

Constitution and Bylaws



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Amended by the Board of Directors on September 14, 2018 and ratified January 12, 2019 by a unanimous vote of the members present at the Annual Meeting & Banquet at Anthony's in Burien, WA. There were 20 of 50 paid members present so the twenty per cent quorum requirement was met.

CHANGES:

Added **Training Officer and Quartermaster** to **ARTICLE IV, SECTION 1 – OFFICERS, para. A.**

Added **Training Officer, paragraph E.** to **ARTICLE IV, SECTION 3 - DUTIES**

Added **Quartermaster, paragraph F.** to **ARTICLE IV, SECTION 3 – DUTIES**

Added **Training Officer and Quartermaster** to **ARTICLE V – BOARD OF DIRECTORS, SECTION 1 – DEFINITION**

Added **Quartermaster** to **ARTICLE IX – ELECTIONS, SECTION 1 – ELECTION, para. 1**

Added **Training Officer** to **ARTICLE IX – ELECTIONS, SECTION 1 – ELECTION, para. 2**

ARTICLE I – NAME

SECTION 1-NAME

The name of this organization shall be the West Seattle Amateur Radio Club, Inc. (Hereby known as WSARC).

SECTION 2 – MAILING ADDRESS

The mailing address of WSARC shall be selected and set by the board of directors.

ARTICLE II – PURPOSE

The WSARC is organized for charitable, educational, and scientific purposes:

- To provide volunteer radio communication services to government agencies and the general public in times of emergency
- To provide community, state and national volunteer amateur radio communication services in support of charitable agencies.
- To provide amateur radio licensing classes, test sessions and educational programs.
- To promote programs that develop and improve the skills of licensed amateur radio operators.
- To promote the development of new technology and scientific discoveries by supporting and encouraging research and technological innovation in application of amateur radio.

ARTICLE III – MEMBERSHIP

Membership in the WSARC shall be a comprised of two categories: full and associate membership. In order to become a member of the WSARC, one must satisfy the following requirements:

SECTION 1 – FULL MEMBERSHIP

- A. Hold a current valid Federal Communications Commission (FCC) amateur radio license or a license issued by a foreign country of which they are a citizen and the government of said country has entered into a bilateral or multilateral reciprocal operating agreement with the United States.
- B. Show an interest in WSARC by regular use of the repeater using practices which conform to good amateur practices as established by the Amateur Radio Relay League (ARRL) and attending and taking part in meetings and/or function of WSARC.
- C. Direct a formal application for membership to the secretary of the WSARC. Anyone applying for membership at any general meeting will not be considered a full member of the WSARC until after the conclusion of that meeting and after processing of the application by the secretary and treasurer.

- D. Pay annual dues

SECTION 2 – ASSOCIATE MEMBERSHIP

- A. Register on the WSARC website (<http://www.westseattlearc.org/>).
- B. Show an interest in the WSARC by attending and taking part in meetings and/or functions of the WSARC.
- C. There are no annual dues for this form of membership.
- D. It is not necessary to hold an amateur radio license.

SECTION 3 – VOTING PRIVILEGES

- A. Only full members will be considered active voting members of the WSARC and can participate in;
- B. The election of officers at the annual meeting.
- C. Voting on matters put before the membership by the board of directors.
- D. In order to vote all requirements of Article III. Section I, must have been satisfied and the individual must have been notified by the secretary or treasurer as to the acceptance of their application for membership

SECTION 4 – DUES

- A. Dues are set by the board of directors of WSARC and announced at the annual meeting.
- B. They are due January 1st to cover one calendar year, from January 1st to December 31st.
 - Dues paid during the first three quarters of the year cover current year.
 - Dues paid in the last quarter are applied to the following year.
 - A full member whose dues are not renewed by the end of the first quarter of the new year will be reassigned to be an associate member
- C. Any dues paid or donations made to the WSARC become the property of the WSARC and are nonrefundable.

SECTION 5 – MAINTENANCE OF ACTIVE MEMBERSHIP

In order to maintain an active voting membership and to be included in the requirements for a quorum one must be active in WSARC activities and current in dues. The member can be reinstated as an active voting member 30 days after completing any of the requirements in this section.

SECTION 6 – CANCELATION OF MEMBERSHIP

- A. The board of directors can cancel the membership of any member, as they see fit with or without cause by notifying the member in writing.
- B. A member can cancel their membership and be removed from the roster of the WSARC at any time by submitting a written request to the board of directors.

ARTICLE IV – OFFICERS

SECTION 1 - OFFICERS

- A. Elected officers of WSARC shall be; President, Vice President, Secretary, Treasurer, **Training Officer, Quartermaster**, Board 1, 2, and 3.
- B. These officers shall appoint the license trustee (see Article VI). No officer may hold more than one office at any time.

SECTION 2 – TERMS OF OFFICE

- A. All elected officers shall be elected to serve a two-year term.
- B. The license trustee, holding an appointed position, has no definite term of office, but may be appointed and/or removed from office at any time by the board of directors.

