

By-laws voted in September 19, 2016, and last amended on February 21, 2022.

# CHICKASAW AMATEUR RADIO ASSOCIATION BY-LAWS

## ARTICLE 1: Name and Purposes of the Organization

### 1.1 Name

This organization shall be known as the Chickasaw Amateur Radio Association. (Hereinafter referred to as C.A.R.A.)

### 1.2 Purposes

C.A.R.A is incorporated as a non-profit corporation under the laws of Mississippi. The Purpose of C.A.R.A. is promoting the advancement of the Amateur Radio Service; Enhancing the value of Amateur Radio Service to the public, particularly with respect to providing emergency communications; providing an organization for joint contributions to the advancement of Amateur Radio; encouragement and improvement of amateur Radio Service by providing means and facilities for advancing skills in both the communication and technical phases of Amateur Radio for education, civic, social, research and recreational purposes; providing suitable facilities for meeting of members; owning and operating an amateur radio station; affiliating or co-operating with the American Radio Relay League, Inc. and other organizations interested in the promotion of Amateur Radio Service and the radio art; and the support of any literary or scientific undertaking promoting the advancement of Amateur Radio. It shall be the policy of C.A.R.A. to join with other Local, National & International Amateur radio groups, as appropriate, to provide unity of Action in supporting all aspects of Amateur Radio.

## ARTICLE 2: Government

### 2.1 Officers

The officers of C.A.R.A will be President, Vice President, Treasurer, Secretary and Past President/Board Member at Large, if a Past President is not available or willing to accept the position of Past President a member that meets the Eligibility for Office as set forth in these By-Laws may be elected to the position of Board Member At Large. This will ensure that there are no ties during Board Meeting Votes. Each shall serve a term of one year.

### 2.2 Board of Directors

The general governing authority of C.A.R.A. shall be vested in a board of directors, which shall consist of the elected officers. Each shall serve a term of one year. The duty of the Board of Directors is to conduct the business of C.A.R.A. Each director shall have one vote in all matters.

### 2.3 Eligibility for Office

All regular members of C.A.R.A holding a current Amateur Radio License which has been in good standing for 6 Months shall be eligible to hold any of the listed offices, except that no more than one elected office may be held at any one time.

## 2.4 Definition of Duties in ranking order

### 2.4.1 President

The President shall preside at all meetings of C.A.R.A. and shall conduct the meetings according to the rules adopted (Robert's Rules of Order should be used unless in direct conflict with these By-Laws.) The president shall enforce due observance to the Charter of Incorporation and the By-Laws; decide all questions of order; sign all official documents adopted by C.A.R.A., and none other; and perform all customary duties pertaining to the office of President, except when the President appoints another member to serve instead. The President shall serve as an exofficio member of all standing committees.

### 2.4.2 Vice President

The Vice President shall assume all duties of the President in the absence or incapacity of the President.

### 2.4.3 Secretary

The Secretary shall perform all recording duties as required for the operation of C.A.R.A., have charge of the Minutes of Meetings of C.A.R.A., sign all such instruments as require the Secretary's signature and shall make such reports and perform such duties as are incident to the office. The Secretary shall have responsibility for the taking of minutes of all Regular and Special Meetings of C.A.R.A. The Secretary shall maintain custody of all non-financial C.A.R.A. records, be responsible for assuring that notices for all special Meetings or other designated events are issued, and perform such corresponding duties as are required for the operation of C.A.R.A.

### 2.4.4 Treasurer

The Treasurer shall have custody of all funds and securities of C.A.R.A. and deposit same in the name of C.A.R.A. in such financial institutions as appropriate. The Treasurer shall sign all checks and all other instruments as require his/her signature, and shall make such reports and perform such other duties as are incident to the office. The Treasurer shall be responsible for the collection of C.A.R.A. dues and all other monies due C.A.R.A. The Treasurer shall make no distribution of funds without proper authorization by C.A.R.A. The Treasurer shall keep a complete record of C.A.R.A.'s Membership, Financial condition and accounting of all C.A.R.A. money and shall submit an Annual Report to the members. The Treasurer shall submit an itemized statement of receipts and disbursements at each Regular Board Meeting. An audit of the Treasurer's accounts may be carried out at any time by an audit committee appointed by the membership at a Regular or Special Meeting of C.A.R.A.

### 2.4.5 Past President/Board Member At Large

The Past President/Board Member At Large will share in the decision making process essential to the prudent management of Club affairs. The Past President will assist in a seamless transition to a newly elected President. It shall also be the responsibility of this officer to perform additional duties as directed by the President.

### 2.5 Presiding Officer

The highest-ranking Officer of C.A.R.A. present shall preside over any Regular or Special Meeting, except when (under exceptional circumstances only) they designate another officer or member to preside. The presiding officer shall only vote on matters of C.A.R.A. business in the event of a tie.

### 2.6 Final Duty of an Officer

When an Officer vacates their office for any reason, they shall immediately turn over all items in their possession belonging to C.A.R.A. to their successor, or to another Officer if no successor is available at that time.

