

BYLAWS OF EMERGENCY AMATEUR RADIO CLUB

An Eleemosynary Corporation

ARTICLE I MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of members of this corporation shall be held in the month of October.

SECTION 2. SPECIAL MEETINGS. Special meetings of members may be held upon the call of the president or upon the request of the Board of Directors or upon the request of ten (10) members.

SECTION 3. QUORUM. A majority of members present shall constitute a quorum for the transaction of business at any annual, general membership or special meeting of the members. The vote of the majority of the members present at any meeting shall be necessary to validate any action on the part of the members.

SECTION 4. NOTICE OF MEETINGS. Notice of any meeting of members shall be given by the officers by telephone or by mailing (including such notice being included in any publication put out by the corporation) or delivering written notices thereof at least two days prior to the date set for such meeting.

ARTICLE 11 BOARD OF DIRECTORS

SECTION 1. ELECTION OF BOARD OF DIRECTORS AND MAKE UP OF SAME. The Board of Directors shall be elected from the active members of the corporation at the annual meeting of the corporation. The number of the Board of Directors shall be decided by said members at each such annual meeting and shall consist of not **less**, than three (3) nor more than fifteen (15) members and the Board of Directors shall include the President, the Vice-president, the Secretary, and the Treasurer of the corporation.

SECTION 2. POWERS AND DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors shall have the general management, control and direction of all of the property and affairs of the corporation.

The Board of Directors may admit as a member of the corporation any persons having the qualifications prescribed in the Charter of Incorporation and who shall pay the proper dues and initiation fee as set forth by the Board of Directors and who shall support the objects and purpose of the corporation.

The Board of Directors may expel any member by a majority vote and refund to the said member the current dues..

The Board of Directors shall have the power to make rules and regulations not inconsistent with the laws of the State of Hawaii or with these Bylaws for guidance of the Directors, Officers, and employees of the corporation in the management and control of its property, business and affairs.

SECTION 3. MEETINGS OF THE BOARD OF DIRECTORS. The Board of Directors shall meet at the call of the president or in his absence the Vice-President or any three (3) Directors.

SECTION 4. NOTICE OF MEETINGS. Notice of meetings of the Board of Directors shall be given by the secretary to each Director personally by telephone or by mail at least one (1) day prior to the date set for such meeting except that notice shall not be necessary whenever all of the Directors are present without prior notice.

SECTION 5. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE III OFFICERS

SECTION 1. The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. All officers shall be elected by the general membership.

SECTION 2. VACANCIES. A vacancy among the officers shall be filled by the Board of Directors to fill the unexpired term of such office.

SECTION 3. PRESIDENT. It shall be the duty of the president to preside at all meetings of the members of the corporation. The president shall at all time, subject to the direction of the Board of Directors, exercise such general supervision and direction over the business and affairs of the corporation as its interest and security may require and shall perform such other duties as are incident to the office of president.

SECTION 4. VICE-PRESIDENT. It shall be the duty of the vice-president in the absence or disability of the president and to perform such other duties as may be directed by the Board of Directors.

SECTION 5. SECRETARY. It shall be the duty of the Secretary to attend all meetings of the members of the corporation and the Board of Directors and to record all of the acts and proceeding in the minute book of the corporation, the same to be read and approved at the first meeting of the members or directors, respectively, held thereafter, unless postponed.

SECTION 6. TREASURER. It shall be the duty of the treasurer to keep or superintend the keeping of all books of the corporation, to render in a thorough and proper manner, to render statements of the same in such form and as often as required by the Board of Directors.

It shall be the treasurer's duty, on behalf of the corporation, to render to the courts or state officers having jurisdiction all accounts and reports required by law or by order of court and the treasurer shall make and file written reports of the treasurer's doings.

SECTION 7. Any one person may hold more than one of the offices of this organization with the exception of holding the office the president and vice-president.

ARTICLE IV SEAL

SECTION. SEAL. The Board of Directors may adopt and have a common seal of the corporation and may determine the form thereof.

ARTICLE V COMMITTEES

SECTION 1. The president of the club may appoint such committees as the president sees fit and each committee shall have the same tenure in office as the president who appoints such committees.

SECTION 2. The president shall appoint a technical committee which shall be responsible for the maintenance and supervision of the club amateur repeater stations.

SECTION 3. The president shall appoint a public service committee which will be responsible for providing radio communications for public events and coordinating publicity for same.

SECTION 4. The president shall appoint a membership committee which shall be responsible for recruiting and screening new members as well as maintaining a current membership roster.

ARTICLE VI DUES

SECTION 1. Each member shall be assessed annual dues which shall be determined by the Board of Directors. New members shall be assessed an additional fee. Such dues and fees may be waived at the discretion of the Board.

SECTION 2. DEFINITIONS

- A. New Member: A new member is any licensed radio operator who submits a first time application or a previous member whose membership has lapsed for more than thirty (30) days. Dues for a new member shall be prorated quarterly for the remaining portion of the calendar year in which said member joins.
- B. Current Member: A current member is any member who holds any class of amateur radio license and has paid dues for that calendar year.
- C. Associate Member: An associate member is a non-voting member who has no amateur radio license and who has paid dues for that calendar year. Associate members may be individuals or corporations.

D. Family Membership: If a household has more than one (1) licensed radio operator that family may pay only for one membership; however, that household is limited to one vote and shall receive one newsletter, etc.

SECTION 3. DURATION. Club membership shall be for the calendar year.

ARTICLE VII ELECTIONS

SECTION 1. Election of directors and officers shall take place in OCTOBER and the term of office shall commence JANUARY 1 of the following year and terminate DECEMBER 31 All directors and officers are eligible for reelection.

SECTION 2. NOMINATION COMMITTEE. The president shall appoint a nomination committee to be chaired by a director. The committee shall draw up a slate of directors and offices to be presented to the general membership at the general election meeting in OCTOBER, however, nominations will be accepted from the floor.

SECTION 3. PROCEDURES. Elections shall be held in accordance with Roberts Rules of Order.

ARTICLE VIII AMENDMENTS

SECTION 1. These Bylaws may be amended at any regular membership or special meeting call for such purpose provided that due notice is given that said business shall be transacted at the time. Copies of any proposed amendment shall be mailed to each active members of the corporation at least ten (10) days prior to the meeting at which the vote will be taken relative to said change. Proxy votes shall not be allowed, however, except votes relative to amendments to the Bylaws may be sent into the corporation by mail or messenger provided that all such votes must be delivered to the hands of the secretary prior to the call for votes on the floor of the meeting and shall be counted at that time.

Approved: _____-