

**MOBILE AMATEUR RADIO AWARDS CLUB, INC.  
BYLAWS**

**ARTICLE I - BOARD OF DIRECTORS**

**1.1 NUMBER AND POWERS OF DIRECTORS**

- (a) A Board of Directors consisting of eleven (11) members, including six (6) district directors, the immediate Past President and four (4) officers shall manage the affairs of the corporation.
- (b) The Board of Directors shall adopt all policies of MARAC, in accordance with the provisions of the Bylaws. All MARAC policies shall be recorded in the minutes of the Board of Directors and in a MARAC Policy Manual that shall be published in the manner determined by the Board.
- (c) One (1) district director shall represent each of the following regions:
- (1) **Northeast District** - Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont, the Canadian call areas for VE 1, VE2, VE9, VY2 and Europe.
  - (2) **Southeast District** - Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, Africa and the Caribbean Islands.
  - (3) **Great Lakes District** - Indiana, Michigan, Ohio, Pennsylvania, West Virginia and the Canadian call area for VE3.
  - (4) **North Central District** - Illinois, Iowa, Minnesota, Montana, Nebraska, North Dakota, South Dakota, Wisconsin, Wyoming, and the Canadian call areas for VE4, VE5, and VE6.
  - (5) **South Central District** - Arkansas, Colorado, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas Central America and South America.
  - (6) **Pacific District** - Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington and the Canadian call areas for VE7, VE8, VY1, VY0, Asia and the Pacific.
- (d) A director of the corporation must meet and maintain the following qualifications in order to be elected and continue to serve as a director:
- (1) Hold a current, valid amateur radio license with HF privileges.
  - (2) Be a member in good standing as evidenced by current payment of dues.
  - (3) If a District Director, be a resident of the district represented.

**1.2 TERMS OF OFFICE AND VACANCIES**

- (a) Each District Director shall serve for a term of three (3) years. The terms of District Directors shall be staggered so that the terms of one third (1/3) of the District Directors expire each year.
- (b) The Board of Directors shall have authority to provide for special or partial terms for District Directors within the intent of this section, as well as a procedure to allocate terms by lot.
- (c) No person may hold more than one seat on the Board of Directors at the same time.
- (d) The term of each District Director shall begin at 0000 UTC on the first day of July

next following the date of the election of such official. The term of office of each District Director shall terminate on the date that his/her successor assumes office.

(e) A vacancy in the office of a District Director shall be filled by appointment by the remaining members of the Board of Directors, except in the case of a recall petition as provided for in Section 1.5(c). The affirmative vote of a majority of the remaining directors who are in attendance at the meeting shall be required to fill a vacancy in the office of a District Director.

(f) A person appointed to fill a vacancy in the position of District Director shall serve the remainder of the term of the previous person to hold that position.

### **1.3 MEETINGS OF DIRECTORS**

(a) The annual meeting of the Board of Directors shall be held on the second Monday of July of each year; provided, however, that the Board of Directors may designate another date for the annual meeting in a particular year. At least 10 days prior to the date of the annual meeting the President shall specify the time and location of the meeting and shall give notice thereof to the Secretary.

(b) The President or any five members of the Board of Directors may call a special meeting of the Board of Directors at any time. The President shall set the date, time and location for each special meeting and shall notify the Secretary. The date for a special meeting must be within 30 days after the President receives the request for the special meeting. If the President fails to set the date, time and location for the special meeting and/or fails to give such notice to the Secretary within 20 days after the President receives the request for the special meeting, then the members of the Board of Directors who submitted the request for the special meeting may set the date, time and location for the meeting and give notice thereof to the Secretary.

(c) The Secretary shall notify each member of the Board of Directors of the date, time, and location of each meeting of the Board of Directors not less than seven calendar days before the meeting, which notice may be given by email or other means as specified by the Board of Directors. The notice may include a general statement of the business expected to be conducted at the meeting, but this notice shall not impose any limitations upon the business conducted at the meeting.

