

HOLLAND AMATEUR RADIO CLUB

BYLAWS

ARTICLE I - OFFICES

1. The principal office of the corporation shall be at 280 East Eighth Street, Holland, Michigan 49423. The mailing address shall be Post Office Box 2104, Holland, MI 49422. and the name of the resident agent in charge thereof is the duly elected president of the club.
2. The corporation may also have offices at such other places as the Board of Directors may, from time to time, designate, or as the activities of the corporation may require. ([refer to Michigan Department of Labor & Economic Growth Nonprofit Corporation Information Update Identification Number 760027)

ARTICLE II - MEMBERS

1. All persons with an interest in amateur radio shall be eligible for membership.
2. Membership dues are established at the annual meeting. Any change in the amount of dues must be approved by the members at a meeting duly called and notice of the meeting must set forth the proposed dues.
3. A one year membership is free for those who successfully complete a club sponsored licensing class.
4. All non-budgeted capital expenditures in excess of \$100 must be approved by the members at a meeting duly called and notice of the meeting must set forth the proposed expenditure and the purpose thereof.
5. Only those members who have paid their dues or are members under article II, paragraph 3 above are eligible to vote.

ARTICLE III - MEETINGS OF MEMBERS

1. The annual meeting of members of the corporation shall be held at the principal location or at such other place as shall be designated in the call of the meeting, on the 2nd Tuesday of December in each year, at 7:15 pm or at such other hour as shall be designated in the notice of the meeting. The annual meeting shall be for the election of the officers of the corporation and for the transaction of such other business as shall come before the meeting.
2. Regular monthly meetings of the members of the corporation shall be held at the principal location or such other place as shall be designated in the call for the meeting, on the 2nd Tuesday of each and every month of the year, at 7:15 pm or at such other hour as shall be designated in the notice of the meeting, for the transaction of such business as may come before the meeting. Except as specifically provided in these By-Laws, notice of the meeting need not set forth all items of business to be transacted. The regular meeting date and time may be changed by a 2/3 vote of the members present.

3. Special meetings of the members of the corporation may be called at any time by the President or by a majority of the officers, either by oral vote or in writing. Also, upon request in writing of a majority of the members, delivered to the President or Secretary, it shall be the duty of the President or Secretary to call forthwith a meeting and notice thereof shall be given as provided in SECTION 4 of ARTICLE III. If the person to whom such request in writing shall have been delivered shall fail to issue a call for a meeting within TEN (10) DAYS after the receipt of such request, then the members so requesting, or any of them, may do so by giving the notice prescribed in SECTION 4 of ARTICLE III. Notice of a special meeting shall state the specific business to be transacted and no business other than that stated in the notice shall be transacted at any special meeting, however called, unless a quorum of at least 1/3 of the membership is present. It is the responsibility of the member to keep a current accurate email or postal address with the secretary.
4. No notice of the time and place need be given of an annual or regular meeting of the members if held at the regularly appointed time and place. In the event of a change in the time or place of an annual or regular meeting and in every case with reference to a special meeting, THREE (3) DAYS written or printed notice shall be given to each member whose name appears on the rolls of the corporation. Such notice shall state the place, day and hour of such meeting and in the case of the election of officers or change in the assessment of dues or in the case of special meeting, shall also state the business proposed to be transacted at that time. Such notice shall be given to each member by mail, email, or personal delivery to the member's home or place of business at the address which appears on the records of the corporation. Placing a notice of meeting on the Club's web site and Internet reflector shall be equivalent to mail notice so long as the same is delivered within the previously stated time.
5. At any meeting of members, the presence in person of ONE THIRD (1/3) of the total members shall constitute a quorum for the election of officers or for the transaction of all other business except amendments to the constitution or bylaws.
6. Members may vote in person or by absentee ballot that has been requested in writing at least two weeks prior to the date of the meeting or vote.
7. At every meeting, each member shall be entitled to a single vote on each issue or for the election of each individual officer.
8. Robert's rules of order shall serve as protocol for meetings.

ARTICLE IV - OFFICERS

1. Executive Officers:

The Executive Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the members shall from time to time consider necessary for the proper conduct of the business and affairs of the corporation. The officers shall be elected annually by the members at the annual meeting and each officer shall hold office for the term of one year and thereafter until his successor is elected and qualified, or until his death, resignation or removal. Officers may be removed for cause by a 2/3 vote of the entire membership.

2. Standing Committees:

The newly elected officers shall meet immediately after the election each year to agree upon the appointment of the following standing committee chairs:

(a) **Club Station Committee**

This committee to include the station's trustee as an ex officio committee member; this committee will address issues of interference and operations.

(b) **Education Committee**

This committee will be responsible for planning and implementation of club training and educational activities and publicity for these activities.

(c) **Emergency committee**

This committee will be responsible for joint planning and coordination of activities with public service and public safety groups such as ARES, OCEC, West Michigan Search and Rescue (WMSAR), Red Cross, Skywarn, and similar organizations.

