

ARTICLES OF ASSOCIATION
AND BYLAWS
OF THE
STANWOOD-CAMANO AMATEUR RADIO CLUB

ARTICLES OF ASSOCIATION

ARTICLE I.
NAME

The name of this nonprofit corporation is STANWOOD-CAMANO AMATEUR RADIO CLUB.

ARTICLE II.
DURATION

This corporation has perpetual existence.

ARTICLE III.
PURPOSE

The purpose of the Club shall be:

- 1) to promote, protect and enhance the hobby of amateur radio experimentation and operation;
- 2) to advance the state of radio art;
- 3) to foster education in radio communications;
- 4) to establish operating, training and testing facilities for all persons interested in amateur radio communications;
- 5) to promote and support the Stanwood-Camano Amateur Radio Emergency Service (ARES);
- 6) to promote and support other activities and organizations focused on training, preparedness and response to disasters or other emergency events.

ARTICLE IV.
REGISTERED AGENT

The address of the registered office of the corporation and the registered agent of the corporation shall be specified by the Executive Committee from year to year. The mailing address for the club shall be P.O. Box 941, Stanwood, Washington 98292.

ARTICLE V.
DIRECTORS

There shall be four Club officers; President, Vice-president, Secretary and Treasurer. The four officers shall constitute the Executive Committee.

There shall be seven directors serving as the Board of Directors. The Board of Directors shall consist of the four officers and Director — Position 1, Director — Position 2, and Director — Position 3.

No officer or director shall be responsible for any monetary damages for conduct as officers or directors, except for acts or omissions in which the officer or director personally received a benefit in money, property or services, to which the officer or director was not legally entitled.

ARTICLE VI.
ASSETS

No part of the assets or income, if any, of the corporation shall inure to, shall benefit or shall be distributable to any member, officer, director or other private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

ARTICLE VII.
DISSOLUTION

If the corporation is dissolved, any assets of the corporation shall be distributed as follows:

- 1) Payment of any debts of the corporation,
- 2) After paying and adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to either (a) a non-profit organization or entity, which is organized and operated exclusively for the same general purposes of this corporation, or (b) a non-profit organization or entity which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE VIM
AMENDMENTS

These Articles of Association may be amended at any regular monthly meeting by a two-thirds vote of the members present. Proposals for amendment shall be submitted in writing at a regular monthly meeting and shall be voted upon at the next regular meeting, after all members have been notified by mail or email of the content of the proposed amendment.

**BYLAWS
OF THE
STANWOOD-CAMANO AMATEUR RADIO CLUB**

**ARTICLE I.
MEMBERSHIP**

Section 1) All persons interested in amateur radio communications shall be eligible for membership. Applications for membership shall be submitted to the Secretary with payment of a \$25 initiation fee. The applicant must agree to be bound by the Clubs' Articles of Association, Bylaws and any applicable rules and regulations of the Club in order to qualify as a member of the Club. The Board of Directors may, in its discretion, from time to time make guidelines and policies regarding admission to membership.

Section 2) No annual dues are required however an annual \$10 donation is encouraged. New members who receive their Amateur Radio Operators License within six months of application for membership may have their initiation fee waived.

Section 3) The Board of Directors may, from time to time, adjust the initiation fee to be paid by new members in order to fund expenses of the Association. If the donations and initiation fees for the Association are insufficient to meet its ordinary expenses, or if the Board recommends plans for the Association that require extraordinary expenditure, then a special meeting of the members will be called to discuss and vote upon the proposed assessment and method of payment.

**ARTICLE II.
SUSPENSION AND EXPULSION**

The Board of Directors shall have the authority to suspend and/or permanently revoke membership, at its discretion, from any member who maliciously disrupts Club activities or participates in activities that contradict the written purpose of the Club.

A member who has been suspended for cause by the Board shall have 30 days from date of suspension to petition the Board in writing of any grievances prior to expulsion. The President shall inform the membership of the expulsion at the next regular meeting following the expulsion.

**ARTICLE III.
MEETINGS**

Section 1) Regular monthly meetings shall be held on the fourth Thursday of each calendar month at 1900 hours in the place designated by the President at a previous regular monthly meeting, by mail or email.

Section 2) Special meetings may be called by the President upon written request of any five members. The Secretary shall mail or email written notices of special meetings, stating the purpose of the special meeting, at least 10 days prior to the special meeting. Only such business as designated by the notice shall be transacted at the special meeting.

Section 3) Board meetings will be held on the first Thursday of each calendar month at 1900 hours in the place designated by the President at a previous regular monthly meeting, by mail or email.

Section 4) Special Board meetings may be called by the President and/or at the request of any Board member. The Secretary shall inform all members of a Special Board meeting, stating the purpose of the Special Board meeting, by any means of appropriate communication.