(d) Meetings of the Board of Directors may be held at a physical location or by electronic means or by a combination thereof. Electronic means may include amateur radio, teleconferencing, or conference telephone call. As used in these bylaws, reference to "location" of a meeting of the Board of Directors means identification of the physical location of the meeting or a description of the electronic means to be utilized.

(e) Any regular member of MARAC may attend any meeting of the Board of Directors, but a person who is not a member of the Board of Directors may address the Board only with consent of the President.

### **1.4 QUORUM OF DIRECTORS**

(a) Fifty percent (50%) or more of the members of the Board of Directors then in office shall constitute a quorum of the Board of Directors for the transaction of business.

(b) Once a quorum has been achieved for any meeting of the Board of Directors, a

quorum shall be deemed to be present until that meeting is adjourned.

(c) The act of a majority of the directors present at a meeting at which a quorum has been achieved shall be the act of the Board of Directors unless a greater majority is required by law or the provisions of these Bylaws.

### **1.5 RESIGNATION AND REMOVAL**

(a) Any director may resign at any time by submitting his or her resignation in writing to the President.

(b) Any director may be removed from office by the affirmative vote of two-thirds of the members of the full Board of Directors then in office whenever in their judgment the best interests of the corporation would be served.

(c) A petition signed by at least 25% of the active members of his or her district may recall a Director. The signatories on the petition must be eligible members but do not have to be the same individuals who voted in the election. A new election must be held to replace the recalled Director. The recalled Director may stand for re-election.

## **ARTICLE 2 - OFFICERS**

### **2.1 OFFICERS**

(a) The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer.

(b) A person may not hold more than one (1) office at the same time.

(c) Officers shall have all the powers and duties provided by these Bylaws and other powers and duties assigned by the Board of Directors.

(d) Officers shall be elected from among the regular members of MARAC.

### **2.2 TERMS OF OFFICE AND VACANCIES**

(a) Officers shall serve for a term of two (2) years.

(b) The term of office of each officer shall commence at 0000 UTC on the first day of July following the date of election of such officer. The term of office of each officer shall terminate on the date that his/her successor assumes office.

(c) A vacancy in any office, except the office of President unless both the office of President and Vice President become vacant at the same time, shall be filled by appointment of the Board of Directors at any meeting of the Board except in the case of a recall petition. The affirmative vote of a majority of the directors then in office shall be required to fill a vacancy. If the office of President becomes vacant for any reason except for a recall petition, the Vice President shall assume the office of President for the remainder of the term.

(d) A person appointed to fill a vacancy in any office shall serve the remainder of the term of the person who previously held that office.

### **2.3 REMOVAL**

- (a) Any officer may resign at any time by submitting his or her resignation in writing to the President (or in the case of the President, to the Secretary).
- (b) Any officer of the corporation may be removed from office at any time by a two-thirds vote of the directors then in office whenever in their judgment the best interests of the corporation would be served.
- (c) A petition signed by at least 25% of the active MARAC members may recall an Officer. The signatories of the petition do not have to be the same individuals who voted in the election. A new election must be held to replace the recalled Officer. The recalled Officer may stand for re-election.

### **2.4 PRESIDENT**

- (a) In general, the President shall perform all duties incident to the office of chief executive officer, chair all meetings and other duties prescribed by the Board of Directors.
- (b) The President may sign and execute in the name of the corporation deeds, mortgages, bonds, contracts, and other instruments authorized by the Board of Directors, except as otherwise provided by the express direction of the Board of Directors or these Bylaws.
- (c) The President shall vote, on any matter, only when it becomes necessary to resolve a tie or impasse situation.

### **2.5 VICE PRESIDENT**

- (a) When the President is absent or incapacitated, or at the request of the President, the Vice President shall perform all the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President.
- (b) The Vice President shall also perform other duties prescribed by the Board of Directors or the President.

