

# **CONSTITUTION AND BYLAWS OF THE TRI-COUNTY AMATEUR RADIO ASSOCIATION**

## **ARTICLE I (Purpose)**

### Section 1

We, as amateur radio operators and those of similar interests, to foster our mutual interests and activities and those of our communities, do band ourselves together in an association (hereafter known as "the Club") whose name and basic law are hereby inscribed.

### Section 2

All policies of this organization shall be administered without regard to race, gender, color, creed, religion, sexual orientation, marital status, national origin, political beliefs or any other reason that would be biased or prejudicial.

### Section 3

The Club's mission is to promote and support the Amateur Radio Service and the development of Amateur Radio Operators in the Los Angeles, San Bernardino and Orange County areas through education and the sharing of radio knowledge, cooperation between members, participation in emergency preparedness, enabling F.C.C. sponsored license examination sessions, promoting individual operating proficiency, conducting on-the-air operating practice, sponsoring mentored learning for new operators, conducting enjoyable social activities and other club programs so as to advance the general interest of Amateur Radio in the community.

## **ARTICLE II (Name)**

### Section 1

The name of the Club shall be "Tri-County Amateur Radio Association", and shall be abbreviated "TCARA".

### Section 2

It shall be the duty of every person privileged with membership to protect the good name of the Club.

## **ARTICLE III (Principal Office and Agent)**

### Section 1

The Club shall maintain a meeting place as determined by the Board of Directors.

### Section 2

The Board of Directors may, at their discretion, appoint an Agent (or Club member) who shall act on all legal matters on behalf of the Club.

## **ARTICLE IV (Membership)**

### Section 1

Any person having a genuine interest in amateur radio and allied fields shall be eligible for membership in the Club provided that said person agrees to abide by the Club Constitution and Bylaws. The name of the Club shall not be used to further the material gain of any individual Club member.

### Section 2

A Voting Club Member shall be defined as a Member or Family Member holding a valid amateur license whose dues are current.

### Section 3

Family Members shall be defined as a member's spouse or partner and their children.

### Section 4

Persons desiring membership in the Club shall make application to the Treasurer. The Treasurer shall not accept membership applications from persons previously expelled from the Club per Section 7 of this Article unless previously authorized to do so by a 2/3 vote of the Voting Members of the Board of Directors.

#### Section 4.1

Membership is effective immediately upon receipt of a fully complete application form and applicant's dues per Section 5 of Article IV of these Bylaws.

### Section 5

Yearly dues shall be determined by the Board of Directors and confirmed by a majority vote of the Voting Club Members present at any regular Club meeting. The current cost of yearly dues for the various classes of membership may be obtained from the Treasurer.

#### Section 5.1

All Members' dues are to be paid by January 1st. A grace period will apply until March 1<sup>st</sup> during which Members' dues will continue to be considered current. New Members who join on July 1st or after but before November 1<sup>st</sup> will pay 50% of the prevailing membership rate for the remainder of the year. New Members who join on or after November 1<sup>st</sup> but before December 31st will pay 100% of the prevailing rate and their dues will cover the period from their date of payment through the following year.

### Section 6

Within the first sixty (60) days of membership, each Member shall be given a copy of the Club Bylaws. By accepting membership in the Club, the Member agrees to abide by the Club Bylaws effective at the initiation of membership, and any subsequent amendments approved by the membership. New and renewing Members shall also agree that their name, call sign and email address as provided on the membership application may be listed in the Club membership roster which may be published in the monthly QRM newsletter.

### Section 7

A Club Member may be expelled from the Club, without recourse, for either of the following reasons:

- (1) Theft or misappropriation of Club funds or property.
- (2) Conduct unbecoming or detrimental to the Club or amateur radio.

