

**Southwest Dallas County  
Amateur Radio Club**

**Club Bylaws  
Amended and Restated July 18, 2017**

**Southwest Dallas County Amateur Radio Club  
P.O. Box 381023  
Duncanville, Texas 75138**

**SWDCARC BYLAWS  
TABLE OF CONTENTS**

**ARTICLE I - GENERAL MATTERS**

- 1.1 - NAME
- 1.2 - PURPOSE
- 1.3 - OBJECTIVES
- 1.4 - PRINCIPAL OFFICE
- 1.5 - SEAL AND CORPORATE EMBLEM
- 1.6 - FISCAL YEAR

**ARTICLE II - MEMBERSHIP**

- 2.1 - ELIGIBILITY
- 2.2 - MEMBERSHIP CLASSIFICATIONS
  - 2.2.1 - REGULAR MEMBER
  - 2.2.2 - ASSOCIATE MEMBER
  - 2.2.3 - AFFILIATE MEMBER
  - 2.2.4 - STUDENT MEMBER
  - 2.2.5 - FAMILY MEMBER
- 2.3 - VOLUNTARY RESIGNATION
- 2.4 - SUSPENSIONS OR EXPULSION
- 2.5 - REINSTATEMENT

**ARTICLE III - OFFICIALS, QUALIFICATIONS, DUTIES AND TENURE**

- 3.1 - EXECUTIVE BOARD
  - 3.1.1 - GENERAL
  - 3.1.2 - MEMBERS OF THE BOARD
  - 3.1.3 - CHAIRMAN OF THE BOARD
- 3.2 - QUALIFICATION OF OFFICIALS
  - 3.2.1 - PRESIDENT
  - 3.2.2 - VICE-PRESIDENT
  - 3.2.3 - SECRETARY, TREASURER, DIRECTORS AT LARGE AND REPEATER TRUSTEE
- 3.3 - DUTIES OF OFFICIALS
  - 3.3.1 - PRESIDENT
  - 3.3.2 - VICE PRESIDENT
  - 3.3.3 - SECRETARY
  - 3.3.4 - TREASURER
  - 3.3.5 - DIRECTORS AT LARGE
  - 3.3.6 - REPEATER TRUSTEE
- 3.4 - TENURE OF OFFICIALS
  - 3.4.1 - PRESIDENT
  - 3.4.2 - VICE PRESIDENT
  - 3.4.3 - SECRETARY
  - 3.4.4 - TREASURER
  - 3.4.5 - DIRECTORS AT LARGE

**ARTICLE IV - COMMITTEES**

- 4.1 - GENERAL
- 4.2 - STANDING COMMITTEES
  - 4.2.1 - REPEATER COMMITTEE

- 4.2.2 - MATERIAL PROPERTY COMMITTEE
- 4.3 - OTHER COMMITTEES
  - 4.3.1 - NOMINATING COMMITTEE
  - 4.3.2 - ELECTION COMMITTEE

**ARTICLE V - FISCAL MATTERS**

- 5.1 - GENERAL
- 5.2 - DUES
  - 5.2.1 - NOTIFICATION OF DUES
  - 5.2.2 - AMOUNT OF DUES
  - 5.2.3 - PRORATION OF DUES
  - 5.2.4 - RETURN OF DUES
- 5.3 - ASSESSMENTS
- 5.4 - SPECIAL FUNDS, GIFTS, ETC.
- 5.5 - USE OF FUNDS
- 5.6 - MATERIAL PROPERTY
- 5.7 - BOOKS AND RECORDS
- 5.8 - DEPOSIT - WITHDRAWAL AND SEGREGATION OF FUNDS
- 5.9 - EXECUTIVE AUTHORITY
- 5.10 - INDEMNIFICATION
- 5.11 - COMPENSATION

**ARTICLE VI - MEETINGS AND PUBLICATIONS**

- 6.1 - MEETINGS OF MEMBERS
  - 6.1.1 - ANNUAL MEETING
  - 6.1.2 - REGULAR MEETING
  - 6.1.3 - SPECIAL MEETINGS
- 6.2 - BOARD MEETINGS
  - 6.2.1 - ANNUAL BOARD MEETING
  - 6.2.2 - REGULAR BOARD MEETINGS
  - 6.2.3 - SPECIAL BOARD MEETINGS
- 6.3 - NEWSLETTER, WEB SITE, AND SOCIAL MEDIA
  - 6.3.1 - GENERAL
  - 6.3.2 - EDITORIAL STAFF
  - 6.3.3 - FUNDING
  - 6.3.4 - WEB SITE
  - 6.3.5 - SOCIAL MEDIA

