

CONTRA COSTA COMMUNICATIONS CLUB, INC.

CCCC BY-LAWS

August 1988

ARTICLE I: Name

Section A

The name of this organization shall be:

CONTRA COSTA COMMUNICATIONS CLUB, INCORPORATED

Section B

The Contra Costa Communications Club, Inc. shall hereafter and throughout these By-Laws be referred to as "The Club".

ARTICLE II: Purpose

Section A

The Club is a non-profit organization of dedicated amateur radio operators who have associated together to promote and encourage the use of all amateur frequencies, particularly in the VHF/UHF bands.

Section B

The Club will provide a trained Emergency Communications link for the West Contra Costa/North Alameda counties. Such activities shall supplement the work of existing emergency groups.

Section C

The Club will establish various repeaters in the VHF/UHF spectra for the use of its members and for the use of such others as shall be approved by the Club. Autopatch and other features will be maintained as time, finances and conditions permit.

ARTICLE III: Offices

Section A

Principal Offices for the transaction of business of the Club in California shall be located in the County of Contra Costa and shall remain unless moved by amendment to the Articles of Incorporation.

Section B

The Board shall designate the location or locations of any operational offices established by the Club. Repeater sites and or remote base sites shall be considered as operational offices of the Club.

ARTICLE IV: Membership

Section A

Application for membership shall be made via official application to the Membership Chairman, or his/her representative. A copy of the applicant's valid Amateur Radio Operator's License must accompany the application, and a valid "updated" license must be sent to the Membership Chairman when current license expires.

Section B

Prospective members for Regular or Associate membership who meet the eligibility requirements set forth in Section C of this article of the By-Laws, upon approval by the Board and payment of appropriate initiation fees, dues and assessments, shall be added to the list of members of the Club, and the applicant shall at that time be considered to be a member of the Club with appropriate rights and privileges.

Section C - Membership Classifications

1. CHARTER MEMBERS are those among the first twenty-five (25) to submit membership applications, initiation fee and dues for two (2) quarters or paid in full for the first year, 1977. Charter members shall enjoy the following privileges:

A. No increase ever in regular dues, exclusive of assessments voted by the membership.

B. No Charter Member will ever be expelled for non-payment of dues, but will be removed to an inactive list from which

he/she may, at any time, be reinstated by payment of pro-rated current annual dues.

C. Charter Members will be granted a 50% reduction in regular dues upon retirement from their regular job or business at age 60 or above. They shall also enjoy the same reduction should they receive a medical retirement at any age, and are unable to earn a full-time living. This becomes effective January 1, 1979. This does NOT include any special assessment which might be levied by the Board and/or the membership.

D. Charter Members will receive a special Charter Certificate, and their names shall appear on an Official Charter document which shall be prepared and kept with the Club files.

2. FOUNDING MEMBERS are those who are among the second twenty-five (25) people to submit membership applications prior to January 1, 1978. Founding Members will receive the following privileges:

A. Founding Members will not be expelled for non-payment of dues for a period of two (2) years, but will be removed to an inactive list from which they may at any time within the two (2) years reinstate themselves by paying current annual dues and assessments.

B. Founding Members will receive a special certificate showing their status as one of the Founding Members.

3. REGULAR MEMBERSHIP is open to any licensed radio amateur expressing an interest in the Club and who submits a membership application which is approved by the Board. Additionally, the initiation fee, pro-rated dues for the one-year period and active assessments must be paid before regular membership is granted.

4. ASSOCIATE MEMBERSHIP is granted those who provide monetary support as determined by the Board, per annum (January through December) to assist the Club in achieving its goals. They shall not vote, nor hold office

5. HONORARY MEMBERSHIP is granted those approved by the Club for rendering special service to the Club. The Honorary Member shall be entitled to all rights and privileges of membership in the Club, except that he/she shall not vote nor hold office. The status of all honorary members shall be reviewed by the Club in January of each year.

Section D

REVOCATION OF MEMBERSHIP may result from either of the following actions:

1. The Board may revoke or suspend the membership of any member who has consistently and willfully failed to abide by the regulations, By-Laws or operating procedure of *the* Club. Due notice to the member shall be made, along with the reasons for such proposed revocation or suspension. The member may request a full hearing with the Board in open session. Procedure in the hearing shall be established by the Board and shall, above all, give the member involved ample opportunity to show cause why his membership privileges should not be revoked or suspended.
2. A member who is in arrears for a period of two (2) months shall be dropped from the membership of the Club, unless due cause is submitted, in writing, to the Board. (This does not apply to Charter or Founding Members as outlined in Article IV, Section C.)

Section E

REINSTATEMENT of a member who has been dropped from the rolls under the provisions of Article IV, Section D of the By-Laws for the reason other than nonpayment of dues may be accomplished only upon reapplication for membership as a new member after one (1) year. A member who has been dropped from the rolls under the provisions of Article IV, Section D of the By-Laws for non-payment of dues may be reinstated to full membership upon payment of current dues and assessments.

ARTICLE V: Directors

Section A

There shall be no more than seven (7) Directors plus a Trustee of the license. All Directors shall be elected by the membership of the Club as provided for in these By-Laws.

Section B

Annually, Directors will be elected by the membership of the Club for a full three (3) year term. The first year, 1982, three (3) Directors will be elected for 1983: the second and third years, two (2) Directors will be elected. October 1985 elections and succeeding years will follow this pattern. A Director whose term expires will be eligible for nomination and election to an additional term, provided he/she has not served two (2) consecutive three-year terms. A past Director may be re-elected to the Board after a one (1) year absence, when he/she will be again eligible to serve for two (2) three year terms.

Section C

Any Director vacancy occurring prior to the completion of the full term of that Director will be filled by appointment by the Board, with said appointment being confirmed by the membership at the next regular meeting of the Club. Said appointed and confirmed Director will complete the specific balance of the term of the Director which he/she is replacing.

Section D

The four principal Officers of the Club shall be the President, Vice-President, Secretary and Treasurer. They shall be elected annually at the first Board meeting following the election of the New Board Members in November, by the new Board and from among the ranks of the Directors. The outgoing President will install the new Board members and the new Officers at a Board meeting in December. There is no limit on the number of one-year terms a Vice-President, Secretary or Treasurer may serve, provided that they remain on the Board. The President may serve two (2) consecutive one (1) year terms and may be re-elected to the Presidency after a one (1) year absence. A quorum for the election of officers and transaction of business of the Board shall be five (5).

Section E

Procedure for election of the Club Officers will be as follows: The Board President will first call for nomination and election of the Secretary, Treasurer, then the Vice-President, and finally the President. After nominations are closed for each office, each Director (including the President) will cast one secret ballot for that office. If there are more than two (2) nominations for a specific office, and two (2) Directors tie for first place, the Director with the fewest votes will be dropped and another ballot taken until one (1) Director receives a majority vote. In the event that there are only two (2) Directors left, or two (2) running for a particular office, and the vote results in a tie, a second ballot will be cast to see if the tie can be broken. If it is not broken in a second ballot, the names of the two (2) tied Directors will be presented to the membership at the next regular Club meeting, and the members present will cast a secret ballot to elect one (1) of the Directors to the office in question.

Section F

No Officer, Board Member, Trustee or Member shall receive any monetary compensation for services rendered to the Club except for actual personal expense incurred with the prior approval of the Club or Board.

Section G: Duties of the Club Officers shall be as follows:

1. **PRESIDENT:** The President shall be the chief executive officer of the Club and shall conduct all meetings, serve on all committees (as an advisor), and shall decide all questions of order and procedure in full accordance with Roberts Rules of Order. He/She shall sign all official documents of the corporation and perform all customary duties pertaining to the office. He/She shall have the power to appoint committee chairmen and to dismiss them upon completion of their assigned work. Each committee appointment must be renewed by the new Club President. At the expiration of the term of office all Club property in his/her possession will be turned over to the new President.
2. **VICE-PRESIDENT:** The Vice-President shall assist the President and act for the President in his absences. In the event of the resignation of the President, the Vice-President WILL NOT automatically assume that position. A new President will be elected by the Board. He/she shall, at the expiration of the term of office, turn over to his/her successor everything in his/her possession belonging to the Club.
3. **SECRETARY:** It shall be the duty of the Secretary to keep the By-Laws of the Club and cause all amendments, changes, additions and deletions to be duly noted hereon. He/She shall review the minutes of the previous meeting and receive approval of those minutes with any amendments, changes, additions or deletions. He/She shall keep a file of membership addresses up-to-date and other pertinent information. He/She shall, at the expiration of his/her term of office, turn over to his/her successor everything belonging to the Club.
4. **TREASURER:** He/She shall account for **a**ll monies received and expended, paying those bills authorized, and shall have published in the July and February "Communicator", or upon demand of the Board, an itemized statement of disbursements and receipts.
5. The Secretary and the Treasurer Office may be a shared Office.

ARTICLE VI: Removal of a Member of the Board and/or Club Officer

Section A

A petition to remove from office a member of the Board shall be made, in writing, to the Secretary and signed by at least twenty-five (25) percent of the current membership. A member of the Board who fails to attend three (3) consecutive Board meetings during a one (1) year period may be removed from the Board unless said Board member submits, to the the Secretary, in writing a valid excuse for their absence, and that excuse is accepted by the Board.

Section B

The vote to remove shall be taken at a regular meeting of the general membership after notification via the Club newsletter, approximately 30 days prior to the meeting at which the vote is to be taken. Removal requires two-thirds (2/3) of the eligible membership voting.

Section C

Any Director serving as a Club Officer, elected by the Board, may be removed from that Club Office by a majority vote of the total Board (i.e. there are seven (7) Directors and a Trustee, five (5) votes must be cast to remove from office), and a new Club Officer will be elected in accordance with Article V, Section E. This WILL NOT affect his regular position on the Board, since he/she can be removed ONLY from that position in accordance with this Article, Section A and B. A Director so removed from Club Office may appeal the decision of the Board under Article VII, Section C of these By-Laws.

ARTICLE VII: Board of Directors

Section A

The Board of Directors shall consist of the Trustee and seven (7), Directors, as outlined in Article V, Section A.

Section B

The members of the Board shall each have one (1) vote on each action; however, the President WILL NOT vote, except in the event of a tie. Five (5) members of the Board shall constitute a quorum empowered to act on any matter before it. A majority vote is necessary to sustain any Board action, and no proxy votes (for absent Members) will be accepted.

Section C

The Board shall be the governing body of the Club, and there shall be no equal or conflicting committee. The Board may pass resolutions governing the operation and welfare of the Club. Working through the Trustee, it may also decide policy and operating procedures for all radio equipment operating under the Club Call and under the Club jurisdiction. Resolutions by the Board may be rescinded at any time by majority vote, either by the Board or at a regular meeting of the Club.

Section D

The President shall serve as Chairman of the Board.

Section E

1. The Board shall have the authority to order the disbursement of Club funds up to the amount of \$250.00 (two hundred and fifty dollars) for purposes related to the good and welfare of the Club.
2. The Board shall also have the authority to order the disbursement of Club funds in any amount necessary to restore "PRIMARY TRANSMISSION EQUIPMENT" to full operational status.
"PRIMARY TRANSMISSION EQUIPMENT" shall consist of the following:
 1. REPEATER and/or CONTROLLER
 2. POWER SUPPLY
 3. DUPLEXER
 4. FEED LINE
 5. ANTENNA

This funding shall ONLY apply to equipment failure, or for materials necessary to maintain operation of said equipment within FCC parameters.

3. All other expenditures, CAPITAL in nature, shall require a simple majority vote by the General Membership at the next scheduled meeting.

