

Henderson Amateur Radio Club, Inc.

Bylaws

Adopted August 22, 2020 (as amended)¹

1. Name and Objective.

- 1.1 The name of this club shall be Henderson Amateur Radio Club, Incorporated (hereinafter “HARC, Inc.” or “the Corporation”).
- 1.2 HARC, Inc. supports the American Radio Relay League (ARRL), said support shall be expressed by affiliation therewith and participation in the activities thereof.
- 1.3 The Henderson Amateur Radio Club shall maintain in the State of Nevada a registered agent, whose address shall be the registered office of the Corporation
- 1.4 Nature of Corporation.
 - 1.4.1 HARC, Inc., is a nonprofit corporation, formed under Chapter 82 of the Nevada Revised Statutes (NRS), which is organized and shall be operated exclusively for civic, charitable, educational and scientific purposes.
- 1.5 Primary Purpose:
 - 1.5.1 HARC, Inc. is a group of volunteers wishing to secure for themselves the pleasures and benefits of an association of persons whose purpose is to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct programs and activities as to advance the general interest and welfare of Amateur Radio in the City of Henderson and throughout the Las Vegas Valley.

2. Members.

- 2.1 General
 - 2.1.1 Persons interested in Amateur Radio communications shall be eligible for membership.

¹ Amended September 28, 2021
Amended September 26, 2023

- 2.1.2 Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.
- 2.1.3 Applications for membership shall be submitted at regular meetings mailed, or electronically submitted to the address on the application.
- 2.2 Classes of Members.
 - 2.2.1 FULL MEMBERS
 - 2.2.1.1 A Full Members is a member holding or who has held any valid amateur radio license.
 - 2.2.2 ASSOCIATE MEMBER:
 - 2.2.2.1 Any person, not otherwise qualifying for Full Membership, may become an Associate Member.
- 2.3 Rights of members.
 - 2.3.1 FULL MEMBER
 - 2.3.1.1 Full Members are entitled to one vote in the transaction of HARC, Inc. business.
 - 2.3.1.2 Full Members may hold any office or be appointed to any committee.
 - 2.3.2 ASSOCIATE MEMBER
 - 2.3.2.1 Associate Members may be heard in the discussion of any club business.
 - 2.3.2.2 Associate Members may serve on appointed committees.
 - 2.3.2.3 Associate members may not hold an elective office
 - 2.3.2.4 Associate Members may not vote on Club issues.
 - 2.3.3 Except as noted above, all member classes are entitled to all club privileges.
- 2.4 Terminations of Members
 - 2.4.1 Members not in good standing.
 - 2.4.1.1 Any member whose Federal Communications Commission-issued Amateur Radio license is suspended or revoked with cause or who is assessed a fine or other penalty by the FCC shall be automatically removed from membership in HARC, Inc.
 - 2.4.1.2 Any member who operates his/her station in violation of Part 97 of the FCC Rules and Regulations, and who does not cease and desist

from the aforementioned violations, may be removed from membership in HARC, Inc.

2.4.1.3 Any member who causes adverse publicity to Amateur Radio or HARC, Inc. may be removed from membership in HARC, Inc.

2.4.1.4 Any member whose annual dues are in arrears for more than 60 days shall be removed from the membership rolls but may be reinstated upon payment of said dues.

2.4.2 Termination for conduct unbecoming a member.

2.4.2.1 A member charged with conduct unbecoming a member may be expelled by a two-thirds vote by secret ballot at any regular meeting, provided:

2.4.2.1.1 Formal charges were brought by any member.

2.4.2.1.2 The Executive Committee has investigated and has sustained such charges, and

2.4.2.1.3 The accused has been given the opportunity to present a statement which shall be read before the vote is taken.

2.5 Member Resignation.

2.5.1 Any member may resign from HARC, Inc. by filing a written resignation with the Secretary, but such resignation shall not relieve any member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

3. Board of Directors.

3.1 General Powers

3.1.1 The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation.

3.1.2 The Board of Directors shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

3.2 Number and Qualifications.

3.2.1 The number of Directors shall be at least seven (7), being President, Vice-President, Treasurer, Secretary, Immediate Past President and a minimum of two Directors-at-large.

3.2.2 Officers shall exercise their powers in good faith and with a view to the best interests of the corporation.

3.2.3 Qualifications

- 3.2.3.1 Only a Full Member in good standing for at least one year is eligible to hold office.
- 3.2.3.2 An individual may not hold the same office for more than two terms unless no other candidate(s) are forthcoming for consideration.
- 3.2.3.3 An individual may not hold more than one office concurrently.

