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**K7ARC, Inc**

**A not-for-profit 501(c)(3) Corporation**

**BYLAWS**

*As revised in August 2022*

**ARTICLE I. Location, Fiscal Year, Scope and Official Language.**

1. The name of this Corporation shall be "K7ARC, Inc." (herein after referred to as the **Corporation**). The Corporation is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.
2. The principal office location for the Corporation shall be the Greater Phoenix Chapter of the American Red Cross - 4747 N 22nd St. STE 100, Phoenix, AZ 85016. (602) 336-6660.
3. Corporation fiscal year runs from January 1 through December 31.
4. The official language for all activities shall be English.
5. The geographic scope of activities is primarily the Arizona and New Mexico Region of the American Red Cross although individual volunteers and equipment secured by the Corporation may be deployed to other regions to assist in Disaster Relief Operations.

**ARTICLE II. Business and Purpose**

1. The purpose of the organization is to:
  - a. promote interest in and the advancement of emergency communications, amateur radio and related pursuits.
  - b. prepare for and respond to declared emergencies or disasters and to offer radio communications, technical and other support to the American Red Cross where necessary.
  - c. foster a good working relationship between the Corporation and
    - i. American Red Cross;
    - ii. American Red Cross volunteers and employees who are radio amateurs who are licensed by the Federal Communications Commission (FCC);
    - iii. the public through public service activities;
  - d. help interested persons obtain an FCC Amateur Radio License and current licensees to upgrade their license;
  - e. participate in activities involving amateur radio and/or the American Red Cross;
  - f. raise funds for the Corporation necessary to advance the purposes stated above through membership dues, equipment and monetary donations, government and private grants.

2. The Corporation is organized in accordance with the Arizona Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributed to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described above.
3. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.
4. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax.
5. The Corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

### **ARTICLE III. Structure of the Corporation**

1. The structure of the Corporation shall include at least the following, as provided in sections below:
  - a. There shall be four (4) Officers: President, Vice-President, Secretary and Treasurer selected from the membership.
  - b. All officers shall be Directors.
  - c. Any person being considered for a position as Officer or Director must
    - i. have been active in the Corporation and a Full member in good standing for at least one year;
    - ii. be at least twenty-one (21) years of age;
    - iii. declare to the Board any conflict of interest of the activities or interests of the Corporation.
  - d. A term for Officers shall be two (2) years. No officer shall hold the same office for more than 2 consecutive terms. If there is no one from the membership willing to replace an outgoing Officer, the remaining directors can vote to retain such Officer should they agree to continue to serve.
  - e. No officer shall hold more than one office at a time. However, if an elective office is vacant, the Board may authorize a current officer to fulfill the duties of that vacant office until a qualified member can be elected. Alternatively, the president may appoint a qualified member to fill the vacancy for the remainder of the position's term with the approval of the Board.
  - f. Election and Term of Office.
    - i. Officers shall be elected at the Annual Meeting. Each officer shall serve a term of 2 year(s), until resignation or a successor has been elected and qualified. In order to ensure continuity of the Board, the Secretary, and Vice President will be elected in even numbered years and the President and Treasurer will be elected in odd-numbered years.

- ii. The slate of candidates shall be proposed by a nominating committee chaired by a member appointed by the President and approved by the Board. This slate will be published to the membership **15 days** prior to the scheduled Annual Meeting.
  - iii. Any Full member can nominate another qualified member or themselves to serve as an Officer by submitting the candidate's name to the Chair of the Nominating Committee or President at least **7 days** prior to the Annual meeting. In this case the Nominating Committee will ensure that such candidate is both qualified and willing to serve in that capacity. In such case, the qualified candidate will be added to the slate of candidates.
  - iv. Election shall be by secret ballot if there are two or more candidates for any elective office. If there is only one candidate for each of the elective offices, the entire slate may be voted into office by a show of hands by the members present. The new officers shall assume their offices on the first day of the Fiscal Year or for interim appointments, the first of the month immediately following the election.
  - v. Only FULL members of the Corporation may vote.
2. **Board of Directors (Board):** The affairs of the Corporation shall be governed by a Board of Directors consisting of the Officers of the Corporation plus the Past President and others as designated by the Board.
- a. In the event there is no Past President, the President (with the approval of the Board of Directors) may appoint someone with similar qualifications to fill this position until a new President is elected.
  - b. Additional Directors may be appointed by the Board of Directors as desired such that there shall be an odd number of Directors. The Board may decide to ask membership to vote on such but isn't required to do so.
  - c. A Director may be removed by a majority vote of the remaining Board members.
  - d. Vacancies occurring on the Board during the year shall be filled as expeditiously as possible. The new director shall immediately assume office. With the approval of the Board, the president shall appoint a qualified member to fill the vacancy for the remainder of the Director's term.
  - e. Each Director shall serve without monetary compensation.
  - f. **Quorum.** A majority of directors shall constitute a quorum.
  - g. Board members may be entrusted with sensitive information, and they are expected to treat it as such and seek the counsel of the President if they are in doubt about its proper use.

