

By-Laws of the Portland Amateur Radio Club

as adopted in 1982, and amended in
1983, 1984, 1986, 1987, 1991, 1992, 1993, and March, 2000

I. Statement of Incorporation and Purpose: The Portland Amateur Radio Club is a non-profit corporation chartered in the State of Oregon for the purpose of promoting activities related to Amateur Radio; by promoting cooperation among its membership and with other like organizations, by promoting technical proficiency by adopting and pursuing a program of community service, and by presenting a means of social interaction for radio amateurs.

II. Membership:

1. Privileges of membership shall be conferred in a manner consistent with Federal, State and local laws. Upon payment of Annual Membership Dues, privileges shall be granted in six categories, as described below.
2. **Full:** A Full Member shall be a licensed amateur, paying full annual dues. A Full Member may vote in all elections and on all resolutions and motions brought before the membership, and shall be eligible to hold an office and to serve on any Standing Committee of the Club.
3. **Associate:** An Associate Member shall be an unlicensed individual who has a genuine interest in Amateur Radio, and who shall pay the full amount of annual dues. An Associate Member shall not have a vote in the proceedings of the Club, but may serve on any Standing Committee not directly involved in on-the-air activities. Upon receipt of a license from the Federal Communications Commission, an Associate Member may upgrade his (her) status to that of a Full Member automatically, upon contacting the Membership Secretary.
4. **Family:** A Family Member shall be the spouse or minor child of a Full or Associate Member. Membership privileges shall be determined by the Family Member's license status. Family Members shall pay a prorated amount of the Annual Dues, the amount of which is to be determined by vote of the General Membership.
5. **Student:** A Student Member shall be a licensed amateur under the age of eighteen (18) and enrolled in a course of full-time study. A Student Member may vote, but shall not hold office in the Club. Otherwise, a Student Member shall hold full membership privileges. A Student Member shall pay a prorated amount of the Annual Dues, the amount of which is to be determined by vote of the General Membership.
6. **Military:** Any licensed amateur who is serving on active duty in any branch of the armed services is eligible for Full membership in the Club at the prorated dues

amount afforded Student Members, with the *proviso* that the restriction against Students holding office shall not apply to Military Members.

7. **Honorary:** An Honorary Membership in the Club may be conferred on any individual by vote of the General Membership. An Honorary Member shall have no vote in the proceedings of the Club, nor shall he (she) be held liable for any Dues, nor for any other assessment to the membership of the Club.
8. **Removal:** A Member may be removed from the rolls for cause by two-thirds vote of the Voting Members present and constituting a Quorum at any General Meeting. Proxy votes shall not be honored in these proceedings.

III. Term of Membership:

1. Membership shall be conferred on the basis of the calendar year, beginning January 1 and ending December 31. All existing members and new members shall have a renewal date of January 1.
2. For new members joining (or for former members whose membership has lapsed for more than one year and are rejoining), Dues are as described in Article IV. Membership dues shall be prorated on a half-year basis, with full dues paid for the period January 1 through June 30, and half dues are paid for the period July 1 through December 31.
3. Members who have not renewed by the 31st of March shall be dropped from the rolls.

IV. Membership Dues: Annual Membership Dues shall be eighteen Dollars (\$18.00) for Full and Associate Members. Family Members shall be assessed six Dollars (\$6.00) and Student and Military Members shall be assessed twelve Dollars (\$12.00) each. For graduates of PARC-conducted licensing classes for which a greater amount of tuition was collected, a one-time discount of five Dollars (\$5.00) will be available upon joining the Club.

V. Board of Directors:

1. The business operations of the Club shall be conducted by the Board of Directors, consisting of the Officers of the Club, the immediate Past President and Directors at Large.
2. The Officers of the Club shall be designated as follows:
 - a. President
 - b. Vice President
 - c. Recording Secretary
 - d. Membership Secretary*
 - e. Treasurer*

3. The number of Directors at Large shall be determined by the number of Voting Members (Full, Student, Military and licensed Family Members) at the time of the Annual Elections. There shall be one Director for each seventy-five (75) Voting Members, with the lower number taken if the number of Voting Members is not evenly divided by seventy-five.

*See Article VI, Para 5 regarding the Membership Secretary and Treasurer positions.

