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**Bylaws
of the
SC4 Amateur Radio Club
(SC4ARC)**

As Amended and Restated July 24, 2014

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is and shall be located at the office of the secretary of the corporation in San Mateo County unless that office be changed as set forth in Section 2 of this article.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date on a schedule attached hereto, and such changes of address shall not be deemed an amendment of these bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of the corporation shall be to serve the public interest through the advancement of the general knowledge and welfare of amateur radio and emergency communications in the community. To promote these objectives, this corporation shall conduct classes, education programs and radio practice activities in all aspects of amateur radio communication to ensure effective and efficient emergency and disaster communications by a corps of trained radio operators prepared to cooperate with public service and other agencies serving the general health, safety and welfare of the community. In the context of these purposes, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation.

ARTICLE 3 NOTICES

SECTION 1. MEANS OF GIVING NOTICE

(a) Each member, officer, and director of the corporation shall specify the means of communication of those notices required by these bylaws (hereafter, 'means of notice'), whether it be by U.S. Postal mail, electronic mail, oral communication, wireless, or other means, and that member's preferred means of notice shall be recorded in the corporation's membership records. It shall be the responsibility of the member to communicate to the corporation's secretary any change in their means of notice.

(b) Any reference in these bylaws to notice that must be sent or given as required by these bylaws, shall allow for notice to be given by the means of notice designated by the member, director or officer of the corporation as set forth in the corporation's lists unless the means of notice is specifically restricted by law or these bylaws. In giving such notice, any person giving such notice on behalf of the corporation shall comply with the provisions of California Corporations Code Section 5611 as amended.¹

SECTION 2. TIME OF NOTICE

Any reference in these bylaws to the time a notice is given or sent means, unless otherwise expressly provided, any of the following:

(a) The time a written notice by mail is deposited in the United States mails, postage prepaid.

(b) The time any other written notice, including facsimile, telegram, or electronic mail message, is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.

(c) The time any oral notice is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or wireless, to the recipient, including the recipient's designated voice mailbox or address on the system, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

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¹ Should the designation of a state or federal law referenced in these bylaws change, then these bylaws are automatically changed to conform to the new designation.

ARTICLE 4 DIRECTORS

SECTION 1. ELIGIBILITY AND NUMBER

- (a) Only members who are eligible to vote and are members in good standing of the Club, as set forth in Article 14 of these bylaws, may be nominated and elected to a position of club executive officer or elected a board member.
- (b) The corporation board of directors shall have not fewer than five (5) nor more than twelve (12) directors who shall be known collectively as the board of directors. The number of directors shall be fixed within these limits by approval of the board of directors. The maximum number of directors may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. The directors shall include the club president, vice president, secretary and treasurer, who shall be known collectively as the executive officers.
- (c) The board of directors shall be elected by the membership of the corporation in the same manner as set forth in these bylaws for the election of the executive officers.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all subordinate officers, agents, and employees of the corporation.
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these bylaws.
- (e) Register their addresses, and email addresses if any, with the secretary of the corporation and notices of meetings communicated to them at those addresses shall be valid notices thereof.

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SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual member meeting for the election of the board of directors and officers as specified in these bylaws, and until his or her successor is elected and qualifies, or until his/her resignation, death or removal from office.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any other capacity unless such compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

(a) Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(1) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, or

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

(b) Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall

(1) fully disclose the nature of the interest and

(2) withdraw from discussion, lobbying, and voting on the matter.

(c) Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION 7. PLACE OF MEETINGS

(a) Meetings shall be held as provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting shall be valid only if held on the written consent of all directors given either before or after the meeting and

filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

(b) Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if it complies with Sections 20 and 21 of the General Provisions of the California Corporations Code and all of the following:

(1) Each director participating in the meeting can communicate with all the other directors concurrently;

(2) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(3) The corporation adopts and implements some means of verifying (a) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (a) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

The annual meeting of directors shall be held in January of each year as set by resolution of the board at the previous meeting with notice to all members as set forth in Section 10 of this Article.

