

BY-LAWS OF THE CALVERT AMATEUR RADIO ASSOCIATION, INC

ARTICLE I MEMBERSHIP:

SECTION 1: Number of Members. There shall be no restriction upon the number of Members who may belong to CARA; provided, however, that in order to fulfill CARA's mission, at least fifty one percent (51%) of the membership at any time shall be licensed amateur radio operators.

SECTION 2: Qualifications. Membership in CARA shall be open to individuals having a particular interest in Amateur Radio and the purposes of CARA, and shall be open to all persons regardless of race, sex, creed, national origin, or physical or mental disabilities.

SECTION 3: Applications.

- (1) All applications for membership shall be made in writing to CARA, with the appropriate dues.
- (2) The application constitutes an agreement on the part of the applicant, if elected, to adhere to all By-Laws, rules and regulations of CARA.
- (3) The election of an applicant to be a Member shall require the approval of a majority of the members present at a General Meeting.

SECTION 4: Membership Types and Terms

- (1) Membership in CARA will be for one calendar year, beginning January 1st and ending December 31st of the same year.
- (2) Members are required to pay dues annually; otherwise they will become a Inactive member by the April General Meeting.
- (3) An Inactive member has no CARA privileges or rights.

(4) An Inactive member has one year to be reinstated into CARA after becoming Inactive. An Inactive member whom fails to become reinstated may join again as a new member.

(5) Full Membership includes all CARA privileges as well as rights to hold office and to vote for officers. A Full Member must be eighteen (18) years of age or older and hold an active Amateur Radio license to hold Office of President, Vice-President or Treasurer.

(6) Family Membership may be offered at reduced dues (per individual) for persons residing in the same household as an active Full Member.

(a) Family Membership shall have full privileges except voting for officers or holding a position as an Officer.

(8) CARA may waive Dues for one calendar year for licensed Amateur Radio Operator of the United States military that is on Active Duty and resides in Calvert County, Maryland.

(9) CARA may waive Dues for the first time licensed Amateur Radio Operator for the calendar year in which they were licensed, provided such Amateur Radio Operator resides in Calvert County, Maryland.

(10) CARA may waive Dues for licensed Amateur Radio Operator that is legally blind.

SECTION 5: Rights and Privileges. To the extent provided herein, each Full Member shall have the right to vote and hold office, however, the Full Member must be eighteen (18) years of age or older and hold an active Amateur Radio license to hold Office of President, Vice-President or Treasurer. Use of the CARA's facilities and equipment shall be made available to all members under policies established by the Board of Directors. In those instances where the use of facilities and equipment requires an FCC license, such use will be permitted to those with appropriate FCC licenses or to unlicensed members in properly supervised training sessions.

SECTION 6: Resignations. All resignations shall be tendered to CARA in writing addressed to the Secretary.

SECTION 7: Member Termination. Any Member may be considered for expulsion for cause (including misconduct) by recommendation passed by a majority of the Board of Directors at a special Board meeting called for such purpose. Such Member shall be notified by registered mail a minimum of two (2) weeks prior of the intention of the Board to consider that Member's expulsion, and shall be given the opportunity for a hearing before the Board of Directors. If the Board finds cause for removal, the Member will be notified by registered mail to arrive no later than one (1) week prior to a General Meeting, where a two-thirds (2/3) vote of the members present is required for removal.

SECTION 8: Removal of Officers.

(1) Officers may be considered for removal from office for cause, upon written petition of six (6) or more Full Members, in good standing, presented to the President or Vice President.

(2) On recommendation by a majority of the Board of Directors, any Officer may be considered for removal from office for misconduct, violation of his or her trust, or any other just cause.

(3) The subject officer's duties shall be temporarily suspended until the petition is resolved, and the officer notified immediately by registered mail. After investigation the petition will be presented to the membership at the next general CARA meeting and voted on by the membership. The subject officer shall have the opportunity for defense at the meeting.

