

By-Laws of Spirit Mountain Amateur Radio Club

Dated: April 1st, 2023



ARTICLE I
NAME, OBJECT AND PURPOSE

Section 1. Club Name. The name of this club is the Spirit Mountain Amateur Radio Club. The club may also use the name SMARC. It is organized as a non-profit amateur radio club within the meaning of section 501(c)(7) of The Internal Revenue Code of 1986 (26 U.S.C. 501(c)(7)) and section 5 of Part 97 of the FCC Regulations supporting The Communications Act of 1934 (47 C.F.R. 97.5(d)(2)).

Section 2. Purpose. It shall be the club's purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, and individual operating efficiency. Additionally, the club's purpose will be to conduct club programs and activities so as to advance the general interest and welfare of amateur radio anywhere in Arizona's Mohave County. The club will strive to maintain the integrity, honesty, and selfless service that comes with amateur radio by setting a standard that is to be unprecedented for our time. Our most important service to the amateur radio community will be providing license examinations using delivery methods that meet the growing needs of Mohave County residents. We will maintain a strict, exclusive focus on northwestern Arizona to ensure the challenges of amateur radio are met with a continued understanding of our unwavering commitment to the Grand Canyon State.

Section 3. Membership. Full membership is open to anyone holding a valid amateur radio license that has been issued by the Federal Communications Commission. Alternatively, membership is also available to those who are not holders of an amateur radio license, however they have no voting privileges until a license is earned. A full Member is defined as a person who has been confirmed and accepted by the Board of Directors and successfully paid their membership dues. Partial membership is granted to non amateur radio operators who support our club's mission and purpose. Applications for full or partial membership can be submitted at any time but are presented to the Board of Directors at regular meetings. Applications for membership shall strictly adhere to the honesty, integrity, and moral character of amateur radio as set forth in Part 97 of the FCC Rules. Full members who have paid their membership dues have one vote in club elections.

Admission into the club is confirmed by two-thirds vote of the Board of Directors. Membership renewals must also be confirmed by two-thirds vote of the Board of Directors. No board member or club member of the club shall receive compensation for work done on behalf of the club. New club members of the club are prohibited from voting in any elections during the first sixty days after being approved by the Board. To expressly protect the club's integrity as an amateur radio club, the Board of Directors reserves the right to screen applicants to determine membership eligibility. The Board of Directors shall establish written policy pertaining to membership eligibility requirements and shall be reviewed bi-annually. Changes to this section shall require a two-thirds vote from the Board of Directors.

Section 3.1 Membership Dues. The Board of Directors may set the necessary [annual] membership dues, which may not be increased by more than 25% of its current level without consent of two-thirds of the membership. Any dues shall be collected in U.S. dollars. All membership dues shall be payable March 1st of each year annually.

Section 4. Nonpartisan club and Neutrality. Because the mission of the club involves the interaction with individuals of all different backgrounds, it is critical that the club not permit itself to be associated with partisan causes, and that the club have a policy of strict neutrality with regard to all electoral issues. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize either the nonpartisan character or the neutrality of the club.

ARTICLE II

Board of Directors

Section 1. Composition. The Board of Directors ("the Board") shall consist of a minimum of five and a maximum of eleven persons.

Section 2. Eligibility. All members of the Board of Directors must hold a valid amateur radio license, be at least 18 years of age and not have been convicted of a felony by any state or federal court in the United States preceding the commencement of their term of office.

Section 3. Purpose of Board. The purpose of the Board of Directors is to formulate policy for the productive development of the club. The Board of Directors will also be responsible for the operations of our amateur radio license testing program. It shall be the duty of a Public Affairs Officer to represent the club in matters before the public except in cases where authority has been reserved by the Board to itself or delegated to another committee.

Section 4. Officers. The officers shall consist of a President, Vice President, Secretary, Treasurer and such other officers as deemed necessary by the Board.

