

**BY LAWS
BLACK HILLS AMATEUR RADIO CLUB, INC.**

(With changes approved by membership at the September 10, 2017 Annual Meeting)

ARTICLE I

SECTION I. MEETINGS. Regular meetings shall be held on the third (3rd) Friday of each month, except for the month of September, at such place as the president shall order. Special meetings may be called by the president upon written request of any five (5) members of the club, and for this purpose, the president himself may sign such a petition. Notices shall be mailed, emailed, telephoned, radioed, or by other electronic means, to all members informing them of the special meetings and the business to be transacted. Such notices shall be given, so that in the ordinary postal delivery, they shall arrive at least forty eight (48) hours before the time therein set for the meeting. Only such business as is designated shall be transacted at such meetings. For any voting done at meetings requiring a quorum, such voting may be done by email or proxy.

Any regular meeting may be cancelled by the officers, directors or by majority vote of the club membership at any scheduled meeting of the club.

SECTION II. ANNUAL MEETING. The annual meeting of the club shall be on the first (1st) Sunday following the first (1st) Monday in September each year.

SECTION III. FISCAL YEAR. The club's fiscal year shall begin with the calling to order of the annual meeting and shall end with the calling to order of the next annual meeting. The fiscal tax year ends August thirty first (31st) each year.

ARTICLE II

SECTION I. ENGINEERING AND TECHNICAL SUPPORT COMMITTEE. The Engineering and Technical Support Committee may be appointed by the Board of Directors, and may consist of any number of members, and shall be directed by a chairperson or chairpersons who may be appointed by the Board or chosen by the committee itself. The committee may formulate plans and proposals involving club oriented technical matters and the committee may submit such proposals to the Board to give it direction on technical matters.

SECTION II. PUBLIC RELATIONS AND RECRUITMENT COMMITTEE. A Public Relations and Recruitment Committee may be appointed by the Board of Directors and shall be directed by a chairperson or chairpersons who shall report to the Board. The committee may formulate, organize and direct club activities regarding: publicity, public service and amateur recruitment and training.

SECTION III. ACTIVITIES COMMITTEE. An Activities Committee may be appointed by the Board of Directors and shall be directed by a chairperson or chairpersons who shall report to the Board. The committee shall work to stimulate and direct various amateur activities and to coordinate such activities among various groups.

ARTICLE III

SECTION I. ORDER OF BUSINESS. The following shall be the order of business at all meetings:

1. Introduction of persons present.
2. Reading of the minutes of the preceding meeting and acting thereon.
3. Reports of officers.
4. Reports of committees.
5. Unfinished business.
6. New business.

ARTICLE IV

SECTION I. OFFICERS OF THE MEETING. The president and secretary of the corporation shall act as president and secretary respectively at all meetings.

ARTICLE V

SECTION I. AUDITING COMMITTEE. The Board of Directors at their discretion or by a majority vote of the membership, will appoint an Auditing Committee, which shall have full right and authority to inspect all books and vouchers of said corporation, and to inspect fully the business affairs of said corporation, and make a full report thereof to the Board or the members, to be submitted in such form as may be directed at the time of their appointment.

ARTICLE VI

SECTION I. MEMBERSHIP. Application for membership in the Black Hills Amateur Radio Club shall be made on the club's own application blanks which may be obtained from the secretary.

SECTION II. VOTING. After consideration of each application, the members present at a regular meeting shall vote upon the application.

SECTION III. ASSOCIATE MEMBERS. All members who do not hold a valid amateur radio operator's license shall be known as associate members. Associate members shall be entitled to all of the privileges of membership with the exception of holding office and voting for officers or money expenditures. An associate member who obtains his license automatically becomes and active member with all rights and privileges of full membership.

ARTICLE VII

SECTION I. DUES. The annual club dues for the clubs fiscal year shall be determined by the membership at the regular August meeting each year. Club dues are payable annually, the first (1st) day of September. Student dues shall be fifty percent (50%) of regular dues. Family membership dues, which can cast only one (1) vote, shall be one and one half (1 and 1/2) the regular annual dues rate. If within ninety (90) days of receipt of a first (1st) amateur license, a person may apply for free membership until the next annual meeting.

SECTION II. DELINQUENT DUES. Dues shall be considered delinquent when past due by the thirtieth (30th) day of November each year.

SECTION III. REMOVAL. Removal of delinquent members may be considered at the first (1st) regular meeting of that period. Delinquent members may be dropped by a two thirds (2/3) vote of the members present after such notice has been read to the club at the previous meeting.

ARTICLE VIII

SECTION I. ELECTIONS. Nomination of officers may be made at the regular meeting preceding the annual meeting. Nominations may be made by mail or email to the secretary before the nomination meeting. Nominations may also be made at the annual meeting. The election of officers shall take place at the annual meeting.

