

BYLAWS OF MERCURY NORTHWEST

1. The full name of this organization is Mercury Northwest. An approved abbreviation is MNW.
2. 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 this organization. In doing so, MNW will:
 - a. Maintain a treasury to receive membership dues, donations, and other tax-exempt income.
 - b. Publish a budget annually.
 - c. Meet the requirements of a tax-exempt entity.
 - d. Conduct annual mail-ballot elections for elected officers of MNW.
 - e. Maintain a web-site and/or circulate a newsletter with information related to the responsibilities and goals of the organization.
 - f. Occasionally conduct in-person and/or on-air training exercises for its membership and other interested individuals.
 - g. Establish committees and working groups to exist at the pleasure of the Executive Board for specified purposes.
3. MNW will not inject itself into emergency communications support of any other organization or agency unless a specific documented request is received from an authorized agent of the requesting agency. 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.
4. A Participating Member is anyone who is current on any Mercury Northwest net roster or has registered with MNW. A Voting Member is a Participating Member who is a licensed Amateur Radio Operator and is current with their dues.
5. The Executive Board is authorized to set dues amounts, classifications, and associated privileges.
6. Chapters may be organized as local entities. A chapter must have five Voting members to qualify for Chapter status. Each Chapter shall elect a Representative to the MNW Executive Board who will serve as a non-voting member of that Board. The Executive Board shall have the power to appoint a Chapter member to serve as Representative should the need arise. Chapters are required to operate or participate in a local radio network and report such activity.
7. Organized clubs may apply to the Executive Board for "Affiliate" status. Affiliates may have additional membership requirements of their own. Affiliate clubs, to remain in good standing, must submit dues equal to five members to MNW, except that Canadian affiliates shall not be required or permitted to make dues payments to MNW. Affiliate clubs may designate five voting members in MNW.

Affiliated clubs must designate one Representative to serve as a non-voting member of the MNW Executive Board. Affiliated clubs may also designate five voting members in MNW. In addition, members who are members of affiliates may join MNW as individuals. No individual may exercise more than one vote as the result of dual designation or membership roles.

8. MNW will be governed by an Executive Board of elected Officers consisting of the President, Vice President, Secretary/Treasurer and two Members at Large. Chapter and Club Representatives are non-voting members of the Executive Board. The Executive Board will designate three residents of the State of Washington to be named on corporation documents as Trustees, as well as, a Trustee for the club station license. The FCC license Trustee shall hold an Extra class license and regularly participant on the HF net.

The Executive Board has the power to appoint Ad Hoc Board Members. Ad Hoc positions may include, but are not limited to, Webmaster, Newsletter Editor, Net Managers, Corporation Trustees, FCC License Trustee, etc. The Elected Members can invite Ad Hoc Members to participate in Board discussions and may give Ad Hoc members informal voting rights. Ad Hoc Members can only vote on matters related to their area of responsibility. Elected Board Members shall have the option of holding Ad Hoc positions should they choose.

9. 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 elections shall consist of the number of ballots returned by the due date.

Ballots shall be counted by the Secretary and two Voting Members appointed by the Board. The results shall be posted on the Website and announced on the net system immediately following the count. Ballots shall be kept for a period of three months for review upon request of any Voting Member. Following the annual election of Directors, the 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.

10. The Term of Office for all elected positions shall run from the date of the meeting described above until the date of the same meeting in the following year, or January 15, whichever occurs first.
11. The Executive Board may meet using electronic communications of any means that is available to all members of the Board, or in person. Minutes of every formal Board meeting at which decisions are made will be posted on the Internet Website or distributed to each Voting Member by e-mail and/or US Mail. A quorum at Board Meetings shall be 50 percent or more of the currently sitting members with a right to vote.

Board votes may be conducted by e-mail, provided the ballot e-mail contains the full text of the motion or proposal being voted upon. Board Members are to respond with an unqualified "YES" or "NO." The Secretary will record any e-mail vote as a Board Meeting in the form of minutes.

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. Attendance at a Board Meeting shall be considered the same as waiving notice.

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.

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

12. In the event of the dissolution of the Association, 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.

End of Bylaws

I certify that this version of the Mercury Northwest Bylaws was adopted by majority vote of a quorum of members, in accordance with the voting provision of said Bylaws, in a mail ballot counted on December 20, 2008.

*David F. Zehrung
Secretary Treasurer*