

*COMMUNITY
EMERGENCY
RADIO
ASSOCIATION, Inc.*

BYLAWS – REV 1.0 APPROVED 4/20/2022

**EL DORADO
COUNTY AMATEUR
RADIO CLUB**

ARTICLE XIII. EL DORADO COUNTY AMATEUR RADIO CLUB

Section 13.01 El Dorado County Amateur Radio Club Defined: As set forth in Article V, Section 5.02 of these Bylaws, the CERA Executive Board of Directors is a representative body made up of, but not limited to, delegates of the El Dorado County Amateur Radio Club (EDCARC). EDCARC is organized to, among other things, to advance and promote the interest of Amateur Radio for its members and for the community. In carrying out its responsibilities EDCARC provides input into the CERA's yearly strategic planning process.

Section 13.02 Advisory Board: An Advisory Board of Directors, herein referred to as the EDCARC Board, shall be elected by the membership in accordance with these By-laws. The Board shall consist of four (4) officers (President, Vice-President, Secretary and Treasurer) and four (4) Directors at large. When necessary, and at the discretion of the Board, additional officers may be appointed (i.e., Membership Officer) and the office of Secretary and Treasurer may be combined into one (1) position. The immediate past President shall also serve as a Board Member. Collectively the Board shall constitute the governing body with full power to direct the workings of the EDCARC. All EDCARC Advisory Board members shall be licensed in the Amateur Radio Service.

Section 13.03 Term of Office: The term of office shall be one (1) year.

Section 13.04 Vacancies:

- a) Should the office of President become vacant for any reason, the Vice President shall assume the Presidency.
- b) Should a vacancy occur in any other office for any reason, the office shall be declared vacant by a vote of the Board. The President, with approval of the Board, shall appoint a member in good standing to fill the vacancy.
- c) If any officer fails to attend three (3) consecutive scheduled Board meetings without reasonable cause, the Board shall have the power to declare the position vacant.

Section 13.05 Advisory Board Meetings:

- a) It shall be the duty of the President and/or Vice President to preside over the Board meetings and to call emergency meetings when necessary or at the request of two (2) Board members.
- b) The Board shall meet at least once prior to general membership meetings at a time and place acceptable to Board members.
- c) All Board members shall be notified at least twenty-four (24) hours in advance of any special meetings called.
- d) A quorum at any meeting of the Board shall consist of five (5) or more Board members and a majority of such quorum shall decide any question that may come before the Board.
- e) Meetings may be conducted by means of teleconferencing, video conferencing, email or other electronic means.

- f) Board meetings shall be open to all members in good standing and members will be allowed to present their input under New Business.

Section 13.06 Duties:

- a) The President shall act as the Executive Officer and shall preside over all meetings of the members of the EDCARC Advisory Board. He/she shall have general supervision of and responsibility for all the activities of the Club. The President shall have such other powers and duties as may properly belong to his/her office or as shall be prescribed by the Board. He/she shall appoint all standing and special committees, except as provided herein. Such appointments shall be concurrent with the term of the President.
- b) The Vice President, in the absence of the President, shall preside over all meetings of the EDCARC and perform other duties that pertain to this office, or which may be assigned to him/her by the President. The Vice President will be in charge of providing programs for the general membership meetings.
- c) The Secretary shall keep a record of minutes of all meetings of the EDCARC Advisory Board and EDCARC meetings, recording therein the time and place of the meeting, the names and call signs of those present at the meetings and the proceedings thereof. He/she shall set up a sign-in register for members and visitors at general meetings; shall certify and keep the original or a copy of these Bylaws as amended or otherwise altered to date; keep a Membership book containing the name, address and phone number of each member. He/she responsible for the safekeeping of all records belonging to the EDCARC; shall issue all Notices for Dues and Assessments. When a membership has been terminated, the Secretary shall record such facts in the record together with the date on which the membership ceased and reasons therefore. The Secretary shall have such other powers and duties as the Board of Directors shall, from time to time, prescribe.
- d) The Treasurer is the chief financial officer of EDCARC, and shall keep and maintain adequate and correct records of all financial activities. The books of account shall at all times be open to inspection by any Advisory or Executive Director. The Treasurer shall deposit all funds and other valuables in the name and to the credit of the corporation with such depositories that may be designated by the Executive Board. The Treasurer shall disburse EDCARC funds as authorized by the Advisory or Executive Board, and shall render all records to the Advisory or Executive Board as requested at any time. The Treasurer shall prepare an annual budget. The Treasurer shall submit a monthly financial report to the Advisory Board including financial reports for ongoing programs. The Treasurer shall have any other duties as may be prescribed by the Advisory Board.
- e) The Advisory Board members shall support the Objective and Purpose of EDCARC. The Advisory Board members shall attend meetings of the members and of the EDCARC Advisory Board. The Advisory Board members, along with the Officers, shall constitute the governing body of EDCARC. They shall participate in decision-making that relates to the administrative, financial, legal and business operation of the Club and enforcement of the CERA By-laws. Each Board member is entitled to one vote on each matter submitted.

