

Adopted April 27, 2018

THE ST. LOUIS AND SUBURBAN RADIO CLUB, INC.

BYLAWS

ARTICLE 1: NAME AND PURPOSE

SECTION 1, NAME: The name of the organization shall be "The St. Louis and Suburban Radio Club" as defined in the articles of incorporation as a non-profit corporation.

SECTION 2, PURPOSE: The purpose of this membership organization is to serve public interest through the promotion and advancement of the art of Amateur Radio in the greater St. Louis region. Members may advance this purpose by: 1) engaging in local and national civil preparedness activities that prepares amateur radio operators to serve in a time of recognized need; 2) engaging in general service to the benefit of others; 3) providing training and mentoring to those who seek to become amateur radio operators or advance their license privileges; 4) establishing and maintaining amateur radio communications infrastructures and technologies; and 5) participating in social and networking activities that promote goodwill.

ARTICLE 2: MEMBERSHIP

SECTION 1: QUALIFICATION FOR MEMBERSHIP: Only persons in possession of a valid FCC Amateur Radio License shall be members of this Corporation. Any such person who can conduct themselves in a responsible manner, consistent with the purpose, interests and goals of the organization, is eligible to become a member upon payment of annual dues.

SECTION 2: CATEGORIES OF MEMBERSHIP: This organization currently only recognizes one form of active corporate membership referred to as Individual and Family Membership. Additional forms of membership are defined below that accommodate participation in organizational activities and events for non-ham members.

a. INDIVIDUAL and FAMILY MEMBERSHIP: A single paid individual membership to the club also grants full club membership rights to all licensed amateurs in the same immediate family who reside permanently at a single address. Immediate family includes licensed parents, spouses, children or those under the legal guardianship living at the same address as a regular member.

- b. ASSOCIATE MEMBER: Associate Membership is a fully paid membership offered to persons that are not licensed amateur radio operators. Associate membership is also offered to actively participating, non-licensed, immediate family members of full members. Due to their lack of licensure, Associate Members are not considered members of the Corporation, are non-voting, and are not eligible to hold office within Corporation. Associate Members are welcome to participate in all club events, meetings and activities and are encouraged to seek licensure and become full members of the organization.
- c. LIFE MEMBER: Life Membership was discontinued December 31, 2003. All members in good standing who became a Life Member before December 31, 2003 will retain that privilege.
- d. HONORARY MEMBER: Honorary Membership was discontinued on January 1, 1999. Existing honorary members as of January 1, 1999 will retain all rights and privileges of membership except the right to vote.
- e. STUDENT MEMBER: Student membership was discontinued December 31, 2003 as many students are automatically members by virtue of the Family membership rule.
- f. RETIRED MEMBER: Retired membership was discontinued December 31, 2003.

SECTION 3: DUES AND MEMBERSHIP FEES: Dues are payable annually in advance for the upcoming calendar year beginning January 1 ending December 31. The amount of dues for the year shall be set by a majority vote of the membership of the organization on or before the September regular membership meeting. Collection of dues for the subsequent year will begin in October of the preceding year. Any member failing to remit dues by February 15th shall forfeit membership rights and privileges. Persons who have forfeited membership may be reinstated upon payment of a full year's dues.

SECTION 4: VOTING: Each member in good standing, having paid annual dues, is entitled to vote in elections for officers of the organization and on club issues brought before the membership during the course of conducting business at regular or special membership meetings. Voting by proxy shall not be permitted at regular or special membership meetings.

SECTION 5: TERMINATION OF MEMBERSHIP: An individual's membership shall terminate on occurrence of any of the following events:

- a. Resignation of the Member;
- b. The Member's failure to pay dues, fees or assessments as set by the Board of Directors within one year after they become due and payable;

c. Any event that renders the Member ineligible for membership such as loss of their FCC issued Amateur Radio License, or failure to satisfy membership qualifications including termination of membership in The St. Louis and Suburban Radio Club, Inc.; or

d. The good faith determination by the Board of Directors, that the Member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the organization, or has engaged in conduct materially and seriously prejudicial to the organization's purposes and interests including, without limitation, conviction of a felony or unethical conduct.

ARTICLE 3: OFFICERS

SECTION 1, QUALIFICATIONS: The Officers of this organization shall be active members, in good standing, having current paid dues, and be at least 21 years of age. All Officers must be FCC licensed Amateur Radio Operators.

SECTION 2, POSITIONS: There shall be seven Officers identified as the President; Vice President; Secretary; Treasurer; Board Member at Large (elected odd year); Board Member at Large (elected even year); and New Ham Board Member.

a. PRESIDENT: The President shall serve as chair at each meeting as well as at the meetings of the Board of Directors. The President shall be the chief officer of the Corporation, and shall see to the general welfare of the organization. The length of term for the President shall be two years elected in even years.

b. VICE PRESIDENT: The Vice-President shall preside at any meeting of the Corporation or the Board of Directors in the absence of the President. The Vice-President serves as the membership chairman responsible for recruiting and retaining members, and maintains records of current paid members. The Vice-President shall retain and maintain a current record of all corporate property and equipment. The length of term for the Vice President shall be two years elected in odd years.

c. SECRETARY: The Secretary shall keep the minutes of meeting (regular, special, and Board of Directors); be the official correspondent for the Corporation on behalf of the membership and/or Board of Directors; and retain and maintain accurate records of all proceedings which will be passed to the incoming Secretary for the subsequent year. The length of term for the Secretary shall be two years elected in even years.

d. **TREASURER:** The Treasurer shall be recipient of all funds and financial holdings of the Corporation; shall deposit such funds and financial holdings in appropriate accounts; shall keep careful records and make regular reports for the satisfaction of the membership; and shall willingly and promptly remit all financial records for audit. The Treasurer shall remit all financial records, funds, and financial holdings to the incoming Treasurer for the subsequent year. The length of term for the Treasurer shall be two years elected in odd years.

e. **ODD YEAR BOARD MEMBER AT LARGE:** The Odd Year Board Member at Large is an Officer of the organization elected from the full membership in the odd year cycle of elections. The Odd Year Board Member at Large participates in guiding the direction and activities of the club as a member of the Board of Directors for the Corporation. The length term for the Odd Year Board Member at Large shall be two years elected in alternating odd years.

f. **EVEN YEAR BOARD MEMBER AT LARGE:** The Even Year Board Member at Large is an Officer of the organization elected from the full membership in the even year cycle of elections. The Even Year Board Member at Large participates in guiding the direction and activities of the club as a member of the Board of Directors for the Corporation. The length term for the Even Year Board Member at Large shall be two years elected in alternating even years.

g. **NEW HAM BOARD MEMBER:** The New Ham Board Member is an Officer of the organization that participates in guiding the direction and activities of the Corporation. This board member is elected from a subset of the members that are newly licensed, within the last thirty-six months, FCC Amateur Radio Operators. The term of the New Ham Board Member shall be one year and is not eligible for reelection.

SECTION 3, OFFICER ELECTIONS: Officer Positions with expiring terms shall be elected at the November general membership meeting of each year. Newly elected officers shall begin their term of office on January 1st of the subsequent year.

a. **NOMINATING COMMITTEE:** A nominating committee shall be chaired by the Odd or Even Year Board Member at Large whose term is not expiring unless this Board Member seeks election to another office. In this case, the President shall appoint a regular member in good standing that is not running for office to chair the nominating committee. The chair of nominating committee solicits and appoints members in good standing to participate on the nominating committee.

b. **CANDIDATE NOMINATIONS:** Nominations for officers are accepted starting October 1st through the date of election.

Candidates must accept the nomination before being placed on the ballot.

c. CONDUCT OF ELECTIONS: The Chair or a member of the nominating committee shall conduct the election of officers.

SECTION 4, OFFICER VACANCIES: If an Officer or Board Member position is vacated during the course of the year, the President shall appoint a willing member in good standing to fulfill the remaining term of the position.

SECTION 5, OFFICER REMOVAL: An Officer of the Corporation that has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the organization, or has engaged in conduct materially and seriously prejudicial to the organization's purposes and interests including, without limitation, conviction of a felony or unethical conduct may be removed from office by a majority vote of the organization's voting members. This action may be brought forward by signed petition of a majority of the current Board of Directors.

