

**BYLAWS of the MIKE AND KEY AMATEUR RADIO CLUB  
(A Non-Profit Corporation)**

**ARTICLE I**

**Offices**

- 1.01** Principal Office of the Corporation shall be that of the Radio Officer. The Radio Officer shall serve as the Registered Agent.
- 1.02** All references in these Bylaws to a section of the Revised Code of Washington (RCW) refer to the corresponding section of the RCW as now in effect.

**ARTICLE II**

**Membership**

- 2.01 Members.** Membership shall be open to anyone who is interested in Amateur Radio. Application for membership shall be submitted to the Vice President, which in turn is presented to the Executive Board for consideration. The application must include a valid e-mail address. The only method of official communication is via e-mail. Any changes to e-mail addresses shall be sent to the Treasurer. If the Executive Board approves the application, the Vice President will submit it for vote of the membership in a timely manner. If the membership then votes to approve the submitted application, the applicant becomes a member. The following membership(s) are available:
- A. General Member.** Full membership. May vote on all issues. If elected or appointed, may hold any office.
  - B. Family Member.** A Spouse and each dependent, living with a General or Life Member, may apply for a family membership. Each individual family member has all rights of membership.
  - C. Life Member.** Anyone who has been a member for twenty five (25) consecutive years is awarded a life membership and retains all other rights of membership.
  - D. Honorary and Special Member** may be granted to an individual at the discretion of the Executive Board. This membership has no voting rights and cannot hold office.
- 2.02 Termination of Membership.** Membership in this Club may be terminated by:
- A. Non-payment of Dues.** When members' dues expire, they will no longer be considered members. Payment of dues within ninety (90) days of membership dues expiration month will maintain continuous membership. As a courtesy, the individual will receive two (2) editions of the Newsletter before being dropped from the membership list. The Executive Board may

authorize the Treasurer to accept payment of past and future dues in order to reinstate memberships with seniority which have lapsed due to non-payment of dues. Reinstatement shall be on a case-by-case basis, shall not constitute precedent, and may be on such terms as the Board considers just.

- B.** Written request to terminate membership with nonrefundable dues.
- C.** Unanimous action by the Executive Board for
  - 1. Any activity detrimental to Amateur Radio or to the Club or
  - 2. Violation of the Amateur Code as defined by the American Radio Relay League (ARRL).
  
  - 3. Violation of law, Federal Communications Commission (FCC) regulations, dishonest dealing, failure to account for Club property or records without reasonable cause, willful violation of these Bylaws, and personal misconduct.or
  - 4. Any member who fails to give and update to the Treasurer a working electronic address, such as email, ***may be*** removed as a member.
- D.** Any member terminated under 2.02 C has the right of appeal by writing to the Secretary within 60 days of receipt of written notice of termination requesting reconsideration by the Executive Board. If, upon reconsideration, a simple majority vote of the Executive Board does not reverse the termination, a terminated member may write to the Secretary, within 30 days after this Board vote, asking that at the next membership meeting the membership vote to reinstate the terminated member. Unless reinstated by majority vote of the membership, the termination is final. The only right a terminated member has to participate in Club business is to pursue timely appeals to the Board and membership as stated above, but a terminated member retains a duty to account for and return Club property and records. A terminated member may not argue his/her case in any other manner or on Club communications media. When a member of the Executive Board is the subject of termination, that member shall have no vote and will not be counted toward the unanimity requirement.

**2.03 Dues.** The annual membership dues shall be determined by the Executive Board and ratified by the membership.

- A.** General Member: Full dues.
- B.** Family Members: Pay an additional ½ (one half) dues assessment per family. Family Member's dues run concurrent with the General Member's dues.
- C.** Life Member: No dues.
- D.** Honorary Member: No dues.
- E.** Dues will be payable during/or before the Club member's dues expiration month. Family Membership dues run concurrent with the

- General Member's dues.
- F. No refund of dues.

## ARTICLE III

### Meetings

- 3.01 General Membership.** The Club shall meet regularly on the third Saturday of each month. The next regular meeting date may be changed by the President or the Executive Board. In the event of a conflict between changes made by the President and changes made by the Board, the change made by the latter shall control. Notification of a change of the General Meeting from the regular place, date or time must be given a reasonable time in advance. Following the changed meeting date, the regular monthly meeting reverts to the third Saturday.
- 3.02 Quorum.** One third (1/3) of the General Membership or thirty (30) members, whichever is less, shall constitute a quorum for the transaction of business.
- 3.03 Parliamentary Authority.** *Robert's Rules of Order, Revised*, shall be the authority for any parliamentary concerns.
- 3.04 Meeting Dates.** References to specific meeting dates shall be construed to mean that date, or as soon thereafter as the Board determines. The March General Membership meeting shall be the annual meeting of the Club.
- 3.05 Electronic Notices.** Providing any email or other electronic address to an officer authorizes giving official notices by that means for all purposes unless otherwise stated in writing. Members are responsible to update their email addresses with the Treasurer." Reference: RCW 24.03.009
- 3.06 Policies and Procedures Manual.** The Board may adopt Policies and Procedures not inconsistent with the Articles and Bylaws which govern activities of the Club. Members are to comply with the Manual unless otherwise directed by the President or the Board as to a specific action.
- 3.07 Remote Meetings.** All meetings of the Board, of committees, and of the membership may be held remotely.

