

WEST VALLEY AMATEUR RADIO CLUB, INC.

BY-LAWS

(As Amended and Restated Effective March 3, 2025)

ARTICLE I

OBJECTIVES

Principal Objectives – West Valley Amateur Radio Club, Inc. (the “Club”) is an Arizona nonprofit corporation governed by the Arizona Nonprofit Corporation Act (Arizona Revised Statutes §10-3101 *et seq.*). The Club has been incorporated primarily for charitable, educational and scientific purposes to advance the art and science of amateur radio communications. The Club also provides educational programs of interest in the technical aspects of amateur radio and provides disaster, emergency, and public service amateur communications.

Affiliation – The Club shall be an affiliate organization of the American Radio Relay League, Inc. (ARRL), to the extent that it qualifies therefor, and shall support the preservation and advancement of the amateur radio hobby in the United States.

ARTICLE II

GOVERNING DOCUMENTS

Coordination of Documents. The Articles of Incorporation adopted in 1976 by the Sun City Amateur Radio Club, Inc., by which the Club was formerly known, as amended, apply to the Club, as do the Constitution and these Bylaws, both as amended. The Arizona Nonprofit Corporation Act requires that certain provisions that have traditionally been in our Constitution be set forth in the Articles of Incorporation or in these Bylaws; accordingly, all such provisions in the Constitution that are not in the Articles of Incorporation are incorporated by reference into these Bylaws, as if they were set forth herein in their entirety. Such provisions address, without limitation, vacancies on the Board of Directors and the removal of Officers.

ARTICLE III

FINANCES

Sec. 1 – Accounting Records. The Treasurer shall keep accurate accounts of all receipts and expenditures and cause to be published or otherwise made available to the membership monthly financial statements or equivalent financial reports. At its discretion, the Board may

cause to be conducted an audit or similar independent financial review of all financial records from time to time, no more frequently than annually.

Sec. 2 – Budgets. A budget for each fiscal year will be formulated by the Treasurer as early as practicable during the fourth quarter of each preceding calendar year, for review and approval by the Board of Directors during such quarter. In determining revenue for planning purposes, the budget shall make a reasonable estimation of dues anticipated to be paid in the coming year, taking into account historic membership renewal rates. Following its approval by the Board, the Treasurer shall present the budget for informational purposes at the next Regular Meeting of the members. Should the Treasurer and the Board determine that a previously approved Budget needs to be amended part-way through the fiscal year to which it pertains, then the Board may do so by an affirmative vote, whereupon the amended budget shall be presented to the membership for informational purposes at the following Regular Meeting of the members. A reconciliation of actual membership dues received versus the estimate made when the budget was prepared months earlier shall not constitute an amendment to the budget requiring presentment to the membership. It shall be the objective of the Club that all annual budgets balance, but a balanced budget shall not be mandatory.

Sec. 3 – Disbursements. Payments shall be disbursed by electronic payments, paper checks or otherwise by the Treasurer, or by the President if the Treasurer is unavailable to do so, for all expenditures of the Club, pursuant to any expenditure limits of authority that the Board may from time to time establish. If any single expenditure exceeds the sum of \$500, and is not already provided for in the budget for the fiscal year as to which the expenditure pertains, then any such expenditure is subject to the separate approval of the Board, followed by ratification by a majority vote of the members present at a Regular Meeting (provided, however, such ratification by the membership shall not be required in the event that an ensuing delay to obtain ratification would impede or delay the Club's ongoing operation of its repeaters or the deployment of personnel, materials or other resources to assist with emergency communications). In the event of any actual or anticipated shortfalls in revenue to meet expenses as they fall due, priority shall be given to maintaining the ongoing operation of the amateur radio repeaters owned and/or operated by the Club, inclusive of leasehold rental payments, utilities and equipment repair and/or replacement.

Sec. 4 – Inflation Adjustment. To account for inflation without having to amend these Bylaws, the \$500 expenditure limit in Section 3 above may be adjusted from time to time by the Board to reflect increases, but not decreases, in the Consumer Price Index (All Urban Consumers, U.S. City Average), or successor comparable cost of living index. For future calculation purposes, such Index for January, 2025, was 317.671 (1982-84=100), and shall constitute the base index and denominator, and the Index most recently published at time of calculation shall be used as the comparison index and numerator, with the resulting quotient to be multiplied against \$500.

