

## BYLAWS OF THE LINCOLN AMATEUR RADIO CLUB, INC.

### Definitions:

1. The Lincoln Amateur Radio Club, Inc. shall be referred to as the “Club.”
2. The Lincoln Amateur Radio Club, Inc. Board of Directors shall be referred to as the “Board.”
3. Fiscal year means the twelve-month period January 1 through December 31.

### Section 1: Members

- 1.01 Membership: Club membership shall be based on an interest in amateur radio and the payment of Club dues.
- 1.02 Classification: The Board shall determine classification of members.
  - 1.02.01 A Full Member is one who has paid full Club dues.
  - 1.02.02 An Associate Member is one who has paid associate Club dues. An Associate Member must have a Full Member residing within the same permanent residence as the Associate Member. There are no limits as to the number of Associate Members within the same permanent residence.
- 1.03 Dues: Club dues for each classification, effective for one calendar year, shall be determined by the Board.
- 1.04 Voting Rights: Each Club member is entitled to cast one ballot in any Club election. At the annual meeting a Club member for either the current year or the following year is entitled to cast votes for Directors. No proxy votes are allowed at any time.

### Section 2: Meetings of Members

- 2.01 Annual Business Meeting: The Club’s Annual Business Meeting for the election of eligible Directors and other presented business transactions shall be held concurrently with the December regular meeting at a time and place designated by the President of the Board. In the event a quorum is not present, the Annual Business Meeting shall be held at successive regular Club meetings until a quorum is present.
- 2.02 Regular Meetings: Regular meetings shall be held on the second Wednesday of each month at a time and place designated by the President of the Board.
- 2.03 Special Meetings: Special meetings may be held at any time and place in the state of Nebraska, on call of the President, a quorum of the Board, or at least 20% of the Club members.
- 2.04 Notice of Meetings: A good faith effort must be made to provide written notice of any special meeting, called for the transaction of business, to each member, by; mail, *LARC LOG*, or e-mail, not less than ten (10) nor more than fifty (50) days prior to the meeting.

Such notice shall state the place, date, time, and purpose(s) of the meeting. No notice need be given of regular or adjourned meetings.

- 2.05 Quorum: A quorum shall consist of not less than 15% of the Club members represented in person. A simple majority of the votes cast shall be necessary for the adoption of any matter voted upon.

### **Section 3: Board of Directors**

- 3.01 An elected Director shall:

- 3.01.01 Have a vital interest in Amateur Radio and the Club.
- 3.01.02 Be a Full Club member for six (6) months immediately prior to nomination.
- 3.01.03 Be a licensed Amateur Radio Operator for at least one (1) year prior to nomination.
- 3.01.04 Not miss more than three consecutive Club or Board meetings without substantial cause.
- 3.01.05 Be willing to serve on one or more committees as necessary.

- 3.02 General Powers: The business of the Club shall be managed by the Board of Directors in accordance with the purpose of the Corporation as set forth in Article 3 of the Articles of Incorporation.

- 3.03 Number: The Board shall consist of eight elected Directors and two ex-officio Directors.

3.03.01 Elected Directors: Eight elected Directors as defined in section 3.06 or appointed as defined in section 3.09.

3.03.02 Ex-officio Directors: Provision is made for up to two ex-officio Directors. The two ex-officio Directors shall be the immediate past President of the Board of Directors and/or the Club Station Trustee if not currently serving as elected Director(s).

- 3.04 Term of office

3.04.01 Elected Directors' terms shall begin on January 1. The Director's term ends at the end of the day December 31 of the second calendar year. Four (4) Directors shall be elected each year and may serve unlimited terms. A Director, appointed to fill a vacancy, shall serve until the expiration of the term s/he was appointed to fill.

- 3.05 Nominations:

3.05.01 - Committee: The President of the Board shall appoint a Nominating Committee to include at least two elected Directors, whose terms are not expiring, and at least two (2) members from the Club at large at the October Board Meeting. This committee shall present to the Members, at the November Club meeting, a slate of nominees at least long enough to fill the Board vacancies created by the retiring elected Directors plus one (1).

