

Western Washington Amateur Relay Association Bylaws

Adopted March 14, 2009

Article I: Name

This organization shall be known as the Western Washington Amateur Relay Association hereinafter referred to as the WWARA or Association. The WWARA is incorporated in the state of Washington as a non-profit corporation and enjoys a non-profit status with the United States Internal Revenue Service. The term "relay" shall be defined as including repeaters, remote bases and remotely controlled stations, herein after referred to as systems.

Article II: Purpose

The purpose of the WWARA shall be:

- a. Provide voluntary system coordination recommendations for efficient management of repeater sub band spectrum as identified in CFR 47, Part 97.
- b. To recommend technical and operational standards for amateur radio relay systems when requested by individuals who are authorized to operate in the repeater sub band spectrum as defined by CFR 47, Part 97.
- c. To provide educational opportunities to all individuals who are authorized to operate in the repeater sub band spectrum as identified in CFR 47, Part 97, by identifying ways to minimize radio interference between and among systems and users in those repeater sub bands identified in CFR 47, Part 97.

Article III: Membership

Membership in the WWARA shall be open to all individuals or organizations that wish to join and make payment of annual dues.

- a. The membership period shall be the calendar year, January first through December 31st. Any member with dues lapsed for more than the current year shall be required to apply as a new member. Dues received between January 1st and October 31st will be credited towards the current year dues. Dues received in November or December will be credited towards the following year dues.
- b. Application for new membership will be recognized at the current meeting, and will have the rights of member at the next meeting.

Article IV: Voting

Section 1. The right to vote in matters of WWARA business shall be accorded each member whose Association Membership dues are current.

Section 2. Each member may exercise their vote through a party designated by that representative in writing, presented to the Secretary at or before a meeting.

Article V: Board of Directors

Section 1. Structure

The Board of Directors shall consist of four Officers: Chair, Vice- Chair, Secretary, and Treasurer, and four Representatives.

Section 2. Duties of the Board

The Board of Directors shall be responsible for administering WWARA activities in accordance with the wants and needs of the members subject to the Bylaws.

Section 3. Elections of the Board

The election of Directors shall take place at the last General Business meeting of the year.

Section 4. Board Qualifications

The Board of Directors shall be elected from individual WWARA members. Nominees if not present shall submit evidence as to their willingness to serve.

Representative positions 1 and 2 shall be nominated from members living in the Snohomish, King or Pierce counties. Representative positions 3 and 4 shall be nominated from members living outside Snohomish, King or Pierce counties. In the event that there are no members willing to serve as representative from within these geographical boundaries, nominations shall be accepted for any member regardless of geographical location.

Section 5. Terms of Office

- a. The office of Chair, Vice- Chair, Secretary, and Treasurer shall be one calendar year.
- b. Representatives shall be two calendar years. Odd numbered Representative positions shall be elected to serve beginning in odd numbered years. Example, Representative positions 1 and 3 will be elected December 2008 to begin serving 2 calendar years starting 2009.

Section 6. Limitation of Terms

- a. Representatives shall not be reelected consecutively unless the office holder has been appointed by the Board to fill an un-expired term subject to Section 4 of this Article, or another eligible candidate for position 3 or 4 is not available.
- b. Representatives appointed to fill an un-expired term greater than 12 months are not eligible to be elected as a representative.
- c. Officers may be reelected.

Section 7. Director Vacancy

In the event a Director is unable to complete his or her term for any reason, the Board of Directors shall appoint a temporary Director who will serve until the next election.

Representative positions 1 and 2 shall first be appointed from members living in Snohomish, King or Pierce County. Representative positions 3 and 4 shall first be appointed from members living outside Snohomish, King, or Pierce County. If there are no members living within the specific geographical boundaries willing to serve, the Board may appoint any member to fill the vacancy through the end of the representative's un-expired term.

The positions of Vice- Chair, Secretary, or Treasurer may be appointed from any member.

Section 8. Removal of a Director

A Director can be removed by a majority vote of the Board of Directors or by the Membership.

Section 9. Decisions of the Directors

All Board of Directors' actions may be reversed by a majority vote of the Membership.

Section 10. Automatic Resignation of a Director

The Board of Directors shall replace any Director missing two consecutive General Business Meetings.

Article VI: Duties of Officers

Section 1. It shall be the duty of the Chair to:

- a. Represent the Membership, declaring its will and obeying its command in all matters and regards.
- b. Preside over all WWARA meetings.
- c. Supervise the activities of all standing committees.

Section 2. It shall be the duty of the Vice-Chair to:

- a. Represent the Membership, declaring its will and obeying its command in all matters and regards.
- b. In the absence of the Chair, preside over all WWARA meetings.
- c. Be Chair of the Membership Committee.

Section 3. It shall be the duty of the Secretary to:

- a. Keep accurate minutes of all meetings and correspondence.
- b. Perform such secretarial duties as may be requested by the Directors and or Committee Chairpersons.
- c. Maintain an official roster of the Membership and maintain current accurate copies of all organizational documents (including by-laws and policies).

Section 4. It shall be the duty of the Treasurer:

- a. Keep accurate records of all financial transactions of the WWARA.
- b. Report financial status at General Meetings.
- c. Perform such financial duties as may be requested by the Directors.

Section 5. Representative Duties

- a. It shall be the duty of the Representatives to assist in the administration and in representing the Membership and obeying its command in all matters and regards.
- b. Participate in discussions related to the work of the Association.
- c. To assist, where needed, in the work of the Association.
- d. To monitor the work of the Association for compliance with these Bylaws and the current WWARA Coordination Policies.
- e. To monitor the effectiveness of the WWARA's Policies on an on going basis and present to the Board and Membership recommendations for changes that will improve the effectiveness of the organization.
- f. To verify that the work of the WWARA is in compliance with CFR 47, Part 97.
- g. In the event that the Representatives monitor a violation or inconsistency with the Association's operation the Representatives shall present their findings to the Membership at the next General Business Meeting.

Article VII: Appointments and Committees

Appointments and Committee chairpersons shall be members of the Association.

Section 1. Technical Committee

The Technical Committee of the WWARA shall be a standing committee of the WWARA. The WWARA Board of Directors shall appoint its members. The function of the Technical Committee shall be to:

- a. Advise the Board as to technical matters.
- b. To assist members of the WWARA in resolving technical matters.

Section 2. Membership Committee

The Vice-Chair shall chair the Membership Committee of the WWARA. The function of the committee shall be to:

- a. Solicit Membership in the Association from all individuals who are authorized to operate in the repeater sub band as identified in CFR47, Part 97.

- b. Maintain a voting security system.

Section 3. NFCC Liaison Committee

The Board of Directors shall appoint a NFCC Liaison Committee. The NFCC Liaison Committee shall be responsible for interfacing of the WWARA with the NFCC.

Section 4. Coordinating Committees

The Board of Directors shall appoint a Chair for the following Committees:

- a. 10 and 6 meters
- b. 2 Meters
- c. 222 MHz
- d. 440 MHz
- e. 902 and 1200 MHz

Coordination Committees shall keep accurate records of all communications either verbal or written concerning their WWARA activities and provide copies of those records to the Board of Directors and the Secretary so that the records become official documentation of the WWARA.

Coordination recommendations by each frequency Coordination Committee / Chair will be reviewed and voted on by the Board of Directors.

Section 5. WWARA Webmaster

The Board of Directors shall appoint a Webmaster for the WWARA web site. It shall be the responsibility of the Webmaster to maintain the WWARA web site.

Section 6. Other Committees

The Board of Directors may establish such other committees and appoint representatives as may be necessary to carry out WWARA business. All committees and representatives shall be responsible to the Board of Directors.

Section 7. Financial Review Committee

The Board of Directors shall appoint a Financial Review Committee consisting of the Secretary, Treasurer, one Representative and one member at large to review the Association's financial records each year. The financial review shall be completed between the first Saturday of December and the first Saturday in March and the results shall be presented to the Membership at the [March] meeting.

Section 8. WWARA-Members Group Moderator.

The Board of Directors shall appoint a person(s) to be WWARA-Members Group Moderator. It shall be the responsibility of the moderator to maintain the WWARA-Members remailer.

Section 9. Data Manager

The Board of Directors shall appoint a Data Manager. The Data Manager has the following responsibilities;

- a) Insure the server is operational and available for access
- b) Maintain the only official WWARA database record and make it available for official business.
- c) Maintain the operations remailer
- d) Standardize all computer documentation for the secure access by the Board of Directors and informational access by the general public.

Article VIII: Electronic Communications

- a. It is required that all elected Officers and Representatives, as well as appointed Committee Members are capable of reception and transmission of electronic mail.
- b. The Officers and Representatives, as well as Committee Members shall be subscribed to the "Operations Remailer".
- c. The Board shall approve those that are subscribed to the Operations Remailer.

- d. The Operations Remailer shall be open to all members to view.

Article IX: Meetings

Section 1. General Business Meetings

The WWARA shall hold at least four General Business Meetings per calendar year and such other special meetings that may be called. Robert's Rules of Order shall govern General Business Meetings.

Section 2. Notice of Meetings

Written notice of all General Business Meetings shall be posted on the WWARA web site and WWARA-Members remailer, no less than 7 days prior to said meetings.

Section 3. Quorum

- a. Quorum for all meetings shall be those Members present.
- b. Quorum for Board of Director activities shall be four Directors.

Section 4. Physical Board Meetings

- a. The Board of Directors may convene a physical meeting to conduct business of the Association when circumstances dictate the necessity.
- b. The Chair or four Directors or a written request of 25% of the members may call special meetings. Reasonable effort shall be made to notify all the Directors and Members.
- c. All physical Board Meetings shall be held in a public accessible venue.
- d. The Board shall designate an individual responsible to publicize physical Board Meetings in as much in advance as possible. Each member of record shall be emailed and/or posted on WWARA-Members remailer. Notice of the meeting also shall be published on the Association's web site.

Section 5. Regular Meetings

All General Business Meetings of the WWARA shall be held in public buildings or facilities open to all interested parties. The Board of Directors shall set the time and location for all meetings.

Section 6. Virtual Board Meetings

- a. The WWARA Operations Remailer shall function as a continuous virtual meeting via which the business of the association shall take place. All routine OFFICIAL work of the Association shall take place via the Operations Remailer. Any direct communications between subscribers shall not be deemed official communications and shall not be considered official WWARA business.
- b. Communications between the various Committee Chairs and the Board and/or its members shall be copied to the Operations Remailer.
- c. The Chair or Vice-Chair shall moderate Operations Remailer discussions between Board and Committee Members in such a manner as to assist in the discharge of Association Business and encourage participation by all.
- d. Decisions made by Committees shall be presented to the Board via the Operations Remailer for review.
- e. In the event a Board decision is not unanimous, the Board shall be polled and the results of that vote shall be presented to the Membership at the next meeting.
- f. A Board member not agreeing with a decision by the majority of the Board may if he wishes present his position to the Membership at the next General Business Meeting. The Board member shall advise the other Board members by the Operational Remailer of the decision to address the Membership.
- g. A summary of decisions made by the Board shall be reported to the Membership at the next General Business Meeting where adequate time shall be provided for questions and explanations in addition to being published on the WWARA web site.

Article X: Dues and Assessments

WWARA dues and assessments shall be determined by the Board of Directors and approved by the Membership.

Article XI: Affiliations

The WWARA may affiliate with or sponsor such other organizations, as the Association may deem appropriate.

Article XII: Binding Actions

All actions passed by a vote of the WWARA within the authority of these Bylaws shall be considered binding on all members as the policy of the WWARA.

Article XIII: Disbursement of funds

Should the WWARA disband, the remaining funds from the treasury shall be donated to a nonprofit organization of similar interest or The ARRL.

Article XIV: Amendments

The Bylaws may be amended by a majority vote of the Membership at a General or Special Membership Meeting. Notification of intent to amend must be made 7 days prior to the meeting.

Article XV: Indemnification

Actions for the behalf of the Corporation by the Directors shall be indemnified to fullest extend allowed by law.

Article XVI: Glossary

ARRL	American Radio Relay League
CFR	Code of Federal Regulations
GBM	General Business Meeting
MHz	MegaHertz
NFCC	National Frequency Coordination Council
WWARA	Western Washington Amateur Relay Association

Revision history:

- 08/05/00: Significant re-write resulting from the "Re-Tooling" sessions.
- 12/01/01: Changed to split the Secretary/Treasurer position into separate Board positions.
- 08/03/02: Added WWARA-Members remailer and WWARA web site language in place of Coordinator
- 12/03/05: Changed from 6 to 4 meetings and Director dismissal.
- 03/14/09: Modified Article V, Sec. 6a; Article VI, Sec 3; Article VII, Sec 5; Article XIII; Added Article VII, Sec 9; and Miscellaneous gender free housekeeping edits.