

# BY-LAWS of the BOLINGBROOK AMATEUR RADIO SOCIETY

## PURPOSE

We, the Bolingbrook Amateur Radio Society, enact these by-laws as our governing law. It is our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the Village of Bolingbrook, Illinois, and the surrounding communities.

## ARTICLE 1 - MEMBERSHIP

Section 1 - General - Membership is available to all persons interested in Amateur Radio. For all business and membership purposes, the Society year starts on July 1<sup>st</sup> and ends the following June 30<sup>th</sup>.

Section 2 - Types of Memberships - A variety of memberships have been established by the Society as follows:

- A. Associate Member - Associate Membership is open to those actively engaged in a class leading to an Amateur Radio License and to all other interested persons. Associate Membership may participate in Society activities and participate as members of committees, but they will not be eligible to vote, hold elected office, or serve as a Director on the Board of Directors.
- B. Full Member - Full membership is open to licensed amateurs. Full membership includes all club privileges including the right to vote, hold elected office, and serve as a Director on the Board of Directors.
- C. Family Member - Family Membership is open to licensed amateurs who are members of the same family and are living in the same household. Each Licensed family member covered by a single family membership holds full club privileges including, but not limited to, voting, holding elected office, and serving as a Director on the Board of Directors. However, no two family members covered by the same single family membership may hold elected office or serve as a Director on the Board of Directors at the same time.
- D. Inactive Member - Inactive Membership is open to those members who are inactive or live out of the area but would like to maintain a relationship with the Society and continue to receive the newsletter. Inactive Members may not participate as members of committees, vote, hold elected office, or serve as a Director on the Board of Directors.

Section 3 - Revocation –

- A. In the case of a member who brings dishonor on the Society because of personal misconduct, a serious violation of FCC Regulations, or who has been convicted of violating Civil or Criminal Law, such membership can be revoked by a two-thirds vote of the members present at properly called and conducted meeting where a Quorum is present.

- B. In cases of personal misconduct, the individual involved shall be offered the opportunity to appear before the membership, prior to a vote being taken, to present any pertinent information for consideration by the membership.
- C. If the individual's membership is revoked, the person involved shall be so notified immediately by the Secretary.
- D. A person whose membership has been revoked can only be reinstated by a two-thirds vote of the membership at a properly called and conducted meeting where a Quorum is present.

## ARTICLE II - MEETINGS AND QUORUMS

Section 1 - Regular meetings will be held each month at such time, place, and date as the Board of Directors orders.

Section 2 - Written, printed, or electronic notice of the place, day and hour of a special meeting will be delivered not less than five or more than forty days prior to the meeting. This notice must include the purpose of the meeting. Special meetings may be called by the Board of Directors, or by the Secretary upon the written request of ten members.

Section 3 - A minimum of one-third of the active voting membership will constitute a quorum for the transaction of all business of the Society at regular Society meetings and special Society meetings.

Section 4 - If a Quorum is present, unless otherwise stated in these by-laws, a majority vote of the members present, or by proxy, is necessary to approve all business. A member may vote in person or by proxy executed in writing and on file with the Secretary prior to the meeting at which the proxy is to be exercised.

## ARTICLE III - OFFICERS, TRUSTEE(S), AND DIRECTORS

Section 1 - The affairs of the Society shall be managed by the Board of Directors. The officers, by virtue of their offices, shall be members of the Board of Directors with voting rights equal to any other Director. The officers of the Society are:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

### Section 2 - Officers

- A. No club member under the age of 18 years may hold office or serve on the Board of Directors.
- B. The officers are elected for a one year term.
- C. Nominations for all offices will be opened at the start of New Business at the May meeting, and will remain open until just prior to the voting for each individual office. Only members in good standing may make nominations or become nominees
- D. Elections will be the first order of new business at the regular June meeting. If a quorum is not present, the incumbent officers will continue in office until the next regular meeting at which a quorum is present. Only members in good standing and whose dues

are current as of May 31<sup>st</sup> of that year may be nominated for office or vote in the June election.

- E. A separate written ballot will be taken for each office starting with President and ending with Treasurer. If only a single candidate is nominated for any office, the nominee may be approved by acclimation rather than by written ballot.
- F. New officers will assume their offices at the opening of the next regularly scheduled meeting.
- G. Officer vacancies occurring between elections will be filled, if more than one-quarter of the term remains, by a special election at the first meeting following the withdrawal or resignation of the officer. If less than one-quarter of the term remains, the Board of Directors may appoint a member to fill the vacancy until the next regular election.
- H. Any Officer may be removed from office by a two-thirds vote of the members present at a properly called and conducted meeting where a Quorum is present.

