

BYLAWS FOR THE REGULATION  
EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR ITS ARTICLES OF  
INCORPORATION OF BERRYESSA AMATEUR RADIO KLUB

ARTICLE I

OFFICES:

Section 1. PRINCIPAL OFFICE.

The principal office for the transaction of the business of the corporation in California shall be located in the County of ~~Sacramento~~ Yolo, and ~~shall so remain unless moved by amendment to the Articles of Incorporation of this corporation.~~ ~~shall so remain unless moved by amendment to the Articles of Incorporation of this corporation.~~

The Board of Directors is hereby granted full power and authority to establish the exact location of said principal office within said county, and to amend or change the same from time to time, as may be necessary, proper or desirable for the efficient transaction of the business of the corporation. The exact location so determined shall be noted on these bylaws by the secretary, opposite this section, or this section may be amended to state such location.

Section 2. OPERATIONAL OFFICES.

The Board of Directors shall designate the location or locations of any operational offices established by the corporation, and shall designate the equipment to be installed and operated at each such operational office. When the same have been established, they shall be referred to as repeater sites and/or remote base sites, and their operational characteristics and capabilities shall be announced to the membership at large, subject to such limitations may be required to adequately assure compliance with control and other requirements imposed upon such sites by the Federal Communications Commission, or by the laws of the United States or of the State of California.

Nothing in this section shall be deemed to preclude the giving of any advance notice or notification of proposed sites or equipment modifications to membership, nor to preclude the modification of any site or sites, or to the equipment located at any such site, or of the capabilities of the equipment to be maintained at any such site, provided only that the membership shall be

**Comment [1]:** Agreed new 'principal office' as decided in the January 2018 Board of Director's meeting.

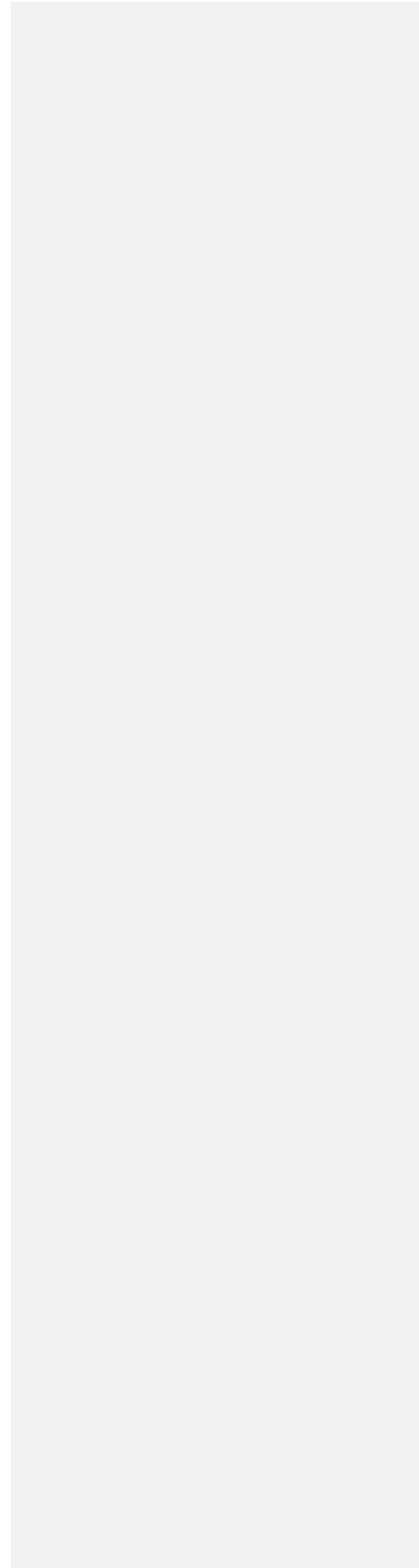
**Comment [2]:** Needs to change to yolo.

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**Comment [3]:** Possible change required to Articles of Incorporation

kept adequately advised of any such modification.



