Constitution and By-Laws of the Kensington Amateur Radio Operators and El Cerrito Ham Operators Community Services Association (KARO-ECHO will serve as the designated acronym)

1. NAME

The name of this organization shall be: Kensington Amateur Radio Operators and El Cerrito Ham Operators Community Services Association also known as KARO-ECHO. In formal Memoranda of Understanding with local government agencies and/or Non-Profit Community Service agencies, the KARO-ECHO Emergency Coordinator will have the authority to refer to KARO-ECHO as KARO-ECHO ARES/RACES, or KARO-ECHO Amateur Radio Emergency Services (KEARES).

2. PURPOSE

A. To operate as a non-profit community services organization.

B. To organize and train licensed radio amateurs in emergency radio communications skills, and to apply these skills to serve the needs of the general public primarily in the Kensington, El Cerrito, and/or nearby surrounding areas.

C. To coordinate during times of civil emergency and disaster with local government and disaster relief agencies; and when it is mutually agreeable, to enter into formal Memoranda of Understanding to establish clear procedures for cooperative planning, training, and activation in order to provide communications support for these community agencies.

D. To provide public service communications to support civic events sponsored by charitable, civic, health, and community agencies and organizations. Requests for KARO-ECHO participation shall be made to the KARO-ECHO Emergency Coordinator (EC) and shall be approved by the Board of Directors.

E. To maintain radio communications systems (e.g. amateur radio repeaters, digital networks, portable equipment, radios, emergency power back-up systems, antennae, etc.) when needed to promote the above stated purposes of this organization.

F. To attempt to maintain an active affiliation with the American Radio Relay League, Inc., of Newington, CT, the national nonprofit organization of radio amateurs.

G. To conduct a weekly on-air meeting, or net. The day, time, frequency, and duration will be established by the Emergency Coordinator and announced through appropriate means (newsletter, meeting, on the net, email, etc.).

H. To provide “best practices” training, counsel, education, drills, seminars, or similar as requested for interested individuals, community organizations, agencies, or ad hoc non-profit groups who request radio related communications assistance including but not limited to Amateur Radio, GMRS, FRS, or MURS.

3. MEMBERSHIP

A: Associate membership is by written or web-based application or participation in KARO-ECHO activities such as nets, exercises, or trainings and is open to all persons

interested in amateur radio. Voting privileges are restricted to licensed amateur radio operators who pay KARO-ECHO dues annually; hereafter referred to as full members. Full voting members shall be known interchangeably as full members, voting members, or dues-paying members.

Paid (voting) full memberships expire on December 31 of each calendar year with a grace period extending voting privileges into the renewal period expiring January 31.

Members are encouraged to register as official ARRL ARES stations and are actively encouraged to register with their local, county, or state disaster services jurisdictions such as CERT, RACES, MARS, ACS or SATERN, Red Cross, Skywarn or similar volunteer disaster services organizations. In lieu of an official ARRL ARES program all members in KARO-ECHO are encouraged to register in the KARO-ECHO ARES (KEARES) program as established by the KARO-ECHO Emergency Coordinator.

Privileges of membership include receipt of a periodic newsletter, technical assistance, elmering, and participation in organization events. Members joining at mid-year may have their first year's dues prorated on a monthly basis by the treasurer upon request. Annual dues are set by the Board of Directors and approved by a majority vote of the voting member~~ship~~. Non-voting members (associate members) are welcome at meetings; have full rights and privileges except for voting and Board membership; and may be invited to speak when so recognized by the president.

B: Membership Code of Conduct

All members are expected to support a friendly, supportive, neighborly volunteer environment that will not reflect negatively upon KARO-ECHO or Amateur Radio specifically. Members will agree to refrain from abusive, obscene and discriminatory language, threats, direct personal attacks or harassment (visual, verbal or physical), acts of intimidation, hate speech, mental or physical abuse or violence. Violators may be reprimanded privately (no public shaming), or in rare cases may be removed from membership, put on probation, and/or banned from meetings and Karo-Echo events if there are proven violations of the code of conduct upon determination by the board. Formal complaints should be sent to the president regarding any injurious actions as outlined above. Personal animosities or differences of opinion are not grounds for disciplinary action. The accused member(s) will be given an opportunity to defend themselves in writing, in person, or by a web conference as determined by the board. The Board of Directors may offer mediation when requested.

