

Bylaws

Northwest Amateur Radio Society

PREAMBLE

These Bylaws of the Northwest Amateur Radio Society (NARS), a Texas Nonprofit Corporation, (the Company, the Club) define the roles, responsibilities, and of the Club. These Bylaws also define the roles and responsibilities of the Board, consisting of the Officers and the Directors of the Club, provide for the election of Officers and Directors, and authorize other acts and functions to promote the responsible and efficient governance and operation of the Club.

PURPOSE

The Club is organized exclusively for charitable, educational, and scientific purposes as described under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code. All activities of the Club shall conform without exception to this purpose.

The purposes for which this Club is organized are the following:

1. To render communications as a public service during impending storms or following severe weather, and to assist in disaster relief operations by providing communications when called upon by any official agency of the City, County, State or Government of the United States of America.
2. To promote amateur radio individually or at established community functions, and to further the hobby of amateur radio.
3. To educate members and future members at all levels of licensure and on the scientific background, the proper operating procedures, and revisions in rules or regulations associated with amateur radio by means of classes, mentoring, and exchange of technical information and assistance.

NON-DISCRIMINATION POLICY

Northwest Amateur Radio Society, the Club is an equal opportunity organization and shall not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

Article I – Membership

Full Membership is available to those who hold a current, valid Federal Communication Commission (FCC) Radio Amateur License of any class. Associate Membership is available to applicants who do not hold an amateur radio license. Upon issuance of a valid FCC Amateur Radio license to an Associate Member, that Membership is automatically upgraded to Full Membership without additional cost.

If a member's FCC Amateur Radio License is not renewed within sixty (60) days of expiration, that person's membership will be reclassified to an Associate Membership with no voting privileges. Should that member choose to withdraw from the Club, any prepaid dues will be forfeited.

Applicants will submit a completed membership application provided by the Club. Dues must be submitted with the application and will be returned if membership is denied on the grounds that information provided is incorrect. Inclusion in the official Club membership roster database constitutes membership. This roster, as kept by the Administrative Secretary, is the basis for General voting authority in the Club.

Members in good standing are those who are current in their dues and abide by the Constitution, Bylaws, and policies of the Club. Non-payment of dues will be cause for removal of Club membership.

A member whose good standing has lapsed may be reinstated to good standing by payment of the dues for the current year. The reinstatement date will be the expiration date for the previous membership year.

Honorary Membership

May be bestowed to any person by a two-thirds vote of the members present at any regular or special meeting, or by a two-thirds vote of the Officers and Directors. Honorary members shall not have any voting privileges and shall not pay any annual dues. They may serve on committees in an advisory capacity.

Article II – Dues

The Board, by majority vote of Board members present at any Board meeting at which a quorum exists, may levy upon the general membership such dues as are necessary for the operation of the Club. All membership dues are required on or before 15 January each year.

Article III – Officer's Duties

The Board, Officers and Directors have responsibilities and duties to fulfill in supporting the Club and its members. All Board members of the Club shall be at least 21 years of age and

holders of an FCC Amateur Radio License. The Board members must maintain a valid FCC License and Club membership in good standing for at least one (1) year.

All Club Officers, Directors and Committee Members shall function as an initial point of contact for any prospective members and the public.

President – The President will preside at all meetings of the Club and conduct the same according to the rules adopted. The President will enforce due observance of the Constitution and Bylaws; 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.

The President serves as Chairman of the Board. The President may engage in debate in meetings of the Board but will not vote on any issue except in the event of a tie vote on a question. Should such a tie occur, the President will break the tie by casting the deciding vote.

The President will appoint a Club member to a voting Board vacancy to complete the term of that vacancy until the next general election to fill the vacancy.

The President will, at the expiration of his/her term, turn over to the successor all property and documentation belonging to the Club.