Section 5) The annual business meeting of the Association shall be the regularly scheduled September monthly meeting.

Section 6) 20% of the membership shall constitute a quorum for any regular meeting of the Association. The majority of Board members present shall constitute a quorum for any Board meeting. The most recent revision of Robert's Rules of Order shall govern as the parliamentary authority at all meetings.

ARTICLE IV. DIRECTORS

Section 1) The Board of Directors shall consist of four officers and three directors as provided by these Bylaws.

Section 2) The Directors shall be elected at the September annual meeting by majority vote (Quorum) for the following terms:

Director Position 1:	One Year
Director Position 2:	Two Years
Director Position 3:	Three Years

The outgoing President of the Association shall become the Director Position 1. In the event that the President is elected for another term, another member will be elected for the Director Position 1. The terms for all directors shall begin upon the adjournment of the annual meeting at which they were elected.

Section 3) Vacancies occurring between elections shall be filled by a special election at the first regular meeting following the occurrence of the vacancy.

Section 4) A majority of directors shall constitute a quorum for the transaction of business and the decision of a majority present at any meeting shall be regarded as the action of the Board.

Section 5) The directors should attend all Board meetings, participate in the conduct of Association business, formulate all guidelines and policies of the Association and such other activities as may be provided by these Bylaws.

ARTICLE V. OFFICERS

Section 1) The officers shall be elected annually at the September annual business meeting by a majority vote. The President and Vice-President shall serve for a term of one year or until their successors are elected. The Secretary and Treasurer shall serve for a term of two years or until their successors are elected. The Secretary shall be elected on odd numbered years and the Treasurer shall be elected on even numbered years. Their terms shall begin upon the adjournment of the annual meeting at which they are elected. Vacancies shall be filled as provided in these Bylaws in Article IV.

Section 2) The President is chair of all meetings of the Association and of the Board of Directors. The President is the official representative of the Association with authority to act on behalf of the Association, including the signing of all documents adopted by the Association, and shall perform all other duties as are provided in these Bylaws. The President shall also be responsible for an annual internal financial audit prior to the annual Treasurer's report for the purpose of reconciling the financial affairs of the Association.

Section 3) The Vice-President shall assume all powers of the President in the event of the absence, disability, resignation or death of the President. Further, the Vice-President shall organize Association activities by planning and recommending activities which further the purposes of the Association.

Section 4) The Secretary shall keep the minutes of all meetings, keep a roll of members, receive membership applications, and perform other duties as provided in these Bylaws, or as required by the Board of Directors. The Secretary shall also document the election of all Directors and their term of office.

Section 5) The Treasurer is the custodian of the funds of the Association. The Treasurer shall keep an accurate account of all monies received and paid and shall pay all bills upon authorization by the Board of Directors. At the January meeting, the Treasurer shall prepare and submit to the membership an itemized statement of funds received and disbursed for the previous year. The fiscal year for the Association shall be the calendar year.

Section 6) Checks, obligations, contracts or other indebtedness of the Association must be approved by a majority of the Board of Directors and signed by the President or Vice-President and countersigned by the Treasurer. Obligations of \$500 or more shall be approved by the general membership.

Section 7) For miscellaneous and incidental expenses, the Treasurer may establish and maintain petty cash in the amount of \$25.00. Amounts in excess of \$25.00 shall be deposited in the Association checking account. Funding for the petty cash shall come from the Association checking account.

ARTICLE VI.
AMENDMENTS

These Bylaws may be amended at any regular monthly meeting by a two-thirds vote of the members present. Proposals for amendment shall be submitted in writing at a regular monthly meeting and shall be voted upon at the next regular meeting, after all members have been notified by mail or email of the content of the proposed amendment.

ARTICLE VII.
COMMITTEES

The President shall appoint each committee chair. The chair of each appointed committee shall report any progress made by said committee at any regular monthly meeting or Board of Directors meeting at the request of the President.

The current ARRL appointed ARES Emergency Coordinator shall be the permanent chair of the Emergency Communications Committee. The President may appoint additional committees as needed. Committee Chairs are encouraged to attend the Board meetings.

ARTICLE VIII.
INDEMNIFICATION AND LIABILITY
OF DIRECTORS, EMPLOYEES AND AGENTS

Section 1) The Board of Directors of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a Director, except for liability of the Director (a) for acts or omissions which involve intentional misconduct by the Director or a knowing violation of the law by the Director; or (b) for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

Section 2) The corporation has the power to indemnify, and to purchase and maintain insurance for its directors, officers, employees, and other persons and agent, and shall indemnify its directors against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent and under all circumstances permitted by law.

ARTICLE IX.
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of the Board of Directors and the general membership. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. The Secretary and/or Treasurer shall maintain these records and, at the conclusion of their term of office, shall transfer all records to the newly elected Secretary and/or Treasurer.