

285 TECHCONNECT RADIO CLUB, INC. BYLAWS

Adopted: June 3, 2006

Preamble

The 285 Techconnect Radio Club, Inc. (herein below referred to as "the Club") is incorporated in the State of Colorado as a not-for-profit corporation and to be operated as a 501(c)(3) tax-exempt, organization under the Internal Revenue Code of 1954 as amended.

Mission: The Club provides an encouraging environment and opportunities for wide-ranging learning experiences for the new comer through the experienced amateur in the technical and operating areas of amateur radio.

Vision: The Club endeavors to provide all members the education, motivation, and encouragement to achieve a higher amateur radio license class and to explore the amazing facets of amateur radio. The Club seeks to grow the ranks of amateur radio through license classes, public demonstrations, formation of middle school, high school clubs and other youth clubs, and in any way that promotes amateur radio in a positive, creative way.

Values: The Club values friendship, sharing, service, involvement, education, integrity, and commitment.

Part I Definitions

Section 1. Full Member: A person who has been issued a valid Amateur Radio license by the Federal Communication Commission, or other licensing authority such as a foreign government, agrees to support the mission, vision, and values of the Club, and is current in all dues and fees.

Section 2. Associate Member: A person who does not possess a valid Amateur Radio license, who has never had their license suspended or revoked, who agrees to support the mission, vision, and values of the Club, and who is current in all dues and fees.

Section 3. Household or Family Member: A person who meets the requirements of a full member and resides at the same address as a Full Member. Household members have the same rights and duties as Full Members .

Section 4. Student member: A person who has been issued a valid Amateur Radio license by the Federal Communication Commission, agrees to support the mission, vision, and values of the Club, and is current in all dues and fees. A student member is a full-

time student who can provide a school I.D. or other documentation demonstrating that they are attending school full time. A student member must be the only Club member in the household to receive this membership classification. A student member is entitled to a reduced membership rate.

Section 4. General Members or Membership: The assembly of full, associate, household or family, and student members.

Section 5. Executive Committee: The committee formed by the Club's four officers, (President, Vice-President, Secretary, and Treasurer) and the chairpersons of the standing committees.

Section 7. Membership Roster: The Secretary's official listing of the General Membership.

Section 8. Voting members are defined to be full members, household or family members, and student members in good standing.

Part II Rights and Duties of Members

Section 1. Voting Members may vote upon all business brought before the General Membership, and may vote by proxy upon written notice to the Secretary at least 24 hours in advance of the start of the meeting. The General Membership may participate in all aspects of radio operation and other functions sponsored and endorsed by the Club, as outlined by the Executive Committee, and consistent with FCC regulation Part 97 governing the Amateur Radio Service.

Section 2. Associate members have the same rights as Full Members, except they may not vote on Club business and may not hold the Office of President or Vice President.

Section 3. The General Members may hold more than one office and/or chairperson position. However, the Office of President and Vice President must be held by different individuals.

Part III Club Meetings

Section 1. Meetings of the General Membership shall be held at a place and time as designated by the Executive Committee and approved by the membership.

Section 2. Special Meetings of the General membership shall be held upon the call of the Executive Committee.

Section 3. The Executive Committee shall meet at least twice annually to plan future directions of the Club and perform any other necessary Club business as the Executive Committee deems necessary. Additional meetings may be called by the President with

not less than two weeks notice to all members of the Executive Committee. The two week notice may be suspended providing all Executive Committee members agree to the suspension.

Section 4. All meetings shall be conducted according to Robert's Rules of Order.

Part IV Quorum

Section 1. A quorum shall consist of ten percent (10%) of the Club's Voting Members, at least three (3) of whom must be members of the Executive Committee.

Part V Dues and Club Finances

Section 1. Dues. The amount of dues for each class of membership will be set by the Executive Committee and approved by the Voting Members.

Section 2. Dues are due and payable at the beginning of each fiscal year. For new members joining during the fiscal year, dues will be prorated for the current fiscal year remaining. The names of members whose dues are not paid after 90 days of the due date shall be dropped from the Club's Roster. Reinstatement will occur when dues are resumed, unless otherwise directed by the Executive Committee.

