

AMENDED BYLAWS

Ventura County Amateur Radio Club, VCARC

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I. NAME

Section 1. As stated in the articles of incorporation in the State of California, the name of this organization shall be VENTURA COUNTY AMATEUR RADIO CLUB, hereinafter referred to as “The Club” or “VCARC” or “Club.”

Section 2. If there is a conflict between a provision of these bylaws and a mandatory provision of the Articles of Incorporation, the Articles of Incorporation shall control. If there is a conflict between a provision of these bylaws and a mandatory provision of the laws of the State of California, the mandatory provision of the laws of California shall control.

ARTICLE II. PURPOSES

Section 1. VCARC is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for Charitable purposes.

Section 2. To promote Club activities for Club members and their families, other amateur radio operators, and anyone interested in learning about amateur radio,

Section 3. To facilitate the exchange of information between members,

Section 4. To promote training of radio knowledge and individual operating proficiency,

Section 5. To conduct Club programs and activities to advance the general welfare and interest of amateur radio in the general community,

Section 6. To participate in public service activities by preparing and providing communications for civil emergencies and special events and by handling third-party message traffic.

Section 7. The specific purpose of VCARC is to promote interest in amateur radio.

Section 8. To support and promote the mission, vision, goals, and objectives of the American Radio Relay League, Incorporated (ARRL) through various Club programs and services.

ARTICLE III. CLUB MEMBERSHIP

Section 1. Eligibility for membership in VCARC is open to any person who has an interest in amateur radio, subject to the classifications of membership listed in Article III.

Section 2. There are several types of Club memberships. These membership classifications can include: Regular; Auxiliary, and Honorary/Complimentary. The specific details of these Club membership classifications are described in the following paragraphs:

- a. Regular VCARC Membership: A Regular VCARC member shall be any person who pays Club dues and holds a valid and current amateur radio license.
- b. Auxiliary VCARC Membership: An Auxiliary VCARC member shall be any person not holding an amateur radio license and who pay the appropriate Club membership dues.
- c. Honorary/Complimentary Membership: An Honorary/Complimentary VCARC member shall be any person to whom the Club Officers, Club Board of Directors or Club Membership wishes to extend an Honorary VCARC membership. Honorary/Complimentary VCARC memberships may be given to a person in recognition or appreciation of the support that person has provided to the Club. Honorary/Complimentary VCARC members may not hold any elected or appointed Club Office or Position, nor are they entitled to any voting privileges within the Club.

Section 3. The duration of a Regular or Auxiliary VCARC membership shall be a maximum of one (1) year. Honorary/Complimentary Memberships may be extended or continued beyond one (1) year at the discretion of the Club Officers, Club Board of Directors, or Club Membership.

Section 4. Voting privileges shall be limited to Regular VCARC Members. Auxiliary VCARC Members and Honorary/Complimentary VCARC Members shall not have voting privileges within the Club.

Section 5. Membership dues shall be set by the Board of Directors and become effective when ratified by a two-thirds majority of voting members present at any regular meeting.

- a. Annual dues are payable on or before October 31 of each calendar year. Members in arrears 30 days will be notified where possible by a valid email address or other means of contact on file with the Club Secretary. Any member in arrears more than 90 days will be considered inactive and dropped from the active membership rolls.
- b. Dues for new members shall be prorated in an equitable manner considering the needs of the Club and the new member.
- c. Separate dues rates may be set for members who are under the age of 18 or full-time students, over the age of 65 and for members residing at the same address.

Section 6. Any membership may be terminated for conduct in violation of Federal Communications Commission (FCC) Regulations, the ARRL Code of Ethics, or for cause. For cause reasons include intentional negligence or reckless deeds or actions that harm or jeopardize the reputation or assets of the Club. Membership termination shall be enacted by a majority vote of the Board.

Section 7. Any VCARC member may resign their Club membership at any time by delivering to any Club officer a written notice of resignation. The resignation of Club membership shall become effective on the date stated in the written notice. In the event the written notice of resignation does not contain an effective date, the date the Club member delivers the written notice to any Club officer shall become the date of resignation.

ARTICLE IV MEETINGS

Section 1. Regular meetings shall normally be held monthly on the second Friday of each month, unless otherwise arranged, and with prior notice to the membership. The President or a majority of the Board of Directors may specify an alternative meeting date.