VI. Duties and Responsibilities of Officers, Directors and Station Trustee:

1. **President:** The President shall chair all meetings of the Board of Directors and of the General Membership. The President shall speak for the Club (or shall designate another officer of member for that purpose) in all dealings with the general public, and shall serve as *ex-officio* member of all Standing Committees and shall vote only to break a tie vote of the Board or Membership. The term of office shall be one year.
2. **Vice President:** The Vice President shall serve *in lieu* of the President whenever the President is unable to be present. The Vice President shall oversee all operating activities and shall chair the Activities Committee, and shall assist the President in all areas of Club business where needed and requested. The term of office shall be one year.
3. **Recording Secretary:** The Recording Secretary shall take minutes at all Board and General Meetings, and shall make them available for publication in the Club Newsletter. The Secretary shall also arrange for a central mailing address for the Club, with the *proviso* that all mail for the Club be picked up not more than two days prior to any meetings of the Board and General Membership. Additionally, the Secretary shall procure as needed sufficient Liability Insurance to cover Club activities, and shall also perform any additional duties as prescribed by the Board of Directors. The term of office shall be one year.
4. **Membership Secretary:** The Membership Secretary shall maintain all membership records for the Club, and shall cause to be published annually an Official Roster of the Membership. The Membership Secretary shall also furnish monthly reports to the Board of Directors and for publication in the Club Newsletter. Additionally, the Membership Secretary shall monitor the membership for compliance with ARRL directives regarding Affiliated Club status, and shall prepare in January of each year the required reports to maintain such status. The Membership Secretary shall also be available to perform such additional duties as mandated by the Board of Directors and shall serve a one-year term of office.
5. **Treasurer:** The Treasurer shall be responsible for handling all Club funds; both in taking them in, and in disbursing them according to the wishes of the Board of Directors. The Treasurer shall prepare monthly reports to the Board of Directors and for publication in the Club Newsletter; and shall chair the Finance Committee, which shall present an annual Budget, Financial Report and Tax Statement. In such

situations that it is not possible for separate candidates for 2 positions to be nominated (*e.g.*: if membership levels drop too low), the Treasurer may, at the discretion of the President, assume all of the duties of the Membership Secretary. The term of office shall be one year.

6. **Past President:** The immediate Past President shall automatically serve a one-year term of office as a Director, following the end of his (her) term of office as President. Should a President elect to seek another office or serve a second (or more) term and should he (she) be elected, the position on the Board shall be filled by election of a one-year Director.
7. **Director (at Large):** There shall be one Director elected for each full multiple of seventy-five (75) Voting Members of the Club. For the first three positions so created, the term of office shall be three (3) years. Subsequent positions (to a maximum of three) shall have a one-year term. Directors shall serve on the Board and on such Standing Committees as are agreed upon among the whole Board of Directors.
8. **Station Trustee:** The Trustee shall be legally responsible for the operations of the Club Station W7LT and for the Repeater Stations W7LT/R and shall serve in an advisory capacity to the Board of Directors, *ex-officio*. Upon appointment by the Board, the Trustee shall prepare and file the appropriate FCC forms; and shall keep, for the duration of the appointment, possession of a copy of the Club Station license, in accordance with current FCC regulations. The Trustee shall also serve as an *ex-officio* member of the Activities and Repeater Committees, and shall serve at the discretion of the Board.

VII. Special Instructions to the Board of Directors:

1. Removal of an Officer or Director for Cause:

- a. All Officers and Directors shall attend all Board meetings, unless excused for reasons of health, business or out-of-town family commitments. After three unexcused absences, a Directorship or Office may, at the discretion of the Board, be declared vacant. In such an instance, a special election shall be held at the next General Meeting, to fill the office for the balance of the term.
- b. If, in the eyes of a sufficient number of Voting Members, an officer or Director has acted in a manner injurious to the welfare of the Club, a Petition for Removal from Office may be drawn up, which shall specify the charges against the officer or Director in question. This petition shall bear the signatures of at least ten (10) Voting Members, and shall be filed with the Board of Directors at their monthly meeting. The Officer or Director in question shall immediately be suspended from office until such time as the case is settled. A hearing on the charges shall take place at the next General Meeting following announcement thereof in the Club Newsletter. A Quorum shall be necessary to conduct the hearing. A two-thirds majority of the

Voting Members present and voting by secret ballot shall be necessary to remove an Officer or Director. Proxy votes shall not be honored in these proceedings.

