

Bylaws of the
Lowell Amateur Radio Club, Inc.
September 12, 2000 revised January 12, 2017

Forward: The difference between Articles of Incorporation and Bylaws deserves a short discussion. Bylaws are inherently designed to “govern membership and regulate activities”. By conventional definitions, they are procedurally based, as opposed to policy based. Policy based provisions of a corporate charter are stipulated in the Articles of Incorporation, not in the bylaws. Michigan and the Federal governments require “Articles of Incorporation” for incorporation and tax exempt status filings. Yet, to operate procedurally in some measure of scope, we require bylaws, which in turn would not need to be used as “clutter” in the Articles sent to the two governmental agencies.

Section 1. Amendments to the Bylaws. These bylaws may be amended in the same manner as the Articles of Incorporation.

Section 2. Governmental and Member Filings. The Treasurer shall be responsible for any governmental filings of forms. This includes the annual tax return (Form 990 or 990EZ) and donor statements as required by 501c3 provisions. The Treasurer will need help to do this. He/she will appoint other members to assist, those who come forward with the offers for assistance.

Section 3. All Officers’ Positions. All officers will identify backup members for purposes of “filling in” when any particular officer is absent at meetings for procedural and reporting purposes. This means that, for example, if the Treasurer is absent, he/she shall designate an alternate for the writing of checks and the procedure for doing so. As well, reporting at regular meetings may necessarily be done by the alternate.

Section 4. Additional Officers’ Duties. The Treasurer shall maintain all monies in non-risky investments, including bank demand deposit and savings accounts and CDs and equivalents.

Articles of Incorporation for
Lowell Amateur Radio Club, Inc.
June 12, 2000, revised January 12, 2017

Article I. Name

The name of the corporation is: Lowell Amateur Radio Club, Inc.

Article II. Purpose of Organization

The purpose or purposes for which the corporation is organized are: To provide amateur radio repeater services and related education and place into service these for use by licensed amateur radio operators. Such operations will include public services for the American Red Cross, law enforcement agencies and National Weather Service. See Article VI, o below for further qualification.

• Article III. Organization Basis

- 1. The corporation is organized upon a non-stock basis.
- 2. Not Applicable.
- 3. a. Value of real property: None
- b. Description and value of its personal property assets are: Radio transceivers and
- controller and related antennas, towers and associated equipment (\$50,000.00).
- c. The corporation is to be financed under the following general plan: Donations,
- member dues, grants, fund raiser events, training fees and item sales.
- d. The corporation is organized on a membership basis.

Article IV. Registration

1. The address of the registered office is:
2. Not Applicable
3. The name of the resident agent at the registered office is:

Article V. Incorporators

The names and addresses of the incorporators are as follows:

Kenneth D. Paulson, 915 Masonic St., Belding, MI 48809

Matt S. Kidder, 407 Rice St., Ionia, MI 48846

Jack C. Amelar, 1554 Lincoln Lake Ave. N., Lowell, MI 49331-9711

Jim E. Jaworowicz, 1365 Alden Nash Ave. N., Lowell, MI 49331-9763

Article VI. Activities and Events

Activities and events shall be governed through bylaws to not preclude IRS Sec. 501c(3) status, tax exempt qualification.

**Page 2, Articles of Incorporation, Lowell Amateur Radio Club,
Inc. Article VI, continued**

(a.-n. below are predecessor organization's Constitution [Lowell Amateur Radio Club, March 12, 1994 as amended September 13, 1998]):

- a. Membership: All persons interested in amateur radio communication shall be eligible for membership.
- b. Full Membership: Any person who possesses any currently valid class of amateur radio operator's license shall be eligible for full membership. This requirement shall be waived in the case of new members elected during the last quarter of the calendar year.
- c. Associate Membership: Any person of any age who does not possess a currently valid amateur radio license may apply for Associate Membership in the club providing he/she has met with the attendance requirements outlined in b. above.
- d. Officers: The officers/Board of Directors of the Lowell Amateur Radio Club, Inc. shall be: President, Vice-President, Secretary, Treasurer, Technical Advisor, Public Service Coordinator.
- e. Election Terms: The officers of the Lowell Amateur Radio Club, Inc. shall be elected for a one (1) year term by ballot of the members present at the annual meeting. At least a quorum of members shall be present. Term begins first of month following the meeting.
- f. Succession of Officers: In the event that an office other than the office of President shall become vacant, the Board of Directors shall select a member to fill the vacancy for the remainder of the existing term. In the event the office of President shall become vacant and the vice-president is unable to serve or the office of vice-president is also vacant, the order of succession to the office of President shall be first to the Treasurer, then to the Secretary, then to the Technical Advisor, then to the Public Service Coordinator. If all offices are vacant, a special election must be held to fill them under the guidelines set forth by Michigan Law, Act 162 of 1982 as amended.
- g. Removal from Office: An officer may be removed from office by a two-thirds vote of the membership present at a recall election. Such election must be called upon presentation at any regular meeting of a petition containing the signatures of at least ten (10) full members. The election shall be held at the next regular meeting.

