

Bylaws

Preamble

These Bylaws of the Northwest Amateur Radio Society, a Texas Unincorporated Nonprofit Association, define the roles, responsibilities, and membership of the Club. These Bylaws also define the roles and responsibilities of the Officers and Directors of the Club, provide for the election of officers, and authorize other acts and functions to promote the responsible and efficient governance and operation of the Club.

Article I – Membership

Full Membership is available to those who hold a current, valid 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. Inclusion in the official Club membership roster database constitutes membership. This roster, as kept by the Administrative Secretary, is the basis for 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 expulsion from Club membership.

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

Article II – Dues

The Board, by majority vote of elected 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.

Article II – Officer’s Duties

The elected officers of the Club have responsibilities and duties to fulfill in supporting the Club and its members.

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 of Directors. 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, 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.

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 – The Secretary will keep a written record of the proceedings of all Board meetings; be the custodian of the Club’s Constitution and Bylaws; carry on correspondence; and read communications at Board meetings. Board meeting minutes will be posted to the Club document repository within five (5) days.

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 receipt for all monies paid to the Club; will 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 will 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 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. The Treasurer must obtain approval of the Board of Directors prior to any expenditure of \$100 or more.

All club-related expenditures must be pre-authorized by the Board. An itemized invoice must be submitted to the Treasurer in order to effect payment. Budget overruns must be 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 – Director’s Duties

The elected Directors 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.

Under the authority of the President, additional individuals or committees may be appointed to Associate Director positions to perform special tasks. These appointments will be made by the President after consultation with the Board. Elected Directors may also hold an Associate Director position.

Associate Director and Ad-Hoc committee positions and appointments serve at the pleasure of the President. Associate Directors 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 the following:

Administrative Secretary – Manages the Club membership application process. The Administrative secretary is responsible for receiving applications, entering the information into the 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 or by posting on the Club website.

Webmaster – Maintains the Club website; writes and edits content, updates content and website publishing software; manages the web hosting service; and manages and supports the Club cloud IT infrastructure.

ARRL Liaison and VEC – Schedules regular FCC Amateur Radio License exams. Solicits Volunteer Examiners and supervises the license examination process. Communicates the results of the exams to the ARRL and FCC.

Repeater Team – Maintains the Club repeater sites and equipment, coordinates equipment installation and upgrades to the Club repeater site.

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 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 elected Board of Directors. The President will appoint a chairperson and members to committees as required. Each special or ad hoc committee will report to the Board on a monthly basis. No action may be undertaken without consent of the elected Board of Directors.

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 a majority of the membership or by a two thirds (2/3rds) vote of the elected 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 2/3 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 elected Board members until a special election by the general membership can be held. A special election will be held within 60 days of the vacancy occurrence, unless the vacancy occurs within 90 days of the annual election. In this case, no special election will be 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 elected 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 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 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, but who is not a Board member, is eligible to attend such meetings. Club members who attend are eligible to participate in discussions and debate, 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.

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 elected Board may find it necessary to address matters of a confidential nature in a Board meeting. The elected Board may invoke a vote to limit attendance to elected Board members only to address these issues. A Closure Vote requires the approval of 50% of the Board membership. 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 that 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 one year 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 elected 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

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.

Proposals must be submitted in writing at a regular meeting and will be voted on at the next following regular meeting, provided a majority of the members in good standing have been notified of the intent to amend the Constitution and/or Bylaws at said meeting, and provided such notification occurs at least 10 days before said 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.

Article XI – Governing Rules

Robert's Rules of Order shall govern all proceedings.

Article XII – Dissolution

Dissolution of the Club can be determined by unanimous approval of the elected Board and two third (2/3) approval of the membership in good standing. In the event that 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 elected 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.

Approval

These By-Laws were presented to the Membership at a meeting on _____ 2021. A vote taken on approval of these By-Laws was _____.

Certification of Board Officers

President

Vice-President

Treasurer

Secretary

Director 1

Director 2