

BYLAWS OF THE SIUSLAW AMATEUR RADIO COMMUNICATORS

ARTICLE 1 — NAME AND PURPOSE

SECTION 1 — NAME

The name of the corporation is: Siuslaw Amateur Radio Communicators (SARC), hereinafter referred to as the Club.

SECTION 2 — PURPOSE

The Club exists to bring together people who enjoy amateur radio communication, particularly through experimentation, operating events, public outreach and social and recreational activities.

The Club also welcomes and embraces members of our community who have an interest in other radio services and forms of radio communication, including GMRS, FRS, and MURS.

The Club shall be governed openly and democratically, with its members retaining the ultimate authority over its policies and direction.

The Club is organized and operated as an Oregon nonprofit mutual benefit corporation for the recreational, social, and other purposes stated in this Section and shall conduct its activities on a nonprofit basis.

ARTICLE 2 — MEMBERSHIP

SECTION 1 — CLASSES OF MEMBERSHIP

Regular Members:

A Regular Member is a person who holds a valid amateur radio operator license issued by the Federal Communications Commission and is a dues-paid member of the Club. Regular Members shall have full voting privileges and may hold elected office in the Club. Regular Members may also use and operate Club-owned equipment in the amateur radio service, consistent with their license privileges and applicable Club policies.

Family Members:

A Family Member is an immediate family member of a Regular Member who resides in the same household as that Member. Family Members may participate in Club activities and may use and operate Club-owned radio equipment consistent with any licenses or operating privileges they hold, applicable regulations, and Club policies.

Family Members shall not have voting privileges or hold elected office. A Family Member who holds a valid amateur radio operator license issued by the Federal Communications Commission may become a Regular Member upon payment of the applicable Regular Membership dues.

Family Membership continues with the membership of the associated Regular Member.

Associate Members:

An Associate Member is a dues-paid member of the Club who supports the stated purposes of the Club and has an interest in radio communication, including amateur radio, personal radio services, community communications, or related activities.

Associate Members may participate in Club meetings, activities, committees, projects, and events, but shall not have voting privileges or hold elected office.

Associate Members may use and operate Club-owned radio equipment in those radio services for which they are legally authorized, consistent with applicable regulations and Club policies.

SECTION 2 — DUES

Annual membership dues shall be established by the voting membership and may differ according to membership class.

SECTION 3 — JOINING THE CLUB

Anyone who shares the interests and purposes of the Club is welcome to apply for membership. Membership becomes effective upon acceptance of the application and payment of any applicable dues.

SECTION 4 — NONDISCRIMINATION AND INCLUSION

The Club welcomes people who share its interests and purposes. Membership and participation shall be open without discrimination based on race, color, religion, sex, sexual orientation, gender identity, national origin, age, disability, marital status, or other status protected by applicable law.

SECTION 5 — TERMINATION OF MEMBERSHIP

Membership may be terminated for serious misconduct substantially contrary to the purposes or interests of the Club, including serious misuse of Club authority, funds, property, equipment, or other resources, or deliberate disregard of a decision properly made by the voting membership.

Membership may be terminated only by a two-thirds vote of the voting members present and voting at a membership meeting called for that purpose, provided a quorum is present.

The member whose membership is being considered for termination shall receive reasonable notice of the proposed action and an opportunity to address the membership before a vote is taken.

The Board of Directors may take temporary protective action when necessary to protect the Club, its members, property, equipment, activities, or lawful operation pending consideration of the matter by the membership.

Procedures for considering termination of membership and for temporary protective actions may be established in the Club's Policies and Procedures.

ARTICLE 3 — OFFICERS AND BOARD OF DIRECTORS

SECTION 1 — OFFICERS

The officers of the Club shall be a President, Vice President, Secretary, and Treasurer.

The officers shall carry out the responsibilities of their offices in support of the Club and its members.

SECTION 2 — BOARD OF DIRECTORS

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and one Director-at-Large.

Each member of the Board shall have one vote.