SECTION 3 – DUTIES

- A. President
 - Shall preside at all meetings of WSARC and of the board of directors.
 - Shall have the power to sign official and legal documents for the WSARC.
 - Is a signatory of the WSARC bank accounts.
- B. Vice President
 - Shall assume the duties of the President in the absence of the President.
 - Is responsible for the arrangements of the programs for all meetings and functions.
 - Shall notify the membership of time, place, and the purpose of each meeting.
- C. Secretary
 - Shall maintain accurate records of the proceedings of each meeting called by the board of directors.
 - Shall be responsible for all correspondence on behalf of the WSARC including but not limited to filing of any necessary reports or returns with the Internal Revenue Service (IRS), the State of Washington, or other agencies.
- D. Treasurer
 - Shall be responsible for keeping an accurate accounting of all funds and all property owned by WSARC.
 - Is a signatory of WSARC bank accounts
- E. **Training Officer**
 - **Shall be responsible for coordinating dates, locations, instructors, and volunteer examiners (VEs) for all classes sponsored by WSARC for the public.**
 - **Shall be authorized up to \$200.00 for refreshments for the classes.**
 - **Shall be reimbursed for All necessary expenses in providing the classes.**
- F. **Quartermaster**

- Shall be responsible for maintaining accountability for all WSARC assets.
- Shall be the point of contact (POC) for all donated equipment.
- Shall disposition the WSARC equipment as needed including loan, grant, and/or sale at their discretion.
- Shall work with treasurer to hand off any funds received from sale of WSARC equipment, and have a tax letter sent out to the donor.
- Shall be authorized to encumber WSARC for storage rental at the best prices available so as to not burden the quartermaster with storage.
- Shall keep an accurate inventory of equipment available at every club meeting and board meeting.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1 – DEFINITION

The board of directors (the board) shall consist of the President, Vice President, Secretary, Treasurer, **Training Officer**, **Quartermaster**, and three directors at large (board positions 1, 2, & 3)

SECTION 2 – DUTIES

- A. Is responsible for all policies and long-range planning of the WSARC.
- B. Appoints the license trustee.
- C. Authorize all expenditures of the WSARC funds.
- D. Appoints committees from general membership as needed to assist with projects.
- E. Reserves a place on the agenda of the next meeting of the board for the purpose of allowing a member to request action or state a complaint.
 - The Vice President must receive a member’s request at least forty-eight (48) hours prior to any board meeting.
 - The member will be given ten (10) minutes to state his/her request or complaint.
 - The board then shall then take action on the request/complaint of the member.
 - Should a member not be satisfied with the action of the board, the member may present the board with a written request for action signed by at least ten (10) active voting members.
 - The board is then required to reconsider the request for action from the member at the next meeting of the board but their decision at that time will be final.

SECTION 3 – MEETINGS

Members of WSARC are invited and encouraged to attend all meetings of the board; however, only members of the board may participate in the making of motions and voting on said motions.

- A. Meeting of the board shall be held at least semi-annually.
- B. The Vice-President or designate shall notify the membership WSARC at least one (1) week in advance of the meeting by radio, phone, and/or email.
- C. A special board meeting shall be called by the “president at the request of any two (2) members of the board”.

SECTION 4 – PROCEDURES

- A. Voting at board meetings shall be done by a show of hands or voice, and the results shall be made available to the membership.
- B. Only members of the board of directors may make a motion and vote on said motion at board meeting.
- C. Any member of the board may designate another board member in writing to vote for them in his or her absence.
- D. Should an issue arise which must be handled immediately, the President (or the President’s designee) may conduct a telephone and or electronic meeting of the board for the purpose of deciding the issue, provided the issue and its resolution are discussed at the next board meeting.

SECTION 5 – RESPONSIBILITY

By accepting an elected position to the board, an individual accepts a responsibility to serve the interests of the members of the WSARC. This responsibility can only be fulfilled by regular participation in board meetings and active participation in WSARC activities.

- A. Any elected officer who has three (3) consecutive unexplained absences from board meetings is assumed to have lost interest and to have vacated the position.
- B. Any officer who cannot fulfill their duties for any reason is expected to submit a letter of resignation.
- C. The board has the right to remove one of its members for any reason by a 2/3 vote.

SECTION 6 – INTERM VACANCIES OF BOARD POSITIONS

The board can fill by appointment any board positions that are vacated between general elections.

ARTICLE VI – CLUB STATION LICENSE TRUSTEE

SECTION 1 – DEFINITION

WSARC holds a club station license that allows operation of its repeater station under a club FCC call sign. The license is granted only to a trustee appointed by the club. The

license trustee shall be responsible for the compliance of the repeater system with the current FCC regulations.

SECTION 2 – QUALIFICATIONS

The license trustee must hold a current valid FCC amateur radio operator's license of at least a general class although an extra class license would be preferred.

SECTION 3 – DUTIES

- A. Disseminates information concerning the means of system control.
- B. Provides this information to all control operators and to other individuals, as he or she deems necessary.
- C. Selects the control operators and will provide them with guidance concerning the day-to-day operation of the repeater system.
- D. Meets with the control operators at regular intervals to discuss any problems they may have encountered and review the latest FCC regulations.