ARTICLE IV

ELECTION OF OFFICERS AND DIRECTORS

Sec. 1 – **Election Committee** - An Election Committee consisting of not less than three members in good standing shall meet at least forty-five (45) days prior to the date by which annual election of Officers (who are also Directors) and other Directors (who are not Officers) is anticipated to take place. The Election Committee shall strive to solicit from the members in good standing at least one nominee for each Officer and other Director position to be filled, and determine that all candidates are willing and able to serve if elected. The Election Committee shall also be responsible for conducting each election, inclusive of elections conducted by electronic online means, and soliciting proxy ballots from those who are unable or unwilling to vote electronically online, and facilitating the mailing of paper ballots as provided in Article VI, Section 1 below.

Sec. 2 – **Election Timing and Procedure.** - Candidates for Officers and other Directors shall be voted for by members in good standing during the fourth quarter of each calendar year, at whatever date is selected by the Election Committee and approved by the then-current Board of Directors, taking into account the year-end holidays and the need to provide for a smooth transition from one year to the next. Elections may be conducted by any means provided in Article VI, Section 1 below. A majority vote of those members in good standing and present at an Annual, Regular or Special Meeting where a quorum is attained is required to elect each Officer and other Director.

Sec. 3 – **Term of Office** - Newly-elected Officers and other Directors shall take office on January 1 of each year and shall serve through December 31 of each such year.

ARTICLE V

MEETINGS

Sec.1 – **Regular Board Meetings.** Regular Meetings of the Board of Directors shall be conducted generally monthly for planning and coordination purposes related to all activities and issues. The Board members include the Officers (President, Vice President, Secretary, and Treasurer), who are also Directors, and the other Directors, who are not Officers. The meetings are open to all members. Regular Meetings of the Board may be held without notice of the date, time, place or purpose of the meeting pursuant to ARS §10-3822 or successor statute, but the President is empowered to set such date, time and place and shall endeavor to give reasonable notice by any means to the Directors and, at his or her discretion, to the membership.

Sec. 2 – **Special Board Meetings.** Meetings of the Board of Directors may be convened between scheduled Regular Meetings of the Board and shall be preceded by at least two (2) days' notice of the date, time and place of the meeting, but need not describe the purpose of the

meeting. The President or twenty percent of the Directors then in office may call and give notice of a Special Meeting of the Board, and the individual(s) calling and giving notice is/are empowered to set such date, time and place and shall endeavor to give reasonable notice by any means to the Directors and, at his or her or their discretion, to the membership..

Sec. 3 – Emergency Board Meetings. In emergency situations that do not allow notice to be provided as required for Special Meetings of the Board, the Board may convene upon notice given by any means reasonably available to as many Directors who may be contacted, providing date, time and place, if in person, or date and time if by other means permitted in these Bylaws or under Arizona law. Quorum requirements shall be deemed satisfied if three or more Directors participate in any such emergency meeting and a majority or tie vote shall constitute the vote of the Board under such circumstances. The President or twenty percent of the Directors then in office may call and give notice of an Emergency Meeting of the Board.

Sec. 4 – Board Action Without a Meeting. The Board may also take action, should it be necessary or appropriate, by unanimous written consent without a meeting, as provided by ARS §10-3821 or successor statute. For purposes of the foregoing, “written” consent may be evidenced by emails that are incorporated into the meeting records and thereafter retained.

Sec. 5 – Annual Member Meetings. To comport with Arizona law, Annual Meetings of the members shall be held once each year. The first Regular Meeting of the Members in a calendar year shall also constitute the Annual Meeting of the Members.

Sec. 6 – Regular Member Meetings. Regular Meetings of the membership shall be held generally monthly at a time and place established by the Board of Directors and posted on the Club’s website or other online calendar or other service, but such posting shall not take the place of required notices to the membership as required in Section 8 below. The Board of Directors, at its discretion, may change the date, time and/or place of any Regular meetings, subject to posting and giving notice thereof.

Sec. 7 – Special Member Meetings. Special Meetings of the membership may be called by the Board of Directors. The reason for the Special Meeting must be stated in the notice of the meeting, and matters discussed at the Special Meeting must be restricted to the reason stated in the notice for conducting the meeting.

Sec. 8 – Notices of Member Meetings. Notices of Annual, Regular and Special Member Meetings shall be given by any means permitted by ARS §10-3141, specifically including by email, and shall be given at least ten (10) but no more than sixty (60) days in advance of the meeting, as required by ARS §10-3705. Such notices shall include the date, time and place of the meeting. Special Meeting notices also shall state the purpose of such meeting. In the event that the foregoing statutes or other applicable Arizona law is amended or enacted or judicially interpreted to provide for a shorter minimum notice period, or longer maximum notice period, or to allow notice by posting the date, time, place, and, when required, the purpose of a meeting, on a website or other location that is accessible by the membership, or any such laws otherwise

relax notice requirements, the Board of Directors is authorized to satisfy such more relaxed requirements without the need to adhere to the more strict requirements above.

