

**BYLAWS
OF
CHAFFEE-LAKE AMATEUR RADIO ASSOCIATION, INC.
Revised: December 19, 2024**

ARTICLE I - NAME

The name of the corporation is CHAFFEE-LAKE AMATEUR RADIO ASSOCIATION, INC., hereinafter called CLARA or the Organization.

ARTICLE II - PURPOSES

CLARA is organized for the following purposes:

Section 1. To provide emergency radio service in the Chaffee and Lake County areas including extended radio coverage throughout the State via repeaters, radio links and other communication devices.

Section 2. To provide radio communication service, radio education seminars and classes, to participate in field day emergency exercises and other community services regarding amateur radio.

Section 3. To purchase, take, receive, lease or otherwise acquire, sell, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated.

Section 4. To obtain such licenses and permits and to exercise all powers necessary to or convenient to effect any of the purposes for which this corporation is organized.

Section 5. To do fund raising to finance the ongoing activities of the corporation and to accept donations.

Section 6. Anything herein contained to the contrary notwithstanding, the purposes of CLARA shall not include engaging in propaganda or otherwise attempting to influence legislation; nor shall they include the advancement of any of its objects by engaging in propaganda or otherwise attempting to influence legislation; nor shall the corporation make any grant or payment for such purpose.

ARTICLE III – GOVERNANCE, MEMBERSHIP AND DUES

Section 1. GOVERNANCE

A: The affairs of CLARA shall be governed by a Board of Directors (the Board) composed of the five Officers listed in Article IV.

B: The Board shall have the powers and duties necessary for the administration, operation and governance of the activities of CLARA, including, but not limited to, (a) operation and maintenance of any repeater equipment or other equipment owned by CLARA, (b) establishing a bank account for the common treasury and for all separate funds which are required or may be

deemed advisable by the Board, (c) keeping and maintaining full and accurate books and records and showing all the receipts, expenses or disbursements and to permit examination thereof at any reasonable time by regular members and to cause a complete audit of the books and accounts by a competent accountant, once each year, (d) entering into contracts within the scope of their duties and powers and (e) keeping in good order, condition and repair all the general and limited items of property owned by the CLARA.

C: A motion for the removal of a Board member, with or without cause, may be made, seconded, and discussed at a Regular or Special Meeting and shall be open for further discussion and voted on at the next following Regular meeting. A majority vote of the Regular members shall be required to remove the Board member.

Section 2. MEMBERSHIP. All persons interested in Amateur Radio communication (radio communication between Amateur Radio operators solely with a personal aim without pecuniary interest) shall be eligible for membership in CLARA. Applications for membership shall be in such form and contain such information as may be required by the Board.

A: Membership in CLARA shall be either as a Regular Member or as an Associate Member. Regular Members must be licensed Amateur Radio operators and shall possess all voting rights granted herein. Associate Members are non-licensed or licensed persons interested in furthering the purposes of CLARA and are ineligible to vote on any matter described herein.

B: Membership Term shall be from January 1 through December 31(Calendar Year), except if a person joins at some point during the Calendar Year, the Membership Term of such person shall be from the time of joining through the balance of the Calendar Year.

Section 3. DUES. The Board shall establish annual membership dues for Regular Members. Associate Members shall not be required to pay membership dues. Any Regular Member not paying membership dues within sixty days of the date of the Annual Meeting shall automatically lose voting privileges and shall have membership in CLARA automatically terminated, unless otherwise directed by the Board; the Board shall reinstate such terminated Regular Member upon payment of current annual Membership Dues. Associate Members who pass an Amateur Radio license exam or licensed Amateur Radio operators who join CLARA during the Calendar Year shall not be required to pay dues for that Calendar Year.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. PRESIDENT. The President shall preside at all meetings and perform duties as described by these Bylaws.

Section 2. VICE-PRESIDENT. The Vice-President shall perform the duties of the President when the President is not available, including presiding at meetings.

Section 3. SECOND VICE-PRESIDENT. The second Vice-President shall coordinate and promote the educational programs of the organization and shall preside at meetings when the President and the Vice-President are not available.

Section 4. SECRETARY. The Secretary shall keep the records of CLARA, provide notice of meetings and maintain minutes of meetings.

Section 5. TREASURER. The Treasurer shall keep the funds of the organization, maintain adequate records and serve as comptroller, purchasing agent and bookkeeper.

ARTICLE V - MEETINGS

Section 1. Annual Meeting. The Annual Meeting shall be held during the month of January each year at a time and place determined by the Board.

Section 2. Regular Meetings. Regular Meetings shall be held on a regular schedule, at least quarterly, at a time and place determined by the Board.

Section 3. Special Meetings. The Board may call Special Meetings outside of the normally scheduled Regular Meetings, whenever they consider it necessary and must provide reasonable notice to all members.

Section 4. Board Meetings. Board Meetings shall be held at a time and place determined by the Board. Board meetings are attended by the Board, and are open to CLARA members. However, the Board may choose to go into an executive session with only Board members present.

ARTICLE VI - NOTICES

Notices of the Annual Meeting, Regular Meetings, Special Meetings and Board Meetings shall be communicated at least five days in advance by electronic mail or any reasonable method.

Notices of Special Meetings shall state in detail the subjects proposed to be acted upon, and no other matters shall be acted upon. The Notice of the Annual Meeting must contain the report of the Nominating Committee.

ARTICLE VII - QUORUM

Sixty percent (60%) of the Board members shall constitute a quorum at any Board Meeting.

For any Annual, Regular or Special Meeting, 20% of Regular Members, but not less than 6 Regular Members, including one member of the Board shall constitute a quorum.

ARTICLE VIII – CLUB LICENSE

The Board may establish one or more FCC Amateur Radio Club licenses for CLARA. The President shall appoint one or more Regular members to serve as the Trustee of any of these licenses, serving at the discretion of the President. These licenses are the sole property of CLARA.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of Regular Members at an Annual, Regular or Special meeting, provided that notice of such amendments have been provided to the membership at least five days in advance of the meeting by electronic mail or any reasonable method.

ARTICLE X - ELECTIONS

A nominating committee shall be appointed by the President no later than November 1st.

This committee shall nominate one candidate for each office to be balloted for at the Annual meeting, and shall notify the Secretary of their selection, not later than one month prior to the Annual Meeting. Nominations shall also be accepted from the floor at the Annual Meeting.

Vacancies occurring in any office or committee shall be filled by appointment by the remaining Board until the next Annual Meeting.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

CLARA shall indemnify every director or officer, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful, misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which CLARA is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such manager or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such manager or officer may be entitled. All liability, loss, damage, costs and expense incurred or suffered by the corporation by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the corporation as common expenses.

ARTICLE XII

Section 1: CLARA is not organized for profit. No member, member of the Board, officer or person from whom CLARA may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board, officer or member; provided, however, always (1) that reasonable compensation may be paid to any member, or officer while acting as an agent or employee of CLARA for services rendered in effecting one or more of the purposes of the CLARA, and (2) that any member, or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of CLARA.

Section 2: Within these Bylaws, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a corporation/organization as well as a natural person.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 19 December 2024.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Secretary of CLARA does hereby certify that the above and foregoing Bylaws of CLARA on the 19 day of December 2024. and that they do now constitute the Bylaws of CLARA.

ATTEST:

<signed>

Sean Duckett KF0IHL

Secretary

Chaffee-Lake Amateur Radio Association