(4) Removal of an officer requires a two-thirds (2/3) vote of the Full Members, in good standing, present at a General Meeting.

ARTICLE II DUES:

SECTION 1: Dues.

(1) Dues for the Full Membership are assessed per year as fixed by the Board of Directors and approved by the membership.

(2) Family Membership may be set at a lesser assessment as fixed by the Board of

Directors and approved by the membership.

(3) For new Members only, the yearly assessment shall be pro-rated monthly from the date of the application for new membership.

(4) Such assessments may be changed from time to time pursuant to a resolution of the Board of Directors with the approval of the membership to reflect the needs of CARA.

ARTICLE III BOARD OF DIRECTORS:

SECTION 1: General Powers. The property and business of CARA shall be managed under the direction of the Board of Directors.

SECTION 2: Number and Term of Office. The number on the Board of Directors shall be five (5) and shall include the following officers: President, Vice President, Secretary, Treasurer and one (1) Director. The Board shall serve for a term of one (1) year.

SECTION 3: Nomination and Election of Board of Directors. By no later than the 1st (first) of October of every year, the Nominating Committee shall present a slate of proposed Officers and At-Large Director to the Board of Directors and shall present such slate to the membership at the October General Meeting. Additional nominations may be made by Members at the October General Meeting. Nominations will be closed at the end of the October General Meeting. The Secretary shall distribute Nominations to Members via email after the October General Meeting, and no later than ten (10) days before the November meeting. Names of the candidates, the date, time and location of the November General Meeting shall be included in this email. Voting shall be by ballot when there are two (2) or more candidates for President, Vice President, Secretary or Treasurer or the At-Large Director. An open vote may be taken for any candidate who is unopposed. Newly elected Board Members shall take office on January 1st.

SECTION 4: Attendance. A Director who fails to attend three consecutive Board meetings without good cause, as determined by a majority of the remaining Board members, shall be deemed to have resigned from the Board.

SECTION 5: Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, nominations and elections for the vacant position shall occur at the next General Meeting or special meeting called only for that purpose.

SECTION 6: Regular Board Meetings. Regular meetings of the Board of Directors shall be held monthly. Any business may be transacted at any regular meeting of the Board. Except for any portions of a meeting designated by majority vote of the Board as an Executive Session, meetings of the Board of Directors shall be open to the general membership.

SECTION 7: Executive Session. A motion to go into Executive Session shall state the nature of the business of the Executive Session, and no other matter may be considered in the Executive Session. The Board shall not hold an Executive Session except to consider legal matters, business negotiations or disciplinary or dismissal action against a Member. Attendance in an Executive Session shall be limited to the Board and, when requested, legal counsel, and any persons who are subjects of the discussion or whose knowledge is needed. No minutes shall be taken, only results of the meeting recorded.

SECTION 8: Special Board Meetings. Special meetings of the Board of Directors shall be held whenever called by the President. Any and all business may be conducted at a Special Meeting, except expulsion of members or expenditure of funds not already approved in the budget. All actions taken during a special meeting shall be presented to the Membership at the next General Meeting.

SECTION 9: Quorum. Three members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in the person at the meeting.

SECTION 10: Required Vote. An affirmative vote of a majority of Board members present shall be necessary for the passage of any resolution or other action. Final decisions on matters of interest to the general membership, as determined by a majority of the Board, shall not be made during Board meetings but shall be referred to the general membership for approval at the next regular business meeting of the membership. The Board may make final decisions on any

matters that require action before the next regular business meeting of the membership.

SECTION 11: Budget. An operating budget for the upcoming fiscal year beginning in January will be generated by the Board of Directors and given to the Treasurer. The Treasurer shall present the budget at the October General Meeting for approval. The Board of Directors shall ensure that CARA is operated within fifteen percent (15%) of the approved budget and not at a deficit during any fiscal year, unless otherwise approved by a vote of the membership.

