

CONSTITUTION AND BY-LAWS
ADOPTED FOR THE REGULATION AND ORDER
OF THE
AMATEUR RADIO ASSOCIATION OF CENTRAL CALIFORNIA
January 2007

ARTICLE I: PURPOSE, DIRECTIVE AND MISSION

- a. Wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, the AMATEUR RADIO ASSOCIATION OF CENTRAL CALIFORNIA (ARACC) hereby enacts this constitution as our governing law. It shall be our primary purpose to serve in the public interest, to provide such emergency and/or auxiliary communications as required by Public Service or other Agencies in the interest of health, safety and welfare, to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct classes, education programs and activities in order to advance the general interest and welfare of Amateur Radio in the community.
- b. This Organization may from time to time establish policies which further define our mission and its activities. However, in no case shall these policy expressions contradict or otherwise oppose the provisions of this document. Such policy statements must be written, distributed to each member, and kept with these by-laws until they are modified or canceled.
- c. This organization, the Amateur Radio Association Of Central California, also shall herein be identified as Association, Organization or ARACC, and any such reference shall mean the same for the purpose of this document.

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of business of the Association is hereby fixed and located at 4473 N. Van Dyke Ave., Fresno, California 93705, in the city of Fresno, County of Fresno, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said city as it may from time to time deem expedient and in the best interests of this Association.

SECTION 2. SEAL

This Association shall have a common logo or seal, consisting of an ellipse, displaying the words

ARACC
AMATEUR RADIO ASSOCIATION OF CENTRAL CALIFORNIA



SECTION 3. ORGANIZATIONAL RESOLUTION

a. This organization is established exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities that are not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II: MEMBERSHIP ELIGIBILITY

a. Any person interested in Amateur Radio station operation and techniques, shall be eligible to become a member of this Association. It is not an element of qualification for membership that such applicant be licensed for the operation of an Amateur Radio station.

b. Membership shall be by application, and election, upon such terms as the club shall provide in its By-Laws. Applications for membership shall be submitted via mail or at regular meetings. The Board of Directors shall consider each application on its merits as established for qualified membership in the Association. If an application does not pass, the applicant shall be advised that the information will be retained for future consideration.

c. **FULL MEMBERSHIP** is open to licensed amateurs. Full membership includes all club privileges as well as rights to hold a club office and to vote for club officers.

d. **ASSOCIATE MEMBERSHIP** is open to all interested persons and especially those actively engaged in a class leading to an Amateur Radio license. Associate membership includes all club privileges except for the right to hold office and vote for club officers. Associate Members shall have voting rights in all other matters considered by the Club.

e. Dues will be set according to ARTICLE VI.

ARTICLE III: BOARD OF DIRECTORS AND OFFICERS

SECTION 1. The ARACC Board Of Directors shall consist of four Full Members, elected by the Association as the Club's officers. The immediate Past President, shall comprise a full voting panel of five.

SECTION 2. The Officers of this club shall be President, Vice-President, Secretary, Treasurer, and Past President. The offices of Secretary and Treasurer may be combined if the Club Members decide it is prudent.

SECTION 3. Officers/Board Members shall be elected for a term of one year by ballot of the qualified Full Members present at the Annual Meeting, provided there is a quorum as defined in ARTICLE V, SECTION 1.

SECTION 4. Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation.

SECTION 5. Officers may be removed by a three-fourths (75%) vote of the membership.

ARTICLE IV: DUTIES OF OFFICERS

SECTION 1. The PRESIDENT shall preside at all meetings, and conduct them according to the adopted rules. He/she shall enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents adopted by the club, and perform all other duties pertaining to the office of President. The President shall appoint and manage any special committees to serve the Club's needs and interests.

SECTION 2. The VICE-PRESIDENT shall assume all the duties of the President in his/her absence. In addition, he/she shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity, as approved by the club.

SECTION 3. The SECRETARY shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read communications at each meeting, and deliver meeting notices to each member. It shall be the duty of the Secretary to keep the Constitution and By-Laws of the Association and have the same with him/her at every meeting. He/she shall note all amendments, changes and additions to the Constitution, and shall permit it to be consulted by members upon request. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

SECTION 4. The TREASURER shall receive, and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization by the club, or its officers, constituting a business committee. At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor.

SECTION 5. PAST PRESIDENT. In order to provide continuity, the immediate Past President shall automatically be elected to serve as a fifth member of the panel, and shall have full voting rights in Board decisions. If the same person is re-elected as President, or is not able to serve, then this section is void.

