

REVISED BYLAWS  
OF  
BIG ISLAND AMATEUR RADIO CLUB  
(A Hawaii Non-Profit Corporation)

The following bylaws of BIARC, a non-profit corporation, have been revised on March 12, 1996 to read as follows:

ARTICLE I  
MEMBERSHIP VOTE AND DUES

SECTION 1.

A member is considered to be in good standing when the current years dues are fully paid. There shall be two (2) types of membership. Full and Associate.

a. A full membership is a person holding a valid amateur radio license. A licensee may be awarded an "honorary" membership at the discretion of the board of directors and upon approval of the membership. New licensees living on the Island of Hawaii will receive free full membership for the current year.

b. Associate Member is an unlicensed person interested in Amateur Radio.

SECTION 2. All full memberships shall have the right to vote at meetings of the membership, and to hold office. Each full membership shall have one (1) vote. Associate memberships enjoy all privileges except the right to vote or hold office.

SECTION 3. A member may be expelled for cause upon two-thirds (2/3) majority vote of those members in attendance at any regular meeting of the membership, provided written notice of such meeting specified that such action is to be considered, and provided that an opportunity for a fair and impartial hearing before a special committee of the membership has been afforded.

SECTION 4. The annual dues shall be set by the membership at the annual meeting in November.

SECTION 5. In order to vote on any BIARC business, dues and membership applications must be submitted one (1) month prior to the next regular meeting. Membership in BIARC will automatically terminate when dues have become delinquent after thirty (30) days.

ARTICLE II  
BOARD OF DIRECTORS

SECTION 1.

(a) The Board of Directors shall consist of a minimum of seven (7) persons, including the four officers. The directors who are not also officers shall be elected by the membership in attendance at the November meeting, and shall not serve

more than two (2) consecutive two (2) year terms.

(b) Removal of Officers or Directors Any officer, director or agent elected or appointed may be removed by the person(s) authorized to elect or appoint the officer, director or agent whenever, in their judgment, the best interests of the corporation will be served thereby. The removal of an officer, director or agent shall be without prejudice to the contract rights, if any, of the officer, director or agent so removed. Election or appointment of an officer, director or agent shall of itself create contract rights.

## SECTION 2.

Powers of the Board of Directors. The Board of Directors shall have full power and authority over the affairs of the corporation as specified below:

(a) To make and change policies, rules and regulations not in conflict with the law or the Articles of Incorporation or with these bylaws for the management of the corporation's business or affairs. The Board of Directors shall bring to the General Membership for approval, all major decisions, monetary and policy, that affect the general membership as a whole.

(b) By resolution to confer upon an officer of the corporation the power to appoint or remove officers, directors or agents.

(c) To delegate any of the powers of the Board of Directors in the course of current business of the corporation to any standing or special committees of the corporation, with such powers (including the power to sub-delegate) and upon such terms as it sees fit.

## SECTION 3.

It shall be the duty of the Board of Directors:

(a) To attend all regular and special meetings of the Board of Directors. Failure to attend any regular meetings of the Board of Directors or of the General Membership in any given year without prior notice to and approved by the Board of Directors shall be grounds for removal for cause.

(b) To develop and prepare a balanced budget for the following fiscal year and present it for review by the General Membership at the January meeting with final approval by the General Membership.

(c) To keep a correct record of the proceedings of all their meetings.

(d) To assure that the records and reports required by law are made.

(e) To return all property and records of the corporation promptly upon the expiration of term or removal from office.

## SECTION 4. (a)

Vacancies. Should vacancies occur in the Board of Directors, except for the office of president, through death, resignation, removal or other cause, the President shall announce at the next general membership meeting, after a vacancy opens, that nominations will be accepted. The general membership shall elect a person to fill the vacancy for the unexpired term.

(b) If a vacancy should occur in the office of president, the vice president automatically becomes president for the unexpired term.

ARTICLE III  
ANNUAL ELECTIONS

SECTION 1.

NOMINATING COMMITTEE

(a) There shall be a nominating committee. The president shall appoint a chair at the September meeting. It shall be the duty of the Nominating Committee to prepare a slate of officers and directors for the succeeding year. The nominees for each office shall be members in good standing. The slate may include more than one nominee per anticipated vacancy and shall be presented at the October meeting of the membership.

(b) Nominations may be made from the floor at the October meeting provided consent of the nominees has been obtained. Nominations may be made at the November Meeting only if there is a vacancy in the slate.

SECTION 2. Any member of the Board desiring to run as an officer shall submit his or her resignation of directorship at the time of nominations, to be effective the date of the installation of officer, thereby allowing the vacancy to be filled by the election process.

SECTION 3. The newly elected Board of Directors shall assume their responsibilities at the beginning of the fiscal/calendar year following the oath of office before assuming their positions.

(a) The oath of office shall state that the office holder will promise to uphold the bylaws and policies of BIARC.