SECTION 9. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the president, the vice president, the secretary, the treasurer, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally, by telephone, or by electronic mail. Such notices shall be addressed to each director at his or her address or email address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the

meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present at a meeting which has not been duly called or noticed, signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

- (a) A quorum shall consist of a majority of the directors.
- (b) Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.
- (c) When a meeting is adjourned for lack of a quorum, 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 at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.
- (d) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the

articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

(a) Meetings of the board of directors shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by the president, or if the president has not so chosen, by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

(b) Meetings shall be guided by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law, but failure to comply with said rules shall not constitute a grounds for nullification of any action or decision of the Board.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

(a) For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

(b) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent may be delivered by electronic mail (email). In respect to consents delivered by email, the secretary shall authenticate the email by comparing the address of the sender to that email address of the sender kept on file in the official records of the corporation. Such written consent or consents, whether delivered by postal or electronic mail, shall be filed with the minutes of the proceedings of the board.

(c) Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

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SECTION 17. VACANCIES

- (a) Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.
- (b) Notwithstanding the provision for due process upon proceedings for removal as set forth in these bylaws, any member of the board of directors may call for a finding as to whether there is reasonable cause to believe any director or officer of the corporation is not in good standing as set forth in subsection (b) of section 2 of Article 14 of these bylaws. The finding shall be made in the same manner as permitted by these bylaws for any action of the board.
- (c) Upon the finding by the board, without notice to or opportunity to be heard by said director or officer, that there is reasonable cause to believe the director or officer is not in good standing, the board may summarily suspend any operational power or any authority held by said director or officer as described in these bylaws, for a period not to exceed 90 days.
- (d) The final decision regarding removal, suspension, or other sanction of any director shall be made as set forth in Article 16 of these bylaws.
- (e) Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General of California.
- (f) Vacancies on the board may be filled only by the approval of the members.
- (g) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

- (a) To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has

been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

(b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

(a) The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 21. PROHIBITION AGAINST RETALIATION FOR LAWFUL REPORTING

(a) No director, officer, employee, agent or member of the corporation shall knowingly, with the intent to retaliate, take any action harmful to any person, including interference with the lawful employment or livelihood of any person, for providing to a law enforcement officer, any truthful information relating to:

(1) the commission or possible commission of any federal offense, or

(2) dangerous practices, accounting or financial problems, or other illegal, unethical or unsafe conduct in connection with the activities of the corporation.

SECTION 22. COMPLAINTS REGARDING CORPORATE ACTIVITY

(a) Any officer or director of the corporation who receives information regarding activity as described in Section 21 of this Article, (hereafter, "the complaint"), shall bring the matter to the attention of an executive officer of the corporation who shall call a special meeting of the board of directors, excluding any director who may be the subject of the complaint, for the purpose of investigating any issues raised by the complaint.

(b) The recipient of the complaint and the board shall take such steps to ensure the anonymity of the complainant, should they request it, that are consistent with the investigation and resolution of the complaint.

(c) The board shall, upon meeting in regard to the complaint, appoint a committee to investigate and resolve, if possible, the issues raised by the complaint and take such action as shall be warranted by the committee's findings to eliminate or mitigate the problem, including reporting to civil or criminal authorities when required by law. The complainant shall be advised of the results of the board's investigation within the limits of the law and the policies and bylaws of the corporation.

(d) The board shall ensure that records of all complaints are maintained in accordance with the corporation's document retention policy.

(e) The board shall develop and adopt by resolution a written policy describing the means by which the members of the corporation, volunteers, employees, and others, may bring a complaint to the attention of the board. A copy of that policy shall be sent to the members annually with the notice of the corporation's annual meeting for the election of officers and directors and a copy shall be provided upon the written request of any person.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The executive officers of the corporation shall be a president, a vice-president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, as determined by the board of directors, more vice presidents, assistant secretaries, assistant treasurers, or other officers (herein "subordinate officers"). Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member who is eligible to vote and is a member in good standing of the Club, as defined in Article 14 of these bylaws, may be nominated and elected to a position of a club executive officer. Executive officers shall be elected by the members at the annual membership meeting called for that purpose and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

(a) The board of directors may appoint such other subordinate officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors. The board may, by resolution, designate a subordinate officer position as one that will include the duties of a member of the board, subject to the limits set forth in Article 4 of these bylaws, but that position may not be filled except by vote of the membership as set forth in the bylaws for election of directors.