Section 5. President. It shall be the duty of the President to preside at meetings of the Board and of the Executive Committee. Subject to the approval of the Board, the President shall appoint and fill vacancies on committees other than the Executive Committee. The President shall have such additional duties as the Board may provide from time to time.

Section 6. Vice President. The Vice President serves as the presiding officer in the absence of the President at meetings of the Board and Executive Committee, and assists the President. The Vice President shall have such additional duties as the Board may provide from time to time.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall supervise or perform the maintenance of the books and records of the club, a true and accurate record of proceedings of the Board and the Executive Committee, and an accurate account of all moneys received and disbursed by the club. The Secretary/Treasurer shall have such additional duties as the Board may provide from time to time.

Section 8. Directors. The Board will consist of at least one director to provide guidance on matters pertaining to the club and be permitted voting rights at board meetings pursuant to this Section.

Section 9. Elections. Elections are to be held on the Second Saturday in February, or on a date when practical as needed. Full, paid and current members who hold a valid amateur radio license are eligible to vote. Partial members, thus not holding a valid amateur radio license do not have voting rights in any club election. An election may be requested by at least one

existing member. Each member shall be able to cast as many votes as there are elected positions to fill. Election to the Board of Directors shall occur for the candidate receiving the largest plurality of votes and continue to the next largest plurality until all positions are filled.

Should there be a tie vote for any position where there are more candidates than elected positions remaining, the membership will vote again, considering only those candidates and with each member casting a number of votes equal to the number of positions remaining. If a board member is removed per Section 17 of this Article, that position shall remain vacant until the next election, or be filled by nomination with someone who is in good standing with the club.

Section 10. Terms of Office. Board of Director positions begin their term of service on March 1st and expires the last day of February, two years later.

Section 11. Vacancies. Vacancies occurring in any office shall be filled by the Board at its next regular meeting or special meeting. Any vacancy shall be filled only for the unexpired term of the vacant office.

Section 12. Regular Meetings. The Board shall conduct meetings each month unless specified by means of a board resolution. Should a regularly scheduled meeting occur on a state or federal holiday that is officially recognized in Arizona, it will be up to the Board of Directors to choose an alternate day, if two or more Directors object to participating on a holiday. Notice of the date, time and place of each regular meeting shall be given by the Secretary or the Secretary's designee in writing to all Board members. Notice of any regular meeting shall be given not less than ten nor more than thirty days in advance of the date of the meeting.

Section 12.1. All board meeting minutes, agendas, notices and other document related deliveries shall be disseminated by electronic mail, to be done by the Secretary at a time that is prudent.

Section 12.2. The Secretary or the Secretary's designee is permitted to accept a waiver of notice of a regular or special meeting of the Board given by electronic mail, provided that the Secretary or the Secretary's designee is reasonably satisfied of the authenticity of the electronic mail message.

Section 13. Special Meetings. Special meetings of the Board may be held at such place and time as shall be stated in the notice of meeting whenever called in writing by the President. Notice of any special meeting shall be given by the Secretary not less than ten nor more than thirty days in advance of the date of the meeting. Notice of any special meeting of the Board shall be accompanied by an agenda of business to be conducted at the special meeting. No business of the club shall be conducted at a special meeting of the Board unless it appears in the agenda accompanying the notice, except with the consent of all of the then-current members of the Board.

Section 14. Quorum. A quorum shall consist of a minimum of three members of the Board, if the total number of Board members is five. Should there be seven members of the board, a quorum shall be established by a minimum of five members being present. Should there be nine members of the board, a quorum shall be established by a minimum of six members being present. Should there be eleven members on the board, a quorum shall be established by a minimum of eight members being present. Should there be a quorum established by an even number of Board members, one must recuse themselves from any vote where a tie exists.

Section 15. Presiding Officer. The President, or in his or her absence the Vice President, shall preside at regular and special meetings. The President or Vice President shall be entitled to vote on all issues coming before the Board, unless otherwise disqualified.