SECTION 12: Nominating Committee. No later than March 1st of each year, the President shall appoint, and the Board of Directors shall ratify, a Nominating Committee consisting of no fewer than three (3) Members.

SECTION 13: Audit Committee. At the November General Meeting the, the President shall appoint, and the Board of Directors shall ratify, an Audit Committee of three (3) Full members, who are not current Officers, to audit the books, accounts and property beginning in January of the following year. The Audit Committee shall read their report findings at the February General Meeting.

SECTION 14: Committees. The President shall appoint, and the Board of Directors shall ratify, committees for the purpose of performing and meeting CARA's mission. Participation on committees shall be open to all members except that only Full Members may serve on the Audit Committee. Notice of all meetings will be made in accordance with these By-Laws. Committee meetings shall be open to all members.

ARTICLE IV OFFICERS:

SECTION 1: Election, Tenure. The officers of CARA shall be a President, a Vice President, a Secretary, Treasurer and Director. The officers shall be elected at the November General Meeting of the Members. When Members elect a President the November General Meeting to a nonconsecutive term as President, the immediate past President may, at his or her discretion, serve as a non-voting advisor to the Board. In the event that any office, other than an office required by law, is not filled, or once filled subsequently becomes vacant, then such office and

all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

SECTION 2: Duties of the President

(1) Shall preside at all meetings of CARA, and conduct them according to the rules adopted.

(2) Shall act as the Chairman of the Board of Directors and shall be the Chief Executive Officer of CARA.

(3) Shall enforce due observance of these By- Laws; decide all questions of order; sign all official documents adopted by CARA; exercise general charge and control of all CARA business affairs and properties

(4) Shall be ex-officio a member of all the standing committees except the Nominating Committee and the Audit Committee.

(5) Shall, either directly or through appointed committees, maintain CARA's accreditation as an ARRL Special Service Club.

(6) Shall be responsible for reporting of CARA's activities to the local media and/or ARRL, in order to enhance public knowledge regarding amateur radio and CARA's participation at local and national levels.

(7) Reconciles and approves for payment all meeting-related invoices and determines if membership approval has been given for other invoices. Approved invoices are then forwarded to the Treasurer for payment.

(8) Shall be authorized to sign checks, deposit or withdraw funds from CARA accounts where it is not possible or practical to have the Treasurer exercise these responsibilities.

(9) Qualification for the Office of President shall be at least eighteen (18) years of age, hold and active Amateur Radio License, and be a Full member of CARA.

SECTION 3: Duties of the Vice-President

- (1) Shall assume all the duties of the President in his/her absence, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.
- (2) Shall organize CARA's activities, plan and recommend contests for the operating benefit, and advance CARA's interest as approved by CARA.
- (3) Shall maintain close liaison with the ARRL Calvert Section Emergency Coordinator (ARES) and Calvert County RACES Officer to further participation in the Amateur Radio Public Service Corps.
- (4) Shall perform such other duties as may be assigned by the President.
- (5) Qualification for the Office of Vice-President shall be at least eighteen (18) years of age, hold and active Amateur Radio License, and be a Full member of CARA.

SECTION 4: Duties of the Secretary:

- (1) Shall keep a record of the minutes and proceedings of all meetings, and keep records of the attendance at all meetings.
- (2) Shall email the draft General Meeting minutes to the membership within seven days before the next meeting.
- (3) Shall maintain a current copy of the membership roster, articles of incorporation, By-Laws and other corporate documents, and shall have the By-Laws, Articles of Incorporation and Roberts' Rules of Order in his or her possession at all meetings.
- (4) Shall maintain current contact information of the active CARA Resident Agent with the State of Maryland as required.
- (5) Shall be responsible for updating the By-Laws of CARA to incorporate amendments, revisions, or changes; shall distribute copies of amended, revised, or changed By-Laws to the membership within sixty (60) days of the amendment, revision, or change.

