

ANOKA COUNTY RADIO CLUB AND EMERGENCY SERVICES, INC.

ARTICLES OF INCORPERATION

ARTICLE I. NAME

The name of this corporation shall be ANOKA COUNTY RADIO CLUB and EMERGENCY SERVICES, INC.

ARTICLE II. REGISTERED ADDRESS AND AGENT

The address of the registerd office of the coporation and the name of its registered agent at that address are:

Anoka County Radio Club and Emergency Services, Inc.
10451 Quincy Boulevard N.E.
Blaine, Minnesota
Attn: Dick Kleven

ARTICLE III. SHARES

The aggregate number of shares the corporation has the authority to issue is 100 shares. These shares are common shares entitled to vote and are of one class and one series.

ARTICLE IV. INCORPORATORS

The names and addresses of the incorporators are:

John Larson
713 Brigadoon Circle
Shoreview, MN 55112

Dick Kleven
10451 Quincy Boulevard N.E.
Blaine, MN

George Collier
1816 Third Avenue South
Anoka, MN

ARTICLE V. PURPOSES

The purposes for which this corporation is formed are:

- (1) The primary purposes are to operate a non-profit corporation for educational and scientific purposes as follows:
 - (a) To educate and increase the proficiency of its members in the science of radio communication.
 - (b) To organize and train members of this corporation capable of maintaining radio communication as a public service during periods of emergency.
 - (c) To encourage and sponsor activities in radio communication and electronics to the end that such activities through skills and experience gained will benefit the public at large.
 - (d) To promote the standards of practice and ethics in the conduct of amateur radio communications.
- (2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Minnesota. This corporation does not contemplate pecuniary gain or profit to its members and it is organized for not-profit purposes.
- (3) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.
- (4) This corporation is organized so as to qualify as an exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE VI. BYLAWS

The qualifications of members of this corporation, the different classes of membership, if any, the voting and other rights of members, the amount of dues payable, the number of officers and the method of their election and other details of the internal operation of the corporation shall be set forth in the By-Laws.

ARTICLE VII. EARNINGS

No part of the net earnings of this corporation shall incurr to the benefit of, or be distributable to its members, 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 Article V. Notwithstanding any other provisions of these articles, this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII. ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

In witness whereof, we have subscribed or names this _____ day of _____, 198__.

BY-LAWS
OF
ANOKA COUNTY RADIO CLUB AND EMERGENCY SERVICES, INC.

*** Date added: On or about February 1, 1986*

PREAMBLE

These shall be the By-Laws of the Anoka County Radio Club and Emergency Services, Incorporated, as provided for in the Articles of Incorporation. In these By-Laws, the word "Club" shall refer to the Anoka County Radio Club and Emergency Services, Incorporated.

ARTICLE I - MEMBERSHIP

1. **CLASSES of MEMBERSHIP.** There shall be two classes of members: Voting members and Associate members. No person shall hold more than one class of membership in the club.

2. **VOTING MEMBERS.** Any person who holds a valid FCC Amateur Radio license of any class may hold a voting membership in the club. Voting membership may be obtained by presenting the aforementioned FCC license and the current annual club dues to the Treasurer of the club.

Voting membership shall be one of the following three classes: Regular, Senior Citizen, and Student. A voting member will pay the appropriate annual dues as defined in ARTICLE V, section 2 of these By-laws.

3. **ASSOCIATE MEMBERS.** Any person expressing an interest in Amateur Radio may hold a non-voting, associate membership in the club. Associate membership may be obtained by presenting one-third of the current annual club dues to the treasurer of the club. Associate membership shall be of one class. Associate members may convert to Voting membership by presenting a valid FCC Amateur Radio license and the appropriate pro-rated dues to the Treasurer of the club.

Section 2. **REMOVAL FROM CLUB MEMBERSHIP.** Any member of the Club will be removed from membership for the following reasons: Delinquency of annual dues past a grace period of three months or, with or without cause, by a majority vote of the total voting membership of the Club. Such vote to be taken at a regular or special meeting of the Club.

