

**BYLAWS**  
**OF**  
**Minnesota Wireless Association**

**Article I: Board of Directors**

The Board of Directors shall consist of the Officers of this club.

**Article II: Officers**

The volunteer Officers in this club shall be a President, Secretary-Treasurer, and six At-Large Directors.

*Election*

The volunteer Officers of this club shall be elected by a majority vote of the members present at the annual membership meeting. Terms of office shall be three years with no limit on the number of terms an Officer can serve. Exception is the first election in 2024, terms shall be one, two, or three years as noted in Article IX.

*Vacancies*

Vacancies occurring between elections may be filled by the Board of Directors following the withdrawal, resignation or removal of an Officer.

*Eligibility*

In order to hold an office an individual must be a member in good standing.

*Resignation*

Any Officer may resign their position in writing at which time all records and assets of the club will be turned over to the President or Secretary-Treasurer.

*Removal of Officers*

Officers may be removed from office for cause by a majority vote of the Board of Directors, upon guidance of the membership.

*Compensation*

All volunteer Officers shall serve without compensation in any form. The Minnesota Wireless Association shall reimburse their reasonable and prudent administrative expenses and travel expenses in accordance with the travel and expense policies adopted by the Board of Directors.

### **Article III: Duties of Officers**

#### *President*

- The President shall preside at all meetings, including board meetings, and conduct them according to the rules adopted.
- They shall enforce due observance of the Articles of Incorporation and these Bylaws; decide all questions of order; sign all official documents adopted by the club and perform all other duties pertaining to the office of President.
- They shall have the power to appoint committees and is responsible for the development of the club in terms of activities and general policy.
- The President is the official spokesperson for the club, although they may direct the Secretary-Treasurer to write letters or respond in their name.
- Other duties as assigned by the Board of Directors.

#### *Secretary-Treasurer*

- To keep the Articles of Incorporation and the Bylaws of the club and have the same with them at every meeting. They shall note all amendments, changes and additions on the Articles of Incorporation and Bylaws and shall permit it to be consulted by members upon request.
- To keep a record of the proceedings of the meetings, keep a roll of members, receive membership applications, carry on all correspondence, read communications at each meeting, and communicate with the members any required notices.
- Make minutes and news items available to the members no later than the next meeting.
- Receive and receipt all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by the club or its Officers constituting a business committee).
- Semi-annually submit an itemized statement of disbursements and receipts to the Board of Directors. A summary will be presented at each member meeting.
- File any and all federal and state forms as prescribed by law, including tax forms and annual non-profit corporation renewal.
- File annual ARRL Affiliated Club report with the ARRL – The National Association for Amateur Radio®
- File updated club competition roster as it changes with the ARRL Radiosport branch and any other organizations that require a club competition roster.
- At the expiration of their term, they shall turn over all items belonging to the club to the successor.
- Other duties as assigned by the Board of Directors.

#### *At-Large Board member(s)*

- Organize club activities, meeting presentations, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club
- Other duties as assigned by the Board of Directors

### *Additional Powers*

Any Officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **Article IV: Meetings of the Board**

Meetings of the Board shall be held as needed, but not less than annually.

The annual board meeting shall be at least 40 days prior to the annual membership meeting.

All board meetings shall be held via remote communications except when a request to be in-person has been received from any Officer.

Notice of board meetings shall be sent to all Officers at least 5 days in advance of the meeting via electronic mail.

Any Officer may call a board meeting with a minimum of 5-day notice to all Officers sent via electronic mail. The notice shall include the purpose of the meeting.

A majority of the Officer's currently holding office is a quorum for the transaction of business.

Action without a meeting as permitted in the Articles of Incorporation may be taken. Any action required or permitted to be taken at a board meeting may be taken by written action signed or consented to by electronic communication by all of the directors. This excludes any action requiring approval of the members with voting rights. The action is approved when a majority of Officer's currently holding office consent to the action via electronic communications. Notice of the decision shall be sent to all Officers and record of same shall be kept by the Secretary-Treasurer.

Robert's Rules of Order shall govern proceedings, utilizing the most current published edition at the time of the meeting.