(b) The board shall appoint a subordinate officer who shall be designated the “radio officer”. The radio officer shall, among other duties prescribed by the board, serve as trustee for the club amateur radio call sign and be so registered with the United States Federal Communications Commission, and serve as technical contact for purposes of coordinating the club's repeater frequency(ies) with the Northern Amateur Relay Council of California or its successor(s).

SECTION 4. REMOVAL AND RESIGNATION

(a) Executive officers may be removed from office for cause in the manner set forth in Article 16 of these bylaws.

(b) Subordinate officers serve at the discretion of the board and may be removed from office by a majority vote of the board.

(c) Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any executive officer shall be filled by election by the members. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until the membership shall fill the vacancy. Vacancies occurring in offices of subordinate officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. He or she shall preside at all meetings of the board of directors as well as at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, 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 on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 8. DUTIES OF SECRETARY

The secretary shall:

- (a) Certify and keep at the office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- (d) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (e) Be custodian of the records of the corporation and, if the board elects to have a corporate seal, see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.
- (f) Keep at the principal office of the secretary of the corporation a membership book containing the name and address of each member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.
- (g) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- (h) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these

bylaws, or which may be assigned to him or her from time to time by the board of directors.

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SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the condition of the corporation.
- (g) Prepare, or cause to be prepared, the financial statements to be included in any required reports. Said statements may be unaudited unless the board resolves that one or more of those statements shall be audited, but shall be reviewed by the President of the corporation.
- (h) Prepare and file, or cause to be prepared and filed, all tax returns as required by law. The returns shall be reviewed by the President of the corporation or the President's appointee.
- (i) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be

allowed if permitted under the provisions of Article 4, Section 6, of these bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

ARTICLE 6 COMMITTEES

SECTION 1. COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the board of directors. Such committees may consist of persons who are not members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the

treasurer or by an assistant treasurer who shall be named by the treasurer subject to approval by the board. Should the treasurer become disabled or otherwise unavailable to sign checks for more than 30 consecutive days, the Board of Directors may authorize the assistant treasurer, if any, or any other officer of the club to sign checks for only amounts approved by the Board and for a period of not more than 30 days during which time a new treasurer shall be elected by the general membership.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

- (a) The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.
- (b) No contribution, gift, bequest, or devise may inure to the benefit of any individual member, officer, or director of the corporation.

ARTICLE 8

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

- (a) All references made in these bylaws (except as stated below in this section) to the records and reports of the corporation, including books and records of account, records of membership, and minutes of meetings, shall include those records maintained in digital electronic format either on a computer used by the officer required by these bylaws to maintain those records, or on the internet website of the corporation so designated as such by the board of directors. Records so kept shall be capable of being converted into clearly legible tangible form.
- (b) All members of the corporation shall have access to those records maintained in digital electronic format to which these bylaws grant those members the right of review and, upon request, shall be provided with a printed copy of said records.
- (c) The officer whose duty it is to maintain such records shall take steps to ensure that back-up copies are regularly made.
- (d) Notwithstanding the above, those records required to be maintained at the office of the secretary in the Corporate Records Book as specified in subparagraph (e) of this Article shall be so kept as paper documents.
- (e) The corporate records and reports shall be maintained as follows:

(1) At the office of the Secretary of the corporation, located in San Mateo County, State of California or on the corporation's website: Minutes of all meetings of directors,

committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(2) At the office of the Treasurer of the corporation, located in San Mateo County, State of California or on the corporation's website: Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(3) At the office of the Secretary of the corporation, located in San Mateo County, State of California or on the corporation's website: A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(4) At the office of the Secretary of the corporation, located in San Mateo County, State of California: a Corporate Records Book containing the following, which shall be open to inspection by the members of the corporation at all reasonable times during office hours:

- (i) The waiver of notice and consent to holding of the first meeting.
- (ii) The written acceptance of offer to transfer assets and liabilities of the predecessor organization.
- (iii) The original certified copy of the articles of incorporation and copies as amended;
- (iv) A copy of the original bylaws certified by the secretary and copies as amended;
- (v) The federal tax exemption determination letter and state exemption acknowledgment letter.
- (vi) The original or a copy of all formal corporate documents.

