

THE UTAH AMATEUR RADIO CLUB

BYLAWS

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ARTICLE I: GOVERNANCE

Section I: Purpose as a Utah Not-For-Profit Corporation:

A. Utah Nonprofit Compliance: This Utah Amateur Radio Club (club) is subject to the laws and statutes of the State of Utah. It is formed under Articles of Incorporation properly filed with the State of Utah, and shall operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah and for the purposes permitted under Internal Revenue Code §501(c)(3).

B. Specific Purpose: This Club exists to educate and contribute to the science of radio communication, electronics, and associated sciences and art in an effort to expand Amateur Radio's pool of trained operators, technicians, and electronics experts.

Section II: The Corporation is governed by its governing documents in the following order of precedence:

- A. Statutes and Articles of Incorporation;
- B. These Bylaws;
- C. Adopted Policies and Procedures;
- D. Standard Code of Parliamentary Procedure, current edition, published by the American Institute of Parliamentarians.

Section III: Governance Bodies

Consistent with the Articles of Incorporation this club shall be governed by its members through a Board or Directors, of at least three (3) in number, as set forth in these Bylaws.

- A. The Board of Directors shall be the governing body of the club and as such shall formulate and be responsible for all matters of policy and business operation.
- B. Board Members set dues, **may appoint club officers**, and have the power to amend these Bylaws.

Section IV: Board of Directors:

The Board of Directors shall consist of the following elected and appointed members of the club:

- A. Officers of the Club shall consist of a: President, Vice President, Executive Vice President, Secretary, Treasurer, two (2) Activities Chairpersons, Media Editor, and a Field Day Chair, who shall be elected by the membership as set forth in these Bylaws.
- B. Appointed Members: In addition to the elected officers, the Board may appoint members to the Board of Directors as follows: License Trustee, two (2) RF Station Engineers, **and a Historian** as set forth in these Bylaws.
- C. The Board of Directors shall meet in regular or special meetings in order to transact business by majority vote.

Section V: Fiscal Year

The Fiscal Year shall begin January 1st and end December 31st.

Section VI: American Radio Relay League

It shall be the permanent policy of this Club to support the American Radio Relay League. This is expressed in the affiliation therewith and the participation in the activities thereof.

Section VII: Prohibitions of Action

A. This Club, its Officers, Committees, or Members shall not attempt to govern the action of its membership in the operation of their own amateur radio stations.

ARTICLE II: MEMBERSHIP

Membership is open to individuals who are licensed amateur radio operators or are otherwise interested in the promotion of the Amateur Radio Service.

Section I: Terms of Membership

A. Term of membership shall be a renewable term of 12 consecutive months.

B. Individuals are considered voting members in good standing upon payment of annual dues.

1: Membership shall be deemed to be continuous provided that the individual renews their membership by making payment of annual dues not more than three (3) months after the expiration date of their last membership term.

C: The Board of Directors will recommend the amount for annual dues and the proposed dues amount must be approved by the membership at the Annual Meeting.

D. Such dues shall be used to defray the general expenses of the club.

Section II: Removal of a Member

A member charged with conduct unbecoming a member of this Club, may be expelled by a two-thirds (2/3) vote of the Board of Directors if it is found that the charges are sustained by its investigations and hearings in accordance with parliamentary procedure.

ARTICLE III: OFFICERS TERMS, DUTIES and VACANCIES:

Section I: Qualification, Election, and Term of Office

A: Officers shall be elected at the annual regular meeting of the members present at the Annual Meeting and shall serve for a period of one year and until such time as their successors shall have been elected and take office at the close of elections as set forth in these Bylaws.

B: In order to hold an officer position in this club, all candidates must be, and remain members of the club. To hold the office of President, candidates must have held continuous membership for at least one year immediately prior to the election date.

C: Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled as set forth in these Bylaws.

1. The Vice President, who shall serve as President for the remainder of the term, shall fill the vacancy in the office of President.

2. All other vacancies shall be filled by appointment by the Board of Directors, and shall serve the remainder of the term.