**ARTICLE IV. Duties of Officers**

1. **President:** The President shall be the chief executive officer and shall preside over meetings of the Board. The President may appoint standing or special committees to assist in the functions of the Corporation. Such appointments shall be approved by the Board. The President or his/her designee shall be the ex-officio member of each committee.
2. **Vice President:** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
3. **Secretary:** The Secretary shall keep minutes of meetings of the Board and general membership and shall be responsible for the correspondence, official records and files of the Corporation. The Secretary shall be responsible to make proper notification of all meetings and/or to ensure that the time and place of any meetings are included on the Corporation's web site.
4. **Treasurer:** The Treasurer shall be responsible for maintenance of Corporation's assets, and all billings and payments due. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board. The Treasurer shall make reports of corporate finances as required, but not less often than at each meeting of the Board.
5. Other powers and duties of Officers may be specified by the Board. Such duties shall be specified in the Corporation Standard Operating Procedures (SOP) Manual.

**ARTICLE V. Long Term Appointments**

1. **License Trustee:** In accordance with FCC rules and regulations, the Board will select a member, who is licensed as an Amateur Radio General Class Operator or higher by the FCC, to be the official Corporation License Trustee — the official representative of the Corporation and official holder of the Corporation's FCC License. This individual shall be granted an Honorary membership in the Corporation.
2. **Statutory Agent:** The Corporation's Statutory Agent signs, as required, all contracts or written instruments on behalf of the Corporation which involve the Arizona Corporation Commission, State of Arizona, the Corporation's bank or the IRS. If this assignment changes, the Arizona Corporation Commission must be notified.
3. **Historian:** The Corporation's Historian shall maintain records and all other items of historical value to the Corporation as directed by the President and specified in the Corporate SOP.
4. Long term appointments of key individuals may be made by the President when necessary. These appointments shall be for an indefinite period preferably for several years, and should only be given to members who are able to perform the specific requirements of the job. Such requirements shall be included in the Corporate SOP.

5. Other appointments may be made as necessary, such as net control operators, website coordinator, etc.

#### **ARTICLE VI. Membership, voting eligibility and dues:**

1. **Full members** of this Corporation must:
  - a. be FCC-licensed Amateur Radio Operator;
  - b. be a volunteer or employee in good standing with the American Red Cross (ARC);
  - c. have an interest in the aims of the Corporation;
  - d. be willing to voluntarily respond to and assist during declarations of emergencies or disasters;
  - e. be current with dues.
  - f. Only FULL and honorary members can vote.
  - g. Only FULL and honorary members may hold an Officer or Director position.
2. **Associate members** of this Corporation must:
  - a. have an interest in amateur radio and/or related technology;
  - b. have an interest in the purposes of the Corporation;
  - c. be willing to voluntarily assist in its efforts (these persons need not be volunteers or employees of the American Red Cross, but are willing to assist with projects that further the goals of the Corporation).
  - d. Such persons may apply to and become Associate Members of the Corporation.
  - e. Associate members cannot vote.
  - f. Associate members cannot hold an Officer or Director position.
3. **Honorary membership:** Honorary Membership is reserved for individuals who have made an extraordinary effort to help improve the Corporation, or for individuals who hold a position in the community that will help promote the goals, objectives and image of the Corporation. An honorary membership is bestowed under the following conditions:
  - a. Nomination for honorary membership may be made by any member during the "good of the Corporation" portion of any Board or general membership meeting.
  - b. An honorary membership shall require a majority affirmative vote of the Board, shall be for an indefinite period.
  - c. Honorary members are exempt from dues.
4. **Dues:** Membership dues may be established by the Board of Directors.
  - a. The amount of dues shall be set by the Board and they shall apply to all members except Honorary members and others designated by the Board as Dues Exempt.
  - b. Payment of Dues will be due and payable annually as specified by the Board.
  - c. Failure to pay dues may result in a change of membership status.

- d. Dues for any member may be waived or reduced by a vote of a majority of the Board.
5. Each member is responsible for notifying both the Secretary and the American Red Cross (if applicable) of any change of address, phone number or email address.
6. The Board may expel or suspend a member by unanimous vote at a Board meeting under the following conditions:
  - a. Failure to discharge debts to the Corporation, including dues.
  - b. Conduct detrimental to the welfare, interest, character, or order of the Corporation or the American Red Cross.
  - c. Conviction of a violation of the FCC rules resulting in the suspension, fine or cancellation of the amateur radio license.
  - d. Conviction of a crime under the laws of the State of Arizona or of the United States of America.
7. The Board of Directors may reinstate any expelled or suspended member by a Board resolution requiring unanimous vote at a Board meeting.
8. Members who have been expelled or suspended or who voluntarily withdraw from the Corporation have no recourse on Corporation's assets or property, real or otherwise, and must return or replace all items borrowed from the Corporation or reimburse the current value.
9. Members may not use the Corporation name or logo nor those of the American Red Cross without express permission via resolution of the Board.

