

High Desert Amateur Radio Group Bylaws 2024

Preamble

The name of the organization shall be the **High Desert Amateur Radio Group, Inc.**, referred to herein as “**HiDARG**” or the “**Club**.”

Definitions

“**Full Member**” – A Full Member is any member who is a licensed radio amateur with dues, as defined in these Bylaws, paid up to date. A Full Member may vote and may hold any available director, officer or Committee position in the **Club** as per these Bylaws.

“**Associate Member**” – An Associate Member is a person who is sponsored by a Full Member and must pay the appropriate dues, as defined in these Bylaws. An Associate Member may participate in HiDARG events but has no voting privileges and cannot serve in any capacity on the Board or on a Committee.

“**Honorary Member**” – An honorary membership may be bestowed on an individual by a vote of the members. An Honorary Member does not pay dues and has no voting privileges and cannot serve on the Board or any Committee.

“**Lifetime Member**” – A Lifetime Member has met the requirements for a Lifetime Member and has the same rights as a Full Member. Lifetime memberships are not currently being offered. An existing Lifetime Member shall retain the same benefits as a Full Member.

“**Quorum**” – At all Annual, Board, and Special meetings, 10 percent of the voting membership, excluding Board members, shall constitute a Quorum for the transaction of business pertaining to the **Club**. At all Board meetings, a majority of Board members shall constitute a Quorum for the transaction of business.

“**Quorum Present**” – A member, once present at a meeting, is deemed present for Quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is set for that adjourned meeting.

“**Majority Vote**” – A Majority Vote means more than half of the votes cast by persons entitled to vote, at a regular or properly called meeting at which a quorum is present.

“**Standing Rules**” – Standing Rules are guidelines used for decision-making that do not rise to the significance of the Bylaws.

“**Board Business Meeting**” – A Board Business Meeting is a regular Board of Directors meeting. Such meetings may be called by the Board with appropriate notice to the membership. These meetings may be monthly, quarterly or at any other periodicity determined by the Board. In previous versions of the Bylaws, these were generally referred to as “Regular Meetings.”

“Special Board Meeting” – A Special Board Meeting is defined as being called for the purpose of addressing a specific issue of an urgent nature. They also require adequate notice being provided to the membership.

“Executive Session” – The Board of Directors may deem an issue to be confidential and may convene in Executive Session without the participation or attendance of members. The Board may invite specific individuals to attend an Executive Session in its sole discretion. If any votes are taken or decisions reached at the Executive Session, such votes or decisions must be reported in the minutes of the next Board Business Meeting.

“Informational Membership Meeting” – Ad-hoc get-togethers of members and Board members can and do take place and are referred to as an Informational Membership Meeting. Such meetings may not be used to conduct **Club** business but may discuss **Club** activities and events.

“Annual Meeting” – An Annual Meeting is required by statute and is open to all members. The Annual Meeting shall be held in November of each year.

“Officers and Directors” – All members of the Board of Directors are “Directors.” “Officers” are Directors with statutory roles on the Board such as President, Vice-President, etc.

ARTICLE ONE: **MEMBERSHIP**

- A. **MEMBERS:** Membership in **HiDARG** shall be available to all currently FCC-licensed amateur radio operators. Each Full Member may cast a single vote, hold **Club** office and chair Committees unless stated otherwise in these Bylaws. A person's membership continues so long as they remain in licensed, in good standing and current on all membership dues and assessment.
1. **Full Membership:** Persons may become a Full Member by completing a **HiDARG** membership application form and paying the annual full membership dues.
 2. **Associate Membership:** Persons may become an Associate Member by completing a **HiDARG** membership application form and paying the annual associate membership dues.
 3. **Honorary Membership:** From time to time, an honorary membership may be bestowed on an individual by a vote of the members at a Board Business Meeting or Annual Meeting. Nominees for an Honorary Member can be presented at the time of the meeting by any Full Member of **HiDARG**.
- B. **NON-DISCRIMINATION:** The **Club** shall not discriminate against any person on the basis of race, color, religion, national origin, age, sex, sexual orientation, veteran status, disability or any other category protected by law.
- C. **SUSPENSION:** A member may be suspended for just cause by a majority vote of the Board of Directors. Prior to suspension, if the member so wishes, the Board shall meet with the member and allow the member to contest the suspension. A member, so suspended, will have the right, within five business days of notification, to request a review of the suspension by the membership at any Board Business Meeting or Special Board Meeting. Two-thirds of the votes of a Quorum at a meeting will be necessary to overturn the decision of the Board of Directors.

