Vice-President, Secretary, and Treasurer. Other directors are at-large. The officers and directors are responsible for overall policy and direction of the Corporation and shall manage the business and affairs of the Corporation. Officers and directors receive no compensation other than reasonable expenses.

Section 2: Elections. Election of new officers and directors or election of current officers and directors to an additional term will occur as the first item of business at the annual meeting of the corporation. Officers and directors will be elected by a majority vote of the voting members attending the meeting or by proxy, provided there be a quorum of voting members. See Article 4, Section 3.

Section 3: Terms. All officers and directors shall serve one year terms, but are eligible for re-election. An Officers' or directors term shall begin and end at noon April 1st.

Section 4: Quorum. At board meetings, a minimum of three directors represented in person, or by proxy, shall constitute a quorum for the transaction of business or motions be made or passed.

Section 5: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice-President, Secretary, and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled meetings, shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer. The President shall decide all questions of order, sign all official documents adopted by the club, and perform all duties pertaining to the office of President. The President will be the secondary representative to the Colorado Council of Amateur Radio Clubs (CCARC).

The Vice-President will chair committees on special subjects as designated by the President and act for the President and have his powers in absence of the President. In addition he/she shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club. He/she shall maintain close liaison with the local ARRL local ARES Emergency Coordinator to further club participation in the Amateur Radio Emergency Service.

The Secretary shall be responsible for keeping records of corporate actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate records are maintained, and, in general, shall perform all duties usual and customary for the secretary of a membership corporation. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

The Treasurer shall keep the financial books and records, including all books of account, of the Corporation, shall have charge of and superintend all records and disbursement of the Corporation and in general, perform the usual duties of the Treasurer of a membership corporation. The Treasurer will make a report at the annual meeting and other meetings as requested. Treasurer shall prepare the budget, and make financial information available to members. The Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors. Annual reports are required to be submitted to the Board of Directors and members showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Directors, membership and the public. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor.

Section 6: Vacancies. Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation. The term of the Officers or directors elected to fill vacancies shall expire on the date of expiration of the originally elected Officers or directors term.

Section 7: Resignation, Termination and Absences. Any officer or director may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation.

Unless otherwise specified in such written notice, such written resignation shall take effect upon receipt thereof by the President or the Secretary. An officer or director may be dropped for excess absences from the Board if they have unexcused absences from meetings.

Section 8: Removal of Officers or Directors. Officers or directors may be removed from office for cause, upon written petition of six (6) or more voting members presented to the President or Vice-President. After investigating, the petition will be presented to the voting membership at the next scheduled meeting of the club and voted on by the membership. Removal of an officer or director requires a majority vote of the full voting membership.

ARTICLE IV - MEETINGS

Section 1: Annual Meeting.

- a. The annual meeting of the members shall be held in March of each year at a time a place to be determined by the Board of Directors.
- b. The purpose of the Annual Meeting shall be for the election and installation of Officers and Directors.

Section 2: Other Meetings. Other meetings of the Board or Members may be called by the President or by three officers or directors and shall be held at a time and place specified in the notice of the meeting.

Section 3: Quorum. At the Annual Meeting, a minimum of one-third of the voting membership represented in person [or by proxy], shall constitute a quorum for the election of directors and officers. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

Section 4: Notice. Notice of each board meeting shall be given to each Board member, not less than one week before the meeting. Except for the Annual Meeting, the Board of Directors may conduct the business of the Corporation by email, mail or other direct contact.

Section 5: Proxies. A voting member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

Section 6: Meetings via radio or internet communication. Officers and directors of the corporation may participate in a meeting by means of a radio, internet, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Members may participate in the Annual Meeting in a like manner.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed. The President appoints all committee chairs.

Section 2: Field Day Committee. - Coordinates all Field Day Activities

Section 3: Training Committee - Develop training materials and teach classes.

Section 4: Resource Committee - Maintain a list of people resources; and understand availability of equipment. Maintain contact list of local and district ARES personnel.

Section 5: Emergency Communications Committee

- a) Coordinates with Estes Park Medical Center (EPMC)
- b) Coordinates with district activities
- c) Recruits ARES members from EVARC
- d) Provides Training and Development of local procedures and resources, both people and equipment coordinating with the Training Committee.

ARTICLE VI – FINANCES

Section 1: Establishment from time to time of dues, etc. shall be determined by the a majority vote of the Board of Directors.

Section 2: The fiscal year shall be the calendar year, ending on December 31.

Section 3: Expenditures exceeding \$500 will require a majority vote of Full Members with the same quorum as required for the election of directors and officers.

Section 4: No surplus of the Corporation arising from an excess of income over outgo shall be distributed to the members of the Corporation for their individual use.

ARTICLE VII - CLUB CALLSIGN

Section 1: The President shall assign trusteeship of the Federal Communications Commission (FCC) club call sign. He/She shall file the appropriate FCC forms naming a new Station Trustee.

Section 2: The Trustee shall:

- a) Be a voting member of the club in good standing
- b) Hold a valid Amateur Extra class license
- c) Has not had his/her FCC Amateur and/or Commercial license revoked or sanctioned at any time.
- d) Be the primary representative to the Colorado Council of Amateur Radio Clubs (CCARC).
- e) Shall insure all FCC rules are followed, determine who can use the club license, in conjunction with the officers and directors of the club, determine who can use the physical property of the club, maintains equipment in working order. Performs calibrations as required. Recommends changes in configuration. Coordinates with knowledgeable members regarding maintenance and repair of repeaters and other equipment as required.
- f) Shall file the appropriate FCC forms for renewal upon expiration of the club station license.

ARTICLE VIII – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular announcements.

ARTICLE IX- DISSOLUTION


Section 1: The Corporation may be dissolved by the two thirds majority vote, cast in person or by proxy, of the voting membership taken at a meeting of the Corporation.

Section 2: After dissolution, the net assets of the Corporation shall be conveyed or transferred as per the Articles of Incorporation.

ARTICLE X – RULES OF ORDER

Section 1: The rules contained in Robert’s Rules of Order Revised, shall govern this Corporation in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

These Bylaws were approved at a meeting of the Estes Valley Amateur Radio Club, Inc. on June 9, 2014.



Douglas Tabor - President