

**BYLAWS FOR THE REGULATION EXCEPT AS OTHERWISE PROVIDED
BY STATUTE OF ITS ARTICLES OF INCORPORATION OF THE
*TULARE COUNTY AMATEUR RADIO CLUB***

ARTICLE I. NAME

The name of the organization shall be the Tulare County Amateur Radio Club, a non-profit corporation incorporated in the State of California, hereafter sometimes referred to as the Club.

ARTICLE II. OBJECTIVES

The purpose of the Club is to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio. Specific objectives will include, but are not limited to the following:

1. To facilitate the exchange of information, and cooperation between members;
2. To promote radio knowledge, fraternalism, and individual operating efficiency;
3. To help organize Club and Club member radio station activities (ie. operating, contest, traffic, public interest, and emergency service);
4. Conduct Club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

ARTICLE III. MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP

All persons having an active interest in radio communication shall be eligible for membership in the Club, provided however, that any member not holding a valid Amateur Radio Operator license issued by the F.C.C. shall not be eligible for full voting membership in the Club until such time as they hold such a license, and provided further that no such person shall be elected to any office. Such persons shall be termed "associate members".

Section 2. APPLICATION FOR MEMBERSHIP

Membership application will be introduced at the first regular meeting after the application and dues are received, and considered accepted unless due cause is shown for said applicant to be denied.

Section 3. REVOCATION OF MEMBERSHIP

The Board, by a 2/3 majority vote shall have the power to revoke or suspend the membership rights of any member who has failed to abide by the regulations and/or bylaws of the Club, on due notice to such member and full hearing before the board. Any such procedure shall give the member ample opportunity to show cause why their membership or privileges should not be revoked or suspended.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. PLACE AND TIME OF MEETINGS

All regular meetings of the members shall be held at the place and time appointed therefor by resolution of the Board, and notification of such meetings shall be given to all the members in writing at least seven (7) days prior to such meetings as otherwise provided in the article. Notice of such meeting(s) shall be deemed properly given as to all subsequent meetings in the event such notification is given of a place and time to be utilized "until further notice", and no regular meeting thereafter held may be deemed improperly called or held by reason of failure to give notice, unless the place and time thereof be different from previously announced.

Section 2. SPECIAL MEETING

Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the president, or by resolution of the Board, or by the written vote or consent of not less than fifty percent (50%) of the members entitled to vote at such meeting. Such meetings may be held at any place within or without the State of California as designated in the written vote or consent of the members calling such special meeting or by the Board of Directors pursuant to the authority granted them by these bylaws, provided notice of such meeting be given to all members of record, in writing, at least three (3) days prior to such meeting as otherwise provided in this article.

Section 3. NOTICE OF MEETINGS

Except as otherwise provided in this article, written notices of each regular and special meeting shall be given to each member entitled to vote, either personally or by mail, charges prepaid, addressed to such member at their address appearing on the books of the Club, or given by them to the Club for the purpose of notice. If a member gives no address, notice shall be deemed given them if sent by mail or other means addressed to the place where the principal office of the Club is situated, or published at least once in a newspaper or general circulation in Tulare County. Such notice shall specify the place, day and hour of such meeting(s) and shall state other matters, if any, as may be expressly required statute.

Section 4. QUORUM

No meeting of the members shall transact business unless a quorum of the members entitled to vote is present or represented by written proxy, except to adjourn from day to day or until such time as may be deemed proper. Twenty percent (20%) of the members entitled to vote shall constitute a quorum. Notwithstanding the preceding provisions of this section, the members present at a duly called or held meeting at which a quorum is found to be present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum remaining.

Section 5. PROXIES

Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more following agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the Club. Any proxy duly executed and not revoked continues in full force and affect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the secretary; provided that no such proxy be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies the time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from its execution.

ARTICLE V. BOARD OF DIRECTORS (hence to, known as the Board)

Section 1. QUALIFICATION OF DIRECTORS

All directors of this corporation shall be members of the Club in good standing, and must possess a current, valid Amateur Radio Operator license issued by the F.C.C.

Section 2. POWERS

Subject to the limitation of the articles of incorporation, of these bylaws, of the California Corporation Law, and the actions to be authorized or approved by the members, and subject to the duties of Directors as prescribed by these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by the Board.

Section 3. DUTIES OF DIRECTORS

Subject to the limitations imposed by the laws and regulations of the United States or any regulatory agency thereof, and of the State of California or any regulatory agency or

political subdivision thereof, the Board of Directors, in addition to fulfilling all duties imposed upon them by law shall;

- a. Cause to be kept by the secretary, and open to inspection of any person entitled thereto, and making demand therefor, a membership register, book of minutes of all meetings of the Board and of the members, and all other books and/or records required by law to be kept and maintained.
- b. Report regularly to the membership all activities of the Board with exception of matters required to be considered in closed session and with the further exception to the Brown Act of the State of California.
- c. Present to the membership for consideration and comment any proposal involving the expenditure of Club funds in excess of one hundred dollars (\$100.00), any proposal concerning major modifications of any equipment installed and operated by the Club, or any proposal for the amendment to these bylaws other than such amendments as may be required to maintain their consistency following an amendment previously submitted to the membership and adopted, or required for the purpose of permitting the Club to remain in compliance with any applicable law.

Section 4. ELECTION AND TERM OF OFFICE

All directors of the Club shall be elected as described in Article 5, sec. 1 and 2, and shall hold office for a period of one (1) year, from January 1 to December 31 of each year, and until their respective successors are elected, except as provided in section 5 and 6 of this article.

Section 5. DISQUALIFICATION AND IMPLIED RESIGNATION

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

Section 6. VACANCIES

Vacancies in the Board shall be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at a regular meeting of the membership or a special meeting called for that purpose.

Section 7. REGULAR MEETINGS

Regular meetings of the Board shall be held at any time and place within the County of Tulare by resolution of the Board.

Section 8. SPECIAL MEETINGS

Special meetings of the Board for any purpose(s) shall be called at any time by the president or, if he/she is absent or unable or refused to act, by the vice-president or by any two (2) directors. Directors must be notified forty-eight (48) hours prior to the time of the holding of the meeting.

Section 9. QUORUM

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

Section 10. ACTION WITHOUT MEETING

Any action of the Board may be taken without a meeting if all the members of the Board shall individually or collectively consent to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI. OFFICERS

Section 1. OFFICERS REQUIRED AND AUTHORIZED

The officers of the Club shall include a President, a Vice-president, a Secretary, a Treasurer (or Secretary/Treasurer), a Past-president, a Director of Repeater Operations, and a Activities Director(s). The Club officers shall also serve as members of the Board of the corporation and their term of office shall be concurrent.

Section 2. ELECTIONS AND REQUIRED OFFICERS

The required officers of the Club shall be chosen annually by ballot of the members present at the November meeting provided there be a quorum, or at the next regular meeting at which there is a quorum.

Section 3. RESIGNATION

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

Section 4. PRESIDENT

The president shall be the chief executive officer of the Club and shall, subject to the control of the Board, have general supervision, direction and control of the business affairs, activities and officers of the Club. He/She shall preside at all the meetings of members and shall call and preside at all meetings of the Board. He/She shall appoint members of all standing committees of the Club, and shall establish interim committees and appoint members thereof, at such times and in such manner as he deems necessary or proper for the transaction of the business and activities of the Club. He/She shall be ex-officio a member of all committees, shall have general powers, and general duties of management, usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board or bylaws.

Section 5. VICE-PRESIDENT

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

Section 6. SECRETARY

The secretary shall keep or cause to be kept a book of minutes of all meetings of directors and members, the names of those present or represented at director meetings, the number of members present or represented at membership meetings, and the proceedings thereof. The secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board required by these bylaws or by law, and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws. This office may be held concurrent with the office of Treasurer pursuant to Article VI, Section 2.

Section 7. TREASURER

The treasurer shall be the chief financial officer of the Club, and shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of properties and business transactions of the Club, including accounts of its assets, liabilities, receipts disbursements, gains, losses, capital, and surplus. The treasurer shall disburse the funds of the Club as may be ordered by the Board, and all checks, drafts, or other evidences of indebtedness, issued in the name of the Club. These shall be signed by the treasurer of

the Club and one other member of the Board as time to time may be designated. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness payable to the Club shall be promptly endorsed by the treasurer and immediately and directly deposited in the Club account with such depositories as may be designated by the Board of Directors.

Additionally the treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws. This office may be held concurrent with the office of Secretary pursuant to Article VI, Section 2.

Section 8. PAST-PRESIDENT

The Past-President shall assist the Board of Directors. Immediately on completion of a term as president, the member holding the office shall normally succeed to the office of past-president for a term of one (1) year. In the event of a vacancy in this office, any member may be elected as provided in these bylaws.

Section 9. DIRECTOR OF REPEATER OPERATIONS

The director shall work as a liaison between the Repeater Trustee and the Board. They will formulate plans, with input from the general membership and Board, for the maintenance of existing equipment and long range new equipment purchases, consistent with F.C.C. rules. After approval and as funds are available, the repeater director will request Board authorization to release the specified funds (See Article X, Section 6). He/She shall work with the secretary to keep at such place as the Board shall order, an accurate, complete, and current inventory of all Club owned, managed, or operated property, showing the location of the property, its present use and condition, and the ownership of the property if not Club owned, which said record shall be a permanent Club record.

Section 10. CLUB ACTIVITIES DIRECTOR(S)

The Club Activities Director(s) shall organize Club and Club member radio station activities, and plan and recommend contests for operating benefit, and to advance the general Club interest and activity as approved by the Board. The Club Activities Director(s) shall coordinate educational, informative, or entertaining programming for the meetings of members, shall coordinate Club funding raising functions, and such other duties as may from time to time be designated by the Board.