SECTION 2. CORPORATE SEAL

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the secretary of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each member of the corporation shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, mailing addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, mailing addresses, and voting rights of those members entitled to vote for the election of executive officers and directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

(a) The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(5) Any information required by Section 7 of this Article.

(b) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

(c) Whereas this corporation has members, if this corporation receives Twenty-five Thousand Dollars (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

(a) This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

(b) The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

(c) Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

(d) Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(e) If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 9 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on January 1st and end on December 31st in each year.

ARTICLE 10

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person: Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(d) A financial interest is not necessarily a conflict of interest. Under Section (3), paragraph (b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (d) When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:
 - (1) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
 - (2) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation

arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

(i) is not the person who is the subject of compensation arrangement, or a family member of such person;

(ii) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement

(iii) does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement

(iv) has no material financial interest affected by the compensation arrangement; and

(v) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(3) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

(i) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources

(ii) the availability of similar services in the geographic area of this organization

(iii) current compensation surveys compiled by independent firms

(iv) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

(v) As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(4) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

(i) the terms of the compensation arrangement and the date it was approved

(ii) the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member

(iii) the comparability data obtained and relied upon and how the data was obtained.

(5) If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.

(6) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.

(7) any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

(8) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6. ANNUAL STATEMENTS

Each director, executive officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (a) Subject to the power of members to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, that a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members of this corporation.

ARTICLE 12 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the board of directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

ARTICLE 14 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

(a) All persons interested in amateur radio and who are prepared and capable of complying with the requisites of membership in good standing as set forth below, shall be eligible for membership.

(b) A member of this corporation in good standing is one who:

(1) Honors and fosters the purposes of the corporation and refrains from conduct that is prejudicial to the aims or repute of the corporation;

(2) Has the capacity to carry out the duties and responsibilities of membership;

(3) Refrains from violating the bylaws of the corporation;

(4) Pays his or her dues and other incurred costs or expenses as required in these bylaws; and

(5) Has not been declared of unsound mind by a final order of court, nor has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

SECTION 3. ADMISSION OF MEMBERS

(a) Application for membership shall be by submission to the secretary of a Membership Form provided for that purpose and tender of the dues and/or assessments required of members on the date of application.

(b) The applicant's membership will be confirmed after approval by the board of directors upon finding that there is no reason to believe the applicant cannot comply with the requisites of a member in good standing.

(1) In approving membership, the board shall not discriminate on the basis of the applicant's race, age, sex, religion or sexual orientation.

(2) The board may deny acceptance should acceptance bring below 51% of the membership the number of members who are also members of the American Radio Relay League, Inc.[®] or should acceptance bring below 51% of the membership the number of members who are also licensed radio amateurs.

SECTION 4. FEES, DUES, AND ASSESSMENTS

(a) The annual dues payable to the corporation by members shall be set forth for the coming year by the board of directors, subject to approval by the membership at the annual membership meeting for the election of officers and directors.

(b) Dues are payable for each calendar year in January of that year. Members not renewing by payment of their dues by March 31st or after 30 days from receipt of written or personal notice of delinquency, whichever is later, will be dropped from the active membership roll. Thereafter, the member shall not be eligible to vote on any club issue. Dues paid after March 31st but before the end of the year must be in full and will not be prorated. Members dropped from the roll whose dues are not paid for the full calendar year must reapply for membership as set forth in this article.

(c) Memberships shall be non-assessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit except as to the limitation set forth in Section 3 of this Article in regard to membership in the American Radio Relay League, Inc.

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SECTION 6. MEMBERSHIP BOOK

(a) The corporation shall keep a membership book containing the name and mailing address and, if the member agrees to receive notice as required in these bylaws by electronic mail, wireless communication or other means, the address or other information necessary to effectuate the notice. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept, and shall be available for inspection by any director or member of the corporation, as set forth in Article 8 of these bylaws.

