

# **BYLAWS OF PALOMAR AMATEUR RADIO CLUB, INC.**

## **Sec.1. NAME**

The name of this corporation is Palomar Amateur Radio Club, Inc.

## **Sec.2. PRINCIPAL OFFICE AND MAILING ADDRESS**

The corporation has no principal office. The mailing address of the corporation is:

Palomar Amateur Radio Club, Inc.  
P.O. Box 73  
Vista, CA 92085-0073

Any change of mailing address shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

## **Sec.3. PURPOSES**

(a) The general purpose of this corporation, as stated in the Articles of Incorporation, is to engage in any lawful act or activity for which a corporation may be organized under this law.

(b) The specific purpose of this corporation, as stated in the Articles of Incorporation, is to advance the fraternal and technical aspects of amateur radio.

(c) Notwithstanding the above statements of purposes, this corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

## **Sec.4. MEMBERSHIP**

(a) All persons who meet the requirements set forth herein shall be eligible for membership upon the payment of such dues as the board may fix from time to time. Membership shall be by written or online application under terms set forth herein. The board may review the qualifications of any applicant and shall advise said applicant by mail should the application be disapproved, refunding any dues that the applicant may have submitted with the application. Any person who

applies for membership who is known to willfully and flagrantly violate any sections of the Communications Act of 1934, as amended, or of the Federal Communications Commission Rules will be denied membership until such time as that person can demonstrate to the satisfaction of the board compliance with the Act and the Rules. Successful applicants will be introduced at the next meeting.

(b) Persons accepted for membership shall be placed in one of the following categories:

(1) FULL MEMBER - A full members shall be a duly licensed operator with a Federal Communications Commission Amateur Radio Operator License.

(2) ASSOCIATE MEMBER - An Associate Members shall be a person not yet licensed as an Amateur Radio Operator, but having an interest and desire to obtain such license.

(c) All privileges and responsibilities of membership shall be shared fully by Full and Associate Members, except that Associate Members may not cast a vote or hold office.

(d) Full Members shall have the right to vote, as set forth herein, on the election of officers and directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Full Members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

## **Sec.5 MEMBERSHIP DUES AND FEES, AND CLUB FINANCING**

(a) The annual membership dues for both Full and Associate Members shall be \$12.00 (which shall include a subscription to the newsletter). The \$12.00 dues shall cover one year from the first day of the month in which the dues are paid. Members are encouraged to pay dues in increments of two or more years at one time. At any time after paying dues for the first year, a member may pay additional dues at the rate of \$1.00 per month in order to make his membership expire at the end of the corporation's fiscal year. Members are encouraged to do so. A family membership for two or more members of the same family living at the same address may be obtained by paying 1.75 times the individual membership dues. Only one copy of the newsletter will be sent to the family.

(b) The amount of the annual dues may be changed from time to time by the board. Any change will be effective for the following fiscal year.

(c) The board may provide for life memberships with dues to be paid in advance in one lump sum in such amount and under such conditions as the board may prescribe from time to time. The board shall fix the amount of such dues so as to take into account in a degree suitable to the board the relative age classes such dues on accurate life expectancy factors.

(d) The corporation may grant honorary life memberships as either Full Members or Associate Members under such terms, conditions, and standards or eligibility as the board shall from time to time determine. The board shall be guided by the precept that an honorary life membership is to be considered a rare and exceptional honor. The award of such an honorary life membership shall be upon the recommendation of the board, based upon a 2/3 affirmative vote of the members of the board present at the time the vote is taken. A favorable vote of the board shall be published in the next issue of the corporation newsletter, together with notice therein that at the next regular meeting of the members at which a quorum is present a vote by secret written ballot will be taken on the question of whether an honorary life membership shall be granted to the proposed honorary life member. Upon a 2/3 affirmative vote of those Full Members present and voting at the meeting, the honorary life membership shall be granted.

(e) The corporation may additionally finance itself through club activities pertinent to the purpose of the corporation, as determined by the board.

## **Sec.6. TERMINATION AND SUSPENSION OF MEMBERSHIP**

(a) Causes of termination. A membership shall terminate on occurrence of any of the following events:

(1) Resignation of a member

(2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board.

(3) Failure of a member to pay dues, fees, or assessments as set by the board.

(4) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

(5) Expulsion of the members under these bylaws, based on the good faith determination by the board that the member has failed in a material and serious degree to observe the commonly accepted rules of conduct of organized behavior or the specific rules of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation, or who operates or acts in such a manner as causes the Federal Communications Commission to suspend or terminate an Amateur License.

(b) Suspension of Membership. A member may be suspended, based on the good faith determination of the board that he has done any of the acts enumerated in subsection (a) (5) above. A person whose membership is suspended shall not be a member during the term of suspension.

(c) Procedure for expulsion or suspension. If grounds appear to exist for expulsion or suspension of a member under these bylaws, the procedure set forth below shall be followed:

(1) The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice by mail shall be sent by registered mail to the member's last address as shown on the corporation's records.

(2) The members shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board.

(3) The board shall determine whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.