SECTION II. BALLOT. All officers shall be elected by ballot and the majority elects. Absentee ballots must be in the possession of the club's secretary before the date of the annual meeting.

SECTION III. TERM. The term of office shall expire with the club year.

ARTICLE IX

SECTION I. SUSPENSION OF RULES. Any provision of these by laws which is capable of being set aside may be suspended for not more than one (1) meeting by unanimous consent.

ARTICLE X

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall be comprised of five (5) directors presided over by a chairman. The president of the Black Hills Amateur Radio Club shall act as Chairman of the Board.

SECTION II. POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall exercise the corporate powers of the said corporation. The directors shall act only as a board and the individual directors shall have no power as such, The Board of Directors may formulate or approve all policies of the Black Hills Amateur Radio Club and shall organize, coordinate and administer policies of the Club in regard to amateur radio. The Board may review the Club's and Director's meeting minutes, for the past year and make recommendations, if needed, to amend the Club's by laws. These recommendations shall be reported to the general membership at the regular meeting before the annual meeting. The Board of Directors shall determine the physical location of the club's records. The club's records shall remain at the designated location except for brief periods for photocopying or off-premises meetings.

SECTION III. MEETINGS. The regular meeting of the Board of Directors shall be held following the annual meeting and prior to November first (1st). No notice shall be required for any regular meeting of the board. Such meetings shall be held at the office of the corporation or at such place as may be designated by resolution of the Board. A board member may attend a meeting via phone or other electronic means.

SECTION IV. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the president of the Black Hills Amateur Radio Club or by any two (2) of the directors and notice of such meeting shall be mailed, emailed, telephoned, radioed, or by other electronic means, so that in the ordinary postal delivery, they shall arrive at least forty eight (48) hours before the time therein set for the meeting, provided in case all of said Directors consent thereto in writing such notice need not be given.

SECTION V. QUORUM. A majority of the Board of Directors, qualified and acting, shall constitute a quorum for the transaction of business, but if at any meeting of the Board less than a quorum are present, such meeting shall be adjourned.

SECTION VI. COMMITTEES. The Board of Directors shall have the power to appoint committees for any duties that may be required, provided that no power shall be delegated to such committee that is required to be performed by the full Board.

SECTION VII. DEPOSITORIES. The Board of Directors shall designate the banks or trust companies in which the monies and securities of the corporation shall be deposited.

SECTION VIII. ELECTIONS. The Directors shall be elected by the voting membership of the Black Hills Amateur Club, said directors to serve two (2) years, and until their successors are elected and shall have qualified. Such terms shall be staggered such that the terms of two (2) directors shall expire one (1) year, and three (3) the next year, insuring senior members on the board at all times. Members of the Board shall be active members of the Black Hills Amateur Radio Club (licensed Amateur radio Operators).

SECTION IX. VACANCY. If any vacancy shall occur upon the Board of Directors by death, resignation, or otherwise, the remaining Directors, by majority vote, may elect a successor to hold office for the remainder of the term. If vacancies shall occur to reduce the Board of Directors to less than three (3) qualified members, a special membership meeting shall be called upon five (5) days notice for the purpose of electing directors to fill such vacancies.

SECTION X. ABSENTEEISM. Should the Board of Directors determine that one of its members is hampering the Board's business due to absenteeism, they may notify that Board member in writing at least one (1) week before a general membership meeting, that a replacement will be considered and if approved by the general membership present, the Board may appoint a replacement director.

ARTICLE XI

SECTION I. OFFICERS. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. Such officers to serve for a period of one (1) year and until their successors are elected and shall have qualified. Officers shall be elected by the active members present at the annual meeting, and by absentee ballots. The Board of Directors may appoint, or authorize the appointment of such other officers or assistants, from time to time, as it deems necessary. Should the acting president determine that an officer is hampering the clubs business due to absenteeism, the acting president may notify that officer in writing at least one (1) week before a general membership meeting, that a replacement will be considered and if approved by the members present, appoint a replacement officer.

SECTION II. PRESIDENT. The president of this corporation shall be the chief executive officer of the corporation, and shall preside at all meetings of the members and the Board of Directors. He shall have general supervision and charge of the business of the corporation, subject to the general direction of the Board of Directors, and together with the secretary, shall sign all bonds, mortgages, notes, deeds, and other papers executed by the corporation and perform generally all of the duties usually performed by the president of like corporations, and such other and further duties as may be from time to time required of him by the members of the Board of Directors.

SECTION III. VICE PRESIDENT. The vice president shall perform such duties as may be assigned to him by the Board of Directors. In case of the death, disability, absence, or disqualification of the president, he shall perform and be vested with all the powers and duties of the president.