4. STATUS

This organization shall not participate in -- nor in any way advocate -- any political party, platform, or candidacy. The organization's net income or assets shall accrue only to the benefit of the organization itself and shall be dedicated exclusively to public service and the betterment of amateur radio service.

Upon dissolution of this organization -- all liabilities having been satisfied -- all remaining assets shall be distributed to another organization supporting similar amateur radio emergency communications and meeting the requirements of Internal Revenue Code Section 501(c)(3).

5. RULES

A. Robert's Rules of Order shall govern proceedings when invoked by any member.

B. Any official business requiring a membership vote shall also require the presence of a quorum (see 8. below).

6. HEADQUARTERS

This organization shall be located in Kensington, El Cerrito, or nearby surrounding areas. The current business address is:
KARO-ECHO
P.O. Box 2025
El Cerrito, CA 94530

7. MEETINGS: Regular, Special, and Plenary

A. **Regular meetings** shall be held at 7:00PM local time on the second Monday of each month at locations designated by the Board of Directors (see 11. below) unless otherwise decided by the Board. The meeting location and time shall be announced by the Net Control Station during every regular session of the KARO-ECHO Radio Net (see 12. F. below) and be posted on the KAROECHO.NET Webpage and newsletter. Meetings may be in person, on-line, or a hybrid combination. A suitable accommodation shall be attempted to provide access for those with special needs.

B. **Special meetings** may be called at any time by any member of the Board of Directors (see 11. below), or upon the written request of five (5) or more full members submitted to the Board. Notice shall be sent in advance to all members concerning any Special meeting, stating clearly its purpose and agenda. Such notice must reach the members a minimum of forty-eight (48) hours before the scheduled special meeting time. Notification may occur by email, postal service, telephone, amateur radio, or other reasonable means designed in good faith to notify all members.

C. **Plenary meetings** are called by the president to conduct official business deferred by lack of a quorum (see 8. below). Notification procedures are the same as for special meetings. Any official business transacted during a plenary or special, meeting where such notification procedures have not been duly followed shall be considered null and void.

D. Minutes, noting all relevant determinations, votes, or policies shall be recorded and published on the KAROECHO.NET website by the secretary or his/her assistant. If the secretary is not present the president shall appoint a temporary substitute.

8. QUORUM

A quorum is defined as twenty-five (25%) of the total full voting membership. If a quorum is not present at a meeting requiring a vote, the president may postpone the

vote until the next regular meeting (see 7A above) or Plenary meeting (see 7C above). For a Plenary meeting, and only for a Plenary meeting, a quorum is defined as ten percent (10%) of the total voting membership. The entire membership must be notified at least 48 hours in advance of any Special or Plenary meeting.
Binding decisions made at all meetings (general, plenary, special, and board meetings), shall be decided by majority vote of the quorum present except for recall elections and constitution amendments, which shall require a 2/3 vote of the voting members present. In the event of a tie, the president shall be given a deciding vote. A quorum for a Board meeting shall be 50% of the total individual Board members.

9. AGENDA

The president shall be responsible for the meeting agenda. In general, the agenda will be presented (including any last-minute additions or subtractions) on the website, by email, or on the weekly net at least 2 days before the beginning of the meeting and approved at the beginning of the meeting by majority vote of the voting membership. The minutes of the last meeting should similarly be published as above and approved or corrected at the beginning of the meeting, followed by the treasurer's report. If a binding vote is entertained, the president shall consult with the treasurer to ascertain if a quorum is present. The agenda may include, without being exclusionary of other germane items, a training session if indicated, old and new business, and other topics of value and interest including relevant announcements to the membership as time permits.

10. AMENDMENT OF THE Constitution and By-Laws

The Constitution and By-Laws may be amended by the following procedure:

A. The establishment of a Constitution and By-Laws Revision Committee by a motion at a general membership meeting and approved by the majority of the voting members present.

B. Adequate notification of the proposed amendments by the Constitution and By-Laws Revision Committee to the full membership either at a Regular meeting, by publication on the KARO-ECHO webpage, linked by a citation in the KARO-ECHO Newsletter, through hard copy, by Email to the entire membership, and/or any similar methods at least thirty (30) days prior to the ratification vote.

C. A 2/3 vote of the voting members attending a Regular or Special meeting provided a quorum is present and prior notice requirements have been met. (see 5. and 8. above).