### 2.7 Committees

The President shall appoint all standing committees as may be deemed appropriate except where By-Laws otherwise indicate. The President may appoint or remove Special or Temporary Committees at any time.

## ARTICLE 3: Election and Removal of Officers

### 3.1 General Elections

The Officers of C.A.R.A shall be elected by current licensed regular members at the November Regular meeting. A Nominating Committee may be appointed by the President before the October Regular meeting. At the October and November Regular Meetings, nominations will be taken from the floor. Nominations shall be closed immediately prior to the election. No proxy or absentee ballots shall be accepted, the newly elected officers shall assume the duties of their offices effective the first meeting of January. Officers shall be elected by current licensed regular members one at a time starting with President then Vice-president, Secretary then Treasurer.

### 3.2 Resignation of Officers

Resignation of an Officer shall be effective when received in writing by another Officer.

### 3.3 Removal of Officers

An Officer of C.A.R.A. may be removed from office only by a two-thirds vote of the Members in attendance at a Special Meeting called for that express purpose. Such a meeting may be called by a majority vote of the member's membership at a Regular Meeting of C.A.R.A. The Special Meeting must be held no sooner than 10 days or later than 30 days after the Regular Meeting at which the Special Meeting was called. Proper notice of said meeting must be given and shall consist of transmittal to the Membership of the proposed action and the time and place of the meeting, in the same manner as is used to provide notification of the Regular Meetings of C.A.R.A. This shall be done in such a manner that there is a reasonable expectation of receipt of such notice prior to said Special Meeting. The President must call a special meeting upon receipt of a petition signed by at least 10 members. The special meeting shall take place no sooner than 10 days or later than 30 days after the petition is received.

### 3.4 Filling of Vacancies

The Board of Directors must fill all vacancies on the Board for the remainder of the current term.

## ARTICLE 4: C.A.R.A. Meetings

### 4.1 Quorum

A quorum is necessary to conduct business at any meeting.

#### 4.1.1 Regular and Special Meetings

A quorum shall consist of a minimum of 20 percent of the C.A.R.A Regular Membership, including a minimum of two Officers.

#### 4.1.2 Board Meeting

A quorum shall consist of three or more Directors.

### 4.2 Regular Meetings

A Regular Meeting is intended to be attended by the maximum possible Members of C.A.R.A. Said meeting should be scheduled at a time and place so as to allow the maximum number of Members to attend. Such meeting shall conduct such business, as the Membership shall deem appropriate, except where restricted by these By-Laws. The Board will set regular meeting dates and announce it to the membership. Meeting times will be announced on the club repeater, via e-mail, and, if requested, by U. S. Mail.

### 4.3 Special Meeting

A Special Meeting is a Meeting called for a special purpose. No other business can be conducted other than the purpose for which the meeting was called and announced to the members. Such Special Meeting shall be called by a majority vote of the regular members in attendance at a Regular Meeting, or by the President.

### 4.4 Board Meeting

A Board Meeting is for the purpose of conducting the business of C.A.R.A. A Board Meeting should be held at a pre-announced time and place. All Members are encouraged to attend and participate in such Meetings.

## ARTICLE 5: Association Membership

### 5.1 Membership

Membership in C.A.R.A. shall be open to all persons interested in Amateur Radio, without regard to race, color, religion, sex or national origin.

### 5.2 Regular Membership

Regular Members are those persons who have paid such dues as established by C.A.R.A. Only those Regular Members holding a current Amateur Radio License may Vote.

### 5.2.1 Associate Member

Membership will be granted to individuals who pass a Technician test administered by CARA VE's. Membership may also be awarded on special occasions by majority vote of the Board. Associate members are granted all privileges afforded to regular members with exception of voting rights.

### 5.2.2 Current Elected Board Members

Current elected/presiding Board Members shall have all the privileges of a Regular Membership in C.A.R.A., but shall have the option to be exempt from Regular Membership dues during the period they are elected and shall expire at such time the Board Member either resigns or is replaced by election or termination.

### 5.3 Life Membership

Life Membership may be conferred upon those Members, as C.A.R.A. deems appropriate. This may be accomplished by a majority vote at a Regular Meeting, following nomination at a Board Meeting. Life Members shall have all the privileges of Regular Membership in C.A.R.A., but shall be exempt from Regular Membership dues.

### 5.4 Term of Membership

The term of Membership shall run concurrent with the business year.

### 5.5 Application for Membership

Application for Membership shall be made on an approved form and presented to an Officer and approved by a majority of the Board Members.

### 5.6 Revocation of Membership

Notwithstanding other provisions of these By-Laws, a person's Membership may be revoked for cause. The person whose Membership is being considered for revocation shall be given notice of the proposed action and shall have the right to be heard by any Meeting that is considering the possible revocation. Said revocation shall first be considered by the Board and, upon recommendation of the Board, shall be voted on by the membership via secret ballot. A Quorum is required at all aforesaid Meetings to accomplish said revocation. Persons who have previously had their Membership in C.A.R.A. revoked for cause must be approved for Membership by a similar vote.