### Section 3 - Trustee

#### A. General

1. The Trustee of the repeater(s) shall be elected by the club membership, with recommendation by the Board of Directors.
2. It is recommended that the Trustee be an Extra Class Licensee.
3. If Repeater(s) are owned by the Bolingbrook Amateur Radio Society, the Society shall be responsible for all maintenance and financial support required to keep it (them) in proper working order.
4. The repeater(s) Call Sign shall be that of the Trustee.
5. In the event of the reissue of "Club Call Signs", the Trustee shall relinquish his call sign on the repeater for that of the Society.
6. The Trustee shall serve a five (5) year term. The term shall expire in conjunction with the regular society elections on all years evenly divisible by five (ex. 2000, 2005, and 2010).
7. The Trustee shall be a Member of the Board of Directors.
8. Complaints of misconduct on the repeater(s) shall fall under the jurisdiction of the Trustee for review.
9. Valid complaints of misconduct shall be forwarded to the Board of Directors for action.
10. In the event that the Trustee position becomes vacant, the Board of Directors shall identify a new candidate for that position and make their recommendations to the membership at the first regular meeting following the date the vacancy occurs. Providing there is a Quorum present, the members will vote on the recommendation at that meeting. The new Trustee shall be elected to serve the remainder of the vacated term.
11. The Trustee may be removed from office by a two-thirds vote of the members present at a properly called and conducted meeting where a Quorum is present.

## B. Financial

1. If Repeaters are owned by the Bolingbrook Amateur Radio Society, the cost of Repeater maintenance and operation shall be included in the annual budget submitted by the Treasurer at the Yearly Budget Meeting.
2. There will be no charge to Society members for basic repeater use.
3. Sale of the repeater(s) may not take place without a vote of the membership.
4. Sale of old repeater equipment shall fall under the jurisdiction of the Board of Directors.

## Section 4 - Directors

- A. After the yearly officer elections and prior to the next regular meeting, the officers will elect from the entire active Society membership three Directors for a term of one year. These three, plus the Trustee and the officers, shall constitute the Board of Directors.
- B. Director vacancies will be filled by the officers electing a replacement Director before the next regular meeting.
- C. A Director may be removed from office by a majority vote of the officers
- D. A minimum of 5 members of the board of directors shall constitute a quorum.
- E. If a quorum is present, a majority vote of those present shall be required to approve all motions at a board meeting.
- F. If the Board consists of an even number of Directors, the President will only vote to break a tie.
- G. A meeting of the newly elected Directors will be held prior to the regular Society meeting in July. The purpose of this meeting will be to discuss and approve the proposed Budget and to set goals and objectives for the Society for the coming year.
- H. In addition to the meeting listed above above, Board of Director meetings will be held at least quarterly. Additional meetings may be called as necessary.

## ARTICLE IV - DUTIES OF OFFICERS

### Section 1 - The President shall:

- A. Preside at all regular and special Society meetings.
- B. Conduct meetings according to the rules adopted, Roberts Rules of Order, unless otherwise decided.
- C. Enforce observance of the By-Laws.
- D. Decide all questions of order.
- E. Sign all official documents adopted by the Society
- F. The president is specifically charged with the task of appointing chairmen for as many standing committees from, but not limited to the following list, as there are willing appointees for these chairmanships: Contest, Education, Field Day, Fund-Raising, Membership, News Letter, Mentor Program, Social, and Technical Assistance. The appointments will be made at the July meeting each year or as soon thereafter as possible. The president shall encourage and promote committee activities and call for reports when appropriate during regular meetings. The President shall assist in guiding committee objectives.
- G. Perform all other customary duties pertaining to the office of President.

- H. The President shall have discretionary spending authority of up to \$75.00 for the purchase of goods or services not covered in the annual budget. This authority will only be invoked in cases where due to time constraints it is not practical or feasible to obtain Board approval for the expense.

Section 2 - The Vice-President will assume the duties of the President in the temporary absence of the President.

Section 3 - If both the President and Vice-President are absent from a meeting, the Secretary, Treasurer, Trustee, or a Director, in that order, shall preside. Otherwise an official meeting may not be conducted.

Section 4 - The Secretary shall:

- A. Keep a record of the proceedings of all meetings.
- B. Carry on all correspondence.
- C. Read all communications at meetings.
- D. Mail all required Society notices to members.
- E. The Secretary or his designate will produce the monthly society newsletter.

