

# NON-PROFIT CORPORATE BYLAWS

## ARTICLE I

### NAME

#### 1.01 Name

The name of this corporation shall be PELICAN BAY AMATEUR RADIO CLUB. The business of the corporation may be conducted as PELICAN BAY AMATEUR RADIO CLUB or PBARC.

## ARTICLE II

### PURPOSES AND POWERS

#### 2.01 Purpose

PELICAN BAY AMATEUR RADIO CLUB. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

PELICAN BAY AMATEUR RADIO CLUB purpose is to promote amateur radio, self-training in amateur radio communications, provide emergency radio communications, encourage technical and experimental communications in amateur radio, encourage fraternalism and individual operating efficiency between fellow members and to conduct club activities as to advance the general interest and welfare of amateur radio in the southwestern Oregon-northwestern California communities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

#### 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### 2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. PELICAN BAY AMATEUR RADIO CLUB is an Oregon non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the PELICAN BAY AMATEUR RADIO CLUB, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the PELICAN BAY AMATEUR RADIO CLUB hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the PELICAN BAY AMATEUR RADIO CLUB by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Oregon.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the PELICAN BAY AMATEUR RADIO CLUB, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oregon to be added to the general fund.

## ARTICLE III

### MEMBERSHIP

#### **3.01 Eligibility for Membership**

Any licensed amateur radio operator is eligible for membership upon payment of annual dues. First-time licensed Hams are entitled to that year's membership free of dues.

Members shall abide by the bylaws and other regulations and rules of the corporation.

#### **3.02 Rights of Membership**

Each member is entitled to one vote on each issue properly brought before the voting members. Voting privileges are restricted to members whose dues are current at the time of the vote.

#### **3.03 Non-Voting Members**

The spouse of a member may be an associate member without voting privileges. The board shall have the authority to establish and define other non-voting categories of membership.

### **3.04 Dues**

Annual membership dues amounts are set and approved by the Board of Directors at the Annual Meeting. Membership dues are due and payable the first day of January each calendar year. Dues are delinquent after January 30<sup>th</sup>. Dues for new members may be prorated per quarter based on the number of quarters left in the calendar year.

### **3.05 Resignation and Termination of Membership**

Any member may resign by written notice to the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by majority vote of the membership.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

PELICAN BAY AMATEUR RADIO CLUB shall have a board of directors consisting of at least 4 and no more than 9 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of the PELICAN BAY AMATEUR RADIO CLUB shall be managed under the direction of the board, except as otherwise provided by law.

#### **4.03 Terms**

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Directors may serve three terms in succession.

(c) Exception to the term limit may be made by a majority vote at the annual meeting of the members or at a special meeting of the membership called by the executive committee.

(d) The term of office shall be considered to begin January 1 and end December 31 of the same year, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and a current member or associate member. The election of directors to replace those who have fulfilled their term of office shall take place at the Annual Meeting. Elected directors will take office in January of each year. All elected officers shall be entitled to one vote on each issue properly brought before the Board or before the voting members.

#### **4.05 Vacancies**

The membership may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the members for the balance of the term of the director being replaced.

#### **4.06 Removal of Directors**

A director may be removed by two-thirds vote of the membership present, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.  
Or:

(b) for cause or no cause, if before any meeting of the membership at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Meetings.**

(a) Regular Meetings. The board of directors and members shall meet monthly at times and places fixed by the board.

(b) Annual Meeting: The annual meeting shall be held in early fall at a time and place to be determined by the executive committee.

(c) Special Board Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any three (3) other directors of the board of directors. A special meeting must be preceded by at least ten (10) days notice to each director of the date, time, and place, and the purpose, of the meeting.

(d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Oregon law.

#### **4.08 Manner of Acting.**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of board business at that meeting of the board. No action requiring a vote of members shall be taken by less than 20% of the voting membership. No business shall be considered by the board at any meeting at which a quorum of members is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. The vote of the majority of the members present shall be the vote of the members.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting telephonic conference call or by radio net.

#### **4.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### **4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

## **ARTICLE V**

### **COMMITTEES**

#### **5.01 Committees**

##### **(a) Executive Committee**

The Executive Committee shall consist of all elected board members. Except for the power to amend the Articles of Incorporation and Bylaws, the executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

##### **(b) Other Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

### **(c) Committee Limitations**

Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(i) take any final action on matters which also requires board members' approval or approval of a majority of all members;

(ii) fill vacancies on the board of directors or any committee which has the authority of the board;

(iii) amend or repeal Bylaws or adopt new Bylaws;

(iv) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(v) appoint any other committees of the board of directors or the members of these committees;

(vi) expend corporate funds to support a nominee for director; or

(vii) approve any transaction to which the corporation is a party and one or more directors have a material financial interest; or between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

### **5.2 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.3 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes

a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

## **ARTICLE VI**

### **OFFICERS**

#### **6.01 Board Officers**

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the members. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

#### **6.02 Term of Office**

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Elected terms begin January 1 and end December 31.

#### **6.03 Resignation and Removal**

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. The members may remove an officer at any time, with or without cause, by majority vote of members present at the meeting.

#### **6.04 Board President**

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### **6.05 Vice President**

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

## **6.06 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, an assistant to help in performance of all or part of the duties of the secretary.

## **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall be responsible for all annual filings with the State of Oregon and Internal Revenue Service as required by law. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent to assist in performance of all or part of the duties of the treasurer.

## **6.08 Non-Director Officers**

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

# **ARTICLE VII**

## **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer and one other board member, or by other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.



### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

### **7.05 Indemnification**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE VIII**

### **MISCELLANEOUS**

#### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, all membership meetings and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

#### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

#### **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of PELICAN BAY AMATEUR RADIO CLUB not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **ARTICLE IX**

### **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, PELICAN BAY AMATEUR RADIO CLUB shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, PELICAN BAY AMATEUR RADIO CLUB willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

PELICAN BAY AMATEUR RADIO CLUB shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE X**

## DOCUMENT RETENTION POLICY

### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of PELICAN BAY AMATEUR RADIO CLUB records.

### **10.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, PELICAN BAY AMATEUR RADIO CLUB may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. PELICAN BAY AMATEUR RADIO CLUB expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the PELICAN BAY AMATEUR RADIO CLUB informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than seven years by the corporation.

(d) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(e) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(f) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally seven years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(g) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(h) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for three years.

(i) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(j) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(k) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for seven years.

**Section 4. Electronic Mail. E-mail that needs to be saved should be either:**

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## ARTICLE XI

### **Transparency and Accountability**

## **Disclosure of Financial Information With The General Public**

### **11.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, PELICAN BAY AMATEUR RADIO CLUB practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

### **11.02 Financial and IRS documents (The form 1023 and the form 990)**

PELICAN BAY AMATEUR RADIO CLUB shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

### **11.03 Means and Conditions of Disclosure**

PELICAN BAY AMATEUR RADIO CLUB shall make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) PELICAN BAY AMATEUR RADIO CLUB shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) PELICAN BAY AMATEUR RADIO CLUB shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within thirty (30) days for mailed requests.

#### **11.04 IRS Annual Information Returns (Form 990)**

PELICAN BAY AMATEUR RADIO CLUB shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### **11.05 Board**

(a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.

(b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

#### **11.06 Donor Records**

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;

(d) donor records shall be made available to the board when requested.

## **ARTICLE XII**

### **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

#### **12.01 Purpose**

PELICAN BAY AMATEUR RADIO CLUB requires and encourages directors, officers, members, staff and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. All representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of PELICAN BAY AMATEUR RADIO CLUB to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

## **12.02 Reporting Violations**

If any director, officer, member, staff or employee reasonably believes that some policy, practice, or activity of PELICAN BAY AMATEUR RADIO CLUB is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

## **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

## **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of PELICAN BAY AMATEUR RADIO CLUB and provides the PELICAN BAY AMATEUR RADIO CLUB with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

PELICAN BAY AMATEUR RADIO CLUB shall not retaliate against any director, officer, member, staff or employee who in good faith, has made a protest or raised a complaint against some practice of PELICAN BAY AMATEUR RADIO CLUB or of another individual or entity with whom PELICAN BAY AMATEUR RADIO CLUB has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

PELICAN BAY AMATEUR RADIO CLUB shall not retaliate against any director, officer, member, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of PELICAN BAY AMATEUR RADIO CLUB that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

## **12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **12.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE XIII**

### **AMENDMENT OF Articles of Incorporation**

#### **13.01 Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds (2/3) of the membership present at a meeting, providing a quorum is present, provided, however,

- (a) that proposed amendments be submitted to the Secretary to be sent out with regular board announcement.
- (b) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (c) that an amendment does not affect the voting rights of members. An amendment that does affect the voting rights of members further requires ratification by a two-thirds vote of all current members.
- (d) that all amendments be consistent with the Articles of Incorporation.

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### **CERTIFICATE OF ADOPTION OF BYLAWS**

This document supersedes and replaces any previous written bylaws of this organization.

I do hereby certify that the above stated Bylaws of PELICAN BAY AMATEUR RADIO CLUB were approved by the PELICAN BAY AMATEUR RADIO CLUB 's board of directors on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_

Date: \_\_\_\_\_



PELICAN BAY AMATEUR RADIO CLUB shall have voting and non-voting members as defined in the corporation's bylaws. The management of the affairs of the corporation shall be vested in an elected board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the voting members present at a regular meeting or annual meeting, providing a quorum is present as defined in the Bylaws.

## **ARTICLE VIII**

### **ADDRESSES OF THE CORPORATION**

#### **8.01 Corporate Address**

The mailing address of the corporation is:

**PO Box 6125**

**Brookings Oregon 97415**

## **ARTICLE IX**

### **INCORPORATOR**

The incorporators of the corporation are as follows:

### **Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of PELICAN BAY AMATEUR RADIO CLUB were approved by the board of directors on **September 7, 2014** and constitute a complete copy of Articles of Incorporation of the PELICAN BAY AMATEUR RADIO CLUB.

*(NAMES OF PERSONS SIGNING THE INCORPORATION DOCUMENTATION)*