

LEWIS AND CLARK RADIO CLUB, INC.

BY-LAWS

The Board of Directors hereby adopt the By-Laws pursuant to Statute and pursuant to the Constitution of LEWIS AND CLARK RADIO CLUB, INC., a Not-for-Profit Illinois Corporation:

ARTICLE 1: (FISCAL YEAR)

Section 1.

The Fiscal Year of the Corporation shall be January 1 to December 31 inclusive. An annual audit and written report shall be presented at the second regular meeting following the close of each Fiscal Year.

ARTICLE II: (MEMBERSHIP)

Section 1.

The members of the Corporation shall be as set forth in the Constitution.

Section 2. Admission *(amended 06 Jun 2000)*

A. Applications for admission to membership in the Corporation shall be in writing on the regular forms provided.

B. Applications for admission shall be submitted to the secretary at a regular business meeting, at which time the membership shall vote on the application, a simple majority present being required for acceptance.

B. Members who withdraw while in good standing may return but subject to paragraph B, Section 2 application approval.

Section 3. Suspension and Expulsion

A. Suspension for conduct unbecoming the high standards and ethics of the amateur radio society, willful violation of FCC rules governing amateur radio, or conviction of violation of any Federal, State or local laws may be cause for suspension of members.

B. Suspension or expulsion for causes other than Article II, Section 3A of by-laws may occur and shall be reviewed by the Board of Directors and submitted to the membership for appropriate action.

C. A membership will lapse and automatically terminate if such member's dues remain unpaid by December 31 of the prior fiscal year. However, the Board of Directors may grant an additional ninety (90) days of grace to any delinquent members in meritorious cases. In no instance may a member whose dues are delinquent be entitled to vote at any club meeting.

ARTICLE III: (OFFICERS AND DIRECTORS)

Section 1. Election (amended 4 Jan 00)

The officers and directors of the Corporation as set forth in the Constitution shall be nominated in October and elected at the November meeting to serve for a two year Term, with the President & Treasurer elected on even years and the V. President & Secretary on odd years. The Director will be elected for a one year term each year. They will assume their duties at the first meeting in January following election. The Corporate Trustee, is an appointed director position and he/she shall serve continuously until removed by a three-fourths vote of the Board of Directors.

Section 2. Duties

The duties of the officers and directors are set forth and prescribed by the Constitution. Other and related duties are currently set forth in these by-laws for the officers at this time as follows;

A. President: The President shall preside at all meetings and shall appoint and discharge all committees as may expedite the business of the Corporation and shall be ex-officio member of all such committees.

B. Vice President: The Vice President shall preside in the absence of the President.

C. Secretary: The Secretary, under the direction of the President and Board of Directors, shall perform such duties as are usual to incumbents of like offices and such other duties as may be assigned to by the President or Board of Directors.

D. Treasurer: The Treasurer shall be the custodian of the funds of the Corporation and shall, under the direction of the Board of Directors, invest or direct the deposit of them in the name of the Corporation, and shall report at each meeting.

E. Director: *(amended 4 Jan 00)* The Director shall plan and perform all duties that may be assigned by the President or the Board of Directors and shall not obligate or expend funds without securing the approval of the Board of Directors.

F. Corporate Trustee: The Corporate Trustee shall administer all business as required between the corporation and the State of Illinois, and shall have all the duties as a director as stated in Article III, Section 2, Para. E.

Section 3.

Authority is hereby vested in the Treasurer and the President to have access to and to withdraw funds from the checking accounts, and when instructed by the Board of Directors: to buy, sell or transfer bonds or other securities, personal property owned by the Corporation, and sign contracts binding to fulfillment. The signatures of the Treasurer or President shall be sufficient to exercise this authority. The above authority shall not apply to real property. The Treasurer and President shall be bonded and bond shall be secured by the Corporation when so directed by the membership or by the Board of Directors.

ARTICLE IV: (DIRECTORS)

Section 1.

