

# LAS VEGAS RADIO AMATEUR CLUB BYLAWS

## ARTICLE I

### OFFICES

The principal office of the corporation shall be located in the City of Las Vegas, County of Clark, and State of Nevada. The organization's mailing address shall be Post Office Box 27342, Las Vegas, Nevada 89126-1342

## ARTICLE II

### MEMBERS

Section 1. Classes of Members - There shall be, at this time, only three classes of membership in this corporation. These classes are: 1) Full membership 2) Associate membership, 3) Family, and Distinguished.

Full membership is open to all licensed amateurs. Family membership is open to licensed hams who are the spouse or child of a full member living at the same address. If the full member is a minor, then family membership is open to licensed hams who are the parent or sibling of the full member living at the same address. Associate membership is open to all other persons interested in Amateur Radio communications. Distinguished membership shall be accorded to any existing LVRAC member who has continuously maintained their LVRAC membership for a consecutive five (5) year period immediately preceding their seventieth (70<sup>th</sup>) birthday, and who has attained the age of seventy (70) years, and any and all dues which would be subsequently due from such member are thereafter waived.

Full membership includes all corporation privileges as well as the right to vote in any and all elections and to stand for and hold corporate office. Associate membership includes all corporate privileges except the right to vote in any elections or to hold any corporate office. Family members may achieve Full Membership by independently paying the dues required of Full Members.

Applicants whose applications are approved shall become members of the corporation upon payment of any required dues.

Section 2. Termination of Membership - The Board of Directors, by affirmative vote of two thirds (2/3) of all the members of the Board, may suspend a member for cause after an appropriate hearing. A majority vote of the Full Members in quorum at any regularly scheduled meeting will then be required to terminate the suspended member. Termination of the membership of any member, who shall be in default in the payment of dues, will be in accordance with Article X, Section 3.

Section 5. Resignation - Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve any member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 6. Reinstatement - Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two thirds (2/3) of the members of the Board, may reinstate such former member to the membership on such terms as the Board of Directors may deem appropriate. A member who suspended or terminated for non-payment of dues may be reinstated by payment of such dues.

Section 7. Transfer of Membership - Membership in the corporation is not transferable or assignable.

## ARTICLE III

### MEETINGS OF MEMBERS

Section 1. General Meetings - General meetings of the members shall be held at such time and place as may be designated by the Board of Directors. The corporation's annual meeting shall be the November general meeting.

Section 2. Special Meetings - Special meetings of the members may be called by the President, the Board of Directors, or by not less than twenty-five percent (25%) of the members having voting rights, at such time and place as may be designated by the Board of Directors.

Section 3. . Notice of Meetings - Written or printed notice stating the place, day and hour of any meeting of members shall appear in the corporation's website and be carried as an announcement on the corporation's weekly radio net.

ARTICLE III, Section 3, Continued

Notices delivered either in person, via electronic means or by mail shall be sent to members concerning special meetings and the business to be transacted. Only such business as so designated shall be transacted. Such notices shall be sent so that they arrive not less than seven (7) days prior to any such meeting.

Section 4. Quorum - A quorum for the purposes of conducting corporation business exists when fifteen percent (15%) of the corporation's current paid-up membership is present at a properly called meeting. Motions shall carry by a simple majority.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers - The affairs of the corporation shall be managed by its Board of Directors. Directors shall be members of the corporation. Directors shall exercise their powers in good faith and with a view to the best interests of the corporation.

Section 2. Number, Tenure, and Qualifications - The number of Directors shall be at least seven (7), being President, Vice-President, Secretary, Treasurer, and a minimum of three (3) Directors-at-large. One of the Directors-at-large is automatically the immediate Past-President, unless the immediate Past-President is elected to a Board position other than Director-at-large, or if he/she chooses not to serve on the Board. Candidates for Directors-at-large shall have been a Full Member of the corporation for at least twelve (12) months preceding the election for which they are running, and they must have attended at least six (6) regular membership meetings during that same time frame

Section 3. Election and Term of Office - Candidates for Directors-at-Large shall be elected at the annual meeting, except for one Director-at-large, if that position is accepted by the immediate Past-President. All candidates must agree to appear on the ballot and, if elected, accept by the start of their term the responsibilities of the position as outlined in these bylaws. Full members shall cast his/her vote by secret ballot in person, by mail or delivered in a sealed envelope. Elected Directors-at-Large shall be those full members receiving the highest number of votes cast for the office they seek

The term of office of each Director shall begin January 1<sup>st</sup> of the next year and continue through December 31<sup>st</sup> of that year. All Directors shall attend all Board of Director meetings, shall actively participate in the decision making process and agree to take on special projects or chair committees as requested by the membership.

Section 4. Regular Meetings - A regular meeting of the Board of Directors shall be held at least every three months. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. These additional meetings shall be held at a place designated by the Board. All the Board of Directors meetings shall be open to the membership.

Section 5. Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors, and shall be held at such a place as the Directors may determine.

Section 6. Notice - Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by mail, electronic delivery, or delivered personally to each Director at his/her address as shown by the records of the corporation.

