

BYLAWS
OF
THE BLOWTORCH OF PARMA AMATEUR RADIO CLUB

An Ohio Nonprofit Organization and 501(c)(3) Entity

Initial 15 January 2025

PREAMBLE

These Bylaws are established under the authority of Article XI of the Constitution of *The Blowtorch of Parma Amateur Radio Club*. They provide operational rules and procedures to implement the governance framework defined in the Constitution, ensuring efficient administration while maintaining compliance with Ohio nonprofit law and 501(c)(3) requirements. Where conflicts arise between these Bylaws and the Constitution, the Constitution shall prevail.

TABLE OF CONTENTS

PREAMBLE.....	1
ARTICLE I: MEMBERSHIP AND DUES.....	5
<i>I.1 Membership Categories.....</i>	<i>5</i>
<i>I.2 Membership Application Process.....</i>	<i>7</i>
<i>I.3 Membership Qualifications and Requirements.....</i>	<i>7</i>
<i>I.4 Dues Structure and Payment.....</i>	<i>7</i>
<i>I.5 Membership Privileges and Obligations.....</i>	<i>7</i>
<i>I.6 Membership Termination and Discipline.....</i>	<i>7</i>
ARTICLE II: DIRECTORS.....	8
<i>II.1 Composition and Number.....</i>	<i>8</i>
<i>II.2 Terms and Staggered Elections.....</i>	<i>8</i>
<i>II.3 Eligibility Requirements.....</i>	<i>8</i>
<i>II.4 Election Process.....</i>	<i>8</i>
<i>II.5 Director Responsibilities and Authority.....</i>	<i>9</i>
<i>II.6 Meetings and Quorum.....</i>	<i>9</i>
<i>II.7 Vacancies and Removal.....</i>	<i>9</i>
ARTICLE III: OFFICERS.....	9
<i>III.1 Officer Positions.....</i>	<i>9</i>
<i>III.2 Eligibility and Term of Office.....</i>	<i>9</i>
<i>III.3 Election Process.....</i>	<i>10</i>
<i>III.4 Vacancies.....</i>	<i>10</i>
<i>III.5 Removal from Office.....</i>	<i>10</i>
ARTICLE IV: DUTIES OF OFFICERS.....	10
<i>IV.1 President.....</i>	<i>10</i>
<i>IV.2 Vice President.....</i>	<i>10</i>
<i>IV.3 Secretary.....</i>	<i>11</i>
<i>IV.4 Treasurer.....</i>	<i>11</i>
<i>IV.5 Additional Officer Responsibilities.....</i>	<i>11</i>
ARTICLE V: CLUB CALL SIGN AND REPEATER TRUSTEE.....	11
<i>V.1 Club Call Sign and Repeater Trustee.....</i>	<i>11</i>
<i>V.2 Club Station Trustee Duties and Responsibilities.....</i>	<i>11</i>
<i>V.3 Technical Personnel.....</i>	<i>12</i>
ARTICLE VI: MEETINGS, QUORUM, AND ORDER.....	12
<i>VI.1 Annual Meeting.....</i>	<i>12</i>
<i>VI.2 Regular Meetings.....</i>	<i>12</i>
<i>VI.3 Special Meetings.....</i>	<i>12</i>
<i>VI.4 Board Meetings.....</i>	<i>13</i>
<i>VI.5 Quorum Requirements.....</i>	<i>13</i>