(d) **Building and Facilities Committee**

This committee is responsible for the care and maintenance of club building(s) and grounds if any.

(e) **Makeup of Committees**

Committees shall consist of an odd number of members

(f) **Transient Committees:**

The president may appoint other committees as needed for special operating or social events as needed, such as the Field Day Committee, Tulip Time, club banquet, or Super Swap. These shall not be considered as standing committees and shall terminate as their work is completed. Individuals may be appointed to duties which do not require a full committee, such as club publicity.

3. **The President** shall be a director of the corporation and shall be the Chief Executive Officer. The President shall, when present, preside at all meetings of members and directors, shall have general management of the affairs of the corporation and all powers ordinarily exercised by the President of a corporation.
4. **The Vice President** shall be a director of the corporation. In the absence of the President, the Vice President shall perform all of the duties of the President, and when so acting, shall have all the powers of the President.
5. **The Secretary** shall be a director of the corporation and shall perform all of the duties normally performed by the Secretary of a corporation, and in particular shall keep the Minutes of the meetings of the members and the Board of Directors, in books provided for that purpose.
6. **The Treasurer** shall be a director of the corporation and shall keep the books of the corporation and be responsible for safeguarding all of the funds of the corporation. The treasurer will report to the president and to membership at each meeting.
7. All officers and standing committee chairpersons shall serve without pay.
8. No two offices nor standing committee chairs shall be held by the same person.
9. Vacancies in committee chairs and committee members shall be filled by the officers, and vacancies in the officers shall be filled only by vote of the members at a meeting duly called for that purpose.

ARTICLE V - BOARD OF DIRECTORS

1. The Board of Directors shall consist of the four officers and the four standing committee chairs. They shall have the power to act for the members between meetings and shall act as an advisory group to the individual officers and committee chairs, but shall have no power to fill vacancies, to set dues, nor to amend these By-Laws, all of which powers are reserved to the members.
2. The annual meeting of the Board of Directors shall take place after the election and installation of officers and standing committee chairs. Minutes of the Board meeting shall be read before the general membership at the next regularly scheduled club meeting. All club members may observe the Board of Directors meetings without right of vote. No decisions binding the general membership may be made in closed session of the Board of Directors without general membership approval.
3. Special meetings of the Board of Directors may be held from time to time at the call of the President or the majority of the Board of Directors.
4. Special meetings of the Board of Directors shall be held at such place or places, within or without the State of Michigan, as the Board of Directors shall from time to time determine. Meetings may also be held by means of radio, conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. If the committee chair can not attend then the chair or the president can appoint an alternate for the meeting.
5. Written Notice of the place, day and hour of every special meeting of the Board of Directors shall be given to each director by personal communication or electronic means at least 48 hours prior to such meeting, or by radio, telephone, or other direct communication at least 24 hours prior to such meeting. Such notice may be waived by the members of the Board of Directors present at such meeting or may be waived in writing either before or after holding such meeting.
6. A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors.
7. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action the written consent thereto is filed by all members of the Board of Directors, and such written consent is filed with the Minutes of the proceedings of the Board of Directors. Electronic messages by email shall be considered equivalent to written consent.
8. The members may, by resolution, empower the Board of Directors to take such action and to exercise such authority as provided in such resolution and may further by resolution designate committees of the Board of Directors and set forth powers and responsibilities of such committees.

ARTICLE VI - FINANCE

1. The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check signed by the Treasurer or the person or persons designated by resolution of the Board of Directors.

2. The fiscal year of the corporation shall begin on the 1st day of January each year, unless otherwise provided by the Board of Directors.
3. Deaths or serious illness of current and active former members of the club may be remembered by an appropriate memorial not to exceed \$100. The amount and type of memorial shall be determined by the board.
4. The Holland Amateur Radio Club operates on a cash accounting system.
5. Subsidiary accounts, such as the Super swap account should not exceed \$2500.

ARTICLE VII - BOOKS AND RECORDS

The books, accounts, and records of the corporation, except as may be otherwise required by the laws of the STATE OF MICHIGAN, may be kept either inside or outside of the STATE OF MICHIGAN, at such place or places as the Board of Directors may, from time to time, appoint. The books and records shall be open to the inspection of the members at such reasonable times as may be arranged with the Secretary and/or Treasurer.

ARTICLE VIII - SEAL

The seal of the Holland Amateur Radio Club shall be the windmill logo designed by Charles L. Rich, W8HJB. A copy is attached below.



ARTICLE IX - AMENDMENTS

Alterations, amendments, or repeals of the By-Laws may be made by the members at any regular or special meeting, provided the notice of such alteration, amendment or repeal has been given to each member in writing or electronic means at least SEVEN (7) DAYS prior to such meeting. A two-thirds (2/3) majority of the constitutional quorum is sufficient to amend either the bylaws or the constitution, all other resolutions pass by a simple majority of the constitutional quorum, one third of the members present and voting.

Amendments to the bylaws or constitution take effect after the next regular meeting of the membership, all other resolutions have immediate effect.