

Article I. Name.

The name of this organization shall be the "Lewis and Clark Radio Club Inc." (Club).

Article II. Purpose.

The Club is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Illinois General Not For Profit Corporation Act of 1986.

In furtherance of those purposes, the Club may:

1. Support education, training, testing, mentoring, and instruction to individuals seeking licensure as amateur radio operators, and promote knowledge of radio science, electronics, communications technology, and electromagnetic theory;
2. Support communications for charitable, educational, civic, and public-service activities and events that further the public benefit;
3. Support emergency preparedness, disaster response, and emergency communications during natural disasters, severe weather events, infrastructure failures, and other emergencies affecting the public;
4. Support licensed trained radio operators for weather observation, severe weather reporting, and communications in cooperation with public agencies such as the National Weather Service and other emergency response organizations;
5. Establish, maintain, and operate communications equipment, repeater systems, and related infrastructure in support of the Club's exempt educational and public-service purposes;
6. Conduct drills, exercises, demonstrations, and training events to improve technical skill, communications readiness, and emergency preparedness;
7. Promote amateur radio as a public educational resource and encourage the advancement of technical knowledge and communications skills for public benefit.

No activity of the Club shall be carried on for the personal financial gain of any member.

Article III. Membership.

Section 1. Eligibility.

Any person who is interested in amateur radio, communications theory, emergency communications or electronics in general is eligible for membership.

Section 2. Memberships.

A. Membership shall be by application in writing on forms as provided by the Board.

Section 3. Membership Dues.

- A. Membership dues are payable yearly, on or before the 31st of December.
- B. Dues may be set by a simple majority of the votes cast at any regular membership meeting.
- C. Dues may be waived for up to one (1) year for those receiving their initial Amateur Radio license through the Club's VE testing service.

Section 4. Rights of Membership.

- A. Each member in good standing shall be eligible to cast one (1) vote in proceedings allowed by these herein.
- B. Members may serve on committees, panels or commissions as appointed by the Board.
- C. Members with no outstanding financial obligations to the club are considered to be members in good standing.

Section 5. Resignation or Termination of Membership.

- A. Any member may resign their membership by providing written or email notice to the Secretary.
- B. Resigned or terminated membership dues are not refundable.
- C. Resignation or termination of membership does not relieve the member of any charges or obligations previously accrued.
- D. Resigned members in good standing may be re-admitted subject to re-application per III.2 (Memberships) herein.
- E. Membership shall be terminated for any member in arrears after December 31 of the prior year. The Board of Directors, may, by simple majority vote of the Board member's votes cast, provide a grace period of no more than 90 days to any members in arrears, on a case by case basis. Members in arrears shall not be eligible to vote in any club matters.
- F. Membership may be terminated for, in addition to III.5.E (members in arrears), the following reasons:
 - a. Willful and repeated violation of FCC rules and regulations,

- b. Violation of state or federal laws,
 - c. Conduct that interferes with the peaceful and orderly conduct of club activities.
- G. Proposal for termination may be made by a simple majority of the votes cast by the board at any board meeting, or the membership at any membership meeting, or by a written petition of 20% or more of the membership. Said petition shall be delivered to any member of the board.
- H. Notice of proposed termination of membership shall be provided to the named member and the membership in writing. Said notice shall list the complaint, and the proposed date and time for the membership to vote on termination. Said notice shall be delivered to the member in writing and to the membership via mail or electronic means at least seven (7) days prior to the proposed meeting date.
- I. The named member shall be afforded the opportunity to address the complaint before the membership prior to the vote at the date and time specified in the notice.
- J. Termination shall be by a two-thirds (2/3) majority of the votes cast at the specified meeting time and date.
- K. Terminated members may re-apply for membership after 1 (one) year. The re-application must be approved by the Board.

Article IV. Membership Meetings.

Section 1. Regular Membership Meetings.

The Board shall establish regularly scheduled meetings of the general membership, at a place and time as determined by the Board.

Section 2. Special Membership Meetings.