## ARTICLE II

### MEMBERSHIP

#### Section 1: ELEGIBILITY FOR MEMBERSHIP.

~~All persons having an active interest in VHF Amateur Radio shall be eligible for membership in the corporation, provided however, that any such person not holding a valid and current renewable Amateur Radio Operator license issued by the Federal Communications Commission shall not be allowed to apply for membership in the corporation until such time as he/she can demonstrate compliance with all requirements for a such a license and has duly applied for such a licence and paid all fees required for issuance thereof, and provided further that no such person shall be elected to membership unless he/she holds a valid and current renewable Amateur Radio Operator licence issued by the Federal Communications Commission at the time of such election.~~ All persons holding a valid, renewable Amateur Radio License issued by the Federal Communications Commission and having an active interest in Amateur Radio, shall be eligible for membership.

**Comment [4]:** This entire paragraph can be replaced with "All persons holding a valid, renewable Amateur Radio Operator's license are eligible for membership." the second half of this is meaningless, because anyone who has demonstrated application and qualification for such license only needs to wait a few days for the FCC website to announce their callsign on their website.

#### Section 2: APPLICATION FOR MEMBERSHIP

Application for membership in the corporation shall be made in accordance with appropriate procedures as, from time to time, may be adopted by the Board of Directors and duly promulgated for that purpose.

#### Section 3: REVOCATION OF MEMBERSHIP

The Board of Directors shall have the power to revoke or suspend the membership of membership rights of any member who has failed to abide by the regulations, bylaws and Operating Procedure of the corporation, on due notice to such member and full hearing, which hearing shall be in closed session if so requested by member whose continued right to membership or membership privileges is in question, provided that the procedures to be established by the Board of Directors for such revocation or suspension are followed explicitly. Any such procedure shall give the member involved ample opportunity to show cause why his membership or membership privileges should not be revoked or suspended.

#### Section 4: MEMBERSHIP VOTING RIGHTS

Members shall be considered in good-standing, if they have met all the qualifications of membership pursuant to all Articles of these bylaws, have paid all dues and assessments according to these bylaws, and have not had their membership revoked, suspended, or called into review pursuant to Section 3 of this Article.

All members-in-good standing have right to vote at all general, annual, and special meetings of the club.

#### Section 5: PROXY

In 2013, the membership adopted Resolution 2013-002 "Reassignment of Voting Proxy for General Elections". This section codifies that resolution permanently into bylaws.

In order that club business can be conducted in an effective and timely manner, all members agree to the following proxy rules.

If a BARK member with voting status is not in attendance at a meeting at which an official vote is to be held, and has not reassigned their proxy to another eligible BARK member that is in attendance at that meeting, the proxy of that BARK member not in attendance at that meeting will be assigned to the highest ranking BARK officer present at such meeting.

BARK members in good standing may revoke and reassign their proxy at any time, by presenting such proxy in writing to a BARK officer at least seven (7) days prior to any announced official vote.

Written reassignment of proxy will be for a period specified by the member in good standing for a period not to exceed three (3) years.

The result of all votes shall be published in the meeting minutes and shall be made available to all members via the club web site, or by other means if requested.

#### Section 6: NOTICES

Unless specified elsewhere in these bylaws, notice to members of club actions, including upcoming meetings and votes, shall be considered duly given if given at least 10 days prior or within 30 days after such action, via any of the following methods:

- a) notice is posted on the club's web site on the front page, or;
- b) notice is sent to member at a member-provided email address as listed in the club membership roster, or;
- c) notice is mailed to a member-provided US postal address, as listed in the club membership roster, but in this case must be mailed at least 14 days prior to subject action.

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ARTICLE III  
MEETING OF MEMBERS

Section 1. PLACE OF MEETINGS

All annual meetings of the members, and all regular and special meeting of the members, shall be held ~~at the principal office of the corporation unless some other location is appointed therefor by resolution of the Board of Directors, and notification of such location is given to all members of record in writing~~ a location announced from time to time by the Board of Directors, and notice given pursuant to Article II, Section 6 at least seven (7) days prior to such meeting. Notice of such location shall be deemed properly given as to all subsequent meetings in the event such notification is given of a location to be utilized "until further notice", and no meeting thereafter may be deemed improperly called or held by reason of failure to give notice of the specific location of such subsequent meeting, unless the location thereof be different from that previously announced.

