

## **BYLAWS**

### **Basin Amateur Radio Club, Inc**

#### **Article I – Name of Corporation**

The name of this non-profit corporation is the Basin Amateur Radio Club, Inc. (aka BARC).

#### **Article II – Purposes and Limitations**

**General Purposes:** The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

**Specific Purposes:** BARC is organized with the specific purpose of supporting and promoting amateur radio activities in all ways from training and licensing to public service, as well as to encourage proper operation of equipment in accordance with the regulations of the Federal Communications Commission.

**Limitation On Private Inurement:** The property of the corporation is irrevocably dedicated to non-profit purposes. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and/or make payments and distributions in furtherance of the purpose of the corporation.

**Limitation On Political Activities:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Limitation Upon Dissolution:** Upon 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 shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Other Limitations:** Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article III - Membership**

1. Membership of the Basin Amateur Radio Club, Inc., (BARC) is open to all individuals who have an interest in amateur radio communications.

2. Term of membership shall be a 12-month calendar year beginning January 1 and ending December 31 of each year.
3. Dues shall be paid annually to the Secretary/Treasurer.
4. Membership shall be in one of the following categories:
  - a. Full membership: open to all licensed amateur radio operators.
  - b. Honorary membership: to an individual recognized as a significant long-term contributor in meeting the objectives of the club and designated as an Honorary Member by majority vote of the Board of Directors and ratified by a majority vote of the club membership. Honorary Members shall be considered full members, although not required to pay annual dues.
  - c. Associate members: open to all other interested persons who are not licensed amateur radio operators.
5. Any member failing to renew his or her membership, by paying dues, within 90 days following the annual renewal date (January 1<sup>st</sup>) will be dropped from the club roster and membership.
6. Full members with paid-up dues for the current year shall be considered members in good standing with full voting privileges, able to hold club office, sit as a member of a committee, and vote in the annual election.
7. Associate members with paid-up dues for the current year will be considered associate members in good standing and will enjoy participating in club activities but will not have the right to hold club office, or vote on club business or in club elections, but may sit on a committee in an ancillary capacity.

#### **Article IV - Dues**

Dues shall be assessed as follows:

- a. Individual membership or associate member: \$25.00 per year.
- b. Family membership (same household): One individual membership at \$25.00 plus \$5.00 per individual with a \$40.00 dollar maximum.
- c. Honorary membership: exempt from dues.
- d. Due schedule maybe reviewed by the incoming Board in December and adjusted by a majority vote of the incoming Board and approved by a majority vote of club members present at the annual meeting.

#### **Article V - Directors**

**General Powers:** The business and affairs of the corporation shall be managed and controlled by the Board of Directors. The Club membership shall have the power to elect, appoint, or employ such officers, agents, and other representatives as it may deem necessary or prudent to carry out the purposes of the corporation.

**Number Of Directors and Term of Office:** The Board of Directors (Directors) shall consist of three members until changed by amendment to these Bylaws. The Directors shall be elected by the Club

membership to two (2) year terms, staggered so that two Directors are elected on the odd year and one on the even year. Officers, elected annually by the membership, shall be ex officio members of the Board of Directors, and are in addition to the three Directors serving the two (2) year terms as set forth herein.

**Qualifications Of Directors:** Each member of the Board of Directors shall be at least 18 years of age, a licensed ham radio operator and a club member in good standing.

#### **Article VI – Officers**

**In General:** The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary (2 positions) or a Secretary/Treasurer (1 position). Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors and ratified by a majority membership vote. These officers shall be elected annually by the membership and may serve consecutive terms so long as they remain members in good standing. Officers are considered ex officio members of the Board of Directors.

**President:** The President shall be elected annually by the membership and shall preside at all meetings of the Board of Directors and Club and shall perform such other duties as the Board of Directors and these bylaws may prescribe.

**Vice President:** The Vice President shall be elected annually by the membership and shall perform the duties of the President in his or her absence. When so acting, the Vice President shall have all the powers and be subject to the same limitations as the President.

**Treasurer:** The Treasurer shall be elected to a 2-year term by the membership and shall supervise the financial affairs of the corporation. The Treasurer shall have charge, responsibility, and custody for all funds and securities of the corporation. The Treasurer shall be responsible for providing the Board of Directors and membership with monthly reports concerning the financial condition of the corporation at each meeting. The Treasurer serves at the will of the Board of Directors and operates under their direction.

**Secretary:** The Secretary shall be elected to a 2-year term by the membership and shall be the custodian of the corporation's official books and records. The Secretary shall be responsible for assuring that all notices are given in accordance with the provisions of these Bylaws. The Secretary shall also be responsible for recording the minutes of all meetings and resolutions of the Board of Directors. It is suggested that the Secretary maintain a Board Book which will contain all agendas, minutes, resolutions and other essential organizing documents. The Board Book will be available at all meetings of the Board and Club.