Vice-President – The Vice President will assume all the duties of the President in the absence of the latter. The Vice President will be the chair of the annual awards banquet held by the Club in January each year and will appoint committees to perform the duties necessary to ensure success of the banquet. The Vice President is also responsible for overseeing the tangible property belonging to the Club and maintaining the inventory with locations, i.e.: Field Day, repeater equipment.

The Vice-President will oversee the agenda for the General Club meetings, for guest speakers as selected by the Board members, and for induction of new members as identified by the Administrative Secretary.

The Vice-President will, at the expiration of his/her term, turn over to the successor all property and documentation belonging to the Club.

Secretary – Is the “Keeper of the Club's governing documents”. The Secretary will keep a written record of the proceedings of all Board meetings, documenting all action items; posted to the Club document repository within five (5) days; be the custodian of the Club's Constitution and Bylaws on the Club document repository and assign document authority levels; carry on correspondence; and read communications at Board meetings.

The Secretary will, at the expiration of his/her term, turn over to the successor all property and documentation belonging to the Club.

Treasurer – The Treasurer will receive and give receipts to applicants (membership) or outside sources for all monies donated to the Club (receipts to Donors where applicable or

requested); all donations to the Club will be recorded by the Treasurer. Deposit of all funds to the Club bank, approved by the Board, within ten (10) days of receipt of such funds. For distributions from the Bank, all distributions must be pre-approved by the Board. ALL checks will require two authorized signatures of Club Officers listed on the bank signature cards.

The Treasurer will maintain records of all membership dues and donations for annual tax records; and submit annual tax documents to the State of Texas and the IRS as required to maintain our Nonprofit status.

At every meeting of the Board, the Treasurer will submit an itemized statement of disbursements and receipts, which will include, at a minimum, a copy of the bank statement in which the funds belonging to the Club are kept.

All Club-related expenditures must be pre-authorized by the Board and followed up with an itemized invoice. The itemized invoice must be equal to or less than the approved value and be submitted to the Treasurer to initiate payment. Budget overruns must be pre-approved by the Board before payment.

The Treasurer will, at the expiration of his/her term, turn over to the successor all property and documentation belonging to the Club and coordinate with the successors to transfer bank signature authority.

Article IV – Committee Member Duties

The Board will oversee the operation of the Club and establish general guidelines and policies for the Club. All responsibilities not delegated to Officers belong to the Directors. A Committee Lead person cannot be a voting Board member if responsible for potential expenditures for equipment or software.

Under the authority of the President, additional individuals and committees may be appointed by the President to perform special tasks for the Club. These Committees and Committee Members are intended to enhance the Club; thus, these appointments will be made by the President after consultation with the Board. Board Officers and Directors may also hold a Committee Member position.

Ad-Hoc Committees and Committee Member positions and appointments serve at the pleasure of the President. Committee Members and Ad-Hoc committees may not vote on matters before the Board unless they also hold an Officer or Director position on the Board.

Examples of these committees include, but not limited to the following:

Administrative Secretary – Manages the Club membership application process. The Administrative secretary is responsible for receiving applications, entering the information into the Club membership database, and communicating with the

Treasurer to ensure timely updates of the payment of dues. The Administrative Secretary also manages new member recruitment.

Newsletter Editor – Obtains information and content of interest to the Club, writes or edits submitted content, and places it in the appropriate template for publication in the Club newsletter. The Newsletter editor distributes the newsletter by email and by posting on the Club website and groups.io.

Webmaster Team – Maintains the Club website; writes and edits content, updates content and website publishing software; manages the web hosting service; and ensure the functionality, security, and efficiency of web infrastructure while optimizing loading speeds, fixing issues, and updating website content. Troubleshoots websites, tests their compatibility across different platforms, Maintains/updates the Email structure of Officers and Committee's. Additionally, the webmaster maintains the Club membership software and domain names, while also managing the Club's email support structure and overseeing the Club's social media presence.

