

BYLAWS, NORTH SHORE RADIO CLUB, INC.

Amended and Restated as of June, 2020

ARTICLE I – NAME

The name of the organization is and shall be the NORTH SHORE RADIO CLUB, INC (herein after referred to as the "Club") a not-for-profit corporation located in the State of Illinois.

ARTICLE II-OBJECTIVES

Section 1. Principal Objectives - The Club is organized primarily for public service, educational and scientific purposes to advance the art and science of amateur radio communications, provide educational programs of interest in the technical aspects of amateur radio and provide disaster, emergency or public service amateur communications without pecuniary gain.

Section 2. Affiliation - The club shall be an affiliate organization of The American Radio Relay League and shall support the preservation and advancement of the amateur radio hobby in the United States.

ARTICLE III- MEMBERSHIP

Section 1. Membership in the Club is open to all people interested in the advancement of amateur radio subject to approval by the Board of Directors. Membership in the Club, and renewal of membership in the Club, may be denied or revoked, as applicable, for conduct that is contrary to the best interests of the Club, as determined by the Board of Directors, in its sole discretion.

MEMBERSHIP CLASSIFICATIONS

a) Regular Voting Member - Available to all persons licensed as an amateur radio operator by the Federal Communications Commission. A Regular Voting Member is eligible for full rights and privileges in the Club, including the right to vote and hold elective office.

b) Family Member - Available to two or more licensed radio amateurs in the same immediate family. The "Primary" Family Member shall pay full Regular Voting Member dues while other Family Members shall be accorded reduced Family Member dues. All Family Members shall be eligible for full rights and privileges including the right to vote and hold elective office. Family Members must be identified in writing upon application for membership to the Board of Directors.

c) Student Member - Full-time students, licensed as amateur radio operators, shall be eligible for Regular Voting membership at reduced dues determined by the Board of Directors.

d) Associate Member – Available to all persons having an interest in amateur radio, but who are not licensed as amateur radio operators by the Federal Communications Commission. Associate Members shall not be entitled to hold elective office, but shall be entitled to vote.

ARTICLE IV - DUES AND FINANCE

Section 1. Establishment of Dues - Dues shall be established by the Board of Directors in conjunction with the adoption of an annual fiscal budget.

Section 2. Fiscal Year - The fiscal year shall begin January 1 and end December 31.

Section 3. Delinquent Membership - A member's dues are payable on January 1 shall become delinquent if not paid within 90 days. The Treasurer shall notify the Board of all delinquent members of their status. Delinquent members shall not have the right to vote, hold office, or otherwise be considered a member in good standing until all club debts have been paid.

Section 4. Termination of Membership - A member shall automatically forfeit all rights and privileges of membership if his or her dues are not paid in full by the end of March of each year. The Board of Directors may reinstate such individuals to membership provided that all past debts are paid in full.

Section 5. Pro-Rated Dues - New members joining the Club shall have their dues prorated as determined by the Board. Former members shall pay dues for the full year.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1. Governing Body - The Board of Directors shall be the governing body of the Club responsible for establishing policies, overseeing all activities and be collectively responsible for the Club's financial affairs. The Board, which shall be comprised of elected Regular Voting Members, shall consist of no fewer than ten (10), and no more than fifteen (15) Directors.

a) The Board shall include the following officers as Directors:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

b) The Board shall include Directors responsible for:

- a) Membership
- b) Publicity and

- Communications
- c) Technical
- d) Net
- e) Education
- f) Program
- g) IT Services
- h) Public Service

c) The Board shall include such additional Directors as may be determined and appointed by the Board from time-to-time to serve until the next annual election of Officers and Directors by the Members; provided, however, that the total number of Directors shall ~~at all times~~ remain within the range set forth above. A Director may be responsible for more than one of the functions listed above.

Section 2. Board Meetings and Parliamentary Procedures.

a) **Board Meetings** - The Board of Directors shall normally meet once each month at a time and place to be announced by the President, or at the discretion of the President at least once every two months. Except as otherwise provided for in these Bylaws, Robert's Rules of Order shall govern parliamentary procedure used. The President, or, in his or her absence, the Vice President, shall chair meetings of the Board of Directors.

b) **Quorum and Action** - A quorum of the Board of Directors shall consist of six members present. The action of a majority of the Directors, present at a meeting at which a quorum is present, shall constitute action by the Board. Directors may participate in and act at any meeting of the Board or any of its committees through the use of electronic or other communication devices that permit all persons participating in such meeting to communicate with each other; participation in such meeting shall constitute attendance in person at such meeting. Informal action by the Board or any of its committees may be taken by unanimous written consent setting forth the action to be taken; the written consent may be executed in counterpart originals which may include responses by electronic communication that identify the sender and that may be printed to be part of a formal record, all of which, together, shall constitute the unanimous written consent of the Board, or committee, as applicable. A quorum for conducting business at monthly general meetings or the Annual Meeting shall be 20 percent of all Members entitled to vote pursuant to these Bylaws ("Voting Members").