SECTION 6. POWERS OF DIRECTORS. The Board of Directors shall have full power and authority to do and perform all of the following: To borrow money on behalf of the Association, including the power and authority to borrow money from any of the Members, Directors, or Officers of the Association, and to otherwise incur indebtedness on behalf of the Association and to authorize the execution of promissory notes or other evidences of indebtedness of the Association and to agree to pay interest thereon, and to sell, convey, alienate, assign,

transfer, lease, exchange and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property, real or personal, and the franchises of the Association. The Board of Directors shall have full power to lease the property of the Association and generally to do and perform, or cause to be done or performed, any and every act which the Association may lawfully do and perform, except as said powers are herein limited. The Board of Directors, however, shall have full power and authority without authorization or approval from the members of the Association, to purchase, lease, or otherwise acquire property, real and personal, on behalf of the Association, and in the ordinary course of business, to enter into such contracts as they may deem advisable. The interest to be paid on promissory notes shall be agreed upon by the Directors at the time of origination.

SECTION 7. COMPENSATION OF OFFICERS. No officer, agent or employee of the Association shall be paid any fixed salary or compensation for service as such, except as may be specifically authorized by the Board of Directors in each instance.

SECTION 8. BOARD QUORUM. A simple majority of the authorized number of Directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the Directors present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the action of the Board of Directors.

ARTICLE V: MEMBERSHIP MEETINGS

SECTION 1. QUORUM. A minimum of one-third (33.3%) of the membership shall constitute a quorum for the transaction of business.

SECTION 2. ANNUAL MEETING. The Annual Meeting of the members of this Organization shall be held on the second Saturday of October of each year, at 2:00 P.M. local time. However, should the day fall upon a legal holiday, or if good cause is apparent that the meeting date and time should be changed, then such annual meeting of members shall be held at the same time and place within the next thirty (30) days, the date to be selected by the Board of Directors.

SECTION 3. REGULAR MEETINGS. The Club's Regular Meetings shall be held on the second Saturday of each calendar month. With the exception of the Annual Meeting, the Board may suspend or postpone meetings if necessary.

SECTION 4. SPECIAL MEETINGS. Special Meetings may be called by the President, or upon the written request of any five club members. Notices shall be sent to members, through e-mail or telephone, concerning special meetings, and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be given not less than 24 hours before the meeting.

ARTICLE VI: DUES

SECTION 1. A regular assessment per member is to be paid annually on the first day of January, in accordance with the provisions of Article II of the constitution, for the purpose of providing funds for expenses. Members joining in June may be assessed at half the annual rate.

SECTION 2. The club, at any regular meeting with a quorum present, and in accordance with ARTICLE V, SECTION I, may by majority vote, levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization.

a. Non-payment of such dues or assessments shall be cause for expulsion from the club, within the discretion of the membership.

ARTICLE VII: SUSPENSION AND EXPULSION OF MEMBERS

SECTION 1. The Board of Directors may, by vote of a majority of its members present at any regular or special meeting, suspend, expel, and terminate the membership of any member for conduct which it may determine to be of such character as to disturb the order, dignity, business, or for action which impairs the good name of this Organization, or for any conduct which is in violation of these By-Laws. However, such decision must be ratified by three-fourths (75%) of the membership. The Secretary shall, within 10 days following the action, issue a written notice to the member, detailing the allegations, and advising of the right to appeal

SECTION 2. Upon receipt of said notice, a member, wishing to contest such action, must submit a written response within 30 days,. The member may request a hearing on the matter, and the Organization shall schedule such hearing to reconsider the action(s) taken. If no change is warranted, after a careful and fair hearing of facts in the case, the process shall be considered final. Any balance of dues paid may be forfeited.

ARTICLE VIII: MEMBERSHIP ASSISTANCE AND PUBLIC SERVICE

SECTION 1. The club, through Technical and Operating Committees, shall maintain programs to assist, inform and educate the membership.

SECTION 2. The Organization shall foster and guide public relations, community service and education.

ARTICLE IX: ROBERT'S RULES OF ORDER.

Robert's Rules shall govern ARACC proceedings.

ARTICLE X: AMENDMENTS

This Constitution and/or By-Laws may be amended by a two-thirds (66.66%) vote of the total membership. Proposals for amendments shall be submitted in writing at a regular meeting and shall be submitted for a vote at the next regular meeting, provided all members have been noticed of the intent to amend the Constitution and/or By-Laws at said meeting.