11. OFFICERS and BOARD OF DIRECTORS

A. The Board of Directors (also known as the Board)-shall consist of the elected officers, the Emergency Coordinator (EC), the Newsletter Editor, the Web Administrator, Net Manager, the leaders or project managers of all STANDING work group committees, and Members-At-Large (MAL) appointed by the Board of Directors as deemed valuable to the direction and well-being of the club. All voting members of the Board of Directors must be full members.

The duties of the Board shall consist of, but not be limited to, providing direction, identifying needed improvements, overseeing needed projects, approving/certifying official documents, establishing standing and ad hoc committees and their project managers, and acting as the governing authority of KARO-ECHO between monthly general meetings on matters not specifically relegated to the general membership.
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The outgoing non-elected board members and their positions shall be removed, replaced, or reinstated according to the discretion of the incoming elected officers at their first meeting of each subsequent year following the December election. The newly elected officers will be charged with appointing the new or reinstating previous board members such as the EC, Newsletter Editor, Web Administrator, Net Manager, the leads of any standing committees, and new or past Members-At-Large as outlined by the by-laws by majority vote. The board may replace any appointed board member, other than the four elected officers (see 11B below), by majority vote at any board meeting. No exclusions exist to prohibit any board member from serving in multiple roles in the above, but said member will be restricted to the one man/one woman vote rule.

The minutes or notes of the board meetings including all relevant decisions shall appear on the KAROECHO.NET webpage noting all germane decisions and actions. The purview of the board shall be to identify weaknesses, strategize future improvements, and conduct both mundane, time critical, planning, and organizational business between the regular membership meetings. Roberts Rules of Order may be invoked upon request by any board member present.

B. The elected officers of this organization shall be: president, vice-president, secretary, and treasurer. They must be full dues paying members at the time of their election.

C. The officers shall be elected for a term of one year by a majority vote of a quorum of full members at the December general meeting. The term of office shall be from the end of the December meeting of the election year through the December meeting of the next calendar year.

D. Potential nominees will be sought, solicited, vetted, and nominated by the Nominating Committee which shall be constituted by approval of a quorum of the full voting members by majority vote at the October general membership meeting.

The Nominating committee will call for nominations for officers by openly soliciting and encouraging candidates by utilizing invitations in the November and December Newsletters, on the KARO-ECHO website, and by email initiated to all members of the organization. Last minute nominations shall also be accepted at the beginning of the December general meetings before the vote is taken. All full voting members are eligible to be nominated. Full members can nominate themselves. The Nominating Committee's role is non-exclusionary, i.e., its duty is to solicit from the membership willing and able candidates in advance of the voting process. The Nominating committee shall be dissolved after the December election and reestablished at the following October meeting.

E. The selection and final approval of the Emergency Coordinator (EC) is solely the responsibility of the Board of Directors. The EC shall serve until resignation, until the first Board meeting following the December election wherein, he/she may be reinstated, or until a majority vote of the Board results in replacement. The RACES Radio Officer shall be the same person as the EC or appointed by the EC as an assistant to the EC (AEC). See 12E below. If the Board decides to seek official ARRL ARES status, it will approve the KARO-ECHO EC to apply to the ARRL SEC for ARRL ARES appointment.

F. Vacancies occurring between elections shall be filled by the Board.

G. Recall or removal of elected officers requires a vote by two-thirds (2/3) of the voting members in attendance at a Regular or Special Meeting providing that a quorum is present.

12. Duties: Elected Officers, Emergency Coordinator (EC), Net Manager, Web Administrator, Newsletter Editor, Members at Large:

A. President:

- Preside at all meetings in an efficient, fair, and respectful manner
- Be responsible for developing the meeting agendas and for ensuring that the agenda is made available to KARO-ECHO members in the manner described in Section 9
- Enforce due observance of the Constitution and By-Laws
- Decide all questions of order or appoint a parliamentarian. A Point of Order shall be decided by invoking Robert's Rules of Order
- Sign official documents of the organization
- Solicit and propose special committees, task forces, additional committees, and or chairpersons thereof to carry on the functions of the organization upon approval by the general membership or board as needed.
- Act as spokesperson for the organization and/or designate others as spokespeople.
- Assist the EC in every practical way possible
- Ensure that the Minutes are posted on the website and approved at the beginning of each meeting, noting any changes if any.
- Ensure that a quorum is present when any binding vote is on the table.
- Evaluate needs and goals of the organization, spearhead projects as they may develop, and move existing committee projects and responsibilities forward judiciously.
- Following elections, the outgoing president shall turn over to the successor all items belonging to the organization and pertaining to this office and provide an orientation review of the functions of this office and the status of all current projects.