### **2.6 SECRETARY**

- (a) In general, the Secretary shall perform all the duties incident to the office of secretary and other duties prescribed by the Board of Directors or the President.
- (b) The Secretary shall act as secretary of all meetings of the Board of Directors, shall keep the minutes of each meeting, and shall see that all notices required to be given by the corporation are properly served. The Secretary shall be custodian of the corporate seal and shall affix the seal or cause it to be affixed to all documents required to be executed under corporate seal.
- (c) The Secretary shall have custody of the non-award records, non-financial books, and other records and papers of the corporation and shall see that annual reports, statements, and other documents required by law are properly kept and filed.
- (d) The Secretary shall provide for timely distribution of the minutes of each meeting of the Board of Directors to each member of the Board of Directors and to the Newsletter Editor for publication in the MARAC newsletter.
- (e) The Secretary shall maintain the official roster of members of MARAC, including expiration date of each member's current membership.

## **2.7 TREASURER**

- (a) In general, the Treasurer shall perform all of the duties incident to the office of treasurer and other duties prescribed by the Board of Directors or the President.
- (b) The Treasurer shall have custody of, and responsibility for, all funds and other financial assets of the corporation, except for funds which may be authorized by the Board of Directors to be held and used by other persons for MARAC activities and purposes. When the Treasurer is in receipt of payment of dues by a member of MARAC, the Treasurer shall promptly notify the Secretary of the identity of this person and the amount paid by that person.
- (c) The Treasurer shall deposit or cause to be deposited in the name of the corporation all money received by the corporation (including membership dues received by the Secretary) in banks, trust companies, or other depositories selected by the Board of Directors.
- (d) The Treasurer shall cause the funds of the corporation to be disbursed by checks or drafts on the authorized depositories of the corporation. Checks and drafts shall be signed in the manners set forth in these Bylaws or in the manner specified in each banking resolution adopted by the Board.
- (e) The Treasurer shall regularly enter or cause to be entered in books to be kept by the Treasurer or under the direction of the Treasurer full and adequate account of all money received by the corporation and paid from the account of the corporation.
- (f) The Treasurer shall have the right to require adequate statements or reports giving information with respect to any and all financial transactions of the corporation from the officers, employees, or agents handling the transactions.
- (g) The Treasurer shall provide the Board of Directors with regular reports on the financial condition of the corporation. Upon request, the Treasurer shall provide financial information or reports to the Board of Directors. Upon request, the corporate books of account and other records shall be shown to any officer or director of the corporation.
- (h) At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor in office all books, money, and other properties of the corporation in his or her possession.

## **ARTICLE III - ELECTIONS**

### **3.1 ELECTION COORDINATOR**

- (a) The President shall appoint as Election Coordinator a regular member of MARAC who is not then serving as a member of the Board of Directors. The appointment shall be subject to ratification by the Board of Directors at the next meeting of the Board of Directors following the appointment.
- (b) The Election Coordinator shall serve until he/she is replaced by appointment of another person, except that if the person serving as Election Coordinator is nominated as a candidate for election to the Board of Directors then this action shall be considered an automatic resignation of the person as Election Coordinator.
- (c) At least 60 days before the closing date for nominations, the Election Coordinator

shall publicize a list of positions to be filled at the next election and shall solicit nominations of candidates for each position.

### **3.2 NOMINATIONS**

(a) Any regular member of MARAC may nominate an eligible member of MARAC to stand for election by submitting to the Election Coordinator the name and call sign of the nominee and the office for which the person is nominated, together with the consent of the nominee. Any eligible member of MARAC may so nominate himself/herself.

(b) If the Election Coordinator has reason to believe that a nominee is not qualified to serve in the position for which he/she is nominated, or if the Election Coordinator believes the nomination is otherwise improper, the Election Coordinator shall promptly refer the matter to the Board of Directors, which shall have final authority to determine if the nomination complies with these Bylaws. These provisions for nominees for MARAC positions also applies to nominees for MARAC awards.

(c) No person shall be a candidate for more than one position in any election.