**ARTICLE VII - REPEATER OPERATIONS**

- 7.1 - GENERAL
- 7.2 - REPEATER TRUSTEE
- 7.3 - CONTROL OPERATORS
- 7.4 - REPEATER USE
- 7.5 - OPERATION PRIORITIES

**ARTICLE VIII - AMENDMENTS TO BYLAWS**

- 8.1 - GENERAL

**ARTICLE IX - NOMINATION, ELECTION, REMOVAL OF OFFICIALS**

9.1 - VOTING

9.2 - NOMINATIONS

9.3 - ELECTIONS

9.4 - RESIGNATION/VACANCIES

9.4.1 - RESIGNATION OF OFFICIAL

9.4.2 - VACANCIES ON THE BOARD

9.5 - REMOVAL FROM OFFICE

9.5.1 - ATTENDANCE

9.5.2 - NON-PAYMENT

9.5.3 - MEMBERSHIP VOTE

**ARTICLE X - MISCELLANEOUS PROVISIONS**

10.1 - CONTRACT

10.2 - DISSOLUTION OF ORGANIZATION

10.3 - NOTIFICATION

**BYLAWS OF THE SOUTHWEST DALLAS COUNTY AMATEUR RADIO CLUB  
AMENDED BY MEMBERS ON JULY 18, 2017**

**ARTICLE I - GENERAL MATTERS**

**1.1 - NAME**

The name of this organization is the Southwest Dallas County Amateur Radio Club, Inc., hereinafter referred to as the SWDCARC or the Club.

**1.2 - PURPOSE**

The SWDCARC is formed for the purpose for which a corporation may be formed under the Texas Nonprofit Corporation Act and not for pecuniary profit or financial gain. No part of the assets, income or profit of the SWDCARC will be distributed to, or inure to the benefit of, its Members, directors or officials except to the extent permitted under the said Nonprofit Corporation Act and other applicable law, and for purposes set forth within the Internal Revenue Service Code. The SWDCARC will not serve to facilitate the transaction of specific business by its Members or promote the private interest of any member or engage in any activities, which would constitute a regular business of a kind ordinarily carried on for profit.

**1.3 - OBJECTIVES**

The objectives for which the SWDCARC is formed are to unite into a common organization those individuals who share a common interest in the various aspects of amateur radio; to promote amateur radio to the general public; to provide the membership a forum for the exchange of information; to render services designed to meet the needs and interests of the membership which are related to amateur radio; and to provide radio and communications support to the community in general when needed or requested by appropriate authority.

**1.4 - PRINCIPAL OFFICE**

The SWDCARC principal office is in Dallas County, Texas. The SWDCARC may establish and maintain principal offices in any other place as the Board of Directors determines.

**1.5 - SEAL AND CORPORATE EMBLEM**

The SWDCARC may have, but is not required to have, an official seal and emblem. If a seal or emblem is elected, the Board must adopt it. The seal may be used by the President to attest the documents of the SWDCARC.

**1.6 - FISCAL YEAR**

The fiscal year commences on January 1 and ends on December 31 of each year.

**ARTICLE II - MEMBERSHIP**

**2.1 - ELIGIBILITY**

There shall be no restrictions on Membership due to race, religion, age, sex, ethnic origin, or handicaps. A voting member must be conversant in the English language. Each applicant for Membership must agree to abide by these Bylaws and other lawful rules adopted by the SWDCARC. The Board of Directors must approve applications for Membership.

Voting Membership and holding elective office is restricted to licensed amateur radio operators in good standing.

Seventy five percent (75%) of elected officials shall be residents of Dallas County, Tarrant County, Ellis County and Johnson County, bounded on the north by U.S. Interstate Highway 30.

## **2.2 - MEMBERSHIP CLASSIFICATIONS**

**2.2.1 - A Regular Member** must hold a current amateur radio license. Regular Members have all Membership privileges, full voting privileges and can hold elective office.

**2.2.2 - An Associate Member** does not hold an amateur radio license. An Associate Member may not vote or hold elective office. An Associate Member upgrades to Regular Member upon obtaining an Amateur radio license.

**2.2.3 - An Affiliate Member**

- (1) A member designated as a Family Member.
- (2) An amateur who takes and passes an amateur exam through the SWDCARC, will be eligible for free Membership for the remainder of the year.
- (3) Any amateur or non-amateur who the Board would like to bestow Membership to for service to the club.
- (4) A member who elects Affiliated Member classification. Such Members shall have no voting rights and may not hold elective office. An Affiliate Member shall have full access to any provided SWDCARC repeater afforded a Regular Member.

**2.2.4 - A Student Member** is any member of 25 years age or younger who is an enrolled student. A Student Member has all Membership privileges except for holding elective office.

**2.2.5 - A Family Member** is a member of the immediate family (parent, spouse or dependent) of a Regular Member and is classified an Affiliate Member (no voting rights).