- A. A Special Meeting of the general membership may be called by a simple majority of the votes cast at a Board meeting, or by a majority vote of the votes cast at a general membership meeting.
- B. A special Meeting may be called by written petition of 20% or more of the membership in good standing. The petition shall be presented to any board member.
- C. Special Meetings shall be announced by the President or other officer directed by the membership vote or petition.
- D. Special meetings shall be held within 30 days of a vote call or petition delivery, at a place and time determined by the Board.
- E. The membership shall be notified in writing or via electronic means at least 15 days prior to the scheduled meeting date.

Section 3. Membership Meeting Quorum.

- A. A quorum at any Regular or Special meeting of the general membership shall consist of twenty (20) percent of the membership eligible to vote.

Section 4. Voting.

- A. General Meeting Votes.
Voting shall, unless specified otherwise, be by a simple majority of the votes cast.
- B. Voting by proxy shall be allowed.
 - a. Voting by proxy shall be in writing, for a specified issue, and proxy shall expire upon completion of the vote.
 - b. Written proxy votes shall be delivered to the secretary prior to the start of the meeting.
 - c. Proxy votes must be signed by the member in order to be counted.
- C. Referendum Votes.
 - a. A referendum vote may be called on any question at the request of the Board of Directors, or by petition of 20% of the membership in good standing.
 - b. Referendum votes shall be conducted by mail.
 - c. A referendum shall be declared passed upon a 2/3 majority of the votes cast and received within 15 days of the mailing, provided at least 20% of the membership cast votes.
- D. Good Standing
Members must be in good standing, and not in arrears to vote in any matter.

Article V. Board of Directors.

Section 1. General Powers and Duties.

- A. The affairs of the Club shall be managed and governed by the Board of Directors (Board).
- B. The Board shall have control of and be responsible for the management of the property of the Club.
- C. The Board shall exercise supervision over all matters pertaining to real property, except the acquisition, transfer, sale or encumbrance of any real property shall be subject to referendum vote, conducted as provided herein.

Section 2. Offices Defined.

- A. The offices of the Board shall be the President, Vice President, Secretary, and Treasurer.
- B. The Board shall consist of the 4 officers, the Corporate Trustee, and the Director(s) at Large.
- C. The duties of board members listed herein are not all inclusive, and may be modified by assignment by the Board.

Section 3. President.

- A. The President shall preside at all Board and Membership meetings and conduct the meetings per the rules and procedures adopted herein.

- B. The President shall appoint all committee chairs.
- C. The President shall be an ex officio member of all committees.
- D. The President shall sign all official documents that are adopted by the Club, and none other.
- E. The President shall ensure a financial audit is performed for the fiscal year, and the results made available at the second regular meeting of the following fiscal year.

Section 4. Vice President.

- A. The Vice President shall be vested with all the powers of and perform the duties of the President during the President's absence.
- B. The Vice President shall serve as property manager for all club property. An inventory of all club property, including but not limited to radios, repeaters and associated equipment shall be maintained. Said inventory shall record the location, status/condition and purchase price (if known) of the club property.

Section 5. Secretary.

- A. The Secretary shall keep a record of the proceedings of all club meetings.
- B. The Secretary shall ensure the membership roster and membership status is current and complete.
- C. The Secretary shall submit all membership applications.
- D. The Secretary shall ensure the transfer of all records and items to his/her successor at the completion of term.
- E. The Secretary shall conduct all official Club correspondence.

Section 6. Treasurer.

- A. The Treasurer shall act as custodian of all funds of the Club.
- B. The Treasurer shall maintain all accounting records and pay all just claims as authorized by the Board of Directors.
- C. The Treasurer shall invest or deposit all monies received in the name of the Club as authorized by the Board of Directors.
- D. The Treasurer shall prepare and present a Treasurer's report at each regular meeting of the membership and of the Board of Directors.
- E. The Treasurer shall ensure that all state and federal filings occur as required.
- F. The Treasurer shall prepare and make available an annual financial statement conveying the annual income, expenses and current cash on hand of the Club at the second regular meeting of the following fiscal year as defined in Article XV.
- G. The Treasurer shall ensure the transfer of all records and items to his/her successor at the completion of term.
- H. The Treasurer shall provide and preserve all records and information necessary to ensure proper state and federal filings.

Section 7. Corporate Trustee.

- A. The Corporate Trustee shall be the Club's State of Illinois Registered Agent, and administer all business as required between the corporation and the State of Illinois.
- B. The Corporate Trustee shall assume all other duties and rights as a Director at Large under Section 8 herein.
- C. The Corporate Trustee shall maintain records and copies of all transactions, and shall ensure their transfer to his/her successor.

Section 8. Directors at Large.

- A. Directors at Large (not holding office) shall perform duties that may be assigned by the Board and shall not obligate or expend funds without securing the approval of the Board.

Section 9. Election of Directors.

- A. Board members shall be nominated at the general membership meeting in October.
- B. Election of Board members shall take place at the general membership meeting in November.
- C. If multiple candidates are nominated for the same position, voting shall be by secret ballot for that position.
- D. Election shall be by a majority vote of the votes cast, provided that a quorum of the membership is present.
- E. Officers and Directors may succeed themselves, for an unlimited number of terms.

Section 10. Number, Tenure, and Requirements.

- A. Director terms shall be two (2) years for officers. The Corporate Trustee shall serve until resignation, vacation, or removal by a two thirds (2/3) vote of the membership votes cast. The Director(s) at Large shall serve one (1) year terms.
- B. The President and Secretary terms shall expire in even years, and the Vice President and Treasurer terms shall expire in odd years.
- C. The Directors shall, at the beginning of the next calendar year, enter upon the performance of their duties, and shall continue in the performance of their duties until their successors be duly elected and qualified, or they be removed from office.
- D. Each Director shall be a member in good standing of the Club, and at least 18 years of age.
- E. The Board may recommend to the membership to increase or decrease the number of directors at large as needed, from a minimum of zero (0) to a maximum of five (5).

Section 11. Meetings of the Board.

- A. Meetings of the Board may be called by the President, or by any two Directors.
- B. Notice shall be provided to all Board members of any meeting called.

Section 13. Board of Directors Quorum and Votes.

- A. The presence of the majority of current elected Directors including at least two (2) officers, either in person or remotely via electronic means, shall be necessary to constitute a quorum for the transaction of Club business.
- B. The act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board, unless the act of a greater number is required by law or herein.
- C. A simple majority of the votes cast is required for passage of Board matters, unless otherwise specified herein.
- D. In matters of urgency, a vote or item approval may be accomplished by securing affirmative responses from a majority of the Board members, in person or via electronic means. A record of the date, purpose, directors contacted, and their vote shall be submitted to the Secretary.

Section 14. Director Vacancies.

- A. Notice by mail or electronic means of the intent to fill a vacancy shall be provide to the membership at least 7 days prior to the meeting at which the election shall be held.
- B. Vacancies of office shall be filled by a majority vote of the membership votes cast, provided a quorum of the membership is present.
- C. The vacancy shall be filled at the next regular meeting of the membership following the notice of the vacancy.
- D. The person(s) so elected shall serve the remainder of the vacated term.

Section 15. Removal.

- A. A Director may be removed from the Board, for cause or no cause.
- B. Proposal for removal of a director may be made by a simple majority of the votes cast of the board at any board meeting, or the membership at any membership meeting. Upon proposal for removal, said director's responsibilities and privileges shall be suspended until completion of a vote for removal.
- C. Notice of proposed removal shall be provided to the named director and to the membership. Said notice shall list the complaint, and the proposed date and time for the membership to vote on removal. Said notice shall be delivered to the member in writing and to the membership via mail or electronic means at least seven (7) days prior to the proposed meeting date.

- D. The named member shall be afforded the opportunity to address the complaint before the membership prior to the vote at the date and time specified in the notice.
- E. Removal shall be by a two-thirds (2/3) majority of the votes cast at the specified meeting time and date.

Section 16. Confidentiality.

