

1 **Calaveras Amateur Radio Society, Inc. (CARS)**

2  
3 3/11/2008

4  
5 **ByLaws**

6  
7 We, the undersigned, wishing to secure for ourselves the pleasures and benefits  
8 of an association of persons commonly interested in Amateur Radio, constitute  
9 ourselves as the *Calaveras Amateur Radio Society, Incorporated (CARS, Inc.)*  
10 *herein referred to as the Club*, and enact these Bylaws as our governing laws.  
11 It shall be our purpose to further the exchange of information and cooperation  
12 between members, to promote radio knowledge, fraternalism, individual operating  
13 efficiency, scientific and technical advancement of the state-of-the-art, and  
14 to so conduct Club programs and activities for the advancement of the general  
15 interest and welfare of Amateur Radio in the community.  
16

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18 **ARTICLE I**

19  
20 **OFFICES**

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22 **Sec. 1 Principal Office.**

23  
24 The Principal office of the Corporation is located at 1766 Patricia Lane, PO  
25 Box 2602, Arnold, CA 94112.

26  
27 **Sec. 2 Change of Address.**

28  
29 The Officers are hereby granted full power and authority to change the location  
30 of the principal office of the Club. Any such change shall be noted by the  
31 Secretary in these Bylaws; alternatively, this Section may be amended to state  
32 the new location.  
33

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35 **ARTICLE II**

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37 **MEMBERSHIP**

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39 Membership shall be by written application, and upon such terms as the Club  
40 provides in Article VII of its By-Laws.  
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43 **ARTICLE III**

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45 **OFFICERS**

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47 **Sec. 1** This Club shall have five (5) Officers: President, Vice President,  
48 Secretary, Treasurer, and Public Information Officer (PIO). Officers shall  
49 serve without compensation.  
50  
51

- 52 Sec. 2 Each Officer of this Club shall be elected for a term of two (2) years  
53 by ballot of eligible Club members, as follows:  
54  
55 a) The President, Public Information Officer, and Secretary shall *be*  
56 *elected in odd years* to serve the following *even/odd* year terms.  
57  
58 b) The Vice President and Treasurer *shall be elected in even years*  
59 *to serve for the following odd/even* year terms.  
60  
61 Sec. 3 The duties of Officers shall be as defined in the Bylaws of the  
62 Club.  
63  
64 Sec. 4 The Officers shall fill vacancies occurring between elections with  
65 appointees with approval of the attending Club membership at the next  
66 meeting.  
67  
68 Sec. 5 Officers may be removed by a two-thirds (2/3) majority vote of the  
69 voting membership.  
70  
71 Sec. 6 Officer elections shall be held in October, with balloting ending on  
72 November 15th. Elected Officers shall be announced in December and  
73 take office at the December Quarterly meeting. Nominations (slate)  
74 shall be presented at the September Quarterly Club meeting.  
75  
76 Sec. 7 The Number of Officers shall be defined in the Bylaws of the Club.  
77  
78 Sec. 8 Officers are responsible for the Club Operation, and shall cause to  
79 happen any action required of a California Corporation by state, or  
80 federal law.

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82 **ARTICLE IV**

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84 **MEETINGS**

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86 The Bylaws of the Club shall provide for regular and special meetings.  
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90 **ARTICLE V**

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92 **AMENDMENTS**

- 93  
94 Sec. 1 Proposals for amendments to the Bylaws shall be submitted in writing at  
95 a meeting of the Club, and shall be discussed at a Club meeting.  
96  
97 Sec. 2 Action to amend the Bylaws shall be by ballot. A ballot shall be sent to  
98 every eligible voting member. This ballot may be delivered by mail,  
99 personally, or conveyed by other means of written or electronic  
100 communication. This ballot shall provide an opportunity for each  
101 eligible member to give approval or disapproval of each proposal being  
102 set forth in the ballot.  
103  
104 Sec. 3 These Bylaws may be amended by two-thirds of the eligible voting Club  
105 membership.  
106

107 **ARTICLE VI**

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109 **VOTING**

110  
111 Sec. 1 - For any item requiring a vote of the eligible voting membership the  
112 provisions of ARTICLE VII shall apply.

113  
114 Sec. 2 - A majority of votes returned shall be deemed sufficient to constitute  
115 acceptance of any balloted issue.