VI.6 Parliamentary Authority.....	13
VI.7 Electronic Participation.....	13
ARTICLE VII: STANDING AND AD HOC COMMITTEES.....	13
VII.1 Standing Committees.....	13
VII.2 Technical Committees.....	14
VII.3 Ad Hoc Committees.....	14
VII.4 Committee Authority and Reporting.....	14
ARTICLE VIII: ADMINISTRATION OF FUNDS AND PROPERTY.....	15
VIII.1 Financial Management Authority.....	15
VIII.2 Authorized Expenditures.....	15
VIII.3 Contracts and Financial Instruments.....	15
VIII.4 Property Inventory and Management.....	15
VIII.5 Fiscal Year and Financial Reporting.....	15
ARTICLE IX: LIABILITY AND INSURANCE.....	16
IX.1 Indemnification of Directors and Officers.....	16
IX.2 Advancement of Expenses.....	16
IX.3 Insurance Coverage.....	16
IX.4 Member Liability Limitations.....	16
IX.5 Hold Harmless Provisions.....	17
ARTICLE X: AMENDMENTS TO BYLAWS.....	17
X.1 Amendment Process.....	17
X.2 Notice Requirements.....	17
X.3 Committee Review.....	17
X.4 Effective Date.....	17
ARTICLE XI: DISSOLUTION AND DISPOSITION OF ASSETS.....	18
XI.1 Dissolution Authorization.....	18
XI.2 Asset Distribution Requirements.....	18
XI.3 Prohibited Distributions.....	18
XI.4 IRS Notification.....	18
ARTICLE XII: 501(C)(3) COMPLIANCE AND OPERATIONAL PROVISIONS.....	19
XII.1 Tax-Exempt Purpose Limitation.....	19
XII.2 Private Benefit Prohibition.....	19
XII.3 Document Retention Policy.....	19
XII.4 Conflict of Interest Policy.....	19
XII.5 Annual Reporting Requirements.....	19
XII.6 Operational Standards.....	20
XII.7 Compliance Monitoring.....	20
ARTICLE XIII: GENERAL PROVISIONS.....	20
XIII.1 Severability.....	20
XIII.2 Conflict of Laws.....	20
CERTIFICATE OF ADOPTION OF BYLAWS.....	21
CERTIFICATE OF ADOPTION OF BYLAWS REVISION DATE: _____.....	23

APPENDIX: REVISION HISTORY OF BYLAWS.....	25
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ARTICLE I: MEMBERSHIP AND DUES

I.1 MEMBERSHIP CATEGORIES

- I.1.1 **Full Member:** Full membership is open to any licensed amateur radio operator holding a valid FCC license and includes all *Club* privileges, as well as rights to hold *Club* offices and to vote. Full members must be at least eighteen (18) years of age and current in their membership dues.
- I.1.2 **Associate Member:** Associate membership is open to persons interested in Amateur Radio who do not hold an amateur radio license. Associate membership includes participation in *Club* activities and receipt of communications, but not the right to hold office or vote. Associate members may upgrade to full membership status upon presentation of a valid amateur radio license to the Secretary.
- I.1.3 **Family Member:** Family membership is available to spouses, dependents, or students through college residing at the same address as a full or associate member. Family members who hold valid amateur radio licenses shall have voting privileges; those without licenses shall have the same privileges as associate members.
- I.1.4 **Life Member:** Life membership is open to any persons who pays a dues equal to ten times the current yearly dues. Any Life member who hold valid amateur radio license shall have voting privileges; those without licenses shall have the same privileges as associate members.
- I.1.5 **Honorary Member:** Honorary membership may be granted to selected individuals for meritorious acts or services that benefited *The Club*. Honorary members are exempt from dues but may not hold office or vote.
- I.1.6 **Charter Member:** Charter membership, as created and described in *The Blowtorch of Parma Amateur Radio Club Constitution*, is a limited membership granted to the incorporators and founders who took on the financial obligations and responsibility of forming and organizing *The Club*, and individuals who selflessly devoted their time, money, and technical expertise to the operation and maintenance of the *Club's* premier 444.050 MHz repeater, which is operated under the *Club's* callsign W8DRZ and recognized as *The Blowtorch of Parma*. Charter members have the right to hold office, the right to vote, and all *Club* membership privileges, subject to the conditions set forth in the *Club Constitution*.

