

# Las Cumbres Amateur Radio Club Bylaws

The Las Cumbres Amateur Radio Club is a California non-profit mutual benefit corporation.

## ARTICLE I: OFFICES

- §1.0 The name of this corporation is the Las Cumbres Amateur Radio Club (LCARC), referred to as "the Club".
- §1.1 The principal office of the Club for the transaction of business is located at P.O. Box 2451, Cupertino, CA 95015
- §1.2 The Board of Directors is hereby granted full power and authority to change the principal office of the Club from one location to another in California. Any such change shall be noted in these bylaws, the State of California will be notified by the Secretary.

## ARTICLE II: PURPOSES OF THE CLUB

- §2.0 The purposes of the club are to:
  - a) Facilitate scientific education and knowledge of radio engineering and communication skills by providing state-of-the-art communication equipment for use by the members.
  - b) Provide voluntary noncommercial communication particularly providing emergency communication as a public service and without any remuneration.
  - c) Promote amateur radio by facilitating the exchange of information between members, improve individual operating efficiency and strengthen the welfare of amateur radio in the community.

## ARTICLE III: MEMBERSHIP

- §3.0 Members shall hold an amateur radio license issued under Part 97 of the Rules and Regulations of the Federal Communications Commission.
- §3.1 The membership is comprised of employees and retired employees of Hewlett-Packard Company and /or the residents of a community known as Las Cumbres, California; called HP/LC members hereafter. Other members are without restriction as to employment or place of residence and will be referred to as non-HP/LC as a group.
  - §3.1.1 A member's HP/LC or non-HP/LC status is fixed on their date of admission to the club (admission status). Except under conditions as described in §3.1.2, this status does not change and applies to all current members.
  - §3.1.2 If a non-HP/LC member either becomes employed by the Hewlett-Packard Company or becomes a resident of the community of Las Cumbres, California, their admission status is changed to HP/LC. If an HP/LC member ceases to become employed by the Hewlett-Packard Company or a Las

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Cumbres community resident moves from the Las Cumbres community, their admission status remains HP/LC.

- §3.2 To apply for membership an application must be presented to the membership chairman.
- §3.2.1 Upon application, a HP/LC applicant who has met the clubs criteria for membership will be granted club membership. Other applicants will be admitted at a maximum number of persons per month as annually established by the membership. If the number of approved non-HP/LC applicants exceeds the maximum number of persons per month as established by the membership, those applicants are placed on a wait list in chronological order according to the date of their application approval.
- §3.2.2 All applicants on the wait list at the time of this by-laws ratification (approximately 1-May-94) are granted club membership.
- §3.3 All memberships include the right of any other licensed radio amateurs in a member's family (e.g. spouse, son, daughter), residing in the same household, to use the Club's equipment and confidential information and participate in Club technical and social activities.
- §3.4 Upon death of a member who has a licensed radio amateur in his family, the (family) amateur may assume the remaining term of membership.
- §3.5 Membership and all rights thereof shall be terminated upon non-payment of dues within a reasonable period set by the Officers, or upon the cancellation or expiration of a member's license by the Federal Communications Commission.

## ARTICLE IV: BOARD OF DIRECTORS

- §4.0 There shall be seven Directors elected from the membership.
- §4.1 Elections shall be by secret ballot at the annual members meeting.
- §4.2 The term of office shall be two years. Three Directors will be elected in even-numbered years, and four Directors will be elected in odd-numbered years.
- §4.3 The Directors are ultimately responsible for the club operation and shall cause to happen any action required of a California corporation by State or Federal law.
- §4.4 The Directors shall annually appoint the operating Officers. The President, Vice President, Secretary, and Treasurer shall be selected from among the Directors. The remaining Officers positions shall be filled from the membership.
- §4.5 The Directors shall make written club policy.
- §4.6 The Directors shall propose an annual budget and annual dues and present them to the Club membership for approval at the annual members meeting.

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- §4.7 The Directors shall set the time and place of the annual members meeting to take place during the month of February.
- §4.8 A quorum of four Directors is required to conduct business.
- §4.9 The elected Directors may appoint non-voting Advisors, to serve at the pleasure of the Board in an advisory capacity.
- §4.10 Director vacancies will be filled by appointment by the Board of Directors for the duration of the term within 30 days of the vacancy.
- §4.11 Any Director not present at four consecutive schedule monthly board meetings may be removed by a vote of four board members, creating a vacant position.

