

Mile High Radio Club By-Laws

Revised February 2010

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ARTICLE I: BASIS

Section 1: The Mile High Radio Club (herein “Club”) shall operate on a calendar year basis, starting January 1st and ending December 31st of any year, regardless of when its officers may be installed and assume their duties.

ARTICLE II: OBJECTIVES

Section 1: The objectives of this Club are those stated in Article III Section 2 of the Constitution, and any other related Amateur Radio goals as may be added at any future date.

ARTICLE III: OFFICERS

Section 1: Eligibility. Any regular member in good standing is eligible to hold any office in the Club.

Section 2: Elective Officers. The Elective Officers of this club shall consist of, the President, Vice President, Secretary, Treasurer and Membership Officer. In addition, three individuals shall be elected as members of the Board of Directors.

Section 3: Appointed Officers. The President may appoint a Publicity Officer, a Program Officer, a Fund-Raising Officer, and a Sergeant -at-Arms. Alternatively, at his/her discretion, the President may assign these functions to an elected officer.

ARTICLE IV: DUES

The amount of the dues for the Club to be assessed shall be established by a majority vote of the Regular members of the Club present and voting at a regular meeting, and may be changed from year to year as needed to support Club activities. Dues for Associate Members shall be assessed one-half that of Regular Members. Dues shall be pro-rated on a quarterly basis for new members.

Section 2: Dues shall be due and payable by the first day of January. Dues shall be delinquent on the first day of February, and membership shall be terminated on the thirty-first day of March. Suitable notification shall be given prior to membership termination.

ARTICLE V: MEETINGS

Section 1: Day, Time and Place. The day, time and place of Club Meetings may be changed at any time by a majority vote of Regular members present at any regular meeting, or any special meeting called for that purpose.-

Section 2: Special Meetings. Special Club meetings may be called by the President upon the request of any five (5) Regular members of the Club or, when needed, by direction of the President with the approval of the Board of Directors. All available members shall be notified of such special meetings, and informed of the business to be transacted. Such notification shall be given not less than seven days prior to such meeting(s). Telephone contact shall be considered sufficient notification.

Section 3: Quorum. A quorum for any Regular or Special Club Meeting shall consist of not less than six (6) regular members in good standing.

Section 4: Board Meetings by Telephone. Any meeting may be held by telephone conference, as long as all Officers and Directors participating in the meeting can hear one another and meet the quorum requirements of Article VI, Section 6. All such Officers and Directors shall be deemed to be present in person at such a meeting. Pursuant to waivers executed by the Officers and Directors, meetings may be held in any manner agreed to by the Officers and Directors. The Secretary shall deliver via email the results of said vote to all Officers and Directors and shall record the entire motion, second and vote by count in a separate set of minutes with the opening and closing dates and times of the activity noted.

Section 5: Board Meetings by Email. Any meeting may be held by email as long as all Officers and Directors receive the notice of the proposed action and by email acknowledge said receipt. Meeting must meet the quorum requirements of Article VI, Section 6. Any Officer or Director may propose an email meeting and request the Secretary to forward appropriate wording of the proposed meeting and action to all current Officers and Directors, requesting return-receipt and comments / discussion and votes as required by any other board action. If discussion is considerable and the action is of a time-sensitive nature, the President or other presiding Officer or Director in the absence of the President may direct the Secretary to issue a due date for all discussion to cease and the votes to be tallied. The Secretary shall deliver via email the results of said vote to all Officers and Directors and shall record the entire motion, second and vote by count in a separate set of minutes with the opening and closing dates and times of the activity noted.

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ARTICLE VI: BOARD OF DIRECTORS

2 Section 1: The Board of Directors of this club shall consist of a maximum of nine (9) members as follows: The president, who
3 shall also act as Chairman of the Board; the Vice President; the Secretary, who shall also act as Secretary of the Club; the
4 Treasurer; Membership Officer; three Directors elected by the club membership; and the Chairman of the R.A.C.E.S. Committee,
5 who is elected by the members of the R.A.C.E.S. Committee, such committee members having been appointed by the other
6 members of the Board of Directors. However, in the event that the Chairman of the R.A.C.E.S. Committee is already a member of
7 the Board of Directors by virtue of having been elected to one of the other qualifying offices, he/she shall have only one vote on
8 matters coming before the Board. In this case, Board will consist of only eight (8) members.