ARRL Liaison and Volunteer Examiners Coordinator (VEC) – Schedules regular FCC Amateur Radio License exams. Solicits Volunteer Examiners and supervises the license examination process. Electronically communicates the results of the exams to the FCC and list in the NARS Newsletter.

Repeater Team Lead – The Repeater Team Lead is accountable for the Team, for maintaining and ensuring the proper operation of the NARS repeater sites. All NARS equipment will be maintained and accessible to authorized persons for operational maintenance and inspection, coordinates equipment installation and upgrades to the Club repeater site with approval of the Board. All equipment utilized will be authorized and registered property of NARS. Equipment on loan must be approved by the Board and insured independently with a provision indemnifying NARS of any fault or liability.

Callsign and Repeater Trustee – Is responsible for maintaining and managing the Club callsign, W5NC, in compliance with the applicable FCC Part 97 rules and regulations.

Field Day Coordinator – Organizes the Club participation in the annual ARRL Field Day. Recruits captains for the stations and supporting activities necessary for Club participation in the event.

Public Information Liaison – Communicates with the public on behalf of the Club. Issues press releases, answers queries from the media, and promotes a positive image of the Club and Club activities.

Network Control Team – Manage the weekly communication nets on the Club repeaters. Solicits volunteer net controllers for each scheduled net, communicates net

times and topics to the general membership, and serves as net control in the absence of a volunteer.

Nominating Committee – Solicits candidates for and selects at least one eligible nominee for each office (following rules in Article II – Officer’s and Director’s Duties) and presents those nominees at the October Club meeting prior to the election in November.

Social Media Coordinator – Manages the Club social media accounts, posts news, announcements, and Club information to Club social media accounts.

Special and Ad Hoc Committees – Special and ad hoc committees to address issues and needs identified by the Board. The President will appoint a chairperson and members to committees as required. Each special or ad hoc committee will report to the Board. No action may be undertaken without the consent of the Board.

Article V – Removal of Officers or Directors

Any proposed removal of an Officer or Director will be confirmed by a vote of the members and initiated by a petition signed by the majority of the membership or by a two thirds (2/3rds) vote of the Board, excluding the member in question. Recall ballots will be distributed by electronic means to the general membership no less than 60 days following a Board removal vote or valid removal petition being delivered to the Board. All Recall ballots will be distributed and counted in accordance with the provisions applicable to elections. A successful recall requires a two-thirds vote of the membership casting ballots.

Article VI – Vacancies

A vacancy occurring in any elected office will be filled for an interim period by a person initially appointed by the President and confirmed by a majority vote of the Board until the Annual election by the general membership is held. All rules and requirements governing election to office as stated in the Constitution and Bylaws apply.

Article VII – General Membership Meetings

The Club will hold a general membership meeting each month at a well-publicized time and date at a readily accessible location. Any business items raised at a general meeting will be referred to the Board. If a vote of the members is required, it will be taken by majority vote of attending members in good standing at the next General meeting.

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, will constitute a quorum for the transaction of business at General Membership meetings.

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.

Article VII a – Special Meetings

The President may call special Board meetings or General Membership meetings if such meetings are beneficial or necessary for the operation of the Club. Special meetings may also be called by the President at the written request of any five (5) members in good standing as documented in the Club Bylaws.

Should a special meeting of the Club be called, notice of such a meeting will be delivered to members in good standing by commonly available communication methods available to the Club. Such notice will be delivered not less than 24 hours before the time of the special meeting. The purpose of such meetings will be stated in the announcement. The business conducted at such special meetings will be limited to the purpose stated in the announcement. Disclosure of this action will be reflected in the record of subsequent minutes of the Board.

Article VIII – Board Meetings

The Club will hold a Board meeting each month for the Board members at a well-publicized time and date at a readily accessible location. Any member of the Club, in good standing as described in the Bylaws, is eligible to attend such meetings. Club members who attend are eligible to participate in discussions and debate for a maximum of 2 minutes but cannot vote. Members who attend may bring new business before the Board within the first ten (10) minutes of the meeting. Such business will be tabled and added to the agenda for the next Board meeting to give the Board the opportunity to consider the business if approved by the President.