Section 3. The Club will maintain a budget, amended whenever necessary, as determined by the Executive Committee, for the expenditure of Club's funds. The Treasurer will maintain expenses within the budget. The budget will be prepared in advance of and approved by the Voting Members at the first meeting of the General Membership of the fiscal year.

Part VI Loss of Membership

Section 1. A member who has their Amateur Radio license suspended or revoked will have their name dropped from the Club's Roster.

Section 2. A member whose license expires has sixty (60) days from the date of expiration to renew their license. During this time, the member retains membership rights and duties. If the license is not renewed within the sixty (60) day period, the member will have their name dropped from the Club's Roster.

Section 3. Non-payment of dues. Loss of membership for non-payment of dues is described in Part V, Section 2 above.

Part VII Officers

Section 1. Officer posts shall be: President, Vice-President, Secretary, and Treasurer as elected by the Voting Members. The officers shall be responsible for the affairs and property of the Club, have the power to adopt regulations consistent with the Articles of Incorporation and By-Laws, have power to collect dues or fees from Club members, solicit, use, hold, or invest funds, gifts, bequests, or endowments, and use same or proceeds therefrom for the Club and/or its members in conducting the Club's activities.

Section 2. Nomination and Election. The President shall take, or delegate the taking of, nominations for officers for the following year. These nominations shall be announced at a meeting of the General Membership held in _____, at which time nominations will also be taken from the floor. The election will be held at a meeting of the General membership to take place in _____. All voting will be by voice vote unless a motion to vote by secret ballot has been approved in accordance with Robert's Rules of Order. The nominees receiving the highest number of votes shall be the officers-elect, assuming the post January 1st of the following year for a term of one year. Any nominee not elected may be entered, write-in style, on member's ballots for another position being voted. The Club's Voting Members can vote for nominated officers and/or write-in candidates by submitting their vote to the Club's Secretary in writing or by email. All such ballots must be received by the Club's Secretary by midnight prior to the day of elections.

Section 3. Requirements of an Officer. An officer must be and remain a Voting Member throughout the term. An Officer must serve seriously and to the best of his or her ability, in accordance with the specific duties established for the position by the Executive Committee at the beginning of each year.

Section 4. The President shall preside at all meetings of the General Membership and Executive Committee, and shall appoint such committees as expedient and necessary with advice and consent of the Executive Committee. An individual may serve only two consecutive terms as President.

Section 5. In the absence of the President, the Vice-President shall perform the duties of the president, and in the absence of the Vice-President such officer or Committee Chairman as may be present shall preside and assume the duties of the President.

Section 6. The Secretary shall be responsible for the records of the Club. The Secretary will keep a written record of the proceedings and actions taken at all regular and Executive Committee meetings of the Club. The President may delegate the recording of minutes of the meetings to an Assistant Secretary as necessary and/or desired if the Club's Secretary is absent or otherwise unavailable.

Section 7. The Treasurer shall be responsible for the funds of the Club and be accountable to the Executive Committee and General Membership. The Treasurer will prepare a financial report of revenues and expenses for presentation to the General

Membership at each regular meeting of the Club. An independent financial review will be called by the Executive Committee at the end of each fiscal year.

Section 8. Vacancies. In the event of a vacancy among the officers, through death, resignation, or otherwise, the General Membership, shall, at the next meeting, elect a successor to hold office until expiration of the term. An exception is found if the Presidency is vacated; in such case the Vice-President becomes President, and the Vice-President's office is filled by election.

Section 9. An officer may be removed from office after a hearing has been accorded, either by a two-thirds vote of the Executive Committee or by a two-thirds vote of the General Membership present at a regular or special meeting of the membership.

Part VIII Executive Committee

Section 1. The Executive committee shall serve as the managerial body for the Club and shall meet to advise the officers and chairpersons on business needing attention.

