

# **BY-LAWS OF THE DENVER RADIO CLUB, INC.**

*As approved by the Board of Directors– September 2010*

## **ARTICLE I**

### **OFFICES**

**Section 1. Principal Office.** The principal office of the DENVER RADIO CLUB, INC., hereinafter known as "Club", shall be within the state of Colorado.

**Section 2. Other Offices.** The Club may also have offices in such other places as the Board of Directors may from time to time appoint or the business of the Club requires.

## **ARTICLE II**

### **MEMBERSHIP AND MEMBER MEETINGS**

**Section 1. Membership.** The following persons shall be eligible for membership in the Club in the class of membership indicated:

A. Full Member - Any person, who is the holder of a valid amateur radio operator license issued by the Federal Communications Commission, shall be eligible to be a Full Member of the Club. The term "operator license", shall include: novice, technician, general, advanced, and extra classes, currently issued by the Commission. Full members shall be entitled to vote on all matters at all meetings of the Club and shall be entitled to hold any office in the Club. Any person who is the holder of a valid amateur radio operator license issued by the Government of a Foreign Country shall be eligible to be a Full Member of the Club.

B. Associate Member - Any person interested in amateur radio who does not possess a valid amateur radio operator license shall be eligible to be an Associate Member of the Club, and have the right to receive the Club bulletin. Associate Members shall be entitled to vote at any meeting of the Club, but may not hold elective office therein.

C. Family Member - Provided that a person eligible for full membership is the husband or wife, brother or sister, son or daughter, father or mother, or domestic partner of a Full Member, *including a Junior or Senior Full Member*, (added Apr 2019) and living in the member's residence, at such person's request may become a Family Member with voting privileges, but may not hold elective club office and ~~does not have the right to receive the Club Bulletin.~~ (deleted Apr 2019).

D. *Honorary Life Member - The Board shall, from time to time, grant the title of Honorary Life Member for meritorious service to the DRC, ARRL and Ham Radio.* (added Apr 2019)

**Section 2. Meetings.** Regular monthly meetings of the Club shall normally be held on the third Wednesday of each month at 7:30 P.M. (deleted Nov 2015)

A. Annual Meeting • The Annual meeting of the members shall be held on the third Wednesday in September of each year at 7:30 P.M. (deleted Nov 2015) At said meeting the members entitled to vote shall by plurality vote of such members present, elect by ballot four (4) Directors to serve with the four (4) hold over Directors for the ensuing year or until their successors shall be duly elected and qualified; and shall transact such other business as may properly come before the meeting.

**Section 3. Notice of Meetings.** Notice of meetings of the members shall be given by mail at least two days prior to such meeting. Mailing or *electronic delivery* (added Nov 2015) of the Club bulletin shall be considered sufficient notice.

**Section 4. Quorum.** Five percent of the voting members of the Club shall constitute a quorum at each meeting; provided, however, that if fewer than 5 percent of the voting members shall be present in person at any such meeting, the number of members present shall have power to adjourn such meeting from time to time until a quorum shall be present. No notice of any adjourned meeting shall be required.

**Section 5. Resignation.** Any member of the Club may resign at any time by delivering to the secretary a notice in writing to that effect. In case of resignation, no refund in dues shall be made.

**Section 6. Cancellation of Membership.** ~~If any member shall fail to pay the annual dues by the end of the month following the last month of membership, the membership in the Club shall be deemed canceled. (deleted Apr 2019)~~ *If any member shall fail to pay the annual dues after receiving four monthly notices of expired dues plus one final notice, membership in the Club shall be deemed canceled. If the member does pay the annual dues before deemed canceled, membership will renew from the original due date. Payment of annual dues after membership being deemed canceled will cause a break in membership with a new membership year beginning the first day of the month the payment is received. (added Apr 2019)*

**Section 7. Reinstatement of Membership.** ~~Payment of dues after the one month grace period allowed in Section 6, will cause a break in membership and a new membership year will begin the first day of the month in which the dues are paid. (deleted Apr 2019)~~

**Section 8. Expulsion of Member.** If any member repeatedly operates the club equipment in either an illegal manner or in violation of the Club rules, or repeatedly acts in a disruptive manner at Club meetings or other Club functions, such member may be expelled from the Club. Before expulsion, the member shall be warned, in writing, by action of the Board of Directors. Expulsion shall be authorized by majority vote of the Board. Notice of expulsion shall be by certified mail to the member's address as shown in Club records. The remaining portion of the member's dues shall be refunded by Club and included in the expulsion notice.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

**Section 1. General Powers.** The control and management of the affairs and funds of the Club shall be under a Board of Directors, consisting of eight members. In addition to the powers conferred by these By-Laws, the Board of Directors may exercise such other powers as are not by statute or by these Articles of Incorporation or by these By- Laws required to be exercised by the members. The board shall form a Financial Review Committee to review the Treasurer Reports at least once per calendar year.

