

BYLAWS
ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is MINNESOTA AMATEUR RADIO CONSORTIUM, INC.

ARTICLE II. PURPOSE

Section 1: Non-Profit Purpose:

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: Specific Purpose:

The purpose of this corporation is to provide a mechanism for all Minnesota organizations of amateur-radio interest to communicate and cooperate with each other, to sponsor state and regional meetings and to encourage and train the next generation of amateur radio hobbyists, by:

- a) developing and encouraging sharing of information and practices among organizations,
- b) providing a listing of topics, demonstrations, presentations, and speakers for members to use in their club meetings,
- c) conducting an annual seminar to educate existing amateur radio hobbyists and develop interest for the amateur radio hobby,
- d) assisting in the development of amateur radio clubs for education institutions in the State of Minnesota; and
- e) assisting in the development of amateur radio specific STEM curriculum/topics.

ARTICLE III. MEMBERSHIP

Section 1 - Eligibility for membership: Application for membership shall be open to any Minnesota amateur radio association, club, or civic organization that supports Article II Section 2.

A qualified Minnesota amateur radio association, club, or civic organization may be admitted to membership upon presentation of a signed Memorandum of Understanding (MOU) and the affirmative vote of at least two-thirds (2/3) of all the Directors and Officers, present and voting, at a duly held meeting of the Board.

Section 2 – Initial Membership: For the purpose of the Article IV Section 5 Organizational Meeting of Members, initial members are from these Organizations:

- a) Bloomington Amateur Radio Association
- b) KOLTC.org, Inc. (Maple Grove Radio Club)
- c) Minnesota Amateur Radio Technical Society (MN-ARTS)

- d) Minnesota Wireless Association
- e) Northern Lights Radio Society
- f) Southeast Metro Amateur Radio Club, Inc. (SEMARC)
- g) Southwest Metro Amateur Radio Transmitting Society (SMARTS)
- h) St. Cloud Amateur Radio Club
- i) St. Paul Radio Club, Inc.
- j) Stillwater Amateur Radio Association (SARA)
- k) Twin Cities Repeater Club
- l) Twin City FM Club
- m) Twin City DX Association

Section 3 - Annual dues: The amount required for annual dues for membership shall be established by the Board of Directors prior to the annual meeting. Continued membership is contingent upon being up to date on membership dues.

Section 4 - Rights of members: Each member shall appoint one delegate and one alternate to represent their membership. The delegate or alternate shall be the voting member for all business determined by the membership.

Section 5 – Termination of Membership: Any member may terminate their relationship with this organization by filing a Termination of the Memorandum of Understanding (MOU) with the Secretary. Termination shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated for cause by a majority vote of the Board.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1 - Annual meetings: One annual meeting of the members' delegates shall take place in the month of January, the specific date, time, and location of which will be designated by the Chair. At the annual meeting the members' delegates shall elect the Directors and Officers from nominations as described in Article V Section 5, receive reports on the activities of the organization, approve the budget and determine the direction of the organization for the coming year. The Board may determine that a meeting of the members' delegates may be held by means of remote or electronic communication.

Section 2 - Notice of meetings: Electronic notice of each meeting shall be given to each delegate via email and posted electronically, not less than 10 days prior to the meeting.

Section 3 - Quorum: The delegates present at any properly announced meeting shall constitute a quorum.

Section 4 - Voting: All issues to be voted on shall be decided by a simple majority of those delegates at the meeting in which the vote takes place except as otherwise stated in these bylaws.

Section 5 – Organizational Meeting of Members: An initial meeting of the Article III Section 2 Initial Membership shall take place at a specific date, time and location of which will be designated by the Incorporators. At this meeting the Initial Membership shall

- a) determine the number of Directors on the Board, an odd number from 3 to 9
- b) elect the Board of Directors with lessor half of the Directors to an initial one-year term, and the remaining Directors to a two-year term,
- c) elect the Chair and Secretary to a two-year term and the Vice-Chair and Treasurer to a one-year term, and
- d) conduct other business as needed in accordance with these bylaws.

The Incorporators may determine that a meeting of the Initial Membership may be held by means of remote or electronic communication.

The Incorporators shall assign an individual to act as the Secretary pro tem for the purpose of recording the minutes of the Organizational Meeting of Members. The Secretary pro tem shall turn over the recorded minutes to the duly elected Secretary at the conclusion of the Organizational Meeting of Members.

Section 6: Special Meetings: The membership may call for a special meeting to discuss and vote on specific motions or amendments to the bylaws, which must be presented in written form to the Executive Committee with the signatures of a 20% of the memberships' voting delegates requesting the meeting. The special meeting will:

- a. Require the Secretary to determine sufficient signatures are present in the request,
- b. Require the Chair to call the meeting to handle only the specific business proposed in the request,
- c. Require the notification, quorum and affirmative voting requirements for the specific business proposed in the request comply with the bylaws, and
- d. Require the meeting be held with remote or electronic communication to ensure maximum memberships' delegate attendance.

ARTICLE V. BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The Board is responsible for overall policy and direction of the organization and has responsibility for day-to-day operations. The Board shall be composed of the Officers and shall have up to 9, but not fewer than 3 Directors. The Board of Directors receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - Terms: All Directors shall serve 2-year terms, there is no number of terms a Director may serve.

Section 3 - Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Director have notice at least 10 days in advance.

