



## COCHISE AMATEUR RADIO ASSOCIATION

### BY-LAWS

These By-laws, which were adopted 5 January 1976 (Amended 8 August 1977, 6 June 1984, 5 November 1984, 7 April 1986, 6 October 1986, 9 January 1989, 5 July 1993, 6 July 1998, 7 February 2000, 5 November 2001, 1 March 2004, and 2 May 2011) should be read and be interpreted in relation to the Articles of Incorporation, Dated 25 November 1973 as amended. Nothing in these by-laws shall conflict in any way with the purpose, organization or operation on the Cochise Amateur Radio Association Inc. (hereinafter known as CARA) as set forth in the articles of incorporation as originally adopted and amended.

#### ARTICLE I – OBJECTIVES

The objectives of the Association are:

- (1) to provide an association for individuals interested in amateur radio;
- (2) promote the general interest and welfare of amateur radio in the community;
- (3) foster and facilitate the exchange of information between members;
- (4) assist community emergency responders with back-up communications when needed.

#### ARTICLE II - MEMBERSHIP

Membership in CARA is open to anyone with an interest in amateur radio without regard to gender, race, creed, or national origin. Membership classes are as follow:

**Section 1** - Full Member - A full member is one holding a valid, renewable amateur radio license and whose annual dues are current. Such members will have full voting privileges and are eligible to hold any office within the organization.

**Section 2** - Life Member - A life member is one holding a valid, renewable amateur radio license and whose lifetime dues are paid in full. Such members will have full voting privileges and are eligible to hold any office within the organization.

**Section 3** - Family Member - Amateurs who are members of a contiguous family unit who are licensed amateurs may join as a family member without paying dues as a full member. Each amateur member of the family has the same privileges as a Full Member.

**Section 4** - Associate Member - An associate member is one who has an interest in amateur radio and is desirous of becoming associated with CARA. Possession of a valid, renewable amateur radio license is not required for associate membership. Such members have no voting or office holding privileges to include chairmanship of any committee. They can however serve as committee members.

**Section 5 - Honorary Member -** An honorary member is anyone who, because of his/her interests and contribution to amateur radio and/or CARA, is deemed worthy of affiliation with CARA. There shall be no restrictions to the number of honorary members. Honorary members shall have no voting or office holding privileges, nor can they serve on committees. Honorary membership may be given only after a 2/3 approving vote of the board of directors.

**Section 6 -** Application for full, life, and associate membership to CARA shall be by written application in accordance with the membership dues schedule. Acceptance of applicants will be contingent upon a board of director's review of FCC records for proof of licensing and indications of any activities which, in the judgment of the board bring discredit upon amateur radio and/or the organization. Results of the records check will be completed within sixty (60) days of application. Denial of membership requires written proof of derogatory information and a 2/3 majority vote of the board of directors. The prospective member may appeal a denial of membership by appearing in person and presenting evidence on their behalf to the board of directors. Prospective members, who are denied membership, shall be notified in writing by the board of directors and all dues paid shall be refunded.

### **ARTICLE III - DUES**

**Section 1 -** The dues may be annually reviewed for adjustment by the Budget Committee and recommendations submitted to the Board of Directors for submission to the voting membership. A record of that vote shall be maintained in the standing rules.

**Section 2 -** Annual memberships are for the twelve-month period from June 1st through May 31st. Members joining between June 1st and November 30th will be assessed a full years dues. Members joining between December 1 and March 1 will be assessed one half of annual dues. Members joining after March 1 will be assessed for the next full year.

**Section 3 -** Dues shall be considered delinquent at the beginning of the second month after they are due. Members whose dues are delinquent for more than one year will be removed from the membership roster and the mailing list and are considered to be lapsed members. Lapsed members wishing to rejoin may apply following the new member procedures found in Article II.

### **ARTICLE IV - OFFICERS**

**Section 1 -** The officers shall be President, Vice President, Secretary, Treasurer, and Director at Large. These five officers shall form the Board of Directors. The immediate Past President will serve in a non-voting advisory position on the Board of Directors except in the case of a tied vote between the other members of the Board of Directors, at which time he/she will be responsible for casting the deciding vote.

**Section 2 -** The Board of Directors shall perform all duties as provided for in the not-for profit provisions, the approved Articles of Incorporation and these bylaws.

**Sections 3 -** Duties of the officers are as follows:

(a) President - shall preside at all general, Board of Directors, and special meetings of CARA, and carry out such instructions, duties, and responsibilities as determined by the voting membership on a majority vote at any business or special meeting, except as defined elsewhere in these by-laws; be an "ex officio" member of all committees; and act as the Parliamentarian for all club meetings. Committee chairpersons shall be appointed by the President with the consent of the members of the Board of Directors.