## **2.3 - VOLUNTARY RESIGNATION**

Any member may withdraw from Membership by submitting written notice to the Secretary. All rights, benefits, privileges and interests of a member shall cease on termination of Membership. Resignations are effective upon fulfillment of all obligations.

## **2.4 - SUSPENSION OR EXPULSION**

Except for failure to pay dues or assessments, suspension or expulsion shall be by action of the Board, provided a statement of charges is mailed by registered mail to the member being charged at their last recorded address at least ten (10) days before final action is taken thereon. The statement shall be accompanied by notice of the time and place where the Board is to take action. The member shall be given an opportunity to present a defense only at the time and place mentioned in said notice.

A member may be suspended or expelled for any of the following causes:

- (1) Acts, which bring discredit to amateur radio or the SWDCARC, or violation of any of its Bylaws or other rules.
- (2) Conviction of any felony.
- (3) Action of the Federal Communications Commission (FCC) to suspend or cancel any FCC license held by the member.
- (4) Failure to pay dues or assessments.

When a member is in default of payment of dues or other assessments for a period of thirty (30) days after the date on which such amounts become payable, their Membership shall automatically be suspended and any office or appointment held by such member shall be vacated.

When a member is in default of payment of dues or other assessments for a period of ninety (90) days after the date on which such amounts become payable, membership shall automatically be terminated.

## **2.5 - REINSTATEMENT**

Any member whose Membership is terminated for failure to pay dues may be reinstated, except to offices or appointments vacated, without reapplication up to one hundred eighty (180) days after their dues or assessments became due. Otherwise, reinstatement shall be by new application. The full year's dues will still be required to be paid at that time.

## **ARTICLE III – OFFICIALS - QUALIFICATIONS, DUTIES, TENURE**

### **3.1 - EXECUTIVE BOARD**

#### **3.1.1 - GENERAL**

Governance of the SWDCARC shall be by an Executive Board (hereinafter referred to as “the Board”), which shall be elected from eligible Members. Each member of the Board is required to become familiar with the provisions of these Bylaws and to conduct the business of the SWDCARC accordingly.

No person may hold an elective office unless they have been a Regular voting SWDCARC member for at least the 12 months preceding nomination.

A simple majority of The Board must be present to conduct Club business. Unless specified otherwise in these Bylaws matters will be settled by majority vote of the Board Members present at any regular or special meeting.

#### **3.1.2 - MEMBERS OF THE BOARD**

The members of the Board shall consist of:

- (1) President
- (2) Vice-President
- (3) Secretary
- (4) Treasurer
- (5) Director at Large in charge of Membership
- (6) Director at Large in charge of Programs
- (7) Director at Large in charge of Material Property
- (8) The Repeater Trustee

#### **3.1.3 - CHAIRMAN OF THE BOARD**

The President shall function as Chairman of the Board. In the event the President is absent, the Vice-President, Secretary or Treasurer may act as Chairman of the Board during the absence.

### **3.2 - QUALIFICATIONS OF OFFICIALS**

**3.2.1** - The **President** shall be a Regular Member. Additionally the President shall have within the previous three (3) years held an elective office in the SWDCARC.

**3.2.2** - The **Vice-President** shall meet the same qualifications as the President, but need not have previously held an office of the SWDCARC.

**3.2.3** - The **Secretary, Treasurer, all Directors at Large and Repeater Trustee** shall be Regular Members.

### **3.3 - DUTIES OF OFFICIALS**

**3.3.1** - The **President** shall provide leadership of the Board during his/her term of office and shall preside over all official Board activities. The President will implement all actions approved by the Board and is charged with organization and management responsibilities of the day-to-day operations of SWDCARC in accordance with these Bylaws. The President may appoint and/or remove committees, subject to Board advice and approval. The President will prepare an agenda of items for presentation to the Board at the Monthly Board Meeting. The President will also outline the necessary work for, and give instructions to, all committees and will preside over the membership meetings and be the primary representative of SWDCARC to the public.

**3.3.2** - The **Vice-President** shall perform the functions of the President in the event of the President's absence. The Vice President shall perform other duties as assigned by the President.

**3.3.3** - The **Secretary** shall be responsible for the recording and publication of the minutes of all Board and Membership meetings, maintaining a current copy of the Bylaws, coordinating the events calendar, acting as SWDCARC archivist, handling the correspondence and files, and other duties as assigned by the President or the Board.

