

**CONSTITUTION AND BYLAWS of  
NORTH HILLS RADIO CLUB, INC.**

**~~SACRAMENTO CA 95841-7370~~**

**~~P. O. BOX 417370~~**

**8863 Greenback Lane, #306**

**Orangevale, CA 95662**

**Revised 5/15/2017**

**~~Revised 11/15/2016~~**

**CONSTITUTION:**

**NAME:** The name of this organization is North Hills Radio Club, Inc. The organization will also use the acronym NHRC.

**DURATION:** The duration of this organization is defined as perpetual existence.

**PURPOSE:** The North Hills Radio Club, Inc. is a non-profit organization or 501(c)(7) Social club, securing for its members the pleasures and benefits of the association of persons commonly interested in Amateur Radio. It shall be for the purpose of furthering the exchange of information between members; to promote the knowledge of radio, fraternization, and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of amateur radio in the community. More specifically: to stimulate interest in amateur radio by conducting informative meetings, seminars, field day operations, club net activities, etc.

Further, to provide within the limits of manpower and equipment and at the discretion of the interested members and the activities chairperson, occasional public service through amateur radio communications during emergencies and for community activities. The North Hills Radio Club, as an affiliated club of the American Radio Relay League (ARRL), will support and promote the fundamentals of Amateur Radio, its purposes and history.

**BYLAWS:**

**SECTION 1:**

**MEMBERSHIP:**

All persons interested in Amateur Radio communications shall be **granted voted into membership by the board** upon presentation of a written application and appropriate fees to the Secretary **or** Treasurer. The term of regular membership shall be for 12 months starting January 1st and terminating December 31st of the

same year. New applications for membership after ~~February~~ **March** 1st of the current year will be accepted and pro-rated for the balance of the year.

#### **MEMBERSHIP DUES & CLASSIFICATIONS:**

~~Membership classifications and dues are as follows: (Note—Appropriate fees for each classification are set and may be modified by the Board of Directors).~~

\*FULL MEMBER (licensed or not): Dues \$18.00 per year

\*FAMILY MEMBERSHIP: Everyone in one **family household** interested in belonging to NHRC may be enrolled for dues of \$25.00.

\*LIFE MEMBER: May be granted as special recognition for service to NHRC, the community and Amateur Radio by a majority vote of the Board of Directors, excused from paying dues, and may wear a distinctive badge as determined by the Board of Directors.

#### **MEMBERSHIP DUES:**

The amount shall be recommended by the Board of Directors and then approved by a majority vote of the club members at a general membership meeting. Dues are for the business year between January 1st and December 31st and are due ~~and payable January 2nd and late if not received by no-later-than~~ **March 1st of that year.**

A member not having paid dues by ~~March~~ **May** 1st of the calendar year will be considered delinquent ~~and will be dropped from membership roster and shall no longer receive membership benefits. If dues are not paid by the time of the general membership meeting in the month of May, delinquents will be dropped from the membership roster and will not receive the roster or newsletter, be subject to speed dial disconnection, and will not be issued new access codes for the repeater.~~

The club, by majority vote of the membership present at any general membership meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization within its objectives as set forth in this Section of the Bylaws. Administrative and academic needs of the club shall have primary control of the dues amount. Dues are subject to change as needed but shall not be changed more than one time in a calendar year.

#### **SECTION 2:**

##### **BOARD OF DIRECTORS:**

The Board of Directors shall be the governing body of NHRC and shall be composed of the President, Vice President, Secretary, Treasurer, the Trustee, and three Directors, each of whom shall be accorded one vote. The presence of four or more Board members at a Board meeting shall constitute a quorum.

**OFFICERS:** The officers of the club shall consist of a President, Vice President, Secretary, Treasurer for a term of one year beginning at the December meeting.

**DIRECTORS:** The positions of Directors in the club shall be for a term of three years. There will be three Directors in office at any time with the terms staggered with one Director elected each year.

### **SECTION 3:**

#### **ELECTIONS:**

Elections shall take place at the November meeting of the club and a majority of the votes cast will determine the winners.

