



By-Laws of Anoka County Radio Club and Emergency Services, Inc.

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, effective as of February 3, 2017, superseding all previous versions¹. In these By-Laws, the word "Club" shall refer to the Anoka County Radio Club and Emergency Services, Incorporated. These By-Laws shall be reviewed by the membership, at minimum, every year divisible by five (5).²

HISTORY

These By-Laws modify and amend the version that was previously enacted on June 4, 1993. The By-Laws enacted on June 4, 1993 were amended from a prior version enacted on or about February 1, 1986. Any questions as to discrepancies or omissions to the By-Laws may be resolved by reviewing the previous versions of the Club's By-Laws.

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. 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 Member-at-Large. Qualifications for these offices are given in the specific paragraphs below. The Secretary, Treasurer and Members-at-Large will serve two year terms. The Secretary and treasurer will each be elected on alternate years, along with one Member-at-Large.

Section 1.1 **CHIEF EXECUTIVE OFFICER.** The Chief Executive Officer (CEO) shall be appointed by the Board of Directors by majority vote of at least a quorum of the Board of Directors. The responsibility of the CEO is to balance internal and external initiatives to build and maintain a sustainable organization.³

Section 2. **BOARD OF DIRECTORS.** The Board of Directors shall consist of seven members. No board member shall hold more than one position with the exception of the CEO, who may hold one position on the Board of Directors. The Board of Directors shall be made up as follows:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. 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, overseen by the Chief Executive Officer (CEO). 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.
- k. Accept direction from and report to the CEO.

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 six consecutive terms (President & Vice-President) or three consecutive terms (Secretary, Treasurer and Member-at-Large).⁴ The CEO will hold office until the CEO is no longer a member in good standing, resigns, or the Board of Directors appoints a new CEO by majority vote of at least a quorum of the Board of Directors.

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

CHIEF EXECUTIVE OFFICER (CEO). The CEO shall:

- a. Both, be a member in good standing and hold a valid FCC Amateur Radio License, for at least five years immediately prior to being appointed.
- b. Be able to hold a position on the Board of Directors, in addition to being CEO.
- c. Oversee the decisions and operations of the Board of Directors.
- d. Have the authority and responsibility to overrule any decision made by the Board of Directors if the decision, in his/her opinion, is not in the best interest of the sustainability of the Club.
- e. Not have a vote as the CEO. If holding another position on the Board of Directors, only the vote under that position's voting privileges shall be allowed.

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. 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, 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.

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 or CEO shall receive compensation for service as such; 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 at minimum 8 of those members eligible to vote.⁵ A quorum for the transaction of business at a regular or special meeting of the Board of Directors shall be three.⁹ 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. In case of a tie, the President may cast the tie-breaking vote.⁶

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. To be nominated for the positions of President, Secretary and Treasurer, you must both, be a member in good standing and hold a valid FCC Amateur Radio License, for at least one year immediately prior to being elected. To be nominated for the position of Vice President you must hold a valid FCC Amateur Radio License. A FCC License is not necessary to be nominated for either of the positions of Member at Large.⁷

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 begin their term as of the date of the next scheduled board meeting. A newly appointed CEO shall begin their duty as of the date of appointment.

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. In the event of a vacancy in the position of CEO, the position will remain vacant until the Board of Directors appoints a new CEO by majority vote of at least a quorum of the Board of Directors

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, as specified in the 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 VII 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.

ARTICLE XI - AMENDMENTS TO THE BY-LAWS

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

- a. The proposed By-law revision(s) were submitted to the President 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 presented to the attending members at a previous regular membership meeting or mailed to all voting members of the Club at least 30 days prior to the meeting at which the vote will be made.⁸

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- ¹ A date of adoption of these By-laws and the fact that they supersede any others was added for clarification.
 - ² For example, 2015, 2020, 2025, etc, encouraging the membership to keep the By-Laws up to date.
 - ³ The position of CEO was added to grant an overseer to protect the club's long-term prosperity. This position replaces the Trustee position that was in effect in the previous By-Laws.
 - ⁴ The intent of increasing the duration of term of office was to resolve issues with officer's terms finishing with no newly nominated and elected officers to replace them, and to allow the Board of Directors to setup a solid and well-functioning group for the advancement of the Club.
 - ⁵ This was changed since many of our meetings have not had enough members present to meet a quorum.
 - ⁶ This should have been in the previous By-laws. The President should have the ability to cast the tie-breaking vote in any meeting.
 - ⁷ This change was implemented to give newer members a chance to serve on the Board of Directors, while still preserving experience for the President, Secretary and Treasurer functions.
 - ⁸ The definition of "or" is either or both conditions.
 - ⁹ This was changed since many of our Board meetings have not had enough Board members present to meet a quorum requirement.