(b) The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination, made in compliance with the procedures set forth in Article 16 of these bylaws, that the member has failed to remain in good standing as set forth in Article 16.
- (3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of

delinquency is given personally or mailed or emailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the notification of delinquency.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 15 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place or places within or without the State of California as may be designated from time to time by resolution of the board of directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

(a) The members shall meet annually on the third Saturday in November in each year, at 10:00 A.M, for the purpose of electing the club board of directors and executive officers and transacting other business as may come before the meeting. Cumulative voting for the election of officers and directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote. Proxy voting is permitted as set forth in these bylaws. The annual meeting of members for the purpose of electing officers and directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members also refers to this annual meeting.

(b) Other regular meetings of the members shall be held on the third Saturday of each month, at 10:00 A.M. except as provided in subparagraph (c) of this section.

(c) If the day fixed for the annual meeting or any other regular meeting falls on a legal holiday, or for any other reason it is not practical or desirable that the meeting take place as set forth above, the board of directors shall reset the date of the meeting in the same month as the rescheduled meeting or, as to any meeting other than the annual election meeting, cancel the meeting, with notice to the membership as set forth in Section 4 of this Article.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the board of directors, or the president of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice: Whenever members are required or permitted to take action at a meeting, a written or personal notice of the meeting shall be given by the secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice: Notice of a members' meeting or any report shall be given either personally or by mail, either postal or electronic, or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or electronic mail or other means of written communication as set forth in Article 4 of these bylaws.

(c) Contents of Notice: Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members: If a special meeting is called by members as authorized by these bylaws, notwithstanding Article 4 of these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the president, vice president, or secretary of the corporation. The officer receiving the request shall promptly cause notice to be given as set forth in Article 4 of these bylaws, to the members entitled to vote, that a meeting will be held, stating the date of the meeting. Said notice must be given not less than 10 nor more than 90 days before the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than 35 nor more than ninety 90 days after the receipt of the request for the

meeting by the officer. If the notice is not given within 20 days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors, officers or members;
- (2) Filling of vacancies on the board by members;
- (3) Amending the articles of incorporation or bylaws, and
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

(a) A quorum shall consist of 1/3 of the voting members of the corporation including two elected officers.

(b) The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

(c) In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

(d) When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, 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 at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who,

on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

(e) Notwithstanding any other provision of this article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

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SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. However, election of executive officers and directors shall be by ballot.

SECTION 8. PROXY VOTING

(a) Members entitled to vote will be permitted to vote or act by proxy.

(b) Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

(c) All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of executive officers and directors, shall list those persons who were nominees at the time the notice of the vote for election of executive officers and directors was given to the members. In any election of executive officers and directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of executive officers and directors is withheld shall not be voted either for or against the election of an executive officers or director.

(d) Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 9. CONDUCT OF MEETINGS

(a) Meetings of members shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in his or her absence, the treasurer of the corporation or, in the absence of all of these persons, by a chairperson chosen by the president or, if the president has not so chosen, by a chairperson chosen by a majority of the voting members, present in person or by proxy. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

(b) Meetings shall be guided by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law, but failure to comply with said rules shall not constitute a grounds for nullification of any action or decision of the membership.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

(a) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this article.

(b) All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of executive officers and directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

(c) Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Executive officers and directors may be elected by written ballot. Such ballots for the election of executive officers and directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of executive officers and directors is withheld, they shall not be counted as votes either for or against the election of an executive officers or director.

(e) A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

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SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

(a) This corporation shall make available to members reasonable nomination and election procedures with respect to the election of executive officers and directors by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

(1) A reasonable means of nominating persons for election as executive officers and directors.

(2) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(3) A reasonable opportunity for all nominees to solicit votes.

(4) A reasonable opportunity for all members to choose among the nominees.

(b) Upon the written request by any nominee for election to the board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within 10 business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within 5 business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

(1) inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon 5 business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote

for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

(c) The request referred to in subsection (b) of this section shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(d) If the corporation distributes any written election material soliciting votes for any nominee for executive officer or director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

(e) Generally, any person who is qualified to be elected as an executive officer or to the board of directors shall be nominated at the annual meeting of members held for the purpose of electing executive officers and directors by any member present at the meeting in person or by proxy. However, if the corporation has five hundred or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the board of directors.