B. Vice-president:

- Assume all duties of the president in his/her absence
- Chair the program committee and solicit new program topics and ideas
- Assist the EC in every practical way possible
- Assist the secretary in notifying the membership of any Special or Plenary meetings (See 7 above)

The vice president may delegate any of the above duties to members or subcommittees established within the purview of this office. Following elections, the outgoing vice-president shall turn over all items pertaining to this office to the successor & provide an orientation review of the office's functions & the status of all current projects.

C. Treasurer:

- Collect all dues, donations, and other moneys received by the organization
- Deposit these funds in a membership approved bank account
- Disburse funds as directed by a majority membership vote (see 5. above), by the president, by duly appointed committee chairpersons, or by the EC
- Keep all records of the organization's financial transactions and make those records available to the organization upon request
- Issue a financial report at each Regular meeting
- Maintain an up-to-date full membership list and share it with the club secretary

Following elections, the outgoing treasurer shall turn over all items pertaining to this office to the successor & provide an orientation review of the office's functions & the status of all current projects.

D. Secretary:

- Keep the Constitution and By-Laws and provide it to all new members upon request
- Keep the minutes or germane notes of Regular, Board, Special, and Plenary meetings (see 7. above)
- Keep copies of all documents pertaining to, or deemed important by, this organization (digital or hard copy)
- Be responsible for notifying the membership of Special and Plenary meetings (see 7. above)
- Ensure notification of all members, either by email, mail, telephone, or by the newsletter of meeting locations and times.
- Ensure that minutes and newsletters archives will be made available to all members on the Karo-Echo webpage or through equally expedient means.

Following elections, the outgoing secretary shall turn over all items pertaining to this office to the successor & provide an orientation review of the office's functions & the status of all current projects.

E. Emergency Coordinator (EC):
Shall be selected by the Board, shall sit on the board, and optionally be recommended to the ARRL SEC for field appointment, & shall

- As an option attempt to establish and maintain a full-service ARES operational EmComm plan or equivalent.
- Be the ongoing liaison to all KARO-ECHO jurisdictions and neighboring public safety, disaster, public service, and welfare entities, which may request this organization's assistance
- Provide a status report to the membership at each Regular meeting. Optionally, provide status reports to the ARRL SEC and the ARRL itself via established forms and procedures
- Establish, as deemed prudent, RACES programs with appropriate agencies in Kensington, El Cerrito, and/or nearby surrounding areas
- Optionally, fulfill the job guidelines of the ARRL as referenced in Appendix A
- Maintain and provide appropriate ARES and/or RACES registration forms for members when an official ARES or RACES relationship is established.
- Appoint Assistant ECs (AEC) to fulfill designated job descriptions as needed
- Recommend the net manager to the Board for Board approval.
- Optionally make a reasonable effort to become an ARRL certified EC. If failing certification by the ARRL's East Bay SEC, Karo-Echo reserves its sovereign right to appoint the EC of their own choice independent of ARRL approval. See 11E above.

Upon replacement, the Emergency Coordinator shall turn over all items pertaining to this office to his/her successor and provide an orientation review of this office and the status of all current projects.

F. Net Manager
The Net Manager shall be appointed by the Board of Directors (see 11. above) upon recommendation by the Emergency Coordinator, sit on the Board, and shall:

- Manage the weekly Net according to guidelines established by the Board
- Arrange for Net Control Stations (NCS) in advance.
- Arrange and schedule Net training exercises and drills.
- Transmit relevant bulletins/announcements on the weekly net.
- Receive and archive net session reports regarding the callsigns of check-ins, the total number of check-ins, total time of net, and number of written messages passed. A copy of the weekly archive should be sent to the Emergency Coordinator (EC).
- Report to the membership at regular meetings
- Arrange for announcements during the Net of the date, time, and location of the next Regular, Special, or Plenary meeting
- Follow the recommended standard ARRL Net Management procedures

- The Net Manager may delegate Net responsibility to assistant net managers as desired.
- Upon replacement, the Net manager shall turn over all items pertaining to this office to the successor and provide an orientation review of his/her responsibilities and domain and the status of all current ongoing projects.