SECTION 4 – REMOVAL FROM OFFICE

The license trustee may be removed from office by a majority vote of the members of the board. Should the license trustee resign or be removed from office, a new license trustee must be appointed by the board within thirty (30) days. In the interim, the president shall serve as the license trustee.

ARTICLE VII – COMMITTEES

Committees may be appointed by the board.

ARTICLE VIII – GENERAL MEMBERSHIP MEETINGS

SECTION 1 – FREQUENCY OF MEETINGS

- A. General membership meetings shall be held on an annual basis, or more frequently if called by the board.
- B. Any member may present to the board a written request for a general membership meeting, signed by at least ten (10) active voting members. The board is then required to call a general membership meeting within thirty (30) days for the express purpose of considering the members request. This meeting cannot be held within ninety (90) days of the annual membership meeting.

SECTION 2 – NOTIFICATIONS

At least one (1) weeks' notice of the meeting shall be given to all members by mail, telephone, radio, and/or email by the Vice President or designee.

SECTION 3 – RULES OF PROCEDURE

The current edition of “*Roberts Rules of Order, Newly Revised*”, shall govern the conduct of all meetings.

SECTION 4 – ANNUAL MEETING

The first general membership meeting of each calendar year shall be considered the annual meeting for the purpose of elections and annual reports

SECTION 5 – QUORUM

The presence of at least twenty (20) percent of all active voting members shall constitute a quorum at a general membership meeting.

SECTION 6 – MOTIONS

Any active voting member present may make or second a motion during a general membership meeting. Voting shall be by active voting members present only, there will be no proxy voting allowed.

ARTICLE IX – ELECTIONS

SECTION 1 – ELECTION

All officers of WSARC shall be elected for a term of two (2) years.

1. On odd numbered years
 - President
 - Treasurer
 - **Quartermaster**
 - Board position one (1)
 - Board position three (3)
2. On even numbered years
 - Vice President
 - Secretary
 - **Training Officer**
 - Board position two (2)

SECTION 2 – VACANCIES

The board may fill any elective office that becomes vacant temporarily through appointment until the next annual meeting, at which time the office will be filled by a vote of the general membership.

SECTION 3 – NOMINATIONS

- A. Any member may nominate any other member, or place one’s own name in nomination for any position being considered for election.
- B. Each nominee must be consented to be nominated

- C. Each nominee for office must be a current active voting member of the WSARC.
- D. An individual who presently holds an elected office in the WSARC can be nominated for another office but would need to resign the original office if elected.

SECTION 4 – VOTING

- A. Election for each office shall be decided by a simple majority of active voting members present and voting.
- B. In the event no candidate receives a majority, balloting will be repeated once more in an attempt to select a clear winner. If the second vote also results in a tie, a coin toss will decide the winner.
- C. If a candidate is running unopposed
 - There will still be a vote by the membership to accept the candidate
 - If accepted by a simple majority they get the post.
 - If not accepted by a simple majority the post will be considered open and will be filled in accordance with the bylaws by the newly elected board at a later date.
 - Individuals declined by the membership for a certain post are ineligible for appointment to that post by the board for the duration of that term they were not elected to.

ARTICLE X – AMENDMENTS

- A. This constitution and bylaws may be amended by the board.
- B. Any amendments must be ratified by the general membership at the next meeting by a 2/3 majority of the active voting members present.
- C. The secretary will provide notice to the general membership which shall include the text of any amendments that have been put in place at least one (1) week in advance of the meeting.

ARTICLE XI – DISSOLUTION

SECTION 1 – QUALIFICATION FOR DISSOLUTION

The WSARC may be dissolved at any time by a unanimous vote of the board followed by a 2/3 vote of the active voting members present at a general membership meeting called for this purpose.

SECTION 2 – DISPOSAL OF POSSESSIONS

After dissolution has been approved in the preceding action, the disposal of the WSARC assets shall be as follows:

- A. All equipment on loan from members shall be returned within fifteen (15) days after the adoption of the dissolution resolution.
- B. The board shall pay all outstanding bills within fifteen (15) days after the adoption of the dissolution resolution.

- C. There shall be an open auction of all the WSARC property at a place and time designated by the board
- D. The secretary and or treasurer shall inform the State of Washington, the IRS, FCC, and any other agency involved of the WSARC dissolution.
- E. All funds then left shall be given to an Internal Revenue Code section 501(c)(3) tax exempt organization as specified by the dissolution resolution. The WSARC conflict of interest policy shall be adhered to in any negotiations. In no event will a member of the WSARC be given any portion of the club's assets or funds.

ARTICLE XII – PARLIAMENTARY PROCEDURES

The current edition of "*Roberts Rules of Order, Newly Revised*" shall be the parliamentary authority in all cases not covered by this Constitution and By-laws.

ARTICLE XIII – NONDISCRIMINATION POLICY

The WSARC does not discriminate on the basis of race, color, gender, age, religion, political views, nationality, ethnic origin or sexual orientation. All members are entitled to all rights, privileges, programs, and activities made available to members of the WSARC per article III.