Part IX Standing Committees

Section 1. Standing Committees. The Club will have seven standing committees: Activities Committee, Communications Committee, Educational Committee, Equipment Committee, Facilities Committee, Library Committee, and Program Committee. The Executive Committee may form additional committees as necessary to carry out the purposes of the Club.

Section 2. Duties of Standing Committees. The duties and responsibilities of the Standing Committees are as follows:

Activities Committee is responsible to organize the Club's social activities, operational activities, and other activities undertaken by the Club for the benefit of the members or others who endorse and/or support the purposes of the Club.

Program Committee is responsible for providing technical and training programs at the Club's meetings and at other Club functions where a program or programs are needed.

Facilities Committee is responsible for the selection, preparation, and clean up of the Club's meeting facilities. This Committee will also be responsible for selection, preparation, and clean up of any facility used for a Club-sponsored activity.

Communications Committee will be comprised to two sub-committees. The Club's Secretary is a permanent member of the Communications Committee

- (a) The Newsletter Sub-Committee is responsible for the preparation and distribution of the Club's newsletter.
- (b) The Web Site and Reflector Sub-Committee is responsible for development and maintenance of the Club's web site and reflector.

Educational Committee is responsible for planning and holding technical and training workshops, emergency preparedness training, amateur radio license classes, and other educational activities as necessary or desired.

Library Committee is responsible for developing and maintaining a list of Club and member informational resources. Outside sources of information will also be developed. This Committee will match seekers of information with sources of information.

Equipment Committee is responsible for maintaining any Corporate test or radio equipment, maintaining a list of available test or radio equipment available to the membership, antennas, or other electronic, radio or other equipment owned or controlled by the Club. This Committee with periodically present educational programs where a piece of test equipment or test procedure is demonstrated at a regular Club meeting.

Section 3. Other Committees: From time to time, the Executive Committee may form *ad hoc* committees to transact the business of the Club. The chairpersons of these committees will become members of the Executive Committee providing the committee has not been disbanded.

Section 4. Special Interest Groups: From time to time, the Executive may authorize the formation of a special interest group. This group will be composed of Club members who desire to meet separately to participate in their special interest area. Each group will be called upon from time-to-time to present a aspect of their interest area to the Club at a general meeting.

Part X Fiscal Year

Section 1. The Club's fiscal year shall begin January 1st and end December 31st of each year.

Part XI
Amending the By-Laws and Articles of Incorporation

Section 1. These By-Laws may be amended or any part suspended by a majority vote of the Voting Members present at a meeting of the General Membership called by the Executive Committee to consider the change, provided that notice of the proposed amendments has been given at the preceding meeting.

Section 2. The articles of incorporation may be amended by a two-thirds (2/3) majority vote of the Voting Members (as defined in the By-Laws) present at any meeting, provided that notice of the proposed amendments has been given at the preceding meeting.

Part XII
Conflict of Interest

Section 1. Any interested party with any actual or possible conflict of interest must disclose to the Executive Committee the existence of the interest and all material facts. The Executive Committee shall meet and discuss the interest and material facts with the interested party, who then shall leave the meeting while the disinterested Members of the Executive Committee discuss and vote on the transaction or arrangement involving the possible conflict of interest taking into account what is in the best interest of and for the benefit of the Club and what is fair and reasonable. The Executive Committee will make reasonable efforts to obtain a more advantageous transaction or arrangement with a disinterested party that would not give rise to a conflict of interest. The Executive Committee shall take appropriate disciplinary and corrective action with any interested party who fails to disclose an actual or possible conflict of interest.

Part XIII
Prohibited Activities

Section 1. No part of the income or net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, directors or officers of the Club or any other private individuals (except that reasonable compensation may be paid for services rendered to or for the Club effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Club by any officer, director, agent or employee, or any other person or Club, pursuant to and upon authorization of the Executive Committee of Directors); and provided further that no member, director or officer of the Club, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Club or otherwise.

Section 2. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Internal Revenue Code Section 501(c)(3) of, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code Section 170(c)(2), or the corresponding section of any future federal tax code.

Attested to:

, Secretary

Date