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118 **ARTICLE VII**

119  
120 **MEMBERSHIP**

121  
122 *Full membership* in the Club is open to all licensed Amateur Radio Operators.

123  
124 As a member of the Club, your dues help support a variety of Club activities. Your  
125 membership funds provide maintenance fees for the Club's repeater, and equipment.  
126 Funds are also used to support the Club's portable communications equipment, and  
127 for printing and mailing the Club newsletter. In addition, your dues help the Club  
128 provide emergency service training (EOC/OES), education, testing for licenses,  
129 license upgrading, social events, and community services.

130  
131 Membership Dues are payable prior to June 30, of each calendar year.

132  
133 Annual Membership shall run from July to June of following calendar year.

134  
135 **DUES**

136  
137 The Club, by a majority vote of the Officers and voting members, may levy on  
138 the membership such dues or assessments as deemed necessary for the business of  
139 the Club. Non-payment of such dues or assessments shall be cause for expulsion  
140 from the Club, and shall be within the discretion of the Officers.

141  
142 **CLUB MEMBERSHIP APPLICATION:** [www.calaverasARS.org/CARSApplication.pdf](http://www.calaverasARS.org/CARSApplication.pdf)

143  
144 **MEMBERSHIP CATEGORIES**

145  
146 Sec. 1 **FULL MEMBER**

147  
148 Open to the legal holder of an Amateur radio license granted under  
149 Part 97 of the rules and regulations of the Federal Communications  
150 Commission (FCC).

151  
152 Full membership includes all Club privileges, as well as the right to  
153 hold a Club office and to vote for Club Officers. Applications for  
154 membership shall be accompanied by dues and presented to the treasurer  
155 at a regular meeting or by mail to the Club address at PO Box 391,  
156 Angels Camp, CA 95222.

157  
158 Sec. 2 **ASSOCIATE MEMBER**

159  
160 Open to those actively engaged in a class leading to an Amateur Radio  
161 License, and all interested persons. Includes all Club privileges  
162 *except* the right to hold office and voting privileges.

163  
164 Sec. 3 **STUDENT MEMBER**

165  
166 This membership category shall be open to licensed or non-licensed full  
167 or part-time students. Student members shall not be eligible to seek any  
168 office in this Club, nor have any voting privileges. Otherwise, Student  
169 members will have all privileges and responsibilities of a Full  
170 membership. Annual Student dues shall be set at 25 percent of Full  
171 membership dues.

172  
173 Sec. 4 **NEW AMATEURS**

174  
175 Any Individual obtaining a NEW amateur radio license, as a result of  
176 testing at a CARS sponsored "VE" test session, shall be granted free  
177 membership in CARS until the start of the next membership period.

178  
179 **NOTE:** This provision DOES NOT pertain to Upgrades or Vanity Calls.

180  
181 Sec. 5 **HONORARY AND LIFETIME MEMBERS**

182  
183 Honorary or Lifetime Members may be conferred as such by a vote of the  
184 Club membership.

185  
186 "Honorary" members are individuals given special recognition by the Club  
187 members for promoting the advancement of the Club and amateur radio in  
188 the community. Honorary members may attend meetings, but may not vote.

189  
190 "Lifetime" members shall have all the privileges and responsibilities of  
191 Full Club membership without paying annual dues.

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194 **ARTICLE VIII**

195  
196 **INDEMNIFICATION OF OFFICERS AND MEMBERS**

197  
198 Indemnification (to hold harmless) is an agreement between two parties not to  
199 hold one of the parties responsible for future legal action or fines, and  
200 usually only works in one direction.

201  
202 For example, you as a renter of a chainsaw agree not to hold the "Rental  
203 Company" employees responsible if you have an accident with their chainsaw.  
204 Indemnification clauses usually trump any other legal arguments, so it is  
205 important for both parties to understand precisely what actions are covered  
206 under an Indemnification Agreement.

207  
208 Sec. 1 **Right of Indemnity**

209  
210 To the fullest extent permitted by law, this Club shall indemnify its  
211 Officers, employees, members, and other persons described in Section  
212 7237 of the California Corporations Code ("CCC"), or any successor  
213 statute, including persons formerly occupying any such position, against  
214 all expenses, judgments, fines, settlements and other amounts actually  
215 and reasonably incurred by them in connection with any "proceeding," as  
216 that term is used in that Section, and including an action by or in the  
217 right of the Club, by reason of the fact that the person is or was a  
218 person described in that section.