Section 16. Voting. Each position on the Board of Directors shall have one vote. A person can not hold more than one position on the Board. The Station Trustee positions are not elected positions. The Station Trustee shall have one vote in board decisions if they do not hold another office. The Station Trustee may hold another board position, if necessary. The Station Trustee shall have one vote in any club related proceeding only if that person holds a position on the Board. Station Trustees may select their successor. If a Station Trustee leaves without a named successor, the board may appoint any member of the club to that position.

Section 16.1. Attendance at meetings. Attendance by each board member at meetings is strongly encouraged to ensure the person's voice is heard on any issue that requires a vote. If a board member is not

going to be present, a written notice of their absence must be submitted to the President within two (2) working days of the scheduled board meeting, otherwise it will be classified as “unexcused”. If the board member has more than 3 unexcused absences, the sitting Board reserves the right to hold a vote to immediately remove and replace that member from the Board of Directors.

Section 17. Removal of Directors. Any director of the Board may be removed, with or without cause, by a two-thirds vote of the Board.

Section 17.1. Any director who files an application for candidacy for elective office at any level of government shall be deemed to have resigned from the Board of Directors, and shall be disqualified immediately from serving a director of the club, without action by the Board of Directors.

Section 17.2. Any director who is appointed or placed in elective office otherwise than through public election, shall be disqualified immediately upon appointment through that office.

Section 17.3. Any director who is charged with a serious crime or misdemeanor which, in the judgment of the Board of Directors, carries a risk of damage to the reputation of the club, may be removed for cause.

ARTICLE III HONORARY BOARD

Section 1. Creation of Honorary Board. The Board may create an Honorary Board of the club by written resolution implementing this Article.

Section 2. Composition, Qualifications. The Honorary Board shall consist of those persons deemed by the Board of Directors to bring or to have brought important contributions, skills, values, credentials or benefits to the club which further the corporate purposes of the club. There shall be no limit on the number of members of the Honorary Board.

Section 3. Term. Members of the Honorary Board serve at the pleasure of the Board.

Section 4. Authority. The Honorary Board shall have no authority to act on behalf of or in the name of the club.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. Creation of Executive Committee. The Board may create an Executive Committee of the club by written resolution implementing this Article. The Board may terminate the existence of the Executive Committee of the club by written resolution. Termination of the existence of the Executive Committee shall not affect any action taken by the Executive Committee prior to termination.

Section 2. Composition; Selection. The Executive Committee shall consist of at least three members of the club. Members shall be selected by the Board of Directors and approved by a majority vote at a regular meeting. Members of the Executive Committee shall serve for terms of one year.

Section 3. Authority. Except when the Board is meeting at a regular meeting or special meeting, the Executive Committee shall have all of the powers and authority of the Board which the Board may delegate to an executive committee under Arizona law, except that the Executive Committee shall have no authority to do or perform any of the following acts:

Section 3.1. The Executive Committee may not do, perform or authorize any action or inaction which would jeopardize, impair or alter the existence of the non-profit club, the non-profit character of the club, or the tax-exempt status of the club, including, without limitation, the status of the club under the Internal Revenue Code, §501(c)(7).

Section 3.2. The Executive Committee may not amend or alter the Bylaws of the club.

Section 3.3. The Executive Committee may not elect officers, and may not elect or remove directors, except that the Executive Committee may fill vacancies caused by the resignation or withdrawal of officers and directors pending the next regular or special meeting of the Board.

Officers or directors appointed to vacancies by the Executive Committee shall be named as “director pro tem” or “officer pro tem.” If the Executive Committee exercises its authority to remove officers, removal must be by a two-thirds vote.

Section 3.4. The Executive Committee may not fill vacancies on the Executive Committee, except that the Executive Committee may appoint persons as members of the Executive Committee pro tem, to serve until the next regular or special meeting of the Board.

Section 4. Meetings; Quorum. The Executive Committee shall meet from time to time at such intervals as directed by the President or Vice President of the club. A meeting of the Executive Committee may be held on twenty-four hours written or electronic mail notice to the Executive Committee members. A majority of the Executive Committee members shall constitute a quorum.