- 3.3.4** - The **Treasurer** shall be responsible for maintaining the financial records, dues and assessment billing, and funds disbursement and deposits. The Treasurer will make a report of financial condition to the General Membership at each regular Monthly Membership Meeting and publish said report in the Groundwire. The Treasurer will deposit all monies received no later than seven (7) working days after receipt.
- 3.3.5** - The **Directors at Large** shall be responsible for the oversight of club operations and the continuity of the club operational philosophy. The Directors shall bring membership suggestions, complaints or requests to the attention and action of the Board. Along with these duties, the Directors at large have additional responsibilities as follows:
- (1) The **Membership Director** shall receive applications for membership, verify stated license category, and submit the applications, with appropriate recommendation, to the Board for approval or disapproval.
  - (2) The **Program Director** shall be in charge of obtaining programs for the general membership meetings that are of interest to SWDCARC.
  - (3) The **Material Property Director** shall be in charge of keeping inventory of SWDCARC property. The Material Property Director will be the Chairman of the Material Property Committee and may appoint two Members to serve on that committee along with the Chairman. Sections 4.2 and 5.6 further explain how SWDCARC property may be used and maintained.
- 3.3.6** - The **Repeater Trustee** will maintain a file of the original copies of instruction, operating, maintenance and repair manuals for all SWDCARC owned or operated equipment, if available, and shall oversee all repeater operations as defined in section 7.2 of these Bylaws.

#### **3.4 - TENURE OF OFFICIALS**

- 3.4.1** - The term of the **President** shall be for one (1) year. The President shall serve no more than two (2) consecutive terms.
- 3.4.2** - The term of the **Vice-President** shall be for one (1) year. The Vice-President shall serve no more than three (3) consecutive terms.
- 3.4.3** - The term of the **Secretary** shall be for one (1) year. The Secretary shall serve no more than three (3) consecutive terms.
- 3.4.4** - The term of the **Treasurer** shall be for one (1) year. The Treasurer shall serve no more than three (3) consecutive terms.
- 3.4.5** - The term of each **Director at Large** shall be for three (3) years. No director shall serve more than six (6) consecutive years as a director.

#### **ARTICLE IV – COMMITTEES**

##### **4.1 - GENERAL**

The President or the Board may create committees. Any Member, in good standing, may be selected for committees. Only Members holding an appropriate amateur radio license may occupy a position, which requires such license. Creation of a committee requires documentation of the purposes, structure, and quorum requirements. Each committee will have a Chairman. Each committee may adopt its own rules, which must be consistent with these Bylaws, and any rules adopted by the Board. The function of all committees is to advise the Board and all committee actions are subject to Board approval.

##### **4.2 - STANDING COMMITTEES**

The following standing committees are established: (1) Repeater Committee (2) Material Property Committee.

A quorum for each standing committee shall be 2/3 of the members of the committee. The Board shall review and re-approve the membership of each Standing Committee each year at the first Board Meeting following the Annual Meeting. Each standing committee shall also have, at a minimum, the following rules:

- 4.2.1** - The **Repeater Committee** may have five (5) Members. The SWDCARC President shall be a member and Chairman, the Repeater Trustee shall be a member and the Board may designate the other three (3)



Members. The committee will be responsible for assisting the Repeater Trustee in developing policies and procedures for managing the operation and maintenance of any repeater system the SWDCARC may be operating or sponsoring. The committee may designate up to six (6) control operators, who will be given the necessary codes to manage the repeater.

**4.2.2** - The **Material Property Committee** may have three (3) Members. The Material Property Director shall serve as Chairman. This committee shall be responsible for maintaining a current inventory, including a notation of the current location, of the SWDCARC's material property. This property includes any repeater equipment, operating equipment, loaned or borrowed equipment, and all other physical property. This committee shall be responsible for arranging adequate storage facilities for the material property. The Chairman of this committee will ensure that the inventory of SWDCARC equipment indicates the serial number and location of any serial- numbered items. The committee will further ensure that all SWDCARC equipment and materials are property marked as "SWDCARC PROPERTY". The Chairman will also establish a receipt system for accountability of items loaned. The Chairman will periodically brief the Board on property status, at a minimum twice annually.

#### **4.3 - OTHER COMMITTEES**

**4.3.1** - A **Nominating Committee** composed of at least three (3) Members will be selected by the Board at least sixty (60) days prior to the Annual Meeting of the membership. The Board shall designate one of the members as Chairman. The function of this committee shall be to propose a slate of nominees for the positions of President, Vice-President, Secretary, Treasurer, and any Directors whose terms have expired. Said slate of nominees shall be distributed to the members by way of the Groundwire or by special notice in accordance with these Bylaws.

**4.3.2** - An **Election Committee**, comprised of three (3) Members, shall be selected by the Board prior to the Annual Membership Meeting. The Board shall designate one of the members as Chairman. The Election Committee shall count and certify the validity of the votes cast at the annual election meeting. No member of this committee may be a candidate for any elective office.

#### **ARTICLE V - FISCAL MATTERS**

##### **5.1 - GENERAL**

The Fiscal operation of the SWDCARC will be performed in accordance with the Corporate Laws of the State of Texas and be the responsibility of the Board of Directors. The Treasurer is designated as the principal officer to assure proper fiscal operations are conducted.