**Comment [5]:** This should be permanently changed to read "at a location announced from time to time by the Board of Directors, and published on the Klub's website."

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**Comment [6]:** This should be changed to read "by listing on the Klub website, and, any Klub run radio nets".

Section 2. ANNUAL MEETINGS

The ~~required~~ annual meeting of the members shall be held on ~~the third Friday in the month of June each year, at the hour of 8:00pm~~ the second Saturday of November, at the time and location determined pursuant to Section 1 of this Article, provided however that should any such day fall upon a legal holiday, the date of such annual meeting may be designated by the Board of Directors as any date within the month of November, subject to notice requirements stated in Section 1 of this Article, ~~and at the location determined pursuant to Section 1 of this Article;~~ provided, however, that should any such day fall upon a legal holiday, the date of such annual meeting may be designated by the Board of Directors as any date within the month of June.

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**Comment [8]:** This needs to be changed to read "the last quarterly meeting of the year, pursuant to Section 1 of this Article"

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~~Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given him/her if sent by mail or other means of written communication addressed to the place where the principal office of the the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which the said office is located. All such notices shall be setn to each member entitled thereto not less than ten (10) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any , as may be expressly required by statute.~~

**Comment [9]:** This section needs to read "provided on the Klub's website"

Section 3. REGULAR MEETINGS

~~Regular general meetings shall be held once per quarter, on the second Saturday of the month, in February, May, August, and November, unless otherwise recommended by resolution of the Board of Directors and approved by vote at a regular general meeting. Such vote shall be announced no later than the previously scheduled regular quarterly meeting, and announced via the Klub's website at least 10 days in advance of said meeting. If the second Saturday is a legal~~

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holiday, that meeting shall be held on the immediately following, non-holiday Saturday, unless otherwise recommended by the Board of Directors and approved by vote at a regular general meeting.

Regular meetings of the members may be held as decided by vote of the members each year at the annual meeting. Once membership has elected to hold such meetings, such election shall be deemed renewed from year to year unless modified or revoked by appropriate action at a subsequent annual meeting.

Comment [11]: Replace with the below

Regular general meeting shall be held once per quarter, on the second Saturday of the month, in February, May, August, and November, unless otherwise recommended by resolution of the Board of Directors and approved by vote at a regular general meeting. Such vote shall be announced no later than the previously scheduled regular quarterly meeting, and announced via the Klub's website at least 7 days in advance of said meeting. ~~If the second Saturday is a legal holiday, that meeting shall be held on the immediately following, non-holiday Saturday, unless otherwise recommended by the Board of Directors and approved by vote at a regular general meeting.~~

Comment [12]: Add

#### Section 4. SPECIAL MEETINGS.

Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the president, or by resolution of the Board of Directors, or by the written vote of consent of not less than fifty percent of the members entitled to vote, pursuant to Section 6 of this Article. Such meetings may be held at the principal office of the corporation, or at a location designated by the Board of Directors any place within or without the state of California the County of Yolo as designated in the written vote or consent of the member calling such special meeting, or by the Board of Directors pursuant to the authority granted them in these bylaws, provided notice of such location be given in the manner hereafter as provided in this Article.

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#### Section 5. NOTICE OF REGULAR OR SPECIAL MEETING.

Written notice of each regular or special meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than seven (7) days before such regular or special meeting. Shuch notices shall specify the place, the day, and the hours of such meeting and shall state such other matters if any, as may be expressly required by statute. by posting on the club's website not less than 10 days before such meeting.

#### Section 6. QUORUM

No meeting of the members shall transact business unless a quorum of the members entitled to vote is present or represented by written proxy, except to adjourn from day to day until such time as may be deemed proper. Fifty percent of the members entitled to vote shall constitute a quorum for the purpose of this section. Notwithstanding the preceding provisions of this section the

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~~members present at a duly called or held meeting at which a quorum is found to be present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum remaining. Pursuant to Article II, Section 5 of these bylaws, quorum shall be considered any meeting where at least one duly elected officer, one additional board member, and at least one-tenth of the total membership in good standing are present in attendance.~~

~~No meeting of the members shall transact business unless a quorum is represented.~~

#### Section 7. ADJOURNED MEETING AND NOTICE THEREOF

Any meeting of the members, whether annual, regular or special, ~~and whether or not a quorum is present, and whether or not a quorum is present~~ may be adjourned from time to time by the vote of a majority of the members ~~either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such a meeting. but in the absence of a quorum no other business may be transacted at such a meeting.~~

When any meeting of the members, whether annual, regular or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than the announcement at the meeting at which such adjournment is taken, and by such further announcement or other means of notice as may be prescribed in the motion to adjourn.