ARTICLE VIII: Trustee

Section A

The Trustee shall be appointed from among the elected Board Members to serve for a period to run concurrent with the term of the Station License of the Club. Within ninety (90) days prior to the expiration of the Club license, he/she will notify the Directors to the pending expiration and ask for "reaffirmation" to continue as Trustee for another period. If reaffirmed by a majority vote of the Board, he/she will immediately apply for Club license renewal. If the Trustee withdraws, or is NOT reaffirmed as Trustee by the Board, a new Trustee will be selected from among the existing Board members, and the new Trustee will *renew* the Club license in his/her name immediately following his/her election. The former Trustee will turn over all repeater and Club records to the new Trustee as soon as possible. The former Trustee will assume the position on the Board of the new Trustee, standing for re-election at the expiration of that term. If the former Trustee also resigns from the Board, the vacancy created will be filled in accordance with Club By-Laws, Article V, Section C.

Section B

The Trustee shall have the power to forestall any Board action which he/she feels might endanger the Club license or the status of the Club license until such time as the matter can be brought before a regular meeting of the Club at which a quorum is present; the matter in question can be resolved by the membership present and qualified to vote at that meeting.

Section C

The Trustee of the License shall be duly qualified and licensed by the FCC as Trustee of all radio stations and equipment and of the license(s) issued by the FCC for such radio stations owned and operated by the Club. He/She shall be responsible for the proper and lawful operation of all Club radio stations for all primary and secondary functions and controls of the Club's various repeaters and remote stations. The Trustee will work with the Technical Committee Chairman and the Control Systems Chairman for the establishment of such functions, controls and their security, as he/she and the Board may deem necessary. All codes, and security for such codes, will be the responsibility of the Trustee, and he/she will appoint sufficient "Primary" (and/or "Secondary") Control Stations as he/she feels necessary to assure proper control and operation of the Club's equipment.

ARTICLE IX: Nominations and Elections

Section A

A nominating committee consisting of a chairman and two (2) members shall be appointed by the President, with the approval of the Board (President may choose only to appoint Chairman and let Chairman appoint his/her own Committee). Such appointment(s) will be made in sufficient time for the committee to prepare a proposed list of nominees sufficient to fill all vacancies on the Board due to occur by reason of expiration of term or resignation, and to report the names of such nominees to the Club and the Board no later than the regular October meeting of the General Membership.

Section B

Persons so nominated shall be contacted by the nominating committee to determine their willingness to serve, and the members of the Club shall be notified of the names of the accepted candidates at the October meeting. (i.e. This refers to those candidates picked by the Nominating Committee who have expressed their desire to run for office of Director.) In addition, any member in good standing may nominate from the floor, at the October meeting, any other member in good standing for the office of Director. Such additional nominees shall be added to the ballot after determination has been made of the nominee's

willingness to serve if elected.

Section C

A Ballot will be prepared by the Secretary with the names of all properly nominated candidates and shall be mailed to all members in good standing entitled to vote. Enclosed shall also be a stamped envelope with the Club address, and a smaller envelope simply marked "BALLOT". Member will vote his/her Ballot, put it in the envelope marked "BALLOT" seal same, put it in envelope addressed to the Club and return it as soon as possible. Return address need not be put on the envelope marked "BALLOT", (however doing so will NOT invalidate said ballot). Ballots sent by the Secretary must be postmarked no later than October 20th, and returned ballot from the member must be postmarked no later than November 10th or regular November meeting, whichever comes first, to be valid.

Section D

Returned ballots from a member which contains fewer votes for candidates than those required WILL BE VALID. Ballots received which contain MORE votes than those required WILL NOT BE VALID and will be disqualified and not counted. There will be a place on each Ballot for the name (or names) of "write-in candidates" and each member has the option of writing his or her choice of candidate(s) (who must be members in good standing), instead of those or in addition to those listed on the ballot, but the addition of these names still must not exceed the number of required candidates the member votes for.

Section E

Ballots shall be mailed to the Club address and delivered unopened to the Chairperson of the Teller Committee appointed by the President, none of whom shall knowingly be on the ballot. The ballots will be counted at the General Membership Meeting in November with the results to be announced at the meeting by the President. Results will also be printed in the next issue (after the November meeting) of the Communicator. Opened ballots will then be turned over to the Club Secretary for one (1) year, during which time they may be examined by any member of the Club in good standing. The new Board members will be installed at the December Board Meeting by the outgoing President, but take office January 1st.