Section 4 - Board elections: Directors shall be elected or re-elected by the delegates at the annual meeting, elected by a simple majority vote.

Section 5 - Election procedures: A Board Nominating Committee shall be responsible for nominating a slate of prospective Directors and Officers representing the organization's diverse constituency. In addition, any delegate can nominate a candidate to the slate of nominees. All candidates must be members in good standing of a member organization.

Section 6 - Quorum: A quorum is at least sixty percent of Directors and Officers present for business transactions to take place.

Section 7 Voting: All issues to be voted on in Board Meetings shall be decided by a simple majority of those Directors and Officers at the meeting in which the vote takes place except as otherwise stated in these bylaws.

Section 8 - Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations from present Board members in advance of a Board meeting. These nominations shall be sent out to Board members 10 days prior to the next Board meeting, to be voted upon at that Board meeting. These vacancies will be filled only to the end of the vacating Board member's term.

Section 9 - Resignation, termination and absences: Resignation from the Board must be in writing and received by the Secretary. A Director may be terminated from the Board due to excess absences--more than three unexcused absences from Board meetings in a year. A Director may be removed for cause by a two-thirds vote of the remaining Directors and Officers.

Section 10 - Special meetings: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least 5 days in advance.

Section 11 - Remote communication for meetings: Any meeting of the Board may be conducted by one or more means of remote communication through which all Directors and Officers may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which people may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon initiative of the Board Chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the Secretary or other member of the Executive Committee mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Approval by ballot is valid only if:

- a. the number of votes cast exceeds a quorum as determined in Article 5 Section 6, and
- b. the number of affirmative votes counted in accordance with Article 5 Section 7.

ARTICLE VI. OFFICERS

Section 1 - Officers and Duties: There shall be four Officers, consisting of a Chair, Vice-Chair, Secretary and Treasurer.

Section 2 Term: Each Officer shall serve a two- year term, with the Chair and Secretary voted in even-numbered years, and the Vice-Chair and Treasurer voted in odd-numbered years.

Section 3 – Duties of the Chair: The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer.

Section 4 – Duties of the Vice-Chair: The Vice-Chair shall act as Chair in the absence of the Chair. The Chair may assign other duties and responsibilities as appropriate.

Section 5 – Duties of the Secretary: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings and meetings of the membership, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and ensuring that corporate records are maintained.

Section 6 – Duties of the Treasurer: The Treasurer shall ensure appropriate financial records are maintained and file any financial regulatory reports as required. At the end of the calendar year, the Treasurer shall prepare an annual financial report for the annual meeting. The Treasurer shall prepare the annual budget. At each Board meeting, the Treasurer shall submit a statement of account fund balances as well as disbursements and receipts tracking to the annual budget. The Treasurer shall Chair the Finance Committee, help develop fundraising plans and make financial information available to Board members and members in good standing.

ARTICLE VII. COMMITTEES

Section 1 - Committee formation: The Chair and/or Board may create standing or ad hoc committees. Standing committees shall include but are not limited to the Executive Committee and Finance Committee. The Board Chair appoints all committee Chairs.

Section 2 - Executive Committee: The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of directors in the intervals between meetings of the Board of directors and is subject to the direction and control of the full Board. A quorum of the Executive Committee shall be 75 percent of the officers.

Section 3 - Finance Committee: The Treasurer is the Chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members. The Board must approve the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information.

ARTICLE VIII. INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as: (a) a director, officer, or member of a committee of this corporation; or (b) A director, officer, or agent of another organization, who, while a director, or officer of this corporation, is or was serving the other corporation at the request of this corporation, or whose duties as a director, or officer of this corporation involve or involved such service to the other corporation; against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer or committee member, shall inure to the benefit of the heirs, executors and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section. This corporation may, to the full extent permitted by applicable law from time-to-time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE IX. CONFLICTS OF INTEREST

Section 1 - The Board of Directors shall not engage in any conflict of interest while serving on the Board. If there is a potential of a Director or Officer having a conflict of interest, that issue shall be disclosed to the Executive Committee, and at their discretion disclosed to the remainder of the Board. The Board will decide if that individual or organization needs to be excluded from any decisions made on behalf of the organization. The Executive Committee will

establish Conflict of Interest Policy and Procedures within one year of the incorporation of this organization.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules outlined in the current edition of Robert’s Rules of Order shall govern the organization’s meetings where they are not in conflict with the bylaws or other rules of the organization.

ARTICLE XI. AMENDMENTS

Section 1 Origination: A proposed amendment may be originated:

- a. By the Board of Directors
 - i. In a Board meeting where the amendment has been approved, and
 - ii. A quorum of 75% of Officers and Directors is present, and
 - iii. By a simple majority vote of the Board present.
- b. By petition from the memberships’ delegates when:
 - i. The proposed amendment gathers a simple majority of memberships’ voting delegates for consideration, and
 - ii. The proposed amendment, with signatures of the petitioning voting delegates is presented to the Secretary in written or electronic communication, and
 - iii. The Secretary determines sufficient signatures are present.

Section 2: Approval: The bylaws may be amended at any regular or special meeting that has at least a 60-day prior notice of the meeting and proposed amendment, with at least a two-thirds (2/3) affirmative vote of all delegates of the organization and is held with remote or electronic communication.

Certification:

These bylaws were approved at a meeting of the members by a two-thirds majority vote on [MONTH/DAY/YEAR]

Secretary _____

Date _____