A majority of serving Officers and Directors constitutes a quorum at Board meetings. Minutes of the Board meetings will be archived. The minutes of a specific meeting will be made available to any member in good standing by request to the Board.

Article VIII a – Special Board Meetings

If a situation arises that requires immediate action by the Board, the President may call a special meeting or special vote. These emergency actions do not require notification of the general membership. Disclosure of this action will be reflected in the record of subsequent minutes of the Board.

Article VIII b – Closed Board Meetings

The Board may find it necessary to address matters of a confidential nature in a Board meeting. The Board may invoke a vote to limit attendance to Board members only to address these issues. A Closure Vote requires the approval of 50% of the Board membership. The disclosure of this action, but not the details of the meeting, will be reflected in the record of subsequent minutes of the Board.

Article IX – Elections

Any member in good standing, as described in the Bylaws, is eligible to hold office in the Club, provided that the member does not hold office in any other Amateur Radio service Club. Members holding an office in the American Radio Relay League (ARRL) are exempt from this restriction. The Nominating Committee will, at the October General Meeting, propose a slate of nominees for the general elections in November. Additional nominations may be made from the floor at the November General meeting. The term of office is two years for all Officers and two years for elected Directors.

The term of office for all newly elected positions will commence at the annual NARS Banquet in January. The nominee who receives the greatest number of votes by secret ballot will be elected. In the event of a tie, the resolution will be the responsibility of the current Board. Election results will be published on the Club website and in the next newsletter after the elections.

The Board will take the steps necessary to assure the secrecy and security of elections. Ballots will be distributed to all full members in good standing at the meeting or by electronic means at the time of the election.

Article X – Amendments

Amendments to the Constitution and/or Bylaws must be submitted in writing to the Board at least 10 days in advance of the upcoming Board meeting. The notification requirement is considered satisfied if notification is sent to the member's email of record and/or by publication in the newsletter, on the Club website, and/or social media. The Board will review and determine acceptance at the next scheduled Board meeting.

Upon Board approval the Constitution and/or Bylaws may be amended by a two-thirds (2/3) vote of full members in good standing present at any regular meeting of the membership, provided there is a quorum, as established herein, at that meeting.

Article XI – Governing Rules

Robert's Rules of Order shall govern all proceedings, Board Meetings and General Meetings. Persons not following these guidelines may be asked to leave the meeting room.

Article XII – Dissolution

Dissolution of the Club can be determined by unanimous approval of the Board and two thirds (2/3) approval of the membership in good standing. If NARS members and officers approve dissolution of the Club, all Club assets will be distributed to one or more local amateur radio organizations.

The specific organization selected to receive the assets will be determined by a majority vote of the Board at the time of dissolution. Any such assets not so disposed of will be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of NARS is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

Approvals

These Bylaws were reviewed and approved by the Board.

Board Approval Certification

President	Ron Matussek WA6TQH Extra	<u></u>	Date: <u>9/23/2023</u>
Vice-President	Paul Kent KI5FJS Extra	<u></u>	Date: <u>9/28/2023</u>
Treasurer	Tom Hoherd KK5YU Extra	<u></u>	Date: <u>9/23/23</u>
Secretary	Brandon Rogers K5BLR Extra	<u></u>	Date: <u>9/28/23</u>
Director 1	Rich Jones W5VEK Extra	<u></u>	Date: <u>09/23/23</u>
Director 2	Jerry Davis N5EKO Extra	<u></u>	Date: <u>9/23/23</u>

General Membership Certification

The Bylaws were made available to the General Membership prior to the General Meeting via main@w5nc.groups.io. The membership voted during the General Meeting to approve the Bylaws on _____, 2023