(d) If an incumbent member of the Board of Directors is nominated to stand for a different position in an upcoming election, then this person shall be entitled to continue to serve in his/her current position unless and until that person is elected to, and assumes the office of, another position.

### **3.3 BALLOTS AND VOTING**

(a) The Election Coordinator shall supervise the election of members of the Board of Directors in accordance with the provisions of these Bylaws and any additional procedures approved by the Board of Directors.

(b) Promptly after the final date for submitting nominations for persons to serve in the position(s) to be filled at the next election, the Election Coordinator shall submit to the Board of Directors the list of persons nominated for each such position. If only one person has been nominated for a position then no election shall be conducted for that position and the person so nominated shall be deemed elected.

(c) If more than one person has been nominated for a position to be filled at the next election, then an election will be conducted for that position, and the candidate receiving the most votes will be declared the winner.

(d) All MARAC elections shall be conducted by secret ballot. Each regular MARAC member shall be entitled to cast one ballot. The amateur radio call sign shall be used to validate each ballot.

(e) Each regular member of MARAC shall be entitled to vote for each of the four offices. Each regular MARAC member may vote only for the District Director representing the district in which the member resides.

(f) The Board of Directors shall specify the final date for submitting nominations and the date of each election.

(g) The Board of Directors may direct that the services of a commercial firm be utilized to conduct any election, and in that event the duties and responsibilities of the Election Coordinator, and the election procedures specified in these Bylaws, shall be modified as required to accommodate the services of that commercial firm.

(h) If no person is nominated to serve in a position which is to be filled in an upcoming election then the person currently serving in that position shall continue to serve until his/her replacement is appointed by the Board of Directors.

### **3.4 ELECTION RESULTS**

(a) The Election Coordinator shall verify the ballots (or separate ballot envelopes) against the current MARAC membership list, tabulate the ballots for each position, and report the results of the election in writing to the officers and Board of Directors.

(b) The Election Coordinator shall also provide for publishing the results of the election in the MARAC newsletter and may also announce the results in any other manner he or she deems appropriate.

(c) The Election Coordinator shall submit a list of the call signs for which ballots were received to the officers and Board of Directors.

## **ARTICLE IV - MEMBERS**

### **4.1 CLASSES OF MEMBERS**

(a) Charter Members: The first one hundred (100) radio amateurs that applied for Regular MARAC membership are designated as Charter Members. Charter members are also Regular members.

(b) Regular Members: Any amateur radio operator with a valid, current operating license may become a Regular member of MARAC upon application and payment of dues. Regular members retain voting privileges and other benefits of membership as long as payment of dues is current.

(c) Honorary Members: The Board of Directors may bestow an honorary membership on any person who has made a significant contribution to county hunting or mobile amateur radio operations. Honorary members do not pay dues. Honorary members may attend MARAC functions, but shall not be entitled to vote or hold office, but may receive the newsletter.

(d) Family Members: Any amateur radio licensee related to a Regular member who resides at the same address as the Regular member may become a Family Member of MARAC upon application. Family members do not pay dues, but continued membership shall be based on current payment of dues by the Regular member with whom they reside. Family members are entitled to vote and hold office, but shall not be entitled to receive a separate copy of the MARAC newsletter.

(e) The Board of Directors may (upon the written request of any director, member, or applicant), excuse the payment of dues by any Regular member or applicant for Regular membership for good cause. The reason for excusing payment of dues shall not be included in the minutes.

## **ARTICLE V - MARAC ACTIVITIES AND APPOINTED OFFICIALS**

### **5.1 AWARDS**

(a) The President shall appoint an Awards Manager from among the regular members of MARAC. The appointment shall be subject to ratification by the Board of Directors at the next meeting of the Board of Directors following the appointment. The President shall also appoint an Awards Secretary from among the regular members of MARAC. The appointment shall be subject to ratification by the Board of Directors at the next meeting of the Board of Directors following the appointment.

