

## **BY-LAWS OF THE RUNESTONE RADIO CLUB, INC.**

### ***PREAMBLE:***

In accordance with the provisions of the Articles of Incorporation of the RUNESTONE RADIO CLUB, INC. formed under the provisions of Chapter 317 of the Minnesota Statutes as a Non-profit Corporation as duly recorded in the office of the Secretary of the State of Minnesota, Book X-21, page 195, dated April 9, 1962, the Board of Directors of said Runestone Radio Club, Inc. hereby adopt these by-laws as the governing document of this Corporation. These By-Laws supersede any previously adopted as of the date shown below.

### **ARTICLE I - THE RUNESTONE AMATEUR RADIO CLUB**

Sec. 1 – There is hereby created an organization to be known as THE RUNESTONE AMATEUR RADIO CLUB, (hereinafter referred to as the Club, as distinct from the Corporation), which is a subsidiary organization to this Corporation.

Sec. 2 – The purposes of the Club will be those set fourth in the Articles of Incorporation, Article II. Its activities will be in keeping with those Articles and the provisions of these By-Laws.

Sec. 3 – The Club may levy dues upon its members, charge fees for certain services provided, purchase equipment, and accept donations of funds and equipment. None of these assets will be the property of the Club or any of its members, but will become the property and responsibility of the Corporation.

Sec. 4 – Upon dissolution of the Club, its assets remaining after payment of all debts and liabilities shall be distributed to some other bona-fide non-profit amateur radio organization, such as the Handi-Hams or the American Radio Relay League, which is then in existence.

### **ARTICLE II - BOARD OF DIRECTORS**

Sec. 1 – The business and administration of the Runestone Radio Club, Inc. shall be conducted by a Board of Directors elected by the members of the Runestone Amateur Radio Club at their annual meeting. Newly elected Board members shall be provided with a copy of these By-Laws.

Sec.2 – The Board of Directors shall be composed of six members who are voting members in good standing of the Runestone Amateur Radio Club. Three of the Directors shall be the President, Technical Director, and Trustee of the Runestone Amateur Radio Club. They shall be non-voting Directors, except that the President may cast a deciding vote in the event of a tie vote among the Directors.

Sec. 3 – At the first annual meeting of the Club after the adoption of these By-Laws, one Director shall be elected for a term on one year, one for a term of two years, and one for a term of three years. Thereafter the members of the Board of Directors shall be elected for terms of three years.

## **ARTICLE III – DUTIES OF THE DIRECTORS**

Sec. 1 – The Board of Directors shall conduct the business of the Corporation and insure that the same is always in conformity with the stipulations of the Articles of Incorporation and these By-Laws.

Sec. 2 – The Board of Directors shall oversee the activities of the Club to insure that the same are always in conformity with the stipulations of the Articles of Incorporation and these By-Laws.

Sec. 3 – The Board of Directors shall have the authority to cancel any proposed activities of the Club which it deems are not in conformity with the Articles of Incorporation and these By-laws.

Sec. 4 – The Board of Directors may authorize disbursements from the Club treasury during the intervals between regular Club meetings on the advice of the Club President, Technical Director, and Trustee if the Board deems it necessary.

## **ARTICLE IV – MEETINGS**

Sec. 1 – The Board of Directors shall meet annually at such time and place as the Directors may determine.

Sec. 2 – Special meetings of the Board may be called by the Club President or any one of the Directors upon one day's notice. Notice of such meetings may be given by any convenient means, including Amateur Radio.

Sec. 3 – The President of the Club shall preside over the meetings of the Board of Directors.

Sec. 4 – If necessary, the Board shall elect one of its members to serve as secretary for the duration of the meeting to record the proceedings of the meeting and report significant action to the Club.

Sec. 5 – A majority of the voting members of the Board of Directors shall constitute a quorum to conduct business.

## **ARTICLE V TRUSTEE**

Sec. 1 – The Club shall elect as Trustee one of its members who holds and Advanced or Extra Class Radio Amateur License.

Sec. 2 – The Trustee shall keep the Club Station License current.

Sec. 3 – The Trustee shall insure that the activities of the Club and the operation of its equipment is in keeping with the Rules and Regulations of the Federal Communications Commission and the guidelines of the American Radio Relay League and its subsidiaries. The Trustee may appoint an Alternate to assume these responsibilities in case of an extended absence.

Sec. 4 - The term of office of the Trustee shall be for life, provided that his Radio Operator's License remains in effect. The Trustee may be removed by the Board of Directors for cause.

## **ARTICLE VI – AMENDMENTS**

Sec. 1 – These By-Laws may be amended at any time by the Board of Directors upon a majority vote of those present constituting a quorum, provided however, that written notice of the intent to amend the By-Laws and the time and place of the meeting be given to each Board member five (5) days prior to such meeting.