

Arctic Amateur Radio Club, Inc.

Bylaws

Fairbanks, Alaska

AARC Board of Directors
Revision 3.3

Date: 3-14-2018

Contents

- Revision History 3
- 1. Offices 4
- 2. Members..... 4
 - 2.1. Schedule of Memberships; Classes of Members; Dues 4
 - 2.1.1. Qualification of Members 4
 - 2.1.2. Voting Rights 4
 - 2.1.3. Transfer of Membership 5
- 3. Meeting of Members 5
 - 3.1. Annual Meeting 5
 - 3.2. Special Meeting and Regularly-Scheduled Meetings 5
 - 3.3. Notice of Meetings 5
 - 3.3.1. Regularly-Scheduled Meetings 5
 - 3.3.2. Annual and Special Meetings 5
 - 3.4. Informal Action by Members 6
 - 3.5. Quorum 6
 - 3.6. Proxies 6
 - 3.7. Voting by Mail 6
- 4. Board of Directors 6
 - 4.1. General Powers 6
 - 4.2. Number, Tenure, and Qualifications 6
 - 4.3. Regular Meetings; Notice Thereof 7
 - 4.4. Special Meetings 7
 - 4.5. Notice 7
 - 4.6. Waiver of Notice 7
 - 4.7. Quorum 7
 - 4.8. Board Decisions 8
 - 4.9. Vacancies and Removal from Office 8
 - 4.10. Compensation 8
- 5. Officers 8
 - 5.1. Officers 8
 - 5.2. Election and Term of Office 8
 - 5.3. Removal 9
 - 5.4. Vacancies 9
 - 5.5. Powers and Duties 9
- 6. Executive Committees 10
 - 6.1. Committees of Directors 10
 - 6.2. Other Committees 10
- 7. Contracts, Checks, Deposits and Gifts 10
 - 7.1. Contracts 10
 - 7.2. Checks, Drafts or Orders 10
 - 7.3. Deposits 10
 - 7.4. Gifts 10

8. Books and Records 10

9. Fiscal Year 11

10. Seal 11

11. Waiver of Notice 11

12. Amendment of Bylaws 11

13. Restrictions Deriving from Requirement of I.R.C. Sec. 501(c)(3) 11

14. Interpreting and Construing these Bylaws 11

Revision History

Version	Date	Changes by	Comment
1.0	9/28/1995		Original
2.0	11/13/2014		Made all memberships last one year, instead of expiring at the annual meeting. Authorize membership expiration notifications to happen by email.
3.0	12/10/2017	N1TX	Amended 4.9 and renamed to "Vacancies and Removal from Office" per BOD
3.1	2/7/2018	N1TX	Format change for clarity. Numerous spelling corrections.
3.2	2/8/2018	N1TX	Amended 3.2 allowing more flexibility for scheduling meetings.
3.3	3/14/2018	N1TX	Amended 4.9 to clarify replacement for BOD vacancy.

1. Offices

Until such time as the Board of Directors may determine otherwise by resolution, the principal office of the Corporation shall be the same as the registered office, 626 Second Street Graehl Suite 303, Fairbanks, Alaska 99701.

The Corporation may have such other offices, either within or without the State of Alaska, as the Board of Directors may determine from time to time.

2. Members

2.1. Schedule of Memberships; Classes of Members; Dues

The Board of Directors by a majority vote at any meeting or by a document signed by all its members in lieu of a meeting, shall establish or may amend a Schedule of Memberships to be sold to those persons who choose to support the purposes of the Corporation through financial contributions, providing a descriptive name of each class of membership, the range of contribution required by each such membership, and whether or not it is a voting membership. The initial schedule of Memberships shall be adopted as soon as practicable during or after the initial meeting of the Board, and thereafter changes in voting rights adopted by the Board during any membership year shall become effective in the following membership year. From time to time as the Schedule of Memberships may be changed by the Board of Directors, a copy of the then-current Schedule shall be an attachment to these Bylaws, and shall be made readily available to persons who seek to contribute or from whom contributions are sought. The amounts of contributions to be paid by different classes of members shall be their annual dues. Memberships shall last for a one year period, separate for each member, beginning when dues are paid, or when a previously unlicensed person passes a license test administered by this club.

2.1.1. Qualification of Members

Any natural person who is a U.S. resident may purchase membership in the Corporation, except that as to one or more classes of membership the Board of Directors may require in the Schedule of Memberships that members be licensed by the U.S. Federal Communications Commission as amateur radio operators. Only one membership may be purchased by a person, without regard to the total amount paid for the membership or otherwise contributed to the Corporation by the member to the Corporation during the membership year, provided that the Board may provide for family memberships, each available to two or more natural persons who are U.S. residents, who are members of the same family and who reside in the same household, and the Board may limit each family membership to the same limit of votes at an annual or special membership meeting to an amount determined by the Board and set forth in the Schedule of Memberships, notwithstanding how many persons within a family membership may be present in person or by proxy at such meeting.