9 Section 2: The Board of Directors shall be the governing body of this Club and the Trustee of all Club assets.

10 Section 3: The Board of Directors shall meet at least once each quarter. The Chairman of the Board may call additional or special
11 meetings of the Board whenever circumstances may warrant. Notification shall be given to the available members not less than
12 twenty-four (24) hours prior to such meetings. Telephone contact shall be considered sufficient notification.

13 Section 4: The Board of Directors shall transact as much of the Club business as possible that does not require the vote of the
14 Club members so that more of the Club's meeting time may be devoted to technical aid for the membership, social interchange,
15 and advancement of the radio art.

16 Section 5: The Board of Directors shall have the power to authorize the expenditure of funds only for the payment of the usual
17 operating expenses. All other expenditures must be authorized by a vote of a majority of Regular Club members present and
18 voting at a regular Club business meeting, except as specified elsewhere in these By-Laws. Expenditure of R.A.C.E.S. funds must
19 be authorized by the Club's R.A.C.E.S. Committee prior to being presented to the Club Members for approval.

20 Section 6: A quorum of the Board of Directors necessary to transact business of the Club shall not be less than five (5) members.

21 Section 7: The meetings of the Board of Directors shall be open to all Club members. Any Club member may have a voice in the
22 meetings, but shall not be entitled to vote.

23

ARTICLE VII: DUTIES OF OFFICERS

24 Section 1: President. It shall be the duty of the President to preside at all meetings of the Club and the Board of Directors. The
25 President shall appoint all standing committees as he/she deems appropriate, with the exception of the nominating committee.
26 The President shall enforce the Constitution and By-Laws of the Club. The President shall not be entitled to vote except when
27 balloting for membership, electing officers, and to break a tie of member votes.

28 Section 2: Vice President. The Vice-President shall preside at all meetings in the absence of the President. He/she shall assist the
29 President in the discharge of the duties of that office.

30 Section 3: Membership Officer. The Membership Officer is in charge of attendance. He/she shall contact members who do not
31 attend or who attend rarely, report on sick members, and perform other duties as may be assigned by the President.

32 Section 4: Secretary. It shall be the duty of the Secretary to maintain a copy of the Constitution and By-Laws of the Club, and
33 have the same available at every meeting. The Secretary shall record all amendments, changes, and additions to the Constitution
34 and By-Laws, and shall permit it to be consulted by members upon request. The Secretary shall attend all required meetings and
35 record, preserve, and report the minutes of all such meetings.

36 Section 5: Treasurer. It shall be the Treasurer's duty to accept and disburse all Club funds, maintain the Club financial and other
37 records required elsewhere in these By-Laws, prepare checks and report the Club's financial status to the Board of Directors and
38 to the Club at regular meetings.

39

ARTICLE VIII: MEMBERSHIP

40 Section 1: Regular Membership. Application for Regular membership is open to licensed amateurs residing either full or part time
41 in the areas served by R.A.C.E.S. – Mountain or Anza Districts. Regular membership includes all Club privileges as well as the
42 right to hold Club offices and to vote. All Club members shall be encouraged to participate in R.A.C.E.S. New club members will
43 be provided with information about how to join the local R.A.C.E.S. group.

44 Section 2: Associate Membership. Associate membership is open to all non-residing (R.A.C.E.S. – Mountain or Anza Districts)
45 licensed, non-licensed individuals, and residing non-licensed individuals. Associate members may not vote or hold Club offices,
46 but shall have such Club privileges that are commensurate with their status.

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1 Section 3: Application Processing. Applications for Club membership shall be made on a form prescribed by the Board of
2 Directors. Completed applications shall be submitted and voted on at regular meetings. A majority vote of those Regular
3 members present and voting is required to admit applicants for either Regular or Associate membership to the Club.

4 Section 4: Suspension or Revocation of Membership. Members of the Club are expected to conform to all applicable FCC Rules
5 and Regulations (Part 97 of CFR), and Club rules including the Club's constitution and By-Laws, and any standing rules
6 approved by the Club membership in accordance with these By-Laws. Failure to do so may result in suspension of Club
7 privileges for a specified period or expulsion from the Club. Complaints concerning violations of the rules cited above may be
8 made in writing to the Board of Directors. The Board will investigate the matter and present its findings and recommendations to
9 the Club at a regular meeting. Any suspension or expulsion of a member must be approved by a majority of those present and
10 voting at a regular Club meeting.

