

BY-LAWS
OF
WATERTOWN AMATEUR RADIO CLUB, UA

As Amended and Restated on March 1, 2018

ARTICLE I. OFFICES

The principal office of the Club shall be as set forth in the Constitution of the Club. The Club may establish additional offices from time to time as may be appropriate to the conduct of its affairs.

ARTICLE II. MEMBERS

SECTION 1. Eligibility. Eligibility for membership shall be as provided in Article V, Section 2 of the Constitution.

SECTION 2. Election of Members. Membership shall be by election at any meeting of Members. Any person desiring membership shall submit an application to the Secretary of the Club setting forth the applicant's name, address, telephone number, date of birth, call sign and class of any Amateur Radio License held, and such other information as the Officers of the Club deem advisable from time to time. A husband, wife and any child under 19 or a full time student may apply for family membership, but each of them shall submit a separate application when applying. The Secretary shall cause any application to be brought before the membership for a vote at the next meeting of the Members following receipt of the application. A person shall be deemed elected upon receiving a majority vote of those Members present and entitled to vote. Upon election a Member shall be entitled to a copy of the Constitution and By-Laws, and agrees to comply with all provisions contained therein.

SECTION 3. Meetings. Meetings shall be called by the President, the Vice President in the absence of the President, or any five Members at any time they deem appropriate.

SECTION 4. Place of Meetings. Meetings shall be held at any place specified by those calling the meeting; provided, however, that the place shall be in Watertown, Wisconsin or within 25 airline miles of said City limits.

SECTION 5. Notice of Meetings. Whenever a meeting is called, a written notice stating the place, day and hour, and purposes if known, shall be given to each Member by the Secretary or Recording Secretary of the Club. Any such notice shall be personally delivered or mailed not less than 72 hours or more than 10 days before the meeting. Notices shall be deemed properly mailed when deposited in the United States Mail properly addressed to the Member at the address shown in the membership list maintained by the Secretary, or when electronically sent to the Member at the e-mail address last provided to the Secretary.

SECTION 6. Quorum. One-fourth of the Members entitled to vote at a meeting, but no less than three, shall constitute a quorum. Once a quorum is present, business may continue to be transacted, notwithstanding withdrawal of enough Members so that a quorum would not be present. Meetings may be adjourned to another time and place by the majority vote of those Members present and entitled to vote at a duly convened meeting.

SECTION 7. Proxies. At all meetings of Members, a Member may vote by proxy appointed in writing by the Member. Such proxy shall be filed with the Secretary before or at the time of the meeting.

SECTION 8. Voting. Only those Members whose dues are currently paid (not in arrears) and who hold a valid Amateur Radio License issued by the Federal Communications Commission of the United States of America shall be entitled to vote. Each entitled Member shall be allowed one vote upon each matter submitted to a vote at a meeting. In the case of a family membership, a maximum of two family Members shall be entitled to vote.

SECTION 9. Termination. A Member may be expelled from the Club by a two-thirds vote of all Members entitled to vote. Upon death, resignation or expulsion, a person shall cease to be a Member.

SECTION 10. Waiver of Notice. Whenever a notice is required to be given under the Constitution or By-Laws of the Club, a waiver thereof in writing, signed at any time by all Members entitled to vote, shall be deemed equivalent to the giving of such notice.

ARTICLE III. OFFICERS

SECTION 1. Number. The Officers of the Club shall be a President, a Vice President, a Secretary, a Recording Secretary (if one is elected) and a Treasurer. Only Members who hold a valid Amateur Radio License issued by the Federal Communications Commission of the United States of America shall be eligible to serve as an Officer.

SECTION 2. Election. Officers shall be elected annually at the first meeting in each calendar year. Each Officer shall hold office until his successor is duly elected and qualified. A majority vote of the Members present and entitled to vote shall be required for the election of each Officer.

SECTION 3. Removal. An Officer may be removed by a two-thirds vote of all Members entitled to vote.

SECTION 4. Vacancies. A vacancy due to removal, death or resignation shall be filled for the balance of the term by a special election at the next meeting of Members.

SECTION 5. President. The President shall preside at all meetings of the Club, and conduct the same according to rules of order established from time to time. He shall enforce due observance of the Constitution and By-Laws, decide all questions of order, sign all official documents that are adopted by the Club, and perform all other customary duties pertaining to the office of President.

SECTION 6. Vice President. The Vice President shall assume all the duties of the President in the absence of the latter, maintain a list of Club tangible assets, and perform such other acts as delegated to him by the President. The Vice President also shall be responsible for arranging programs for Club meetings, unless that responsibility is assigned to some other person or committee.

SECTION 7. Secretary. The Secretary shall keep a record of the proceedings of all meetings, keep a roll of Members, accept applications for membership and present them to the membership for action, carry on all correspondence, read communications at each meeting, and send meeting notices to each Member. He shall file the Form 990-N and any other required reports with the Internal Revenue Service annually. Finally, he shall work with the Treasurer with respect to renewing the Club liability insurance policy and make sure the annual premium is paid on time. If a Recording Secretary is elected, some of the above Secretary duties may be performed by the Recording Secretary as provided in Section 8 below. The Secretary shall at the expiration of his term turn over all items belonging to the Club to his successor.