ARTICLE II - ADMINISTRATION

Section 1. **OFFICERS.** Each year, in February, the voting membership shall elect the following officers: President, Vice-President, Secretary, Treasurer, and Trustee. Qualifications for these offices are given in the specific paragraphs below.

Section 2. **BOARD OF DIRECTORS.** The Board of Directors shall consist of seven members. No board member shall hold more than one position. The Board of Directors shall be made up as follows:

- a. President
- b. Vice-President

- c. Secretary
- d. Treasurer
- e. Trustee
- f. Member-at-Large
- f. Member-at-Large

Section 2.1. **POWERS.** Except as otherwise noted by these By-Laws, the powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The Board of Directors shall:

- a. Adopt ways and means for the advancement of the Club.
- b. Direct the President and other officers of the Club on the conduct of the Club's business in the Club's best interest.
- c. Manage the Club and its properties.
- d. Conduct an audit of the Treasurer's accounts and the Trustees inventories each January.

Section 2.2. **TERM OF OFFICE.** The normal term of office for members of the Board of Directors is one year. Members of the Board of Directors may be reelected to the same or a different office in consecutive years however, under no circumstances, may the same person hold the same office for more than five years.

3. PRESIDENT. The President shall be a Voting Member in good standing for at least one year immediately prior to being elected.

The President shall:

- a. Be chairperson of the Board of Directors.
- b. Preside over all meeting of the Club membership.
- c. Act as official representative of the Club, but may delegate this duty to a member for a specific representation assignment.
- d. Promptly deliver up all books, papers or other Club property possessed or controlled to a successor or to whomever the Board of Directors may appoint.

4. VICE-PRESIDENT. The Vice President shall be a Voting Member in good standing for at least one year immediately prior to being elected.

The Vice-President shall:

- a. Preside over Club membership meetings and meetings of the Board of Directors in the absence of the President.
- b. Perform such other duties as may be designated by the Board of Directors or the President.
- c. Promptly deliver up all books, papers or other Club property possessed or controlled to a successor or to whomever the Board of Directors may appoint.

5. SECRETARY. The Secretary shall be a Voting Member in good standing for at least one year immediately prior to being elected.

The Secretary shall:

- a. Record the minutes of all meetings of the Club and the Board of Directors.
- b. Carry on all Club correspondence except that carried on by the Treasurer.
- c. Maintain the Club roster.
- d. Keep the records, papers and documents of the Club except those of the Treasurer.
- e. Promptly deliver up all books, papers or other Club property possessed or controlled to a successor or to whomever the Board of Directors may appoint.

6. TREASURER. The Treasurer shall be a Voting Member in good standing for at least one year immediately prior to being elected.

The Treasurer shall:

- a. Receive all dues, assessments and other monies payable to the Club, and keep an accurate record of each payment of such monies.
- b. Pay all orders drawn on the Club by vote of the Club or the Board of Directors.
- c. Establish or maintain appropriate bank accounts as directed by the Board. Deposit all monies received therein and make all payments, by check, against those accounts.
- d. Submit a complete financial report at each regular meeting of the Club.
- e. Perform such other duties as may be assigned by the Board of Directors or the President.
- f. Promptly deliver up all books, monies, securities, papers or other properties of the club possessed or controlled to a successor or to whomever the Board of Directors may appoint.

7. TRUSTEE. The Trustee of the Club shall be appointed by the Board of Directors of the Club. The Trustee of the Club shall be a Voting Member in good standing of the Club. The Trustee shall:

- a. Maintain an inventory of all property owned by the Club.
- b. Be responsible for compliance with all FCC rules and regulations by individuals operating Club equipment.
- c. Negotiate reciprocal operating agreements and trustee exchange agreements with other Amateur Radio groups, subject to review by the Board of Directors.
- d. Be authorized to establish, maintain, and disperse, through the Club Treasurer, an equipment maintenance fund to exceed twenty percent of the Club treasury on January of each year.

MEMBERS-AT-LARGE (2). The Members-at-Large (2) shall be voting members in good standing for at least one year immediately prior to being elected. The Member-at-Large shall:

- a. Represent the Clubs committees on the Board of Directors.