- 3.05.02 - Nominations: Nominations from the floor by Members will be accepted only at the November Club meeting.
- 3.05.03 - All nominees must consent to serve prior to nomination.
- 3.05.04 - Each nominee shall be eligible to submit a biography to be published in the December Club newsletter.
- 3.06 Elections: Successors to elected Directors whose terms expire shall be elected by Members at the Annual Club Business Meeting. Each Member shall cast one vote for up to four (4) nominees from the slate listed on the ballot; those nominees receiving the greatest number of votes shall be declared elected.
- 3.07 Resignation: The Board may accept the resignation of any Director or Officer.
- 3.08 Removal: The Board may remove an elected Director by unanimous vote of all elected Directors then serving, except the one whose removal is being voted upon. The Club members may remove any or all elected Directors and elect new Directors to complete the unexpired term(s) at a special meeting duly called for that purpose. A quorum must be present and a three-quarters majority of that quorum must affirm removal.
- 3.09 Vacancies: Any vacancy on the Board shall be filled within thirty-five days by appointment of a qualified Club member. Although not binding, the Board shall specifically consider the unsuccessful candidate with the highest vote total from the most recent General Election for Directors.
- 3.10 Salaries: No Director shall receive any salary or other compensation from the Club for serving as a Director.
- 3.11 Voting Rights: In Meetings of Directors (Section 4), each elected Director shall be entitled to one vote. No proxy votes shall be allowed at any time. The Ex-officio Director(s) when not serving as an elected Director have no voting rights.

#### **Section 4: Meetings of Directors**

- 4.01 Annual Election of Officers: The annual meeting of the Board of Directors for the election of officers shall be held immediately following the December Business Meeting. This meeting shall be conducted by the current Board with participation of the newly elected Directors. Voting by new Directors shall be limited to the election of officers. Retiring Directors shall not participate in this election.

The incoming Board's term begins January 1. However, they may begin preliminary planning immediately following the December Directors Meeting.

- 4.02 Regular Meetings: Regular meetings of the Board shall be held at a time and place designated by the President and convenient for a majority of the Directors. Board meetings are open to all Club members.

- 4.03 Special Meetings: Special meetings of the Board may be held at any time and place in the State of Nebraska on call of the President or any three Directors.
- 4.04 Notice of Meetings: All Board members must be notified of any meeting if this is at all possible and practical.
- 4.05 Quorum: The presence of four Directors at a meeting shall constitute a quorum. Except where these bylaws state otherwise, a unanimous vote of the Directors present at a meeting where only a quorum is present shall be necessary for any action by the Directors.
- 4.06 Closed Session: The Board may at any time within a meeting of the Directors elect to enter into Closed Session. Any elected Director may make a motion at any time to enter into Closed Session. Following a second to this motion, and a majority vote, the President shall instruct all non-Board members, to leave the meeting room and retire to a secure location designated by the President. The Board may ask any party to leave or enter the Session at any time during that Session. A Director may not be excluded without just cause. All business discussed within the Session is classified as confidential and is not to be shared outside of the Session with the exception of any information that is deemed by all Directors present to be made public. The Closed Session remains in effect until an elected Director makes a motion to exit from that Session, the motion is seconded and there is a majority vote by the elected Directors present to end the Closed Session.

## **Section 5: Officers**

- 5.01 Qualifications: No person may serve as an Officer unless that person is also serving as an elected Director. The President must have served at least one (1) year as an elected Director prior to being elected as President.
- 5.02 Offices: There shall be a President, a Vice-President, a Secretary, and a Treasurer.
- 5.03 Duties: Each Officer shall perform the duties normally incident to the office and such other duties as may properly be assigned to them by the Board.
- 5.04 Election: Officers shall be elected as specified in Section 4.01. The term of office shall begin on the first day of the month following the Annual Business Meeting and end at the end of the day December 31 of the same year, except that an officer elected to fill a vacancy shall serve from the date of election until the end of the day December 31. Officers may serve an unlimited number of terms.
- 5.05 Removal: The Board may remove an Officer from their position by a two-thirds vote of all elected Directors currently serving. Said Officer shall be notified in writing of the action of the Board.
- 5.06 Salaries: No Officer shall receive any salary or other compensation from the Club for serving as an Officer.