Section F

In the event of a tie for the last position on the Board of Directors, the tie will be resolved in the following manner; a paper ballot will be passed out to ALL members in good standing who are in attendance at the November meeting, and each of these members will vote for ONE of the candidates who are tied. The results of this ballot will be counted by the Teller Committee and will determine who the new Director will be. Said ballot will become a part of the Official Ballot described in Article IX, Section E.

Section G

A member in compliance with Club By-Laws and paid to date on all dues and assessments (this does not include Associate or Honorary Members), will be considered a member in good standing and eligible to vote.

ARTICLE X: Quorum

Section A

A quorum at a regular meeting shall consist of ten (10) members entitled to vote, including one (1) Officer and two (2) Board Members.

Section B

No meeting of the members shall transact business of this Club unless a quorum of members entitled to vote are present. Members delinquent in dues and assessment, Associate Members and Honorary Members are NOT entitled to vote and therefore will NOT be counted as members constituting a quorum.

Section C

No proxy votes (of members NOT present) may be used to establish a quorum.

ARTICLE XI: Regular Meetings

Section A

Regular meetings of the General Membership for the purpose of conducting the business of the Club, shall be held at least every three months as decided by the Board. Meeting shall be held at the principal offices of the Corporation unless some other location is appointed therefore by resolution of the Board, and in writing at least seven (7) days prior to such meetings.

Section B

Notice of such location shall be deemed properly given as to all subsequent meetings if members are informed that the same location will be utilized "until further notice".

Section C

ALL business of the Club will be conducted at Regular Club meetings requiring a simple majority vote, unless otherwise outlined in the By-Laws, except:

1. Election of Directors as outlined under Article IX.
2. Moving the Club out of Western Contra Costa County must be presented to the Total Membership entitled to vote,

(ballots to be mailed to each member), and a total to 2/3 majority of all members entitled to vote must be received at the club address within the time limit set by the Board, (not less than 30 days) favoring such a move.

Section D

No proxy votes (members not present) will be permitted in the conducting of Club Business at either regular or special meetings of the membership. Members must be present to vote.

Section E

Special meetings of the Club's general membership may be called by the President, Board or by a written request of the Secretary or Treasurer, signed by twenty-five (25) percent of the members in good standing. The membership shall be informed of the time, date and place, in writing, at least seven (7) days prior to such special meeting. Business to be discussed must be explained in the aforementioned notice, and only those items listed in the special notice may be discussed and/or acted upon.

Section F

Any item or proposal brought before the Club at a regular or special membership meeting which is felt to be controversial by the President or by the Board may be "tabled" to the next "regular" meeting to provide an opportunity for all interested members to be notified and present at that "next meeting".

ARTICLE XII: Regular and Special Board Meetings

Section A

Regular meetings of the Board will be held at a time, place and frequency to be determined by the Board, but not less than four (4) times per calendar year.

Section B

Meetings of the Board shall be to discuss all matters concerning the welfare and operation of the Club, its radio stations, repeaters, etc., and to vote on recommendations to be presented to the general membership, at regular club meetings, for their approval.

Section C

A special meeting of the Board may be called by the President or by 1/3 of the members of the Board, providing there is no regular Board meeting scheduled within two weeks of the date the special meeting is to be called. All members of the Board must be notified, in writing at least five (5) days in advance of the special meeting, and the reason for that special meeting must also be stated in the letter of notification. Only those items so stated in the notification may be discussed at said special meeting.

ARTICLE XIII: Dues and Assessments

Section A

Dues shall be paid in annual amounts, except as hereafter provided. The amount of such dues shall be reviewed in September of each year by the Board and the dues then established for the next calendar year at a sum not to exceed forty dollars (\$40.00) per year. Dues amount will be listed in the Standing Rules. Dues shall be paid on an annual basis, except that new members coming into the Club after June 30th will pay only 1/2 the current annual rate, and membership applications received in December will require full dues for the following year, with no charge for the current December. A retired member will pay dues as listed in the Standing Rules. All members' dues shall be paid up by March 1st of the current year.