Voting by proxy shall be allowed. To be counted, a proxy vote must:

1. be executed in writing;
2. be signed and dated by the member voting;
3. contain the office and name of each vote to be submitted;
4. be mailed to the Club in time for the November meeting or be hand carried to the November meeting;
5. include authorization from the proxy voting member for the person carrying the proxy ballot to do so if the proxy vote is hand carried to the meeting.

Elections for which proxy votes are submitted shall be decided by secret written ballot.

~~Elections shall take place at the November meeting of the club and a majority of the votes cast will determine the winners.~~

#### **NOMINATIONS:**

Nominations for all offices will be submitted to the membership at the regular October meeting. Nominations may be submitted by any of the following methods:

- Recommendations from the Nominating Committee appointed by the President;
- Nominations made and seconded from the floor at the meeting;
- Nominations submitted to the Secretary ~~Treasurer~~ in writing prior to the October meeting (only with the agreement from the nominee);

If an office lacks a candidate, nominations may be accepted from the floor at the November meeting;

**The list of Nominations shall be sent in printed or electronic form to the members ~~the published in the club newsletter "On Frequency" and mailed to the membership~~ in time to insure receipt prior to the November meeting. All Candidates must: 1) be a member of the club in good standing, 2) be a licensed Amateur Radio Operator, 3) agree to have their name and call letters published in the membership directory, 4) have given their email address and/or phone number to the Treasurer, 5) agree to have their email address and/or phone number published in the membership directory, and**

#### **SECTION 4:**

##### **DUTIES OF OFFICERS:**

###### **PRESIDENT:**

The President shall preside at all meetings of the club including meetings of the Board of Directors. The President shall enforce observance of the Articles of Incorporation and Bylaws, decide all questions of order, sign all official documents adopted by the club, make appointments, constitute special committees and chairpersons thereof and perform all other customary duties pertaining to the office of President. In the event a vacancy occurs in the Officers' or Directors' positions, the President shall appoint a replacement with the concurrence of a majority of the Board and a majority of the club members present at the first membership meeting following the President's selection.

###### **VICE PRESIDENT:**

The Vice President shall assume all the duties of the President in the President's absence. In addition, the Vice President shall form a Program Committee which shall make arrangements for special events and activities at meetings such as speakers, technical demonstrations and forums. The Vice President shall be instrumental in the planning of activities of the club which enhance the reputation of the club.

###### **SECRETARY-TREASURER:**

The Secretary-~~Treasurer~~ shall keep a record of the proceedings of all meetings, ~~keep a roll of memberships~~, carry on all correspondence and read communications at each meeting. The Secretary-~~Treasurer~~ shall keep the Constitution & Bylaws of the club and note thereon all approved amendments, changes, additions and deletions.

###### **TREASURER**

The ~~Secretary~~-Treasurer shall receive and receipt all moneys paid to the club, keep accounts of all moneys received and expended. The ~~Secretary~~-Treasurer shall pay no bills (except recurring) without proper authorization by the club or the Board of Directors and shall give a financial report at each monthly Board and general

meeting. At the expiration of the term of office, the ~~Secretary~~-Treasurer shall turn over to the new ~~Secretary~~-Treasurer everything belonging to the club. Financial records maintained by the ~~Secretary~~-Treasurer for the club are subject to annual audit by the audit committee. The ~~Secretary~~-Treasurer is also responsible for the annual budget preparation to be submitted to the January meeting for consideration. **The Treasurer shall keep a roll of Members and make it available to members. It shall identify the people who hold an office, committee chair, or appointed position. It shall also identify the email and phone number of all members who have given permission to the club for it to be shared. A separate roster shall be available to the board, committee members, and appointed volunteers who assist with the club, and such roster shall contain all contact information for members regardless of authorization received to share it.**

**In accordance to the Articles of Incorporation, there shall be, “No Distribution to Members: That this corporation does not contemplate the distribution of gains, profits, or dividends to its members under any circumstances, and shall have no power to make any such distribution.”**

#### **DIRECTORS:**

The Directors shall be members of the Board and their function shall be to vote on and monitor the club activities with the interest of the membership in mind.

