



BYLAWS

CLINTON AMATEUR RADIO CLUB LLC

BYLAWS OF CLINTON AMATEUR RADIO CLUB LLC

These Bylaws establish the internal governance practices of Clinton Amateur Radio Club LLC (the "Club"). They are intended to work together with the Club's articles of organization, operating agreement, applicable law, and any duly adopted policies. If a conflict exists, applicable law and the Club's controlling formation or operating documents govern.

ARTICLE I - NAME, STATUS, AND PURPOSES

Section 1. Name and Status

The name of the organization is Clinton Amateur Radio Club LLC. The Club is a limited liability company organized under the laws of the state identified in its articles of organization.

Membership in the Club for activity, voting, or dues purposes does not by itself create an ownership, equity, profit-sharing, or statutory membership interest in the LLC. Any legal ownership or statutory membership interest must be established separately under the operating agreement and applicable law.

Section 2. Purposes

The Club is organized to advance the amateur radio service and related lawful communications activities. Its purposes include:

- A. Promoting interest, education, licensing, technical skill, experimentation, and public awareness in amateur radio and lawful General Mobile Radio Service activities.
- B. Providing communications support, training, preparedness, and public-service assistance when requested and legally authorized.
- C. Operating and maintaining repeaters, stations, equipment, digital systems, and other communications resources for the benefit of the Club and community.
- D. Encouraging fellowship, ethical operating practices, emergency readiness, mentoring, and cooperation among radio operators.

Section 3. Principal Office and Official Address

The Executive Board shall designate and maintain the Club's principal office, registered agent information, mailing address, and official electronic contact information, and shall keep all required filings current.

ARTICLE II - MEMBERSHIP

Section 1. Classes

- E. Full Member. An individual admitted by the Club who is in good standing and holds a valid amateur radio license, unless the Executive Board waives the license requirement for a person actively pursuing licensure. Full Members may vote and hold elected office.

- F. Associate Member. An individual interested in the Club's purposes who is admitted by the Club. Associate Members may participate in activities but may not vote or hold elected office unless reclassified as Full Members.
- G. Family Membership. A dues arrangement for eligible individuals residing in the same household. Each person must be identified on the membership record; voting rights are determined individually by membership class.
- H. Life Member. An individual granted or purchasing Life Membership under Article VI. A Life Member has the rights of the membership class for which the individual otherwise qualifies.
- I. Honorary Member. An individual recognized by the Executive Board for exceptional service. Honorary status does not confer voting or office-holding rights unless the person is also a Full Member.

Section 2. Admission and Records

Applicants shall submit the information required by the Executive Board and pay applicable dues. The Secretary shall maintain an accurate membership roster, including each member's name, contact information, call sign if any, membership class, voting status, dues status, and application or consent record.

Section 3. Good Standing

A member is in good standing when the member is current in dues, complies with these Bylaws and duly adopted policies, and is not under suspension. Only Full Members in good standing may vote or hold elected office.

Section 4. Resignation, Suspension, and Termination

A member may resign at any time. The Executive Board may suspend or terminate membership for nonpayment of dues, material violation of Club rules, unlawful or unsafe conduct connected with Club activities, misuse of Club property, or conduct materially harmful to the Club. Except for automatic lapse for unpaid dues, the member shall receive notice of the grounds and a reasonable opportunity to respond before final action. Termination requires a two-thirds vote of the disinterested Executive Board members present.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 1. Regular and Annual Meetings

The Club shall hold regular General Membership meetings on a schedule adopted and announced by the Executive Board. The November General Membership meeting shall serve as the annual election meeting unless the Executive Board designates another duly noticed date.

Section 2. Special Meetings

A special meeting may be called by the President, by a majority of the Executive Board, or by written request of at least twenty percent of the Full Members in good standing. The notice shall state the purpose of the meeting, and business shall be limited to that purpose unless all voting members present consent to additional business.

Section 3. Notice

Notice of a regular meeting should be provided at least seven days in advance. Notice of a special meeting shall be provided at least forty-eight hours in advance unless an emergency affecting safety, property, or essential communications makes shorter notice reasonable. Notice may be provided by email, website posting, newsletter, net announcement, or another method reasonably calculated to reach the membership.

Section 4. Quorum

A quorum for a membership meeting is twenty percent of the Full Members in good standing, but never fewer than three Full Members. If the Club has fewer than three Full Members, all Full Members constitute a quorum. Once established, a quorum is not lost solely because members leave the meeting.

Section 5. Participation and Procedure

Meetings may be held in person, electronically, or in a hybrid format if participants can reasonably hear or read the proceedings and vote securely. The presiding officer shall use fair and orderly procedure. Robert's Rules of Order Newly Revised may be used as a guide when consistent with these Bylaws, but technical defects in parliamentary procedure do not invalidate otherwise lawful action.

ARTICLE IV - EXECUTIVE BOARD AND OFFICERS

Section 1. Composition and Authority

The Club shall be governed between General Membership meetings by an Executive Board consisting of four elected officers - President, Vice President, Secretary, and Treasurer - and one Member at Large selected under Section 7. The Board manages the Club's affairs subject to applicable law, controlling LLC documents, these Bylaws, and decisions reserved to the Full Members.

Section 2. President

The President shall preside over Executive Board and General Membership meetings; promote orderly conduct of business; coordinate Club operations; ensure required organizational filings are current; and perform other duties assigned by these Bylaws or the Board.

Section 3. Vice President

The Vice President shall assist the President, act as President when the President is absent or unable to serve, participate ex officio on committees, and coordinate public relations, bulletins, and announcements unless those responsibilities are assigned elsewhere.

Section 4. Secretary

The Secretary is the official recorder and custodian of nonfinancial records. The Secretary shall prepare or preserve meeting minutes, notices, membership records, official correspondence, governing documents, and records of motions and assignments. The Secretary shall prepare proposed meeting agendas with the President.

Section 5. Treasurer

The Treasurer shall receive, safeguard, deposit, disburse, and account for Club funds; maintain complete financial records and supporting receipts; provide reports requested by the Board and periodic reports to the membership; reconcile accounts; and provide the Secretary with current dues-status information.

Section 6. Separation or Consolidation of Offices

No person may hold more than one elected office at the same time, except temporarily during a vacancy for no more than ninety days. The offices of President and Treasurer may never be held by the same person.

Section 7. Member at Large

At the first regular membership meeting of each calendar year, the Executive Board shall nominate one Full Member in good standing to serve as Member at Large. Appointment requires approval by two-thirds of the Full Members present. If the nominee is not approved, nominations may be taken from the floor and the membership shall select a qualified candidate. The Member at Large represents the needs of the general membership, may substitute for an absent Board member, and serves as a fifth vote to avoid deadlock.

Section 8. Board Meetings and Quorum

The Board shall meet as needed. A majority of the filled Board positions constitutes a quorum. Board action requires a majority vote of Board members present unless these Bylaws require a greater vote. Board members may participate electronically. The Board may act without a meeting only by unanimous written consent, which shall be filed with the minutes.

Section 9. Compensation

Officers and Board members serve without compensation for their governance service, but may receive reimbursement for documented, authorized expenses and reasonable compensation for separately contracted services when approved in advance by disinterested decision-makers under the conflict-of-interest policy.

ARTICLE V - ELECTIONS, TERMS, VACANCIES, AND REMOVAL

Section 1. Terms

Elected officers serve two-year terms beginning January 1 following election and ending December 31 of the second year. Elections for President, Vice President, Secretary, and Treasurer shall be held in odd-numbered calendar years. Officers may be reelected without a term limit.

Section 2. Nominations

The Secretary shall announce the election at least sixty days before voting. Nominations open at the September General Membership meeting and close ten days before the November election meeting, unless the Board adopts and announces a substantially similar schedule. Nominations may be submitted from the floor, electronically, by mail, or in a sealed written submission. A nominee must consent and be a Full Member in good standing throughout the term. A person may accept nomination for only one elected office in an election.

Section 3. Election Officials and Ballots

The Board shall appoint at least two Full Members who are not candidates to serve as election officials. Voting shall be by secret ballot. Secure electronic and absentee voting may be used if procedures protect ballot secrecy, prevent duplicate voting, preserve an auditable count, and close before the in-person tally. Members voting electronically or by absentee ballot may not vote again in person.

Section 4. Election Results

The candidate receiving a majority of valid votes cast for an office is elected. If no candidate receives a majority, a runoff shall be held between the two candidates receiving the most votes. Offices shall be elected in this order: President, Vice President, Secretary, and Treasurer. Election officials shall certify and report the results for inclusion in the minutes.

Section 5. Vacancies and Temporary Assistants

The Board may fill a vacancy by appointment until the next General Membership meeting, when a majority of Full Members present shall confirm the appointment or elect another qualified person to complete the term. When the Secretary or Treasurer is temporarily unavailable, the President may appoint an Assistant Secretary or Assistant Treasurer with Board concurrence. An assistant is not a Board member unless separately appointed to fill a vacancy.

Section 6. Resignation and Removal

An officer may resign by written notice. An elected officer may be removed for material neglect of duty, misconduct, loss of eligibility, or conduct materially harmful to the Club by a two-thirds vote of the Full Members present at a duly noticed meeting, provided the notice identifies the proposed removal and the officer has a reasonable opportunity to respond. The Board may suspend an officer from duties pending that meeting by a two-thirds vote of the disinterested Board members.

ARTICLE VI - DUES AND FEES

Section 1. Annual Dues

Full and Associate Members shall pay annual dues for the January 1 through December 31 membership year. Dues are payable in advance. Family dues arrangements may be offered for qualifying household members. The Executive Board shall recommend rates, which become effective upon approval by two-thirds of the Full Members present at a General Membership meeting. Initial dues may be prorated for full calendar months remaining in the year.

Section 2. Life Membership

The Club may offer Life Membership at a rate equal to twenty times the then-current individual annual dues, unless the membership approves another rate. Eligible household family Life Memberships may be offered at fifty percent of that rate when purchased at the same time. A Life Membership is personal, nontransferable, and nonrefundable after thirty days, except as required by law. The Board may approve installment payments not exceeding six months and may confer complimentary Life Membership for exceptional service with two-thirds membership approval.

Section 3. Hardship and Waiver

The Board may confidentially waive or reduce dues for financial hardship, youth participation, public-service partnership, or another reason consistent with the Club's purposes. A waiver does not create a precedent or entitlement.

ARTICLE VII - COMMITTEES AND APPOINTED ROLES

Section 1. Creation and Appointment

The President, with Board concurrence, may establish standing or special committees and appoint their chairpersons and members. The President is an ex officio member of each committee. A committee may be dissolved when its work is complete or when the Board determines it is no longer needed.

Section 2. Repeater and Technical Committee

The President may appoint a Repeater and Technical Committee to oversee Club repeaters, stations, frequencies, access controls, maintenance, site relationships, technical standards, and lawful operating practices. The chairperson shall select qualified committee participants subject to Board approval.

Section 3. Coordinated Responsibilities

The Vice President and Treasurer should coordinate Club inventory; the Secretary and Treasurer should coordinate membership and dues records; and the Secretary, Public Information Officer, Webmaster, or other appointed communications roles should coordinate public relations and media. No committee may bind the Club to a contract or expenditure unless the Board expressly authorizes it.

ARTICLE VIII - FINANCES, PROPERTY, AND CONTROLS

Section 1. Use and Custody of Funds

Club funds and property shall be used only for lawful Club purposes and in accordance with donor restrictions, member approvals, the operating agreement, and these Bylaws. The Treasurer is the primary custodian of financial records, but all officers share responsibility for protecting Club assets.

Section 2. Authorizations

- J. The President may authorize routine Club expenses up to fifty dollars per month in total without prior Board approval, provided the expenditure is reported at the next Board meeting.
- K. An expenditure over one hundred dollars requires approval by a majority of the Executive Board before commitment or payment.
- L. A check, debit-card transaction, electronic transfer, or commitment over two hundred fifty dollars requires approval by two officers, one of whom should be the Treasurer, President, or Vice President.
- M. An expenditure over one thousand dollars that was not included in a membership-approved annual budget requires approval by two-thirds of the Full Members present at a duly noticed General Membership meeting.

Section 3. Accounts and Signers

Financial accounts shall be held in the Club's legal name at an insured financial institution. The Board shall designate authorized signers and shall promptly remove former officers. Club funds shall not be commingled with personal funds. Cash on hand should be minimized and shall be documented and reconciled.

Section 4. Budget and Reports

The Board should prepare an annual operating budget for presentation to the membership. The Treasurer shall report receipts, disbursements, account balances, liabilities, and material commitments at least quarterly and at the annual meeting.

Section 5. Annual Financial Review

An internal financial review shall be completed at least annually and whenever the Treasurer changes. The reviewer shall not be a current signer on the accounts or a person who performed the transactions being reviewed. The review shall examine documentation, account reconciliations, cash, liabilities, payments, and an inventory of material Club property. A written report shall be presented at the next General Membership meeting.

Section 6. Contracts and Property

Only a person authorized by the Board may sign a contract, lease, site agreement, grant, loan, or other binding instrument for the Club. Title to Club property shall be held in the Club's legal name whenever practical. The Club shall maintain an inventory of material equipment and access credentials.

ARTICLE IX - INSURANCE, SAFETY, AND COMPLIANCE

Section 1. Insurance

The Club should maintain liability insurance with limits of at least one million dollars per occurrence and two million dollars in the aggregate, or such other limits as the Board determines are reasonably available and appropriate. The Board shall periodically review coverage for property, equipment, officers, volunteers, events, and repeater sites.

Section 2. Legal and Regulatory Compliance

The Club and its participants shall comply with applicable Federal Communications Commission rules, licensing requirements, site agreements, privacy and safety laws, and other legal obligations. No Club authorization permits a person to operate beyond the privileges of that person's license or contrary to law.

Section 3. Emergency and Public-Service Activities

Emergency, training, and public-service communications shall be conducted under qualified leadership, within license privileges, and in coordination with served agencies when applicable. Participation is voluntary unless separately agreed, and safety takes priority over equipment or operations.

ARTICLE X - TAX AND OPERATIONAL LIMITATIONS

Section 1. Private Benefit and Compensation

No part of the Club's net earnings shall improperly benefit or be distributed to an officer, director, Club member, statutory LLC member, or other private person. The Club may pay reasonable compensation for services actually rendered and reimburse authorized expenses when approved by disinterested decision-makers and properly documented.

Section 2. Tax-Exempt Activities

If and for so long as the Club is recognized as exempt from federal income tax under Section 501(c)(3) or another provision of the Internal Revenue Code, the Club shall not carry on activities prohibited to an organization described in that provision, and contributions shall be represented as tax-deductible only when legally permitted.

Section 3. Political and Lobbying Activity

If subject to Section 501(c)(3), the Club shall not participate or intervene in a political campaign for or against a candidate for public office, and no substantial part of its activities shall consist of attempting to influence legislation. Nothing in this section prohibits lawful, nonpartisan education concerning radio policy, emergency communications, or community issues.

Section 4. Annual Obligations

The Board shall ensure timely payment or filing of known obligations, which may include registered-agent and state reports, tax returns or notices, post office box fees, insurance, domain and hosting fees, electricity, site rent, property taxes, and licensing or coordination costs.

ARTICLE XI - RECOGNITION, GIFTS, AND DONATIONS

Section 1. Recognition

The Executive Board may present citations, letters of appreciation, awards, or other recognition to individuals or organizations that make significant contributions to the Club, amateur radio, lawful community communications, or public service.

Section 2. Gifts and Donations

The Club may accept lawful gifts, grants, equipment, door prizes, and donations that are consistent with its purposes and do not impose unreasonable restrictions or liabilities. Restricted gifts shall be used in accordance with their restrictions. The Board may decline a gift that would create excessive cost, risk, conflict, or mission drift.

ARTICLE XII - RECORDS, NOTICES, AND CONFIDENTIALITY

Section 1. Records

The Club shall maintain its governing documents, minutes, membership roster, material contracts, tax and regulatory filings, financial statements, supporting financial records, insurance policies, property inventory, and other records required by law. Records may be maintained electronically with reasonable backup and access controls.

Section 2. Member Inspection

A Full Member in good standing may inspect nonconfidential Club records for a proper Club-related purpose upon reasonable written request. The Board may protect personal information, security credentials, privileged communications, donor restrictions, personnel matters, and records whose disclosure would violate law or a contract.

Section 3. Electronic Communications

Electronic signatures, notices, consents, ballots, and records may be used to the extent permitted by law and these Bylaws. The Secretary shall preserve material electronic approvals and certified election results with the minutes.

ARTICLE XIII - CONFLICTS OF INTEREST

Section 1. Policy

The Conflict of Interest Policy in Appendix A is adopted as part of these Bylaws. The Executive Board may adopt additional disclosure forms and procedures consistent with that policy.

Section 2. Annual Disclosure

Each Board member, officer, committee chair, account signer, and person with delegated contracting authority should complete an annual conflict-of-interest disclosure and promptly update it when circumstances materially change.

ARTICLE XIV - INDEMNIFICATION AND LIMITATION OF AUTHORITY

Section 1. Indemnification

To the fullest extent permitted by applicable law and the Club's controlling LLC documents, the Club may indemnify a current or former officer, Board member, committee member, employee, or authorized volunteer for liabilities and reasonable expenses arising from good-faith service to the Club. Indemnification does not apply to fraud, willful misconduct, knowing violation of law, improper personal benefit, or actions outside authorized duties.