**Section 2. Election and Term of Office of Directors.** Directors shall serve for a period of two years, except as provided in the Articles of Incorporation. Four (4) Directors shall be elected in alternate years to serve for the two year period. The Secretary of the Club shall make a record of the election results.

**Section 3. Qualifications for Board of Directors.** Candidates for positions on the Board of Directors must have been members of the club in good standing for one year prior to the date of the election.

**Section 4. Resignation.** Any director of the Club may resign at any time by giving written notice to the Board of Directors or to the secretary of the Club.

**Section 5. Vacancy Due to Non-Attendance at Board of Directors Meetings.** If a duly elected member to the Board of Directors fails to attend three (3) consecutive Board meetings without notifying the board president in advance, that position shall be deemed vacant and shall be filled in accordance with Section 6 of this Article.

**Section 6. Vacancies.** Any vacancy on the Board of Directors for any reason shall be filled by ballot by plurality vote of the voting members present within two consecutive monthly meetings of the members following the occurrence of such vacancy, and the Director so elected shall serve the unexpired term of the Director whose vacancy is being filled. Candidates for vacancies may be nominated by the nominating committee and/or from the floor at the monthly meeting in which the election is held. The member nominated need not be present at the meeting, but it should be ascertained, in advance, that the member will serve if elected. If only one candidate is proposed, a majority voice vote may be taken at the option of the President, or Board Member in charge of such meeting.

**Section 7. Notice of Directors Meetings.** Notice of meetings of the Directors must be made at least 24 hours prior to such meeting *by mail or electronic means.* (added Nov 2015)

**Section 8. Quorum.** A majority of the Directors shall constitute a quorum at any Directors' meeting. In the absence of a quorum, the Directors present may adjourn such meeting until a quorum shall be present. No notice need be given of any adjourned meeting.

**Section 9. Removal From Office.** An officer or Director may be removed for cause upon a three-fourths vote of all Directors. Robert's Rules of Order regarding removal of members shall be followed. Thirty days notice shall be given upon removal of an officer from office. The office shall be declared vacant and the vacancy filled according to By-Law.

**Section 10. Board Spending,** The Board shall be allowed to spend no more than \$1000 of the club treasury balance for any purchase without a majority vote of the members present at the next regular club meeting.

## **ARTICLE IV**

### ***OFFICERS***

**Section 1. Number.** The principal officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. All such officers shall be members of the Board of Directors.

**Section 2. Election.** The officers of the Club shall be elected at the regular Annual Meeting of the members by ballot by a plurality vote of the voting members present at the meeting. The secretary of the Club shall make a record of the election results.

**Section 3. Resignation.** Any officer of the Club may resign at any time by giving a written notice to the Board of Directors or the secretary of the Club.

**Section 4. Vacancies.** A vacancy in the office of President for any reason shall automatically be filled by the Vice President. A vacancy in any other office for any reason shall be filled for the unexpired term by plurality vote of the voting members present within two consecutive monthly meetings following the occurrence of such vacancy.

**Section 5. Qualifications for Office.** To be eligible as a principal officer of the Club, a person must have been a member of the club for one year prior to the election meeting and be in good standing at that time. To be eligible for the office of President, a member must have served, prior to the day of election, one year on its Board of Directors.

**Section 6. Vacancy, Officer Unable to Serve.** If at any time a Club officer is unable to serve in their capacity, the President shall have the authority to appoint a member of the Board of Directors as an acting officer until such time as the duly elected officer resumes his duties, or in the event of a resignation, another officer is elected.

## ARTICLE V

### **INDEMNIFICATION**

The Club shall indemnify each Director and officer now or hereafter, his or her heirs, executors and administrators, against all cost, expenses and liabilities, including settlements approved by the Board of Directors, reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceedings or the settlement or compromise thereof prior to final adjudication to which he or she is or may be made a party by reason of his or her being or having been a Director or an officer, except in relation to matters as to which he or she is finally adjudged in such action, suit or proceedings, to have been derelict in the performance of his or her duty as such Director or officer.