The Board shall conduct the regular business of the Club between membership meetings, consistent with these Bylaws and the direction of the membership.

SECTION 3 — DUTIES

The President shall preside at meetings of the Club and the Board of Directors and help coordinate the activities of the Club.

The Vice President shall assist the President and perform the duties of the President when the President is unavailable.

The Secretary shall maintain the minutes and records of the Club.

The Treasurer shall manage the funds of the Club, maintain its financial records, and provide financial reports to the membership.

The Director-at-Large shall participate in the work of the Board and represent the interests of the membership.

SECTION 4 — ELECTIONS AND TERMS

Officers and the Director-at-Large shall be elected annually by the voting membership.

They shall serve for a term of one year and may be reelected.

SECTION 5 — VACANCIES

The President may temporarily fill a vacancy on the Board by appointment until an election can be held at a regularly scheduled Club meeting.

If the office of President becomes vacant, the Vice President shall serve as President until an election can be held at a regularly scheduled Club meeting.

If vacancies leave fewer than a quorum of the Board remaining, the remaining director or directors may make temporary appointments as needed to restore a quorum until elections can be held by the membership.

ARTICLE 4 — MEETINGS

SECTION 1 — BOARD MEETINGS AND COMMUNICATIONS

Members of the Board may communicate freely with one another concerning Club business, in person or by telephone, email, electronic communication, or other convenient means.

The Board may conduct meetings in person or by any means of communication that allows participating directors to communicate simultaneously. When a quorum is participating, the Board may conduct Club business and take formal action.

Special meetings of the Board may be called on short notice when circumstances require. Notice shall be given to all directors before the meeting begins. The Board may also take action without a meeting by electronic or written means as permitted by applicable law.

All formal actions taken by the Board shall be recorded in the Club records.

SECTION 2 — MEMBERSHIP MEETINGS

The Club shall hold a membership meeting at least annually and may hold additional regular membership meetings at times and places determined by the membership or the Board of Directors.

Membership meetings may be held in person or by remote communication as permitted by applicable law.

A membership meeting at which Club business will be voted upon shall be announced to the voting membership at least seven days in advance. The announcement shall identify the matters to be voted upon. A quorum shall be required to take action.

SECTION 3 — MEMBERSHIP QUORUM

A quorum for a membership meeting shall consist of twenty percent of the voting membership, rounded up to the next whole number, but not fewer than three voting members.

SECTION 4 — BOARD QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for conducting Club business.

When a quorum is present, an action of the Board shall require the affirmative vote of a majority of the directors present when the vote is taken.

SECTION 5 — SPECIAL MEMBERSHIP MEETINGS

A special membership meeting may be called by the Board of Directors. A special membership meeting shall also be called upon the written request of at least twenty percent of the voting membership, rounded up to the next whole number, but not fewer than three voting members.

The request shall state the purpose of the meeting. Notice of the meeting shall be given to the voting membership at least seven days in advance and shall identify the matters to be considered. Only matters identified in the notice may be acted upon at the special meeting.

SECTION 6 — PARLIAMENTARY PROCEDURE

Meetings of the Club and Board of Directors shall be conducted in a fair and orderly manner. Robert's Rules of Order Newly Revised may be used as a guide on matters of parliamentary procedure not otherwise addressed by these Bylaws or Club policies.

ARTICLE 5 — MEMBERSHIP AUTHORITY OVER ELECTED OFFICERS

SECTION 1 — REMOVAL FROM OFFICE

An elected officer or Director-at-Large may be removed from office, with or without cause, by a majority of the votes cast at a special membership meeting called for that purpose. Removal of an elected officer shall also remove that person from the Board of Directors.

Notice of the meeting shall be given to the voting membership at least seven days in advance and shall identify the proposed removal and the office involved.

The officer or director whose removal from office is being considered shall be given an opportunity to address the membership before the vote.