(b) The Awards Manager shall administer the MARAC Awards program in accordance with the policies and procedures adopted by the Board of Directors. The Awards Manager will be the chairperson of the Awards Committee. The Awards Secretary will be in charge of collecting funds, reviewing awards applications and distributing the awards. The Awards Secretary will report to the Awards Manager.

(c) The Awards Secretary shall receive and disburse funds in connection with the awards program in accordance with the policies adopted by the Board of Directors and the procedures established by the Treasurer.

(d) Criteria and Qualifications:

(1) All MARAC awards are available to any licensed amateur radio operator anywhere in the world, except for certain MARAC awards that have specific special rules that may affect eligibility, as specified in the Awards Rules. Where applicable, the MARAC awards are available for Short Wave Listeners (SWL's) on a heard basis.

(2) Operations may be by/on a mobile, portable or any fixed location, or any combination thereof, to qualify for MARAC awards.

(3) With the exception of SWL awards, all awards are made for valid two-way radio contacts. The MARAC Board of Directors shall determine contact criteria.

(4) Unless otherwise indicated, the QTH specified on the QSL or MRC shall determine the county identity.

(5) The official list of counties to be used in certifying all applications will be the actual counties in existence on the date of the award application is received by MARAC. The MARAC Board of Directors shall determine the official list of counties for all awards.

(6) The Awards Secretary shall determine the media to be used when submitting applications and records for the awards.

(7) All contacts must be made using the call signs issued to the licensee. Operation by an operator other than the licensee must be in accordance with the regulations governing the license grant. You may combine confirmations from several call signs held for credit to an individual's award.

(8) Conduct: Evidence of disruptive operating practices or inappropriate conduct in any aspect of MARAC PARTICIPATION may lead to disqualification from all participation in the program. Actions that may lead to disqualification include, but are not limited to the following:

(a) The submission of forged or altered confirmations or applications.

(b) Transmitting from a location other than the one specified during the operation.

(c) Participating in activities that create an unfavorable impression of amateur radio, such activities include malicious attempts to cause disruption or disaccreditation of an



operation.

(d) Blatant inequities in confirmation (QSL/MRC) procedures and continued refusal to issue QSL/MRCs.

(9) The Board of Directors shall determine if an individual shall be disqualified from participating in the MARAC awards program. Creditable evidence must be presented to the Board of Directors by the individual(s) requesting the disqualification. Disqualification shall begin on the date the infraction occurred and the Board of Directors shall determine the length of the disqualification. There will be no retroactive disqualification. Either party may appeal the Board of Director's decision, within 30 days from the date thereof, to the entire membership. In the event of an appeal, the membership shall receive all documentation relevant to the Board's decision in the next issue of the newsletter. A majority vote of the membership shall determine the final decision and shall be binding on all parties.

(10) Each participant, by applying for or submitting an application for a MARAC award, stipulates to:

- (a) Having observed all MARAC rules.
- (b) Being bound by the MARAC awards rules.
- (c) Being bound by the decisions of the Board of Directors and Awards Committee.

## **5.2 NEWSLETTER**

(a) The President shall appoint a Newsletter Editor from among the regular members of MARAC. The appointment shall be subject to ratification by the Board of Directors at the next meeting of the Board of Directors following the appointment.

(b) The Newsletter Editor shall be responsible for publication of the MARAC Newsletter in accordance with the policies and procedures adopted by the Board of Directors.

## **5.3 CONVENTION**

(a) The President shall appoint a regular member of MARAC as Convention Coordinator.

(b) Upon request of any regular member of MARAC, the Board of Directors may authorize a proposed meeting as a "MARAC Convention" or a "Regional MARAC meeting", in accordance with the policies and procedures adopted by the Board of Directors. Such meetings are hereinafter referred to as "MARAC meeting."

(c) The Convention Coordinator shall provide advice and other assistance regarding any MARAC meeting.