I.2 MEMBERSHIP APPLICATION PROCESS

- I.2.1 Applications for membership shall be submitted on forms provided by the Membership Committee and shall be accompanied by payment of dues. All applications must be approved by the Board of Directors before membership becomes effective. Applicants must agree to support the objectives and purposes of *The Club* and be bound by its rules and operating practices.

I.3 MEMBERSHIP QUALIFICATIONS AND REQUIREMENTS

- I.3.1 To maintain membership, individuals must remain current in their dues and, for licensed members, maintain a valid amateur radio license. Any member whose amateur radio license expires, is revoked, or suspended shall automatically lose voting privileges and may be subject to membership review.

I.4 DUES STRUCTURE AND PAYMENT

- I.4.1 Annual dues shall be established by the Board of Directors based on estimated financial needs for the subsequent year and announced no later than the September membership meeting. Dues are payable annually in advance, and failure to pay past 60 days of their dues due date shall result in termination of membership.

I.5 MEMBERSHIP PRIVILEGES AND OBLIGATIONS

- I.5.1 Full members in good standing shall be entitled to attend all meetings, participate in *Club* activities, receive *Club* communications, and use *Club* equipment and facilities in accordance with established policies. Full members may vote for the Board of Directors and are eligible to hold office.

I.6 MEMBERSHIP TERMINATION AND DISCIPLINE

- I.6.1 Membership may be terminated for the following reasons: death, resignation, failure to pay dues within the grace period, expiration or revocation of amateur radio license, or conduct inconsistent with *The Club's* purposes.
- I.6.2 Disciplinary action, including expulsion, may be initiated by recommendation of a majority of the Board of Directors. The member in question shall be notified by

certified mail at least one week prior to the membership meeting where the vote will be held and given opportunity to address the membership in verbal or written form. Expulsion requires approval by two-thirds vote of full members present and voting.

ARTICLE II:

DIRECTORS

II.1 COMPOSITION AND NUMBER

II.1.1 The Board of Directors shall consist of seven members and serve as voting members.

II.1.2 The Board shall include all elected officers (President, Vice President, Secretary, Treasurer), two at-large directors and the Club Call Sign/Repeater Trustee.

II.2 TERMS AND STAGGERED ELECTIONS

II.2.1 Elected or at-large directors are elected for two-year staggered terms so that approximately one-half expire each year. Newly elected directors assume office at the November Board meeting following their election. A director's term ends immediately upon the calling to order of the first Board meeting following the annual election.

II.3 ELIGIBILITY REQUIREMENTS

II.3.1 To be eligible as a director, candidates must meet the same qualifications as officers: be full members at least twenty-one (21) years of age who have been in good standing for two and one-half (2½) consecutive years. Candidates must have paid dues for the twelve (12) months immediately preceding nomination.

II.4 ELECTION PROCESS

II.4.1 Elections shall be conducted during the thirty days preceding the annual meeting using procedures established by the Election Committee. Any active member may vote by secret ballot for one candidate for each position to be filled. To be elected, a candidate must receive a majority of valid ballots cast.

II.5 DIRECTOR RESPONSIBILITIES AND AUTHORITY

- II.5.1 The Board of Directors shall exercise corporate powers and control the affairs of *The Club*. Directors shall have unlimited discretion in matters relating to acquisition, holding, operation, maintenance, and disposition of funds, equipment, and property.

II.6 MEETINGS AND QUORUM

- II.6.1 The Board shall meet regularly, no less than four times per year, at times and locations prescribed by the directors. A majority of directors currently in office constitutes a quorum. Special meetings may be called by the President or any two directors with at least 24 hours notice.

II.7 VACANCIES AND REMOVAL

- II.7.1 Director vacancies may be filled by vote of remaining directors for the unexpired term. A director's office becomes vacant upon death, resignation, expiration of amateur license, expulsion from membership, or three consecutive unexplained absences from regularly scheduled meetings.