- b. Be responsible for the direction and function of said committees.
- c. Represent the Club as directed by the Board of Directors.

9. **COMPENSATION AND LIABILITY.** No officer, director or trustee of the Club shall receive compensation or service as such an officer, director or trustee; nor shall they be personally liable for any debts, liabilities, or obligations of the corporation.

10. **REMOVAL OF OFFICERS, DIRECTORS, or TRUSTEE.** Any officer, director, or the trustee may be removed from office with or without cause by the vote of a majority of the total voting members of the Club. Such vote shall be taken at a regular or special meeting of the Club.

ARTICLE III - MEETINGS

1. **MEMBERSHIP MEETINGS.** Regular membership meetings shall be held at a time and place specified by the Board of Directors. A regular membership meeting shall be held in the month of February and shall include the election of officers and directors for the coming year. Notice of the meeting will be given orally (personally) or in writing to all members at least ten days before the date of the meeting.

2. **SPECIAL MEETINGS.** A special meeting of the Club may be called by the President on his own motion, or may be called by any two Directors, or may be called upon the written request to the President by any five voting members of the Club. Only such business as designated in the notice of said meeting shall be transacted at the special meeting. Written notice of such meeting stating the place, the date and time, the purpose, and the name(s) of the persons requesting the meeting shall be given not less than ten days before the date of the meeting. The notice shall be given to each member of record in the same manner as notice of the membership meeting. Notice on special meetings may be waived by submitting a signed waiver or by attendance at the meeting.

3. **DIRECTORS MEETINGS.** The regular meetings of the Board of Directors shall be held at a time and place specified by the Board of Directors with a minimum of one meeting per year to be held in January of each year. Special meetings of the Board of Directors may be held at any time or place as determined by the President or four of the members thereof. Action may be taken by the Board of Directors without meeting provided all members of the Board of Directors are individually contacted and collectively consent to said action. No notice need be given personally of any regular meeting of the Board. Notice of special meeting shall be given personally or in writing at least two days prior to the meeting, specifying the time and place of the meeting and the business to be transacted.

4. **QUORUMS.** A quorum for the transaction of business at a regular or special meeting of the Club membership shall consist of those Voting Members eligible to vote who are present at the meeting. A quorum for the transaction of business at a regular or special meeting of the Board of Directors shall be four. Any vacancy in the Board of Directors for whatever cause shall be filled by a majority vote of the remaining directors thereof, though less than a quorum.

5. **MAJORITY RULE AT MEMBERSHIP MEETINGS.** Unless otherwise stated in these By-Laws or required by law, any action at any meeting of the membership shall require a simple majority vote of the voting members present and eligible to vote. In case of a tie, the President may cast the tie-breaking vote.

6. **MAJORITY RULE AT BOARD OF DIRECTORS MEETINGS.** Unless otherwise stated in these By-Laws or required by law, any action at any meeting of the Board of Directors at which a quorum is present, shall require a simple majority.

7. **RULES OF ORDER.** Roberts Rules of Order shall govern the proceedings of all meetings of the Club, except as expressly provided for in these By-Laws.

ARTICLE IV - ELECTION OF OFFICERS

1. **DATE OF ELECTIONS.** The annual election of Officers and other Directors shall take place at the regular meeting of the membership during the month of February.
2. **NOMINATIONS.** Nominations for elected offices shall be made by members from the floor. No nominations may be made without the express consent of the nominee.
2. **NOMINATIONS.** Nominations for elected offices shall be made by members from the floor. No nominations may be made without the express consent of the nominee.
3. **VOTING.** Voting for elected offices shall be by secret ballot. The offices shall be voted on one at a time in the order of President, Vice-President, Secretary or Treasurer, Trustee, Member-at-Large, Member-at-Large so that a nominee not elected to one office may be nominated for another office.
4. **ASSUMPTION OF DUTIES.** The newly elected Officers and other Directors shall hold their offices as of the date of the meeting at which they are elected.
5. **VACANCIES.** In the event the President can no longer continue in office for the remainder of his term the Vice President shall become the president. In the event the Vice President, Secretary, Treasurer, or a Director can no longer continue in office for the remainder of their respective terms the Board of Directors shall elect successors for the remainder of the respective terms.