Section 13.07 Membership:

- a) The membership of the EDCARC shall be based on an interest in the furthering of Amateur Radio, Public Service and operation of their equipment according to FCC Rules and Regulations as set forth in Part 97.

- b) Membership in the EDCARC is subject to approval by a vote of at least five (5) members of the Board. If there is any reason for denial of a prospective membership, reason or reasons must be submitted to the Board for evaluation.
- c) A member in good standing shall have a paid-up membership card and be free of all financial obligations and indebtedness to the EDCARC.
- d) A current Amateur license of any class is required for full membership in the EDCARC.
- e) Each full member shall have one (1) vote.
- f) Any licensed family member, residing at the same address as a full member, is entitled to full membership privileges for half the membership dues.
- g) Any person interested in Amateur Radio, but not holding a current Amateur Radio license, shall be entitled to an Associate membership with approval of the Board.
- h) An Associate Member may not hold office, vote or offer nominations.
- i) Honorary Life Membership in the EDCARC may be awarded to a distinguished member by resolution of the Board and two thirds (2/3) vote of the membership present at any regular meeting of the EDCARC.
- j) Any member or members, having reason to believe another member should be suspended from membership, must submit the charge or charges in writing to Board. The member in question shall be given the opportunity to appear before the Board in his/her own behalf. Upon recommendation of the Board and concurred by a vote of at least two thirds (2 / 3) of the membership present at a regular meeting, that Member shall be suspended and lose all rights of membership.
- k) Any member of the EDCARC may be suspended from membership for actions not compatible with the Objective and purpose of the EDCARC and/or flagrant disrespect for and continued violation of Section 47 CRF, part 97.

Section 13.08 Dues:

- a) Annual dues shall be due on January 1 and will be in arrears as of March 1.
- b) Any member whose dues are delinquent as of March 1 shall have his/her membership terminated.
- c) Any terminated membership shall be re-instated upon payment of annual dues within the current year.
- d) Dues will be pro-rated for new members after July 1st.
- e) All monies collected from dues shall be placed into the CERA General Fund.

Section 13.09 Meetings:

- a) Regular meetings shall be held monthly as specified by the EDCARC Advisory Board; December meetings are optional.
- b) If a regular meeting date interferes with a major holiday or there are circumstances warranting a change of the meeting date, the EDCARC Advisory Board shall be empowered to select an alternate meeting date.
- c) The EDCARC President shall be empowered to call special meetings if the EDCARC Advisory Board agrees that such a meeting is warranted.
- d) Each full member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings may be made by voice vote or by secret ballot as is needed.
- e) Absentee voting may be made by written ballot.
- f) Meetings of members shall be presided over by the President or in his/her absence, the Vice President. In the absence of both, the President will pick a member of the Board to conduct the meeting.

Section 13.10 Elections and Nominations:

- a) Nominations of Officers and Directors of the EDCARC shall be held in the month of November.
- b) Only full members in good standing and eighteen (18) years of age or older shall be eligible to hold any elective office.
- c) A nominating committee, consisting of not less than three (3) members shall be appointed by the President and will offer a slate of Officers and Directors for consideration of the membership at the November meeting.
- d) Nominations will be taken from the floor; however, the nominee must be willing to give written or oral acceptance of his/her nomination.
- e) Elections of Officers and Directors shall be held in the month of November. The newly elected will assume their offices on January first of the following year.