219  
220 "Expenses" as used in this Bylaw shall have the same meaning as in  
221 Section 7237 of the CCC, or any successor statute.  
222

223 **Sec. 2 Approval of Indemnity**  
224

225 On written request to the Officers of the Club by any person seeking  
226 indemnification under Section 7237(b) or Section 7237(c) of the CCC, or  
227 any successor statute, the Officers shall promptly determine under  
228 Section 7237(e) of the CCC whether the applicable standard of conduct  
229 set forth in Section 7237(b) or Section 7237(c) has been met and, if so,  
230 the Officers shall submit the request to a review and vote of the Club  
231 *Indemnity Committee* for authorization of the indemnification.  
232

233 **Sec. 3 Indemnity Committee**  
234

235 The President shall have the authority to establish an *Indemnity*  
236 *Committee* by appointment. The Indemnity Committee shall be selected from  
237 three (3) eligible voting Club members, and two (2) current Officers of  
238 the Club. The President, or his designee, shall be the presiding  
239 chairman of this committee. The committee shall review all requests for  
240 Indemnity, and shall decide if the request(s) will be accepted or denied  
241 on a case by case basis. Written notice of the committee's review and  
242 decision will be provided to the requestor (s) for Indemnity within ten  
243 (10) days of the committees decision, and be recorded by the Secretary.  
244

245 **Sec. 4 Insurance**  
246

247 The Corporation shall purchase and maintain insurance to the full extent  
248 permitted by law on behalf of its Officers, employees, and other agents,  
249 to cover any liability asserted against or incurred by any Officer,  
250 member, or agent in such capacity arising from the Officer's,  
251 employee's, or agent's status as such. This insurance shall provide  
252 coverage against all lawsuits resulting from bodily injury and property  
253 damage at ARRL Affiliated Club sponsored activities. This coverage will  
254 include field day events, concessions stands, dances, banquets, parties,  
255 auctions, raffles, picnics and meetings, and will apply to official Club  
256 participation in any community sponsored events. This coverage shall  
257 include for the payment of court and legal costs of defense for covered  
258 items.  
259

260 The insurance shall provide for the reimbursement for first aid to  
261 others at the time of an accident. An owner of a premises used or rented  
262 by the Club may also be named as an additional insured.  
263

264 The ARRL Club Liability Insurance provides up to one (1) million  
265 (\$1,000,000) in coverage for each occurrence, and up to two (2) million  
266 in aggregate coverage each year at a reasonable premium.  
267

268 Coverage shall be provided for, but will not limited to the following  
269 lawsuits:  
270

- 271 a) Bodily injury as a result of Club activities
- 272 b) Damage to property of others resulting from Club activities
- 273 c) Personal injury and advertising injury, including libel, slander,  
274 defamation of character, false arrest, invasion of privacy,
- 275 d) Those resulting from the sale of foods, beverages or other products

- 276  
277 e) When serving or providing alcoholic beverages at functions  
278 incidental to the Club.  
279 f) Real or alleged faults in work completed by the Club, which  
280 result in bodily injury or property damage  
281 g) Involving the use of automobiles not owned by the Club, but used  
282 for official Club activities.  
283 h) Those arising from injury caused by the rendering or failure to  
284 render healthcare services by non-professionals  
285 i) Those arising from fire damage (up to \$100,000) to premises not  
286 owned by the Club, but used for a Club sponsored activity  
287 j) The defense against all such lawsuits, even though the charges  
288 are groundless, false or fraudulent.  
289

## 290 291 **ARTICLE IX**

### 292 293 **DUTIES of OFFICERS**

#### 294 295 **President**

296  
297 The President shall preside at all meetings of the Club and conduct them  
298 according to the rules adopted. The President shall enforce due observance of  
299 the constitution and By-Laws; decide all questions of order; sign all official  
300 documents adopted by the Club and perform all other duties pertaining to the  
301 Office of the President.  
302

#### 303 **Vice President**

304  
305 The Vice President shall assume all the duties of the President in his or her  
306 absence. The Vice President shall organize Club activities, plan and recommend  
307 contests for operating benefits, advance Club interests and activities, as  
308 approved by the Club. The Vice President shall maintain close liaison with the  
309 section Emergency Coordinator to further Club participation in Amateur Radio  
310 Public Service.  
311