11 **ARTICLE IX: STANDING RULES**

12 The Club may adopt certain rules which, by their nature, may require frequent modification and do not lend themselves to
13 inclusion in these By-Laws. An example of such rules would be directives for the operation of the Club's repeater. Such rules, to
14 be called Standing Rules, must be presented, in writing, to the Board of Directors. The Board will consider the proposed Standing
15 Rules and submit them and its recommendations to the Club at a regular meeting. Such Standing Rules must be approved by a
16 majority vote of the Club members present and voting at a regular meeting. Once adopted, the Rules can be modified or canceled
17 at any regular meeting by a majority vote of those present and voting.

18 **ARTICLE X: COMMITTEES**

19 Except for the Nominating Committee and the R.A.C.E.S. committee, which are appointed by the Board of Directors, the
20 President shall appoint the following committees:

21 Section 1: Auditing Committee. The Auditing Committee shall conduct an audit of the books of the Club within thirty days after
22 the installation of the Club President. The Committee shall also conduct an inventory of the physical property of the club within
23 the same time frame. The report of both the audit and the inventory shall be made in writing to the Board of Directors and the
24 Club Membership at their next regular meetings, respectively. Thereafter, the Club Treasurer will retain the written reports.

25 Section 2: Interference Committee. This committee shall consist of up to five (5) members. The Committee shall direct
26 investigations, invite proper inquiries, establish technical facts and testimony, and report its findings to the Club. This committee
27 will elect its own Chairperson.

28 Section 3: Constitution and By-Laws Committee. It shall be the duty of this committee, at the direction of the President, to review
29 the Constitution and By-Laws of this Club for the purpose of reviewing and updating these documents commensurate with the
30 needs of the Club and the times. This committee shall consist of up to three (3) members. The President shall designate the
31 committee chairman. Any changes agreed to by the committee shall be given in writing to the Board of Directors for their
32 consideration, in keeping with their duties with respect to the changing of the Constitution and By-Laws of the Club. This
33 committee shall meet at least once annually, at a time and place agreed upon by all members.

34 Section 4: R.A.C.E.S. Committee. This committee shall consist of at least 5 members, each of whom must be sworn as a
35 Riverside County Disaster Services Worker for the R.A.C.E.S. Mountain District and be an active participant in R.A.C.E.S.
36 activities. The Committee will elect its chairman, who shall serve as a member of the Club's Board of Directors. The Committee
37 will act a liaison between the R.A.C.E.S. Mountain District and the Club in all matters pertaining to R.A.C.E.S. The Committee
38 will formulate rules for the operation of the Club's repeater for submission to Club Board of Directors and Club Membership for
39 approval and ratification. The Committee shall be responsible for the maintenance, siting, programming, and other operational
40 aspects of the Repeater. The Committee will monitor the repeater for proper use and bring significant violations to the attention
41 of the Club's Board of Directors with recommendations for appropriate action. The Committee shall be responsible for the
42 maintenance of all equipment designated for R.A.C.E.S. The Committee will submit requests for any non-recurring expenditures
43 to the Board of Directors in accordance with Article VI, Section 5; Article XIII, Section 2; and Article XIII, Section 5, of these
44 By-Laws. The Committee will meet subject to the call of its Chairman, but at least monthly. This monthly committee meeting will
45 normally be held in conjunction with the monthly R.A.C.E.S. meeting.

46 Section 6: Nominating Committee. At its July meeting the Board of Directors shall appoint a committee of not less than three (3)
47 members whose duty it shall be to recommend a slate of officers for the coming year. This committee shall contact members as to
48 their willingness to serve the Club as officers. They shall report their recommendations at the September meeting. This committee
49 may also make recommendations to the President for members of standing committees, but such recommendations shall not be

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1 binding upon the incoming or incumbent President. Nothing in this Section shall preclude any other club member from being
2 nominated to any elective office in the Club.

3 Section 7: Ad Hoc Committees. The President may appoint such other committees as he/she deems appropriate for special
4 purposes.