(d) The Board of Directors may authorize the Treasurer to advance a specified amount of MARAC funds to assist persons who are preparing to convene a MARAC meeting. Any funds which are so advanced and unused shall be returned to the Treasurer. If receipts exceed expenses for any MARAC meeting then such surplus shall be paid to the Treasurer.

## **5.4 CONTESTS**

(a) The President shall appoint a Contest Manager for each MARAC contest established or approved by the Board of Directors from among the regular members of MARAC.

(b) Contest Managers shall publicize and coordinate the contests established by the

Board of Directors, in accordance with the policies and procedures adopted by the Board of Directors.

### **5.5 OTHER MARAC OFFICIALS AND ACTIVITIES**

(a) Resident Agent: The Board of Directors shall designate a Resident Agent for the corporation in accordance with the laws of the State of Kansas. The Resident Agent does not have to be a member of MARAC.

(b) Station Trustee: The Board of Directors shall appoint a regular member of MARAC to serve as the Station Trustee for the MARAC club license. The appointee shall qualify under the rules and regulations of the Federal Communications Commission. The Station Trustee shall oversee the operation of the MARAC club license, in accordance with the policies and procedures adopted by the Board of Directors and the rules and regulations of the Federal Communications Commission.

(c) Historian: The President may appoint a regular member of MARAC to serve as MARAC Historian. The Historian shall maintain the archives of MARAC and the written history of MARAC, in accordance with the policies and procedures adopted by the Board of Directors.

(d) Information Coordinator: The President may appoint a regular member of MARAC to serve as Information Coordinator. The Information Coordinator shall provide for the compilation and dissemination of an information packet, as well as other publicity and information, about the organization and activities of MARAC, in accordance with the policies and procedures adopted by the Board of Directors.

(e) Services for the Disabled Coordinator: The President may appoint a regular member of MARAC to serve as the Services for the Disabled Coordinator. The Services for the Disabled Coordinator shall provide for the preparation and dissemination of the MARAC newsletter and other information in a format suitable for use by disabled members of MARAC, as well as other disabled radio amateurs, SWL'S, and other interested persons, in accordance with the policies and procedures adopted by the Board of Directors.

(f) Sunshine Coordinator: The President may appoint a regular member of MARAC to serve as Sunshine Coordinator. The Sunshine Coordinator shall receive and disseminate information about the health and welfare of MARAC members and take other appropriate action, in accordance with the policies and procedures adopted by the Board of Directors.

(g) General Counsel: The Board of Directors may appoint a regular member of MARAC to serve as legal counsel to the corporation. The General Counsel shall provide advice to the Board of Directors, officers, and other officials of MARAC with regard to the business and activities of the corporation.

### **5.6 APPOINTMENT AND REMOVAL**

(a) Any appointed official may resign at any time by submitting his or her resignation in writing to the President.

(b) Any appointed official of the corporation may be removed from office at any time by a two thirds vote of the directors then in office whenever in their judgment the best interests of the corporation would be served.

## **ARTICLE VI - FISCAL PROVISIONS**

### **6.1 FISCAL YEAR**

(a) The fiscal year of the corporation shall begin on the first day of the month of April and end on the last day of the month of March.

### **6.2 CONTRACTS**

(a) The Board of Directors may authorize any director, officer, employee, or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances.

(b) Except as specifically authorized by the Board of Directors or by these Bylaws, no director, officer, employee, or agent shall have any power to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable peculiarly for any purpose or in any amount.

(c) No loan shall be contracted on behalf of the corporation unless that loan is authorized by the Board of Directors.

(d) The Board of Directors shall make or authorize no loan without the receipt of adequate security and a reasonable rate of interest.

### **6.3 COMMERCIAL PAPER**

(a) All checks, drafts, and other orders for the payment of money out of the funds of the corporation, and all notes or evidences of indebtedness of the corporation, shall be executed on behalf of the corporation by the Treasurer or any other officer, employee, or agent of the corporation designated by the Board of Directors.