G. Newsletter Editor

The Newsletter Editor shall be appointed by the Board of Directors and shall sit on the Board. She/he will distribute monthly newsletters via email (to members@karoecho.net), including upcoming meeting announcements, drills, bulletins, a summary of recent activities, election announcements and results, public service events, SETs (Simulated Emergency Tests), web links to proposed agendas and minutes of past meetings, and other newsworthy items.

Upon replacement, the newsletter editor, shall turn over all items pertaining to this office to the successor and provide an orientation review of his/her domain and the status of all current projects.

H. Website Administrator/Maestro

The Website Administrator/Maestro shall be appointed by the Board of Directors and shall sit on the Board. He/she will be responsible for the creation, health, maintenance, format, and content of the KAROECHO website and email list server.

L. Members-At-Large (MAL):

The board may appoint additional members to the board as deemed helpful to the direction, vision, history, counsel, planning, effectiveness, and/or purpose of the club. The MAL will serve as voting members and will be terminated or reappointed on the first board meeting following the election by the newly elected club officers at the pleasure of the newly elected officers.

M. All board members shall be full members in good standing.

13. STANDING COMMITTEES, SPECIAL COMMITTEES and TASK FORCES

At any time the Board or the voting members by a majority vote at a Regular or Special meeting, may create standing committees, ad hoc temporary committees, or task forces for specific purposes.

These may include, but are not limited to, the following workgroups/committees:

- Education and Training Work Group (Elmering)
- Outreach, PR, and Recruitment
- Technical: Hardware, software, physical plant maintenance and installation (including antennae, emergency power, maintenance logs, manuals, and the stocking of forms, paper, pencils, etc.)

- Public Service Support Group
- Elmering/mentoring
- RFI/TVI and interference reduction work group
- Field Day, Demonstration Station, and Special Events Working Group
- Special Fund Raising. Publicity, and PR Committee for special events
- Nominating Committee (see section 11D above)
- SYSOP/Webmaster: A webpage/IT, development, and maintenance manager
- Constitution and By-laws Revision Task Force with approval by the full members. (See 10 section above)
- Radio System Operation Committee: Pursuant to item 13 above, the president and/or Board upon recommendation by the EC may appoint a special Work Team to evaluate, maintain, and improve the functional operational communications radio system operated by KARO-ECHO ARES/RACES dedicated to providing public service and/or emergency communications readiness in Kensington, El Cerrito, and nearby surrounding areas This committee shall be responsible for reviewing and approving requests for use of the KARO-ECHO system for civic or community events by other non-profit organizations. All matters related to the operation and maintenance of the system shall be referred to this committee for review and appropriate action. The de facto leader of this committee will be the EC, unless the committee is appointed by the board as a separate adjunct or standing committee.

A Standing Work Group Committee (see 11A above) is designated by the Board as a committee whose duration is meant to be permanent or Long Standing. Their project managers or leads shall serve as voting members on the Board upon appointment and approval of the Board.

14. Constitution and BY-LAWS HISTORY

This is the third revised Constitution and By-Laws of KARO-ECHO

15. APPENDICES

A. Optional References per section 12E above indicating the scope of our domain, including but not Limited to the following:

ARES Manual published by the ARRL
http://www.arrl.org/files/file/Public%20Service/ARES/ARESmanual2015.pdf
Public Service Communications Manual, published by ARRL
http://www.arrl.org/files/file/Public%20Service/ARES/ARES%20Manual.pdf
The Emergency Coordinator's Manual, published by ARRL
http://www.arrl.org/files/file/Public%20Service/ECMANUAL.PDF

ARES Field Resources Manual, published by ARRL
http://www.arrl.org/files/file/Public%20Service/ARES/ARESFieldResourcesManual_rev10-2019.pdf
ARES Standardized Training Plan Task Book
http://www.arrl.org/files/file/Public%20Service/ARES/ARRL-ARES-FILLABLE-TRAINING-TASK-BOOK-V2_1_1.pdf (not adopted)
ARES Plan See: http://www.arrl.org/ares-plan

B. Application Form

KE-ARES Registration Form(s) and self-evaluation forms are available from the EC upon request, and/or on the KAROECHO.NET website.