Section 3. Election of the Board.

a) **Nominating Committee** - A Nominating Committee consisting of not less than three Regular Voting Members shall meet at least 45 days prior to the Annual Meeting on call by the President, who shall serve as Chairman. The Nominating Committee shall propose at least one nominee for each Officer and Director position to be vacant.

b) **Annual Meeting and Election** - The Club's December meeting shall be designated the Annual Meeting and nominees for elected office shall be voted on by Voting Members in attendance at the Annual Meeting. Elections may be conducted by a show of hands or by secret ballot if requested by at least two Voting Members. A majority vote of those Voting Members present at a meeting where a quorum is present is required to elect each officer or Director.

c) Installation - Officers and Directors elected by the Voting Members shall take office and be deemed installed as of the first day of January first following their election; Directors appointed by the Board shall take office and be deemed installed immediately upon their appointment.

d) Term of Office -Officers and Directors shall serve a one-year term of office or until their successor is duly elected.

e) Vacancy of Office - If an officer or director shall resign his or her office prior to completion of term, the President shall have the power to appoint a successor with majority consent of the Board of Directors. If the President shall resign, the Vice President automatically becomes President.

f) Failure to Perform - Elected Officers and Directors may be removed from office by two-thirds vote of the Board of Directors for failure to perform assigned duties. Unexcused absence at three consecutive meetings of the Board of Directors may be considered prima facie proof of failure in performing official duties.

Section 4. Indemnification and Insurance.

a) Indemnification – The Club shall indemnify, reimburse, and advance defense expenses to, each of the Club’s Officers and Directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an Officer or Director, to the maximum extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended from time-to-time; provided, however, that such indemnification, reimbursement and advancement of expenses shall not apply in any action brought by the Club against such Officer or Director.

b) Insurance of Risk – The Board shall have the authority to purchase and maintain such insurance on behalf of the Club, and its current and former Officers and Directors, as may be reasonable in connection with the indemnification, reimbursement and advancement of expenses provided for above.

ARTICLE VI- DUTIES OF OFFICERS AND DIRECTORS

Section 1. President - The President shall preside at all Board and membership meetings and shall serve as Chief Executive Officer of the Club. The President shall appoint members to all committees as defined in these Bylaws.

Section 2. Vice President - The Vice President shall assist the President in all responsibilities delegated by the President. The Vice President also assumes all responsibilities of the President in the absence or resignation of the President.

Section 3. Secretary - The Secretary shall record all official minutes and maintain custody of all official Club records.

Section 4. Treasurer - The Treasurer shall be responsible for the collection, custody and disbursement of all Club funds under the supervision of the Board of Directors. The Treasurer shall make regular financial reports to both the Board of Directors as well as a statement of actual revenues and expenditures for the immediate past fiscal year. The President or Treasurer are each authorized to sign checks individually in amounts of \$500 or less, prior to seeking approval by the Board of Directors. The Board may order an independent audit of all funds at any time.

Section 5. Membership Director- The Membership Director shall be responsible for the ongoing recruitment of new members and the retention of existing members.

Section 6. Publicity and Communications Director – The Publicity and Communications Director shall be responsible for external and internal communications.

Section 7. Technical Director - The Technical Director shall be responsible for maintaining the Club radio station(s) and its equipment in accordance with good operating practices.

Section 8. Net Director - The Net Director shall be responsible for coordinating the Club's weekly radio net, including providing for net control and content.

Section 9. Education Director - The Education Director shall be responsible for coordinating the Club's ongoing education programs for non-amateurs and upgrade programs for existing amateurs, and to coordinate the Voluntary Examiner sessions sponsored by the Club.

Section 10. Program Director – The Program Director shall be responsible for scheduling and arranging all programs at regularly scheduled club meetings, and special events as delegated by the President.

Section 11. Public Service Director – The Public Service Director shall be responsible for coordinating all public service, disaster or emergency activities of the club.