ARTICLE V - FINANCE

1. **REVENUE.** The Club shall be supported by income derived from dues, donations, assessments or any other sources approved by the Board of Directors.
2. **DUES.** Dues are due and payable at the time of membership in the Club. At the time of the Club incorporation the full annual dues are nine dollars per year.
 - a. Regular Voting Members will pay full annual dues.
 - b. Senior Citizen Voting Members, 65 years of age, will pay two thirds of the full annual dues.
 - c. Student Voting Members, under 18 years of age, will pay one half of the annual dues.
 - d. Family membership will be constructed as follows: The head of the family will pay the full annual dues, cohabitating members of the family may obtain Voting Membership by paying one half of the annual dues for each family member providing that they meet the requirements of ARTICLE I, section 2.
3. **DONATIONS.** Donations of monies or property may be accepted subject to the approval of the Board of Directors.
4. **ASSESSMENTS.** Assessments against all voting members shall be recommended by the Board of Directors to finance activities deemed by the Board of Directors to be beneficial to the Club. The President shall order a written vote on each such proposed assessment, at a meeting or by mail, such vote to require majority vote of the Voting Members to levy the assessment. Assessments will be due and payable as stated in the assessment ballot.
4. **ASSESSMENTS.** Assessments against all voting members shall be recommended by the Board of

Directors to finance activities deemed by the Board of Directors to be beneficial to the Club. The President shall order a written vote on each such proposed assessment, at a meeting or by mail. Assessments will be due and payable as stated in the assessment ballot.

5. **EXPENDITURES.** Expenditures of a routine nature up to one hundred dollars may be approved by the Board of Directors. Any single expenditure in excess of one hundred dollars must be approved by the membership at a regular meeting, special meeting or mailed secret ballot. Emergency expenditures of any amount not to exceed fifty percent of the current bank balance at the time of the expenditure may be authorized by the Board of Directors.

6. **DISSOLUTION.** Upon dissolution of the Club, the Board of Directors shall in accordance with the law:

a. Pay all outstanding debts and obligations of the Club, selling Club property if necessary to do so, with any remaining assets to be distributed in accordance with SECTION VIII of the ARTICLES OF INCORPORATION.

ARTICLE VI - CLUB PROPERTY

1. **ACQUISITION.** The Club shall acquire whatever property is necessary or desirable to carry on the technical and administrative objectives of the Club.

2. **MAINTENANCE.** Club property shall be maintained in good state of repair as determined by the Board of Directors, consistent with prudent management of the Club's funds.

3. **INVENTORY.** An inventory of the Club's real property shall be maintained by the Trustee. An inventory report will be submitted to the general membership at the January meeting each year.

4. **DISPOSITION.** Owned property no longer needed by the Club, as determined by the Board of Directors shall be disposed of as directed by the Board of Directors.

ARTICLE VII - TECHNICAL OPERATIONS

1. **NETS.** The Club may operate whatever nets are deemed necessary or desirable by the Board of Directors. The net control station shall be a member in good standing appointed by the President. A net gathering may be used for announcements, training, practice, emergency services or whatever other service as may be determined by the Board of Directors. A net gathering may not take the place of a regular or special meeting.

ARTICLE VIII - INTERFACE WITH OTHER ORGANIZATIONS

1. **ARRL.** The Club may be an affiliated club of the American Radio Relay League, if the Board of Directors or the voting membership so elect.

2. **OTHER AFFILIATIONS.** The Club may affiliate with other organizations as deemed desirable by the Board of Directors or the voting membership.

ARTICLE IX - COMMITTEES

1. **COMMITTEES.** The Board of Directors shall determine the need for, and appoint the chairpersons of, committees to further the aims of the Club.

ARTICLE X - INCORPORATION

1. **PRINCIPAL OFFICE.** The Principal office of this Club is located in Anoka County, Minnesota. The Board of Directors shall, from time to time, fix the location of such principal office within said county and state. The current mailing address of the Club is: Post Office Box 124, Anoka, Minnesota, 55303.