#### Section 8. ACTION WITHOUT MEETING.

Any action which, under any provision of the California Nonprofit Corporation Law, may be taken at a meeting of the members, except approval of an agreement for merger or consolidation of the corporation with other corporations, may be taken without a meeting if authorized by a writing signed by not less than two thirds of the persons who would be entitled to vote upon such action at a meeting, and filed with the secretary of the corporation.

#### ~~Section 9. PROXIES~~

~~Any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force, with in no case shall exceed seven (7) years from the date of its execution.~~

**Comment [13]:** This section is not necessary with the addition of Article II, Section 5.

#### Section 10. INSPECTORS OF ELECTION

In advance of any meeting of the members, the Board of Directors may appoint any person other than nominees for office or the named proponents of any resolution to come before the meeting, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the chairman of any such meeting may, and on request of any member or his proxy shall, make such appointments at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of member present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting or at the meeting by the chairman.

The duties of such inspectors shall be as prescribed by Section 2233 of the Corporation Code of California and shall include: determining the number of members of record, the members represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents ; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all members.

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Comment [14]: Need legal advice.



ARTICLE IV  
BOARD OF DIRECTORS:

Section 1. QUALIFICATION OF DIRECTORS.

All directors of this corporation shall be members of the corporation in good standing, and must possess a current, valid and renewable Amateur Radio Operator license issued by the Federal Communications Commission.

Section 2. POWERS.

Subject to the limitations of the articles of incorporation, of these bylaws, and of the California General Corporation Law and California Nonprofit Corporation Law, as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by these bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

- a. To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or these bylaws, fix their compensation and require from them security for faithful service.
- b. To cooperate with government agencies, city, state, and national, in operating an FM Amateur Radio Repeater or remote base station or stations in such location or locations as may be mutually agreed upon, for the better attainment of the objectives and purposes of the corporation and to best provide emergency and/or educational services to the community at large, when needed.
- c. To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with law, or with the articles of incorporation or the bylaws, or with the rules and regulations issued and promulgated by the Federal Communications Commission, as they may deem best.
- d. To change the principal office for the transaction of the business of the corporation from one location to another ~~within the same county~~ as provided in Article I, Section 1, hereof; to designate one or more locations for the operational offices and repeater or remote base sites to be operated by the corporation, and to provide for the equipment to be operated and maintained at such locations, as provided in the Article I, Section 2 hereof; to designate any place within or without the State of California for the holding of any membership meeting or meetings, including annual meetings, subject only the notice requirements contained in Article III, Sections 1, 2, and 5 of these bylaws; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of seal and such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with provisions of law.
- e. To appoint members of all standing committees of the corporation, and to establish interim committees and appoint the members thereof, at such times and in such manner as they may deem necessary or proper for the efficient transaction of the business and activities of the corporation.
- f. To determine, modify and establish dues and/or assessments for the members, and to provide for the due dates thereof.

Section 3. DUTIES OF DIRECTORS

Subject to the limitations imposed by the laws and regulations of the United States or any regulatory agency thereof, and of the State of California or any regulatory agency or political subdivision thereof, the Board of Directors, in addition to fulfilling all the duties imposed upon them by law, whether included in the General or Nonprofit Corporation Laws of the State of California or otherwise, shall provide for not less than one operational amateur radio repeater

station or remote base station, open to the use of the general membership, and shall maintain the same at the sole expense of the corporation. In addition, the directors shall :

a. Cause to be kept by the secretary, and open to the inspection of any person entitled thereto, and making demand therefor, a membership register, book of minutes of all meetings of the Board of Directors, and of the members, and all other books and records required by law to be kept and maintained.

b. Report regularly to the membership all activities of the Board of Directors, with the exception of matters required to be considered in closed session and with the further exception of those matters providing exception to the Brown Act of the State of California.

c. Wherever possible, present to the membership for consideration and comment any proposal involving the expenditure of corporate funds in excess of the sum of Two Hundred Fifty and no/100 Dollars (\$250.00), any proposal concerning major modifications of the equipment installed at any repeater site or remote base site operated by the corporation, or any proposal for an amendment to these bylaws other than such amendments as may be required to maintain their consistency following an amendment previously submitted to the membership and adopted or required for the purpose of permitting the corporation to remain in compliance with any applicable law.