### ARTICLE V: OFFICERS

- §5.0 The officers of the Club shall be: President, Vice President, Secretary, Treasurer, Technical Committee Chairman, Membership Chairman, and the Station Trustee. No person shall hold more than one office.
- §5.1 The Officers are responsible for the day-to-day business operation of the club.
- §5.2 A quorum of four Officers is required to conduct business at Officers' meetings.
- §5.3 The President will set the time and place for regular meetings and any Officers' / Directors' meetings, and shall preside at these meetings.
- §5.4 The President shall be an ex-officio member of all committees.
- §5.5 The Vice President shall, in the absence of the President, perform all duties of the President.
- §5.6 In the absence of the President and Vice President at meetings, the order of succession shall be: Secretary, Treasurer.
- §5.7 The Treasurer shall collect receive, and deposit all funds due or belonging to the club, and shall make such disbursements as necessary to meet the just and due obligations of the club, as directed by the Board of Directors. The Treasurer shall present a financial status at each general membership meeting and give a detailed report of financial transactions quarterly.
- §5.8 Officers are responsible for collecting dues and implementing the budget.
- §5.9 Officers are responsible for approving membership applications.
- §5.10 Officers vacancies shall be filled by appointment by the Board of Directors within 30 days of the vacancy.

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## ARTICLE VI: MEETINGS

- §6.0 A quorum for regular meetings of the annual meeting is fifteen percent of the club membership. Issues are to be decided by a majority vote (a number greater than half the total votes cast not including blanks and abstentions).
- §6.1 Voting at any meeting may be by voice vote, or written (ballot) as determined by the presiding Officer. Proxy voting is not allowed.
- §6.2 A special meeting may be called by a petition submitted to the President. The petition must state the purpose of the meeting and be signed by at least ten percent of the members. The meeting must be held within thirty days following receipt of a valid petition.
- §6.3 Action by written ballot without a meeting may be taken, if a ballot is sent to every member in good standing. The ballot may be delivered to the Club Secretary or deposited in the US Mail. This ballot shall provide an opportunity for the member to give approval or disapproval of each proposal being set forth in the ballot, and for each action to be taken. The ballot must specify the time by which they must be received by the Club in order to be counted.

## ARTICLE VII: COMMITTEES

- §7.0 Committee chairpersons shall be appointed by the President on an annual basis. Committee chairpersons shall select and appoint committee members, and may establish sub-committees as they deem necessary.
- §7.1 Special Committees may be established for any purpose, on an ad hoc basis, by the President or Board of Directors.
- §7.2 Standing Committees shall include, at a minimum:
- a) Technical Committee: responsible for maintaining the Club's equipment and facilities, in accordance with the direction of the membership
  - b) Membership Committee: responsible for maintaining membership records and processing membership applications.
  - c) Nominating Committee: responsible for nominating a slate of candidates for the annual members meeting. The slate shall be deposited in the US Mail 15 days in advance of the annual members meeting.
- §7.3 An Auditing Committee shall be appointed consisting of at least two members to conduct an audit of the financial records of the Club within fifteen days after the fiscal year ends.

## ARTICLE VIII: LIABILITY OF DIRECTORS, OFFICERS, AND MEMBERS

- §8.0 The Directors may adopt a resolution to purchase and maintain insurance on behalf of the Directors, Officers, or agents of the Club covering any liability asserted against them as well as to reasonably insure the Club.

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## ARTICLE IX: LOANS AND SPECIAL TRANSACTIONS

- §9.0 The Club shall not use its funds to either give money or make loans for the personal benefit of any member.
- §9.1 The Club may from time to time establish special accounts, separate from the general fund, to facilitate special purchase or events.
- §9.2 The Club will not assume any debt to facilitate special purchases or events.

## ARTICLE X: AMENDMENT TO THE BYLAWS

- §10.0 Proposals for amendments to the bylaws with exception of §1.1 and §1.2 shall be submitted to the entire membership by depositing in the US Mail in writing at least thirty days prior to voting thereon, and shall be approved by a majority vote of the entire membership.

## ARTICLE XI: TERMINATION OF THE CORPORATION

- §11.0 The sale, merger or voluntary dissolution of the Club shall be in conformity with the appropriate provisions of the California Corporation Code.
- §11.1 All moneys or divisible assets derived from a sale, merger, or dissolution taken under this article shall be divided equally among all members in good standing as of the date the transaction is consummated.

## ARTICLE XII: RULES OF ORDER

- §12.0 The Board of Directors, at their first annual meeting, shall designate which edition of *Robert's Rules of Order*, as published by Scott, Foresman, and Company shall be utilized for that year. The rules contained therein may be invoked by the presiding Officer in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt. The Club Secretary shall be the custodian of the selected edition.

## ARTICLE XIII: NOTICES

- §13.0 All notices required or authorized under these bylaws shall be given in writing. A notice shall be effective upon delivery if delivered in person or in two days after mailing if mailed at a US Post Offices, first class postage prepaid, addressed to the party for w2hom it is intended. The addresses of club members shall be those contained in the membership database. The mailing address of the Club shall be determined by the Board of Directors.

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