

# Bylaws of the Los Angeles Area Council of Amateur Radio Clubs, Inc.

## ARTICLE I Organization

Section 1                    The LAACARC is incorporated as a Nonprofit, Mutual Benefit, Corporation and is registered with the State of California (C0607722).

## ARTICLE II Membership

Section 1.                    Membership:                    Membership in this corporation shall be granted upon written application by any amateur radio organization in Los Angeles County consisting of 4 persons or more, provided the required dues are simultaneously paid and upon acceptance of the application and dues by the Council Directors. In addition, applications for an individual delegate position may be obtained after an invitation application from the Council Directors is extended and accepted along with the dues payment. These invitations will be issued to those individuals who have provided past service to the Council for the betterment of Amateur Radio and who no longer have a club affiliation. When all the membership conditions are met the Secretary shall add that club, or Individual to the Council roster. Membership is year-to-year continuous provided current dues are paid.

Section 2                    Delegates:                    Each member club shall designate on the yearly application in writing to the Council, a Delegate and an Alternate Delegate to attend Council meetings. The following American Radio Relay League (ARRL) elected or appointed officials shall also be designated Delegates-at-Large having a voice, but not a vote, on Council matters: Director, Southwestern Division; Vice-Director, Southwestern Division; Section Manager, Los Angeles Section.

Section 3                    Voting:                    Each delegate, or in his/her absence, the Alternate, shall have one vote. A simple majority vote of the voting member delegates in attendance at each meeting shall pass all business and votes brought before the Council.

## ARTICLE III Officers

Section 1                    Officers:                    The officers of the Council, also called Directors to satisfy Corporation requirements, shall be a Chairman, a Vice Chairman, a Secretary, and a Chief Financial Officer (Treasurer), and be selected from the delegates.

Section 2                    Election and Term Limits:                    Officers shall be nominated at the September meeting by a nominating Committee appointed by the Chairman at the July meeting. Term of office is one year. An officer may succeed himself/herself. Voting for officers shall be conducted at the November meeting, with the new officers installed as the last order of business of that meeting.

Section 3                    Officer Voting:                    Officers shall not lose their club delegate status, and therefore shall be entitled to vote on behalf of their club on all matters. The Chair will be responsible for casting a tie breaking vote in the event that it becomes necessary.

Section 4                    Resignations:                    An officer or member of a Committee may resign upon verbal or written notice to the Secretary. The remaining officers or committee members, by majority vote, shall appoint a qualified person to fill such vacancy. Delegate resignation replacements are the prerogative of the club they represent and the new Delegate and/or Alternate will then be accepted upon written notification to the Council.

## ARTICLE III Officers

Section 5                      Committees:     The Chairman, with the approval of the membership, shall appoint committees and their Chairs as required. Committees shall be dissolved by mutual consent when their work is completed.

Section 6                      Financial Audits:     At the end of each year in preparation for the mandated IRS filings, the Treasurer will have reports ready and be prepared for a detailed audit. This audit will then be conducted by a committee appointed by the Council Chair.

## ARTICLE IV Meeting

Section 1                      Place of Meetings:     Meetings, including the Annual meeting, shall be held in the County of Los Angeles, California.

Section 2                      Quorum:                A majority of Officers, also known as Directors, shall constitute a quorum for the transaction of corporate business. For meetings and the general business brought before the council at physical meetings or in writing via email, no less than two Officers/Directors are required as part of the quorum. For physical meetings there will be no minimum number of delegates required to establish the quorum as long as the Officer/Director portion of the quorum is met. For email or virtual meetings a 51% minimum of Council Voting Delegates will be considered a part of the quorum.

Section 3                      Regular Meetings:     Council meetings shall be held every two months in January, March, May, July, September, and November. The November meeting may also be called the Annual Meeting. Meeting time is usually, but not required to be, 1930 PST, with a goal of adjournment by 2100 hours. Notifications of impending meetings will be announced via email and via the Council Website. Minutes, announcements, and other items of interest to amateur radio operators will also be available on the website. Any Delegate may invite guest attendees.

Section 4                      Rules of Order:        Roberts Rules of Order shall govern the conduct of meetings except where they may conflict with these Bylaws, in which case these Bylaws take precedence.

The Order of Business shall be:

1. Call to Order
2. Pledge of Allegiance
3. Self Introductions of Attendees
4. Reading and Approval of previous minutes
5. Treasurer's Report
6. Report of the Chairman, Secretary and Committees
7. Reports from ARRL Officials
8. Old Business
9. New Business
10. Program or Items from the floor
11. Election and Installation of incoming Officers (November Meeting)
12. Adjournment

**ARTICLE V**  
**Dues and Assessments**

Section 1                    Dues:            Annual dues for the next calendar year shall be established at the September meeting to be applicable for the following year. Clubs or Delegates joining in November shall be considered paid for the following year. The fiscal year shall be the calendar year.

Section 2                    Assessments:    These Bylaws provide for special-purpose assessments if the need for them is determined to exist, as recommended by the Council Directors and voted by the Delegates.

**ARTICLE VI**  
**Amendments**

Section 1                    These Bylaws may be altered or amended by majority vote of the attending Delegates at any regular meeting provided each Delegate has been presented advanced notice of proposed changes. Proposed changes will be discussed in person or via email and will not be posted on the Council's website with discussion to follow at the next meeting. A final vote to ratify amended bylaws will be taken at the following regular meeting and will become effective upon approval. The Council Secretary will then provide a copy to the Secretary of State as part of the Corporate Documentation.

**ARTICLE VII**  
**Relationship with HAMCOM, Inc.**

Section 1                    It shall be the policy of the Council to maintain a supportive relationship with the separate organization called HAMCON, Inc. whose purpose is the sponsorship of certain ARRL Southwestern Division conventions. This support will start with the recognition that any entity wishing to belong to Hamcon, Inc. must be a member in good standing of either this council or the equivalent in the Orange County region. To qualify as a member in good standing, the Club/Delegate must attend a minimum of 50% of the regularly scheduled council meetings per year.

**CERTIFICATION**

The undersigned certify that:

1. We are duly elected Directors as stated in the minutes of the Corporation.
2. These Bylaws were adopted at the meeting of March 6, 2012
3. These Bylaws supercede those dated January 4, 2005, which shall hereafter be inactive.

\_\_\_\_\_ Joy E. Matlack, KD6FJV  
Chairman

\_\_\_\_\_ Steve Wardlaw, KN6Y  
Vice Chairman

\_\_\_\_\_ Richard B. Whited, KG6JKJ  
Secretary

\_\_\_\_\_ Marjorie Hoffman, KG6TBR  
Treasurer