(b) Vice President - shall in the absence of the President, perform all duties of the President: arrange programs for the monthly CARA general meeting.

(c) Secretary - shall keep and maintain accurate, official records of CARA, including, but not necessarily limited to: official correspondence; CARA contracts and agreements; association documents and records; records of transactions of all General Membership meetings, Board of Director's meetings, special meetings, and changes to the Standing Rules. The Secretary shall notify all voting members in writing of all special meetings, elections and bylaw amendment proposals in accordance with the CARA Articles of Incorporation and Article XI of these by-laws

(d) Treasurer - shall receive and record all receipts, funds and bills; deposit and pay out all monies of CARA treasury, subject to approval of the Board of Directors; keep monthly treasurers reports and file copies with the Secretary; participate in the Budget Committee; prepare and submit tax statements as required by law; co-operate with Audit Committee.

(e) Director At Large - - shall perform duties as assigned by the Board of Directors.

#### **Section 4 - Temporary Absence**

(a) In the event of the temporary absence of the President, the Vice President shall perform the duties of the president as specified in the Article 11, Section 4(b) of these Bylaws.

(b) In the event of the absence of both of these officers at a meeting over which the president would normally preside, the next available officer, in order of Secretary, Director At Large, Treasurer, will preside.

### **ARTICLE V - BOARD - COMMITTEES**

**Section 1 - Board of Directors** – The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, Director at Large, and the immediate Past President and shall be responsible for the conduct of the routine business of CARA in accordance with the guidelines and policies established by majority vote in the CARA general meetings; plan and develop proposals for submission to members; be empowered to authorize expenditures as identified in the CARA standing rules in support of routine business without prior approval in a CARA general meeting.

**Section 2 - Audit Committee** - The Chair shall be nominated by the President and confirmed by the Board of Directors and shall ascertain annually that CARA records conform to generally accepted accounting practices. The chairperson of this committee shall appoint committee members as deemed necessary to accomplish the responsibilities of the committee. The Audit

Committee will consist of a minimum of three members. Members of the Board or Directors, and their immediate family members are ineligible for membership in the audit committee.

**Section 3** - Budget Committee - The Chair and members shall be nominated by the President and confirmed by the Board of Directors and shall present the Board of Directors an annual guideline of fiscal policy. These guidelines shall be revised as circumstances warrant, with a 2/3 majority vote of the general membership. This committee shall consist of the Treasurer and minimum of two other members.

**Section 4** - Election Committee - The Chair and members shall be nominated by the President and confirmed by the Board of Directors and shall handle the annual elections of officers; prepare a list of nominees to be presented to the membership a month before the annual election. This committee shall consist of not less than three (3) members as appointed by the President. An election committee may be appointed at other times as required to fill vacancies.

**Section 5** - Publication Committee - The Chair and members shall be nominated by the President and confirmed by the Board of Directors and shall edit and publish a newsletter and other publications as directed by the Board of Directors. The Chairperson shall appoint committee members as deemed necessary to accomplish the duties of the committee.

**Section 6** - Material Committee - The Chair and members shall be nominated by the President and confirmed by the Board of Directors and shall be responsible for the accountability and security of all material and facilities belonging to, or under the jurisdiction of CARA; maintain an inventory of all assets for which the committee is responsible.

**Section 7** - Technical Committee - The Chair and members shall be nominated by the President and confirmed by the Board of Directors and shall be responsible for the development, operation, and maintenance of all equipment and facilities belonging to, or under the jurisdiction of CARA.

**Section 8** - Special Committee - The Chair and members shall be nominated by the President and confirmed by the Board of Directors and may be appointed as required on an interim basis to perform a special task. A task statement will also be provided to provide general guidance for the special committee.

## **ARTICLE VI - ELECTIONS**

**Section 1** - The election committee as defined in ARTICLE V, Section 4 shall handle the election of all club officers as defined in ARTICLE V, Section 1.

**Section 2** - A list of nominations for the officers shall be submitted to the President no less than thirty (30) days prior to the annual election meeting.

**Section 3** - The officers shall be elected by secret ballot on a majority vote of the voting members present at the annual election meeting. Prior to balloting, any member with voting privileges, as defined in ARTICLE II, may nominate any other like member, with his consent, for any position up for election.

**Section 4** - An election committee may also be formed whenever there is an officer vacancy.

## **ARTICLE VII - TERMS OF OFFICES**

All elected officers may only serve two successive terms in the same office. They may be reelected after a break of one term.