Sec. 9 – Meetings Other Than By In-Person Attendance. Unless the Board of Directors elects otherwise for a specifically identified meeting, any and all meetings of the Board and of the membership, including Regular, Special and Annual Meetings, may be conducted through the use of any means of communication by which all participants may simultaneously hear each other during the meeting. Such means include, without limitation, audio/video meetings (e.g., Zoom Workplace or similar service) and audio-only meetings (e.g., over the air on the Club's amateur radio repeater). A meeting conducted by such means does not preclude combining an in-person meeting with participation by others pursuant to such other means of communication. A participant in a meeting by any such other means of communication is deemed to be present at the meeting and such deemed presence shall qualify for establishing quorum.

Sec. 10 – Quorum for Membership Meetings. A quorum for Annual, Regular and Special Meetings of the membership shall be twenty (20) members in good standing, whether such meetings are conducted in person or by other permitted means or by a combination thereof. In the event quorum is not attained, then no business may be conducted, but the meeting may continue only as a social gathering if not promptly adjourned.

Sec. 11 – Quorum for Board Meetings. A quorum for Board meetings shall be a majority of Board members in attendance, whether in person or by other permitted means or by a combination of both. In the event that a single individual holds two Officer positions, he or she shall be counted only once as a Director. In the event quorum is not attained, then no business may be conducted, and the meeting shall be adjourned.

ARTICLE VI

VOTING

Sec. 1 – Voting at Meetings. Unless the Board of Directors elects otherwise for a specifically identified election or other matter submitted to the membership for a vote, whether at an Annual, Regular or Special Meeting, such election or other voting matter may be conducted electronically online (e.g., HamClubOnline or similar platform) to the fullest extent permitted under ARS §10-3708 or other applicable Arizona law. Such electronic voting may be to the exclusion of an in-person meeting or in combination therewith. In the event that a member wishes to vote by traditional means involving a paper ballot, and does not wish to assign his or her proxy to a third party to vote electronically on his or her behalf after having been given an opportunity to do so, then the Club shall mail a paper ballot to such member, but may condition such mailing upon the member first providing the Club in a timely manner with a self-addressed envelope with postage prepaid. In no event shall a current candidate be involved with the sending or receipt of paper ballots.

Sec. 2 – Voting by Proxy at Member Meetings. A member may vote at an Annual, Regular or Special Meeting of the membership by proxy to the fullest extent permitted by ARS §10-3724 or successor statute, and subject to the conditions thereof. A proxy for a vote conducted by electric online voting, the proxy may be effectuated by the authorizing member sharing with an individual proxy holder the website link where the vote may be cast on behalf of such member. A proxy for a vote conducted by paper ballot or by raise of hand at an in-person meeting may be effectuated by a written proxy signed by the authorizing member, and an email sent from the confirmed email address of such member to the proxy holder shall be deemed a written proxy signed by the authorizing member. A proxy may be either a “direct” proxy, by which the proxy holder is obligated to cast vote(s) as directed by the authorizing member, or it may be a “general” proxy, by which the proxy holder is authorized to use his or her own discretion in how or for whom to cast the authorizing member’s vote. In no event may the proxy holder be a candidate, or be related to a candidate, running for election for which the proxy vote is being cast.

Sec. 3 – Voting by Absentee Ballot at Member Meetings. A paper ballot submitted by a member in lieu of attending an in-person meeting, and an electric online ballot cast by a member in lieu of attending a meeting of the members that also has an in-person component shall be deemed absentee ballots and are expressly permitted.

Sec. 4 – Voting by Proxy or Absentee Ballot at Board Meetings. In order to encourage active participation and deliberation among Board members at a meeting, a Director may not vote by proxy or absentee ballot at a Board Meeting.

Sec. 5 – No Write-Ins When Voting. In order to ensure that candidates are members in good standing and desire to serve if elected, and in deference to the responsibilities of the Election Committee to solicit qualified candidates, write-in candidates will not be accommodated or allowed during any election, whether conducted online or by paper ballot or otherwise.

Sec. 6 – Ballot Irregularities. The Election Committee, by majority vote excluding any committee members who may be current candidates, may disqualify ballots due to ballot irregularities. By way of example, a paper ballot that fails to adequately identify the member voting, such as an illegible or missing name of the member submitting the ballot, or a paper or electronic ballot submitted that includes votes in favor of more candidates than there are open positions, may be so disqualified. An electronic ballot or other means of voting that is intended to safeguard the confidentiality of who voted, or how or for whom someone voted, shall not be considered to be a ballot irregularity.