3.2.4 Officers' Duties.

3.2.4.1 President

- 3.2.4.1.1 The President shall and perform the customary duties of the office of the President.
- 3.2.4.1.2 The President shall preside at all meetings of HARC, Inc. and Executive Committee and shall conduct the same according to the rules adopted.
- 3.2.4.1.3 The President shall enforce observance of this Constitution and Bylaws.
- 3.2.4.1.4 The President shall decide all questions of order,
- 3.2.4.1.5 The President shall sign all official documents adopted by HARC, Inc.
- 3.2.4.1.6 The President shall appoint those offices necessary to accomplish the goals of HARC, Inc. as set forth in this Constitution and Bylaws.

3.2.4.2 Immediate Past President

- 3.2.4.2.1 The Immediate Past President is the most recent individual holding the office of President who is willing and able to serve.
- 3.2.4.2.2 The Immediate Past President shall provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing HARC, Inc.

3.2.4.3 Vice President

- 3.2.4.3.1 The Vice President shall act in all absences of the President and shall secure all programs for regular meetings of HARC, Inc.
- 3.2.4.3.2 The Vice President shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club.

- 3.2.4.3.3 The Vice President shall maintain close liaison with the ARRL's local ARES® Emergency Coordinator to further club participation in the Amateur Radio Emergency Service ®
- 3.2.4.4 Secretary
 - 3.2.4.4.1 It shall be the duty of the Secretary to keep the Henderson Amateur Radio Club, Inc. Constitution and By-Laws of the club and have the same with him/her at every meeting.
 - 3.2.4.4.2 The Secretary shall note all amendments, changes and additions on the constitution and shall permit it to be consulted by members upon request
 - 3.2.4.4.3 The Secretary shall keep a record of the proceedings of all meetings and make them available for inspection by HARC, Inc. membership,
 - 3.2.4.4.4 The Secretary keep a roll of the membership,
 - 3.2.4.4.5 The Secretary shall submit applications for membership to the general membership.
 - 3.2.4.4.6 The Secretary shall email meeting notices to each member.
 - 3.2.4.4.7 The Secretary shall receive all correspondence and read communications at each meeting.
 - 3.2.4.4.8 The Secretary shall, at the expiration of his/her term, turn over to his/her successor everything in his/her possession belonging to HARC, Inc.
- 3.2.4.5 Treasurer
 - 3.2.4.5.1 The Treasurer shall receive and receipt for all monies paid to HARC, Inc. and keep an accurate account of all monies received and expended.
 - 3.2.4.5.2 He/she shall pay regular bills and special bills when properly authorized by HARC, Inc.
 - 3.2.4.5.3 The Treasurer shall maintain a record of all HARC, Inc. property including serial numbers as appropriate.
 - 3.2.4.5.4 At each meeting, he/she shall submit an itemized statement of receipts and disbursements.
 - 3.2.4.5.5 The Treasurer shall, at the end of each quarter, submit an itemized statement of disbursements and receipts.

- 3.2.4.5.6 The Treasurer shall, at the expiration of his/her term, turn over to his/her successor everything in his/her possession belonging to HARC, Inc.
- 3.2.4.6 Director-at-Large
 - 3.2.4.6.1 Directors-at-Large shall assume temporary duties for officer(s) that are absent for a short length of time when those duties are required by the club and other duties as assigned.
 - 3.2.4.6.2 The number of Directors-at-Large will be established at biennial elections and will initially be established at two.
- 3.2.5 Elections and Vacancies.²
 - 3.2.5.1 Elections
 - 3.2.5.1.1 Elections for the offices of President, Vice-President, Treasurer, Secretary and Directors-at-Large will be held biennially at the regular November meeting.
 - 3.2.5.1.2 Officers will assume their elected office January 1 of the following year.
 - 3.2.5.1.3 The President will appoint a nomination committee six months prior to elections.
 - 3.2.5.1.3.1 The committee will be charged with finding qualified candidates to run for office. A qualified candidate is a person who will be a Full Member in good standing for at least one year on the date the newly elected Officers will assume their elected office.³
 - 3.2.5.1.3.2 The committee will present a ballot to the president at the regular meeting one month prior to elections at which time the President will entertain a motion to close nominations and to accept the ballot.
 - 3.2.5.1.3.3 The final ballot will be published and made available to all club members via email.