## **Article V: Duties of Standing Committees and Positions**

### *Club Call Trustee*

- The Club Call Trustee is an appointed position by the Board of Directors.
- The Club Call Trustee must hold an FCC Amateur Extra Class license.
- Must manage Club amateur radio call signs associated with the Club through the FCC including license renewal.
- Handle and respond to QSL requests and LOTW uploads.
- Manage and authorize use of the Club call signs to club members.
  - Current Club call signs
    - WØAA

- KØLD
- Other duties as assigned by the Board of Directors

#### *Minnesota QSO Party Committee*

- The Committee shall consist of five to seven committee members to be appointed by the board of directors. The President or Secretary-Treasurer shall be one of the committee members. Directors may serve on the committee.
- The Chair of the Committee is appointed by the Board of Directors.
- The Committee Chair is responsible to oversee all functions of the QSO party assuring various parts are being managed properly and completed in timely manner, including but not limited to awards, fund raising, log receiving, log checking, results production, results announcement, event promotion, etc. Additionally, the chair is the public contact of the event for the amateur radio community and must make sure all questions and comments are responded to in a timely manner.
- The Secretary-Treasurer is responsible for managing all funds related for the Minnesota QSO Party, including receipt of donations and payment for awards and supplies.
- The Committee is responsible for managing the Minnesota QSO Party, including but not limited to rules development, promotion, awards, and log checking.
- The Committee shall select one member to serve as Awards Manager. This individual shall arrange for donations for various awards and prizes. They shall also arrange for the awards and prizes to be ordered and delivered. The Awards Manager shall work with the Secretary-Treasurer concerning receipt of donations and payments for awards and prizes.
- The Committee shall select another member to manage receipt of logs, perform log checking and to produce the results. While this individual is responsible for these duties, they may rely on the help of others in this work to complete the work.

#### **Article VI: Membership Meetings**

Regular membership meetings shall be held as determined by the Board of Directors, but not less than annually. Announcement of elections, meetings, or other significant club activities shall be made by the President or Secretary-Treasurer in an official announcement via email or mail.

Members entitled to meeting notices and allowed to vote at membership meetings shall be members in good standing 40 days prior to the membership meeting.

The annual membership meeting time, date and location shall be set by the Board of Directors. The first membership meeting shall be set to be in September on the Tuesday immediately preceding the CQ Worldwide RTTY contest, September 24, 2024. The time and location of the meeting shall be set by the Board of Directors.

Any membership meeting is qualified as official when a quorum of members is in attendance in person or by proxy and when official meeting minutes are recorded by the Secretary-Treasurer, or by a person appointed by the President to serve in such role. A quorum for this purpose is defined as fifteen percent of the voting membership.

Special membership meetings may be called by the President upon the written request of ten percent of voting members. Notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 7 days before the meeting.

Robert's Rules of Order shall govern proceedings, utilizing the most current published edition at the time of the meeting.

#### **Article VII: Dues**

The club has no annual dues. In lieu of dues, members may donate funds to the club to help cover annual operating expenses. The club, by majority vote of those members present at any regular meeting, may adjust upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization.

#### **Article VIII: Membership**

Full membership is open to any licensed radio amateur who meets the following criteria:

- An interest in Amateur Radio Contesting.
- Lives in one of the following states/provinces: Minnesota, Wisconsin, Iowa, South Dakota, North Dakota, Manitoba, or western Ontario.
- For HF contests for which a log is submitted, such as ARRL contests and CQ contests, agree to put MINNESOTA WIRELESS ASSN (as abbreviated) in their log as their club.
- New members agree to attend one meeting or be active in one contest for Minnesota Wireless Association during their first contest season (September 1 through August 31).
- Once a member of Minnesota Wireless Association, a person must be active in contests, attend meetings, contribute financially or be considered a contributor to Club affairs by an Officer to remain a member in good standing.

Only members in good standing shall have voting rights.

#### **Article IX: Elections**

Officer elections will be held at the regular annual membership meeting. Officers will assume their elected office immediately after the completion of the meeting, or within a reasonable time, after the annual meeting has concluded. An Officer will be elected with a majority vote of those members present at the meeting.

An election of Officers shall be conducted whenever the board of directors declares that an election shall be held, or fifty-one percent or more of the members sign a petition requesting an election and submit the petition to any member of the board of directors.

When an election is to be held, the President shall appoint a nominating committee and this committee shall find at least one nominee for each office. These nominees may be incumbent, may become nominees by declaration, by proposal of any other member, or be solicited by the nominating committee. A member may be nominated for only one office during any particular election. Members may nominate other members for an office prior to nominations closes.

The President shall close nominations of candidates at the annual meeting prior to voting. The slate of candidates shall be made known to all voting members. The Secretary-Treasurer shall solicit votes from the voting membership until a simple majority is obtained for each office. At that time the Secretary-Treasurer shall notify the membership of the results.

In the event of a tie, the decision shall be made by the flip of a coin.

At the 2024 annual membership meeting all Officers shall be up for election. Two directors shall be elected for a one-year term; two directors and the President shall be elected to a two-year term; and two directors and the Secretary-Treasurer shall be elected to a three-year term. Starting in 2025 and thereafter all elections will be for three-year terms.

THESE BYLAWS WERE DULY APPROVED BY A MAJORITY OF THE FIRST BOARD OF DIRECTORS OF CLUB AT A DULY CALLED MEETING HELD ON APRIL 15, 2024

Vernon "Bill" Lippert, President