## ARTICLE IV

### Officials

**4.01 Elected Officials.** There shall be five (5) elected Officers; President, Vice President, Secretary, Treasurer, and Activities Manager. The term of office shall be one (1) year. Elected Officers, except Treasurer shall not hold the same office for more than two (2) consecutive full terms.

**4.02 Trustees.** There shall be five (5) Trustees. Three (3) Trustees (Position 1, 3 & 5) shall be elected in each odd-numbered year and two (2) Trustees (Position 2 & 4) shall be elected in each even-numbered year. The term of office shall be two (2) years.

**4.03 Appointed Officials.** The Radio Officer shall be appointed by the Executive Board and shall serve until relieved.

## ARTICLE V

### Election of Officials

**5.01 Date.** An election for the purpose of selecting Officers and Trustees shall be held annually at the March General Membership meeting.

**5.02 Qualifications.**

- A. Each person nominated must be a Member of the Club.
- B. To be elected, a member must be present at the General Membership meeting.
- C. The Treasurer shall have accounting ability and be able to follow current Club accounting practice as established by the Executive Board.

**5.03 Voting.** A secret ballot will be used to elect Officers and Trustees. To be elected requires a majority vote. In the event a nominee has not received a majority vote, there will be a run-off between the two (2) nominees receiving the highest vote.

## ARTICLE VI

### Duties of Elected Officials

**6.01 Meetings.** It shall be the duty of all Elected Officials and Appointees to attend all General and Executive Board meetings. In the event an Elected Official's personal life or work requirements prevents attendance at meetings, said official may resign, or will be encouraged by the Board to resign their position. Failure to attend two (2) consecutive Executive Board meetings or (2) consecutive General Membership meetings or a combination of two (2) thereof, will give the Executive Board the option to declare that position

vacant. If the position is declared vacant, that position will be filled by election at the next General Membership meeting. Persons subject to such action will be notified in writing of the Board's intentions prior to the declaration of vacancy.

#### **6.02 Elected Officers.**

**A. President.** The President shall preside at General Membership meetings and shall exercise supervision over the affairs and activities of the Club subject to the direction and control of the Executive Board on all matters.

**B. Vice President.** The Vice President shall perform the duties of the President when the President is absent. The Vice President shall obtain a list of all members and guests attending the General Membership meeting and shall ascertain which of the members are eligible to participate in Club business. The Vice President shall keep all membership applications. The Vice President shall ensure that a Quorum of members is present at a General Membership meeting before any voting takes place.

**C. Secretary.** The Secretary shall keep the minutes of all General Membership and Executive Board meetings and be custodian of all Club legal records. The Secretary shall conduct correspondence in the name of the Club as authorized by the President or the Executive Board, forwarding it if a Club member has been delegated to act on it. The Secretary shall keep the records required by RCW 24.03A.210.

**D. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club, receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club to Banks, Trust Companies, or other depositories approved by the Executive Board.

1. The Treasurer shall pay out funds for budgeted expenses as approved by the Trustees and General Membership. Only non-budgeted unanticipated expenses exceeding \$1,000 per year total require approval of the membership after Executive Board approval pursuant to ARTICLE VIII.
2. The signatory thereto shall be the President or the Treasurer or, as directed by either of them as to a specific action, one of the two members of the Finance Committee.
3. If required by the Executive Board, the Treasurer shall acquire a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Executive Board shall determine. Bond fee will be paid by the Club.
4. Failure to acquire bond as directed results in vacation of said office and an immediate duty to account for Club funds and property by said officer(s) to the executive Board or its designee(s) for that purpose.

5. The Treasurer shall maintain a ledger of all transactions and shall, at such time as the Club may direct or the President request, present for examination all ledgers, papers, vouchers, etc., that may be necessary to properly audit the Club's accounts. The Treasurer shall present an annual report of the prior year's transactions at the February Executive Board meeting.
6. The Treasurer shall maintain the dues status of all members.
7. Any member handling money for the Club shall account for it to the Treasurer in a timely manner.
8. Accounting for monies of any Mike and Key event shall be the responsibility of a Club member other than the Club Treasurer.
9. The Treasurer shall serve on the Budget Committee and chair the Finance Committee.
10. The Executive Board may pre-approve candidates who may wish to stand for election as Treasurer in the future. In the event of a vacancy in the office of Treasurer, only candidates approved by the Board may stand for election.

**E. Activities Manager.** The Activities Manager shall be responsible for all Club programs except for those assigned to committees.

**6.03 Trustees.** The Trustees are responsible for contributing to the overall guidance of the Club. The Trustees shall serve in any capacity as deemed necessary by the Chairperson of the Executive Board and/or the President of the Club. The Trustees shall conduct or supervise all nominations and election proceedings. Trustees nominated for the position to be voted on are excluded from that portion of the election and tabulating process. Each Trustee shall serve as liaison to a Standing Committee and report monthly to the Executive Board on the Committee's activity.

#### **6.04 Appointees.**

**Radio Officer.** The Radio Officer shall hold an Extra Class Amateur Radio License. The Radio Officer shall serve as Trustee of the Club Amateur Radio License and all Club equipment. The Radio Officer shall maintain a current inventory and location of said equipment at all times. The Radio Officer shall also be the Registered Agent whose street address is the Registered Office of the Club. The Radio Officer shall transmit the Annual Report to the Washington Secretary of State, signed by an officer listed in Article 6.02 A through D, with the current filing fee, as required by RCW 24.03.395 and 400. The report lists current officers and directors and their addresses. The Club's Postal Box can be used for all addresses other than the Registered Agent's.

- 6.05 Reports.** All Officers are encouraged to submit monthly reports/articles to the Club's monthly Newsletter.

## **ARTICLE VII**

### **Executive Board**

- 7.01 Executive Board.** The affairs of the Mike and Key Amateur Radio Club shall be managed by a Board of Directors, consisting of the five (5) elected Officers, five (5) Trustees and the Radio Officer, to be known as the Executive Board. The Executive Board acts on items of business with the Chairperson of the Executive Board reporting to the membership on the action(s) taken.
- 7.02 Chairperson.** The Chairperson of the Executive Board is elected by the whole Board from the Trustees at the April Board meeting.
- 7.03 Meetings.** The Executive Board shall convene monthly to conduct Club business. The Chairperson of the Executive Board shall select the date, time and place where the meeting shall be held. This meeting information shall be published in the Newsletter and on the website. Inadvertent failure to publish shall not affect the validity of action taken at the meeting.
- 7.04 Special Meetings.** Special meetings of the Executive Board may be called by the Chairperson of the Executive Board or any three (3) Executive Board members. Notice of date, time and place and purpose of any special meetings of the Executive Board shall be given at least two days previously thereto personally. If unable to contact a Board member, written notice will be sent by mail or agreed upon electronic means to said Board member at his/her address of record as to arrive at least twenty four (24) hours prior to the proposed meeting.
- 7.05 Quorum.** There must be a majority present at any Board meeting to conduct business. All have equal voting rights.
- 7.06 Vacancies.** Any vacancy occurring on the Executive Board will be filled at the next General Membership meeting. The Presiding Officer of the Club will hold an election to fill the vacated position. The person elected to fill a vacancy shall be elected for the unexpired term of the predecessor unless the period remaining shall be less than three months, in which case the election shall be for the next full term. The time served in filling the unexpired vacancy does not preclude the member from serving full terms as described in ARTICLE IV, 4.01. Recommendations to fill the office may be made by

the Executive Board and/or membership. Also see ARTICLE 4.01, 5.02, 5.03.

## ARTICLE VIII

### Budget

**8.01 Budget.** A budget of the Club monies for the ensuing year shall be presented to the Executive Board at the Executive Board meeting prior to the December General Membership meeting. When approved by the Executive Board, said budget will be presented to the General Membership, in December, for their approval.

**8.02** The Club's fiscal year shall commence on January 1 of each year. The Executive Board may increase or decrease expenditures in any category and can move budgeted money from one category to another either existing or new category. A two-thirds vote of the Executive Board may authorize total expenditures during a year to equal 110% of the year's total budget. Otherwise, all expenditures must be kept within the limits of the budget. Any proposal made for expenditures in excess of the approved budget shall be referred to the Trustees for consideration, documentation, and recommendation to the membership. The documentation shall become part of the Secretary's records.

## ARTICLE IX

### Committees

**9.01 Committee Appointments.** Committee(s) shall be appointed by the President of the Club as **deemed** necessary.

**9.02 Standing Committees.** Standing Committees are on-going Committees deemed necessary for the operation of the Club. The Standing Committees shall include, but not be limited to, the following;

- A. Technical and Special Interest
- B. Public Service
- C. Education and Training
- D. Membership Committee
- E. Facilities and Publicity.

**9.03 Essential Committees.**

- A. **Audit Committee:** The Audit Committee shall consist of two (2) Trustees and three (3) randomly selected Club Members willing to serve.



This committee shall be appointed by the President and shall be in effect for one calendar year beginning 1 April of each year. This committee shall convene in January of each calendar year for the purpose of conducting a yearly audit of the finances and property belonging to the Mike and Key Amateur Radio Club (other than the Swap Meet accounts) and in June for the audit of the finances related to the Annual Swap Meet. Bank assets shall be confirmed with the bank directly. The committee shall render a report of the findings at times and for such other purposes as the Executive Board may direct. Any member failing to respond to the satisfaction of the Audit Committee to its request for property and/or an accounting shall be reported to the Executive Board, which may take such action as is deemed in the best interest of the Club. The Board action may be reported in the Clubs Newsletter. The Radio Officer's list of Club equipment shall be used by the Audit Committee in placing a current value on all significant items of Club equipment for the use of the Treasurer and the Executive Board.

**B. Awards Committee:** The Awards Committee shall consist of the three (3) most recent recipients of the "Pop Brown" Award who are current members of the Mike and Key Amateur Radio Club and who are willing to serve. This committee shall select the Pop Brown recipient(s) as appropriate, and the Appreciation Award recipient(s) as appropriate. Except the Treasurer, elected Officials shall not be eligible for the "Pop Brown" Award during their term of office. The recipient of the "Pop Brown" Award who has held the Award the longest will be the chairperson.

**C. Finance Committee:** The Finance Committee shall consist of member(s) who are selected by the Treasurer and approved by the Executive Board to assist the Treasurer.

**D. Strategic Planning:** Responsible for long-range (5yrs and above) and short term high-level organizational planning for the Club as a whole. Develop the Club vision, mission, goals, and objectives that complement the Constitution and Bylaws. Track and report Club performance towards established goals and objectives. Provide recommendations toward maintaining established Club direction. Provide limited process analysis and reporting support for other committees and subgroups.

**9.04 Committee Chairperson.** A Committee Chairperson shall be elected for each committee by the members of the committee. This Chairperson will make timely progress reports to the General Membership and submit a report to be published in the Newsletter.

## ARTICLE X

### Official Newsletter

- 10.01 Newsletter.** The K7LED RELAY, as published, is the official publication for notification to members of news, business and events within the Club.

## **ARTICLE XI**

### **Amendments**

- 11.01 Amendments.** Amendments to these Bylaws may be proposed, in writing, signed by three active members, and delivered to the Executive Board. The Executive Board shall have a reasonable opportunity to review and discuss the proposed amendment, which may include submitting the proposal for review to a Bylaws Committee. The Executive Board, after reasonable discussion, must vote on amendments submitted under this section. If the proposed amendment is not approved by a majority of the Executive Board, the proposing members shall be notified of the adverse decision. Members proposing an amendment that is not approved by the Board have the right to appeal the decision to the membership. Appeal is initiated by providing notice of appeal in writing and signed by all the proposing members to the President and Chairperson of the Board. Any such appeal must be submitted to the General Membership for discussion and be voted on for approval. At least twenty days prior notice in writing shall be provided to the Membership of the proposed amendment and appeal. The notice shall include the proposed amendment, the names of the members making the proposal, and the recommendation of the Board. Notices provided under this section are adequate if published in the Club Newsletter.
- 11.02** The Executive Board has full authority, acting on its own to initiate and recommend Bylaw amendments. All proposed amendments recommended by the Executive Board shall be submitted in writing to the Membership at least twenty days prior to the General Membership meeting in which the amendment is considered. Notice is sufficient if published in the Newsletter. A vote of two thirds of the membership present at the meeting, after proper notice, shall be required for approval of a Bylaw amendment.
- 11.03** The above procedure shall also be followed for adopting amendments to the Articles of Incorporation, except that, following the two-thirds of membership present vote, the amendments are deemed “adopted“ and the Amended Articles must be executed and filed as provided in RCW 24.03.165 through 183.
- 11.04** It is the specific intent of this section that amendments may be considered and adopted only after careful consideration and discussion within the Club, and only after formal written notice of the proposal is provided to all members.
- 11.05** Amendments to these Bylaws which do not materially affect a member or class of members are not "fundamental transactions" within the meaning of RCW 24.03A.010(C)(31).

**Note: These Articles of Incorporation and Bylaws were approved by a vote of the membership February 19, 2022.**