## **Section 6: Committees**

- 6.01 Committee Establishment: The Board shall establish committees as it deems necessary or desirable and shall prescribe the duties of each committee. The President shall appoint the committee chair and may appoint committee members.
- 6.02 Committee Membership: All committee chairpersons must be Club members.
- 6.03 Committee Terms: Terms of membership in all committees shall expire on or before the end of the day January 31 of each year.

## **Section 7: Club Stations**

- 7.01 Number of Stations: The Club may hold licenses and equipment for more than one station.
- 7.02 The Trustee of the Club's Amateur Radio Station license shall:
  - 7.02.01 Have a vital interest in Amateur Radio and the Club;
  - 7.02.02 Be a Full Club member;
  - 7.02.03 Hold the highest Amateur Class License available;
  - 7.02.04 Be a person of good character who is able and willing to serve in this capacity;
  - 7.02.05 Have the potential for long-term service in this position;
  - 7.02.06 Be responsible for ensuring that the Club Station complies with 47 CFR 97 (Title 47 Code of Federal Regulations Part 97).
- 7.03 Trustee Term: The Trustee of the Club's Amateur Radio Station license shall serve until death, resignation or removal.
- 7.04 Trustee Resignation: The Board may accept the written resignation of the Station Trustee.
- 7.05 Trustee Removal: The Board may remove the Station Trustee by a majority vote of the Directors currently serving. Said Station Trustee shall be notified of removal in writing.
- 7.06 Trustee Appointment: If the office of Trustee of the Club's Amateur Radio license becomes vacant, the Board shall appoint a successor who shall immediately proceed to qualify with the appropriate governing entity (i.e., FCC, ARRL).
- 7.07 Trustee Authority: Any decisions regarding Club Station operation made by the Club Station Trustee, or their designate, shall be final, pending approval of the Board.
- 7.08 Trustee Salary: The Station Trustee shall not receive any salary or other compensation from the Club for serving as Station Trustee, but may be reimbursed for any expenses or fees incurred.

## **Section 8: Books and Records**

- 8.01 Books and Records: The Club shall keep for an indefinite period correct and complete records and books of account and of equipment owned, as well as minutes of the proceedings of all the meetings of the Board and of the Annual Business Meeting.
- 8.02 Only the Club Secretary or their pro tem appointee shall be allowed to record Board meetings or regular Club meetings using any electronic method, unless the presiding officer requests otherwise. If the recording of a portion of any meeting is needed for future reference or action, a Club member must obtain prior approval of the presiding officer.

## **Section 9: Treasury**

- 9.01 Treasury: The Club may have a special account(s) with other signatures as determined by the Treasurer and approved by the Board.
- 9.02 Location of Treasury: The location(s) of the Treasury will be determined by the Treasurer with approval of the Board.
- 9.03 Responsibility: The Treasurer accepts full responsibility for the proper disposition of all transactions unless specifically exempt by the Board or by an article in this document.
- 9.04 Financial Records: All financial records shall be maintained for a period of not less than seven years. In addition, a ledger must be maintained, detailing every financial transaction. In the case of activities sponsored by the Club, the committee chairman or their designate shall be responsible for keeping individual transaction records during the event, which shall be submitted to the Treasurer within thirty (30) days following the event.
- 9.05 Expenditure Approval: With the exception of regularly scheduled bills, bills that have had prior Board approval, emergency expenses generated as a result of Club related activities, or bills incurred as part of an Officer's duties, expenditures from the Treasury must be authorized by the Board before payment. The Budget is a guideline. Any cumulative purchases that need to be made for an event/item(s) are subject to approval by the Board prior to disbursement.
- 9.06 Method of Accounting: The Club shall keep its record of receipts and disbursements using the cash method:
  - 9.06.01 Receipts: Payments received shall be recorded in a journal and the payor shall receive a written acknowledgement of the payment only if the payor specifically requests such written acknowledgment.
  - 9.06.02 Disbursements: Disbursements shall be made by paper check unless the Board authorizes a different manner of payment. All requests for reimbursement shall be accompanied by an original receipt listing the items or services for which reimbursement is requested. If the original receipt is not available, a printed and signed affidavit, indicating items/services purchased and the total amount requested, shall be submitted.