The six Directors shall consist of the five Officers of the Corporation, plus the Corporate Trustee as described above and elected as described in Article III, Section 1 of the by-laws. The Chairman of the Board of Directors shall be elected by the Board of Directors.

Section 2.

The Board of Directors shall be vested with power to exercise the authority of the Corporation embodied in the constitution, these by-laws, such instructions as may be voted by the membership, and to administer, direct and manage all of the business of the Corporation.

Section 3.

The Directors shall exercise supervision over all matters pertaining to real property, but the acquisition, transfer, sale or encumbrance of any real property shall be subject to referendum vote, conducted as hereinafter provided.

Section 4. *(amended 4 Jan 00)*

The directors shall organize club members activities, both internal and external, plan and recommend contest for operating benefits, monthly meeting programs and advance club interest and activity as approved by the club. They may appoint committees or assistants to aid in specifics activities.

Section 5.

Meetings of the Board of Directors shall be called by the Chairman or at the request of any two Directors. Notice shall be required to all Directors and a quorum of four Directors must be present to hold a Board Meeting.

ARTICLE V: (MEETINGS OF MEMBERSHIP)

Section 1.

Regular meetings shall be held as scheduled and announced from time to time by the Board of Directors to the membership.

Special Meetings as determined necessary by the Board of Directors shall be called and announced by the Board of Directors. Special meetings as determined necessary by membership vote shall be called and announced by the President or other officer directed by vote of the membership.

ARTICLE VI: (INDEMNIFICATION AND REIMBURSEMENT)

Each director, officer or former director or officer of this Corporation, and their legal representatives, shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of being, or having been, such director or officer, provided that in no case shall the Corporation indemnify such director or officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel and costs reasonably incurred in connection therewith,) provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the Director or Officer involved was not guilty of negligence or misconduct, but in taking such action any Director involved shall not be qualified to vote thereon, and if, for this reason, a quorum of the Board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the members of the Corporation at a duly called, stated meeting or at a regular meeting. In determining whether or not a Director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by members of the Corporation, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or officer may be lawfully entitled. The Corporation may obtain such insurance protection for liabilities of the Corporation and its directors and offices as the Board may determine from time to time to be reasonable and necessary.

ARTICLE VII: (REFERENDUMS)

Section 1.

To determine the position of the Corporation on any question, a referendum vote by mail of the membership may be taken,

- (a) at the discretion of the Board of Directors, or
- (b) upon petition signed by not less than 20% of the membership in good standing.

Section 2.

To bind the Corporation to a decision by referendum voting, it shall be necessary that at least two-thirds of the membership of the club in good standing shall vote within 15 days, a two-thirds vote of those thus having voted by that time shall bind the Corporation.

ARTICLE VIII: (AMENDMENTS)

Any motion to amend, revise or repeal the by-laws shall be presented in writing at a regular meeting of the Board of Directors. It shall be read when presented and then made known to the membership by notice and shall be read at the next regular meeting of the members. The members shall offer and make any suggestions, objections, or concurrence regarding said amendment, revision, or repeal of the by-laws. Thereafter, the Board of Directors at their next regular meeting shall take such action and make such vote thereon as they deem appropriate for the best interests of the Corporation, a simple majority of votes of the said Board being required for adoptions of such amendment, revision or repeal.

ARTICLE IX: (WHEN EFFECTIVE)

These by-laws shall be effective immediately upon adoption by the majority vote of the Board of Directors.

Adopted this 17th day of May, 1987, and *amended* this 4th day of January, 2000 by the Board of Directors of LEWIS AND CLARK RADIO CLUB, INC.

LARRY H. ROBERTS
Director (W9MXC)

DAVE DUNCAN
Director (N9VFR)

ED WILSON
Director (WD9GMO)

MILDRED BALLARD
Director (N9VZP)

CHRIS HOLLAND
Director (N9WHH)