Section 2. Special meetings or other gatherings and demonstrations may be called at the discretion of the Board. Notice of topic, location, time, and date for each meeting will be sent to members prior to the event.

Section 3. A meeting of the Board or membership may be conducted, in whole or in part, by teleconference or video conference provided reasonable measures are taken to permit all members not physically present to hear [and see] the proceedings concurrently. The Board shall adopt special rules of order for the conduct of such meetings to provide for proper notice, verification of membership and attendance, assignment of the floor and debate, voting, and any other procedures necessary for an orderly meeting.

Section 4. Each Regular member in good standing shall be entitled to one vote in person, by written proxy or by video conferencing/teleconferencing.

Section 5. Voting shall be by voice, show of hands, or written ballot as determined by the presiding officer.

Section 6. Quorum: At regular or special meetings, 25% of the regular members in good standing, present or represented by proxy, shall constitute a quorum for the purpose of conducting business.

ARTICLE V. BOARD OF DIRECTORS

Section 1. As provided in the Articles of Incorporation, all business and affairs of the Club shall be under the control and direction of the Board of Directors. Duties of the individual members of the Board shall include the responsibility for performing such duties as may be agreed upon by the individual members of the Board and the President. Board members shall serve without compensation.

Section 2. All members of the Board shall be members in good standing and shall hold a valid amateur radio operator's license issued by the Federal Communications Commission.

Section 3. The Board of Directors shall consist of seven members: President, Vice President, Secretary, Treasurer, and three Members At Large. Four (4) members of the Board of Directors shall constitute a Quorum.

Section 4. There shall be several subordinate officers or agents as deemed desirable. These officers shall be appointed by the Board and serve such terms, and perform such duties as prescribed by the Board.

Section 5. A vacancy on the Board of Directors shall be filled by the appointment of a qualified Club member by a quorum of the Board of Directors, or by a special election held at the next regularly scheduled meeting.

Section 6. Any director may resign at any time by giving written notice to the President or to the Secretary of the Club. Such resignation shall take effect at the time specified in the notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. Upon affirmative acceptance of election or appointment to office, such director shall be installed immediately.

Section 7. A director with three (3) consecutive unexcused absences from regular meetings shall be deemed to have forfeited office and a vacancy shall occur therein.

Section 8. Any Board of Directors Member may be removed from office for egregious acts, failure to fulfill duties or conflict of interest. Removal from the Board shall be enacted by a majority vote of the other Board members.

ARTICLE VI. OFFICERS

Section 1. The officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer. In all cases where the duties of any officer are not described by the bylaws or by the Board of Directors, such officer shall follow the orders of the President.

Section 2. Duties of the officers:

- a. The President shall be the principal executive officer of the Club, shall preside at all meetings of the Club, shall be the Chairman of the Board of Directors, and shall be an ex-officio member of all committees. He shall perform other customary duties pertaining to the office of President.
- b. The Vice President shall assume the duties of the President during any absence of the President. The Vice President shall be responsible for communicating the Club's objectives, policies, plans, programs, and the activities to the membership and, as appropriate, to the public and amateur radio "fraternity" at large. The Vice President shall also serve as Chairperson of the Program Planning Committee.
- c. The Secretary shall keep a record of the proceedings and meetings, maintain a roster of members, carry on all necessary Club correspondence, and attempt to contact members concerning special meetings and events. The Secretary shall be responsible for documenting and keeping records of meeting minutes. The Secretary shall be responsible for maintaining the official copies of the Articles of Incorporation and Bylaws, which shall be available for inspection by members upon request.
- d. The Treasurer shall propose a yearly operating budget during the month of November and shall be responsible for reporting any variations to the Board during Board meetings. The Treasurer shall pay all approved bills, collect all monies, perform all banking duties, and keep all financial records of such transactions in accordance with standard practices or as authorized by the Board of Directors.

Section 3. The officers shall be elected annually by the members at the monthly meeting, or a special elections meeting of the Club held in November of each year. If a quorum is not present, the election shall be held at the next regular meeting at which a quorum is present. A reasonable attempt shall be made to notify all voting members by email or other means as appropriate to inform them of said meeting.

Section 4. Nominations for office may be made by any voting member prior-to or at the scheduled election meeting as indicated in Section 3 above. Nominations may be made by voice, or if requested by a member, by anonymous nomination. Nominations by email can be made to the secretary.