#### **CLUB TRUSTEE:**

The ~~Club~~ Trustee shall be appointed by the President and shall serve until replaced. He shall serve as a member of the Board and as Trustee of the club's Amateur Radio station license (K6IS). He must hold a valid General class or higher license.

The ~~Club~~ Trustee shall act as custodian of the club's radio properties and appoint control operators as needed.

#### **SECTION 5:**

#### **MEETINGS:**

#### **GENERAL MEMBERSHIP:**

Meetings shall be held every month at a location consistent with the current needs of the club and at a reasonable location, clean and safe, and approved by the Board of Directors. Meetings will be conducted in the informal parliamentary manner at the discretion of the club President. Robert's Rules of Order will only be used when directed by the President or when a majority of the members present so vote.

#### **SPECIAL:**

Meetings may be called by the President or when ten (10) or more members sign a written request for a special meeting and submit the list to the Secretary ~~-Treasurer~~.

#### **BOARD OF DIRECTORS:**

The Board (defined as the Officers, Directors, and Trustee of the club) shall meet at least once each month prior to the general meeting. These meetings are to be open to all appointed officials, committee chairpersons and any club member can sit in on or contribute to the meeting. Only members of the Board may cast votes on **any** an issue requiring an official vote. **In the event a board member holds more than one position, such person shall only have one vote.**

**MEMBERSHIP OVERRIDE:**

During a meeting of the membership, any member in good standing of NHRC may move to override an action or actions taken by the Board of Directors. If the motion is seconded, it will be subject to discussion and will be submitted to a vote of the membership by secret ballot at the membership meeting following the meeting at which the motion was made. A 2/3 majority vote is required to pass any such override motion.

**SECTION 6:**

**APPOINTED OFFICIALS AND COMMITTEES:**

The following list describes "regular" (or "standing") committees whose existence is chartered by these Bylaws. The President may appoint additional committees as required to carry out the business of the Club.

**FIELD DAY COORDINATOR:**

The Field Day Coordinator shall be appointed by the President and shall plan and coordinate all aspects of the Field Day operations so that all participants can contribute effectively. The coordinator is also responsible for submitting logs and scores to the American Radio Relay League.

**HAMFEST COORDINATOR:**

The Hamfest coordinator shall be appointed by the President and shall be responsible for the planning, coordination and execution of the annual Hamfest. Proceeds for this event shall be deposited in the club's treasury for the general operating expenses and any losses will be absorbed by the general fund.

**WHAT IS AMATEUR RADIO (WIAR) COORDINATOR:**

The WIAR Coordinator shall be appointed by the President and shall be responsible for the planning, coordination and execution of the annual WIAR event. This event shall be financed from the general fund.

**NEWSLETTER EDITOR:**

The Newsletter Editor shall be appointed by the President and shall be responsible for the preparation, editing, printing, publishing and circulation of the monthly newsletter "On Frequency."

**NOMINATING COMMITTEE:**

The Nominating Committee shall be appointed by the President no later than September 1st and consist of three members who have been active for at least the past year. The committee shall obtain nominations for Officers which shall be presented to the members at the October general meeting and **sent in printed or electronic form to all members in time to ensure receipt prior to the November meeting. published in the November issue of "On Frequency."**

**AUDIT COMMITTEE:**

The President shall appoint no less than two members of NHRC that are not Officers or Directors of NHRC to audit the financial and other records of the club. The audit is to be performed annually during January or as soon as possible after the new officers take office. A written report of their findings shall be furnished to the ~~Secretary~~-Treasurer and the ~~Secretary~~-President of the club.

**REPEATER TECHNICAL COORDINATOR:**

The Repeater Technical Coordinator shall be appointed by the President and shall form a Repeater Committee whose duties it shall be to maintain and upgrade the repeater equipment under the supervision of the K6IS Trustee. Repeater upgrades must be submitted in writing to the club Board of Directors for their approval.