ARTICLE 4: BOARD OF DIRECTORS

SECTION 1, PURPOSE: The purpose of the Board of Directors is to provide fiscal oversight of the Corporation and its assets and to conduct the organization's day-to-day business and financial transactions. The Board of Directors shall make a good faith effort to perform duties and conduct business in a manner that is consistent with the purpose, interests, and goals known to be held by the membership of the organization.

SECTION 2, DESCRIPTION: The Board of Directors shall be composed of the elected Officer positions described above and non-voting members described in this section.

SECTION 3, BOARD OF DIRECTORS RESPONSIBILITIES: The Board is accountable to the membership and is responsible for day-to-day operations for the organization. The operational duties of the Board of Directors includes: 1) preparing and setting the agenda for the organization's regular meetings; 2) drafting and submitting business and policy recommendations for vote by the general membership; 3) planning and managing special events and programming; 4) reporting business and financial transactions to the general membership; and 5) conducting financial and business transactions of behalf of the Corporation and membership. The Board of Directors shall develop and present an annual budget for approval by the general membership. The Board of Directors

has the fiduciary responsibility to ensure that that the Corporation is operated in compliance with all state and federal rules applicable to the Corporation's non-profit status.

SECTION 4, TRUSTEE: The Trustee shall be a non-voting member of the Board of Directors appointed yearly by the voting members of the Board of Directors. The Trustee shall serve as agent for and on behalf of the Corporation to ensure fulfillment of Part 97 of the Federal Communications Commission (FCC) Rules and Regulations; maintain the Corporation license and ensure all equipment owned by the Corporation is in compliance with the FCC Rules and Regulations. The Trustee shall also serve as the official Corporation representative to the applicable state and regional repeater coordinating councils.

SECTION 5, NET MANAGER: The position of Net Manager shall be a non-voting member of the Board of Directors appointed yearly by voting members of the Board of Directors. The Net Manager is responsible for coordinating and scheduling the activities and net control operators of the organization's regular weekly nets and any special purpose nets. The net manager is responsible for recruiting and training net control operators and has final authority over net control scripts and procedures.

SECTION 6, COMMITTEE CHAIRS: Persons appointed or elected to committee chair positions shall be non-voting members of the Board of Directors. Committee Chairs are invited to participate in regular Board of Director meetings and to regularly report on committee activities and plans.

SECTION 7, MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors shall hold at least 6 regular meetings per year for conducting Corporation business and planning regular membership meetings and activities. Four (4) Elected Board Members must be present to constitute a quorum for the purposes of conducting official Board business.

SECTION 8, VIRTUAL MEETINGS: The Board of Directors may conduct virtual meetings using electronic communications when necessary to provide timely and responsive actions on behalf of the Corporation and general membership. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, including written consent communicated electronically by electronic mail, to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors.

SECTION 9, SPECIAL BOARD OF DIRECTORS MEETINGS: The Board of Directors may call special Board of Directors meetings at any time deemed necessary. Any member desiring a special meeting shall petition the Board of Directors through any officer. Final approval of any special meeting shall rest with the Board of Directors.

ARTICLE 5: GENERAL MEMBERSHIP MEETINGS

SECTION 1, GENERAL MEMBERSHIP MEETING DESCRIPTION: The organization shall hold at least 6 regular general membership meetings per year for the purpose of conducting official and monetary business. The times and places of these meetings shall be designated and communicated to the membership by the Board of Directors. The Secretary shall make available to each member a current schedule of regular membership meetings.

SECTION 2, MEETING QUORUM: A quorum shall consist of one fifth (20%) of the total current paid memberships.

SECTION 3, MEETING MINUTES: Minutes shall be kept of each duly constituted meeting.

SECTION 4, GUEST ATTENDANCE: All regularly scheduled meetings shall be open to guests unless otherwise determined at the preceding regular or special meeting.

SECTION 5, CONDUCT OF MEETINGS: All business shall be conducted in accordance with Robert's Rules of Order.

SECTION 6, SPECIAL MEETINGS: Special general membership meetings may be called to discuss a specific topic with at least five days prior notice. Special general membership meetings are for the sole purpose of discussing the topic for which the meeting was called. No other additional business topics or action may be conducted at a special general membership meeting.

ARTICLE 6: FISCAL MANAGEMENT

SECTION 1, SPECIAL ASSESSMENTS: Special assessments may be levied by a majority vote of the membership present at any meeting provided written notice of intent has been sent to the membership by the Board of Directors at least seven days preceding such a meeting. Special assessments shall be non-refundable.

SECTION 2, ANNUAL BUDGET: The Board of Directors shall prepare and approve an annual budget to be presented at the September membership meeting. The annual budget requires approval by vote of the General Membership. The Treasurer and Board of Directors may not exceed the approved annual operating budgeted expenditures by an amount in excess of 10% of the allocated budget without approval of the general membership.

SECTION 3, NON COMPENSATION OF BOARD MEMBERS, OFFICERS, OR MEMBERS: Under no circumstances shall an Officer, member of the Board of Directors, or general member of the Corporation receive any salary or compensation for his or her services as an Officer, member of the Board of Directors, or general member of the Corporation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors

SECTION 4, EMERGENCY EXPENDITURE: Under extenuating circumstances such as an emergency or disaster the Board of Directors may approve emergency spending that deviates greater than the allowed 10% amount. The Board of Directors shall bring any emergency expenditure back to the general membership for ratification at the next regularly scheduled general membership meeting.

SECTION 5, PRUDENT RESERVES: The Board of Directors through the actions of the Treasurer should maintain a prudent amount of money in reserve to cover unforeseen critical organizational expenses. The Board of Directors shall establish the reserve dollar amount to be held in the organization's annual budget. Generally accepted guidance suggests that organizations should hold at least ten percent of their annual operating budget in reserve.

SECTION 6, REIMBURSEMENT OF EXPENDITURE: The Treasurer with oversight by the Board of Directors shall reimburse a member's expense that was previously authorized and paid by that member upon presentation of the receipt for that expense.

SECTION 7, AUDIT AND APPROVAL OF FINANCIAL STATEMENTS: The Board of Directors shall appoint an audit sub-committee composed of two Board of Director members other than the Treasurer. The Audit Sub-Committee shall conduct an annual review of the Treasurer's accounting and money handling procedures to ensure that those procedures protect the fiscal assets of the organization.

SECTION 8, FINANCIAL REPORTS: The Board of Directors shall review at their regular Board of Directors meetings the financial reports presented by the Treasurer. The financial reports shall show the current and prior period income and expense reports as well as a comparative General Ledger report

ARTICLE 7: COMMITTEES

SECTION 1, COMMITTEES: Committees shall be formed by the President, with approval from the Board of Directors, for such purposes and terms as deemed appropriate to support the purpose of the corporation.

ARTICLE 8: AMENDMENT OF BYLAWS

SECTION 1, AMENDMENT: The Bylaws of this organization may be amended by a two-thirds majority vote of the members present at a regularly convened general membership meeting.

SECTION 2, PROCESS: Any member may suggest amendments to the Bylaws by presenting in writing the suggested amendments to the Secretary. The Secretary shall add the suggested amendment to the agenda of the next available meeting of the Board of Directors. The Board of Directors shall finalize and approve any amendments that are to be brought before the general membership of the organization.

SECTION 3, ADVANCE NOTICE: The Board shall distribute advanced notice of a recommendation to amend the Bylaws and distribute the suggested amendment(s) at least one meeting in advance of the meeting when the vote to amend the Bylaws would occur. Notice of proposal to amend the Bylaws and the suggested amendment(s) shall be distributed to the membership at least thirty days prior to the vote.

SECTION 4, ELECTRONIC NOTICE: The Board of Directors may provide advanced notice of proposed amendment of the Bylaws by posting the proposed amendments to the organization's web site and/or by emailing the proposed amendments to the members.

These by-laws adopted by the membership of the Suburban Radio Club of St. Louis County, Incorporated supersede all other Constitutions and/or Bylaws adopted prior to April 27, 2018.