- (6) Shall collect membership applications and submit membership dues to the Treasurer for deposit.
- (7) Shall carry on all CARA correspondence.
- (8) Shall read communications at each General Meeting; mail or email meeting notices as specified by the By-Laws.
- (9) Shall at the expiration of term, turn over all items belonging to CARA to the successor.
- (10) Qualification for the office of Secretary shall be a Full member of CARA.

SECTION 5: Duties of the Treasurer:

- (1) Shall have custody of all the funds and securities of CARA, and shall keep full and accurate account of receipts and disbursements in books belonging to CARA.
- (2) Shall receive and deposit moneys of CARA in an approved CARA account in a financial institution and make disbursements of such moneys as approved by the Board of Directors.
- (3) Shall promptly pay all approved expenses.
- (4) Shall present a financial statement at each General Meeting and have available a complete financial statement at the end of the year for the general membership.
- (5) Shall maintain a list of all CARA property and its value, which shall be included in statements of CARA's net worth.
- (6) Shall file any required forms with the Internal Revenue Service or State tax entities.
- (7) Shall send the appropriate records to the Audit Committee in a timely manner following the January General Meeting so as to include all revenues and expenses for the prior year and allow sufficient time for the Audit Committee to report out at the February General Meeting.
- (8) Shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

(9) Shall at the expiration of term, turn over all items belonging to CARA to the successor.

(10) Qualification for the Office of Treasurer shall be at least eighteen (18) years of age, hold and active Amateur Radio License, and be a Full member of CARA.

SECTION 6: Duties of Director:

(1) Shall be a voting member on the Board of Directors.

(2) Shall perform duties as assigned by the President.

(3) Shall be a Full member of CARA

ARTICLE V BANK ACCOUNTS:

SECTION 1: Bank Accounts.

(1) CARA shall establish and maintain a checking account at a financial institution with offices in Calvert County.

(2) There shall from time to time be certified to the financial institution in which funds of CARA are deposited, the signature of the officers of CARA so authorized to draw against the same.

(3) The Treasurer normally prepares bank drafts; however, it is understood that the President is authorized to sign checks, deposit or withdraw funds from CARA accounts where it is not possible or practical to have the Treasurer exercise these responsibilities.

ARTICLE VI MISCELLANEOUS PROVISIONS:

SECTION 1: Fiscal Year. The fiscal year of CARA shall end on the last day of December.

SECTION 2: Notice. Except where explicitly stated otherwise in these By-Laws, when notice is required to be given to any director, officer or Member, it shall not be construed to mean personal notice, but such notice shall be given in writing and may be transmitted electronically via the internet or by mail by depositing the same in a post office or letter box, addressed to the Member, officer or director at his or her email address, or such address as appears on the books of CARA, or in default of any other address, to such director, officer or Member at his or her general post office, and such notice shall be deemed to be given at the time the same shall be thus mailed or electronically transmitted. Any Member, director or officer may waive any notice required to be given under these By-Laws.

SECTION 3: Conflict of Interest. In the event any officer or director of CARA is or may be an officer, director, stockholder, employee, or have a financial interest in a corporation or other organization with which CARA shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of CARA, he or she shall fully disclose such interest to the Board of Directors. After revealing any such interest, such director shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between CARA and any other corporation, partnership, or individual shall be affected by the fact that the director of CARA is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm's-length basis and is fair and reasonable to CARA.

SECTION 4: Benefit. No part of the funds of CARA shall be used for the benefit of, or be distributed to, its members, officers, or other private persons, except that the Directors shall be authorized and empowered to pay reasonable compensation for incidental expenses incurred for printing and distribution of awards and meeting materials.

SECTION 5: Compensation. Board members serve in a completely voluntary capacity and as such are not entitled to reimbursement for their time or travel expenses for planning and conducting CARA business.