##### **5.2 - DUES**

All Members shall pay dues in advance as established by the Board or the membership as specified elsewhere in these Bylaws. The Board may, by two-thirds (2/3) majority vote, establish an initiation fee. Dues and assessments in full must accompany Membership applications and subsequent dues will be due annually on January 1. The entire dues, assessments and, if applicable, initiation fee will be refunded to an applicant for Membership if their application is turned down by the Board.

##### **5.2.1 - NOTIFICATION OF DUES**

The Treasurer shall give notice of dues or assessments owed not later than fifteen (15) days prior to the due date.

##### **5.2.2 - AMOUNT OF DUES**

The SWDCARC may levy upon the General Membership what dues or assessments may be deemed necessary for the business and operation of the organization within its objectives as set forth in these Bylaws. The Board shall notify the membership of any change to the regular dues for the upcoming year at least ten (10) days prior to the November Membership Meeting. Absentee balloting may be permitted for

any Dues or Assessment proposals. The members shall approve or reject the proposed dues schedule by majority vote of the members in attendance, and absentee ballots cast, at the November meeting. If that dues proposal is rejected, a revised dues schedule and revised SWDCARC budget must be offered at the next Regular Membership meeting, and so on, until approved. In such case, the then-current dues schedule shall remain in effect, pro-rated on a monthly basis, until a new schedule is adopted.

### **5.2.3 - PRORATION OF DUES**

Any person applying for Membership within six (6) months of the end of the dues year will be assessed only half the normal annual dues.

### **5.2.4 - RETURN OF DUES UPON RESIGNATION**

There shall be no return of dues, assessments, or initiation fee (if applicable) to a member that resigns their Membership or who is expelled from Membership.

## **5.3 - ASSESSMENTS**

Special assessments may be made from time to time by proposal to the membership. The same procedure must be followed as with proposals for dues changes except that assessments may be proposed prior to any Regular or Special Membership Meeting.

## **5.4 - SPECIAL FUNDS, GIFTS, ETC**

The SWDCARC, with Board approval, may accept any contribution, gift, and bequest or device for the general purposes or for any specific purpose of the SWDCARC. Unless specified by the donor(s), the funds received will be apportioned between the General and Material Property funds by the Board of Directors.

Special funds may be set up with Board approval to obtain voluntary contributions for use for a specific purpose. These funds will be accounted for as a separate fund but may be deposited in the General Account. If circumstances occur that preclude use of the funds for the original purpose the funds will be placed in the General Operating fund or the Repeater/Material Property fund at the discretion of the Board. The membership will be informed, by an article in the Groundwire, of the reason for the change in use of these funds.

## **5.5 - USE OF FUNDS**

The SWDCARC may use its funds only to accomplish the objectives and purposes specified by the Bylaws. No part of its funds will benefit or be distributed to the members.

## **5.6 - MATERIAL PROPERTY**

Material property that may be obtained from time to time by the SWDCARC in its name will be controlled by and be the responsibility of the Material Property Committee. All such property shall be used for the general benefit of the SWDCARC. With Board approval, certain items, such as test or maintenance equipment, may be loaned to a Member for short-term temporary use. Approval to borrow equipment must be obtained from at least two (2) Members of the Material Property Committee. Proceeds from the sale or disposal of any Material Property shall be deposited to the Material Property fund unless otherwise directed by the Board.

## **5.7 - BOOKS AND RECORDS**

The SWDCARC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Member Meetings, Board Meetings, and Committees Meetings and activities, and shall keep a record of the names and addresses of the members entitled to vote. All books and records of the SWDCARC may be inspected by any member or their agent or attorney for any proper purpose at any reasonable time.

## **5.8 - DEPOSIT, WITHDRAWAL AND SEGREGATION OF FUNDS**

The Treasurer may maintain a petty cash fund of up to \$100 as part of the funds in their custody. All other monies will be timely deposited to the credit of the SWDCARC in such depositories as the Board may select. All checks, drafts or other orders for payment of money issued in the name of the SWDCARC shall be authorized by the signatures of the President or the Treasurer. The monies of The SWDCARC shall be segregated in the accounting ledger into separate funds: (1) a General Operating Fund, (2) a Material Property Fund and (3) any Special Fund designated for a specific purpose. A Special Events fund may be established by the Board of Directors that will be funded by the General Operating Fund. This fund is for the purpose of allowing a Special Events chairperson funds necessary prior to any event held by SWDCARC during the year. This is to insure that no money necessary for the event need come out of the Chairperson's personal funds. An example, but not limited to, would be to purchase food, cups, paper dishes and plastic ware for a dinner during the annual Field Day operation. The Board of Directors will insure that the Special Events fund will not conflict with section 1.2, the Purpose of SWDCARC. Regular dues shall be apportioned between the General Operating Fund and the Material Property Fund by the Board of Directors. Expenditures or transfers from the Material Property Fund for any purpose other than Material Property associated expenses must have prior approval of the membership. The funds from special assessments will be deposited to the account most appropriate for the purpose of the assessment.