2. **INCORPORATION OF UNINCORPORATED ASSOCIATION, CONTINUATION OF MEMBERS, DISSENT.** Those persons who on February 1, 1986 were members of the Unincorporated Association, Anoka County Radio Club and Emergency Services, are members of this corporation unless the dissenting members file their dissent with the Secretary of this corporation. "Members" of said Unincorporated Association shall be known as voting members of this corporation. The voting power of this corporation is confined to the same class of members as in said unincorporated association, to wit: Voting Members.

ARTICLE XI - AMENDMENTS TO THE BY-LAWS

1. By-laws may be adopted, amended or repealed by the Board of Directors, except that a By-law fixing or changing the number of directors may not be adopted, amended, or repealed without (a) the vote or written assent of the Voting Members entitled to exercise a majority of the voting power, or (b) the vote of a majority of a quorum at a meeting of members duly called for the purpose pursuant to these By-laws.

2. By-laws may be adopted, amended, or repealed by (a) the vote or written assent of a majority of the Voting Members entitled to vote, or (b) the vote of a majority of a quorum at a meeting duly called for the purpose according to these By-laws.

3. Such a meeting for the purpose of revising these By-laws shall be subject to the following requirements:

- a. The proposed By-law revision shall have been submitted to the President in writing, signed by at least five Voting Members of the Club and
- b. The specific intention to revise By-laws was announced at a previous regular membership meeting, or, the specific intention to revise the By-laws was mailed to all Voting Members of the Club at least 30 days prior to the meeting at which the vote will be made on the revision.

BY-LAWS
OF
ANOKA COUNTY RADIO CLUB AND EMERGENCY SERVICES, INC.

By-Laws Revision: 06/04/93

PREAMBLE

These shall be the By-Laws of the Anoka County Radio Club and Emergency Services, Incorporated, as provided for in the Articles of Incorporation. In these By-Laws, the word "Club" shall refer to the Anoka County Radio Club and Emergency Services, Incorporated.

ARTICLE I - MEMBERSHIP

Section 1. **MEMBERS.** Any person expressing an interest in Amateur Radio may hold a voting membership in the Club. Voting membership may be obtained by paying the current annual Club dues to the Treasurer of the Club. Voting membership shall be one of the following three classes: Regular, Senior Citizen, and Youth. A voting member will pay the appropriate annual dues as defined in the Club Business Procedures.

Section 2. **REMOVAL FROM CLUB MEMBERSHIP.** Any member of the Club will be removed from membership for the following reasons: Delinquency of annual dues past a grace period of three months or, with or without cause, by a majority vote of the total voting membership of the Club. Such vote to be taken at a regular or special meeting of the Club.

ARTICLE II - ADMINISTRATION

Section 1. **OFFICERS.** Each year, in February, the voting membership shall elect the following officers: President, Vice-President, Secretary or Treasurer, and one (1) Member-at-Large. Qualifications for these offices are given in the specific paragraphs below. The Secretary, Treasurer and Members-at-Large will serve two (2) year terms. (Ref: Article II, Section 2.2) The Secretary and treasurer will each be elected on alternate years, along with one (1) Member-at-Large.

Section 2. **BOARD OF DIRECTORS.** The Board of Directors shall consist of seven members. No board member shall hold more than one position. The Board of Directors shall be made up as follows:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Trustee
- f. Member-at-Large (quantity 2)

Section 2.1. **POWERS & RESPONSIBILITIES.** Except as otherwise noted by these By-Laws, the

powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The Board of Directors shall:

- a. Adopt ways and means for the advancement of the Club.
- b. Direct the President and other officers of the Club on the conduct of the Club's business in the Club's best interest.
- c. Manage the Club and its properties.
- d. Conduct an audit of the Treasurer's accounts and the Club's inventories each January.
- e. Promote compliance with all FCC rules and regulations by individuals operating Club equipment.
- f. At the January general membership meeting give an annual report which will include:
 1. Year-end Financial Statement for the business year just ended.
 2. Financial budget for the current business year.
 3. Club property inventory report.
 4. Committee reports.
 5. Activity reports.
 6. Copy of the Club Business Procedures for the current business year.
- g. At the October general membership meeting; present to the membership the proposed Club Business Procedures for the next business year, for their approval.
- h. Shall maintain a principle office of the club. The Board may maintain a separate mailing address with the approval of the membership. The address(s) will be listed in the Club Business Procedures.
- i. Timely and accurately file all paperwork as needed (i.e.: Repeater Coordinator; ARRL; FCC; State of Minnesota).
- j. Promptly deliver up all books, papers or other Club property possessed or controlled to a successor or to whomever the Board of Directors may appoint.

Section 2.2. **TERM OF OFFICE.** The normal term of office for members of the Board of Directors is one year. The term of office for the Secretary, Treasurer and Members-at-Large (qty 2) will be two years. Members of the Board of Directors may be reelected to the same or a different office in consecutive years however, under no circumstances, may the same person hold the same office for more than three consecutive terms (President & Vice-President) or two consecutive terms (Secretary, Treasurer and Member-at-Large).

Section 2.3. **DUTIES.** The duties of the officers are as follows:

PRESIDENT. The President shall:

- a. Be chairperson of the Board of Directors.
- b. Preside over all meeting of the Club membership.

- c. Act as official representative of the Club, but may delegate this duty to a member for a specific representation assignment.
- d. Negotiate reciprocal operating agreements and trustee exchange agreements with other Amateur Radio groups, subject to review by the Board of Directors.
- e. Does not vote except in the case of a tie vote, to cast the tie-breaking vote.

VICE-PRESIDENT. The Vice-President shall:

- a. Preside over Club membership meetings and meetings of the Board of Directors in the absence of the President.
- b. Perform such other duties as may be designated by the Board of Directors or the President.
- c. In the event the President can no longer continue in office, the Vice-President shall become the President for the remainder of the term.

SECRETARY. The Secretary shall:

- a. Record the minutes of all meetings of the Club and the Board of Directors.
- b. Carry on all Club correspondence except that carried on by the Treasurer.
- c. Maintain the Club roster.
- d. Keep the records, papers and documents of the Club except those of the Treasurer.
- e. Perform such other duties as may be designated by the Board of Directors or the President.

TREASURER. The Treasurer shall:

- a. Receive all dues, assessments and other monies payable to the Club, and keep an accurate record of each payment of such monies.
- b. Pay all orders drawn on the Club by vote of the Club or the Board of Directors.
- c. Establish or maintain appropriate bank accounts as directed by the Board. Deposit all monies received therein and make all payments, by check, against those accounts.
- d. Submit a complete financial report at each regular meeting of the Club.
- e. Perform such other duties as may be assigned by the Board of Directors or the President.

TRUSTEE. The Trustee of the Club shall be appointed by the Board of Directors at their June meeting. The Trustee shall:

- a. Represent the Club's membership to the Board of Directors.

MEMBERS-AT-LARGE (qty 2). The Member-at-Large shall:

- a. Represent the Club's membership to the Board of Directors.

Section 2.4. **COMPENSATION AND LIABILITY.** No member of the Board of Directors shall receive compensation for service as such member of the Board of Directors; nor shall they be personally liable for any debts, liabilities, or obligations of the corporation.

Section 2.5. **REMOVAL OF A BOARD OF DIRECTORS MEMBER.** Any member of the Board of Directors may be removed from office with or without cause by the vote of a majority of the total voting members of the Club. Such vote shall be taken at a regular or special meeting of the Club.

Section 2.6. **RESIGNATION OF A BOARD OF DIRECTORS MEMBER.** Any member of the Board of Directors may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.7. **FILLING VACANCIES ON THE BOARD OF DIRECTORS.** In the event the Vice-President, Secretary, Treasurer, or a Member-at-Large can no longer continue in office for the remainder of their respective terms the Board of Directors shall appoint successors for the remainder of the respective terms. The appointments are to be brought to the general membership, for their approval.