## ARTICLE VI

### **SEAL**

The Club shall have a seal which shall be in the form of a circle and shall bear the name of the Club and the date of incorporation. (deleted Nov 2015)

## ARTICLE VII

### **COMMITTEES**

**Section 1. General.** The Board of Directors shall have the power to create standing and/or ad-hoc committees the chairpersons of which shall be appointed by the President. These committees shall report directly to the Board of Directors, providing reports as appropriate to and taking direction from the board. Section 2 of this Article contains examples of the types of committees that could be created as either standing or ad-hoc.

**Section 2. Examples of Types of Committees the Board of Directors may Create.** These are examples of the types of committees the Board of Directors may create and such types of committees shall not be limited by this list. Nor shall it be implied that all the types of committees given in these examples will be created and active at any given time.

**A. Nominating Committee:** The nominating committee shall propose a list of at least one eligible member of the Club for each vacancy on the Board at the time of the Annual Meeting. The nominating committee may propose a candidate for a vacancy on the Board between Annual Meetings as covered in ARTICLE III, Section 6.

**B. Program and Entertainment Committee.** The program and entertainment committee shall be responsible for the programs at the regular monthly meetings.

**C. Technical Committee.** The technical committee shall be responsible for reviewing the club technical capabilities and developing projects to repair, maintain or enhance those capabilities.

The technical committee will also investigate and make recommendations in cases of reported interference and shall work in conjunction with the Federal Communications Commission, the CCARC and other amateur radio clubs, where appropriate.

**D. Publicity Committee.** The publicity committee shall be responsible for disseminating information to newspapers and radio and television stations concerning activities of the Club.

**E. Membership Committee.** The membership committee shall be responsible for increasing the membership of the club, collecting membership dues and publishing a current roster.

**F. Financial Review Committee.** The financial review committee shall be responsible for reviewing the financial report(s) of the treasurer. The members of this committee shall be drawn from the general membership.

**G The Education Committee.** The education committee shall be responsible for conducting classes of technical instruction for interested parties.

**H. Awards Committee.** The awards committee shall be responsible for the issuance and recording of all awards, authorized and issued by the Club.

**I. Benevolence Committee.** The benevolence committee shall be responsible for all benevolences authorized by the Club's Board of Directors.

**J. RoundTable Committee.** This committee shall be responsible for the publication of the club bulletin, the RoundTable.

**K. Field Day Committees.** The field day committee shall be responsible for preparation, publicity, education and implementation of the annual Denver Radio Club field day activities.

**L. Hamfest Committees.** The hamfest committee shall be responsible for preparation, publicity, education and implementation of the annual Denver Radio Club Hamfest.

**M. Special Committees.** The Board of Directors shall be empowered to appoint special committees from time to time to carry out the duties set out in instructions promulgated by the Board of Directors.

## **ARTICLE VIII**

### **MEETINGS**

All meetings shall be conducted in accordance with Robert's Rules of Order unless specified otherwise by these By-Laws.

## ARTICLE IX

### **MEMBERSHIP DUES**

**Section 1 Dues.** The dues of the members of the Club shall be as set by the Board; until changed by the Board, such dues shall be as follows:

- (a) Full Member \$ 20.00
- (b) Senior *Full Member* (added Apr 2019) (62 and over) \$ 15.00
- (c) Junior *Full Member* (added Apr 2019) (18 and under) \$ 15.00
- (d) Associate Member \$ 8.00
- (e) Family member no *additional* (added Apr 2019) dues

### **Section 2. Conversion of Membership Class.**

A. Associate members, as described in Article II, Section I, shall upon application to the secretary of the Club, be entitled to become full members for the balance of the year in which they become eligible for full membership by paying the balance due for that class.

B. Family Members, as described in article II, Section I, shall upon application and payment of dues for the appropriate class, be entitled to become full members with all rights and privileges thereof. ~~No reduction in dues amount shall be made for the one-time badge fee. (deleted Apr 2019)~~

## ARTICLE X

### **AMENDMENTS**

These By-Laws may be amended, altered or repealed in whole or in part and new Bylaws may be instituted by the affirmative vote of a majority of the voting members present at the Annual Meeting or any regular meeting of the Club; provided, that the text of the proposed amendment shall be published in the notice of the meeting and the proposal of any such amendment shall be contained in a petition signed by at least five (5) full members or by a majority of the Directors.

### **BY-LAWS OF THE DENVER RADIO CLUB, INC.**

*As approved by the Board of Directors– September 2010*

Adopted by the board members on 09/15/2010 for presentation to members at the September 2010 annual meeting.

Approved unanimously by the general membership present at the September 15, 2010 club meeting.

Amended: Nov 2015, Apr 17, 2019