**Page 3, Articles of Incorporation, Lowell Amateur Radio Club, Inc.
Article VI, continued**

- h. Duties of Officers: The President shall preside at all meetings of this club, and conduct them according to the rules adopted. He/she shall enforce due observance of these articles; decide all questions of order; sign all official documents adopted by the club, and perform all other duties pertaining to the office of President.
- The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall be responsible for meeting agendas, organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club.
- The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read communications at each meeting, and mail written meeting notices to each member. At the expiration of his/her term, he/she shall turn over all items belonging to the club to his/her successor.
- The Treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by the club or its officers constituting a business committee). At the expiration of his/her term, he/she shall turn over all items belonging to the club to his/her successor.
- The Technical Advisor shall make decisions on technical matters, equipment maintenance, advise members with technical problems.
- The Public Service Coordinator shall maintain close liaison with local and regional emergency (agencies and personnel).
- i. Meetings: The annual meeting shall be held on the weekend following Labor Day of September each year. The club shall provide for regular and special meetings. A quorum shall consist of a majority of officers present at any regular or special meeting.

**Page 4, Articles of Incorporation, Lowell Amateur Radio Club, Inc.
Article VI, continued**

- j. Dues: The majority of members shall set a definite sum as DUES and a definite collection procedure.
 - As a member of the Lowell Amateur Radio Club your dues are due and payable at the first club meeting of the New Year.
 - For new members, the following chart shows the dues required at time of membership.

Jan Feb Mar Apr May Jun

\$20 \$20 \$18 \$16 \$14 \$12

Jul Aug Sep Oct Nov Dec

\$10 \$8 \$6 \$4 \$2 \$0

- k. Amendments to the Articles: These Articles can be amended by a two-thirds vote of members who participate by casting a vote in person or via an absentee method, as defined for that vote. Proposals for amendments shall be written and submitted at a regular meeting, and may not be voted upon until the following regular meeting. All members shall receive a written notice of amendments to these Articles at least 10 days prior to the meeting. Provisions shall be made for absentee ballots. Voting by proxy will not be permitted.
- l. Vote: All full members are allowed the privilege of voting. Associate members shall be allowed voice, but no voting privilege.
- m. The club, through designated Interference, Public Relations, and Operating Committees will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiations from club member stations. The club shall also maintain a program to foster and guide public relations.
- n. Liability: The Lowell Amateur Radio Club, Inc. (LARC) does hereby indemnify any person who is named as a party or is threatened to be made a party to any action, except as action by or in the right of the LARC, by reason of the fact that the person is an officer, appointee, or agent of the LARC provided that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the LARC or its members, and with respect to any criminal action or proceeding, that the person had no reasonable cause to believe that the conduct was unlawful.

- Any officer of the LARC, by virtue of the fact such person is a volunteer, shall not be personally liable to the LARC or its members for monetary damages for a breach of the person's fiduciary duty. However, this provision shall not eliminate or limit the liability of such person for any of the following:
 1. A breach of the officer's duty of loyalty to the LARC or its members.
 2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
 3. A violation of section 551(1) of Act No. 162 of the Public Acts of 1982, being section 450.255(1) of the Michigan Compiled Laws.
 4. A transaction from which the officer derived an improper personal benefit.
 5. An act or omission occurring before the date of final adoption of these Articles.
 6. An act or omission that is grossly negligent.

**Page 5, Articles of Incorporation, Lowell Amateur Radio Club,
Inc. Article VI, continued**

(The following inclusions comply with IRS Sec 501c(3) requirements)

- o. The Lowell Amateur Radio Club, Inc. further, is organized exclusively for scientific, educational and public-service, communications-related purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- p. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 and to make payments and distributions in furtherance of the purposes set forth in Article VI, o, hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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 under section 501c(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170c(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- q. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501c(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is 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.

In witness whereof, we have hereunto subscribed our names this 10th day
of September, 2000.

Kenneth D. Paulson _____

Matt S. Kidder _____

Jack C. Amelar _____

Jim E. Jaworowicz _____

In witness of amendment to the Bylaws of the Lowell Amateur Radio Club approved
on January 12, 2017

Nathan P. Hardman _____

Delos A. Rockwell Jr. _____

Michael J. Wolthuis _____

Jack C. Amelar _____