ARTICLE III: OFFICERS

III.1 OFFICER POSITIONS

- III.1.1 The officers of this *Club* shall be President, Vice President, Secretary, and Treasurer. These officers shall constitute the Executive Committee. No member may hold more than one office simultaneously.

III.2 ELIGIBILITY AND TERM OF OFFICE

- III.2.1 All officers must be full members at least twenty-one (21) years of age who have been in good standing for two and one-half (2½) consecutive years. Officers shall be elected annually at the December meeting for a term of two years, taking office on January 1 following their election.

III.3 ELECTION PROCESS

III.3.1 Elections shall be conducted by secret ballot except when only one candidate is presented, in which case the candidate shall be declared elected without ballot. A Nominating Committee shall prepare a slate of candidates, but nominations may also be made from the floor. Election requires a majority vote of eligible members present.

III.4 VACANCIES

III.4.1 Vacancies occurring between elections shall be filled by special election at the next regular meeting following announcement of the vacancy. The Board of Directors may appoint temporary officers to serve until the special election.

III.5 REMOVAL FROM OFFICE

III.5.1 Officers may be removed for good cause by two-thirds vote of the Board of Directors. Notice must be given at the previous Board of Directors meeting. The officer in question shall have opportunity to speak before the vote is taken.

ARTICLE IV: DUTIES OF OFFICERS

IV.1 PRESIDENT

IV.1.1 The President shall preside at all meetings and conduct them according to Robert's Rules of Order. The President shall enforce due observance of these bylaws, decide questions of order, sign official documents adopted by *The Club*, and perform customary duties pertaining to the office. The President serves as chairman of the Executive Committee and appoints all committee chairs.

IV.2 VICE PRESIDENT

IV.2.1 The Vice President shall assume all duties of the President in the President's absence. The Vice President also oversees the Equipment Management Committee.

IV.3 SECRETARY

IV.3.1 The Secretary shall keep accurate records of all meetings, maintain membership rolls, conduct correspondence, and maintain custody of *The Club's* charter, bylaws, and official documents. The Secretary shall send notices to members for meetings and maintain *The Club's* records.

IV.4 TREASURER

IV.4.1 The Treasurer shall have custody of all funds, maintain accurate financial records, and present financial reports at each regular meeting. The Treasurer shall receive and receipt for all monies, pay authorized expenses, and deposit funds in accounts selected by the Board of Directors. The Treasurer maintains inventory records of *Club* property and equipment.

IV.5 ADDITIONAL OFFICER RESPONSIBILITIES

IV.5.1 The Board of Directors shall meet as needed to conduct routine business. All officers and directors shall turn over *Club* property to their successors upon completion of their terms.

ARTICLE V: CLUB CALL SIGN AND REPEATER TRUSTEE

V.1 CLUB CALL SIGN AND REPEATER TRUSTEE

V.1.1 A Club Call Sign and Repeater Trustee shall be appointed by the Board of Directors from among the membership to serve as trustee for any club station licenses issued by the FCC. The trustee must be an Extra Class licensee and a member in good standing. The trustee serves continuously with the club station license and is responsible for FCC compliance and license renewals.

V.2 CLUB STATION TRUSTEE DUTIES AND RESPONSIBILITIES

V.2.1 The Club Call Sign and Repeater Trustee shall govern all use of club station licenses, ensure compliance with FCC regulations, coordinate license renewals, and serve as

the corporation's liaison with the FCC. The trustee shall advise the Board of Directors of Part 97 compliance matters but has no policy-making authority beyond serving on the Board of Directors.

V.3 TECHNICAL PERSONNEL

V.3.1 The Club Call Sign and Repeater Trustee may appoint System Technicians, Control Operators, and other technical personnel as needed to maintain and operate *The Club's* communication systems. All technical personnel must be trained and certified competent before assuming responsibilities.