## **5.9 - EXECUTIVE AUTHORITY**

No member or agent of the SWDCARC shall be authorized to make purchases in the name of the SWDCARC except as provided by these Bylaws. No member, officer or agent of the SWDCARC shall be authorized to obligate the credit of the SWDCARC beyond its current free credit balance in the SWDCARC's bank account(s) or other pre-arranged sources of funds. Expenditures in excess of \$100 from any Fund must have prior approval of the Board. Except for Material Property maintenance, expenditures in excess of \$300 from any Fund must have prior approval of the membership in accordance with notification and voting procedures described elsewhere in these Bylaws. Expenditures required for Material Property maintenance cannot exceed the available Material Property Fund monies without approval of the membership.

Any member of The Board is authorized, within the limitations of these Bylaws, to spend funds for the Club's benefit. The Repeater Trustee is authorized, within the limitation of these Bylaws, to spend the funds necessary for maintenance of the Club's repeaters.

By resolution of the Board any Member may be authorized, within the limitations of the resolution, to expend funds for the benefit of the Club. The Board may, by resolution, withdraw the authority to expend funds from any Member or any member of The Board.

## **5.10 - INDEMNIFICATION**

By resolution of the Board, the SWDCARC may indemnify any person who may become a party to any civil, criminal, administrative, or investigative proceeding because he/she is or was an Official, employee or agent of the SWDCARC, or is or was serving in such capacities of another legal entity at the request of the SWDCARC, against expenses necessarily incurred by him/her in connection with such proceedings, so long as he/she acted in good faith and in a manner they reasonably believed to be in the best interest of the SWDCARC, and, with respect to any criminal proceeding, had reasonable cause to believe that their conduct was not unlawful. Such resolutions shall specify a monetary limit to any indemnification provided and shall, provide for the acquiring of suitable insurance coverage to provide the funding necessary to implement the resolution.

## **5.11 - COMPENSATION**

Officials of the SWDCARC shall receive no compensation for their services, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of these expenses.

## **ARTICLE VI - MEETINGS AND PUBLICATIONS**

### **6.1 - MEETINGS OF MEMBERS**

The membership will hold an Annual Meeting, regular Monthly Meetings, and special meetings as required. Meetings are to be open to all Members, subject to the notification requirements of these Bylaws. Minutes of the meetings shall be published regularly in the Groundwire and shall be available for review by any member at any time upon request.

**6.1.1 - Annual Meeting.** The Annual Meeting of Members shall be held at the Regular Meeting in December of each year.

**6.1.2 - Regular Meeting.** The Regular Membership Meeting shall be held on the third Tuesday of each month, or such other day as directed by the Board, at a time and place announced in the Groundwire or other suitable and timely means. The meeting notice will state the date, time and place of the meeting, and shall be provided by email or regular mail to the General Membership no later than two (2) weeks prior to the meeting.

**6.1.3 - Special Meetings.** A Special Meeting may be called by a majority vote of the Board or upon written request, containing the subject(s) to be covered, submitted to the Board by not less than ten percent (10%) of the members. The Board must call the meeting within fifteen (15) days of receipt of the request. Not less than ten (10) days prior to the date of a Special Meeting, each member will have delivered to their last known email or principal address a notification containing the subject or subjects to be considered and the date, time and location of the Special Meeting. Only matters contained in the notification may be considered at said meeting.

### **6.2 - MEETINGS OF THE BOARD**

The Board will hold an Annual Meeting, Regular Monthly Meetings, and Special Meetings as required. Meetings of the Board will be open to all Members, other than when the Board is in executive session considering an individual case of a personal nature, subject to the notification requirements of these Bylaws.

**6.2.1 - Annual Board Meeting.** The Board shall hold its Annual Board Meeting within three (3) weeks following the Annual Meeting of the members. This meeting will include a review of the club Bylaws.

**6.2.2 - Regular Board Meetings.** The Board may provide, by resolution, the time and place for Regular Board Meetings. Notice of the meetings of the Board will be published in the Groundwire.

**6.2.3 - Special Board Meetings.** Special Board Meetings may be called by or at the request of the President or any two Board Members. The person(s) calling a Special Board Meeting may fix the time and place for holding the Special Board Meeting and the Board shall be given at least two (2) days notification by notice delivered personally or at least four (4) days' notice if sent by email to their email address as shown by the records of the SWDCARC. In the event the Special Board Meeting is to be held at a location and time of day that is not the same as for a Regular Board Meeting the location and time of day must be convenient for the majority of the Board Members.