² Amended September 26, 2023 – Changed all occurrences of “bi-annual” to “biennial.”

³ Amended September 28, 2021. – Added words “A qualified candidate is a person who will be a Full Member in good standing for at least one year on the date the newly elected Officers will assume their elected office”

- 3.2.5.1.3.4 The president will dissolve the nomination committee after the biennial elections.
- 3.2.5.1.4 If voting process does not allow use of an electronic ballot, voting at the biennial November Meeting will be done using paper ballots.⁴
- 3.2.5.1.5 If paper ballots are used at the November meeting, immediately after voting the ballots will be counted openly in front of the membership.⁵
- 3.2.5.1.6 Any candidate may request a recount of the ballots.
- 3.2.5.1.7 If the voting process requires members to be in attendance at the General Membership meeting and cast a paper ballot, a candidate shall be considered elected to office if they receive a majority of the votes of those Full Members in attendance at the election meeting.
If the voting process allows use of an electronic ballot, as determined by the Board of Directors, a candidate shall be considered elected to office if they receive a majority of the votes of those Full Members who have legally cast their electronic ballot.⁶
- 3.2.5.1.8 In the case of an unopposed slate the President may entertain a motion for the Secretary to cast a single ballot.
- 3.2.5.1.9 Electronic Voting⁷
 - 3.2.5.1.9.1 Voting for the election of club officers may be conducted through electronic means as determined and approved by the Board of Directors. Such electronic voting methods may include, but are not limited to, email, secure online platforms, video

⁴ Amended September 26, 2023 – Added words “If voting process does not allow use of an electronic ballot,”

⁵ Amended September 26, 2023 – Added word “If paper ballots are used at the November meeting,”

⁶ Amended September 26, 2023 – Replaced §3.2.5.1.7 in its entirety with new language.

⁷ Amended September 26, 2023 – Added §3.2.5.1.9 – Electronic Voting.

conferencing, or other technological solutions deemed suitable for the purpose by the Board.

- 3.2.5.1.9.2 The Board shall establish guidelines and procedures for electronic voting to ensure its transparency, security, and fairness. All members eligible to vote shall be provided with the necessary information and instructions to participate in electronic voting, and such votes shall be considered valid and binding, subject to compliance with the established procedures.
- 3.2.5.1.9.3 The use of electronic voting shall be in accordance with any applicable laws and regulations governing non-profit organizations and shall be consistently applied to all eligible members.
- 3.2.5.2 Terms of Office.
 - 3.2.5.2.1 The officers of the Henderson Amateur Radio Club shall be elected for a term of two calendar years by ballot of the members physically present at the annual meeting.
- 3.2.5.3 Vacancies.
 - 3.2.5.3.1 Vacancies occurring between elections are appointed by the officers.
- 3.2.5.4 Resignation.
 - 3.2.5.4.1 Any officer may resign his/her position in writing at which time all records and assets of the club must be immediately turned over to the President or Vice President.
- 3.2.5.5 Removal.
 - 3.2.5.5.1 Removal by Board of Directors.
 - 3.2.5.5.1.1 Officers may be removed from office for cause by majority vote of the officers.
 - 3.2.5.5.2 Removal by membership petition.

- 3.2.5.5.2.1 Officers may also be removed upon written petition of one third of the membership presented to the President or Vice President.
 - 3.2.5.5.2.2 After investigation the petition will be presented to the officers or the membership at the next regular meeting of the club.
 - 3.2.5.5.2.3 Removal of an officer requires a three-fourths vote of the Full Members in attendance.
- 4. Operations.
 - 4.1 Administrative and Fiscal Year.
 - 4.1.1 The administrative and fiscal years shall begin at 12:01AM on the first day of January each year and end at 12:00PM midnight on the last day of December of the same year.
 - 4.2 Meetings.
 - 4.2.1 Governance.
 - 4.2.1.1 Robert's Rules of Order shall govern proceedings.
 - 4.2.1.2 Notice in HARC, Inc. Newsletter shall constitute written notification of meetings.
 - 4.2.2 Board of Directors Meetings.
 - 4.2.2.1 A regular meeting of the Board of Directors shall be held at least every three months.
 - 4.2.2.2 The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. These additional meetings shall be held at a place designated by the Board.
 - 4.2.2.3 A majority of the Board Members present at the Board of Director's meeting, shall constitute the authority for the transaction of proposed business.
 - 4.2.2.4 The act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
 - 4.2.2.5 All the Board of Directors meetings shall be open to the membership.