ARTICLE VII. TRUSTEE OF LICENSE

Section 1. TRUSTEE OF LICENSE APPOINTMENT

The Trustee of License shall be appointed by the Board at such times as a vacancy exists for any reason, or at such times as a vacancy is expected to occur within sixty (60) days by virtue of expiration of the term of the incumbent trustee.

Section 2. TERM OF TRUSTEE

The trustee of license shall be appointed for a term of ten (10) years or less, to be concurrent with the term of the station license issued by the F.C.C. held on behalf of the Club, unless removed earlier by action of the Board.

Section 3. DUTIES AND RESPONSIBILITIES

The trustee of license shall be duly qualified and licensed by the F.C.C. as trustee for all Club radio stations and equipment, and of the license issued for such radio stations. He/She shall be responsible for the proper and lawful operation of such radio stations and shall perform such duties and functions as may be designated by the Board, and shall assure that the operation of such stations is in compliance with F.C.C. rules and regulations pertaining to operating and maintaining such Amateur Radio Station(s).

ARTICLE VIII. COMMITTEES

STANDING AND TEMPORARY COMMITTEES

Standing and/or temporary committees may be appointed by the president for any specific purpose, and for a specified or indefinite time at the discretion of the president whenever it may be deemed necessary or desirable for the proper operation of the business activities, or activities of the Club. The purposes and duties of any committee so appointed shall be defined at the time of their appointment. Such committees may be appointed from the membership at large.

ARTICLE IX. AMENDMENTS

POWERS OF MEMBERS

New bylaws may be adopted or these bylaws may be amended, repealed at any regular meeting of the Club by a 2/3 assent of the membership (as per Art. 4, Sec. 4) provided the proposed changes have been presented in writing at the previous meeting and published prior to the voting at such meeting.

ARTICLE X. MISCELLANEOUS

Section 1. FEES AND COMPENSATION

Directors and members of committees may receive reimbursement for expenses, if any, as may be fixed or determined by resolution of the Board. No fees or compensation shall be paid to any member or service as a director, officer, or member of any committee of this Club. Directors or members of committees may waive reimbursement of expenses in lieu of payment of dues, if receipts of said expenses equals or exceeds the value of yearly dues.

Section 2. CONTRACT, ETC., HOW EXECUTED

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

Section 3. STANDING COMMITTEES

a. Public Relations

This committee shall consist of two (2) members, one being a Board member. This committee shall maintain liaison with the press, media and ARRL to publicize events of importance and to improve the image of amateur radio as a hobby and public service

b. Emergency committee

This committee shall consist of three (3) members. They will plan and implement (with the activities director(s)) yearly exercises in emergency preparedness. This may include, but is not limited to, yearly readiness classes, and participation in Field Day events. This committee shall maintain liaison with recognized county, state and federal Offices of Emergency Services and their coordinators.

Section 4. DUES AND ASSESSMENTS

Annual dues shall be paid, except hereinafter provided, by all members of the Club. The amount of such dues shall be reviewed annually at the October meeting of the Board of Directors, and dues then established for the following calendar year. The Board of Directors shall have the power to establish exceptions or special rates upon good cause shown, based upon the status of the member or members involved or upon the determination of hardship, when in their discretion such exemption or special rates would be in the best interest of the Club. All dues so determined and established shall be payable on an annual basis. The Board of Directors may, from time to time, either in conjunction with the establishment of dues or at other times as appear necessary or

proper, levy assessments to be payable by all members of the Club as a condition of continuous membership, for the purpose of obtaining necessary funds for such purposes as the activities and business of the Club shall require. All such assessments shall be levied upon all members equally, unless for good cause shown or upon a determination of hardship by the Board of Directors, such assessments appear inequitable and unfair to a given member or group of members, in which event the Board of Directors may establish as to the member or group or members involved.

Section 5. MEMBERSHIP IDENTIFICATION CARDS

Upon admission as a member of the Club, each person so admitted shall be issued a membership identification card, which shall bear the name of the Club, the date of issuance and the year for which the certificate is issued, and a receipt for all dues and assessments for the year in which the identification card is issued. All identification cards shall bear the signature of the president or a facsimile thereof, and shall be authenticated by the written signature of the treasurer.

Section 6. FUNDING OF REPEATER OPERATIONS

Five (\$5.00) dollars will be assessed from each membership dues paid, for the operation maintenance, and upgrading of repeater equipment. This fund shall be accounted separately from the general treasury. A second repeater fund may from time to time be initiated for new equipment. This fund may include, but is not limited to, donations, drawings, fund raising activities, and from the general treasury when approved by the membership. These funds shall be released as per Art. 6, sec. 9c.

Section 7. FUNDING FOR EQUIPMENT (not related to the repeater)

Funding for maintenance of equipment not related to the repeater, or for purchasing new equipment may come from, but not limited to, donations, drawings, fund raising events, and from the general treasury when approved by the membership.