2.1.2. Voting Rights

Any member whose class of membership is scheduled with voting powers in the Schedule of Memberships may vote at annual and special meetings of the membership of the Corporation, including the powers to elect Officers and Directors of the Corporation.

2.1.3. Transfer of Membership

Membership in this Corporation is not transferable nor assignable.

3. Meeting of Members

3.1. Annual Meeting

An annual meeting of the membership shall be held within the Fairbanks North Star Borough, Alaska, in either of the two following ways, as may be determined by the Board of Directors:

- on the first Friday of October at 7:30 p.m. at a location determined by the Board with notice as provided herein, but without notice at the Geophysical Institute at the University of Alaska Fairbanks; or
- at an amateur radio convention, "hamfest" or electronics swap/sale meet held in September or October, scheduled by the Board as an activity sponsored by the Corporation, at such time and place as notice may be given in accordance with these Bylaws.

The annual meeting shall be held for the purpose of electing Directors and Officers, as well as for the transaction of such business as may come before the meeting. The only members who may vote are those whose dues are current in accordance with Article II Section 1 hereof and who vote only in accordance with their voting powers as designated in the then-current Schedule of Contributions. If election of Directors or Officers is not held on the day designated herein for the annual meeting, or any adjournment thereof, the incumbent Officers shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

3.2. Special Meeting and Regularly-Scheduled Meetings

Regularly scheduled meetings of the members shall be held each month on a date and time as determined by resolution of the Board of Directors. Special meetings of the members may be called by the president, or by not less than thirty percent of the members having voting rights.

If all the members with voting rights shall meet at any time and place within the State of Alaska, and consent to the holding of a meeting, such meeting shall be valid without call or notice (and the notice procedures of the next section of these Bylaws need not be observed), and at such meeting any corporate action may be taken.

3.3. Notice of Meetings

3.3.1. Regularly-Scheduled Meetings

Notices of the regularly-scheduled meetings provided in Section 2 may be quite informal by and by any reasonable means likely to provide notice to most members, whether through a notice in a newspaper, on a broadcasting medium, in the corporation's newsletter mailed to members, or other reasonable means.

3.3.2. Annual and Special Meetings

Notices of special meetings or the annual meeting of the members shall be by written or printed notice stating the place, day and hour of the meeting, and shall be delivered, either personally, by mail, or by email, to each member entitled to vote at such a meeting (or, as to notice of an annual meeting, to those who are then-current members), and such notice shall be so provided not less than seven days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or

purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. A regularly-scheduled meeting may be a special or annual meeting if notice thereof is given in accordance with this bylaw 3b and if the meeting is not held in a manner contrary to other bylaws or the Articles of Incorporation.

3.4. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

3.5. Quorum

Members currently holding ten percent of the votes that may be cast at any annual or special meeting of the members of the Corporation shall constitute a quorum for that meeting, and if a quorum is not present at any meeting of the members, a majority of the current members present may adjourn the meeting from time to time without further notice. At any meeting that is called (in part or whole) for the purposes of the election of one or more Directors, the only members counted for quorum purposes shall be those who may vote for one or more of the Directors that shall be elected at such meeting, as set forth in the then-current Schedule of Memberships, except that a family membership shall be counted for quorum purposes to be the number of votes it may cast in accordance with the Schedule of Memberships and Article I Section 2 hereof.

3.6. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her representative who bears a dated written proxy, signed by the member. No proxy shall be valid after eleven months from the date of its execution. A proxy from a family membership may cast the number of votes that would be allowed by the Schedule of Memberships if the qualified members of that family membership who have signed the proxy were all present.

3.7. Voting by Mail

Except for performing members (if such a class is provided in the then-current Schedule of Memberships), if at any time the then-current Schedule of Memberships provides that Directors are to be elected by members of a certain class or certain classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

4. Board of Directors

4.1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Each Director shall be a member of the Corporation and the Schedule of Memberships may include further membership requirements for certain members of the Board or for all members of the Board. No more than two members of the same family membership may be Directors.