## ARTICLE 6: Fiscal Matters of C.A.R.A.

### 6.1 Regular Membership Dues

Dues shall be payable on an annual basis due by March 31st, concurrent with the Business year, in an amount decided by a majority vote of the regular members in attendance at a Regular Meeting.

## 6.2 Repeaters

C.A.R.A. will provide funds for maintenance and upgrading of All Repeaters owned and operated by CARA. The operation and upkeep of the repeater shall be the responsibility of the trustee as assigned by the Board of Directors.

## 6.3 Business Year

The Business Year shall run from 1 January to 31 December.

## 6.4 Expenditure Authorizations

### 6.4.1 Regular Meeting

Authorization of an expenditure of the club's monies may be approved by a majority vote of the regular members in attendance at a regular meeting.

### 6.4.2 Special Meeting

Authorization of an expenditure of any amount of the club's monies may be approved by a majority vote of the regular members in attendance at a special meeting.

### 6.4.3 Board Meeting

At a Board Meeting, the Board of Directors may authorize any expenditure necessary for the upkeep of the repeater and/or up to 500 dollars for other club needs.

## ARTICLE 7: Amendment of By-Laws

These By-Laws may only be amended by a 51% vote of the entire Membership, provided that Proper Notice is given. Proper notice shall consist of the same procedures used to publicize a Regular Meeting. The exact wording of the proposed By-Law change must be submitted to the Membership in writing at a Regular Meeting. The Proposed Amendments may not be voted upon until the Next Regular Meeting. Absentee ballots will be accepted from eligible voters.

## ARTICLE 8: Dissolution of C.A.R.A.

C.A.R.A. may only be dissolved by a two-thirds vote of the entire membership at either a Regular Meeting or a Special Meeting, provided that proper notice is given. Proper notice shall consist of transmittal of the proposed dissolution of the proposed By-Law change and the time and the place of the meeting, to the Membership, in the same manner as is used to publicize a Regular Meeting. This shall be done so that there is a reasonable expectation of receipt of such notice prior to said meeting. Dissolution of C.A.R.A shall be deemed to have occurred only after the assets and equipment of C.A.R.A. have been donated to one or more nonprofit organizations, as determined by a majority vote of the Members present at a Regular or Special Meeting held for the purposes of such asset distribution.

## Amendments to By-Laws

The following amendments were made to the By-Laws per Article 7.

1. The following amendments were voted on and approved on 2/21/2022 during the regular meeting.
  - a. **NOTE: According to the By-Laws per Article 7 at the time of this vote, 51% of the regular paid membership were required to vote on these changes. On 2/21/2022, we had 44 paid and eligible voting members, which means that 23 members were needed to cast a vote. There was a total of 35 members who voted in person and online (79.5% voted).**
    - i. Voting results (including proxy and in person votes): (35 votes total cast – needed 23 of 44 active members to meet 51%)
      1. Article 2.1 – 32 Yes, 3 No
      2. Article 2.3 – 30 Yes, 5 No
      3. Article 2.4.5 – 32 Yes, 3 No
      4. Article 5.2.2 – 29 Yes, 6 No
  - b. ARTICLE 2: Government
    - i. 2.1 Officers
      1. Original text
        - a. The officers of C.A.R.A will be President, Vice President, Treasurer, Secretary, and Past President. Each shall serve a term of one year.
      2. Amended text
        - a. The officers of C.A.R.A will be President, Vice President, Treasurer, Secretary and Past President/Board Member at Large, if a Past President is not available or willing to accept the position of Past President a member that meets the Eligibility for Office as set forth in these By-Laws may be elected to the position of Board Member At Large. This will ensure that there are no ties during Board Meeting Votes. Each shall serve a term of one year.
    - ii. 2.3 Eligibility for Office
      1. Original text
        - a. All regular members of C.A.R.A holding a current Amateur Radio License which has been in good standing for one year shall be eligible to hold any of the listed offices, except that no more than one elected office may be held at any one time.
      2. Amended text
        - a. All regular members of C.A.R.A holding a current Amateur Radio License which has been in good standing for 6 Months shall be eligible to hold any of the listed offices, except that no more than one elected office may be held at any one time.

iii. 2.4.5 Past President/Board Member At Large

1. Original text: none

2. Amended text:

- a. The Past President/Board Member At Large will share in the decision making process essential to the prudent management of Club affairs. The Past President will assist in a seamless transition to a newly elected President. It shall also be the responsibility of this officer to perform additional duties as directed by the President.

c. ARTICLE 5: Association Membership

i. 5.2.2 Current Elected Board Members

1. Original text: none

2. Amended text:

- a. Current elected/presiding Board Members shall have all the privileges of a Regular Membership in C.A.R.A, but shall have the option to be exempt from Regular Membership dues during the period they are elected and shall expire at such time the Board Member either resigns or is replaced by election or termination.