**Section 1** – All elected officers shall serve two (2) year terms.

### **Section 2?????**

**Section 3** - Committee Chairperson - shall serve for one (1) year or until they are relieved by the appointment of a new chairperson as directed in these by-laws.

**Section 4** - Vacancies to elected offices - shall normally be filled at the next scheduled general membership meeting following the vacancy or as soon as feasible thereafter. Nominations shall be made from the floor, with a secret ballot determining the person elected to fill the remaining term of the vacated office.

**Section 5** - Resignation - An officer electing to resign shall submit their resignation in writing to the Board of Directors. The effective date of the resignation shall be stated in writing; in the absence of stated resignation date, the effective date shall be the date of receipt of the resignation.

## **ARTICLE VIII - MEETINGS - QUORUM**

**Section 1** - One (1) General Membership meeting per month, with day, time and place to be determined by the Board of Directors, shall be held for the purpose of transacting the business of CARA.

**Section 2** - An annual meeting shall be held the first Monday in January or as soon as possible thereafter, for the purpose of elections as prescribed in these bylaws. All members with voting privileges shall be notified by separate mailing or e-mail at least seven (7) days prior to the meeting.

**Section 3** - Special meetings shall be held upon written request, signed and submitted by at least five (5) voting members, or by the request of the Board of Directors. All members shall be notified by mail or e-mail of all special meetings at least seven (7) days prior to the meeting.

**Section 4** - The Board of Directors shall meet once per month at a place to be determined by the Board of Directors to transact routine business for CARA and to prepare items for submission to the general membership.

**Section 5** - A quorum at a special or general membership meeting shall consist of 2/3 of the voting membership present at the meeting.

**Section 6** - A quorum of Directors, assembling to transact business of CARA, shall consist of three (3) Directors, except that when vacancies occur which reduce the total number of Directors below three (3), a quorum shall then consist of those directors remaining.

## **ARTICLE IX- PARLIAMENTARY PROCEDURES**

**Section 1** - The business and meetings of the corporation shall be conducted in accordance with the latest edition of "ROBERT'S RULES OF ORDER", except in such cases where said rules conflict with these by-laws or the statutes of the State of Arizona.

## **ARTICLE X - IMPEACHMENT - RECALLS - SUSPENSIONS**

**Section 1** - Any member of the Board of Directors shall be subject to impeachment by a two-thirds (2/3) vote by secret ballot of the voting members in attendance at a general membership meeting. Such meetings must be announced to the membership as if they were election meetings, as prescribed in ARTICLE V, Section 2 of these bylaws.

**Section 2** - Charges shall be initiated by submitting a petition specifying the charges, signed by at least five (5) voting members. The president will then appoint a committee to investigate the charges and report the findings at a subsequent general membership meeting. He/she will also notify the person charged, in writing, of the charges against him/her and the meeting date established to consider the charges.

**Section 3** - The President, or other designated member of the Board of Directors, shall preside at all impeachment proceedings and he/she shall validate the eligibility of voting members.

**Section 4** - Causes for impeachment are as follows:

- (a) Gross neglect of duties.
- (b) Willful misuse of CARA funds.
- (c) Loss of eligibility to hold office as prescribed by these bylaws.

**Section 5** - Appointed committee chairperson may be recalled for cause by a quorum of the Board of Directors as defined elsewhere in these by-laws.

**Section 6** - The membership of any person in CARA may be suspended or revoked for conduct detrimental to the Association or to amateur radio in general. The procedures to suspend or revoke membership shall be identical to those for impeachment.

**Section 7** - Reinstatement of suspended membership shall be upon written request of the suspended member, recommendation by five (5) voting members, and the subsequent approval of two thirds (2/3) of those present at any scheduled general membership meeting. Dues requirements of a re-instated member shall be consistent with the dues requirements of these by-laws. Members whose membership has been revoked are not eligible for reinstatement.

## **ARTICLE XI - AMENDMENTS**

**Section 1** - Other by-laws may be made, or these by-laws may be altered, amended, or repealed from time to time, by two thirds (2/3) vote of the full members present at any regularly scheduled meeting. Members shall be notified in writing at least 15 days in advance of any meeting in which voting will occur on changes to these by-laws.

## **ARTICLE XII - NOT RETROACTIVE**

**Section 1** - All conditions and restrictions in these by-laws shall be effective as of the date of their adoption. None shall be imposed retroactively.

[page updated 04 June 2011]

[page updated 09 April 2017 – all changes formatting and administrative in nature.]