ARTICLE TWO:
MEMBERSHIP DUES AND ASSESSMENTS

- A. **DETERMINATION**: The Board of Directors shall, no later than the October Board Business Meeting, determine the membership dues for each category of membership for the upcoming calendar year and shall notify members promptly and publish same in the next available membership email and on the **Club** website.
- B. **DUE DATE**: Annual membership dues are to be paid no later than December 31 of each year. Dues for membership renewals not received by December 31 of the expiration year shall be considered in arrears, at which point membership and all rights and privileges therein will be terminated without further notice.
- C. **EFFECTIVE DATE**: Membership shall commence following the submission of a correctly completed application and appropriate fee when entered in the membership records by the Membership Committee.

ARTICLE THREE:
ARRL AFFILIATION

- A. **American Radio Relay League**: The **Club** shall maintain an affiliation with the American Radio Relay League (ARRL). Members will be encouraged to become members of the ARRL and participate in its efforts to promote the welfare and technical advancement of amateur radio.

ARTICLE FOUR:

ELECTION OF OFFICERS AND DIRECTORS

- A. **ALTERNATING TERMS**: The President, Treasurer and Member-at-Large will be elected for a two-year term commencing January 1 of each even-numbered year. The Vice-President and Secretary will be elected for a two-year term commencing January 1 of each odd-numbered year. No Officer may serve more than two consecutive terms in the same office. This may, however, be extended by a two-thirds vote of the membership at the nominating meeting.
- B. **NOMINATING COMMITTEE**: On or before the September Board Business Meeting of each year, the Board shall appoint a Nominating Committee consisting of a chairperson and at least two other voting members who are not current Officers or Directors. Members of the Nominating Committee shall have been voting members of the **Club** for at least one year.
- C. **NOMINATING PROCEDURE**: The Nominating Committee shall nominate at least one candidate for each open Officer or Director position. The Nominating Committee shall present its nominees to the **Club** at the October Board Business Meeting. Additional nominations shall be accepted from the floor at the October Board Business Meeting. No member may be nominated from the floor without giving prior permission, and all proposed nominees for Treasurer must first be approved by the Board of Directors.
- D. **ELECTION COMMITTEE**: At the conclusion of nominations from the floor, the Board shall appoint an Election Committee consisting of a chairperson and at least two other voting members, none of whom may be candidates for election or current Officers or Directors. The Election Committee shall be responsible for the composition, distribution, collection and tallying of all ballots.
- E. **ELECTION PROCEDURE**: The election will be held by secret ballot. Candidates for each position shall be listed in alphabetical order by last name. The ballot, as provided by the Election Committee, will be the exclusive manner of voting. No other form, facsimile, or copy will be accepted or counted. Voting by proxy will not be permitted. If paper ballots are used, they shall be mailed to all voting members in good standing and shall be returned by mail or personally delivered to the Election Committee. Whether mailed or hand-delivered, ballots must be received by the Election Committee no later than October 31. If the Board and Election Committee determine that online voting can be conducted, the voting may be online with the timing substantially the same as for paper ballots. If online voting is used, the Election Committee shall provide paper ballots to members requesting them. Paper ballots may be requested by members, but such a request must be received no later than the October Board Business Meeting. Paper ballots must be mailed out to members who request them on or before October 10. In all cases, ballots **MUST** be received no later than midnight on October 31.

- F. **TALLYING OF VOTES:** The full Election Committee shall meet and tabulate the votes received prior to the November Annual Meeting. A majority of all votes cast for a given position shall be necessary to elect an Officer or Director. If any position results in a tie, the membership shall be informed and advised that the tie will be resolved with a run-off election at the November Annual Meeting. All paper ballots and records of online voting shall be retained by the Election Committee for a period of 30 days after the election or until all disputes involving the election have been resolved. Upon completion of the retention period, the ballots and records shall be destroyed.
- G. **RESULTS OF ELECTION:** The Election Committee shall, at the November Annual Meeting, announce the results of voting, and any run-off voting shall take place.
- H. **REPLACEMENT OF OFFICER OR DIRECTOR:** If a Director is absent for three consecutive Board meetings without providing sufficient reason to the Board, the Director may be removed upon unanimous vote of the other Board members after giving the absent member an opportunity to explain the absences. A Director removed in this way shall have the right to appeal to the full membership in a Special Board Meeting called for the sole purpose of this appeal. A two-thirds vote of a Quorum of members shall be required to override the Board's decision. The Board of Directors shall appoint a member as an interim appointment to fulfill the remaining term of the vacant position.