- A. Directors shall not discuss or disclose information about the Club or its activities to any person or entity unless such information is already public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Club's purpose or interest, or can reasonably be expected to benefit the Club.
- B. Directors shall use discretion and good business judgement in discussing Club affairs with third parties.
- C. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Club, including but not limited to accounts on deposit in financial institutions.
- D. Each Director shall affirm their acceptance of this confidentiality agreement upon being voted onto and accepting appointment to the Board. Each affirmation shall be recorded in the meeting minutes of the meeting at which said affirmations are made.

Section 17. Ethics.

- A. Each Director shall conduct himself or herself in a manner that reflects positively on the Club.
- B. Each Director shall abide by and honor the decisions of the Board as a whole.

Article VI. Indemnification and Reimbursement.

Each director, officer, or former director or officer of the Club, and their legal representatives, shall be indemnified by the Club against liabilities, expenses, counsel fees and costs reasonably incurred in connection with, or arising out of, any action suit, proceeding or claim in which he or she is made a party by reason of being or having been, such director or officer, provided that in no case shall the Club indemnify such director or officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel and costs reasonably incurred in connection therewith,) provided the Board of Directors shall have first approved any proposed settlement and determined that the Director or Officer involved was not guilty of negligence or misconduct, but in taking such action any director involved shall not be qualified to vote thereon, and if, for this reason, a quorum of the Board cannot be obtained to vote on such matter it shall be

determined by a committee of three (3) persons appointed by members of the Club at a duly called, stated meeting or at a regular meeting. In determining whether or not a Director or Officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by members of the Club, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled. The Club shall obtain insurance protection for liabilities of the Club and its directors and officers.

Article VII. Repeater Trustee.

- A. The president shall appoint, with Board approval, a Repeater Trustee.
- B. The Repeater Trustee shall serve until resignation, or removal by a simple majority vote of the Board.
- C. The repeater Trustee shall act as the Control Operator of all club repeaters, maintain the K9HAM license, and ensure compliance with all applicable FCC rules, regulations, and requirements.
- D. The repeater trustee shall be a member in good standing and shall hold a valid Amateur Extra class license.

Article VIII. Staff.

Section 1. Hiring, Wages and Termination.

- A. The Board may hire staff personnel as needed.
- B. Employment may be on an hourly basis, or contracted per job.
- C. The Board may set hourly wages as deemed appropriate, subject to Illinois Minimum Wage laws.
- D. Staff may be terminated at any time, for cause, or no cause.

Article IX. Advisory Panels.

- A. Advisory Panels may be created, whose members shall be appointed by the Board annually, but shall have no duties, voting privileges, nor obligations to attend any regular meetings of the Board.
- B. Advisory Panels shall include at minimum one (1) Board member, and may consist of Club members and non-members.
- C. Advisory Panel members may attend Board meetings at the invitation of any Director.
- D. Members of the Advisory panel shall possess the desire to serve the community and to support the work of the Club by providing expertise and professional knowledge.
- E. Members of an Advisory panel may be removed from the panel for cause or no cause by a majority vote of the Board, with or without prior notice.

- F. Members of the Advisory Panel shall comply with both of the Confidentiality and Ethics clauses herein, substituting the word Advisor for Director.

Article X. Conflict of Interest.

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect the Club's interest when entering into an arrangement or transaction that might benefit the private interest of a Director of the Club, or might result in an unfair arrangement or transaction. This policy is intended to supplement, not replace any state or federal laws governing conflict of interest applicable to Illinois non-profit organizations.

Section 2. Definitions.

- A. Interested Person. Any Director or committee member who has a direct or indirect financial interest as defined below, is an interested party.
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, family or investment:
 - a. An ownership or investment interest in any entity with which the Club has a transaction or arrangement.
 - b. A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement.
 - c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Club is negotiating a transaction or arrangement.
- C. Compensation. Direct or indirect remuneration as well as gifts or favors that are not insubstantial.
- D. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict exists.

Section 3. Procedures.

- A. Duty to Disclose. In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors or committee members considering the proposed transaction or arrangement.
- B. Determination of Conflict of Interest. After disclosure of the financial interest and all material facts, and after any discussions with the interested person, he/she shall leave the proceedings while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Addressing a Conflict of Interest.