Section 7. Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Board Decisions - The act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies - Any vacancy occurring in the Board of Directors shall be filled by appointment by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 10. Compensation - Directors shall not receive any salaries for their services as Directors.

## ARTICLE V

### OFFICERS

Section 1. Officers - The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. Officers shall exercise their powers in good faith and with a view to the best interests of the corporation.

Section 2. Powers and Duties - The power and duties of the corporation's officers are as follows:

a. The President - The President shall preside over all meetings of the corporation and conduct them in accordance with the corporate Bylaws. He/She shall enforce due observation of all Bylaws; decide all questions of order; sign all official documents adopted by the club; perform all other duties pertaining to the office of President.

b. The Vice-President - The Vice-President shall assume all the duties of the President in his/her absence or, if for any reason, the President is incapacitated and incapable of carrying out the duties of office. In addition, he/she shall plan and organize programs for the monthly meetings, organize other club activities, advance club interest and activities as approved by the club.

c. The Secretary - The Secretary shall keep a record of the proceedings of all meetings, a file of all correspondence pertaining to the office, , carry on all correspondence and read communications at each meeting. He/She shall maintain a historical file for the organization including photographs and news clippings of interest to the organization. At the expiration of his/her term he/she will turn over all items belonging to the club to his/her successor.

d. The Treasurer - The Treasurer shall receive and receipt all monies paid to the corporation and deposit them in a depository of good standing, keep a roll of all members based on dues receipts, and process membership applications. Payments must be approved by the Board of Directors. He/She shall promptly pay all properly approved obligations. Upon request from the Board he/she shall submit an itemized statement of disbursements and receipts and reconciliation of the bank account. At the end of his/her term, he/she shall turn over everything in his/her possession belonging to the corporation to his/her successor.

Section 3. Election and Term of Office - Candidates for President, Vice-President, Secretary and Treasurer shall have been a Full Member of the corporation for at least twelve (12) months preceding the election for which they are running, and have attended at least six (6) regular membership meetings during the same time period. All candidates must agree to appear on the ballot and, if elected, accept by the start of their term the responsibilities of the position as outlined in these bylaws. Full members shall cast his/her vote by secret ballot in person, by mail or delivered in a sealed envelope. Elected Officers shall be those full members receiving the highest number of votes cast for the office they seek.

The term of office of each Officer shall begin January 1<sup>st</sup> of the next year and continue through December 31<sup>st</sup> of that year. Officers shall attend all meetings and actively participate in the decision making process and agree to take on special projects or chair committees as requested by the membership.

Section 4. Removal - Any elected officer or board appointee may be removed by a three fourths (3/4) vote of the Full members of the corporation.

Section 5. Vacancies - A vacancy in any office, for any reason, must be filled by appointment by the Board of Directors for the unexpired portion of the term.

## ARTICLE VI

### CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts - The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders - All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, the President or the Vice-President of the corporation.

ARTICLE VI, Continued

Section 3. Deposits - All funds of the corporation shall be deposited, in a timely manner, to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts - The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership - The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as determined by the Board. Such certificates shall bear the members name and the Federal Communications Commission issued amateur radio callsign when issued to a licensed amateur radio operator. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates - When a member has paid any initiation fees and dues that may be required, a Certificate of Membership shall be issued in his/her name and delivered to him/her by the Secretary.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall begin at 12:01AM on the first day of January in each year and end at 12:00PM midnight on the last day of December of the same year.

ARTICLE X

DUES

Section 1. Annual Dues - The Board of Directors shall determine from time to time the amount of annual dues payable to the corporation by its members, and shall give appropriate notice of same to the members.

Section 2. Payment of Dues - Dues shall be payable on January 1<sup>st</sup> of each year. Dues of a new member shall be prorated from the first day of the month in which the new membership is effective, except that new members who join on or after October 1 of any calendar year shall pay non-prorated annual dues, and they shall be granted the applicable membership status for the balance of that calendar year and for the following calendar year. Otherwise, proration shall be computed on a quarterly basis with each quarter equal to one fourth of the full annual dues: Jan-Mar full dues, Apr-Jun three quarters, and Jul-Sep one-half.

Section 3. Default and Termination of Membership - When a member of any class is in default on the payment of dues for a period of two (2) months from the beginning of the period for which such dues became payable, his/her membership shall be terminated unless specifically waived on an individual basis by the Board of Directors.

ARTICLE XI

RULES OF ORDER

The rules of order shall be governed by the articles and Bylaws, and by Roberts Newly Revised Rules of Order when not in conflict therewith.

**ARTICLE XII**

**DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors, after making provision for the payment of outstanding debts and liabilities of the corporation, shall dispose of all the assets of the corporation in such a manner. or to such organizations operated as recognized amateur radio organizations, or national representatives and at such time shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Service Code of 1986, as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed to the American Radio Relay League, Inc. if it is then in existence and exempt under Section 501 (c) (3).

**ARTICLE XIII**

**AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two thirds (2/3) vote of the total membership in quorum. Verification of eligible voting members will be confirmed by the Secretary before such a vote is taken. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next succeeding regular meeting, if at least seven (7) days written notice is given of intention to alter, amend, repeal or to adopt new Bylaws at such meeting.

**END OF BYLAWS**