Section 5. Newly elected officers shall assume the duties of the office at the December meeting or as soon as practical thereafter, and shall hold office for a period of twelve (12) months.

Section 6. Any officer or Board member may be removed by a vote of two-thirds of the voting members present at any meeting assuming the quorum requirement of Article IV, Section 6 is met.

Section 7. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII. COMMITTEES

Section 1. Various special committees may, as required, be appointed by the Board to provide support necessary for the conduct of affairs of the Club.

Section 2. A special committee may, at the discretion of the Board, be dissolved when it is no longer considered useful.

ARTICLE VIII. APPOINTMENTS

Section 1. The Board shall appoint such Trustee(s) as shall be necessary to conduct Club business with the FCC on all matters pertaining to the issuance and maintenance of the amateur radio station license(s) issued to the Club.

Section 2. The Trustee(s) shall be responsible for the Club's compliance with the rules and regulations prescribed by the FCC relative to the operation of the Club's radio station(s) and equipment and shall have sole authority over the use of said equipment where compliance is required by FCC Regulation.

Section 3. The Trustee shall act as the Club's liaison with the ARRL and coordinating with counsels concerning frequency spectrum allocation and use.

Section 4. All actions of the Trustee(s) shall be under direction and control of the Board.

**ARTICLE IX.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Standard accounting principles shall be used for the Club's financial practices and reporting. An annual budget and monthly reports or updates shall be made available to the Officers, Board, and membership by request.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by the President or Treasurer or in such a manner approved by the Board of Directors.

Section 3. All unbudgeted expenditures in an amount greater than five hundred dollars (\$500) shall be approved by the Board prior to payment.

Section 4. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks or other depositories as the Board of Directors may select. The Treasurer is authorized to maintain a cash account, not to exceed \$500.00.

Section 5. The Board of Directors may accept on behalf of the Club any donation, contribution, gift, bequest, or device for the general purposes or for any special purpose of the Club.

**ARTICLE X.
RULES OF ORDER**

Section 1. The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the Club in all cases to which it is applicable and is not inconsistent with the bylaws and standing rules of the Club.

**ARTICLE XI.
AMENDMENTS**

Section 1. Notice of the proposed amendment to these bylaws must have been submitted in writing at a previous regular meeting and provided to each voting member available by any means in advance of the meeting at which the said amendment is to be considered for a vote. These bylaws may be amended at any regular Club meeting by a two-thirds majority of the votes cast at said meeting by regular members in good standing in person or by written proxy. Email votes may be sent to Secretary for privacy.

ARTICLE XII. DISSOLUTION

Section 1. This Club, VCARC, may be dissolved at a regular Club meeting by a three- fourths majority of the votes cast by all voting members. Notice of the proposed dissolution shall be delivered in writing, e-mail, or any means available to all Club members of record at least thirty (30) days before such action is to be taken. Upon approval, Club assets, monies, properties of all kind shall be liquidated to reasonable cash value. The entire proceeds shall be donated to the ARRL, and/or any other 501(c)(3) organization which is friendly to amateur radio, as designated by a two-thirds vote of the Club voting members. The Secretary shall notify California State and Federal agencies required by law. The Trustee shall retain possession of all Club call signs until expiration.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, as the directors of VENTURA COUNTY AMATEUR RADIO CLUB (VCARC), a California non-profit corporation, pursuant to the authority granted to the Directors by these Bylaws, consent to, and hereby do, adopt the forgoing Bylaws, consisting of 9 pages, including the Written Consent and Certificate page, as the Bylaws of said corporation on the date set forth below.

Dated 3/31 MARCH 31, 2022

Robert Shank KM6RSS, Director

Signature Robert Shank KM6RSS

Steve Noll WA6EJO, Director

Signature Steve Noll

Clement Alberts KM6OKZ, Director

Signature Clement Alberts

David Schmidt AI6VX, Director

Signature David Schmidt

Phillip Cohen WA6BUZ, Director

Signature Phillip Cohen

Mark Swaney KD6ASL, Director

Signature Mark J. Swaney

John Gartman W6JPG, Director

Signature John Gartman

This is to certify that the forgoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below:

CERTIFICATE

Dated 3/31/2022, 2022 by Phillip Cohen WA6BUZ, Secretary

Signature Phillip Cohen