### Section 8

A Club Member may be considered for expulsion from the Club for any of the reasons in Article 4, Section 7, by a 2/3 vote of the Voting Members of the Board of Directors. A Member being considered for expulsion shall be notified by the Board of Directors at least fifteen (15) days prior to a regularly scheduled Club meeting, in writing sent by US Mail to the last address given the Secretary and/or Treasurer, that an expulsion vote has been scheduled. The Secretary shall inform the membership by means of a notice in the next issue of the QRM and/or other Club publications stating that a Special Election will be held on (meeting date). At that meeting, a Voting Club Member shall present facts to the membership supporting expulsion, for a period not to exceed 10 minutes. The Member being considered for expulsion shall have the right to address the membership for a period not to exceed 10 minutes. A vote of the Voting Club Members present shall be taken by secret ballot. The Secretary (or his or her designee) shall tally the votes immediately and inform the Members present of the result. A 2/3 majority of the votes cast being in favor of expulsion shall result in expulsion of the member. The vote shall be considered final.

### Section 9

The current year's dues of any person whose membership in the Club has been lost by reason of expulsion shall be refunded.

## **ARTICLE V**

### **(Affiliation)**

#### Section 1

No affiliation with any local, regional or national organization shall be made, except with the consent of a simple majority of the Voting Club Members present at any regular Club meeting.

#### Section 2

Any affiliation so made can only be terminated by a simple majority vote of the Voting Club Members present at any regular Club meeting.

## **ARTICLE VI**

### **(Election of Officers)**

#### Section 1

The Elected Officers shall consist of a President, Vice President, Secretary, Treasurer, Publicity Director, Membership Development Director, and Program Director.

#### Section 2

The Board of Directors each odd numbered year shall select a Club Member to act as Chairperson of the Nominating Committee. This selection shall take place no later than June 1<sup>st</sup> of that year. The Nominating Committee shall consist of a Chairperson, who may also be a member of the Board of Directors, and two Voting Club Members, who may not be members of the Board of Directors. The Nominating Committee shall seek qualified and interested candidates and shall present to the Club Members at the October meeting a list of nominees for the respective offices. Additional nominations

may be made from the floor and nominations shall remain open until the end of the October meeting. Nominations from the floor must be seconded from the floor to be considered valid. The Nominating Committee is, first, responsible for assuring that there is at least one qualified nominee for each office. The Nominating Committee is next responsible to encourage potential nominees not already on the Board of Directors who are willing and able to serve, encouraging rotation of roles and increased Member engagement. Finally, the Nominating Committee is responsible for assuring that prospective nominees understand the expected duties of the respective offices and will commit to fulfilling them. The final list of nominated candidates for each office shall be published prior to the November election.

### Section 3

No nominations shall be considered valid without the express prior consent of the person to be nominated. No candidate may accept nomination for more than one office. If nominated for two or more offices the nominee may select which nomination to accept.

### Section 4

Any candidate for office shall hold a valid amateur license, be 18 years of age or older and shall have been a Tri-County Amateur Radio Association Voting Club Member for at least six months before the date of the election. The six month requirement for a candidate can be waived by a majority vote of a quorum of the Board of Directors held in advance of the October meeting.

### Section 5

Each office to be filled shall be considered a separate contest. The candidate receiving the greatest number of votes for any office shall be considered elected. In the event of a tie, a run-off election will be held between the leading candidates. If the result remains tied, the outcome will be decided by the flip of a coin.

### Section 6

Voting shall take place in the following order: President, Vice President, Secretary, Treasurer, Membership Development Director, Publicity Director, and Program Director. A single vote on the slate of those running unopposed may be substituted with the consent of the Voting Members present, followed by individual votes for contested offices.

### Section 7

Voting shall take place at the November Club meeting. Votes counted shall be those of the Voting Club Members present. The Secretary shall conduct the election and count, record and report the results. No absentee ballots or proxy votes shall be allowed.

### Section 8

No person shall serve more than two (2) consecutive full two year terms in the office of President or Vice President. No person shall serve more than three (3) consecutive full two year terms as President or Vice President in any combination.

### Section 9

No person shall concurrently hold more than one (1) elective office; however, an elected Officer may be appointed as a committee chairperson.

#### Section 10

Installation of the new Officers shall take place at the December Club meeting and the term of the newly elected Officers shall begin on the following January 1, and shall end on December 31 of the next odd numbered year, such that a full term of office is two years in length.

### **ARTICLE VII (Board of Directors)**

#### Section 1

The Board of Directors shall consist of all elected Officers of the Club.

#### Section 2

The Board of Directors shall conduct the business of the Club in accordance with these Club Bylaws and the Laws of the State of California.

#### Section 3

The Board of Directors may appoint a Member or Members of the Club to special committees or as assistants to perform such duties as the Board of Directors deems necessary for the benefit of the Club. The Board of Directors shall assign a title and duties to these positions.

#### Section 4

The Board of Directors at its own discretion may bring any matter before the membership of the Club. Any Club Member may bring any matter to the attention of the Board of Directors for consideration.

#### Section 5

Upon resignation or removal of any Officer of the Club, a special appointment shall be made by a majority vote of the Voting Members of the Board of Directors. The newly appointed Officer shall serve out the term of the Officer resigning or removed.

#### Section 6

If any officer of the Club fails to appear at three (3) consecutive regular Board of Directors meetings without an acceptable explanation, the office may be declared vacant by the Board of Directors at its next meeting. Such vacancy shall be filled by special appointment of the Board of Directors.

#### Section 7

A Club Officer may be considered for removal from office for dereliction of duty as well as any of the reasons in Article 4, Section 7, by a 2/3 vote of the Voting Members of the Board of Directors. The Officer considered for removal shall have no vote. An Officer being considered for removal shall be notified by the Board of Directors in writing by US Mail to the last address given the Secretary and/or Treasurer at least fifteen (15) days prior to a regularly scheduled Club meeting that a removal vote has been scheduled. The Secretary shall inform the membership by means of a notice in the next issue of publications, via email or via US Mail that a Special Election will be held on (meeting date). At that meeting, a Board of Directors Member shall present facts to the membership supporting removal, for a period not to exceed 10 minutes. The Officer being considered for removal shall have the right to address the membership, for a period not to exceed 10 minutes. A vote of the Voting Club Members present shall be taken by secret ballot. The Secretary (or his or her designee) shall tally the votes of the Voting Club Members present and inform the Members present of the result. A 2/3 majority of the votes cast being in favor of removal shall result in removal of the Officer from office. The vote shall be

considered final. The removed Officer shall retain his or her membership in the Club unless expelled as per Article IV, Section 8.

#### Section 8

At a regular or special meeting of the Board of Directors, an Officer may be relieved of his or her duties on a temporary basis until the date of the next scheduled regular Club meeting by a 2/3 vote of the members of the Board of Directors if it is determined that serious harm may befall the Club if the Officer is allowed to continue the exercise of the powers of his or her office.

### **ARTICLE VIII (Duties of the Officers)**

#### Section 1

The President shall be the chief executive Officer of the Club. It shall be the duty of the President to preside at all meetings and he or she shall be responsible for the general welfare of the Club.

#### Section 2

The Vice-President shall act as an assistant to the President and shall preside in his or her absence. All questions of parliamentary procedure shall be ruled on by the Vice-President acting as Parliamentarian. "Robert's Rules of Order" shall be the Parliamentary authority at all times. The Vice-President or a voluntary designee shall be responsible for primary organization of the Club's annual ARRL Field Day participation.

#### Section 3

The Secretary shall keep accurate minutes of each meeting and shall formulate and mail announcements and other correspondence with regard to the Club's business. The Secretary shall keep a record of all legislation passed by the Board of Directors and the Club. The Secretary shall conduct, record and report elections. The Secretary shall also maintain an up-to-date copy of the Club Bylaws. The Secretary or his or her designee shall keep a list of all Members of the Club including their contact information and dues status. The Secretary shall keep a list of all appointments, Committees and Committee members appointed by the Board of Directors. The Secretary shall receive and, as appropriate, distribute general correspondence or inquiries received by the Club by mail or email. The Secretary shall maintain electronic and or paper files of important Club records, QRM, etc. The Secretary will maintain a mailing list of Members to support distribution of the QRM newsletter or other information quickly on behalf of other Officers and will ensure that a welcome packet including at least the Club Bylaws and other material provided by the Membership Development Director is sent to each new Member or renewing member.

#### Section 4

The Treasurer shall be responsible for all monies and financial records of the Club. He or she shall pay all legitimate bills of the Club. The Treasurer shall collect membership dues. The Treasurer or his or her designee shall inform the membership when their dues are payable. The Treasurer shall promptly forward membership applications and renewals, or copies thereof as well as current dues payment status to the Secretary for inclusion in the membership list. The Treasurer shall maintain a log of those pieces of Club property including at least those items whose replacement cost value is estimated to exceed the value of one Member's annual dues at the then prevailing rate. This property log shall be available to audit and shall contain the item description and its present location or holder. The Treasurer will ensure that the Club's liability insurance is kept current and premiums are paid in a timely

manner. The Treasurer will collect correspondence from the Post Office box, promptly process membership applications and forward other correspondence to the Secretary or others as appropriate.

#### Section 5

The Publicity Director shall be responsible for developing and maintaining the Club website and social media presence with content as approved by the Board of Directors. The website shall include issues and back issues of QRM, general information about the Club and how to join the Club, news and announcements of upcoming events or results, testing and licensing information, contact information for the Club, membership applications and meeting locations. Additionally the website should contain articles or links on subjects of likely interest to Members or potential Members. The Publicity Director shall ensure that reasonable precautions are taken to secure the website from malware and attackers and that reasonable steps are taken to protect member privacy.

#### Section 6

The Program Director shall, in coordination with the Board of Directors and Club Members, develop and maintain a plan for presentations and events at Club meetings, outings and social events. This plan will be available to Members via QRM and the website.

#### Section 7

The Membership Development Director, in coordination with the Board of Directors and especially with the Program Director and Publicity Director shall be responsible for organizing activities and materials that encourage the recruitment of new participants in both amateur radio and in the Club as well as encouraging existing Members to increase their activity and participation in the hobby and the Club. Such activities may include but are not limited to new Member welcome materials, introductions to the hobby, presence and recruitment at testing sessions and other public events, facilitating and coordinating testing activities, determining Member interest in new methods or modes, training activities and outreach to schools, youth groups, retirement communities, other ham groups or clubs and other segments of the community at large.

#### Section 8

All Club Officers or appointees shall hand over all significant files, documents, Club property, keys, passes, account passwords or similar tools and results of office to their designated successor within 30 days of leaving elected or appointed office for any reason. Any membership accounts held on behalf of the Club shall be similarly signed over to the Club or successor Officer or appointee.

#### Section 9

The duties of officers defined within these Bylaws may be exchanged between officers by mutual agreement of the officers involved and when approved by a majority of a quorum of the Board of Directors.

### **ARTICLE IX (Committees)**

#### Section 1

A Committee shall consist of a Club Member or group of Club Members charged by the Board of Directors with the performance of certain duties deemed necessary for the benefit of the Club and defined by the Board of Directors.

### Section 2

The Board of Directors shall assign a name and duties to the Committee. The Board of Directors shall appoint the Committee Chairperson.

### Section 3

The Board of Directors may form or dissolve Committees and may appoint or remove Committee Members.

## **ARTICLE X (Club Meetings)**

### Section 1

Regular meetings of the Club shall be held each month at a place and time determined by a simple majority vote of the Voting Club Members present at any meeting. Meetings may be postponed. Special meetings may be called by the Board of Directors. Where meetings include provision for remote access such as video conferencing, audio conferencing or similar technologies, a Club Member shall be considered as present at such meeting provided that their identity is reasonably identifiable by visual or other means.

### Section 2

Any Voting Club Member may bring any issue to the attention of the Club at any club meeting and each Club meeting shall include at least a brief period during which members may briefly address the club.

## **ARTICLE XI (Board of Director's Meetings)**

### Section 1

A regular Board of Directors meeting shall be held each month to conduct the business of the Club. Special Board of Directors meetings may be called at the discretion of the President. Any Voting Club Member may request to attend a scheduled Board of Directors Meeting if such request is received by the Board of Directors at least 2 weeks ahead of the scheduled meeting such that adjustments can be made to the meeting venue.

### Section 2

A simple majority of the members of the Voting Members of the Board of Directors shall constitute a quorum.

### Section 3

No business shall be conducted at the Board of Directors meetings unless a quorum is present. Where meetings include provision for remote access such as video conferencing, audio conferencing or similar technologies, a Board of Directors member shall be considered as present at such meeting provided that their identity is reasonably identifiable by visual or other means.

### Section 4

Where these Club Bylaws require a vote of a certain portion of "Voting Members of the Board of Directors", that shall include the count of all members of the Board of Directors not disbarred from voting and not prevented from voting by significant health or other emergencies that would delay such vote to an extent that would harm the welfare of the Club, a Club Member or the amateur radio service.



#### Section 5

No absentee ballots or proxy votes shall be allowed at Board of Directors meetings.

#### Section 6

Club funds may not be expended to rent space or procure refreshments for Board of Directors meetings.

### **ARTICLE XII (Voting)**

#### Section 1

All matters brought before the membership for a vote shall be decided by a vote of the Voting Club Members present. No absentee ballots or proxy votes shall be allowed.

### **ARTICLE XIII (Finance)**

#### Section 1

The fiscal year of the Club shall begin on January 1 and end on December 31 of the same year.

#### Section 2

The Treasurer shall make a report of the finances of the Club at each monthly Club meeting. This report will include monies on hand, significant expected upcoming expenses or receipts and the status of significant Club property and equipment.

#### Section 3

The incoming Board of Directors or their designee shall audit the financial records each year.

#### Section 4

All monies of the Club shall be kept in a bank, except for petty cash funds. The Board of Directors shall establish the limit of petty cash funds.

#### Section 5

All expenditures and disbursements of Club monies must be approved by a quorum of the Board of Directors in advance of such expenditure or disbursement.

### **ARTICLE XIV (Newsletter and Publications)**

#### Section 1

The official organ of the Club shall be called, "QRM". It shall be prepared and published monthly by the Editor of the Club Newsletter and mailed or emailed to the membership prior to each monthly meeting by the Secretary.

#### Section 2

The purpose of this publication shall be to notify Members of meetings and to furnish them with timely news concerning amateur radio and activities of the Club. Timely and reliable publication of the QRM newsletter is a high priority.

### Section 3

The Editor of the Club Newsletter shall be appointed by the Board of Directors.

### Section 4

Club publications are defined as the newsletter, weekly net, Internet web page, and any other means used by the Club to disseminate information to the membership and the community at large. Responsibility for the format and content of Club publications shall rest with the Board of Directors.

## **ARTICLE XV (Amendments)**

### Section 1

Any Member of the Club may propose an amendment to these Club Bylaws to the Board of Directors. After discussion, the Board of Directors may then present the proposed change to the membership.

### Section 2

Any amendment of these Club Bylaws must be proposed and presented to the membership by the Board of Directors at a regular Club meeting, and be published in the an issue of the Club newsletter, and may not be voted on until the next regular Club meeting following such presentation and publication. A simple majority of the Voting Club Members present shall be required for passage of such amendment.

## **ARTICLE XVI (Distribution of Assets upon Dissolution)**

### Section 1

The Club is one which does not contemplate pecuniary gain or profit to the Members thereof and it is organized solely for non-profit purposes. Upon dissolution of the Club, after payment of, or adequate provision for, the debts and obligations of the Club, the remaining assets shall be distributed to non-profit organizations which are organized exclusively for amateur radio in a manner compliant with then-current law. If the Club holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County in which the Club's principal office is located, upon petition thereof by the Attorney General or by any persons concerned in the liquidation.