Section 5 - The Treasurer shall:

- A. Receive and document receipt for all monies paid to the Society.
- B. Keep an accurate account of all monies received and expended.
- C. Pay no bills other than regular expenses as directed by the budget, or as directed by resolutions passed and recorded at Society meetings or at Board meetings.
- D. Complete and submit the annual tax return for the Society.
- E. Maintain a roll of members in good standing.
- F. Maintain the following records for the time periods listed below.
  - i. Corporate Annual Report (Current year).
  - ii. Tax Returns (All).
  - iii. Bank Statements (Current and last 6 years).

Section 6 - At the expiration of the terms, officers will turn over to their successors all property of the Society that is in their possession.

## ARTICLE V – IMMUNITY OF OFFICERS AND DIRECTORS

No director or officer shall be personally liable to this society or its members for monetary damages for a breach of such director's or officers fiduciary duty; provided however, that this paragraph shall not eliminate or limit the liability of a director or officer for any of the following:

1. A breach of the director's or officer's duty of loyalty to the corporation.

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
3. A transaction from which the director or officer derived an improper personal benefit.
4. An act or omission that is grossly negligent.

Further, so long as it is tax exempt under §501(c)(3) of the Internal Revenue Code of 1986, as amended, the society assumes all liability to any person other than the corporation or its members for all acts or omissions of a director incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in said §501(c)(3).

#### ARTICLE VI - DETERMINATION OF DUES, AND ASSESSMENTS

Section 1 - In April of each year the President, with the assistance from Officers and Members as he deems appropriate, shall determine an annual dues figure for the coming year and submit it to the Board of Directors for their approval. Different dues amounts may be proposed based on criteria such as: full time student, senior citizen, family membership, or others as deemed appropriate from time to time.

Section 2 - The Board approved dues schedule shall be published in the regular May Newsletter. At the regular May meeting the dues schedule shall be voted on and ratified by the membership

Section 3 – New members who join the society and pay dues in the last 60 days of the fiscal year shall also receive dues credit for the next fiscal year.

Section 4 - The Society may levy such additional assessments as deemed necessary for the business of the Society. Non-payment of assessments is cause for expulsion from the Society by a vote of the membership

Section 5 - In individual cases, for good reason, dues and assessments may be reduced or waived by a majority of Board of Directors.

#### ARTICLE VII – PROJECTED EXPENDITURES AND BUDGETS

Section 1 – Prior to the June meeting, the outgoing Officers and Board of Directors shall create a proposed budget for the coming year which they will present to the new Officers at the June meeting. This Budget will reflect projected expenses and revenue sources to offset such expenses.

Section 2 – Prior to the July meeting, the newly elected Officers and Board of Directors will review the proposed budget referenced above, make any changes, additions or deletions they feel appropriate, and approve the Budget.

Section 3 – The Treasurer shall present the approved Budget to the membership for ratification at the regular July meeting. Upon the request of any member details regarding any expenditure shall be made known to the membership.

#### ARTICLE VIII – EXPENDITURE OF FUNDS

Section 1 – The Treasurer may pay bills or expend funds for any expenses covered in the approved budget.

Section 2 – Expenditure of funds not covered in the budget must be approved as follows:

- A. If the expense is in the amount of \$75.00 or less, the President can approve the expense.
- B. If the expense is in excess of \$75.00, but not more than \$300.00, the expense can be approved by the Board of Directors.
- C. If the expense exceeds \$300.00 it must be voted on and approved by the membership.

#### ARTICLE IX - AMENDMENTS

Amendments to these By-Laws shall be proposed at any official meeting and may be voted upon no sooner than the following official meeting or 28 days, whichever is longer. Prior to any official vote upon a proposed amendment to these By-Laws, the Secretary shall mail to all voting members a copy of the proposed amendment(s) and the details of the meeting(s) at which discussion and voting shall occur. Such written copies and notifications shall be mailed such that every voting member shall receive such copies and notification no later than 10 days prior to said meeting(s). Such amendment(s) shall be adopted upon receiving a simple majority vote cast by members present at any official meeting which meets the above criteria, provided a quorum is present. Approved this date

Signed and Dated:

OFFICIAL SIGNATURES ON FILE President Scott Hagner, KC9UTC

OFFICIAL SIGNATURES ON FILE Vice President Rudy Jezek, AB9PH

OFFICIAL SIGNATURES ON FILE Secretary Russell Rezaian, AB9UE

OFFICIAL SIGNATURES ON FILE Treasurer Levert Abernathy, KA9CCH

OFFICIAL SIGNATURES ON FILE Repeater Trustee Will Sperling, K9WSS

OFFICIAL SIGNATURES ON FILE Director John Ashburn, W9JFA

OFFICIAL SIGNATURES ON FILE Director Adam Lee, KE4ENH

OFFICIAL SIGNATURES ON FILE Director Robert John AA8X