- c. If an Officer or Director is indicted for a felony or serious misdemeanor offense in Federal, State or Local proceedings and such offense occurred in the ostensible transaction of Club business, such Officer or Director shall be suspended immediately from office. Upon conviction, he (she) shall be removed from office and a special election shall be held to fill the vacancy.
 - d. Loss of License, either by lapse thereof or by administrative action of the Federal Communications Commission, shall denote loss of Voting Membership, and shall render the office in question vacant. A special election shall take place to fill the vacancy.
2. **Fiscal Limitations:** For all expenditures from the General Fund that are outside the Annual Budget, the Board of Directors shall approve all transactions involving up to one hundred-fifty Dollars (\$150.00). Expenditures above that amount shall require ratification by a simple majority vote of Voting Members present and constituting a Quorum. Expenditures made from dedicated funds entrusted to the Treasury of the Portland Amateur Radio Club shall be under the joint control of the Treasurer and the Chairman of the Committee whose funds are being held in a separate account, and those expenditures shall be treated as budgeted expenditures, apart from the General Fund of the Club. All such expenditures shall be made only upon notification of the General Membership.
 3. **Limitations of Offices:** No member of the Club shall hold more than one elected office at a time, except as provided for in Article VI, Para. 5, allowing the Treasurer to assume the duties of the Membership Secretary, when necessary.

VIII. Standing Committees:

1. Standing Committees shall be established for the conduct of Club Activities and to advise the Board of Directors and General Membership. The President shall serve as an *ex-officio* member of all Standing Committees and Associate Members may serve on all Standing Committees not directly related to on-the-air activities. All committee reports shall be made in writing to the Board of Directors.
2. **Activities Committee:** The Activities Committee shall coordinate all operating activities undertaken by the Club, to include all activities where the Club and Amateur Radio are presented to the general public. The Committee shall be responsible for setting up programs for General Meetings; and shall have custody over all Club-owned equipment, except for the Club Repeater Stations, W7LT/R. The Vice President shall chair the Activities Committee.
3. **Repeater Committee:** The Repeater Committee shall be responsible for the maintenance, custody and upkeep of Repeater Stations W7LT/R. The Chairman shall be appointed by and shall serve at the discretion of the Board of Directors and shall serve as an *ex-officio* member of the Board. All monies allotted to the repeater

operation, or which are donated for the operation of the repeater, shall be placed in a separate bank savings account, the purpose of which is to fund ownership and maintenance expenses and improvements to the repeaters. Unspent funds remaining at the end of the year in the account shall be left to accumulate alongside the next year's allocations, so as to allow for the further upkeep, emergency maintenance and ultimate replacement of the repeater station equipment. The Repeater Committee Chairman and the Treasurer shall be authorized signers of withdrawal slips from this account.

4. **Publicity/Newsletter Committee:** The Publicity/Newsletter Committee shall oversee preparation and monthly publication of the Club Newsletter, and shall oversee publication of all Annual Reports of the Standing Committees. The Committee shall prepare all press releases to the public media and to other clubs. The Newsletter Editor shall chair the Committee and shall be appointed by and shall serve at the discretion of the Board of Directors; and shall serve as an *ex-officio* member of the Board.
5. **Finance Committee:** The Finance Committee shall oversee the handling of Club finances and investments, and shall assist the Treasurer in preparing all Annual Budgets, Financial Statements and Tax Statements. The Committee shall consist of those officers and Directors empowered to sign checks on the Club's accounts. The Treasurer shall chair the Committee.
6. **Social Committee:** The Social Committee shall coordinate all purely social activities of the Club, and shall have responsibilities for providing refreshments at all General Meetings. The Chairman shall report to the Vice President and to the Board of Directors; and may be an Associate Member.
7. Other Standing Committees may be established as the need arises

IX. Standard Agenda:

1. Call to Order
2. Introductions (Name, Callsign, Office held)
3. Minutes of the Board and General Meetings*
4. Treasurer's Report*
5. Committee Reports*
6. President's Message*
7. Old Business
8. New Business
9. Good of the Order
10. Door Prizes**

11. Adjournment

*Minutes, Treasurer's Report and Committee Reports shall be optional at all meetings where the reports have been published prior to the meeting. The President's Message is discretionary.

**Door prizes are optional.

Programs may be given at the end of the meeting (after adjournment), or they may be inserted into the Agenda at any time after the Committee Reports or President's Message (if one is given).