Section 5. Presiding Officer. The President of the club, or in his/her absence the Vice President, shall preside at all meetings.

Section 6. Voting. Each member of the Executive Committee shall be entitled to cast one vote. The presiding officer may vote on all matters as to which he/she is not disqualified. Except as provided in the Bylaws or Arizona law, all matters shall be resolved by majority vote.

ARTICLE V

VOLUNTEER EXAMINER TEAM

Section 1. Authority. The Spirit Mountain Amateur Radio Club shall establish a license testing program that directly reflects our core purpose which is to serve Arizona’s Mohave Valley and play a critical role in administering examinations. The Volunteer Examiner Team shall be established under the explicit authority of this Article.

Section 2. Oversight of the Volunteer Examiner Team. The club’s Volunteer Examiner Team shall be under the strict oversight of a Liaison. The Liaison shall be responsible for all operations relating to the Volunteer Examiner Team. To serve as Liaison, the person must hold a valid Amateur

Extra class amateur radio license and be a United States Citizen. The Liaison shall be selected by a majority vote of the Board of Directors and serves at their pleasure. The Liaison can be removed at any time, should there be sufficient cause to pursue termination of their service.

Section 3. Exam delivery. Delivery and administration of amateur radio license examinations shall be made available by any practical means based on the needs of a specific exam session being sponsored by the Volunteer Examiner Team. Examination delivery will include a paperless option, thus being web based and computerized. It shall also include the option of being delivered by paper hard copy. Should the Federal Communications Commission enact a requirement that all examinations be administered electronically, the club shall no longer use paper hard copies. The Spirit Mountain Amateur Radio Club shall enact a practical means of exam delivery that satisfies our commitment to serving the Mohave Valley.

Section 4. Volunteer Examiner Recruitment and Requirements for Service. The Spirit Mountain Amateur Radio Club, Inc. shall establish policy for the recruitment, retention and incentivization of continued service within the Program itself.

Section 5. Selection of, and partnership with a Volunteer Examiner Coordinator; changing Volunteer Examiner Coordinators. The club's Volunteer Examiner Team will seek a partnership with a Volunteer Examiner Coordinator that best fits the purpose and mission of the club, as defined herein. It will be the Liaison's responsibility to provide guidance on his or her proposed selection of a Volunteer Examiner Coordinator to be used as part of our license examination service and provide those details to the Board of Directors. Approval of a partnership with a Volunteer Examiner Coordinator shall require a two-thirds vote of the Board of Directors. Changing the club's affiliated Volunteer Examiner Coordinator shall require a two-thirds vote of the Board of Directors and a memorandum of understanding must be submitted to the departing Volunteer Examiner Coordinator within ten (10) days of a decision being made.

ARTICLE VI OTHER PROVISIONS

Section 1. Ratification. The business of any meeting, however called and noticed, and wherever held, shall be as valid as those at a meeting duly called and noticed, if a quorum is present provided that either before or after the meeting each of the members of the board or committee not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes for that meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2. Conduct of Meetings by remote conferencing. The Board, and any other committee may conduct any meeting via telephone, or by video conferencing, unless otherwise forbidden by law.

Section 3. Conflicts of Interest. It is the policy of the club to require complete disclosure of any material conflict of interest. Any officer or director of the club with a material financial interest or other conflict of interest (“a conflict of interest”) in an item or items of business of the club shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the President or Vice President, the conflict of interest shall be disclosed to the Board or to the Executive Committee at which it occurs. After disclosure, the officer or director may not vote on any matter involving the conflict of the interest without the consent of the Board or the Executive Committee at which it occurs.

Section 3.1. If a matter before the Board of Directors or the Executive Committee involves a “disqualified person” as that term is defined in §4958 of the Internal Revenue Code and regulations thereunder, then the Board of Directors or Executive Committee shall satisfy the requirements of §4958 as to that “disqualified person,” including, but not limited, to the requirements that apply to conflicts of interest and the “safe harbor” standards with regard to the “disqualified person.”