(b) The Board of Directors may require that corporate checks or other orders for payment of corporate funds be countersigned by another officers of the corporation.

### **6.4 DEPOSITS AND INVESTMENT OF FUNDS**

(a) All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in one or more federally insured banks, trust companies, or other depositories designated by the Treasurer with the approval of the Board of Directors.

(b) The Treasurer or any other officer of the corporation designated by the Board of Directors may endorse and deliver checks, drafts, and other orders for the payment of money that are payable to the order of the corporation.

(c) The investment of the funds of the corporation shall be overseen by the Board of Directors.

### **6.5 DUES AND FEES**

(a) The Board of Directors shall establish membership dues. The Board of Directors shall also establish a schedule of fees for newsletter subscriptions, awards, and other fees, charges, or costs for activities sponsored by MARAC.

(b) Changes in membership dues or the schedule of fees shall be effective upon publication of a notice in the MARAC newsletter.

(c) Annual dues shall cover a period of twelve (12) consecutive months. Membership

shall be effective on the first day of the month following receipt of initial payment of dues and valid membership application.

## **6.6 COMPENSATION, BONDING, AND AUDITS**

(a) Directors, officers, and other MARAC officials shall not receive a salary or other compensation for their services.

(b) Directors, officers, and other MARAC officials may be reimbursed for reasonable expenses incurred during their assigned activities on behalf of the corporation. However, this shall not include travel or lodging costs for attending any MARAC convention or other MARAC event. Reimbursement for expenses shall be subject to approval by the Board of Directors.

(c) Any director, officer, or other MARAC official may be required by the Board of Directors to give bond in an amount determined by the Board of Directors. The expense of the bond shall be paid by the corporation.

## **ARTICLE VII - MISCELLANEOUS PROVISIONS**

### **7.1 WAIVER OF NOTICE**

(a) Whenever any notice is required to be given under the provisions of the laws of the State of Kansas, or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a written waiver of notice signed by the person or persons entitled to that notice, either before or after the time stated in the notice, shall be deemed equivalent to the giving and receipt of the required notice.

### **7.2 BOOKS AND RECORDS**

(a) The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings and resolutions of its Board of Directors.

(b) The Board of Directors may authorize the use of electronic recording to maintain records of meetings of the Board or committees of the Board.

(c) The Board of Directors may require that records be kept of the proceedings of committees appointed by the Board of Directors.

(d) The Board of Directors may direct an audit of the financial books and records of the corporation at any time deemed necessary and proper by the Board of Directors.

## **ARTICLE VIII - AMENDMENTS**

### **8.1 PROPOSED AMENDMENTS**

(a) Proposed amendments to the Articles of Incorporation or Bylaws of the corporation may be submitted in writing to the Board of Directors at any time by any active member of MARAC.

(b) The Board of Directors shall consider each proposed amendment to the Articles of Incorporation or the Bylaws. If a proposed amendment is approved by a majority of the Board of Directors, it shall be submitted to the membership for ratification.

(c) A proposed amendment that has been adopted by the Board of Directors shall be published in the MARAC newsletter as part of the ratification process.

(d) Amendment of the Articles of Incorporation shall be subject to the laws and procedures of the State of Kansas.

## **8.2 RATIFICATION BY MEMBERSHIP**

(a) The vote of a majority of the members of the corporation who cast ballots on a proposed amendment shall be required to amend, alter, repeal, or replace the Articles of Incorporation or Bylaws.

(b) The vote of members of the corporation on ratification of proposed amendments to the Articles of Incorporation or Bylaws shall be conducted in accordance with the provisions of this section and any additional procedures adopted by the Board.

(c) Balloting on the ratification of proposed amendments to the Articles of Incorporation or Bylaws shall be conducted by the Election Coordinator in the same manner as elections are conducted in accordance with Article III of these Bylaws.

(d) Each amendment that is ratified by the membership shall be published in the MARAC newsletter.

**(As amended, July, 2020)**