4.2. Number, Tenure, and Qualifications

The number of Directors shall be Eleven (11), who shall be the persons who are elected President, Vice President, Secretary and Treasurer of the Corporation, the immediate Past President, and six (6) members

at large. Except for the filling of vacancies or new board positions by the Board between annual meetings of the members pursuant to Paragraph 8 of this Article and except for the Director who will serve by reason of being Past President, All Directors, including those who are also Officers, shall be elected at the annual meeting of members. Except for the Director who is the Past President, the term of office of every Director shall be until the election and qualifications of his or her successor at an annual meeting of the members; and the term of office of the Director who is Past President shall be until the adjournment of the annual meeting.

4.3. Regular Meetings; Notice Thereof

A regular meeting of the Board of Directors may, at the discretion of the President, be held without any notice other than this bylaw, immediately after the annual meeting of the members, and may consider such business as the members of the Board may then determine with or without any prior notice of the agenda. If such a meeting is held at that time, it shall be considered the annual meeting of the Board; otherwise, the first regularly-scheduled meeting of the Board following the annual meeting of the members shall be the annual meeting of the Board. The Board of Directors may provide, by resolution, the time and place for holding regularly-scheduled meetings, without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

4.4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or any Director, and shall be held at the principal office of the Corporation or at such place as the President or the Director calling the meeting may determine.

4.5. Notice

Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written or oral notice provided personally or by mail, fax, telephone, or amateur radio. Notice by amateur radio may not be by a general announcement but by direct contact and conversation with each Director so notified. Each notice that is mailed shall be sent to the Director so notified, to his or her address as appears from the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope so addressed, with postage thereon paid. Any Director may waive notice of any meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

4.6. Waiver of Notice

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the Director claims the meeting to be not lawfully called or convened.

4.7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, or if the quorum is not lacking more than two votes, the Directors present may sit as an Executive Committee with such powers as a full quorum of the regular board of Directors may provide or delegate by resolution; and any such current resolution shall be reduced to writing, signed by the President and Secretary and kept with the then-current and valid version of these bylaws.

4.8. Board Decisions

The act of a 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.

4.9. Vacancies and Removal from Office

Except for the position of Past President, any vacancy occurring in the Board of Directors shall be filled by a qualified member appointed by the Board of Directors. A Past President vacancy will remain unfilled. A replacement Director shall serve for the remainder of the term of the Director being replaced. Each such appointment by the Board is subject to disapproval by the members at any special meeting called for that purpose.

A Director may be removed from office for cause by failing to execute in good faith their duties to the Corporation under Federal, State, and local statutes or regulations as well as these Bylaws. Conditions for mandatory consideration for removal are:

- Intentional violation of any governing statute or Bylaw having potential or realized deleterious impact(s) on the Corporation;
- Negligent management, loss or damage to Corporation assets to include funds and property;
- Unwillingness to actively participate in Board meetings and associated business of the Corporation, evidenced by excessive absences to include three or more in any single term without justification or reasonable explanation; and
- Unauthorized communication or misrepresentation of the Corporation, its official records, legal and financial status, and other sensitive business information to any Third Party.

In the event one or more of the conditions for removal exist, the Board of Directors shall convene at the next regular or special meeting and vote whether to remove from office the subject Director. The subject Director shall abstain from this vote. A majority of the quorum is required to remove a Director from the Board. Any subsequent vacancy shall be filled by the process specified elsewhere in this section.

4.10. Compensation

Directors, including those who are officers, shall not receive any salaries or other compensation for their services other than for reimbursement of expenses properly incurred in behalf of the corporation, but nothing herein shall preclude any person from serving the corporation in another capacity and receiving compensation therefor while also serving as a Director.

5. Officers

5.1. Officers

The officers of the Corporation shall be a president, a vice-president, a secretary, a treasurer, the past president, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may, at its discretion, elect or appoint such other officers, including one or more assistance secretaries and one or more assistant treasurers, as it may deem desirable, such officers to have authority and perform the duties prescribed, from time to time, by the Board of Directors.

5.2. Election and Term of Office

The president, vice president, secretary and treasurer shall be elected at the annual meeting at the same time and manner as election of Directors, and are, accordingly as provided in these Bylaws, four of the Directors. If the election of such officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Additional offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualifies, except as provided as to the Past President in Article IV. The officer who is Director-Past President assumes office as described in Article IV hereof.

5.3. Removal

Any officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed. No person has a right to a fixed term as an officer or employee of this Corporation, except through a specific resolution for such purpose approved by the Board of Directors.

5.4. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term in the manner provided as to vacancies in the Board of Directors with the exception of a vacancy in the Director-Officer position of Past President, which is subject to Article IV; provided however that if the office of president becomes vacant the vice president shall immediately assume the office of president (thereby vacating the vice-presidency) unless directed otherwise by the Board of Directors.

5.5. Powers and Duties

The several officers shall have such powers and shall perform such duties, and alternatively, may be restricted in the performance of certain actions, all as may, from time to time, be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications of powers, duties or restrictions, or in a manner not contrary thereto but limited thereby:

- The president shall be the chief executive officer of the Corporation with full authority to act for the Corporation and bind the Corporation, and shall, when he or she is present, preside over all meetings of the members of the Corporation, the Board of Directors, and (if there be any) the Executive Committee;
- The vice president shall, in the absence of the president, preside over all meetings of the members of the Corporation, the Board of Directors, and (if there be any) the Executive Committee, and shall have such other powers and duties as are designated by or delegated from the President or by the Board;
- The past president shall, in the absence of the president and vice president, preside over all meetings of the members of the Corporation, the Board of Directors, and (if there be any) the Executive Committee, and shall have such other powers and duties as are designated by or delegated from the President or by the Board;
- The secretary shall take, maintain and keep safe the full minutes and records of the meetings and actions of the Corporation, including but not limited to the Articles of Incorporation and Amendments thereto if any, the Certificate of Incorporation, these Bylaws and Amendments thereto if any, the current Schedule of Membership of the Corporation, the current roster of members designated by classes consistent with the schedule, and such other records and documents as it may be necessary or prudent to maintain, particularly including those listed in Article VIII hereof (except financial records maintained by the treasurer); and shall have such other powers and duties as are designated by or delegated from the President or by the Board;
- The treasurer shall be the chief financial officer of the Corporation, and shall account for and maintain the funds of the Corporation, regularly keeping proper records of all income or receipts, and all expenditures, and shall have such other powers and duties as are designated by or delegated from the President or by the Board, which may include fund-raising duties.

6. Executive Committees

6.1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more executive committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the Management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. This bylaw allows but does not require the establishment of an Executive Committee.

6.2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member of such a committee may be removed by the person or persons authorized to appoint such member whenever in the judgment of this appointing authority the best interests of the Corporation shall be served by such removal.

7. Contracts, Checks, Deposits and Gifts

7.1. Contracts

The Board of Directors may, by resolution, authorize any officer or officers or agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation, and such authority may be general or may be confined to specific instances. In the absence of such a resolution, only the President shall be so authorized, and he or she may not delegate this authorization to another officer or other person without Board approval.

7.2. Checks, Drafts or Orders

All checks, drafts, or orders for the payment of money, notes or other evidence 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 a 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 president or treasurer.

7.3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other financial institutions or depositories as the Board of Directors may designate by resolution.

7.4. Gifts

The Board of Directors may accept in behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation, and may do so by Board action or through any officer, employee or other representative designated for such purpose by the Board.

8. Books and Records

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the meetings of its members, Board of Directors, and committees having and exercising any of the corporate-management authority of the Board of Directors, and shall keep at the principal office or at the residence or office of the secretary, the current schedule of memberships and a record giving the names and addresses of all members, and each member's class and voting rights if any, as determined by the Schedule of Memberships. All books and records of the Corporation may be inspected by any voting member, or his or her agent or attorney, for any proper purpose at any reasonable time, provided that, except as may now or later otherwise be required by applicable law, if a member in a non-voting class has acted only as a contributor of funds and has requested anonymity, the name of such member shall not be disclosed to persons other than the Directors and Officers, except by resolution of the Board of Directors upon good cause shown by the requesting party.

9. Fiscal Year

Initially the fiscal year of the Corporation shall begin on the first day of January in each year, and end at midnight on the thirty-first day of December of that year; but the fiscal year determination may be changed by the Board of Directors.

10. Seal

The Board of Directors may provide a corporate seal, but unless or until such a seal is adopted, any document purporting or purported to require the impression of a seal of the Corporation shall be sufficiently sealed if marked with the work "SEAL" on the same page as the signature thereon of one or more corporate officers.

11. Waiver of Notice

Whenever any notice is required to be given under provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

12. Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors.

13. Restrictions Deriving from Requirement of I.R.C. Sec. 501(c)(3)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

14. Interpreting and Construing these Bylaws

Bylaws

Throughout these Bylaws (unless the context clearly indicates otherwise), the disjunctive "or" includes the conjunctive "and"; the singular includes the plural and the plural the singular; pronouns indicating sex or are to include the opposite sex; and pronouns and other references which might be construed to apply only to natural persons or to juridical persons may be applied to either.

The headings used in these Bylaws have been inserted for convenience only and do not constitute matter to be construed in interpretation.

If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonably possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative, but only if this can be done without a violation of the Articles of Incorporation, of applicable law or of a binding order of a Court having jurisdiction over the matter.