ARTICLE 6 — AMENDMENTS TO THE BYLAWS

SECTION 1 — AMENDMENT BY THE MEMBERSHIP

These Bylaws may be amended or repealed only by the voting membership.

A proposed amendment may be submitted by the Board of Directors -or- by twenty percent of the voting membership, rounded up to the next whole number, but not fewer than three voting members.

A proposed amendment, including the text of the proposed change, shall be provided to the voting membership at least seven days before the meeting at which it will be considered.

An amendment shall require the affirmative vote of two-thirds of the voting members present and voting, provided a quorum is present.

ARTICLE 7 — COMMITTEES

SECTION 1 — COMMITTEES

The Board of Directors may establish committees as needed to support the activities and purposes of the Club and may appoint committee chairs and members.

Committees may investigate, study, and make recommendations concerning matters assigned to them by the Board. No committee may take action that binds the Club or makes a commitment on its behalf without prior approval of the Board of Directors.

Once authorized by the Board, a committee may carry out the approved activity within the scope of that authorization and applicable Club policies.

Committee chairs and members serve at the pleasure of the Board of Directors and may be replaced by the Board at any time.

A committee may be dissolved by the Board when its assigned work has been completed, when it is no longer needed, or at any other time the Board determines appropriate.

ARTICLE 8 — CLUB FINANCES AND PROPERTY

SECTION 1 — CLUB FUNDS AND PROPERTY

The funds and property of the Club shall be managed by the Board of Directors for the benefit of the Club and consistent with its purposes.

No officer, member, or committee may enter into a financial obligation or otherwise commit Club funds or property without authorization from the Board of Directors.

The Board may adopt an annual budget and may authorize expenditures or financial obligations not anticipated in that budget when necessary or appropriate for the purposes of the Club.

The Board may establish policies and procedures governing expenditures, reimbursements, banking, financial controls, budgeting, and the use and custody of Club property.

SECTION 2 — FEDERAL TAX-EXEMPT STATUS

The Club shall conduct its activities in accordance with the requirements for its intended tax-exempt status under Section 501(c)(7) of the Internal Revenue Code. No part of the Club's net earnings shall inure to the benefit of any person having a personal and private interest in the activities of the Club. **(See IRS Publication 557, "501(c)(7) — Social and Recreation Clubs.")**

Nothing in this Section shall prevent the Club from providing social, recreational, or other benefits to its members consistent with its purposes, or from reimbursing authorized expenses or paying reasonable compensation for services actually provided to the Club.

ARTICLE 9 — CLUB RECORDS

SECTION 1 — RECORDS OF THE CLUB

The Club shall maintain records of its meetings, official actions, finances, membership, and other corporate matters as required by law.

Records created or maintained as official records of the Club are the property of the Club and shall remain with the Club when responsibility for them passes from one officer, director, committee chair, or other member to another.

Communications among officers, directors, members, or committee members do not become official Club records solely because they concern Club business.

SECTION 2 — ACCESS TO RECORDS

Members shall have the right to inspect and copy Club records as provided by applicable law.

SECTION 3 — RECORDS POLICIES

The Board of Directors may establish policies and procedures for the creation, maintenance, retention, protection, inspection, copying, and transfer of Club records consistent with these Bylaws and applicable law.

ARTICLE 10 — DISSOLUTION

SECTION 1 — VOLUNTARY DISSOLUTION AND DISTRIBUTION OF ASSETS

The Club may be voluntarily dissolved only upon approval by the Board of Directors and by two-thirds of the votes cast by the voting membership at a meeting called for that purpose, provided a membership quorum is present. Notice of the meeting shall be given as required by applicable law and shall include or be accompanied by a copy or summary of the proposed plan of dissolution.

Upon dissolution of the Club and after payment of all liabilities and obligations, the remaining assets shall be distributed to one or more nonprofit amateur radio or radio communications organizations or, if none is reasonably available, to an appropriate nonprofit organization serving the local community.

The plan for distribution of the remaining assets shall be determined by the Board of Directors and approved by the voting membership.