Section B

The Board may, with the approval of the membership, from time to time either in conjunction with the establishment of dues, or at such other times as it is deemed necessary or proper, levy assessments to be payable by all members of the Club, as a condition of continued membership, for the purpose of obtaining necessary funds for such specific projects which coincide with the activities and business of the Club. Such assessments shall be levied upon all members of the Club equally, except as provided under Article XIII, Sections D and E.

Section C

In addition to dues and assessments provided for above, there shall be a onetime initiation fee as in the "Standing Rules" not to exceed twenty-five dollars (\$25.00).

Section D

The Board shall have the power to establish exceptions or special rates (with respect to dues, assessments and initiation fees) upon such good cause, which may be shown, based on the status of the members involved, or upon such determination of hardship, when, in the discretion of the Board such exceptions or special rates would be in the best interest of the Club.

Section E

Associate and Honorary Members are exempt from regular dues and all assessments, however, Associate Members will pay those dues provided under "Standing Rules" of the Club.

ARTICLE XIV: Formal Grievance

Section A

Procedure for provision of special recourse for any member whose grievance cannot be resolved without official assistance be as follows:

1. The member shall write a letter to the President, with a copy to the Secretary. The letter shall be headed "Formal Grievance", and shall include the members name, call, address, phone number, date and a concise statement of the grievance, and be followed by member's signature.
2. Acknowledgement of receipt of the letter will be returned to the complaining member by the Secretary when the President has informed the Secretary of his selection of three (3) members for a Hearing Committee. The letter shall include the time, date and place at which he hearing will be held, as well as the names of those appointed to hear the grievance.
3. After the member receives the letter outlined in paragraph two (2), he/she may notify the President if he/she is not satisfied with any one (1), two (2) or all the members who the President has appointed to hear his/her grievance. Once more the President will appoint additional members to replace those that were objected to by the member with the grievance. No additional objections may be made.
4. The member may bring with him/her such other members as he/she may feel necessary to support his/her contentions. The President shall preside over the hearing, unless the member can show the Board that the President is biased, under which circumstance the Board will appoint a "Hearing Officer" from among the Board.
5. If the member is not satisfied with the results of the hearing he/she may appeal for another hearing before the entire Board, at a regular Board meeting, whose decision on the matter shall be final.

Section B

All official action in grievance procedures shall be handled as expeditiously as possible to insure the members' rights.

ARTICLE XV: Amendments to the By-Laws

Section A

The By-Laws may be amended on a motion presented by a "By-Laws Committee" appointed by the President, or by twenty-five (25) percent of the voting membership in good standing.

Section B

A motion to amend the By-Laws shall carry a vote of two-thirds (2/3) of the members voting at a regular club meeting, provided that the total membership is notified at least thirty (30) days, and/or one meeting, in advance of the intended balloting.

ARTICLE XVI: Standing Rules

Section A

Standing Rules are those rules not covered in the By-Laws which deal with the day to day operation of the Club.

Section B

Standing Rules will be reviewed annually by the Board at their 2nd meeting of the new year, and will be reaffirmed, changed or dropped as they deem necessary.

Section C

Any change in the Standing Rules must be approved by the general membership at a General Meeting of the membership.

Section D

New Standing Rules may be adopted by the Board and affirmed by the General Membership, or may be initiated by the membership and voted on at a regular membership meeting by members entitled to vote.

Section E

No Standing Rule(s) may supersede or be in conflict with any of the Club By-Laws. The Board will decide any point of conflict with the By-Laws.

ARTICLE XVII: Disposition of Assets

Section A

In the event of the dissolution or liquidation of this Corporation, whether voluntary or involuntary, all assets of the Corporation remaining after payment of all outstanding debts or other corporate obligations shall be distributed to some regularly organized and recognized non-profit organizations operating within the field of amateur radio, to be determined and designated by the Board at the time of such dissolution or liquidation. Under no circumstances may any such assets be distributed to or for the benefit of any individual member or members of the Corporation upon dissolution or liquidation.