Section 3.2. Any disclosure or action with regard to a conflict of interest shall be entered into the permanent minutes of the meeting at which it occurs. Those minutes shall be considered for approval at the next meeting of the Board of Directors or Executive Committee at which a quorum is present.

Section 4. Permanent Standing Committees. Permanent Standing Committees may be created by the Board or the Executive Committee. Members of the Executive Committee shall be appointed by the Board with a majority vote. All Standing Committees shall be chaired by Board members, but the members themselves need not be directors of the club. Each committee President and committee member will continue to serve in that capacity until a successor has been appointed, unless the President ceases to be a member of the Board or the committee is terminated.

Section 5. Other Committees. Other committees of a temporary character may be appointed by the President, subject to approval by the Executive Committee.

Section 6. Indemnification of Officers and Directors. The Board or the Executive Committee may provide for the club to indemnify, hold harmless and defend the officers and directors of the club in the event that claims are asserted against them for their actions and activities on behalf of the club, according to the terms and conditions of this section.

Section 6.1. In the discretion of the Board or the Executive Committee, the indemnification may be insured by suitable insurance coverage. The club shall have no duty to indemnify, hold harmless or defend any officer or director in any criminal proceeding involving the conduct of that officer or director at or for the club. In the event of a criminal conviction of an officer or director involving the actions or activities of the officer or director on behalf of the club, all duties to indemnify, hold harmless or defend that officer or director in any non-criminal proceeding shall cease.

Section 7. Equipment and Property. Unless purchased with funds from the club's treasury, all equipment used by the club remains the property of the respective trustee. No rights shall affix to the equipment by virtue of its use by the club or its members nor shall the ownership rights of the trustee be diminished. All equipment purchased by the club itself, from its treasury, remain property of the club and likewise, no right of ownership attaches to such by the appointed trustee (or his successor).

Section 8. Petitioning the Federal Communications Commission. Pursuant to this Section, the Spirit Mountain Amateur Radio Club

reserves full authority in petitioning the Federal Communications Commission regarding any subject matter expressly pertaining to the amateur radio service.

ARTICLE VII AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members of the Board present and voting at a regular or special meeting.

ARTICLE VIII FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year of the club shall be from March 1 through the last day of February of the following year.

Section 2. Accounting Standards. The books and accounts shall be kept in accordance with sound accounting practices.

Section 3. Checks, Drafts and Notes; Contracts. Unless the Executive Committee or the Board provides otherwise by resolution, no check, draft, note or contract involving more than One Hundred Seventy-Five Dollars may issue without the signature of the two officers of the Board of Directors.

ARTICLE IX DISSOLUTION

Dissolution of the Spirit Mountain Amateur Radio Club, Inc., whether voluntary or with cause, shall follow the requirements to cancel the club station license(s) as directed by the Federal Communications Commission and filed in a timely manner. A recommendation for the distribution of assets shall be made in a resolution approved by a single majority of the members present at a duly called meeting held ninety (90) days prior to dissolution.

**ARTICLE X
RATIFICATION**

These By-Laws are hereby ratified and amended on this 1st day of April, 2023 with the founding Board of Directors being as follows:

DocuSigned by:
Paul Jameson, WB7N

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Paul Jameson, WB7N
President

DocuSigned by:
Timothy Adams, N6DLC

B6FFF8AE488D487...
Timothy Adams, N6DLC
Vice-President

DocuSigned by:
Mark Melvin, AE6MP

81E4DDB0A0884A4...
Mark Melvin, AE6MP
Secretary/Treasurer

DocuSigned by:
John Carlidge, KG7BZZ

B56D137FDAAE4F1...
John Carlidge, KG7BZZ
Director

DocuSigned by:
Lawrence Palmer

D9D755D61324477...
Lawrence Palmer, KJ7JJT
Director