**Secretary/Treasurer:** If the board determines that the secretary and treasurer should be one position, that person to hold that position shall be elected to a 2-year term by the membership and shall perform the duties of both offices as set forth above.

**Position Vacancy:** In the event that an officer vacancy occurs, any other officer may serve in two capacities until such position is filled, or a member of the Board of Directors may be selected to serve in such capacity. The Board of Directors may fill such a position until time for the next election. Should a member of the Board of Directors, who is not an officer, resign or be removed from such position the membership shall elect a new Director to serve until the next election.

## **Article VII – Elections**

**Nominations:** The nominating process shall be conducted by the Secretary under the direction of the Board of Directors. At the October general meeting the Board of Directors shall announce the upcoming elections and invite voting members in good standing to express their interest in being considered for a soon to be available position or allow members to suggest a voting member in good standing they would like to see considered for a position.

Nominations may be submitted in person at the October meeting, by email, or other approved electronic method set forth in these Bylaws or determined by the Board. Nominations shall remain open until the November general club meeting, at which time the nominations will be closed.

Each nominated candidate must confirm their willingness to serve by formally accepting their nomination either in person at the November general club meeting or by email to the Secretary. Once a nomination has been made, seconded, and accepted the candidate's name will be added to the ballot.

**Elections:** Following the November general meeting, ballots will be made available to voting members in good standing through mail, email, or other approved electronic means as determined by the Board of Directors. All voting will be by secret ballot received and tallied by the Secretary. All votes must be received by the date set forth on the ballot to be counted. Successful candidates will be selected by a membership majority vote.

Elections results will be announced at the December meeting. The Secretary will retain the ballots for forty-five (45) days following the election. Any protesting of a ballot or election result must take place during this period of time. Elections are final after this forty-five (45) day period. The newly elected Directors or Officers shall take office effective January 1<sup>st</sup> of the following year.

## **Article VIII - Meetings**

**Annual Meeting:** An annual meeting of both the Board of Directors and the Club membership shall be held at the Club's January meeting. Unless changed by a majority vote of the membership, meetings shall be held on the first Friday of each month.

**Regular Meetings:** Regular meetings of the Board of Directors and the Club membership shall be held on the first Friday of each month at such time and place as may be designated by the Board of Directors. Directors may participate electronically, in the Board meeting, if unable to attend in person. At this time there is no electronic option for the Club members.

**Special Meetings:** Special meetings of the Board of Directors may be called by the President or in his absence the Vice President or at the request of any two Directors.

**Notice Of Meetings:** Notice of all regular or special meetings of the Board of Directors or BARC membership shall be made available at least twenty-four (24) hours prior to the scheduled meeting by written, electronic, or telephonic means. The notice shall specify the date, time, and place of the meeting together with any special matters to be addressed (agenda).

**Quorum:** A majority of the Directors then holding office shall constitute a quorum for transacting any business at any meeting of the Board of Directors. A majority present of those voting club members, in good standing, shall constitute a quorum at any club meeting.

**Informal Action:** Any action of the Board of Directors, duly noticed, may be taken without a meeting if a consent in writing setting forth the action taken is signed by all members of the Board of Directors and filed with the minutes of the corporation.

**Virtual Meetings:** At the discretion of the Board of Directors, any annual, regular, or special meeting of the Board of Directors may be conducted using a virtual platform, such as video conferencing, teleconferencing, or other electronic means in which all persons participating can hear each other at the same time. At this time, virtual meetings are not an option for the membership.

**Removal:** At any meeting of the Board of Directors called for such purpose, any Director may, by a majority vote, be removed from office with cause. Good cause will exist for removing any Director who misses two or more meetings without providing notice. Prior to the vote, the Director who is being considered for removal shall be given reasonable notice of the meeting, the proposed action to be taken and shall be given an opportunity to address the Board of Directors.

**Vacancies:** Any vacancy on the Board of Directors may be filled by a majority vote of the voting club members in good standing. A Director selected to fill a vacancy shall serve for the remainder of the term.

**Compensation:** No member of the Board of Directors shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the corporation. Such action shall be noted in the minutes of the next meeting.

#### **Article IX: Committees**

**In General:** From time to time, the Board of Directors may designate one or more committees, each of which shall consist of at least one Director, to exercise such authority as may be delegated by the Board of Directors. The President shall be responsible for assigning a member of the Board of Directors to serve on any committee so constituted. Each committee may adopt rules for its own governance not inconsistent with these bylaws.

**Committees to be considered are as follows, but not limited to:**

**Nomination and Election Committee** – The duties of this committee would be to assist in the annual nomination and election process. If established, the Secretary/Treasurer would be the Director overseeing this committee. This committee would follow the nomination and election procedures set forth herein.