### **6.3 - NEWSLETTER, WEB SITE AND SOCIAL MEDIA**

#### **6.3.1 - GENERAL**

The SWDCARC may publish a newsletter, named the "Groundwire", have a Club Web Site and establish Social Media accounts with the following objectives: to provide a medium for the distribution of information which is useful and beneficial to the membership; serve as a forum for the expression of Members' ideas, opinions, and thoughts related to the objectives and purposes for which the SWDCARC exists; and convey

official announcements and information related to the operation of the SWDCARC. The Groundwire may be published monthly, uploaded to the Club Web Page and provided to the membership via electronic means no later than one (1) week prior to each regular monthly meeting of the membership. Upon written request, the Groundwire can be provided via the U.S. Postal Service if no electronic means are available to the eligible Member.

### **6.3.2- EDITORIAL STAFF**

The Board may select an Editor to be responsible for the details of writing, editing and publishing the monthly Groundwire. The Groundwire Editor may serve as long as desired by the Editor and the Board. The Editor may appoint Assistant and Contributing Editors as deemed necessary.

### **6.3.3 - FUNDING**

Funding of the Groundwire, Web Site, and Social Media is to be from the General Fund. The sale of advertising is permitted under these Bylaws and may be used as a source of revenue by the SWDCARC. All funds from the sale of advertising shall be posted to the General Fund. Members may be permitted to place occasional non-commercial notices of amateur radio and related items or services for sale without fee. The Groundwire Editor is authorized, within the limitations of these Bylaws and any other limitations the Board may impose, to spend the funds necessary for the normal publication of the Groundwire. Any cost of Web Hosting and Domain Registration will be approved by the Board each year.

### **6.3.4 - WEB SITE**

The Board may select a Webmaster to be responsible for the details of publishing and maintaining a Club Web Site. The Webmaster may serve as long as desired by the Webmaster and the Board. The Webmaster may appoint Assistants as deemed necessary. Upon resignation or removal from the position of Webmaster and/or Assistant, the member shall relinquish their login information to the Board to be disabled and allow for creation of new credentials for any replacement Webmaster and/or Assistant. The Webmaster or their designee shall remove any content deemed by the Board, Webmaster or Assistants to be inappropriate in any manner.

### **6.3.5 - SOCIAL MEDIA**

The Board may select a Social Media Administrator to create and maintain social media accounts on behalf of The Club. The Administrator may serve as long as desired by the Administrator and the Board. The social media accounts created on behalf of the Club shall be and remain at all times property of The Club. The Administrator may appoint Assistants as deemed necessary. Upon resignation or removal from the position of Administrator and/or Assistant, the member shall relinquish their login information to the Board to be disabled and allow for creation of new credentials for any replacement Administrator and/or Assistant. The Administrator or their designee shall remove any content deemed by the Board, Administrator(s) or Assistants to be inappropriate in any manner.

## **ARTICLE VII - REPEATER OPERATIONS**

### **7.1 - GENERAL**

The SWDCARC, at its discretion and from time to time, may operate one or more repeater radio stations as a public service. There shall, however, be no obligation, actual or implied, for the SWDCARC to provide repeater services as a guaranteed benefit to any classification of Membership. Further, there shall be no obligation for the SWDCARC to continue operation of an existing repeater. In the event a repeater is provided, its operation shall be according to the rules provided by these Bylaws and other rules, which may be adopted or required by outside organizations that relate to repeater operation, and shall be the responsibility of the Repeater Committee and the Repeater Trustee, subject to the approval of the Board.

### **7.2 - REPEATER TRUSTEE**

The Repeater Trustee is responsible for the routine operation and maintenance of any repeater(s) the SWDCARC

may be providing or sponsoring, in accordance with the rules of the FCC and these Bylaws. Within these procedures the Board may select, if it is felt desirable, an Assistant Repeater Trustee for each repeater site.

### **7.3 - CONTROL OPERATORS**

The Repeater Committee may designate up to six (6) Control Operators, who will be given the necessary codes to manage the repeater. The Repeater Trustee shall be a Control Operator. The Control Operators will monitor the repeater frequencies as often as practical and assure proper repeater operation and usage.

### **7.4 - REPEATER USE**

It shall be the policy of this organization that any repeater provided shall be available for use by any amateur radio operator having a proper license, whether a member or not, provided that all users must follow the rules of the SWDCARC which relate to the operation and use of the repeater. The use of certain added capabilities that may be installed may be restricted to only SWDCARC Members in good standing. To assure maximum availability, the repeater(s) may be controlled by a carrier operated squelch system. It shall be the duty of the designated control operators to assure compliance with the rules of operation of the repeater(s). The Board shall issue to the membership any additional operational guidelines not covered in the FCC rules or these Bylaws.