SECTION IV. SECRETARY. It shall be the duty of the Secretary to keep the by laws of the corporation and have the same with him at every meeting, regular and special. He shall insure that a printed copy of the club's and Director's meeting minutes for at least the past two (2) years are made available at all meetings. He shall cause all amendments, changes and additions to be noted thereon and shall permit the same to be consulted by members upon request. He shall attend all meetings of the members and Directors, and keep full and accurate record of their proceedings in a book to be kept for that purpose. He shall collect dues, issue membership cards, keep a current membership roster, send notices of delinquency to members, keep the corporate seal and affix same to all conveyances of real estate and such other instruments requiring the seal as may be directed by the Board of Directors. The secretary shall also keep such other books and perform such other duties as may be required of him by the Board of Directors. He shall remit all monies received by him to the treasurer. He should also insure the treasurer has a copy, by the next meeting, of any disbursements of funds authorized by the Board, acting president or voted by the general membership at a meeting.

SECTION V. TREASURER. The treasurer shall keep a full and accurate account of receipts and disbursements of the corporation in books belonging to the corporation, and shall deposit all monies and other valuable objects in the name of the corporation in such depositories or safety vaults as may be designated by the Board. A report of the finances of the corporation shall be made by the treasurer whenever requested by the president, and a report of like character shall be submitted by him at each annual meeting. He shall be required by the Directors at any time to give such bond as the directors may designate, the expense of the bond shall be paid by the Club.

ARTICLE XII

SECTION I. SEAL. The seal of this Corporation shall be circular with the name of the corporation engraved around the margin, and with the words "Corporate Seal" engraved across the face. The corporate seal shall be in the custody of the secretary of the Corporation and shall be affixed by him to all deeds, bonds, and mortgages.

ARTICLE XIII

SECTION I. AMENDMENT TO BY LAWS. These by laws may be amended or repealed in whole or in part at

any annual meeting of the members of the corporation by a vote of a majority of the members. Such action may also be taken at any special meeting when a notice of the amendment to be offered shall be contained in the notice of such meeting.

ARTICLE XIV

SECTION I MONIES. All expenditures except for electric power, the lease of the club house, annual insurance, and withdrawal of cash for auctions shall be approved by the members. The board shall have veto power over all expenditures including recurring expenditures. Actual operating and accounting procedures shall be left to the decisions of the Board, providing all accounting and legal requirements are met.

ARTICLE XV

SECTION I. PARLIAMENTARY AUTHORITY. Parliamentary authority will be Robert's Rules of Order when not in conflict with the by laws of the Black Hills Amateur Radio Club. (Robert's Rules of Order, current edition).

ARTICLE XVI

SECTION I. IN CASE OF DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation in then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVII

SECTION I. REGISTERED AGENT. The registered agent of the Black Hills Amateur Radio Club, Inc., shall be a member of the Board of Directors of the Black Hills Amateur Radio Club and shall serve in this capacity until his normal term of office shall expire.

SECTION II. VACANCY. When the office of the registered agent is vacated, the Board of Directors shall take the necessary action to update the corporate record of the organization with the office of the South Dakota Secretary of State.

SECTION III. ELECTION. The agent of record shall be elected by and from the Black Hills Amateur Radio Club's board of directors.

ARTICLE XVIII

SECTION I. THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED ARE:

- (1) The primary purposes are to operate a nonprofit corporation for educational and scientific purposes as follows:
 - (a) To educate and increase the proficiency of its members in the science of radio communication.
 - (b) To provide for dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.

- (c) To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service during periods of emergency.
 - (d) To encourage and sponsor experimental activities in radio communication and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.
 - (e) To promote the elevation of standards of practice and ethics in the conduct of amateur radio communication.
- (2) To assist in carrying out these primary purposes, this corporation maintains, and intends to continue to maintain, an active affiliation with the America Radio Relay League, Inc., (ARRL) of Newington, Connecticut, the national nonprofit organization of radio amateurs.
- (3) The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of South Dakota, including the power to contract, rent buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the corporation.

ARTICLE XIX

SECTION I. INUREMENT OF INCOME. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XX

SECTION I. LEGISLATIVE OR POLITICAL ACTIVITIES. No substantial part of the activities of the corporation or the carrying on of propaganda or otherwise attempting to influence legislation shall be permitted. The corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XXI

SECTION I. OPERATIONAL LIMITATIONS. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax and Section 501(b) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of Internal Revenue Code 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

CERTIFICATION

This copy of the By Laws is correct and contains all changes approved by the members at the Annual Meeting held September 10, 2017. It replaces all previous editions and copies. Signed this ____day of September, 2017

Robert Ewing, W0RE, Acting Secretary

Donald Jarvinen, K0DAJ, President