ARTICLE VII

COMMITTEES

Sec. 1 – **Mandatory Committees.** There shall be the Election Committee, as described in Article IV above, as well as the Technical Committee, both as permanent ongoing committees. The duties of the Technical Committee shall be to maintain the Club's electronic equipment, including amateur radio repeaters, and to provide direction to the Club concerning future changes or needs with regards to such equipment. The President may assign additional duties to the Technical Committee. The chairperson of these mandatory committees shall be appointed by the President, and other committee members shall be appointed by the respective committee's chairperson.

Sec. 2 – **Optional Committees.** There may be such other committees as the President may deem necessary for whatever duration he or she deems appropriate, and the President shall assign the duties thereof. The chairperson of these other committees shall be appointed by the President, and other committee members shall be appointed by the respective committee's chairperson.

Sec. 3 – **Non-Member Participation.** To encourage help from individuals with special expertise and/or to encourage family members and friends of members to assist with committee functions, a non-member may serve on a committee but shall not serve as chairperson or have any voting rights. In no event, however, may a non-member participate, directly or indirectly, in the management, sales or operation of any Club-sponsored raffle in violation of ARS §13-3302(B)(3) or successor Arizona statute.

ARTICLE VIII

MEMBERSHIPS

Sec. 1 – **Regular Memberships:** All persons interested in Amateur Radio, upon the payment of dues and completion of a membership application or equivalent online process (inclusive of all mandatory information therein required), are thereby qualified to become a Regular Member. A Regular member is eligible for full rights and privileges in the Club, including the right to vote and hold elective office as a member of the Board of Directors. The issuance of an amateur radio operator's license is not a condition of Regular Membership in the Club.

Sec. 2 – **Family Memberships.** A Family Membership is available to members of the immediate family of a Regular Member who reside in the same household and for so long as they continue to do so as their primary residence. The Regular Member shall be deemed to be primary member within the household and pay full Regular Membership dues. Upon the payment of a lesser amount of annual dues than those payable by a Regular Member, such amount to be

determined by the Board of Directors from time to time, and upon completion of all required membership applications and satisfaction of other uniformly applied requirements, qualifying household family members shall become Family Members and shall thereupon each have the same rights and privileges as Regular Members to vote and hold elective office and serve on committees and to otherwise participate in the Club's activities. At the election of the Board of Directors from time to time, the dues payable for Family Memberships may be a single amount of dues that covers all family members within the household, or a per-person amount of dues applicable to each family member.

Sec. 3 – Complimentary Lifetime Memberships. Complimentary Lifetime Memberships can be bestowed upon Regular Members in good standing by approval of the Board of Directors and a majority vote of the members in good standing present at a Regular Meeting. Dues are waived prospectively for Complimentary Lifetime Members during their respective lifetimes, but without refunding all or any portion of dues already paid for the year in which the bestowment takes place. Complimentary Lifetime Members shall continue to have all rights and privileges of a Regular Member.

Sec. 4 – Prepaid Lifetime Memberships. The Board of Directors may from time to time elect to offer Prepaid Lifetime Memberships to Regular Members in good standing who, upon the payment of an amount which is a multiple of projected future annual dues as determined by the Board, will continue as Regular Members, with all rights and privileges of a Regular Member, for the duration of their respective lifetimes, but without the Club refunding all or any portion of dues already paid for the year in which such Prepaid Lifetime Membership is purchased. Nothing herein shall obligate the Club to offer such memberships indefinitely, or at all, and the Club may limit or curtail any such offer at any time the Board may from time to time elect.

Sec. 5 – “Member in Good Standing.” As used throughout these Bylaws and in the Constitution, a “member in good standing” is defined as a member whose dues are paid in full at the time a determination must be made regarding a member’s “good standing” status, excepting those members whose dues are waived at such time of determination. In addition, a “member in good standing” must not be subject to any unresolved disciplinary action at such time of determination. A member is not eligible to vote, run for or hold an elective office on the Board of Directors, or hold a voting committee position, unless such member is determined by the Board of Directors to be “in good standing.”

ARTICLE IX

DUES

Sec. 1 – Establishment of Dues - Dues shall be established by the Board of Directors in conjunction with the adoption of an annual budget for the upcoming fiscal year.

Sec. 2 – Fiscal Year - The fiscal year shall begin January 1 and end December 31.

