

FORWARD:

First thing that needs to be known, is nothing here is etched in stone. This is simply a starting point for discussion on creating our unique bylaws for the new organization. It can all be changed. I fully expect each of you to pull out the yellow highlighter and red pen, and start making corrections or changes in ideas.

One has to ask one's self, "Why do we need all this detail and mumbo jumbo?" It is after all, just a club, right? The bottom line, is because it's a corporation, with legal duties and obligations, *and* at some point, we will likely be handling money; either collecting it or spending it. Therefore, we have to have it in writing so the Feds and the State, (or anyone else,) know what we are going to do, how we're going to do it, and what will we do with it if it fails, etc.

This does not have to be complicated; in fact, I'm a *big fan* of keeping it simple, so long as the word is concise and correct. Most of what I have is a copy or paraphrased from other documents where the article has been proven to work! ...If you have a better, simpler idea, by all means let's hear it and include it in our document going forward.

Thanks!

Randy

Article 01, Organization Name:

Association of Amateur Radio Clubs for the Kansas City Bi-State Region: (Hereafter Referred to as the Association.)

Article 02, Purpose:

- Coordinate and foster activities, efforts, and points of the view of the various amateur radio clubs from the region.
- Coordinate recognition of individuals from the region who have made notable contributions to amateur radio.
- Serve as the combined voice for amateur radio on issues affecting amateur radio within our region.
- Create solidarity of purpose for the amateur radio community from the region.

The Association shall not have the authority or purview to dictate or enforce the lawful decisions and actions of any amateur radio club. While the association may make recommendations on issues regarding amateur radio, and may set forth rules and policies as to the qualification for membership, the Association cannot demand that any member club set forth any particular policy it deems appropriate to the governance of its own organization.

Any dues or financial assets collected by the Association shall be used for the proper management, and to support the programs of the Association.

Article 03, Membership:

Article 03A, Member; Defined: Any established amateur radio organization from the Kansas City Bi-State Region with a constitution or by-laws which has sustained a current membership of five or more individual members for 365 days or more at the time of application for membership. For the purpose of membership, the Kansas City Bi-State Region shall be described as any location in the **State of Missouri or Kansas** within a 150 statute mile radius from the intersection of Interstate 435 and Stateline Road, in Kansas City, Missouri / Leawood, Kansas.

Article 03B, Delegates and Voting: Each Member Club may be represented by a single individual delegated by the Member Clubs President or Chief Executive Officer who will represent the perspective of the Member Club, and is authorized to speak for and vote on behalf of the Member Club at any meeting, proceeding, or issue before the Association. **Each Member Club, regardless of size, shall have one vote.** During special situations, a Member Club may appoint a temporary representative or proxy if the Appointed Delegate is unable to attend. Such temporary representative or proxy shall produce documentation or evidence provided by the Member Club that this appointment is valid.

Article 03A, Member Dues: Each member organization shall pay yearly dues in the amount of: **\$xx.xx** per year, for the calendar year start **Month, Day**, through **Month, Day**.

Article 04, Governance:

A Board of Directors, elected from the Member Club Delegates may be established to manage the Association, and conduct business on behalf of the Association. The Board of Directors for the Association shall consist of five individuals; Chairman, Vice-Chairman, Secretary-Treasurer, and two additional Member Club Delegates in good standing.

If appropriate, the Board of Directors for the association may employ a *non-voting* Executive Director. The Executive Director shall answer to the Board of Directors, and serve at the pleasure of the Board of Directors. Certain duties shall be assigned to the Executive Director by the Board of Directors for the good management of the association. The Executive Director, if one should exist, shall receive a salary of no-less than \$1.00 US per year. Any salary in excess of \$1.00 per year shall be approved by a majority of the Member Clubs, and shall be consistent with Federal and State laws and regulations governing non-profit organizations.

Article 05, Meetings:

Regular Meetings shall be held monthly on the **(X day of the month)** at **7:00 PM** at a location announced by the Board of Directors at least two-weeks in advance. Board meetings and Committee Meetings shall be held as needed at the discretion of the Board Chairman, or Committee Chairman.

Article 06, Offices and Committees:

There are two types of committees: Standing Committees and Special Committees.

Article 06A, Standing Committees:

Standing Committees shall include three or more members under the leadership of a Committee Chairman, appointed by the Association Chairman. These standing committees shall include:

- Activities Committee
- Recognition Committee
- Issues Committee

Standing Committees shall answer to the Board of Directors.

Article 06A.1, Standing Committees; Defined

06A.1.a Activities Committee:

The Activities Committee shall manage and promote activities in which all member organizations may participate in. Such activities may include, but are not limited to Special Radio Operating Events, QSO Parties, Competitions, Fund Raisers, or Educational Activities and Presentations.

06A.1.b Recognition Committee:

The Recognition Committee shall organize and manage standardized and special recognition of individuals and / or organizations from the region for their efforts or accomplishments in the promotion, advancement, or enhancement of the art and science of amateur radio.

06A.1.c Issues Committee:

The Issues Committee shall monitor, track, and manage any issues that may affect, or be of particular interest to the amateur radio community of the region. The committee may make recommendations as to any response or activities to any such issues should require.

Article 06B, Special Committees:

Special Committees shall include three or more members under the leadership of the Committee Chairman, appointed by the Association Chairman for the purpose of managing any project or issue not under the specific oversight of any standing committee.

Special Committees shall answer to the over arching committee, or to the Board of Directors.

Article 07, Elections:

How often shall elections be held? What is the term of office? Shall Officers and Board Members' terms of office expire on alternating years?

Article 08, Amendments:

A By-Laws amendment requires two consecutive meetings to be enacted. A written motion stating the proposed change shall be submitted in writing at a Regular or Annual Meeting. If the motion is passed:

1. The President will appoint a Special Committee of 3 to review the proposed amendment to evaluate the best interests of the club and potential conflicts with existing Articles. This committee will report at the subsequent meeting one of the following: recommend acceptance, recommend rejection, or no recommendation.
2. All members will receive the proposed change by the Club's normal method of notification at least two weeks prior to the next Regular Meeting.
3. The proposed change will be voted on at the next Regular Meeting, and the By-Laws amended on a greater than a 2/3 vote of Members in Good Standing present.

Article 09, Dissolution:

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purpose as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article 10, Rules of Order:

Article 10.1:

In governing all formal meetings of the Association as defined in Article 5 of the By-Laws, the Chairman, or any officer presiding in his/her stead shall conduct the meeting in accordance with the Club's By-Laws, and shall maintain order and discipline as is proper within the common norms and dignity of civil behavior.

Article 10.2:

1. The Officer in charge of any meeting must give time for any member to present a motion by announcing:

"Are there any motions from the floor?" All motions must be accepted as per the following:

- A) A club member (aka the presenter) puts forth a motion.

B) A "Second" will be called to verify that there is support for the motion.

C) Discussion will occur until no member has additional input. Each member will have one opportunity to present discussion with a maximum of 2 minutes. The Chairman will keep the discussion limited to the motion at hand.

C) After the discussion, the presenter is asked if there are any changes he/she would like to make, or would he/she desire to withdraw the motion, or desire to delay consideration of the motion.

D) If the presenter makes any changes, the procedure will start again at Step B of this section.

E) Once there are no additional changes and the presenter has not withdrawn the motion or delayed the motion, the motion must be voted on.

2. A simple majority will either pass or fail the motion.

3. If there are additional motions to consider each will follow this procedure.