**PUBLIC SERVICE COORDINATOR:**

The President shall appoint the club's Public Service Coordinator. The Coordinator shall be responsible for aiding and assisting chairpersons for annual events that NHRC participates in or sponsors.

**PROGRAM COMMITTEE:**

The Vice President shall form a Program Committee if required to prepare programs for regular membership meetings.

**SECTION 7:**

**ANNUAL REVIEW:**

The Constitution and Bylaws of the North Hills Radio Club, Inc. will be reviewed annually during the first three (3) months by the Board of Directors for current correctness, application, laws, rules governing Amateur Radio clubs and non-profit organizations. Copies shall be distributed to all Board members and be made available at meetings for the membership at large.

**SECTION 8:**

**AMENDMENTS TO THE CONSTITUTION AND BYLAWS:**

The Constitution and Bylaws of the North Hills Radio Club, Inc. may be amended, after review, by the Board of Directors and by two-thirds vote of the members present at a general membership meeting. Proposals for amendments will be submitted in writing at the previous meeting and all members will be notified **by printed or electronic form 30 days prior to the meeting. via the club newsletter "On**

**Frequency"** of the intent to amend the Constitution and Bylaws at said meeting.  
**SECTION 9:**

**REMOVAL PROCESS:**

For the good of the order Officers and Directors shall throughout their term in office: 1) be a member of the club in good standing, 2) be a licensed Amateur Radio Operator, 3) be reachable to club members through email and/or phone, 4) respond to email and phone messages within 4 weeks, 5) have attended at least 6 of the previous 11 general meetings, and 6) have attended at least 1 of the previous 4 board meetings. Officers or Board Members who do not adhere to any one of these basic requirements may, at the Board's discretion, be removed through secret ballot from office without warning.

At a Board Meeting the President or Vice President may for any reason move to have an Officer or Director removed from their position. With the concurrence of a majority of the Board, said individual shall be put on notice and be given an opportunity to be heard at a General Membership meeting during which the majority of the club members present at said meeting shall have the authority through secret ballot to remove the person from their position.

At a Board Meeting, an Officer or Director may for any reason move to have a Club Member (who is not a member of the board) removed from the club. The Board through a majority vote shall have the authority to remove a person's membership. Notice may but is not required to be given to the individual involved. If removed, the board or the removed individual may request to have their membership fees for the remaining part of the year refunded to them; such requests must be granted and fees shall be refunded on a prorated basis. No more than one membership per month or four per year may be revoked.

**SECTION 10:**

**DISSOLUTION:**

This corporation may be dissolved in accordance with the law, and unless the law specifies otherwise it shall be dissolved according to the process specified by the founding officers in 1957 in the Articles of Incorporation. For reference purposes, said articles state, "This corporation may be dissolved in accordance with the law, on the vote or written consent of fifty percent (50%) of the members then entitled to exercise the voting power, provided that all members have been notified, in writing, of the proposal to dissolve the corporation at least two (2) weeks prior to the date of the meeting on which such vote is taken. In the event of dissolution, the directors shall pay or adequately provide for all debts and obligations of this corporation from the assets of this corporation. Any remaining assets shall be distributed, assigned, and set over unto the Sacramento Children's Home, a charitable society, to be used in connection with the operation of said organization in the City of Sacramento, State of California.



**Approved by the NHRC board on April 17, 2018 to be presented to the membership  
for vote on May 15, 2018**

~~**Doug Emerson, N6NFF, President  
George Poulos, N6YG, Vice President  
Maynard Wright, Secretary/Treasurer  
Chris Gifford, KJ6LZR, Director  
Bill Miner, K6WLM, Director  
Kaayla Jaret, KA6YLA, Director**~~

**Kaayla Jaret, KA6YLA, President  
Doug Emerson, N6NFF, Vice President  
Aaron Jones, K6ABJ, Treasurer  
Doug Emerson, N6NFF, Secretary  
Ryan Larkin, W6RNL, Repeater Trustee  
Fred Bailey, N6UMI, Director  
Paul Young, KA6PDY, Director  
Bill Miner, K6WLM, Director**