Sec. 3 – Delinquent Membership – Subject to Section 4 below, which provides for dues being payable for a non-calendar year twelve-month period, a member's dues are payable on January 1 and shall become delinquent if not paid by this date. The Treasurer shall notify the Board of all delinquent members. Delinquent members shall not have the right to vote, hold office, or otherwise be considered a member in good standing until delinquent dues have been paid. All delinquent members will be expunged from the roster on February 1 of the year for which dues are unpaid, and such members' memberships shall automatically be terminated. If and when some or all members are paying dues on some basis other than a calendar year basis, then, as to such members, the February 1 roster expungement date shall be deemed to be thirty (30) days after their respective payments are due but remain unpaid.

Sec. 4 – Transition From Calendar Year Dues Payment Practice. In order to bring the Club's practices more in line with best practices of other amateur radio clubs, including those using online platforms to accept new members and to facilitate payment of annual dues over the internet, the Board is authorized to implement a non-calendar year payment structure, such as tying membership renewal deadlines to the date when a member first joined the Club, or last renewed his or her membership, or the member's birth date, or another benchmark that can spread out, across a fiscal year, the deadline by which a member's dues must be paid. In no event may any such transitional change deprive a member from being credited dues previously paid for the remaining portion of a calendar year toward dues payable for some other twelve-month period. The Board is authorized to amend these Bylaws, without a vote of the membership, to reflect the foregoing change in due dates for membership dues, once implemented.

ARTICLE X

PRESERVATION OF TAX-EXEMPT STATUS

It shall be a priority of the Club to preserve its 501(c)(3) status conferred upon it by the Internal Revenue Service in 1990. Consequently, diligence shall be exercised to avoid taking any action or engaging in any activities in conflict with the provisions of the Articles of Incorporation which were reviewed and approved by the I.R.S. as a condition of conferring such status. Without limiting the generality of the foregoing, the following Article Eighth of the Articles of Incorporation prohibiting specified activities is replicated below for informational purposes and ease of reference:

"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 Third 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 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 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.”

Further, the Club shall limit its activities to those referenced in the Articles of Incorporation, which are in furtherance of qualifying “charitable, educational and scientific” purposes, notwithstanding any references to potentially broader objectives or purposes described in the Constitution or in these Bylaws.

These Bylaws, together with the Constitution and the Articles of Amendment, shall not be amended as to (a) the purposes of the Club, (b) the distribution of assets upon dissolution, (c) the bestowment of benefits upon, or distributions to, any member of the Club, (d) prohibitions or limitations applicable to political lobbying or supporting political candidates, or (e) other provisions that relate to the Club’s tax-exempt status, without first consulting with a qualified legal or tax professional who is competent and willing to opine in writing, which written opinion shall be permanently retained in the Club’s records, that any such amendment will not risk losing such tax-exempt status.

ARTICLE XI

AMENDMENTS

Amendments to these Bylaws may be made, following approval by the Board for presentation to the membership, by simple majority vote of the members in good standing that are present at the meeting at which the amendments are voted upon to become effective. Proposals for amendments may be submitted in writing to the President by any Director or by at least two other members in good standing and shall be presented to the Board of Directors at the next Regular or Special Meeting of the Board. The Board, at its discretion, may elect by simple majority vote to present the proposed amendment to the membership at the next Regular or Special Meeting of the members following such election by the Board, but shall not be voted upon by the membership until the following Regular or Special Meeting at which a quorum is present, and may be adopted by a simple majority vote of the members in good standing.

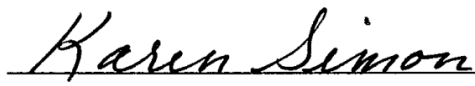
[Certificate of Adoption follows]

CERTIFICATE OF ADOPTION

The undersigned Officers of West Valley Amateur Radio Club, Inc., an Arizona nonprofit corporation, hereby certify as follows:

- A. These Bylaws, as amended and restated, to which this Certificate is attached, were submitted in writing to the President by two members of the Club, and were presented to the Club's Board of Directors at a Special Meeting convened on January 21, 2025;
- B. At such Special Meeting of the Board, the Board voted in favor of presenting the amended and restated Bylaws to the membership for its approval, and the Board caused them to be so presented at a Regular Meeting of the membership convened on February 3, 2025;
- C. At a subsequent Regular Meeting of the membership convened on March 3, 2025, quorum having been attained, the membership, by a majority approving vote of the members present, voted to adopt the amended and restated Bylaws of the Club, effective as of such date.



Josh Cavender
President

Karen Simon
Secretary