**Communications Committee**– This committee would have several key responsibilities and could be expanded as needed:

- **Public Relations** – handling the club's web page, the Facebook page, creating a newsletter and looking for opportunities to increase public awareness of ham radio and this club.

- **Event Coordination** – organizing and promoting events such as Field Day, contesting, and public demonstrations. This could include coordinating with other committees ensuring that all radio equipment is ready and operational.
- **Technical Support** – This would be a great way to provide technical support to members. These committee members would be the Club Elmers. They might help new members navigate the hobby, troubleshoot, suggest equipment, and encourage compliance with FCC regulations.
- **Liaisons** – These members would network with other amateur radio clubs, organizations and would foster collaboration and information exchange. Possibly they could arrange remote speakers for club meetings.

#### **Article X: Contracts, Loans, Checks, Deposits, Finances, and Gifts**

**Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contracts or to execute and deliver any instrument on behalf of the corporation. Such authorization should be reflected in the minutes of a Board meeting prior to entering into any such instrument and should be approved/ratified by a majority vote of the membership, also reflected in the Club minutes.

**Loans:** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors and approved/ratified by a majority vote of the membership.

**Bank, Checks, Drafts, Etc.:** Every officer of the club shall be a signer on any account that holds the funds of the club. Annually when officers may change, after the annual election, the bank account signature cards should be changed within thirty (30) days. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Secretary/Treasurer and one (1) other officer. All such indebtedness shall require two (2) officer signatures. At each meeting of the Board of Directors and the membership the Treasurer shall report as to all expenditures and deposits transpiring during the previous period. The Directors and membership shall indicate, by vote, approval of all expenditures presented. Such vote shall be reflected in the minutes.

**Deposits:** All funds of the corporation shall be deposited, as soon as possible after receipt, to the credit of the corporation in such banks and or other depositories as the Board of Directors may direct.

**Sub-Account:** The Club has received a financial gift to be used solely for repeater repairs or additions. The Secretary/Treasurer shall maintain a dedicated sub-account for these funds. No funds from this account can be used for any other Club related expenses or activities. Should an emergency arise any deviation from this allocation would require a unanimous vote of the full board with ratification by the membership.

**Gifts:** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purposes, of the corporation.

**Grants:** Grants may be applied for on behalf of the organization only after the Board has been apprised of the grant and authorization, by vote, has been given and is reflected in the minutes.

## Article XI: Miscellaneous Provisions

**Indemnification And Insurance:** The corporation shall, to the maximum extent permitted by law, indemnify each of its Directors and Officers against expenses, judgments, fines, settlements, and any other amounts actually and reasonably incurred in connection with any claim or proceeding arising by reason of the fact that any such person is or was a Director or Officer of the corporation. The corporation shall have the right to purchase and maintain board insurance to the full extent permitted by law on behalf of its Directors and Officers against any liability asserted against or incurred by any Director or Officer in such capacity.

**Conflicts Of Interest:** Any member of the Board of Directors who has a potential conflict of interest with respect to any proposed transaction involving the corporation shall promptly disclose to the remaining members of the Board all material facts relating to the potential conflict of interest. The Board of Directors shall proceed in the manner described in the corporation's Conflict of Interest Policy. Directors shall annually fill out and file with the Secretary/Treasurer a Conflict-of-Interest Statement.

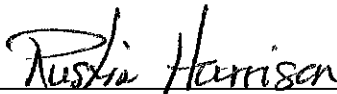
**Fiscal Year:** The fiscal year of the corporation shall be the calendar year, beginning on January 1<sup>st</sup>, unless some other fiscal year is specified by resolution of the Board of Directors.

**Amendment Of Bylaws:** These Bylaws may be amended at any regular or special meeting provided that the proposed changes are posted on the Club website at least thirty (30) days prior to the meeting whereon the amendment will be voted, and notice is provided to all Directors and members that such a change has been posted. The proposed change should also be listed on the agenda for the next meeting and given to all Directors and Club members. The amendment must be approved by a majority vote of those members present at the next Board of Directors and Club meetings.

## Article XII: Controlling Law

This corporation and Board of Directors are subject to the laws of the State of Utah.

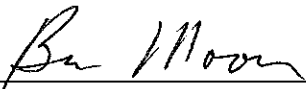
These Bylaws have been duly adopted by a resolution of the Board of Directors on this 15 day of July 2025 and ratified by a majority vote of the Club membership. Said Resolution is provided herewith, along with the meeting minutes.



Rustin Harrison, AJ7CB President



Jerry Nelson, AA7JE Vice President



Ben Moon, N0UYH Secretary/Treasurer