ARTICLE VI: MEETINGS, QUORUM, AND ORDER

VI.1 ANNUAL MEETING

VI.1.1 The annual meeting shall be held in October on a date and at a location determined by the Board of Directors. The annual meeting is for election of officers and directors, presentation of annual reports, and transaction of *Club* business.

VI.2 REGULAR MEETINGS

VI.2.1 Regular membership meetings shall be held monthly on dates and at locations established by majority vote of the Board of Directors. The Board may move regular meeting dates to accommodate special events.

VI.3 SPECIAL MEETINGS

VI.3.1 Special meetings may be called by any member of the Board of Directors or upon written request of five (5) members eligible to vote. Notice of special meetings shall be provided to all members at least one week before the meeting date. Only business specified in the notice may be transacted during a special meeting.

VI.4 **BOARD MEETINGS**

VI.4.1 The Board of Directors shall meet regularly, no less than four times per year. Board meetings are open to membership, but the Board may limit speaking time and call executive sessions by a majority vote of directors present.

VI.5 **QUORUM REQUIREMENTS**

VI.5.1 For Special meetings, a simple majority of the directors currently serving constitutes a quorum.

VI.5.2 For Board meetings, a simple majority of the directors currently serving constitutes a quorum.

VI.6 **PARLIAMENTARY AUTHORITY**

VI.6.1 *Robert's Rules of Order Newly Revised* shall govern all meetings except where inconsistent with these Bylaws or special rules adopted by *The Club*.

VI.7 **ELECTRONIC PARTICIPATION**

VI.7.1 Meetings may be conducted by but not limited to telephone, video conference, text, email or other electronic means allowing interaction of all participants. Electronic participation constitutes presence for quorum and voting purposes.

ARTICLE VII:

STANDING AND AD HOC COMMITTEES

VII.1 **STANDING COMMITTEES**

VII.1.1 The following standing committees shall be established:

VII.1.2 **Membership Committee:** Responsible for recruiting new members, processing applications, and maintaining membership records. Chaired by the Secretary with additional members appointed by the President.

VII.1.3 **Education Committee:** Responsible for providing educational programs and amateur radio license classes. Must include at least one Volunteer Examiner.

VII.1.4 **Public Relations Committee:** Responsible for publicity and public relations activities. Coordinates with ARRL Public Information Officers.

VII.1.5 **Finance Committee:** Assists the Treasurer in budget preparation, supervises fundraising, and conducts annual audits. Must include at least one director.

VII.1.6 **Nominating Committee:** Responsible for recruiting candidates and conducting elections. Consists of the President as chairman and at least two other full members.

VII.2 **TECHNICAL COMMITTEES**

VII.2.1 **Technical Committee:** Responsible for maintenance and operation of *Club* equipment and facilities. Includes the Club Call Sign and Repeater Trustee and technical personnel assigned by the Board of Directors.

VII.2.2 **Emergency Operations Committee:** Manages emergency communications activities and coordinates with served agencies. Maintains liaison with ARES, RACES, Red Cross, and emergency management agencies.

VII.2.3 **Interference Committee:** Investigates interference complaints and provides technical assistance to members.

VII.3 **AD HOC COMMITTEES**

VII.3.1 The President may create temporary committees as needed to accomplish specific objectives. Ad hoc committees are dissolved upon completion of their assigned tasks or by Presidential directive.

VII.4 **COMMITTEE AUTHORITY AND REPORTING**

VII.4.1 Committees serve at the pleasure of the Board of Directors and report regularly on their activities. Committee recommendations require Board or membership approval before implementation. All committees shall maintain minutes of their meetings.

ARTICLE VIII: ADMINISTRATION OF FUNDS AND PROPERTY

VIII.1 FINANCIAL MANAGEMENT AUTHORITY

VIII.1.1 The Board of Directors has unlimited discretion in acquisition, holding, operation, maintenance, and disposition of funds, equipment, and property.

