

BY-LAWS
OF THE
WARRENSBURG AREA AMATEUR RADIO CLUB INC.

ARTICLE I -- GENERAL DUTIES OF OFFICERS

Section 1. GENERAL

The *WAARC/* will be governed by an Executive Board made up of four elected officers. The Executive Board shall be responsible for the affairs of *WAARC/* between meetings of the General Membership.

Section 2. TITLES AND RESPONSIBILITIES

- A. The PRESIDENT shall preside over all Executive Board and General Membership meetings. The President shall be responsible for the orderly conduct of business at all meetings. The President is responsible for compliance with the constitution and by-laws pertaining to the operation of *WAARC/*. The President will be responsible for ensuring that all required documents are filed with the appropriate agencies for *WAARC/* and that they are current and up-to-date.
- B. The VICE PRESIDENT shall work closely with the President and be prepared at all times to act as President when the President is absent. The Vice President will be an official member of all committees. The Vice President will also be responsible for public relations to include dissemination of bulletins and announcements of club events and activities.
- C. The SECRETARY shall serve as the official recorder and historian for *WAARC/*. The Secretary has charge of all papers, keeps records, makes reports, and performs duties incidental to the office of Secretary. The Secretary is a reliable source of information on all official actions, assignments, and motions that have been made at the meetings. The Secretary keeps an accurate record of all proceedings (minutes) at all *WAARC/* General Membership and Special Business meetings. The Secretary will maintain an accurate record of all *WAARC/* members. This record will include, but not be limited to, members name and status, call sign, mailing address, individual ARRL membership status, and a signed *WAARC/* membership application. The Secretary is responsible for writing and answering correspondence for *WAARC/* at the direction of the President. The Secretary will prepare the proposed agenda or order of business for each meeting in conjunction with the President.
- D. The TREASURER shall be responsible for receiving, disbursing, and accounting for all *WAARC/* funds. The Treasurer receives, properly banks, and records all *WAARC/* income. The Treasurer pays all duly authorized expenditures of *WAARC/* with checks, debits or cash. Receipts must be provided for cash payments. The

Treasurer keeps detailed records of all income and expenses and at the same time prepares whatever financial reports that are requested by either the President or Executive Board. The Treasurer will provide monthly record of currently paid members to the Secretary.

Section 3. TERM OF OFFICE

The term of office for the members of the Executive Board is two years. The Office of President and Secretary will be elected on odd number calendar years. The Office of Vice President and Treasurer will be in even number calendar years. The term of office for each Executive Board Officer shall begin on the first day of January following the election and will end on the 31st of December of that calendar year. Any officer elected to the Executive Board may be re-elected for as many terms as the membership wishes. Any member of the Executive Board may resign at any time.

Section 4. ABSENCES & VACANCIES

- A. In case the Secretary or Treasurer is unable to attend a meeting for any reason, an Assistant Secretary or Assistant Treasurer may be appointed by the President with the concurrence of the Executive Board. The Assistant Secretary and Assistant Treasurer are not considered officers or members of the Executive Board unless they are substituting for the Secretary or Treasurer in their absence.
- B. Any vacancy occurring during a term of office will be filled by a new appointment made by the Executive Board, and approved by a majority vote of the Full Members present at the next General Membership meeting.

ARTICLE II -- ELECTION AND VOTING

Section 1. ELECTIONS

All members of the Executive Board will be elected to office at the regularly scheduled General Membership meeting in November of each year. Notice of the election must be announced on the *WAARC/Net* and any written instrument of the club at least one month prior to voting. The announcement will be made again at the regularly scheduled *WAARC/* General Membership meeting in October and nominations will be accepted from the floor for the four Executive Board offices. Persons nominated to any Executive Board office must be Full Members in good standing at the time of the nomination and, if elected, for the entire period of the elected term. Consent of any nominees must be obtained before their names can be considered for nomination.

Section 2. VOTING IN ELECTIONS

- A. Only Full Members are eligible to vote in elections for Executive Board officers.
- B. A minimum of 2 full members not nominated to a Executive Board position will be appointed as election officials to count the ballots.
- C. All voting shall be done by secret ballot. It is not imperative that nominees be present during voting as long as their consent has been obtained. Members unable to attend the November General Membership meeting may leave an absentee ballot in a signed, sealed, envelope with any *WAARCI* Executive Board officer or mail it to the official *WAARCI* address prior to the meeting.
- D. An absentee ballot vote will be processed as a secret ballot. A write in for a board position will be accepted, with their consent, and added to the nominees when the position is opened at the November election. At that time the election officials will open the absentee ballots to add any write-ins.
- E. The nominee receiving the majority of votes from the secret ballot election for a particular office shall be elected to that office. Elections for Executive Board offices will be conducted in the following order: President, Vice President, Secretary, and Treasurer. After an election for an office has been determined, the floor will be opened for further nominations for the next office to be voted on.

Section 3. VOTING ON BUSINESS

- A. All matters which concern the operation or business of *WAARCI* will be voted on and will be considered passed by a majority vote of the Executive Board members present at any Executive Board meeting and the results thereof will be announced at the next General Membership meeting.
- B. All *WAARCI* expenditures over \$100.00 must be approved by a majority vote of the Executive Board.