#### Section 4. ELECTION AND TERM OF OFFICE

[As adopted by the membership in Resolution 2013-001 the Board of Directors shall consist of 7 members in good standing.](#)

All directors of the corporation excepting the Trustee of License shall be elected at the annual meetings of members, and shall hold office for a period of ~~one (1) year~~two (2) years and until their respective successors are elected, except as provided in Section 5 of this Article. Election of directors shall be a primary agenda item at each ~~such~~ annual meeting.

**Comment [JOD15]:** Update to 2 years to match current operations.

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#### Section 5. DISQUALIFICATION FOR ELECTION AND IMPLIED RESIGNATION

Any member of the Board of Directors, who shall fail to attend three (3) consecutive meetings of the Board, shall be deemed to have resigned from the Board, unless such absence shall have been previously excused by resolution of the Board, for good cause shown. Any such implied resignation shall be immediately accepted by the remaining members of the Board, and the member involved shall be so notified in writing.

#### Section 6. VACANCIES

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office for the remainder of the term of office of the regularly elected director who he replaces.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, with in fact or implied, or removal of any director, or if the authorized number of directors be increased or if the members fail, ant any annual, regular or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The members entitled to vote may elect a director or directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation for the director rendered to take effect at future time, the Board or the members entitled to vote shall have power to elect a successor to take the office when the resignation is to become effective.

#### Section 7. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at any time and place within or without the states which have been designated from time to time by resolution of the Board by written consent of all members of the Board.

In absence of such designation, regular meeting shall be held at the principal office of the corporation. Special meeting ~~off~~ the Board may be held either at a place so designated or at the principal office of the corporation.

#### Section 8. SPECIAL MEETINGS.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or, if he is absent or unable to refuses to act, by the Vice-president or by any two directors.

Written notices of the time and place of special meetings shall be delivered ~~personally~~ to each director ~~or sent to each director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director pursuant to Article II, Section 6.~~

Comment [JOD16]: Including email

Comment [JOD17]: Including email

Comment [JOD18]: On the Klub website

Comment [JOD19]: strike

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Comment [JOD21]: emailing,

#### Section 9. ACTION WITHOUT MEETING.

Any action by the Board of Directors may be taken without a meeting of all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minute of the proceedings of the Board.

#### Section 10. QUORUM.

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinbefore provided. Each act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the articles of incorporation.

#### Section 11. WAIVER OF NOTICE.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present ~~and if, either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to holding such meeting or approval of the minutes thereof.~~