## **ARTICLE VII. Meetings**

1. **Board meetings.** Board meetings of the Corporation shall be held at the discretion of the President who will provide designated times and places. Virtual access via online medium will be provided as necessary.
  - a. All meetings except for executive sessions shall be open to any member.
  - b. The Board may call for an executive session that provides an opportunity for the board to meet privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication.
  - c. Board meetings shall be announced no less than seven (7) days prior to the meeting by email to Board members and the general membership except if Board meetings are held on a regular schedule as posted on the Corporation's web site; then there will be no additional notification required unless such meeting is cancelled or rescheduled. A quorum of the Directors of the Corporation shall be a simple majority.
  - d. **Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

- e. **Special meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail or via email, effective when mailed. A notification for a special meeting must contain the agenda and rationale for this extra meeting. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.
  - f. **Adverse Interest:** In the determination of a quorum of the Board, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.
  - g. Meetings shall be conducted by modified Robert's Rules of Order for the meeting structure and decisions by consensus.
2. **General meetings.** General meetings shall be held monthly at a time and place to be determined by the Board.
- a. They shall be open to members and non-members alike.
  - b. Notices of regular and special general meetings shall be emailed to each member within a reasonable time prior to each meeting except if such meetings are held on a regular schedule as posted on the Corporate web site, then there will be no additional notification required unless such meeting is cancelled or rescheduled.
  - c. Voting at general membership meetings shall be conducted as a simple majority of the Full members present at the meeting. There is no quorum required for general meetings.
  - d. Meetings shall be conducted as desired by the organizer.
3. **Annual meeting:** The Board will determine which general meeting shall be considered the Annual meeting-
- a. Notice of the Annual Meeting shall be given to each member no less than thirty (30) days in advance of the meeting.
  - b. At this meeting, FULL members of the Corporation will vote on the slate of Officers put forth by the Nominating Committee (refer to Article III-1-f).
  - c. The Annual Meeting shall be held at the time and place designated by the board.
4. **Location.** No meetings of any type are required to be held at a particular geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments.

#### ARTICLE VIII. Committees

1. The President may establish committees as necessary to serve the best interests of the Corporation, such as a Field Day Committee and a Nominating Committee.

2. The duration, expected activities, duties and responsibilities of Committees will be determined at their inception and will be specified in the Corporation SOP binder. These may be modified as necessary with such modifications documented in the SOP.
3. The Chairs of the various committees shall be appointed by the President and confirmed by the Board. They may or may not be either Officers or Directors independent of their role as a committee chairperson.
4. All committee chairpersons shall provide a report to the Board on their activities since the previous report during or prior to a regular Board meeting.

**ARTICLE IX. Financial Administration:**

1. All monies and other assets received from dues, donations, bequests, grants, or other fundraising activities shall be in service of the purposes of the Corporation as described above.
2. All Corporation funds shall be deposited in an insured financial institution. All monies withdrawn from this account shall require the signature of the Treasurer or President or other officer who has been granted access by the Board.
3. Contracts may be entered into on behalf of the Corporation, when authorized by the Board and executed by the President.

**ARTICLE X. Corporate Seal, Execution of Instruments**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board.

**ARTICLE XI. Amendments to Bylaws**

1. An amendment to these Bylaws may be initiated by any Director. Such amendments may be adopted at any Board meeting provided that each Director has received not less than 14 days notice of the specific change to be considered including the proposed text of the change. Such amendments must be agreed upon by a majority vote of the entire Board.
2. For the purpose of this article alone, Directors may vote by mail, email or in person. Mailed votes shall be addressed to the Secretary and received prior to the meeting. They must be in accordance with secret ballot regulations of the State of Arizona.
3. Any Article or portion thereof found to be in conflict with Federal or State rules, regulations or statutes shall be considered void and unenforceable until revised by the Board to be compliant with current law and passed by a majority vote of the Board members.
4. If any provision of these Bylaws or their application to any person or circumstance is held to be invalid, the invalidity does not affect other provisions or applications of the Bylaws which can be given effect without the invalid provision or application, and to this end the provisions of the Bylaws are severable.



**ARTICLE XII. Insurance**

The Corporation shall maintain Directors and Officers (D&O) Insurance policies with coverage determined by the Board of Directors. Other insurance may be required if so determined by a majority vote of the Board.

**ARTICLE XIII. Indemnification**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

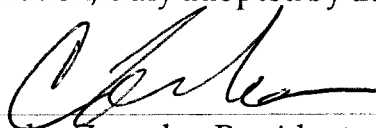
**ARTICLE XIV. Dissolution**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of Full Members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

*All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.*

**ADOPTION OF BYLAWS**

Charles Zurenko, President of K7ARC, Inc., and Tom Cloonan, Secretary of K7ARC, Inc. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on August 23, 2022.

  
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Charles Zurenko, President

24 AUG 2022  
Date:

  
\_\_\_\_\_  
Tom Cloonan, Secretary

8/24/2022  
Date: