

BYLAWS OF ST. CLOUD AMATEUR RADIO CLUB

ARTICLE I - NAME AND PURPOSE

Section 1. **Name:** The name of the corporation shall be **St. Cloud Amateur Radio Club**. It shall be a nonprofit corporation incorporated under the laws of the State of Minnesota.

Section 2. **Purpose:** The **St. Cloud Amateur Radio Club** is organized exclusively for charitable, scientific and educational purposes. The purpose of this corporation is:

- Promote the interests of Amateur Radio by encouraging it's membership to assist in Civil Defense and other activities in the public interest.
- Teach and assist non-amateurs who are interested in amateur radio in the art and skills necessary to pass FCC license tests.
- Provide a clubhouse and operating facilities so that members shall have an adequate meeting place and equipment for the pursuit of the hobby.
- Conduct such other activities as will promote and enhance the hobby of Amateur Radio
- Participate in amateur radio contests such as "Field Day", DX contests, VHF contests, etc

ARTICLE II - OFFICES

Section 1. **Registered office:** The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be set forth in the Articles of Incorporation of this corporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 2. **Other offices:** This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 3. **Corporate seal:** This corporation shall have no corporate seal.

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ARTICLE III - MEMBERSHIP

Section 1. **Voting membership**: Application for voting membership shall be open to all persons having an interest in the corporation's objectives, and who declare a desire for membership and express a willingness to abide by the Articles of Incorporation, Bylaws and other rules promulgated by the corporation and supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. **Annual dues**: The amount required for annual dues shall be according to a schedule established by the Board each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. A member will have a grace period of one month to pay his / her dues at the beginning of each calendar year before he / she is no longer considered a member. Furthermore, dues received any time during the calendar year will be just from the time of payment to December 31st of that calendar year. Dues paid in the month of December shall be for the remainder of the year and the next full calendar year.

Section 3. **Rights of members**: All classes of members shall have voting rights. No member shall have any right, title or interest in or to any property of this corporation. Any motion to approve expenditures over \$1000.00 other than recurring operating expenses, change any of the bylaws, or make any decision affecting the whole membership will not be voted upon until the following regular meeting. The only exception to this is for emergency repairs to club property.

Section 4. **Resignation and termination**: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the board. Termination shall not relieve a member of unpaid dues, or other charges previously accrued. Unused portion of membership dues shall be refunded upon termination.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. **Regular meetings**: Regular meetings of the members shall be held monthly, on the third Thursday of the month, at the St. Cloud Amateur Radio Club clubhouse, starting at 7:00 pm, or at a time and place designated by the president.

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Section 2. **Annual meetings:** An annual meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the president. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.

Section 3. **Special meetings:** Special meetings may be called by the president, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting. The specific date, time and location of which will be designated by the president.

Section 4. **Notice of meetings:** Notice of each annual or special meeting shall be given to each voting member not less than one week in advance of the meeting.

Section 5. **Quorum:** The members present at any properly announced meeting shall constitute a quorum.

Section 6. **Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V - BOARD OF DIRECTORS

Section 1. **Board role, size, and compensation:** The board is responsible for overall policy and direction of the corporation and delegates responsibility of day-to-day operations to the staff and committees. The number of directors shall be not less than seven (7). Members of the board shall consist of four elected officers, the immediate past president and two (2) persons from the general membership. The board receives no compensation other than reasonable expenses.

Section 2. **Terms:** All board members shall serve two year terms, but are eligible for re-election for up to five consecutive terms.

Section 3. **Meetings and notice:** The board shall meet at least quarterly, at an agreed upon time and place. A regular board meeting requires that each board member be given notice at least one week in advance of the meeting.

Section 4. **Board elections:** New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple

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majority of members present at the annual meeting. Absentee ballots are available by contacting a board member.

Section 5. **Election procedures:** A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

Section 6. **Quorum:** A simple majority of the board members present shall constitute a majority for business transactions to take place and motions to pass.

Section 7. **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 be the chief executive officer of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of this corporation or shall be required by law to be otherwise executed or delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, including, without limitation, any instruments necessary or appropriate to enable this corporation to donate income of principal of the corporation to or for the account of such corporations, associations, trusts, foundations, and institutions as referred to or described in the Articles of Incorporation of this corporation and as this corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

- **The vice-president** shall have such powers and shall perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, Vice Presidents shall succeed to his or her powers and duties in the order designated by the Board of Directors.

- **The secretary** shall be Secretary of and when present, shall record proceedings of all meetings of the Board of Directors; shall keep a register of the names and addresses of all members of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors; shall perform such other duties as may from time

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to time be prescribed by the Board of Directors or by the President; and in general, shall perform all duties usually incident to the office of the Secretary.

- **The treasurer** is the Director of all properties of the Corporation and maintains records as such. The Treasurer shall keep accurate accounts of all amounts of this corporation received or disbursed; shall deposit all moneys, draft, and checks in the name of, and to the credit of, this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks and draft received by this corporation; shall disburse the funds of this corporation as ordered by the Board of Directors, making proper vouchers therefore, shall render to the President and the directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties as usually incident to the office of the Treasurer. The treasurer shall also supervise and be responsible for the maintenance of a current membership list.

Section 8. **Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9. **Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Secretary. A board member could be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a simple majority vote of the remaining board members.

Section 10. **Special meetings:** Special meetings of the board shall be called upon the request of the president, or one-third of the board. A special board meeting requires that each board member be given notice one week in advance of the meeting, if possible..

ARTICLE VI - COMMITTEES

Section 1. **Committee formation:** The board may create committees as needed, such as emergency communications, informational technologies, public relations, fundraising, etc. The board president appoints all committee presidents.

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Section 2. **Executive Committee:** The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. **Finance Committee:** The treasurer is the chairperson of the Finance Committee, which includes other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any Major change in the budget must be approved by the board or the Executive Committee. The fiscal Year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the corporation are public information and shall be made available to the membership, board members, and the public.

ARTICLE VII — AMENDMENTS

Section 1. **Amendments:** These bylaws may be amended when necessary. Any member may present proposed amendments to the bylaws to the board. These proposed amendments will require a $\frac{2}{3}$ vote by the board of Directors before it is presented to the general membership. A simple majority of the membership present is required for ratification.

CERTIFICATION

These bylaws were amended and approved at a meeting of the board of directors by a two thirds majority vote on July 09, 2020

The amended bylaws were approved at the August general meeting by a unanimous vote on August 20, 2020.

Randy Welsand President SCARC
Charlie Chirhart Vice President SCARC

August 20, 2020
August 20, 2020