Section II: President:

A: The President shall be the administrative head of the club, and shall preside at all meetings. The **President** shall enforce due observance of the **Articles of Incorporation**, and its **Bylaws**. The President shall perform all other customary duties pertaining to the office of President including: shall sign all official documents, and act as its spokesperson and representative at meetings with other organizations and committees:

1. The President may delegate such duties as seem fitting on a case-by-case basis.

B: The President shall not obligate or commit this club unless specifically authorized by the Board of Directors.

Section III: Vice-President:

A: The Vice-President shall possess all the powers and assume all the duties of President in the event of the vacancy, absence, disability, refusal, or failure to act, by the President. The Vice President shall perform such other duties as are properly assigned by the President or Board of Directors.

Section IV: Executive Vice President:

A: The Executive Vice President assists the President and Vice president in the execution of their duties.

Section V: Secretary:

A: The Secretary shall keep an accurate record of all official actions discussed at meetings of the Board of Directors or the Club; maintain a roll with status and contact information of all members; and accept all applications for membership; and carry on all necessary correspondence for the Club. If so authorized by the Board of Directors, the Secretary may accept dues in conjunction with applications for membership or for renewal of membership, and to directly deposit dues received following established procedures providing a full accounting of such deposits to the Treasurer.

B: The Secretary shall properly maintain and update the Articles of Incorporation, these Bylaws, and other required corporate reports and filings with appropriate governmental entities in a timely manner as directed by the Board of Directors.

Section VI: Treasurer:

A: The Treasurer shall keep an accurate and current record of all monies received and disbursed by the Club using reasonably accepted accounting standards; and shall submit at the end of each quarter a financial report including an itemized statement of all receipts and disbursements. The Treasurer shall deposit all monies received in the financial institution approved by the Board of Directors.

B: The Treasurer shall pay no bill without the approval of the Board of Directors. Upon leaving office, the Treasurer maintains fiduciary obligations to transfer all financial accounts, property, and records belonging to the club to the control of a new Treasurer.

C: The Treasurer shall have control of, safeguard, keep in good order, and report who is in possession of club property.

Section VII: Activities Chairpersons:

A: Activities Chairpersons, under the direction of the Board of Directors, shall be responsible for organizing club activities, meetings, events (other than Field Day), and technical presentations, and classes to promote generally increased knowledge of the radio technique, and advance Club purposes, interest, and activity. Activities Chairpersons may organize an Activities Committee of club members to assist in their various projects and activities.

1. The Field Day Chair shall be considered a member of any Activities Committee.

Section VIII: Media Editor:

A: The Media Editor, under the direction of the Board of Directors, shall be responsible for the maintenance and the publication of the paper and electronic club media including *Microvolt* and the club website.

1. The Media Editor may submit timely bills incurred to cover costs related to maintenance and publication on behalf of the club.

B: The Media Editor may appoint club members as Assistant Editors to assist in various publications, including delegation of responsibility for specific publications or media types.

Section IX: Field Day Chair:

The Field Day Chair, under the direction of the Board of Directors, shall be responsible for organizing Club participation in American Radio Relay League Field Day events.

Section X: Historian

A: The Historian shall maintain and preserve records of the Club's history, including past events, members, officers, achievements, and significant activities. The Historian shall compile historical documents, photographs, and artifacts; provide historical information for Club publications, events, and inquiries; and chair the Historical Committee.

ARTICLE IV: MEETINGS

Section I: Annual Meeting of Members

A. By tradition, the Annual Meeting of Members is held at the regular December meeting time and place.

B: The agenda for the Annual Meeting of Members shall include the Election of Officers, Ratification of Dues, and consideration of Bylaw amendments.

C: Notice of meetings are deemed provided when published in club media at least 15 days prior to a regular meeting or 60 days prior to the Annual Meeting of Members. Notice of a special meeting is provided when published in club media at least 15 days prior or provided by email to members 48 hours prior to the special meeting

Section II: General Meetings

Meetings shall be held at least once each month except in July and August. The Board of Directors shall establish a regular date, time, place, and modality of general meetings. Special meetings may be held at the discretion of the Board of Directors. Special meetings may be called by the President; who shall be required to call a special meeting upon receipt of a written request signed by five (5) or more members.

A. Quorum Requirements:

1. The members present at any duly-called regularly scheduled meeting shall constitute a quorum for all purposes.
2. Annual Meetings shall require a quorum of five percent (5%) of members present to conduct elections or amend these Bylaws.
3. A meeting of the Board of Directors shall require a quorum of five (5) present to conduct business.

ARTICLE V: OFFICER ELECTION PROCEDURES

1. The Board of Directors may in-panel a Nominating Committee 90 days prior to **but not later than 30 days prior to** the Annual Meeting of Members to ensure at least one nominee for each officer position.
2. At a regularly scheduled meeting, no more than 45 days prior to the Annual Meeting of Members, nominations from the floor for each officer position will be accepted. Nominations need not be seconded and will be accepted from any voting member in good standing or from the Nominating Committee.
3. The entire list of nominated candidates will be published in club media at least 15 days prior to the Annual Meeting of Members. Nominees are encouraged to present a short autobiographical sketch or campaign letter for publication in club media.

4. At the Annual Meeting of Members, the floor will be opened for nominations for any office. Nominations do not need to be seconded, and will be accepted from any voting member in good standing. Such nominations shall not be deemed to infringe on the notice rights of absent members.

5. Ballot Process: Election to office requires a majority vote of the members present; uncontested offices may be concluded by acclamation. In the case of contested offices voting shall be conducted by secret ballot. If none of the candidates for an office receives a majority vote, an immediate runoff ballot between the two candidates who received the greatest numbers of votes will be implemented. A tie vote shall be decided by a coin flip.

ARTICLE VI: REPEATER SYSTEMS AND REMOTE FACILITIES

Section I: Repeater Committee:

The Repeater Committee shall be responsible for and have authority over any and all Club repeaters and other Club stations operating at Remote Facilities; subject to any agreements with facility/station owner or otherwise agreed to by the Club. The Repeater Committee shall set proper policies and procedures for usage of such Club stations by members and other operators.

A. The Repeater Committee shall consist of the following members: License Trustee, at least two (2) Station Engineers, and other such additional members as the Board of Directors should designate.

B: The License Trustee shall hold all licenses for Club Stations; shall be the official representative of the committee with all outside agencies and groups; shall be chairperson of the Repeater Committee and officiate at its meetings.

C: Station Engineers are ultimately responsible for construction and maintenance of repeaters and remote stations and facility sites. They are to assist with instruction, shall see that all equipment is operating properly and in accordance with good amateur practice, and shall be responsible for keeping all associated reference materials (schematic diagrams, instruction manuals, etc.) current and up to date. Reference materials, logs and any other related data is to be available to other Committee members and the Board of Directors upon request.

D: Members of the repeater committee shall be appointed by the Board of Directors and shall hold office until they resign or are replaced by the Board of Directors.

Section II: Repeater and Station Information:

Information regarding all Club stations and repeaters, including relevant policies and procedures shall be reviewed annually by the Repeater Committee and submitted to the Secretary and Media Editor for publication in club media.

Section III: Funding:

Repeater and station maintenance funds shall be provided from Club funds upon approval of the Board of Directors.

ARTICLE VI: COMMITTEES

Committees may be in-paneled by the President or Board of Directors as needed and shall be appointed from within Club membership. Committees may not commit or obligate the club to any agreement or action, and at all times are subject to and under the direction of the Board of Directors.

Article VII: AMENDMENTS

These Bylaws may be adopted and amended by a two-thirds (2/3) majority vote of the membership present at **any duly-called** regular Meeting of Members provided the text of proposed amendments shall be published through Club Media at least one month before the actual vote.

Article VIII: LIABILITY AND INDEMNIFICATION

A: Protection of the Club:

The Club shall not be held liable for any actions, omissions, debts, or conduct of its officers, directors, or members that could occur outside the scope of their official duties and responsibilities as defined in these Bylaws or authorized by the Board of Directors. Such actions are considered personal and not attributable to the club.

B: Protection of Officers and Directors:

To the fullest extent permitted by applicable law, the Club shall indemnify, defend, and hold harmless its officers and directors from and against any and all claims, liabilities, damages, losses, costs, and expenses (including reasonable attorneys' fees) arising out of or related to their good-faith performance of duties on behalf of the Club, provided such actions were within the scope of their authority and not involving willful misconduct, gross negligence, or criminal activity.