ARTICLE III - MEETINGS

Section 1. **MEMBERSHIP MEETINGS.** Regular membership meetings shall be held at a time and place specified by the Board of Directors. A regular membership meeting shall be held in the month of February and shall include the election of officers and directors for the coming year. Notice of the meeting will be given orally (personally) or in writing to all members at least ten days before the date of the meeting.

Section 2. **SPECIAL MEETINGS.** A special meeting of the Club may be called by the President on his own motion, or may be called by any two Directors, or may be called upon the written request to the President by any five voting members of the Club. Only such business as designated in the notice of said meeting shall be transacted at the special meeting. Written notice of such meeting stating the place, the date and time, the purpose, and the name(s) of the persons requesting the meeting shall be given not less than ten days before the date of the meeting. The notice shall be given to each member of record in the same manner as notice of the membership meeting. Notice on special meetings may be waived by submitting a signed waiver or by attendance at the meeting.

Section 3. **DIRECTORS MEETINGS.** The regular meetings of the Board of Directors shall be held at a time and place specified by the Board of Directors with a minimum of one meeting per year to be held in January of each year. Special meetings of the Board of Directors may be held at any time or place as determined by the President or four of the members thereof. Action may be taken by the Board of Directors without meeting provided all members of the Board of Directors are individually contacted and collectively consent to said action. No notice need be given personally of any regular meeting of the Board. Notice of special meeting shall be given personally or in writing at least two days prior to the meeting, specifying the time and place of the meeting and the business to be transacted.

Section 4. **QUORUMS.** A quorum for the transaction of business at a regular or special meeting of the Club membership shall consist of one fourth of those members eligible to vote. A quorum for the transaction of business at a regular or special meeting of the Board of Directors shall be four. Any vacancy in the Board of Directors for whatever cause shall be filled by a majority vote of the remaining directors thereof, though less than a quorum.

Section 5. **MAJORITY RULE AT MEMBERSHIP MEETINGS.** Unless otherwise stated in these By-Laws or required by law, any action at any meeting of the membership shall require a simple majority vote of the voting members present and eligible to vote. In case of a tie, the President may cast the tie-breaking vote.

Section 6. **MAJORITY RULE AT BOARD OF DIRECTORS MEETINGS.** Unless otherwise stated in these By-Laws or required by law, any action at any meeting of the Board of Directors at which a quorum is present, shall require a simple majority.

Section 7. **RULES OF ORDER.** Roberts Rules of Order shall govern the proceedings of all meetings of the Club, except as expressly provided for in these By-Laws.

ARTICLE IV - ELECTION OF OFFICERS

Section 1. **DATE OF ELECTIONS.** The annual election of Officers and other Directors shall take place at the regular meeting of the membership during the month of February.

Section 2. **NOMINATIONS.** Nominations for elected offices shall be made by members from the floor. No nominations may be made without the express consent of the nominee. To qualify as a nominee you must be a member in good standing for at least one year immediately prior to being elected and hold a valid FCC Amateur Radio License.

Section 3. **VOTING.** Voting for elected offices shall be by secret ballot. The offices shall be voted on one at a time in the order of President, Vice-President, Secretary or Treasurer, and one (1) Member-at-Large so that a nominee not elected to one office may be nominated for another office.

Section 4. **ASSUMPTION OF DUTIES.** The newly elected Officers and other Directors shall hold their offices as of the date of the meeting at which they are elected.

Section 5. **VACANCIES.** In the event the Vice President, Secretary, Treasurer, or a Member-at-Large can no longer continue in office for the remainder of their respective terms the Board of Directors shall appoint successors for the remainder of the respective terms. The appointments are to be brought to the general membership, for their approval.

Section 6. **1994 ELECTION.** At the 1994 election meeting two (2) Members-at-Large will be elected, one (1) Member-at-Large for a term of one (1) year and one Member-at-Large for a term of two (2) years. Also elect the Treasurer for a one (1) year term and the Secretary for a two (2) year term.