5 Section 8: Ex-Officio Committee Member. The Club President shall be an ex-officio member of all committees.

ARTICLE XI: ELECTION AND RECALL OF OFFICERS AND DIRECTORS

7 Section 1: The annual election of officers and directors shall be held at the October meeting of each year.

8 Section 2: The slate of elective officers and directors as recommended by the nominating committee may be voted on in its
9 entirety, provided no further nominations are made by any Club member present. Any member may nominate any other member
10 for any office with their consent, in which case the Club members may vote on anyone who has been nominated by a member, or
11 for the one as recommended by the nominating committee. In the event that only the office of the President has received a
12 nomination other than that recommended by the nominating committee, then the balance of the slate as recommended by the
13 committee may be voted on in its entirety if there is no objection thereto by any member present. However, the President may
14 have the right to call for separate votes for each office.

15 Section 3: Any member of the Club may request that a secret ballot be conducted, or any member may request separate votes for
16 each office. Unless a member requests a secret ballot, all voting shall be by voice vote.

17 Section 4: Only regular members of the Club may vote. Members must be present to vote; no proxy or absentee balloting shall be
18 permitted.

19 Section 5: Recall of Elective Officer or Director. Any Regular Member in good standing may present a petition to the Secretary,
20 signed by not less than one-third of the Regular Members, requesting the holding of an election for the purpose of recalling an
21 elected officer or director. Prior to the next regular Club meeting, the Secretary shall verify the authenticity of the signatures on
22 the petition. This may be done by comparing the signatures with the membership applications on file, by calling the individuals,
23 or a combination of these methods. The Secretary shall report the verification or non-verification to the Club at the meeting
24 described above. If the Secretary's report indicates that a sufficient number of signatures have been verified, he/she will
25 announce such fact and the President shall direct that the election shall be held at the next regular Club meeting. If the President
26 is the subject of the recall, he/she shall recuse himself/herself and the First Vice-President shall preside in this matter. At the next
27 regular meeting, the President (or First Vice-President, as appropriate) shall direct that a secret written ballot shall be held with a
28 YES vote indicating that the subject officer or director shall be recalled and a NO vote indicating that the officer or director shall
29 not be recalled. A majority of YES votes of those present and voting shall be required to recall an officer or director. Proxy
30 absentee voting will not be permitted. If the officer or director is recalled, the presiding officer shall then announce that an
31 election will be held at the next meeting to elect a replacement for the recalled officer or director. The recalled officer or director
32 shall not be eligible to compete for the open office.

ARTICLE XII: INSTALLATION

34 The installation of officers shall be accomplished in the month of November, at a time and place as may be mutually agreeable to
35 the Club members. This installation time and place shall be determined at the October meeting, immediately following the annual
36 election of officers.

ARTICLE XIII: FINANCES

38 Section 1: The Treasurer shall keep funds in an approved Bank or Federal Savings Bank account approved by the Board of
39 Directors, shall maintain strict accountability of Club funds, and report on them at each regular meeting.

40 Section 2: Except as noted in Section 3 of this Article, payment of all bills and operating expenses shall be by check, requiring
41 two (2) signatures on amounts in excess of \$200.00. The two signatures required on checks exceeding \$200.00 shall be: the
42 President, Secretary and/or Treasurer. With the exception of normal operating expenses authorized by the Board of Directors, and
43 any tax due the State and Federal government(s), which must be paid when levied, all other expenditures must be brought before
44 the Regular members attending a regular meeting.

45 Section 3: A small petty cash fund, not to exceed \$100.00 may be authorized by the Board of Directors for the use of the Officers
46 for small incidental expenses. Unless previously authorized, an Officer must present a receipt for vote and approval during a

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1 regular club meeting before obtaining reimbursement for incidental expenses. The fund shall be reimbursed by check, and the
2 check shall be recorded as Operating Expenses/Miscellaneous.

3 Section 4: Funds or fees specifically donated, allocated, or otherwise collected specifically for the Club Repeater must be
4 accounted for separately from other club funds. Such funds may not be used for other purposes without the specific approval of a
5 majority of those Regular members present and voting at a Club meeting.