(f) If this corporation has five thousand or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the board of directors.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action, which writing may be transmitted by electronic means. The written consent or consents, or a printout of any consent(s) by electronic transmission, shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 16

REMOVAL OF MEMBERS, DIRECTORS AND EXECUTIVE OFFICERS

SECTION 1. BASIS OF REMOVAL

(a) Any member of the corporation, including any director or executive officer (hereafter in this Article “The Person”) may be removed from their position as executive officer and/or director and/or terminated as a member of the corporation after being found to be not in good standing pursuant to the procedures set forth in Section 3 of this Article.

(b) The Person shall be considered not in good standing for any one of the following reasons:

(1) The Person has engaged in conduct materially and seriously prejudicial to the aims, interests, purposes, or repute of the corporation.

(2) The Person has ceased to have the capacity, or has failed, to carry out the duties or responsibilities in their roll as director, officer or member.

(3) The Person has violated the bylaws of the corporation, as amended, after said violation has not been cured within 30 days written notice of the violation by the board of directors.

(4) The Person has failed to pay dues or other incurred costs or expenses for a period of 90 days where such failure has not been cured within 30 days written notice by the secretary.

(5) The Person has been declared of unsound mind by a final order of court, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

SECTION 2. PROCEDURE FOR REMOVAL FROM EXECUTIVE OFFICE OR DIRECTORSHIP, OR TERMINATION OF MEMBERSHIP

At a meeting of the membership, the members of the corporation shall determine whether The Person shall be removed from office and/or terminated from membership in accordance with the quorum and voting rules set forth in these bylaws applicable to membership meetings for the election of directors. The membership may decide that The Person shall be suspended or sanctioned in lieu of removal and/or termination.

SECTION 3. DUE PROCESS RIGHTS

The Person shall be entitled to due process as follows:

(a) The Person shall be given notice in writing not less than 15 calendar days prior to the meeting of the members set to determine the issue of removal or termination; said notice shall be mailed to The Person’s address of record with the corporation by first class mail. Should the notice be returned as undeliverable or should the board have reason to believe The Person is no longer receiving mail at that address, reasonable steps shall be taken by

the board to give actual notice to the member by other means. The notice shall advise The Person of the allegations comprising the alleged cause for the proposed removal and/or termination, the date, time and location of the meeting at which the issue shall be decided, and the date upon which the removal and/or termination shall be final if approved.

(b) At the meeting, The Person shall have the opportunity to present in person, or in writing, evidence and/or argument to controvert or mitigate the facts allegedly constituting cause for removal or termination.

(c) The decision of the membership shall not be effective until the sixth day after the decision of the membership is made, at which time the decision will be final. The failure of The Person to respond to actual or constructive notice of the meeting shall not be cause to delay or nullify the decision of the membership to remove from office or directorship or terminate membership of The Person.

(d) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE 17

AMATEUR RADIO EMERGENCY SERVICE® SPONSORSHIP

(a) The Amateur Radio Emergency Service® (ARES)®² is a program of the Amateur Radio Relay League, Inc. The corporation shall sponsor our local ARES group: SC4 Amateur Radio Emergency Service®, and will abide by the Rules and Regulations of the ARRL's Field Organization, as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications in respect to that sponsorship.

(b) All ARES records, membership rosters, and other data pertaining to the ARES program wherever located are the property of the American Radio Relay League, Incorporated.

WRITTEN CONSENT OF DIRECTORS AMENDING BYLAWS

I, the undersigned, on behalf of all of the persons acting as the directors of SC4 Amateur Radio Club, a California nonprofit corporation (the directors), and pursuant to the authority granted to the directors by these bylaws to take action by consent of a quorum of the directors, and finding that the board of directors is empowered by Article II §1(a) of these bylaws to amend the bylaws as adopted on May 12, 2013, and finding that the directors have unanimously consented to amend and restate these bylaws as set forth

² "Amateur Radio Emergency Service" and "ARES" are registered marks of the American Radio Relay League, Incorporated and are used by permission.

above, do declare these bylaws consisting of 36 pages so amended and restated on July 24, 2014.

Mary Panton, President
SC4 Amateur Radio Club

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the SC4 Amateur Radio Club as initially adopted on May 12, 2013 and amended, restated and duly adopted by the board of directors of said corporation on July 24, 2014.

Dated: _____

Patricia O’Coffey, Secretary
SC4 Amateur Radio Club