Section 2. No Individual Authority

No member, officer, Board member, committee, or volunteer may represent that the Club is bound by a statement, contract, debt, or commitment without authority granted by law, the operating agreement, these Bylaws, or an Executive Board resolution.

ARTICLE XV - AMENDMENTS, INTERPRETATION, AND DISSOLUTION

Section 1. Amendments

These Bylaws may be amended or repealed, and new bylaws adopted, by a two-thirds vote of the Full Members present at a duly noticed meeting with a quorum. The proposed text or a fair summary shall be provided at least fourteen days before the vote. An amendment affecting legal ownership, management rights reserved by the operating agreement, or dissolution also requires any approval required by the operating agreement or applicable law.

Section 2. Interpretation and Severability

The Executive Board may interpret these Bylaws between membership meetings, subject to review by the Full Members. If a provision is held invalid or unenforceable, the remaining provisions remain effective to the greatest extent permitted by law.

Section 3. Dissolution

Dissolution shall occur only as authorized by applicable law and the Club's controlling LLC documents. After payment or provision for liabilities, remaining assets shall be distributed as required by those documents and law. If the Club is then recognized under Section 501(c)(3), remaining charitable assets shall be distributed only to one or more organizations then qualifying under Section 501(c)(3), or to a federal, state, or local government for a public purpose, and shall not be distributed to private individuals except for lawful debts or reimbursements.

APPENDIX A - CONFLICT OF INTEREST POLICY

Section 1. Purpose

This policy protects the Club when it considers a transaction or arrangement that may benefit the private interest of an officer, Board member, statutory LLC member, committee member with delegated authority, or other decision-maker, or that may result in an excess benefit transaction. It supplements applicable law and the Club's controlling documents.

Section 2. Definitions

- N. Interested Person. A person with governing, delegated, contracting, financial, or decision-making authority who has a direct or indirect financial interest in a matter before the Club.
- O. Financial Interest. An ownership or investment interest in an entity involved in a transaction with the Club; a compensation arrangement with the Club or such an entity or person; or a potential ownership, investment, or compensation arrangement connected to a matter the Club is considering. Compensation includes direct and indirect remuneration and more than insubstantial gifts or favors.
- P. Conflict of Interest. A financial or personal interest is not automatically a conflict. A conflict exists when the disinterested Board or committee members determine that the interest could reasonably impair independent judgment or cause the transaction to favor private interests over the Club's interests.

Section 3. Duty to Disclose

An interested person shall promptly disclose the existence and nature of an actual or possible conflict and all material facts to the Board or committee considering the matter. Disclosure shall occur before deliberation or action.

Section 4. Determining Whether a Conflict Exists

After disclosure and any questions, the interested person shall leave the meeting while the disinterested decision-makers discuss and vote on whether a conflict exists. The minutes shall record the disclosure, the person's departure and return, and the determination.

Section 5. Procedures for Addressing a Conflict

- Q. The interested person may make a factual presentation but shall not participate in deliberation or voting on the transaction or arrangement.
- R. The chair may appoint a disinterested person or committee to investigate alternatives.
- S. After due diligence, the disinterested decision-makers shall determine whether the Club can reasonably obtain a more advantageous arrangement that would not create a conflict.
- T. If no reasonably available conflict-free alternative is more advantageous, the disinterested decision-makers may approve the matter only by majority vote after finding that it is fair,

reasonable, in the Club's best interests, and consistent with its purposes. The basis for the decision shall be recorded in the minutes.

Section 6. Violations

If the Board or committee has reasonable cause to believe a person failed to disclose an actual or possible conflict, it shall inform the person of the basis for that belief and provide an opportunity to explain. After further investigation as warranted, the disinterested decision-makers may take appropriate corrective or disciplinary action.

Section 7. Records

Minutes involving a conflict shall identify the interested person, the nature of the interest, material alternatives considered, persons present for discussion and voting, the vote taken, and the basis for the decision. Related disclosures and supporting documentation shall be retained with the Club's records.

ADOPTION OF BYLAWS

The undersigned certify that these Bylaws, including Appendix A, were adopted in accordance with the Club's controlling documents and applicable law by the authorized decision-makers on the date stated below.

President - Signature and Printed Name Date

Vice President - Signature and Printed Name Date

Secretary - Signature and Printed Name Date

Treasurer - Signature and Printed Name Date

Member at Large - Signature and Printed Name Date

Authorized LLC Member/Manager (if required) - Signature and Printed Name Date

Adoption method: ☐ Membership vote ☐ Board resolution ☐ Written consent ☐ Other: _____