4.2.2.6 Executive Session

- 4.2.2.6.1 The Board of Directors may adjourn to an Executive Session to discuss matters requiring privacy or discretion such as, but not limited to, personnel matters or delinquent dues.

4.2.3 General Membership Meetings

- 4.2.3.1 General Membership Meetings shall be held once per calendar month unless the General Membership has voted to cancel or postpone.
- 4.2.3.2 The time and place of the monthly meetings may be changed by a vote of two-thirds majority of the Full Members present at a regular or called meeting, provided all members have been notified in advance by mail of the intention to do so.
- 4.2.3.3 A General Membership meeting may be cancelled or postponed by a two-thirds majority of the Full Members present at a regular or called meeting. The maximum number of meetings that may be cancelled or postponed in this manner is the following two regularly scheduled monthly meetings.
- 4.2.3.4 Meeting notice will be provided by an email sent to the members 72 hours in advance of the meeting.
- 4.2.3.5 Meetings will be conducted in person and, when technically feasible, remote access to the meeting will be provided.

4.2.4 Special Meetings.

- 4.2.4.1 Special meetings shall be called at the discretion of the President or his designated representative.
- 4.2.4.2 Special meetings may be called by the President upon the written request of any four club members.
- 4.2.4.3 Notices shall be sent to members concerning special meetings and the business to be transacted.
- 4.2.4.4 Only such business as designated shall be transacted.
- 4.2.4.5 Meeting notice will be provided by an email sent to the members 72 hours in advance of the meeting.
- 4.2.4.6 Meetings will be conducted in person and, when technically feasible, remote access to the meeting will be provided.

4.2.5 Election Meeting.

4.2.5.1 A biennial election meeting shall be held in November.

4.3 Committees.

4.3.1 HARC, Inc., through designated committees, will provide technical assistance and advice to members concerning equipment design and operation, and assist in frequency observance, pure emissions, and uniform operating practices of HARC, Inc. member stations.

4.3.2 HARC, Inc. shall also maintain a program to foster and guide public relations in those channels favorable to Amateur Radio work.

4.3.3 The President may create committees as needed to facilitate club activities and business. Such committees may include, but are not limited to, Interference, Public Relations, Executive Committee, Finance/Audit Committee, or Technical Committee.

4.4 Quorum.

4.4.1 Unless stated otherwise elsewhere in this document, the number of Full Members in attendance at the meeting, shall constitute a quorum, and shall, therefore, constitute the authority for the transaction of proposed business.

5. Contracts, Funds and Accounting

5.1 The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

5.2 Authorization to disburse funds.

5.2.1 No salaries or other compensation shall be paid to any officer of HARC, Inc.

5.2.2 No expenses except normal, recurring operating expenses (e.g., electric, insurance, etc.) will be obligated by any officer or member of HARC, Inc. without prior approval of the membership.

5.2.3 The Board of Directors may obligate funds not to exceed 500 dollars for extraordinary or emergency purposes. Extraordinary and emergency purposes are defined as a critical failure requiring immediate maintenance or replacement in order to maintain core communication capabilities,

security of club assets, or to correct immediate safety issues that could cause damage to property or health.

5.2.4 Checks, Drafts or Orders.

5.2.4.1 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.2.4.2 In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Treasurer of the corporation.

5.2.5 Deposits.

5.2.5.1 All funds of the corporation shall be deposited, in a timely manner, to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

5.2.6 Gifts

5.2.6.1 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation. The Board of Directors shall approve the acceptance of gifts before acceptance.

5.2.7 Use of Funds and Club Property

5.2.7.1 Any item purchased with HARC, Inc. funds becomes the sole property of HARC, Inc.

5.2.7.2 Any items donated to HARC, Inc. become sole property of HARC, Inc.

5.2.8 Budgets

5.2.8.1 An operating budget shall be presented to the membership once per year.

5.2.8.2 The operating budget is approved by the majority vote of those Full Members in attendance at the meeting.

5.2.9 Audits

5.2.9.1 HARC, Inc. financial records will be reviewed, at least, annually, by an Audit Committee, appointed by the President. The purpose of the audit is to:

- 5.2.9.1.1 Ensure compliance with applicable laws and regulations.
- 5.2.9.1.2 Help maintain accurate and timely reporting.
- 5.2.9.1.3 Improve the financial process and internal controls.

6. General Dues, fees, and other assessments.

6.1 Dues, fees, and Assessments Determination.

- 6.1.1 HARC, Inc. may, by a two-thirds majority vote of Full Members present at a regular or called meeting, provided all Full Members have been notified by mail of the intent, levy upon the general membership such dues or assessments deemed necessary for the organization.
- 6.1.2 A schedule of dues shall be published in HARC, Inc. newsletter each December.
- 6.1.3 Annual dues shall be payable in January but may be pro-rated.
- 6.1.4 Non-payment of such dues or assessments may be cause for expulsion from HARC, Inc. within the discretion of the membership.
- 6.1.5 Notice published in HARC, Inc. Newsletter shall constitute written notice.

6.2 Member Dues:

- 6.2.1 Calendar year dues of \$20.00 per member will be assessed annually and be due and payable by January 1st for that coming membership year.
- 6.2.2 New member dues are due and payable with membership application.
- 6.2.3 First year dues for new members joining after April 1st of any year will be set at \$5 per quarter(s), or any part thereof, remaining in that year.
- 6.2.4 The family (or partnership) annual dues for a second member shall be assessed at the half standard rate of \$10 per year so long as the primary member is paid in full.
- 6.2.5 Unless other arrangements have been made, termination of membership either by resignation or expulsion will not result in refund of any dues or fees previously paid.
- 6.2.6 There is an initial assessment of \$20.00 for each new membership. Family rates does not apply to the initial assessment.

7. Club Call Sign

7.1 FCC Call Sign

- 7.1.1 The club may elect to apply for a club call sign as provided by FCC Rules (47 C.F.R §97.5(b)(2))
 - 7.1.2 The club will maintain an FCC call sign currently assigned as W7HEN.
- 7.2 Call Sign Trustee
 - 7.2.1 The President shall assign trusteeship of the W7HEN club call sign.
 - 7.2.2 The trustee can be an officer of the club.
 - 7.2.3 The trustee shall be a Full Member of the club in good standing.
 - 7.2.4 The trustee shall not have had his/her Radio Amateur licensed revoked or sanctioned at any time.
- 8. Authorities.
 - 8.1 Compliance with existing law
 - 8.1.1 Bylaws and policies shall comply with all applicable Federal, State, County, and local laws.
 - 8.2 For matters not covered by bylaws, the following will apply:
 - 8.2.1 Robert Rules of Order Newly Revised (latest edition).
 - 8.2.2 HARC, Inc. will be guided by ARRL policies and guidelines.
- 9. Bylaws and Policies
 - 9.1 Incorporation.
 - 9.1.1 The Henderson Amateur Radio Club, Inc. shall be incorporated as a Nevada Nonprofit corporation pursuant to Nevada Revised Statutes Chapter 82.
 - 9.2 Amendments to Bylaws.
 - 9.2.1 Proposals for amendments to the By-Laws shall be submitted in writing at a regular meeting and may not be voted on until the next regular meeting.
 - 9.2.2 All members shall be notified of the intent to amend the Constitution and/or By-Laws at a specified meeting.
 - 9.2.3 Publication of the proposed change(s) in HARC, Inc. Newsletter shall constitute written notification.
 - 9.2.4 These Bylaws may be amended by a two-thirds majority vote of HARC, Inc. Full Members present at a regular or called meeting, provided all Full Members have been notified by mail of the intent to amend this Constitution and Bylaws at said meeting.

9.3 Miscellaneous

- 9.3.1 If any portion of these Bylaws conflicts with a relevant provision of Chapter 82 or Section 501(c) (3) of the Internal Revenue Code (IRC), or the corresponding section of any future federal tax code, the applicable statutory provision will control.
- 9.3.2 If these Bylaws are silent on a matter which arises during the existence of the Corporation, the Directors and Officers shall review the provisions of NRS Chapter 82 and/or Internal Revenue publications, as applicable, or for guidance and direction.
- 9.3.3 If any provision to these bylaws is determined to be invalid, all other provisions shall remain in effect.

10. Dissolution of the Club

- 10.1 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- 10.2 To the federal government, to a state or local government, for a public purpose, or
- 10.3 To the American Radio Relay League, Inc. if it is then in existence and exempt under Section 501 (c) (3).
- 10.4 Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.