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the proceeding during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President or presiding officer of the Board or committee chair, may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or agreement from a person or entity with which no conflict of interest would exist.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the votes present and voting (excluding the interested person), whether the arrangement or transaction is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy.

- a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such a belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response, and after making further investigations as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective and disciplinary action.

E. Recordings of Proceedings.

- a. The Board or committee shall maintain records consisting of the names or the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, the Board or committee decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives considered, and a record of any votes taken in connection with the proceedings.

Section 4. Conflict of Interest Affirmation.

Each Director, or member of a committee with Board delegated powers, shall affirm that such person:

- A. Has received a copy of the conflict of interest policy.
- B. Has read and understands the policy.
- C. Has agreed to comply with the policy.

Each Director or said committee member shall affirm their acceptance of this conflict of interest policy upon being voted onto and accepting appointment to the Board or committee. Each affirmation shall be recorded in the meeting minutes of the meeting at which said affirmations are made.

Section 5. Private Benefit and Inurement.

- A. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, directors, officers, committee members, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.
- B. No person in a position to exercise substantial influence over the affairs of the Club shall receive any direct or indirect private benefit from the Club except as permitted by law and consistent with the Club's exempt purposes.
- C. Any transaction involving a potential financial interest shall be subject to the conflict of interest provisions of this Article.

Section 6. Political and Legislative Activities.

No substantial part of the activities of the Club shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3) of the Internal Revenue Code. The Club shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 7. Internal Revenue Code Compliance.

Notwithstanding any other provision of these Bylaws, the Club shall not carry on any activities not permitted to be carried on:

- A. by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax law); or
- B. by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax law).

Article XI. Fiduciary.

Section 1. Competitive Bids.

- A. The Board shall attempt to obtain two or more bids for any commitments in excess of \$2,500.00.
- B. If, after reasonable effort is made to secure multiple bids, no second bid be available, a single source award may be made.
- C. Award of a bid may be made based on any factor(s); lowest price need not be the determining factor.
- D. All awards shall be approved by a majority vote of the Board.

Section 2. High Value Expenditures.

No Director, committee member, or other Club representative shall make any expenditure in excess of \$100.00 without consent of the President or Treasurer, with the exception of payment of just and valid expenses by the Treasurer.

ARTICLE XII. Parliamentary Procedure.

All meetings shall be conducted according to Robert's Rules of Order Newly Revised (latest edition), except where inconsistent with these Bylaws or applicable law.

ARTICLE XIII. Amendments.

- A. Any motion to amend, revise, or repeal the bylaws shall be presented in writing at a regular meeting of the membership or of the Board of Directors.
- B. The proposed amendment or motion shall be read when presented, and then made available by notice, either mail or via electronic means, to the membership.
- C. At the next regular or called special meeting of the membership, the amendment(s) shall be opened for discussion, modification and/or vote.
- D. At least 7 days shall elapse between distribution of the proposed amendment and the meeting at which it is considered for adoption.
- E. A two thirds (2/3) majority of the votes present shall be required for the amendment(s), revisions(s) or repeal(s) to be adopted.

ARTICLE XIV. Dissolution.

Upon dissolution of the Club, assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Club is then located, exclusively for such purposes.

Article XV. Fiscal Year.

Section 1. Term.

The Fiscal Year of the corporation shall be January 1 to December 31 inclusive.

Section 2. Reports.

- A. An audit, and an annual report of the preceding year's financial status shall be prepared and presented at the second regular meeting following the close of the preceding fiscal year.
- B. The annual audit of club finances shall be performed at the end of the fiscal year. The auditor(s) shall be board appointed, but shall not include any board members. The audit shall be completed by and the results presented at the second regular board meeting of the following fiscal year. The audit results shall be included in the financial statement per Article V.6.F.

Article XVI. Effective Date.

These Bylaws shall become effective immediately upon adoption by the Membership in accordance with the voting requirements set forth herein.

Adopted this _____ day of _____.

Amended: