

Mercury Northwest By-Laws

Date: 16 Oct 2009

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1. Name

The full name of this organization is **Mercury Northwest**. An approved abbreviation is **MNW**.

2. Purpose

- a. The purpose of the organization is to provide training, a common meeting ground, and infrastructure resources for licensed Amateur Radio Operators who are members of The Church of Jesus Christ of Latter-day Saints or other relief organizations who support the goals of the organization.
- b. It is not the purpose of this organization to provide emergency communications support for any organization, unless a formal documented agreement is established between MNW and the requesting organization.
- c. MNW may use its networks and infrastructure to move message traffic on behalf of individuals with needs who are not acting as a part of any organization that would normally provide such support.

3. Definitions

ERC – Emergency Response Communications (alternate could also be Emergency Radio Communications).

Executive Board – See paragraph 4a.

Voting Board Member – Members of the Executive Board and any others designated by the Executive Board for the purposes of creating a quorum or special board actions.

Voting Members – See paragraph 6a.

Participating Members – See paragraph 6b.

Trustees – Voting members who are assigned specific functions by the Board as described in paragraphs 4h, 4i, and 4j.

4. Organization – Executive Board

- a. MNW will be governed by an Executive Board of elected officers consisting of the President, Vice President, Secretary/Treasurer and two Members-at-Large. The Executive Board Members must also be voting MNW members.
- b. The Executive Board members will be elected on an annual basis. The term of office for all elected positions shall run for one calendar year starting on January 1 of each year.
- c. By October 15 of each year, the Secretary/Treasurer shall canvass the Voting Members via the newsletter, website, nets system and/or other appropriate methods for nominations of MNW Officers. In November of each year, the Secretary/Treasurer shall mail a ballot to each Voting Member of record, listing candidates for election. Any other organization-wide issues requiring a vote of the membership shall be voted upon in the same manner or at the same time. The ballots shall be mailed at least three calendar weeks prior to the date upon which ballots are due. A quorum in mail ballot elections shall consist of the number of ballots returned by the due date.
- d. Ballots shall be counted by the Secretary and two Voting Members appointed by the Board. The results shall be posted and announced immediately following the count using any and/or all of the following methods: posted on the Website, announced on the net, announced in the newsletter. Ballots shall be kept for a period of three months for review upon request of any voting member.
- e. Following the annual election, the Executive Board shall convene a meeting as soon as possible, but no later than January 15 of each year to carry on the business of the Board.
- f. All official Board business shall be approved by a majority quorum of voting Board Members. A quorum must consist of at least 50 percent of the voting Board Members.
- g. Local Chapters shall elect a representative to serve as a non-voting advisor to the Executive Board. This individual must also be a voting member of MNW.
- h. The Executive Board will designate three voting members who are also residents of the State of Washington to be named on corporation documents as Trustees.
- i. The Executive Board will designate a voting member as a Trustee for the club station license. The FCC License Trustee shall hold an Amateur Extra class license.
- j. The Trustees described above may be selected from the Executive Board or from the voting MNW membership.
- k. The Executive Board has the power to appoint other Ad Hoc Board Members. Ad Hoc positions may serve for a limited time to perform a specific function as authorized by the Executive Board. These functions may include but are not limited to Webmaster,

Newsletter Editor, Net Managers, Corporation Trustees, FCC License Trustee, etc. The Executive Board may invite Ad Hoc Members to participate in Board discussions.

l. The Executive Board may meet either in person, or by using any electronic communications that is available to all members of the Board. Minutes of all formal Board meetings at which decisions are made will be posted on the Website, announced in the newsletter, and/or distributed to each Voting Member by e-mail and/or US Mail.

m. Executive Board members may vote by e-mail. If a vote is being conducted by e-mail, the ballot e-mail should contain the full text of the motion or proposal being voted upon. In most cases, votes should be an unqualified "YES" or "NO" on the issue. The Secretary will record any e-mail vote as a Board Meeting in the form of Executive Board Meeting Minutes.

n. Notice of Board Meetings shall be given by a means known to be available to all Board Members at least ten days prior to a Board meeting, unless waived by all Board members in writing or e-mail. The Board will decide how often they will meet and by what method (ie, in person, by phone, etc).

o. Discussions may be carried on by the Board without calling a formal meeting of the Board. Resolutions resulting from these discussions are valid provided they are voted on as outlined above.

p. Minutes of the Board shall be placed on the website for review of the membership.

q. In the event that a Board member is not able to complete their term in office, the remaining Board Members are authorized to appoint any voting member to fill the vacancy for duration of the term.

5. Treasury

a. An association treasury will be maintained to receive membership dues, donations, and other tax-exempt income.

b. The treasury shall be administered by the Secretary/Treasurer Executive Board member.

c. A treasure's budget report will be published annually and will include, but not limited to, Income, total expenditures, and the categories associated with income and expenditures; for example, income from dues and expenses related to the newsletter or the Website.

d. The Executive Board is authorized to set dues amounts, classifications, and associated privileges. The Executive Board is also authorized to approve expenditures and to set spending limits.

e. All association funds will be maintained in a bank account approved by the Executive Board. At least three Executive Board members will have signing authority and at least two signatures must be on each check. Check signing Board members will be assigned by the Executive Board.

f. In the event of the dissolution of MNW, any funds held by the Association shall be donated to The Church of Jesus Christ of Latter-day Saints through a Stake of the Church local to the Secretary/Treasurer. A complete accounting of the funds and all expenditures since the last annual accounting will be mailed to all members of record as of the last date of activity.

6. Membership

MNW recognizes two categories of members:

a. A Voting member is a licensed Amateur Radio Operator who has paid the association dues for the current year.

b. A Participating Member is a licensed Amateur Radio Operator who is currently registered with MNW.

c. Participation on MNW nets is independent of other MNW membership. Each net will define net participation rules for being placed on or dropped from the net roster.

7. Goals

The main goals of Mercury Northwest as an association for Amateur Radio Operators include:

a. Provide for a common meeting ground for Amateur Radio Operators who are also members of the Church of Jesus Christ of Latter-day Saints. However, membership is open to all Amateur Radio Operators.

b. Provide continued training in Amateur Radio topics of interest to the membership.

c. Provide various methods for meeting these goals, which may include, but not be limited to the following:

c.1. A Web site.

c.2. A newsletter.

c.3. Radio nets (may be several on different bands).

c.4. Conduct in-person and/or on-air training exercises for MNW members and other interested individuals.

c.5. Organize committees and working groups to work on specific problems, conduct research, or other activities that may ultimately benefit the entire MNW membership.

c.6. Meetings, see the Meeting section below.

d. Although it is not a goal or purpose of MNW to provide direct emergency communications support for other organizations, it is recognized that many of MNW members are involved with ERC (or the official LDS emergency communications program in effect at the time), in their respective Wards, Stakes, and Communities. Because of this common interest, MNW may use the above methods to provide a forum for members to discuss ERC topics and ideas that can be used in their respective ERC activities.

8. Chapter Organization

Chapters may be organized as local entities. The following conditions apply to local chapters:

a. A chapter must have five voting members to qualify for Chapter status.

b. A Chapter shall elect a Representative to the MNW Executive Board, who will serve as an advisor to the Board.

c. A Chapter may elect a chapter member to serve as Chapter leader. However, the Executive Board shall have the power to appoint a Chapter member to serve as leader should the need arise.

d. Chapters are highly encouraged to organize and operate or participate in a local radio network and report such activity. Local Chapter's are authorized to pool their resources to organize a local net.

9. Meetings

Meetings of the membership may be held for the following purposes:

a. Business Meetings.

b. Training Meetings.

c. Chapter activity Meetings.

At any meeting, business may be conducted which would otherwise be conducted and voted on by a mail ballot, and provided that it has been announced that part of the meeting will be used to conduct MNW business. In such cases, a method must be provided for voting members who cannot attend the meeting to designate a proxy to vote

for them in any matters that come before the meeting. Proxy designations may be made in the form of a written letter carried by the designated proxy or by email addressed to the board. A quorum at such a meeting shall be voting members and proxies equal to more than 50% of the voting members of the Association.

10. Amending the By-Laws

The process for amending these By-Laws is as follows:

- a. Any Executive Board member may propose changes or amendments to these By-Laws by submitting such changes and proposals to the Board members in writing.
- b. Accompanying the proposed changes or amendment, justification should be provided with a list of the pros and cons of implementing the proposed change or amendment.
- c. A period of time of at least 30 days will be used as a time to collect comments and carry on discussions among the Board Members.
- d. After the 30-day comment period, the Board President may call for a vote on the proposed change or amendment by the board members. The vote may be conducted either via e-mail or during a board meeting.
- e. If the proposed change or amendment is accepted by the board, IAW paragraph 4c the change or amendment will be voted on by the MNW membership. The proposed change or amendment will be presented for approval by the general membership on the fall ballot.
- f. Changes and amendments will be adopted by approval of two-thirds of the returned ballots. Notice of the action will be made to the MNW membership via e-mail, net announcements, the newsletter, and on the Web site.
- g. The history section of these By-Laws will be updated appropriately.
- h. The approved change or amendment becomes effective of January 1st of the next year.

11. Change History

This section lists the history of changes to this document.

Date	Paragraph Changed or amendment added	Approved by
Oct 2009	Current By-Laws approved by Executive Board	