BYLAWS
OF
PORT LUDLOW AMATEUR RADIO CLUB

ARTICLE I
NAME AND PRINCIPAL OFFICE

1. The name of the Corporation shall be:
PORT LUDLOW AMATEUR RADIO CLUB

And is hereinafter referred to as the "Club". The principal office of the Club shall be located in Port Ludlow, Washington. The Club may have such other offices at other locations as the Board of Directors may determine desirable.

ARTICLE II
PURPOSES

1. The purposes for which the Club is formed are to further information exchange and cooperation between members, to promote radio knowledge, fraternal-ism and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

2. The Club is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Club is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Nonprofit Corporation Act of the State of Washington.

3. The purposes of the Club are promoted through and are governed and qualified by the basic policies set forth below in Article III

4. The club may sponsor and maintain repeaters or other amateur stations.

ARTICLE III
BASIC POLICIES

The following are basic policies of the Club:

1. The Club shall be non-commercial, non-sectarian, and nonpartisan.

2. The name of the Club or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Club.

ARTICLE IV
MEMBERSHIP

1. Any individual who has an interest in any aspect of the Amateur Radio Service as described in the Federal Communication Commission Rules, Part 97, and who subscribes to the purposes and basic policies of the Club may become a member of the Club subject only to compliance with the provisions of the Bylaws.
Membership in the Club shall be available without regard to race, color, creed, sex or national origin.

2. Honorary membership is granted to individuals nominated and elected by the Board of Directors by unanimous vote. Honorary members do not pay dues. Honorary membership shall be granted for the life of the member unless revoked by a majority vote of the Board of Directors.

3. Paying the current fiscal year dues, prorated quarterly, shall establish an Individual or Family Membership.

4. Only those members who have established membership and are not in arrears in dues or approved assessments shall be considered in good standing and eligible to participate in business meetings, or to serve in any elective or appointive positions.

5. Each member in good standing, including Honorary members, shall be entitled to one vote on each matter that is submitted to a vote of members, except as modified by Article V, par. 3 below. No member may acquire any interest, which will entitle him to a greater vote than any other member. Members may vote in person or by proxy. Votes by proxy shall be executed in writing by the member. No proxy shall be valid for more than eleven months from the date of its execution unless specified in the proxy.

ARTICLE V
DUES

1. The annual dues shall be established by the Board of Directors.

2. Dues are payable on a fiscal year basis, from October 1 to September 30, and are due at the beginning of each fiscal year.

3. Where a member has more than one adult licensed amateur radio operator living at the same residence, membership in the Club is a Family membership. Each adult licensed amateur radio family member is entitled to one vote not to exceed two votes per Family Membership. For the purpose of this paragraph an adult is 18 years of age or older.

ARTICLE VI
DIRECTORS

1. Number of Directors. The property, affairs, activities, and concerns of the club as specified in these Bylaws shall be vested in a board of seven directors. Directors shall serve for a period of one year and until their successors have been elected and qualified. The board of directors shall be composed of the President, the Vice President, the Secretary-Treasurer and four Directors-at-Large. The most recent Past President, shall serve as the fourth Director- at Large. Board members shall be elected by the membership. In the event the Past President is unable to serve as a Director-at-Large the position will be filled by vote of the Membership. The number of directors may be increased or decreased by amendment of these Bylaws

2. Duties of Directors. The Board of Directors may:

(a) hold meetings at such times and places as it deems proper;

(b) appoint committees on particular subjects from the members of the Board, or from the membership;

(c) audit bills and disburse the funds of the corporation as authorized by these Bylaws;

(d) print and circulate documents and publish articles;

(e) carry on correspondence and communicate with other associations; and

(f) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Club and to best protect the interest and welfare of the members.

3. Meetings of the Board. Regular meetings of the Board of Directors shall be held to coincide with the Regular Membership meetings on the second Wednesday of each even numbered month or on such schedule as shall be established by the Board of Directors. The President may, when he deem s it necessary, or the Secretary shall, at the request of a majority of the Board, issue a call for a special meeting of the Board. Not less than 3 days written or oral notice shall be given for special meetings, provided notice is waived by attendance. All Board meetings are open for members to attend if desired.

4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of Board business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a date certain.

ARTICLE VII
OFFICERS AND THEIR DUTIES

1. Officers. The Officers of the Club shall consist of a President, a Vice President, and a Secretary-Treasurer.

2. Duties of Officers.

(a) Each officer should attend the regular membership meetings and the Board of Directors meetings. If unable to attend they shall delegate their duties, if possible.