SECTION 8. Recording Secretary. If the Members elect a Recording Secretary, he shall send meeting notices to each Member, take notes of the proceedings of all meetings, and prepare and send minutes of said meetings to each Member. The Secretary may delegate additional duties to the Recording Secretary from time to time. The Recording Secretary shall turn over to the Secretary any items belonging to the Club upon vacating his office.

SECTION 9. Treasurer. The Treasurer shall be responsible for the financial affairs of the Club. He shall keep an accurate account of all monies received and expended. He shall pay no bills without proper authorization. At the end of each year he shall submit an itemized balance sheet and statement of receipts and disbursements. He shall at the expiration of his term turn over all monies and accounts in his possession belonging to the Club to his successor.

ARTICLE IV. FINANCIAL MATTERS

SECTION 1. Dues. The annual dues for individual and family membership shall be fixed at the first meeting in each calendar year and shall be due and payable immediately. The Treasurer shall advise the Secretary or Recording Secretary to include a reminder for payment of dues in the meeting notices for the first three meetings of the calendar year. Dues not paid by the second meeting of the calendar year shall be deemed in arrears. If still not paid by the third meeting of the calendar year, the Member's name may be brought before the meeting for possible expulsion. Written notice of expulsion shall be sent to the Member. If a Member is elected after March 31st, June 30th or September 30th of any year, the individual or family membership dues for the year shall be prorated on a quarterly basis.

SECTION 2. Bank Accounts. The Treasurer shall open appropriate checking or savings accounts in the name of the Club at a bank in the City limits or within 25 airline miles of the City limits of Watertown, Wisconsin. Deposits of dues, contributions and other monies received by the Club shall be made to

said accounts and expenditures for proper purposes shall be disbursed from such accounts.

SECTION 3. Financial Reports. The Treasurer shall prepare a detailed balance sheet and statement of receipts and disbursements for each calendar year within 30 days after each December 31st. Such financial statements shall be made available to any Member who requests them. Interim financial statements shall be prepared and a summary report given at each meeting as appropriate.

SECTION 4. Assets. The Vice President shall maintain a list of all tangible assets (equipment) owned by the Club and a record of who has custody of them. Any Club repeaters shall be in the custody of a duly appointed licensee approved by the Members.

SECTION 5. Liabilities. No Member or Officer shall commit the Club to any liability without first obtaining the approval to do so at a duly convened meeting of Members. However, advance approval shall not be required for expenditures for stationery, supplies, postage and photocopies. The Treasurer also is authorized to annually pay for the liability insurance coverage for the Club without advance approval.

ARTICLE V. BOOKS AND RECORDS

SECTION 1. Minute Book. The Secretary shall maintain a permanent minute book in which shall be preserved the Constitution and By-Laws as amended from time to time, and the notices and minutes of all meetings of Members. The Secretary also shall insert in the minute book a copy of the annual financial statements as prepared by the Treasurer.

SECTION 2. Membership List. The Secretary shall maintain a list of the name, address (post office and e-mail), telephone number and Amateur Radio call sign and license class of each Member in up-to-date fashion. Said list shall show whether the Member is current or in arrears as to dues. It shall serve as the official list from which meeting notices are given and shall be evidence of those Members entitled to vote.

SECTION 3. Other Records. The Secretary shall maintain any other permanent records of the Club. The Officers may appoint a Club Historian to maintain electronic copies of important documents. The Officers may appoint a person to maintain the Club internet web site, and they shall determine what records or information shall be placed on the site.

SECTION 4. Inspection. Any Member may examine the minute book, membership list and other records at reasonable times upon request to the Secretary.

ARTICLE VI. GOVERNING LAW

SECTION 1. Unincorporated Association. This Club shall be an unincorporated association as defined in Chapter 184 of the Wisconsin Statutes, as amended from time to time.

SECTION 2. Tax Status. The specific purposes of the Club are set forth in Article III of the Club Constitution. However, the purposes for which the Club is organized and operated shall be limited exclusively to the scope of activities defined in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended from time to time (or corresponding section of any future federal tax code). No dividends shall be paid, and no part of the income or net earnings of the organization shall be distributed to, or inure to the benefit of, its Members or Officers as such, or to any private individual. Notwithstanding any other provision of the Club Constitution or these By-Laws, the organization shall not carry on any activities which would jeopardize its exemption from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended from time to time (or corresponding section of any future federal tax code).

VII. DISSOLUTION

Upon dissolution of the organization, the Officers shall distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended from time to time (or corresponding section of any future federal tax code), and to the extent possible to organizations engaged in activities substantially similar to those of the Club. As an alternative, the assets may be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII. AMENDMENTS

These By-Laws may be amended at any meeting by a two-thirds vote of all Members entitled to vote. The intention to adopt any such amendments at a meeting must be disclosed in writing in advance to all Members in accordance with the notice provisions of these By-Laws.