All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

#### Section 12. ADJOURNMENT.

A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

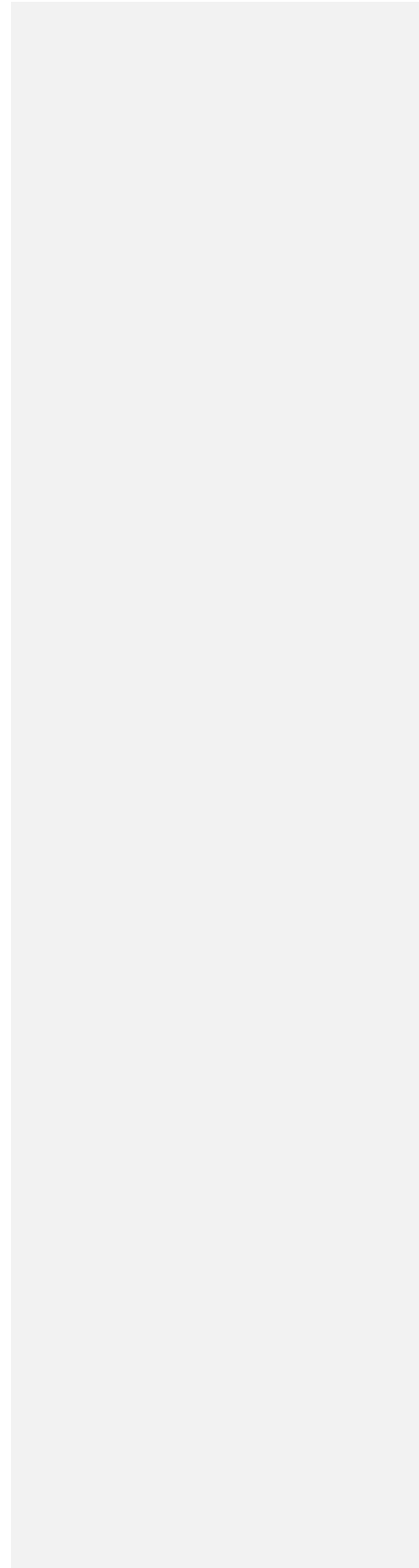
#### Section 13. NOTICE OF ADJOURNMENT.

Notice of the time and place of holding an adjourned meeting need not be given to absent

directors if the time and place be fixed at the meeting adjourned.

**Section 14. FEES AND COMPENSATION.**

Directors and members of committees may receive such reimbursement for expenses, if any, as may be fixed or determined by resolution of the Board. No fees or compensation shall be paid to any member for service as a director, officer or member of any committee of this corporation.



ARTICLE V  
OFFICERS:

Section 1. OFFICERS REQUIRED OR AUTHORIZED.

The officers of this corporation shall include, as a minimum, a president, a vice-president, a secretary, a treasurer and a trustee of license. The corporation may also have, at the discretion of the Board of Directors, one or more assistant secretaries and such other subordinate officers as may be appointed in accordance with the provisions of Section 4 of this Article.

Section 2. ELECTION OF REQUIRED OFFICERS.

The required officers of the corporation, except such officers as may be appointed in accordance with Sections 3, 4 and 6 of this Article, shall be chosen annually by the Board of Directors at its regular meeting next following the annual meeting of the members. Any office may be re-elected to the same office or to another office provided he holds a current, valid and renewable Amateur Radio Operator license issued by the Federal Communications Commission.

Section 3. ELECTION OF TRUSTEE OF LICENSE.

The trustee of license shall be elected by the Board of Directors at such times as a vacancy exists in that office for any of the reasons set forth in Sections 5 or 6 of this Article, or at such time as a vacancy in said office is expected to occur within sixty (60) days by virtue of completion of the term of office of the incumbent trustee. The trustee of license shall be elected for a term of five (5) years to be concurrent with term of the Station License held on behalf of the corporation. No person shall be elected to the office of trustee of license if his election would require any radio equipment utilized by the corporation at the time of his election to be removed from service. The trustee of license shall be exempt from the annual election requirements of Section 2 of this Article, and shall be exempt from the provisions of Section 5 of Article IV of these bylaws.

Section 4. SUBORDINATE OFFICERS.

The Board of Directors may appoint, and may empower the president to appoint, such other officers as the business and affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be provided in these bylaws or as the Board of Directors may from time to time determine.

Section 5. REMOVAL AND RESIGNATION.

Any officer may be removed with the exception of the trustee of license, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointment to such office, except that such office shall be filled by an election held not later than the second regular meeting of the Board of Directors following the creation of such vacancy.

## Section 7. PRESIDENT.

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business, affairs, activities and officers of the corporation. He shall preside at all meetings of the members and shall call and preside at all meetings of the Board of Directors. He shall be ex officio a member of all standing and temporary committees, and shall have the general powers and general duties of management, usually vested in the office of president of a corporations, and shall have such other powers and duties as may be prescribed by the Board of Directors or bylaws.