VIII.2 AUTHORIZED EXPENDITURES

VIII.2.1 The Treasurer may approve expenditures under the major expenditure threshold from allocated committee funds. Emergency expenditures up to three times the major expenditure level may be approved by all officers when immediate action is required.

VIII.3 CONTRACTS AND FINANCIAL INSTRUMENTS

VIII.3.1 Contracts, agreements, and financial instruments exceeding one hundred dollars (\$100.00) require signatures of two officers and one director. *The Club* shall maintain appropriate banking relationships as determined by the Board of Directors.

VIII.4 PROPERTY INVENTORY AND MANAGEMENT

VIII.4.1 A comprehensive inventory shall be maintained of all *Club* property including equipment, tools, and other assets. The Technical Committee is responsible for creating and maintaining property inventories. Property disposal must be recorded and, when sold, must be advertised to the full membership.

VIII.5 FISCAL YEAR AND FINANCIAL REPORTING

VIII.5.1 The fiscal year shall be the calendar year. The Treasurer shall present financial reports at each regular meeting and prepare annual financial statements. An independent audit or review shall be conducted annually by the Finance Committee.

ARTICLE IX: LIABILITY AND INSURANCE

IX.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS

- IX.1.1 The corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that they are or were a director, officer, or agent of the corporation, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation.
- IX.1.2 The corporation shall not indemnify any person for acts or omissions involving intentional misconduct or a knowing violation of law, or for any transaction from which the person derived improper personal benefit.

IX.2 ADVANCEMENT OF EXPENSES

- IX.2.1 The corporation may advance expenses incurred in defending any proceeding to directors and officers upon receipt of an undertaking to repay such amounts if it is ultimately determined that indemnification is not authorized.

IX.3 INSURANCE COVERAGE

- IX.3.1 The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against them in their capacity as such.

IX.4 MEMBER LIABILITY LIMITATIONS

- IX.4.1 No member shall be liable to the corporation for any loss of corporate property or damage unless caused by gross negligence or willful misconduct. No member shall incur personal liability for actions taken on behalf of the corporation under direction of the Board of Directors.

IX.5 HOLD HARMLESS PROVISIONS

- IX.5.1 Members acting within their authorized capacity on behalf of the corporation shall be held harmless by the corporation against claims arising from their authorized activities, provided they acted in good faith and within the scope of their authority.

ARTICLE X: AMENDMENTS TO BYLAWS

X.1 AMENDMENT PROCESS

- X.1.1 These bylaws may be amended by majority vote of the Board of Directors following a regular meeting at which the proposed amendment was submitted in writing. Proposed amendments must be signed by a proposer and seconder.

X.2 NOTICE REQUIREMENTS

- X.2.1 All proposed amendments must be published to the membership at least once prior to the voting meeting. Notice may be provided through *The Club* newsletter, website, email, or other official communication methods.

X.3 COMMITTEE REVIEW

- X.3.1 Complex or controversial proposed amendments shall be submitted to a Bylaws Committee appointed by the President for study and recommendation. The committee shall attempt to reconcile conflicts and ensure consistency with *The Club's* objectives.

X.4 EFFECTIVE DATE

- X.4.1 Approved amendments become effective immediately upon adoption unless otherwise specified in the amendment. The Secretary shall note all amendments in the official bylaws and make updated copies available to the membership.

ARTICLE XI:

DISSOLUTION AND DISPOSITION OF ASSETS

XI.1 DISSOLUTION AUTHORIZATION

XI.1.1 The corporation may be dissolved only upon a majority vote of the Board of Directors at a properly noticed meeting where quorum requirements are met. Notice of the dissolution proposal must be provided to all members at least thirty (30) days in advance.

XI.2 ASSET DISTRIBUTION REQUIREMENTS

XI.2.1 Upon dissolution, after payment of all liabilities and obligations, the remaining assets shall be distributed exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code³. Assets may be distributed to:

- The federal government or state/local government for public purposes;
- Organizations qualifying as tax-exempt under Section 501(c)(3); or
- As determined by a court of competent jurisdiction for charitable purposes.

XI.3 PROHIBITED DISTRIBUTIONS

XI.3.1 No part of the assets shall be distributed to any member, director, officer, or private individual except as reasonable compensation for services rendered. No member shall receive any benefit from asset distribution upon dissolution.

XI.4 IRS NOTIFICATION

XI.4.1 The corporation shall file all required notifications with the Internal Revenue Service regarding dissolution and final tax returns. The Board of Directors shall ensure compliance with all federal and state requirements for nonprofit dissolution.

ARTICLE XII:
501(c)(3) COMPLIANCE AND OPERATIONAL PROVISIONS

XII.1 TAX-EXEMPT PURPOSE LIMITATION

XII.1.1 The corporation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the corporation's activities shall involve lobbying or political campaign activities.

XII.2 PRIVATE BENEFIT PROHIBITION

XII.2.1 No part of the net earnings shall inure to the benefit of any private individual, and no substantial part of the corporation's activities shall serve private interests rather than public interests.

XII.3 DOCUMENT RETENTION POLICY

XII.3.1 The corporation shall maintain a document retention and destruction policy governing the retention of corporate records, financial documents, and other materials. The policy shall specify retention periods for different types of documents and procedures for secure destruction.

XII.4 CONFLICT OF INTEREST POLICY

XII.4.1 All directors, officers, and key employees must annually disclose potential conflicts of interest. When a conflict exists, the interested person must fully disclose the conflict and abstain from discussion and voting on the matter. Decisions involving conflicts require approval by a majority of disinterested directors.

XII.5 ANNUAL REPORTING REQUIREMENTS

XII.5.1 The corporation shall file annual information returns (Form 990 series) with the Internal Revenue Service and provide copies to the Ohio Attorney General as required. The corporation shall also file required reports with the Ohio Secretary of State to maintain good standing.

XII.6 OPERATIONAL STANDARDS

XII.6.1 The corporation shall maintain policies addressing:

- Financial oversight and controls
- Document retention and destruction
- Conflict of interest management
- Gift acceptance and donor privacy

XII.7 COMPLIANCE MONITORING

XII.7.1 The Board of Directors shall regularly review operations to ensure continued compliance with tax-exempt status requirements and shall seek professional advice when needed to maintain 501(c)(3) status.

ARTICLE XIII: GENERAL PROVISIONS

XIII.1 SEVERABILITY

XIII.1.1 If any provision of these Bylaws is held invalid, the remaining provisions shall continue in full force and effect.

XIII.2 CONFLICT OF LAWS

XIII.2.1 These Bylaws shall be governed by Ohio law and federal tax law applicable to tax-exempt organizations.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, certify that this initial set of Bylaws was duly adopted by the unanimous vote of the first Board of Directors on 15 January 2025 and constitutes the complete Bylaws of *The Blowtorch of Parma Amateur Radio Club*.

President:

Gerald Baron, KE8SVK

Date

Vice President:

Leone Sirna, KB8VBR

Date

Secretary:

William (Bill) Chaikin, KA8VIT

Date

Treasurer:

Dale J. Martin, KJ8DM

Date

CERTIFICATE OF ADOPTION OF BYLAWS

REVISION DATE: _____

We, the undersigned, certify that these revised Bylaws were duly adopted by the required vote of the Board of Directors on (date) and constitute the complete Bylaws of *The Blowtorch of Parma Amateur Radio Club*.

President:

Name, CALLSIGN

Date

Vice President:

Name, CALLSIGN

Date

Secretary:

Name, CALLSIGN

Date

Treasurer:

Name, CALLSIGN

Date

APPENDIX: REVISION HISTORY OF BYLAWS

Revision No.	Effective Date of Revision	Description of Provisions Altered, Modified, or Removed
1	2025.01.15	Initial Bylaws