ARTICLE FIVE:

OFFICERS AND BOARD OF DIRECTORS

A. POSITIONS: The Board shall consist of a minimum of five, but not to exceed eight, Directors. Officers of the **Club** shall be President, Vice-President, Secretary, Treasurer and Member-at-Large. Newly elected Officers and Directors will assume their duties on January 1 following the election. A vacancy in the office of President shall be assumed by the Vice-President, Secretary and Treasurer, in that order for the remainder of the term.

1. **PRESIDENT:** The President shall:

- a. Preside at all Board Business Meetings and other meetings of the **Club**;
- b. Conduct any business before the body;
- c. Preserve decorum and order at **Club** meetings;
- d. Enforce due observance of the Articles of Incorporation, Constitution and these Bylaws; and
- e. Appoint **Club** stations' trustees upon application for license renewal or upon the death or resignation of a trustee. **Club** station trustees shall maintain an Amateur Extra Class license and be responsible for maintaining **Club** station licenses.

2. **VICE-PRESIDENT:** The Vice-President shall preside at all official **Club** functions in the absence of the President.

3. **SECRETARY:** The Secretary shall:

- a. Maintain **Club** records, including the membership roster;
- b. Keep accurate minutes of all Board Business Meetings;
- c. Maintain, transmit, and receive all internal and external correspondence;
- d. Perform such duties as are inherent in the office;
- e. Maintain a listing of all members present at each **Club** meeting;
- f. Ensure the **Club** complies with all record-keeping and administrative requirements applicable to non-profit corporations under applicable federal, state and local laws; and
- g. Assist the incoming Secretary by facilitating a smooth, timely transition in **Club** record-keeping.

4. **TREASURER:** The Treasurer shall:

- a. Receive all money due the **Club**, issuing a receipt therefor;
- b. Pay all routine or recurring bills with the approval of the Board of Directors; and
- c. Pay all capital expenditures or extraordinary bills as directed by the Board of Directors.

5. **MEMBER-AT-LARGE:** The Member-at-Large shall assist, lend expertise and advise the Board of Directors in matters concerning **Club** activities.

B. **OPERATIONS:** The Board of Directors shall be responsible for the day-to-day operations of the **Club** and the following:

1. **BUDGETS AND EXPENDITURES:** Each Committee is encouraged to present an annual or project-based budget to the Board for approval. Expenditures consistent with an approved budget need not receive further Board approval. Other expenditures exceeding \$200.00 in a year must be approved by the Board. The Treasurer shall propose an annual budget for Board approval, considering committee budget requests, and the Board shall manage expenditures in compliance with that budget. The budget shall be accessible to the membership.
2. **AUDIT AND FILINGS:** The **Club's** financial records shall be submitted to a person or persons designated by the Board for a review no later than March 1 of each year. The Treasurer shall facilitate the filing of all appropriate financial records and required reports to the State of Oregon and Internal Revenue Service on or before the respective filing deadlines.
3. **INSURANCE:** The Board shall determine insurance requirements and obtain the necessary insurance coverage.
4. **STANDING RULES:** The Board shall adopt, amend and repeal, as necessary, administrative rules, regulations, procedures and policies, referred to as "Standing Rules," for the efficient operation of the **Club**. The membership may amend or repeal the Standing Rules by a majority vote of members present at a Board Business Meeting, provided that notice of the proposed change is given with the notices announcing the meeting.
5. **PUBLIC SERVICE AND FUNDING PLANS:** The Board shall develop a program covering public services consistent with Article Eight. The Board shall arrange for fundraising activities necessary to support the purposes of the **Club**.
6. **NONPROFIT OPERATIONS:** The Board of Directors shall be responsible for ensuring that the **Club** remains qualified as a tax-exempt organization organized and operated exclusively for exempt purposes outlined in Section 501(c)(3) of the Internal Revenue Code such that none of its earnings may inure to the benefit of any individual.