## Section 8. VICE-PRESIDENT.

In the absence or disability of the president, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or the bylaws. In addition, the vice-president shall:

- a. In the event the president should resign his office, or for some reason become unable to perform the duties of the office of president, at the next meeting of the Board of Directors following the receipt of notification of resignation of the president or at the Board of Directors meeting when the office of president shall be declared vacated by unanimous agreement of the Board of Directors, call for a special election for the office of president. When the new president has been elected by the Board of Directors, the vice-president shall resume his duties as vice-president.
- b. Be responsible for obtaining a meeting place for all meetings of the corporation and the Board of Directors,

## Section 9. SECRETARY.

The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book-record of minutes of all meetings of directors and members, with the time and place of holding whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors meetings, the number of members present or represented at membership meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all the meetings of the member and of the Board of Directors required by the bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and affix the same to all documents requiring such seal, and shall have such other duties as may be prescribed by the Board of Directors or by the bylaws. In addition, his duties shall specifically include the following:

- a. He shall keep at the principal office of the corporation, on the club web site, or such other place as the Board of Directors may designate, a membership register pursuant to the provisions of Section 9606 of the Corporations Code of the State of California, and also all other books of the corporation by law or by these bylaws required.
- b. He shall keep at the principal office of the corporation, or such other place as the Board of Directors may designate, open to inspection by members at all reasonable times, the original or a certified copy of the bylaws of the corporation, as amended or otherwise altered to date.

## Section 10. TREASURER.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. he shall disburse the funds of the corporation as may be order the by the Board of Directors, shall render

**Comment [JOD22]:** This is important. Right now it seems the Treasurer is doing this. We MUST have an accurate record of members and their contact information. Recommend we change this. Move it to the treasurer's jobs in Section 10.

to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

The treasurer shall prepare and file on behalf of the club all Federal, State and Local tax forms, as may be required by statute.

In addition, the treasurer shall prepare and ~~mail~~ provide to members of the corporation ~~prior to~~ the annual meeting, a summary of all financial transactions of the preceding year.

#### Section 11. TRUSTEE OF LICENSE.

The trustee of license shall be duly qualified and licensed by the Federal Communications Commission as trustee for all corporate radio stations and equipment and of the license issued for such radio stations. He shall be responsible for the proper and lawful operation of such radio stations. He shall perform such duties and function, as may be designated by the Board of Directors, and shall:

- a. Be responsible for maintaining the permanent radio log and log files of all corporate radio stations, and shall take all necessary precautions to assure that the operation of such stations is in full compliance with all Federal Communications Commission rules and regulations, pertaining to operating and maintaining an Amateur Radio Station or stations.
- b. Be in complete charge of all maintenance of corporate owned and managed radio equipment; institute a program of preventive maintenance and schedule members to perform maintenance procedures when deemed necessary.
- c. Keep at the principal office of the corporation, or at such other place as the Board of Directors shall order, open to inspection by members at all reasonable times, an accurate, complete and current inventory of all corporate owned or managed property, showing the location of the property, its present use and condition and the ownership of the property if not corporate owned, which said record shall be a permanent corporate record.

### ARTICLE VI COMMITTEES:

#### Section 1. STANDING AND TEMPORARY COMMITTEES.

Standing and/or temporary committees may be appointed by the president with the concurrence of the Board of Directors, for any specific purpose, and for a specified or indefinite time at the discretion of the president or the Board of Directors, whenever it may be deemed necessary or desirable for the proper operation of the business, activities and affairs of the corporation. The purposes and duties of any committees so appointed shall be defined at the time of their appointment. Such committees may be appointed from the membership at large, and need not be limited to members of the Board of Directors; provided, however, that at least one member of the Board of Directors other than the president shall be a member of each such committee, and provided further that the president shall be an ex officio member of all such committees so appointed.

### ARTICLE VII MISCELLANEOUS PROVISIONS:

#### Section 1. INSPECTION OF CORPORATE RECORDS.

The membership register or a duplicate membership register, the books of account, and minutes of the proceedings of the members and directors and the various committees of the directors or of the corporation shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his interest as a member and shall be exhibited at any time when required by the demand of ten percent (10%) of the members represented at any membership meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand for inspection other than at

membership meeting shall be made in writing upon the president, secretary or assistant secretary, if any, of the corporation.

Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issues in the name of the corporation shall be signed by at least two members of the Board of Directors, and all checks drafts, or other orders of payment of money, notes or other evidences of indebtedness payable to the corporation shall be promptly endorsed by the treasurer or by such other persons who may be designated by the Board of Directors, and all funds so received shall be immediately and directly deposited in the corporate account. Routine checks or payments for amounts under \$250 dollars may be signed only by the Treasurer. For amounts greater than \$250 dollars the draft or check must be signed by the Treasurer and President, or Treasurer and other available board member.

No indebtedness, notes or other liabilities may be entered into without approval by majority of the Board of Directors, posting of notice of such decision on the club website, and the signatures of the Treasurer and the President

Section 3. CONTRACTS, ETC., HOW EXECUTED.

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 4. MEMBERSHIP CERTIFICATES.

Upon admission as a member of the corporation, each person so admitted shall be issued a certificate of membership entered into the membership register which shall be posted on the club's web site, which then serves as a membership certificate, which shall bear the name of the corporation, followed by the words, "a California nonprofit Corporation", the name of the member, the date of issuance, and the year for which the certificate is issued, and a statement that all dues and assessments have been paid for that year. Such certificate shall be reissued annually maintained monthly and to indicate all members in good standing upon their payment in full of dues and assessments for the year in which the certificate is issued. All certificates shall bear the signature of the president or a facsimile thereof, and shall be authenticated by the written signature of the treasurer.

Certificates of membership may be issued prior to full payment under such restrictions and for such purpose as the Board of Directors or the bylaws may provide; provided, however, that any such certificates so issued prior to full payment shall state the amount remaining unpaid on terms of payment thereof.

Section 5. DUES AND ASSESSMENTS.

Annual dues shall be paid, except as hereinafter provided, by all members of the corporation. The amount of such dues shall be reviewed annually at the annual each meeting of the Board of Directors, and dues then established for the following calendar year. The Board of Directors shall have the power to establish exceptions or special rates upon good cause shown, based upon the status of the member or members involved or upon a determination of hardship, when in their discretion such exemptions or special rates would be in the best interest of the corporation. All dues so determined and established shall be payable on an annual basis.

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Comment [JOD23]: This section needs re-write. Suggest: Routine checks or payments for amounts under \$250 dollars may be signed only by the Treasurer. For amounts greater than \$250 dollars the draft or check must be signed by the Treasurer and President, or Treasurer and other available board member.

No indebtedness, notes or other liabilities may be entered into without approval by majority of the Board of Directors, posting of notice of such decision on the Klub website, upon their direction, signature of the Treasurer and the President.

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Comment [JOD24]: Must change to: "listed on a publically accessible page on the Klub website.

Comment [JOD25]: strike

Comment [JOD26]: strike

Comment [27]: This section needs to be eliminated. No payment, no member. Simplify paperwork and beauracracy!!!!



The Board of Directors may, from time to time, either in conjunction with the establishment of dues or at such other times as appear necessary or proper, levy assessments, to be payable by all members of the corporation as a condition to continued membership, for the purpose of obtaining necessary funds of re continued operation or maintenance of the corporate radio equipment, or for such purposes as the activities and business of the corporation shall require. All such assessments shall be levied upon all members equally, unless for good cause shown and upon a determination of hardship by the Board of Directors, such assessments appear inequitable and unfair to a given member or group of members, in which event the Board of Directors may establish exceptions to or special rates of assessment as to the member involved or group f members involved.

#### Section 6. INSPECTION OF BYLAWS.

The corporation shall keep in its principal office for the transaction of business, and at such other place as the Board of Directors may designate, the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours. In the event the Board of Directors designates a place for keeping of such bylaws other than the principal office of the corporation, all members shall be promptly advised of such location.

Comment [JOD28]: Strike

Comment [29]: Online at a designated place accessible to all members of record.

#### Section 7. CONSTRUCTION AND DEFINITIONS.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law and in the California General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular.

ARTICLE VIII  
AMENDMENTS

Section 1. POWER OF MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the corporation or by written assent of such members, except as otherwise provided in these bylaws.

ARTICLE IX  
Resolutions Adopted by Majority Vote

~~Here we can add amendments.~~None of record as of adoption of major revision of bylaws November 2018.