- 9.07 Monthly Reports: The Treasurer must provide a written, signed summary of the Club's accounts at each monthly Board meeting. Failure to do so for two (2) consecutive months will force a Special Audit and election of a new Treasurer.
- 9.08 Year-End Audit: An Audit Committee will meet to close out the current fiscal year's financial records. The Committee shall meet after receipt of all year-end statements, following the Annual Directors Meeting, and before the February Board Meeting. The Audit Committee will consist of the current Treasurer, the next year's Treasurer, and from one (1) to three (3) regular (non-Board) Club members appointed by the current President at the Annual Directors Meeting. In the event that the Treasurer does not change, one (1) Director shall be named instead of a new Treasurer. All Committee members must agree on the results of the audit before it can be presented to the Board for approval. The report must be in writing, including at a minimum the current cash assets of the Club and their location.
- 9.09 Special Audit: A special audit can be called at any time by a majority vote of the Board. The Special Audit Committee shall consist of at least one Director, who is not an Officer, and two (2) Club members-at-large appointed by the President and approved by the Board. All Committee members must agree on the results of the audit before it can be presented to the Board for approval. The report must be in writing, including at a minimum the current cash assets of the Club and their location.
- 9.10 Presidential Access: In the event that the Treasurer is unavailable and at least two (2) Directors have been notified, the President is authorized access to the Treasury and shall accept full responsibility for his/her actions. Notification methods shall include verbal or electronic messaging.

### **Section 10: Registered Office and Registered Agent**

- 10.01 The Club shall have and continuously maintain in the State of Nebraska a Registered Office, which may be, but need not be, the same as its principal office, and a Registered Agent, whose business office shall be identical with such Registered Office, as required by Section 21-1934 of the Nebraska Revised Statutes. The Board may change the Registered Office or change the Registered Agent, or both, upon filing in the office of the Nebraska Secretary of State a statement setting forth: (1) the full name of the Club – Lincoln Amateur Radio Club, Inc.; (2) the street address of its current Registered Office; (3) if the Board has changed the street address of the Club's Registered Office, the street address of the new Registered Office; (4) the name of its current Registered Agent; (5) if the Board has changed the Club's Registered Agent, the name of its successor Registered Agent and the new Registered Agent's written consent (either on the statement or attached to it) to the appointment; (6) that the street address of its Registered Office and the street address of the office of its Registered Agent, as changed, will be identical; and (7) that the Board authorized such change and the date on which the Board approved the resolution authorizing such change. The Club shall execute such statement by its President, Secretary or Treasurer and shall deliver such statement to the Nebraska Secretary of State for filing and shall pay any applicable filing fee.

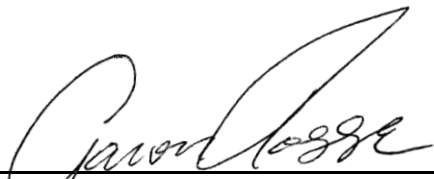
## Section 11: Amendments

11.01 Amendments: These Bylaws may be amended in the following manner: Changes will be proposed by the Board in a regular Board meeting. After a thirty (30) day waiting period, proposed changes must be approved by a three-quarter majority of the Directors then serving.

A good faith effort must be made to provide written notice requesting ratification of proposed bylaws changes to each Club member, by mail, *LARC LOG*, or e-mail, no less than twenty (20) days prior to the regular Club meeting wherein ratification will be voted. A simple majority vote, by written ballot, of Club members present is required for adoption.

### CERTIFICATE

I CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of the Lincoln Amateur Radio Club, Inc., a Nebraska nonprofit corporation, in effect on December 14, 2016.

  
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Aaron Rogge, Secretary