ARTICLE SIX: **MEETINGS**

- A. **ANNUAL BUSINESS MEETING**: The Annual Business Meeting shall be held in Deschutes County, Oregon, each year in lieu of the November Board Business Meeting. All members shall be notified of this meeting at least one month in advance. The purpose of the Annual Business Meeting shall be to:
1. Elect Board Officers and Directors in accordance with Article Four herein;
 2. Hear and accept committee reports;
 3. Deliver the annual report by the President;
 4. Approve annual membership dues; and
 5. Address other **HiDARG** affairs that may be required.
- B. **BOARD BUSINESS MEETING**: A Board Business Meeting may be held periodically at the discretion of the Board. Any member of the **Club** may attend the Board Business Meeting.
- C. **SPECIAL BOARD MEETING**: A Special Board Meeting may be called by any Board member upon written request of at least five voting members. Notice of the Special Board Meeting shall be provided to the **Club** by the Board of Directors at least four days in advance of the Special Board Meeting. Any member of the **Club** may attend the Special Board Meeting.
- D. **NOTICE**: Notice of all meetings, with the exception of an Executive Session, shall be published on the **Club** website and/or email. If the Board has arranged for remote participation in a meeting, the notice shall provide the necessary log-in information.
- E. **PARTICIPATION**: Any member may attend any Board Business Meeting or Special Board Meeting and, at the discretion of the presiding Officer, participate in discussions. The Board may exclude members/guests from discussions as necessary. Members/guests may not vote.
- F. **EXECUTIVE SESSION**: The Board may go into Executive Session at any time by a simple declaration. The Board may invite other individuals to attend an Executive Session, at its discretion. An Executive Session may be necessary to discuss legal, financial or confidential matters that should not be more widely disseminated. Any votes or decisions that are made in Executive Session must be reported in the minutes of the next Board Business Meeting.
- G. **INFORMATIONAL MEMBERSHIP MEETING**: Ad-hoc get-togethers of members and Board members can and do take place. These meetings may not be used to conduct **Club** business, but **Club** activities and events may be discussed.

- H. **EMERGENCY ACTION WITHOUT A MEETING**: Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board of Directors or Committee, as the case may be, consent in writing or by electronic transmission and the writings and electronic transmissions are reported in the minutes of the next Board Business Meeting.
- I. **REMOTE PARTICIPATION**: The Board shall use best efforts to arrange for members to participate in meetings remotely by telecommunications or Internet link whereby members physically present and those remotely present may communicate with one another. Such remote participation shall constitute presence for purposes of a Quorum.
- J. **QUORUM**: The Secretary shall verify and announce the required Quorum prior to the commencement of any meeting. All matters requiring a vote shall be based upon the majority or fractional total of the votes cast at that meeting.

ARTICLE SEVEN:

COMMITTEES AND APPOINTEES

- A. **GENERAL:** The Board shall name all Committee chairpersons and shall set forth duties as required or requested. The chairperson shall be responsible to the Board. Committees shall remain in existence, and their chairperson in that position, unless otherwise determined by the Committee or the Board of Directors.
- B. **AD-HOC COMMITTEES:** The Board of Directors may establish ad-hoc Committees for any necessary purpose in managing the **Club**. Each Committee shall have a specific objective that terminates the Committee upon completion.
- C. **APPOINTEES:** The Board shall appoint a Website Administrator, Education Coordinator, Email Administrator, Volunteer Examinations Coordinator and one FCC trustee for each **Club** repeater.
- D. **STANDING COMMITTEES:** The Board shall appoint standing Committees as necessary to conduct the necessary operations of the **Club**. Each standing Committee may include a Board liaison who shall act as a regular Committee member and shall be responsible to the Committee chair. Examples include:
1. **MEMBERSHIP:** The Membership Committee shall be responsible for all membership tasks required for the classes of members defined in Article One. This includes the development of the membership application form, maintaining a database of pertinent member information, and maintaining the membership roster and mailing labels.
 2. **PROPERTY MANAGEMENT:** The Property Management Committee may accept donated radios and related items and appraise and repair them as practicable. There is no requirement for the **Club** to accept any particular material or equipment. It shall, after coordination with **Club** programs and committees, recommend to the Board surplus property for disposition and, upon approval, sell or otherwise dispose of such. It shall also manage radio-related equipment that may be used by or loaned to **Club** members pursuant to the Standing Rules.
 3. **REPEATER.** The Repeater Committee shall be responsible for the development, maintenance and repair of **Club** amateur radio repeaters in support of both the membership's general use and the **Club's** emergency operations plan. The Repeater Committee shall maintain the current **HiDARG** repeater coordination and documents for the **Club** repeaters in coordination with Oregon Region Relay Council.

ARTICLE EIGHT: **CLUB SERVICES**

The **Club** may provide the following services in support of its charitable, educational and scientific purposes:

A. EDUCATION:

1. **CLUB PUBLICATION:** The **Club** may sponsor an official monthly newsletter to inform the membership of scheduled activities as well as technical and regulatory news. The monthly newsletter may be published online for viewing on the **Club** website or distributed electronically or in printed form, as determined by the Board of Directors.
2. **CLUB WEBSITE:** The **Club** shall sponsor a website accessible by the public and the membership containing general information about the **Club**, its organization, activities, history and educational materials relating to amateur radio. Minutes of all membership and Board meetings shall be accessible by the membership on the **Club** website or published in the **Club** newsletter.
3. **TRAINING CLASSES:** The **Club** may conduct, sponsor and promote classes in preparation for amateur radio examinations, including, but not limited to, any other subjects that may advance the amateur radio service.
4. **EXAMINATIONS:** The **Club** may conduct, sponsor or promote voluntary examination sessions for prospective amateur radio operators under the auspices and guidance of the ARRL accredited examiner program. Sessions shall be publicized and shall be available to the general public.

B. RECOGNITION PROGRAM: The **Club** shall maintain an active awards program to recognize selected members. Specific awards and criteria shall be detailed in the Standing Rules.

C. PUBLIC SERVICE ACTIVITIES:

1. **AMATEUR RADIO EMERGENCY SERVICES:** The **Club** shall actively support the Deschutes County emergency management communications mission with the use of assets and members of the **Club**.
2. **CONVENTIONS:** The **Club** may sponsor conventions, trade shows, educational seminars and other gatherings to provide a means of demonstrating and discussing amateur radio communications techniques. The public shall be invited to attend and participate in these activities.
3. **PUBLIC SERVICE PROJECTS:** Upon request, the **Club** may support local public service events as requested by charities, governmental agencies, sports/club events and other public service projects.

ARTICLE NINE: **AMENDMENTS**

- A. **PROCEDURE**: Proposed amendments or revisions to these Bylaws shall be submitted in writing to the Board of Directors for evaluation. If approved by a majority of the Board, the Board shall initiate the amendment process described below.
- B. **NOTIFICATION**: The membership shall be notified of proposed Bylaws changes by written communication (e.g. postal mail, electronically or via the **Club's** newsletter) at least 14 days before the meeting at which the vote on the amendment(s) is to be taken. The Board shall provide a means for members who cannot participate in the meeting to vote on the Bylaws changes, so long as their vote is received by the Secretary prior to the start of the meeting.
- C. **MEMBERSHIP FORUM**: When changes are proposed for the Bylaws, the Board may hold one or more membership forums at which members may discuss the changes and raise questions or concerns before the meeting at which the changes are voted upon.
- D. **VOTING**: At the recommendation of the Board, these Bylaws may be amended at any Annual, Business, or Special meeting of the **Club** by two-thirds of a Quorum of the voting members present at that meeting.
- E. **TIME OF EFFECT**: Unless otherwise noted, any amendments to these Bylaws will be effective as of the date shown below.

IF ANY PROVISION OF THESE BYLAWS CONFLICTS WITH OREGON LAW, OREGON LAW SHALL SUPERSEDE THE CONFLICTING PROVISION.

THESE BYLAWS CONSTITUTE A REVISION OF THE HIGH DESERT AMATEUR RADIO GROUP BYLAWS DATED NOVEMBER 1, 2018 AND ARE HEREBY ADOPTED EFFECTIVE
April 4th, 2024.



PRESIDENT
Max Vaughn, KF7MAX



SECRETARY
Chuck Allen, W1HC



MEMBER-AT-LARGE
Jeannie Fraley, KK7BTJ



VICE-PRESIDENT
John Googins, KF7JLG



TREASURER
Adam Leask, KC7NKP