ARTICLE IV  
OFFICERS

SECTION 1. The officers of this corporation, who shall serve as officers of the Board of Directors, shall be a President, a Vice President, a Secretary, a Treasurer, all Ex-Officio, and such other officers as in the judgment of the membership may be necessary or advisable. The officers shall be elected by the membership in attendance at the November meeting for terms of one (1) year and shall serve until their successors are installed. No officer shall hold office for more than two (2) consecutive terms. All records shall pass to the incoming officers.

SECTION 2.

The President shall

:

(a) Call and preside at all meetings of the Board of Directors and shall preside at all meeting of the membership.

(b) Appoint the chairs of all standing, special and temporary committees.

Persons appointed may be removed from their positions on the recommendation of the President.

(c) Serve as member ex-officio of all committees except the Nominating Committee.

(d) Prepare a quarterly report consisting of financial and committee status to be published in the BIARC bulleting and present a year end report at the November General Membership meeting.

(e) Shall routinely visit the post office box and collect all incoming correspondence or may designate one (1) alternate to perform the task.

- (f) Shall have the authority to act in the treasurers place or appoint a temporary treasurer, in the case of absence of the treasurer.
- (g) Shall sign all official documents adopted by BIARC.
- (h) Perform such other duties as are incident to this office that may be required by law or as may be specified in these bylaws.

### SECTION 3.

The Vice President shall:

- (a) In the absence or disability of the President, perform all duties of the President.
- (b) Serve as Chairperson of the Program Committee.
- (c) Perform such other duties as are incident to this office that may be required by law or as may be specified in these bylaws.

### SECTION 4. The Secretary shall:

- (a) Give notice of all meetings of the membership and the Board of Directors, and keep and maintain original minutes of such meetings in a safe and secure place.
- (b) Keep the membership roll and attendance.
- (c) Prepare and print in the BIARC Bulletin minutes of the general membership meetings including the number in attendance.
- (d) Conduct the correspondence of BIARC in accordance with the direction of the President and/or the Board of Directors.

### SECTION 5.

The Treasurer shall:

- (a) Be charged with the safekeeping of all moneys received and funds of BIARC, and for the records of its financial affairs, make disbursements in accordance with the approved budget and instructions of the board of directors and membership.
- (b) Make quarterly report to the Board of Directors.
- (c) At the end of the term of office shall provide for an annual audit of all corporate financial accounts.
- (d) Be responsible for seeing that any required budget preparation is scheduled, prepared and presented.
- (e) Shall provide a monthly income statement to the membership.
- (f) Shall be authorized to pay all budgeted items that are necessary to the operations of BIARC. All other expenditures must be approved by the general membership.
- (g) Perform other such duties as are incident to this office that may be required by law or as may be specified in these bylaws.

## ARTICLE V COMMITTEES

### SECTION 1.

Committee Reports. On a monthly basis, each committee chairperson will render a report to the BIARC membership.

### SECTION 2.

Special Committees. Special committees may be appointed when deemed necessary by the President.

SECTION 3. All committees shall be directly responsible to the membership.

## ARTICLE VI MEETINGS

SECTION 1. The annual meeting of the membership of the corporation shall be held in November. The Fiscal year shall be the calendar year.

SECTION 2. Regular meetings of the membership shall be held monthly. Special meetings of the membership may be called by the President and must be called by the President at the request of ten (10) active members of BIARC. Notice of all regular and special meetings shall be given through the BIARC Bulletin, or by publication in a newspaper of general circulation.

SECTION 3. Regular meeting of the Board of Directors shall be held monthly at the time and place determined by the Directors.

SECTION 4. Special meeting of the Board shall be allowed from time to time at the discretion of the Board.

SECTION 5. A majority (51%) of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board.

SECTION 6. A quorum for any regular BIARC meeting shall be (10) percent of the total voting members. At special meetings of the membership at least (15) percent of the total voting members shall constitute a quorum.

SECTION 7. In the absence of both the President and the Vice President from any meeting of the Board of Directors or of the membership, a Chair for that meeting shall be appointed by the President, if the absence is anticipated in advance. If the absence is not anticipated, the Chair for that meeting shall be elected by the directors or the members present.

SECTION 8. Robert's Rules of Order (Scott, Foresman Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

## ARTICLE VII AMENDMENTS

SECTION 1. These bylaws may be amended by the affirmative vote of a two-thirds (2/3) majority of the voting members in attendance at any meeting, provided, copies of the proposed amendments shall have been made available for review and that notice has been given that the amendment of the bylaws will be taken up at said meeting.

SECTION 2. These bylaws shall be subject to Chapter 415, Hawaii Revised Statutes, as amended, and in case of any conflict, State law shall prevail.

SECTION 3. All amendments shall be effective upon approval by the membership.

Revised BIARC Bylaws adopted: March 12, 1996.

/s/John Gager, NH6XM

/s/Ken R. Wages,

President

Secretary V. President

Note: This publication of the bylaws incorporates in the text body amendments made to Articles II and III on 9 April 1996. –Milt Nodacker