#### 312 **Secretary**

313  
314 The Secretary shall keep a record of the proceedings of all meetings, keep a  
315 roll of members, submit membership applications, conduct all Club  
316 correspondence, and read communications at each business meeting. The Secretary  
317 shall note all amendments, changes, and additions on the Constitution and  
318 Bylaws, and permit those documents to be reviewed by members upon request.  
319

#### 320 **Treasurer**

321  
322 The Treasurer shall receive and receipt for all monies paid to the Club, keep  
323 an accurate account of all monies received and expended, pay no bills in excess  
324 of One Hundred Dollars (\$100) without authorization by a majority of the  
325 Officers. At the end of each quarter, the Treasurer shall submit an itemized  
326 statement of disbursements and receipts to the Officers. The Treasurer shall  
327 provide for all quarterly and annual financial statements and documents  
328 required by the State and Federal Governments to maintain its nonprofit status.  
329  
330  
331

332 **Public Information Officer**

333

334 The Public Information Officer (PIO) shall be the Club information focal point,  
335 and be responsible for interfacing with the media (newspapers, radio,  
336 television, etc.), providing Club news releases, publishing the Club  
337 newsletter, and providing for the better welfare of the Club through  
338 dissemination of information to the public.

339

340

341 **All Officers**

342

343 All Officers of the Club shall turn over all Club materials/items to their  
344 respective successors.

345

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347

**ARTICLE X**

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349

**MEETINGS**

350

351 Regular Club meetings shall be held each quarter at a place and time as  
352 determined by the Officers. Notification of all Club meetings shall be  
353 delivered to all Club members in person, by U.S. mail, email, fax, or conveyed  
354 by other means of written or electronic communication at least seventy-two (72)  
355 hours prior to any such meeting.

356

357 The President upon written request of Three (3) Club members, shall call  
358 special meetings. Notice of such meetings shall be given to the Officers and  
359 members at least seventy-two (72) hours prior to any such meeting, and shall  
360 provide information concerning the business to be transacted. It shall be the  
361 responsibility of the Officers to call special meetings of the Club membership.

362

363

364

**ARTICLE XI**

365

366

**COMMITTEES**

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368 The Club may create one or more committees. Appointments to committees of the  
369 Club shall be by majority vote of members present. Any such committee shall  
370 have the authority granted to it by the Club, to the extent provided in the  
371 resolution, except that no committee shall:

372

373

a) Fill vacancies of Officers or any committee

374

b) Fix compensation of the Officers for serving

375

c) Amend or repeal Bylaws or adopt new Bylaws

376

377 d) Amend or repeal any resolution of the Club that by its express terms is not  
378 so amendable or repealable

379

e) Create any other committees of the Club, or appoint members of  
380 committees

381

f) Approve any contract or transaction to which the (Club) is a party  
382 and in which one or more of its Officers has a material financial  
383 interest.

384

385

386

387  
388 **ARTICLE XII**  
389

390 **PARLIAMENTARY AUTHORITY**

391  
392 All meetings shall be conducted in accordance with *Robert's Rules of Order,*  
393 *Revised,* except when they conflict with these Bylaws, or with the laws of the  
394 State of California.  
395

396 ADOPTED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 2008  
397  
398  
399

400  
401 **Signed by:**  
402

403  
404 **Officer:** \_\_\_\_\_ **Title:** \_\_\_\_\_  
405  
406 **Officer:** \_\_\_\_\_ **Title:** \_\_\_\_\_  
407  
408 **Officer:** \_\_\_\_\_ **Title:** \_\_\_\_\_  
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410 **Officer:** \_\_\_\_\_ **Title:** \_\_\_\_\_  
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**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that:

I am duly elected and acting Secretary of the Calaveras Amateur Radio Society, Inc., a California corporation ("Corporation"); and that the foregoing Bylaws to which this certificate is attached, comprising of eight (8) pages, constitute the Bylaws of such Corporation as duly approved and adopted by the Officers of this Corporation at a meeting duly held on \_\_\_\_\_, 2008.

IN WITNESS **WHEREOF**, I have hereunto subscribed my name and affixed the seal of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_