6 Section 5: Funds or fees specifically donated, allocated, or otherwise collected specifically for R.A.C.E.S. must be accounted for
7 separately from other club funds. Such funds may not be used for other purposes without the specific approval of the R.A.C.E.S.
8 Committee and a majority of those Regular members present and voting at a Club meeting.

9

ARTICLE XIV: ASSETS

10 Section 1: No portion of the assets of this Club, nor any rights thereto, shall inure to any member by reason of such membership.

11 Section 2: The Secretary, Treasurer, and the Board of Directors shall maintain strict accounting of Club assets. Upon dissolution
12 of the Club for any reason, all assets of the Club shall be disposed of as set forth in these By-Laws, Article XVIII.

13

ARTICLE XV: ORDER OF BUSINESS

14 Section 1: Robert's Rules of Order, latest edition, shall govern the proceedings of all meetings of this Club, unless otherwise
15 provided for in these By-Laws.

16 Section 2: The order of business shall be

17 A. Call to Order

18 B. Pledge of Allegiance

19 C. Introduction of Guests and visitors

20 D. Secretary's Report of Previous Meeting

21 E. Treasurer's Report

22 F. Reading of Correspondence/ New Member Applications

23 G. Committee Reports

24 H. Unfinished Business

25 I. New Business

26 J. Announcements

27 K. Program

28 L. Adjournment

29

ARTICLE XVI: LIABILITIES

30 No officer or member of the Club shall directly or indirectly commit this Club to any expenditure, liability, or other commitment
31 without the express sanction and consent of the Board of Directors as stated in Article VI Section 5 or, by majority vote-of the
32 Club Regular members present and voting at a regular meeting providing that notice shall have been given of the proposal at a
33 regular meeting next preceding that at which the vote is to be taken.

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ARTICLE XVII: AMENDMENTS

2 Section 1: Submission of Proposed Amendments. Any regular member may propose amendments to the Club constitution or
3 By-Laws. Any proposed amendment must be in writing and submitted to the Board of Directors. For the purposes of this
4 section, submission to the Board may be by mail at the Club's mailing address at PO Box 1204, Idyllwild, CA 92549, or by
5 hand delivery to any member of the Board.

6 Section 2: Action by the Board of Directors. The Board must consider the proposed amendment at its next regular meeting.
7 After consideration by the Board, the Secretary must present the proposed amendment to the membership at the next regular
8 Club Meeting, together with any comments and/or recommendations by the Board.

9 Section 3: Action by the Club. After having been read to the membership at the Club Meeting described in Section 2, above,
10 the proposed amendment shall lay over until the next subsequent Club Meeting, whereat it will be read a second time and a
11 vote taken as to the proposed amendment's adoption or rejection. In order to be adopted, the proposed amendment must be
12 approved by two-thirds of those regular members present and voting, provided a quorum is present. No proxy or absentee
13 voting shall be permitted.

14

ARTICLE XVIII: DISSOLUTION

15 In the event of dissolution of this Club, the membership shall appoint four (4) members of the Board of Directors to act as
16 Trustees. The assets of the Club will be held in trust until such time as the Club is reorganized or transferred to another club,
17 at which time such assets shall be turned over to the newly formed group. The assets will be disposed of in accordance with
18 the Internal Revenue Service Code.

19

CERTIFICATION

20 We hereby certify that the above By-Laws were read at two meetings and adopted on January 14, 2010, a quorum being
21 present, and by a majority vote of those present and voting.

22 First reading: October 8, 2009 and November 12, 2009

23 Second Reading and adoption: November 12, 2009 and January 14, 2010

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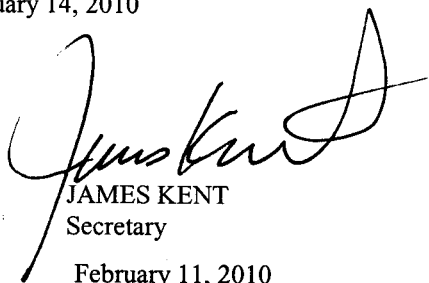
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27 VI HALLACY
28 President



29 February 11, 2010



JAMES KENT
Secretary

February 11, 2010

30 Revisions: Article III, Section 2; Article VI, Section 1; Article VII, Sections 2 & 3; Article VIII, Sections 1 & 2;

31 Article XIII, Sections 2 & 3.

32 Additions: Article V, Sections 4 & 5.