Section 4. VOTING ON PROCEDURES

- A. When situations arise at a *WAARCI* meeting that cannot be first resolved in the normal manner prescribed in the constitution or by-laws, the situation shall be resolved by a ruling of the Executive Board officer presiding over the meeting, which may be reversed on motion by a two-thirds affirmative vote of the Full Members present at the meeting.
- B. In situations not specifically covered by the constitution or by-laws, the rules contained in *Robert's Rules of Order* shall govern the *WAARCI* meetings in all cases to which such rules are applicable.

ARTICLE III -- DUES OR FEES

Section 1. ANNUAL DUES ASSESSMENT

Full and Associate Members are required to pay dues annually (January 1 through December 31). Dues are payable in advance. Full and Associate Family Memberships are available for family members residing in the same household. Rates for all dues will be determined by the Executive Board and approved by a two-thirds affirmative vote of the Full Members present at a General Membership meeting. Initial dues will be prorated for the number of full calendar months remaining in the year.

Section 2. LIFE MEMBERSHIP FEES

Anyone wishing to become a Life Member must pay a one-time Life Membership Fee. Family Life Memberships are available for family members who reside in the same household. Fees will be determined by the Executive Board and approved by two-thirds affirmative vote of Full Members present at a General Membership meeting.

ARTICLE IV -- STANDING COMMITTEES

Section 1. APPOINTMENT OF COMMITTEES

- A. *WAARC/* will not establish any standing committees. Whenever a committee is needed for a particular reason, the President may appoint a committee to perform the task as required and will be an ex officio member of that committee. The President may terminate any committee when its purpose has been accomplished.
- B. The President will appoint a chairperson to the Repeater Committee. It is the responsibility of this chairperson to select associated members for a committee. The Vice President serves on all committees.

ARTICLE V -- FINANCES AND TAXES

Section 1. EXPENDITURES AND AUDITS

- A. Moneys received by *WAARCI* shall be expended in accordance with the will of *WAARCI* members in keeping with the purpose and objectives of *WAARCI* and within the provisions of the constitution. The President may additionally authorize expenditures of up to \$25.00 per month for *WAARCI* projects without prior approval from the membership or Executive Board.
- B. The members of *WAARCI*, and in particular the Treasurer, are responsible for custodianship of all fund assets; the accounting thereof; and the authorized expenditures of all moneys received into or generated from the fund. The Treasurer will maintain an accurate record of all *WAARCI* financial transactions. An internal audit will be conducted at least annually and/or upon a change in the position of the Secretary or Treasurer and will be carried out by a person not serving on the Executive Board. This person will be a disinterested individual appointed by the Executive Board with the approval of the membership and will present a report to the membership at the next General Membership meeting following the audit. The audit will include at least: 1) A thorough check to ensure that all transactions are recorded and properly documented and that accounts are currently posted; 2) a count of all cash on hand, reconciliation of bank statements, test of check accounts payable, and other liabilities, and an inventory of all *WAARCI* owned property.

Section 2. CHECKING ACCOUNT

A checking account with a local bank is authorized in the name of *WAARCI*. Checks up to and including Two Hundred and Fifty Dollars (\$250.00) may be signed by either the Treasurer, President, or Vice President. Checks or debit card transactions in excess of Two Hundred and Fifty Dollars must be approved by any two of the four *WAARCI* officers. The *WAARCI* checkbook will normally be in the possession of the Treasurer. The Treasurer shall normally issue and write all checks against the *WAARCI* account. Cash on hand may be maintained by the Treasurer for payment of small expenses. The amount of cash on hand at any particular time will be left to the discretion of the Executive Board.

ARTICLE VI -- INSURANCE COVERAGE

Section 1. LIABILITY INSURANCE

WAARC/ will maintain liability insurance in the amount of one million dollars (\$1,000,000) each occurrence and two million dollars (\$2,000,000) general aggregate.

ARTICLE VII -- OPERATION LIMITATIONS

Section 1. INTERNAL REVENUE CODE

Notwithstanding any other provisions of these articles, *WAARC/* shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons except that the *WAARC/* shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3. KNOWN ANNUAL FEES AND FINANCIAL ASSESSMENTS

- A. Post Office Box Fees shall be paid annually.
- B. An annual report listing *WAARC/* officers and directors and an incorporation fee is due annually to the Office of the Secretary of State.
- C. Insurance fees, if any, shall be paid annually.
- D. Domain registration and web hosting fees.

ARTICLE VIII – CITATIONS/LETTERS OF APPRECIATION/AWARDS/GIFTS

Section 1. CITATIONS/LETTERS OF APPRECIATION/AWARDS

WAARCI may present citations, letters of appreciation, awards, and other recognition, as deemed appropriate by the Executive Board, at any club activity, to those members who make significant contributions to *WAARCI*, amateur radio and/or the community.

Section 2. GIFTS

Donations may be accepted as gifts or door prizes and distributed in the name of the *WAARCI*.

Appendix A

Conflict of Interest Policy

ARTICLE I -- PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organizations (*WAARCI*) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax exempt organizations.

ARTICLE II -- DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which *WAARCI* has a transaction or arrangement,

- b.** A compensation arrangement with *WAARCI* or with any entity or individual with which *WAARCI* has a transaction or arrangement, or

- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which *WAARCI* is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III -- PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose

all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with *WAARC*/ interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether *WAARC* can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in *WAARC*'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Adoption of Bylaws and Conflict of Interest Policy

*Adopted by the Board of Directors by resolution and vote of all directors on the date
below:*

Cary Altman, Signature **Date**

Walter Cooley, Signature **Date**

Keith Raihala, Signature **Date**

Rick Ebbesen, Signature **Date**