### **7.5 - OPERATION PRIORITIES**

The repeater(s) shall be available for use under the following priorities: (1) emergency traffic; (2) maintenance of equipment; (3) civil and public service; (4) bona fide nets or other formal traffic; (5) regular amateur use; (6) any other special features, if installed.

## **ARTICLE VIII - AMENDMENTS TO BYLAWS**

### **8.1 - GENERAL**

These Bylaws may be amended, repealed, or altered in whole or in part by a 2/3-majority vote of all Regular Members in person at any regular or special Membership meeting. Notification of the General Membership of an upcoming vote shall be made in the Groundwire and by email to the email address shown in the records of the SWDCARC at least two weeks prior to the scheduled meeting.

## **ARTICLE IX - NOMINATION, ELECTION, REMOVAL OF OFFICIALS**

### **9.1 - VOTING**

Each voting Member shall be entitled to one vote on matters submitted to a vote of the members, subject to the limitations specified elsewhere in these Bylaws. The members eligible to vote and who are present at any Membership Meetings shall conduct such business as shall properly come before them.

### **9.2 - NOMINATIONS**

Prior to October the Nominating Committee will select a slate of candidates for Office and ascertain the willingness of each selected person to be a candidate. The Nominating Committee shall present a list of recommended candidates to the Board at the regular Board Meeting in October. Unless disapproved by the Board, the list will be presented to the membership at the regular Membership Meeting in November. Additional nominations may be made from the floor at the November Membership Meeting. Only current Regular Members in good standing may make nominations. Nominations shall be closed as of the end of that meeting. In the event there is no nominee for an office, that office may be filled after the Annual Membership Meeting as provided in these Bylaws.

### **9.3 - ELECTIONS**

The election of SWDCARC Board Members shall be accomplished at the Annual Meeting in December each year. At that meeting, the members, by simple majority vote, shall elect the Officers and Directors whose terms have expired. The Election Committee will count and certify the votes. Tie votes will result in an immediate run-off election. Current Officials are not permitted to vote. The results of the election will then be announced at the

meeting and in the Groundwire. Any objection to the election process or results must be made to the Board in writing within ten (10) days of the election. The new Officials will begin their term of office at the Annual Board Meeting in January.

#### **9.4 - RESIGNATION AND VACANCIES**

**9.4.1 - Resignation of Official.** An Official of the SWDCARC desiring to resign from office may do so by written request to the Board.

**9.4.2 - Vacancies on the Board.** Any vacancy occurring on the Board shall be filled by majority vote of the Board. A Board member elected to fill a vacancy shall be elected for the remaining term of their predecessor in office. For purposes of term limitations in tenure in office, serving a partial term of office will not count as a term served. If the partial term served is equal to or greater than one-half year the term may count for qualification for the office of President.

#### **9.5 - REMOVAL FROM OFFICE**

Board Members may be removed from office in the following circumstances:

**9.5.1 -** A Board member who is absent from three (3) consecutive regular Board meetings, in the absence of excusable circumstances allowed by the Board, shall automatically vacate their office and any appointments held.

**9.5.2 -** A Board member whose Membership is terminated for non-payment of dues or assessments shall automatically vacate their office and any appointments held.

**9.5.3 -** A Board member may be removed from office by a two-thirds majority vote of the membership at a Regular or Special Membership Meeting after publishing the intent to vote on removal in the Groundwire or other suitable means of informing the membership, at least ten (10) days prior to the Meeting.

### **ARTICLE X - MISCELLANEOUS PROVISIONS**

#### **10.1 - CONTRACTS**

The Board may authorize any Official, Member or agent of the SWDCARC, in addition to the Officials so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SWDCARC and such authority may be general or confined to specified instances. Any officer or agent is bound to act in accordance with these Bylaws in their entirety.

#### **10.2 - DISSOLUTION**

Voluntary dissolution of the SWDCARC shall be permitted only by the affirmative vote of more than two-thirds (2/3) of all Members eligible to vote, whether in person or by absentee ballot adhering to the voting requirements as otherwise required by applicable law. In the event of liquidation or dissolution of the SWDCARC, whether voluntary or involuntarily, no member will be entitled to any distribution or division of the remaining property nor its proceeds. The balance of all monies and other property received or held by the SWDCARC from any source, after the payment of all debts and obligations will be distributed to charitable organizations within the intent of Section 501(C) of the Internal Revenue Code.

#### **10.3 - NOTIFICATION**

All notification required herein will be deemed served by either special announcement or by inclusion in the Groundwire, either of which shall be distributed to the last known email or principal address of each Member. If mailed, such notice shall be deemed to be delivered when deposited with the U.S. Postal Service properly addressed with postage prepaid. Whenever any notice or notification is required to be given under the provisions of any law or the Bylaws of the SWDCARC, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed giving of such notice.