Section 12. IT Services Director. The IT Services Director shall be responsible for coordinating all information technology activities of the club including but not limited to the Club's website, e-mail and other messaging systems, e-mail reflectors and collaboration platforms and application development.

ARTICLE VII - COMMITTEES

Section 1. Executive Committee - There shall be an Executive Committee of the Board of Directors consisting of the President, Vice President, Secretary, Treasurer, and Technical Director then elected and serving. The Executive Committee shall be authorized to meet and act between meetings of the Board, and shall have the authority to take any and all action that may be taken by the Board; provided, however, that the Executive Committee shall not be authorized to (i) adopt or modify budgets, (ii) amend, repeal or restate these Bylaws or the Club's Articles of Incorporation, (iii) appoint Officers or Directors, (iv) act in a manner that is inconsistent with actions previously taken by the Board, or (v) take any action in violation of the requirements of the Illinois General Not For Profit Corporation Act of 1986, as amended from time-to-time, including, but not limited to, actions which may not be taken by any committee of the Board. The presence of three (3) Executive Committee members shall constitute a quorum at any meeting thereof, and the affirmative vote of three (3) Executive Committee members shall be required for action thereby. The President, or, in his or her absence, the Vice President, shall chair meetings of the Executive Committee, and shall have the right to vote on any and all matters before the Executive Committee. The provisions of these Bylaws with respect to meetings of, and action and informal action by, the Directors shall also apply to the Executive Committee, except as provided for to the contrary hereinabove. The Board shall have the right to impose limitations on actions that may be taken by the Executive Committee in addition to the limitations imposed by these Bylaws, or by law.

Section 2. Other Committees - The President shall have the power to create committees and appoint members to serve on an ad hoc basis during his or her term in office.

ARTICLE VIII- AWARDS AND HONORS

The Board of Directors may bestow special honors or awards upon members or public citizens who have distinguished themselves by enhancing the Club's objectives through meritorious service.

ARTICLE IX - GENERAL AND SPECIAL MEETINGS

General Meetings of the membership shall be held on the second Tuesday of each month, at a time and place established by the Board of Directors. The Board of Directors, at their discretion, may change the date and time of the general meetings, or may call additional special membership meetings providing a reason is stated and notice of the meeting is mailed to all members at least 15 days in advance. The agenda for special meetings must be restricted to the reason stated for conducting the meeting.

ARTICLE X – IMPROPER CONDUCT BY A MEMBER

Section 1. Investigation by the Board of Directors - The Board of Directors shall be

responsible for the investigation of any act or omission by a Club member that is brought to its attention which (i) potentially subjects the Club, its Officers or Directors, to liability, civilly or criminally, or loss of tax-exempt status under applicable law, or (ii) is contrary to the best interests of the Club, as determined by the Board of Directors, in its sole discretion.

Section 2. Action by the Board of Directors - The Board, by majority vote, may, in its sole discretion, impose sanctions as a result of such investigation including, but not limited to, private censure, public reprimand, suspension or revocation of membership; a finding of intentional violation of law shall require notification of, and cooperation with, appropriate government authorities. Prior to action taken by the Board under this Article X, the affected member shall be provided notice of potential action adverse to the member. Such notice shall be deemed given five (5) days following the date such notice is mailed, by United States mail, to the last known mailing address of the member. The member shall then have the right to submit written information relevant to the conduct indicated in the notice, by mail received by the Club not later than fourteen (14) days following such notice. The member shall not be entitled to representation by counsel. Action taken by the Board under this Article X shall be deemed final, and shall not be subject to hearing, arbitration, or appeal, of any nature whatsoever; such action may be entered as a judgment in a court of competent jurisdiction. For all actions taken by the Board other than private censure, notice of such action shall be provided to the Club membership at its next scheduled meeting or by inclusion in electronic Club portals. In the event that revocation of membership is results from action by the Board of Directors under this Article, the affected member's paid dues shall be prorated and the balance refunded to the member.

ARTICLE XI - AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors and majority vote of those Voting Members present at the Annual Meeting, or by a two-thirds majority vote of those Voting Members present at a special meeting of the membership, provided such proposed amendment(s) have been published in the Club newsletter or mailed by postal or electronic means to all Voting Members at least 15 days in advance of either meeting.

As amended and restated by action of the Board of Directors and approved by the Members on June 9, 2020 at Highland Park, Illinois.

Attest:

Jeff Kraft WW9F
Secretary

Date: June 9, 2020