ARTICLE V - FINANCE

Section 1. **REVENUE.** The Club shall be supported by income derived from dues, donations, assessments or any other sources approved by the Board of Directors.

Section 2. **DUES.** Dues are due and payable at the time of membership in the Club and on the member's annual anniversary date thereafter. (Reference Club Business Procedures)

Section 3. **DONATIONS.** Donations of monies or property may be accepted subject to the approval of the Board of Directors.

Section 4. **ASSESSMENTS.** Assessments against all voting members shall be recommended by the Board of Directors to finance activities deemed by the Board of Directors to be beneficial to the Club. The President shall order a written vote on each such proposed assessment, at a meeting or by mail.

Assessments will be due and payable as stated in the assessment ballot.

Section 5. **EXPENDITURES.** Expenditures of a routine nature will be administered in accordance with the Club Business Procedures.

Section 6. **DISSOLUTION.** Upon dissolution of the Club, the Board of Directors shall in accordance with the law:

- a. Pay all outstanding debts and obligations of the Club, selling Club property if necessary to do so, with any remaining assets to be distributed in accordance with ARTICLE XI of the ARTICLES OF INCORPORATION.

ARTICLE VI - CLUB PROPERTY

Section 1. **ACQUISITION.** The Club shall acquire whatever property is necessary or desirable to carry on the technical and administrative objectives of the Club.

Section 2. **MAINTENANCE.** Club property shall be maintained in good state of repair as determined by the Board of Directors, consistent with prudent management of the Club's funds.

Section 3. **INVENTORY.** An inventory of the Club's real property shall be maintained by the Board of Directors.

Section 4. **DISPOSITION.** Owned property no longer needed by the Club, shall be disposed of as directed by the Board of Directors with the approval of the membership.

Section 5. **USAGE.** Usage of Club owned property is spelled out in the Club Business Procedures.

ARTICLE VII - TECHNICAL OPERATIONS

Section 1. **NETS.** The Club may operate whatever nets are deemed necessary or desirable by the Board of Directors. The net control station shall be a member in good standing appointed by the Board of Directors. A net gathering may be used for announcements, training, practice, emergency services or whatever other service as may be determined by the Board of Directors. A net gathering may not take the place of a regular or special meeting.

ARTICLE VIII - INTERFACE WITH OTHER ORGANIZATIONS

Section 1. **ARRL.** The Club may be an affiliated club of the American Radio Relay League, if the Board of Directors or the voting membership so elect.

Section 2. **OTHER AFFILIATIONS.** The Club may affiliate with other organizations as deemed desirable by the Board of Directors or the voting membership.

ARTICLE IX - COMMITTEES

Section 1. **COMMITTEES.** The Board of Directors shall determine the need for, and appoint the chairpersons of, committees to further the aims of the Club.

ARTICLE X - INCORPORATION

Section 1. **PRINCIPAL OFFICE.** The Board of Directors shall be responsible to maintain a principle office of the club. The Board may maintain a separate mailing address with the approval of the

membership. The address(s) will be listed in the Club Business Procedures.

Section 2. **INCORPORATION OF UNINCORPORATED ASSOCIATION, CONTINUATION OF MEMBERS, DISSENT.** Those persons who on February 1, 1986 were members of the Unincorporated Association, Anoka County Radio Club and Emergency Services, are members of this corporation unless the dissenting members file their dissent with the Secretary of this corporation. "Members" of said Unincorporated Association shall be known as voting members of this corporation. The voting power of this corporation is confined to the same class of members as in said unincorporated association, to wit: Voting Members.

ARTICLE XI - AMENDMENTS TO THE BY-LAWS

Section 1. By-Laws may be adopted, amended or repealed at a regular or special membership meeting.

Section 2. Such a meeting for the purpose of revising these By-laws shall be subject to the following requirements:

- a. The proposed By-law revision(s) shall be submitted at a regular membership meeting in writing, signed by at least three voting members of the Club.
- b. The proposed By-law revision(s) were submitted at a previous regular membership meeting, or, the proposed By-law revision(s) were mailed to all voting members of the Club at least 30 days prior to the meeting at which the vote will be made.