SECTION 6: Prohibited Activities. No substantial part of the activities of CARA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and CARA 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 these articles, CARA shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 C (3) of the Internal Revenue Law, (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

SECTION 7: Dissolution. Upon the dissolution of CARA, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of CARA, dispose of all of the assets of CARA in such a manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Court of Common Pleas in the county in which the principal office of CARA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII MEETINGS:

SECTION 1: General Meetings. General Meetings shall be held on the first Thursday each calendar month with the exception of December. The December General Meeting will be a Holiday meeting open to all members and their guests, with time and place to be determined at the November General Meeting.

SECTION 2: Cancellation. If man-made or natural hazard may exist thereby creating a safety concern of any Meeting then the majority of Board members may cancel that meeting. Notification of cancelled meeting shall be given by the best means available.

SECTION 3: Special Meeting. The President upon the request of any three members may call a Special Meeting of the general membership. Notification of the membership shall be by the best means available under the circumstances. Only

such business as designated shall be transacted. Such notices shall be conveyed so that they are received not less than 24-hours before the meeting.

SECTION 4: Board of Directors Meeting. The Board of Directors monthly meeting will be held based on the availability of the Board members.

ARTICLE VIII ORDER OF BUSINESS:

SECTION 1: The order of business at the General Meetings of CARA shall be as follows.

The order of business may be modified by the presiding officer to provide for program presentations.

- (1) Call to order.
- (2) Introduction members present and prospective new members.
- (3) Installation of new members.
- (4) Review of minutes of previous General Meeting.
- (5) Report of Treasurer.
- (6) Report of Board of Directors Meeting.
- (7) Reports of Officers.
- (8) Report of Committees.
- (9) Unfinished business
- (10) New Business.
- (11) Presentations.
- (12) Adjournment.

SECTION 2: Rules of Order. Roberts' Rules of Order shall govern the meetings of CARA, in parliamentary usage, so far as applicable and not inconsistent with these By-Laws. Unless otherwise provided for in the Articles of Incorporation or these By-Laws, the most current version of Robert's Rules of Order shall govern proceedings of CARA.

ARTICLE IX AMENDMENTS:

These By-Laws may be amended by a three quarter (3/4) majority vote of the membership present, provided the following conditions have been met: The proposal(s) for an amendment(s) shall be submitted in writing to the Board of Directors who will then submit it to the membership at the next General Meeting and shall be voted on at the following General Meeting, provided all members have been notified by mail (electronic mail is acceptable) of the intent to amend these By-Laws at said meeting.

ARTICLE X INDEMNIFICATION:

SECTION 1: Definitions. As used in this Article, any word or words that are defined in Section 2-418 of Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2: Indemnification of Directors and Officers. CARA shall indemnify and advance expenses (to the limit of CARA assets) to a director or officer of CARA in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section under state law.

ARTICLE XI COMMITTEES:

(1) **Nominating Committee:** This committee shall consist of three (3) members, appointed by the President and approved by the Board of Directors. Duties as prescribed in the By-Laws.

(2) **Audit Committee:** This committee shall consist of three (3) Full members, appointed by the President and approved by the Board of Directors. Duties as prescribed in the By- Laws.

(3) **Repeater Committee:** The repeater committee shall consist of five (5) members, appointed by the President, with the exception of the Trustee of the repeater call-sign, whom shall be a standing member on the Repeater Committee.

- a) The committee shall plan upgrades and expansions of CARA repeater(s).
- b) Investigate questions by members and report status's to CARA.
- c) The committee will not be allowed to by-pass quorum votes.
- d) The committee will only report about, suggest, recommend changes, upgrades to the repeater system, provide estimate pricing to the general membership.
- e) The committee is authorized to make emergency repairs in accordance with the approved budget funds.

CARA, Inc. Approved By-Laws 3 Jan 2013

Amended Sept 5, 2013 per member vote. Bob Sheskin N3PPH Secretary