X. Designated Meeting Times:

1. **Board of Directors:** The Board of Directors shall meet at a time and on a date agreed upon and announced in advance in the Club Newsletter or at the immediately previous General Meeting. The time and location of all meetings of the Board of Directors shall be announced at least ten days in advance. Although only Officers and Directors may vote at a Board meeting, these meetings are open to all members who care to attend.
2. **General Meetings:** The General Membership shall convene once a month (allowing for holidays), the date to be set by the Board of Directors and announced at the previous meeting and/or on the PARC net.
3. **Committee Meetings:** Committees shall meet as needed, but at least twice a year. Committees shall present written reports to the Board, which shall be published in the Club Newsletter and kept on file by the Recording Secretary.

XI. Conduct of Meetings:

1. All Club business shall be conducted in accordance with *Robert's Rules of Order, Revised*; or any other agreed-upon standard Parliamentary Procedure.
2. A Quorum for the transaction of business at General Meetings shall be ten percent of the Voting Members of the Club, except that when the total number of Voting Members shall be less than one hundred, a Quorum shall be ten Voting Members present. For the conduct of business by the Board of Directors, a Quorum shall be three (3) Officers or Directors present.
3. Terms of office shall begin at the July meeting of the Board.
4. In the event of a vacant office or Directorship caused by resignation or removal, a Special Election shall be held at the next General Meeting following timely announcement in the Club Newsletter.

XII. Annual Budget:

Prior to the November Board Meeting of each year, the Finance Committee shall meet with all interested parties to compile such data as are necessary to determine recurrent expenses of the Club, and from these data, a draft Budget shall be prepared for

consideration at the December General Meeting. The Budget as debated and adopted at the December meeting shall take effect as of January 1, and shall be valid for the entire year.

XIII. Calendar of Activities:

Prior to the December meeting of the Board of Directors, the Activities and Social Committees shall meet jointly for the purpose of scheduling all major Club activities for the following year. The report of this meeting shall take the form of a calendar detailing all of these activities and shall be presented to the General Membership at the December General Meeting. The Calendar shall not be subject to debate or ratification. Items in the Calendar may be changed on one month's notice in the Newsletter from the Committee having jurisdiction, as the need arises.

XIV. Club Assets:

1. The Activities Committee and the Trustee shall exercise ultimate custody over Club-owned property except for the Repeaters, which are to be accounted for by the Repeater Committee.
2. Members shall have the opportunity of using Club-owned property which is in serviceable and useable condition, subject to the stipulations given below:
 - a. Such property shall be made available to the Activities Committee as it is needed for operating events.
 - b. Members signing out property have the immediate responsibility of maintaining the property in good working condition, and of returning it likewise, as requested.
 - c. Club property shall not be used for personal financial gain, nor for any purpose contrary to Federal, State or local laws.
 - d. A member taking Club property shall sign a receipt, agreeing to items 2 a-c, above.

XV. Amendments to By-Laws:

1. These By-Laws may be amended upon two-thirds vote of the Voting Members present and constituting a Quorum at a General Meeting. All such actions shall be taken by secret ballot.
2. Proposed amendments may be presented by either Directors, Officers, or Voting Members.
3. **Notification Procedures:**
 - a. Proposed Amendments shall be presented in writing to the Board at any Board meeting. Action shall be taken at the next General Meeting on the proposals filed.
 - b. Proposed Amendments shall be published in their entirety in that month's Newsletter.

- c. Placement of the Newsletter in the U.S. Mails not less than ten days, nor more than twenty days prior to the appropriate General Meeting shall constitute adequate and proper delivery of notification, in accordance with Oregon statutes.

XVI. Proxy Votes:

No member shall represent more than one other by proxy for any election of Officers or on any item of business requiring a secret ballot. A written Statement of Proxy, signed by the absent member, must be presented by the member's representative at the appropriate meeting, so that a second ballot may be issued. Proxies shall not be included in the number of members present to constitute a Quorum at a General Meeting.

XVII. Nominations and Elections:

1. In April of each year, a Nominating Committee, consisting of not less than three Voting Members, shall be chosen by the President to choose a slate of candidates for the various offices being elected that year. Members of the Nominating Committee shall not nominate themselves or each other for any Club office or Directorship.
2. At the June general meeting of each year, further nominations shall be solicited from the floor; at which time, any Full, Military, or licensed Family Member may be nominated, and the Election shall be held.

The Elections shall be held by Secret Ballot, and the ballots shall be counted by a committee of three Tellers chosen by the President. Whenever possible, Associate or Student Members shall be chosen as Tellers.

XVIII. Ratification

These By-Laws as subsequently amended, were ratified by vote of the Membership present at the Bonneville Power Administration Auditorium, City of Portland, County of Multnomah, State of Oregon, the nineteenth day of November, Nineteen hundred and eighty-two.