(b) Each officer shall perform the duties as generally described in Robert's Rules in addition to those outlined in these Bylaws and those assigned from time to time.

(c) Each officer shall deliver to his or her successor all official material not later than ten days following the election of their successors.

3. Duties of Individual Officers.

(a) [President] The President shall preside at all meetings of the Club and of the Board of Directors at which he may be present. He shall perform such other duties as may be prescribed by these Bylaws or assigned to him by the Club or by the Board; he shall coordinate the work of the officers and committees of the Club in order that its purposes may be promoted and shall sign, with any other officers or persons authorized by the Board, any Club instruments except in cases where the signing and executions thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Club as required by law to be otherwise signed or executed. He shall represent the Club as appropriate to the public and perform such other duties as are generally performed by a club president.

(b) [Vice President] The Vice President shall act as aide to the President and shall assume the duties of the President in the absence or inability of that officer to act. He will also be the prime person to promote membership and attendance of the meetings. He will additionally represent amateur radio to the public and shall keep abreast of Club activities and perform such other duties as requested by the President or the Board of Directors.

(c) [Secretary-Treasurer] The Secretary shall record the minutes of all meetings of the Club and the Board of Directors, such records to include time, date, location and in the case of Board of Directors meetings, attendees, motions made, key points of discussions, and the result of all voting. He shall conduct Club correspondence as required and maintain files for easy reference.

The Secretary-Treasurer shall have control of all of the funds of the Club, and shall keep a full and accurate account of receipts, and expenditures, and the dues status of all members; and shall make disbursements in accordance with the approved budget or as authorized by the Club, the Board of Directors, or a special committee approved by the Board of Directors. The Board of Directors at their The Board of Directors at their discretion may appoint a bookkeeper to assist the Secretary – Treasurer. The Treasurer shall present a financial statement at each regular membership meeting and at Board of Director s meetings and shall make a full report at the last meeting of the fiscal year. He or she shall publish a roster of members and their dues status on a periodic basis as determined by the Board of Directors. The Secretary-Treasurer, in conjunction with another member of the Board as determined by the Board, shall maintain an account at a local bank for the purpose of holding and disbursing funds. Except as provided by Administrative Provisions, paragraph 3, he or she shall only pay obligations approved by the Board of Directors. The Secretary-Treasurer's Annual Report of accounts shall be examined by the sitting President for correctness at the end of the fiscal year, who will sign a statement of fact at the end of the report. This will be made available for any Member in Good Standing to review at the October Meeting, or upon request with notice given.

The Secretary-Treasurer may be referred to as Secretary-Treasurer or as Secretary or as Treasurer as deemed appropriate.

ARTICLE VIII
ELECTION OF OFFICERS AND DIRECTORS-AT-LARGE

1. Election. (a) Director/Officers of the Club and the Directors at large shall be elected by ballot at the annual meeting of the membership each year. See article X.I.

(b) There shall be a nominating committee composed of three non-director members, selected by the Board of Directors from the membership at the June membership meeting each year. . The nominating committee shall nominate at least one eligible person for each office and the Directors-At-Large position.

(c) Nominations can also be made by any member in good standing at the election meeting providing the nominee meets the criteria in sub-paragraph, (d) below.

(d) No member's name shall be placed in nomination unless said nominee has been a member of the Club in good standing for a period of no less than one year and agrees to serve in the respective offices or position for which they are being nominated.

(e) A simple majority of the members (in good standing) attending a regular membership meeting with a quorum present shall be sufficient to elect an officer or Director-At-Large.

(f) If there is but one nominee for any office or position, it shall be in order to move that the Secretary-Treasurer cast the elective ballot of the Club for the nominee.

(g) Officers and the Directors-At-Large shall be installed immediately upon election and shall serve for a term of one year until the installation of their successors.

2. Vacancies. In the event of a vacancy during the term of service of an officer or the Director-At-Large, nominations and election of a replacement shall take place at the next regular membership meeting.

3. Replacement. Any officer or Director-At-Large who fails to meet the duties of the office or position to which elected may be removed.

(a) Attendance and furnishing required reports are considered prime requirements in performance of duty. Any officer or Director At Large who misses two consecutive board or two consecutive general meetings or fails to furnish required reports at two consecutive meetings shall be referred to the Board. The Board shall inquire and determine if the Officer or Director-at- Large is able and willing to fulfill their duties in the future or considered to have resigned and subject to replacement, pursuant to paragraph 2 above .

(b) Removal of an officer or Director for other reasons than stipulated in paragraph 3a above may be accomplished in the same manner as is required to amend these Bylaws as set forth in Article XIII.

ARTICLE IX
COORDINATORS AND COMMITTEES

1. Coordinators for various ongoing Club functions may be appointed by the Board of Directors who will define the duties thereof. The following are typical coordinators that may be appointed.

(a) Club Property Coordinator
(b) Training Coordinator
(c) Outgoing QSL Coordinator
(d) ARRL Liaison Coordinator
(e) "Elmer" Coordinator
(f) Communications Coordinator

2. Committees and their chairmen shall be appointed to handle certain activities and functions by the Board of Director's as deemed necessary to promote the purposes and carry on the work of the Club.

(a) The term for each committee will be to project completion or at a maximum to the end of the current Board of Director s' terms.

(b) Typical committee activities are: Interference, repeater, Budget and Audit, Field Day, Special meetings programs, Swap meets and Auctions, and School Programs.

(c) The President shall be a member officiate of a ll committee except the nominating committee.

ARTICLE X
MEETINGS

1. The annual membership meeting of the Club shall be held on the second Wednesday of October each year at a time and place determined by the Board of Directors, notice of which shall be mailed or delivered to members or placed in a club news letter or placed on the club web page not less than ten or more than fifty days before the date of the meeting.

2. Regular membership meetings shall be held on the second Wednesday of each even numbered month, excluding August. Meetings will be held in conjunction with weekly luncheons held in or near Port Ludlow, WA, which meetings shall require no further notice.

3. All meetings are open to all members and interested parties to attend.

4. The rules of parliamentary procedure shall be those included in Robert's Rules of Order.

5. Each regular membership meeting shall include a business meeting portion. Such business portion shall include as a minimum the following agenda items:

(a) A reading by the Club Secretary-Treasurer of the minutes of the last membership meeting.

(b) An Officer present at Membership Meetings shall certify a quorum is present.

(c) A report by the Club Secretary-Treasurer indicating receipts, expenditures, and the current treasury balance or in the event the meeting is held in a public venue the Secretary – Treasurer will have reports available for members in good standing to view.

(d) A summary or reading of the minutes of Board of Director's meetings held since the last membership meeting.

6. One tenth of the members in good standing shall constitute quorum for normal club voting requirement.

7. Special meetings of the membership may be called by the President or by the Board of Directors or by any five members in good standing. Notification of the time, date, place and purpose shall be given in the same matter as set forth in section of this article XIII for the annual membership meeting.

ARTICLE XI
ACTION WITHOUT A MEETING

Any action required by the Bylaws, the Articles of Incorporation, or the laws of the State of Washington to be taken at a meeting of the Directors of the Club, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if consent, in writing, setting forth the action to be taken, shall be signed by all of the Directors.

ARTICLE XII
ADMINISTRATIVE PROVISIONS

1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of October and end on the last day of September each year.

2. Monetary Loans Prohibited. No monetary loan shall be made by the Club to any Member.

3. Expenditures.

(a) All expenditures and disbursements of funds shall be made by or through the Secretary-Treasurer. The Secretary – Treasurer has the responsibility and authority to promptly pay all Club expenses previously approved by the Board of Directors via a budget or individually.

(b) Any expenditure exceeding one hundred and fifty dollars ($150.00) must have prior approval of the Board of Directors.

(c) Members may be reimbursed for expenses incurred on behalf of the Club upon presentation of itemized bills and receipts to the Secretary – Treasurer after having received prior approval of the Board of Directors.

4. Publications. The Club shall publish the following for distribution on request to members in good standing: Club Articles of Incorporation, Club Bylaws, and Membership Rosters.

5. Rules of Procedure. The rules of procedure at meetings of the Board of Directors and members of the Club shall be the rule s contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Directors.

6. Gender. All references in these Bylaws that refer to one gender shall be deemed to include the other.

ARTICLE XIII
AMENDMENTS

1. The Board of Directors, or four members in good standing, may petition for amendment of these Bylaws by submitting the proposed amendments, in writing, to the Secretary at a regular members' meeting or at a special membership meeting called for that purpose.