(4) Any court action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

## **Sec.7. MEETINGS OF MEMBERS**

(a) The corporation shall hold regular monthly meetings at 1930 hours local time on the first Wednesday of each month, unless a different time or day is set by the board, at a place designated by the board. This information shall be published in the monthly newsletter.

(b) The suggested order of business for regular meetings is:

- (1) Call to order.
- (2) Pledge of Allegiance.
- (3) Secretary's Report.
- (4) Treasurer's Report.
- (5) Committee Reports.
- (6) Announcements.
- (7) Introductions.
- (8) Old Business.
- (9) New Business.
- (10) Program.
- (11) Adjournment, followed by social period.

(c) An Annual Picnic may be held ~~during the month of August~~ at a time to be determined by the Board(7/97). Eligibility for free tickets for Annual Picnic prizes requires that members sign in at each corporation-sponsored function they attend or participate in. Those functions include: Field Day, Annual Picnic, Christmas Party, Regular or Special Meetings of Members, and such other events as may be designated by the board and published in the newsletter. Such tickets are earned from August 1 through July 31 of the following year.

(d) A special meeting of the members for any lawful purpose may be called at any time by the board or by the President, or by 5 percent or more of the Full Members.

(e) A special meeting called by any persons other than the board or the President entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President. The president shall cause notice to be give to the Full Members of the corporation, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board or the President.

(f) No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(g) Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with subsection (i) below, to each member entitle to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and,

(1) for a special meeting, the general nature of the business to be transacted, or

(2) for the monthly meetings, those matters that the board intends to present for action by the members, but except as provided in subsection (j) below, any proper matter may be presented at the meeting. The notice of any meeting at which officers or directors are to be elected shall include the names of all persons who are nominees when the notice is given.

(h) Approval of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(1) Removing director without cause;

(2) Filling vacancies on the board;

(3) Amending the Articles of Incorporation;

(4) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material interest;

(5) Electing to wind up and dissolve the corporation; or

(6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights stated in the articles or bylaws, when the corporation is in the process of winding up.

(i) Formal notice of any regular meeting shall not be required unless the board intends to present some matter to the members for voting. Informal notice shall be given of other regular monthly meetings in the corporation newsletter. Notice of the election of officers and directors at the December monthly meeting shall be given in the corporation newsletter for the month of December, stating the nominees at the time the newsletter is prepared. Notice of other matters to be present by the board for voting shall be given in the corporation newsletter for the month in which the voting is proposed. Notice given in the corporate newsletter shall be sufficient if the newsletter is mailed to those who are members on the date of preparation of the mailing list. No other notice shall be required.

(j) Two officers and ten percent of the Full Members of the corporation shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any meeting is actually attended by less than one third of the voting power, the only matters that can be voted on are those of which notice of their general nature was given under subsections (g) and (i) above. Subject to that provision, the members at a duly called meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action is approved by at least a majority of the members required to constitute a quorum.

(k) Meetings of member shall not be adjourned to another time or place. Any matter unfinished at the close of a regular monthly meeting shall be postponed until the next meeting.

(l) Members entitled to vote shall be those who are Full Members in good standing at the time of the vote. Each such member shall have one vote.

(m) Voting may be by voice or by ballot, except that any election of officers or directors must be by ballot if demanded by any member before the voting begins.

(n) There shall be no voting by proxy or by mail.

(o) If a quorum is present, the affirmative vote of a majority of the voting power represented and voting at any meeting shall be the act of the members, unless the vote of a greater number is required by these bylaws or by the California Nonprofit Mutual Benefit Corporation Law.

## **Sec.8. OFFICERS AND DIRECTORS**

(a) The officers of the corporation shall be the President, vice president, secretary, and treasurer (who shall be the chief financial officer).

(b) The board of directors shall consist of at least six but no more than nine directors until changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

(c) Four of the directors shall be the four officers of the corporation. Two other shall be separately elected. Three other directors shall be designated by the President from among the chairmen of the standing committees enumerated in subsection (t) below subject to the approval of the newly elected Board(7/97). Subject to the approval of the President, members who are not directors may attend board meetings but may not vote and may participate in discussions only to the extent permitted by the President.

(d) Officers and directors shall hold office for one year or until their successors are elected or appointed. They shall serve without compensation.

(e) No later than the October regular meeting, the President shall appoint a nominating committee to select one qualified candidate for each elective officer and director position. The nominating committee shall make its nominations based upon its opinion of who is best suited, under all the circumstances, to serve the current and future needs of the corporation, regardless of whether its nominees are incumbent officers or directors. The nominating committee shall make its report at the November regular meeting. Members may nominate candidates for officer or director from the floor at the November meeting. Additionally, [pursuant to the California Corporations Code, section 5521] at any time that there are 500 or more Full Members of the corporation, members may nominate officers or directors by presenting to the President, at or before the November regular meeting, a petition signed within eleven months preceding the election by at least two percent of the Full Members. The nominating committee

and others making nominations should ensure that each nominee is willing to serve if elected. Should the only candidate for a particular position dies, become incapacitated or ineligible to serve, or withdraw his name from consideration, other candidates for that position may be nominated at the December regular meeting. The election shall be held at the December regular meeting, with the new officers and directors assuming their duties at the end of the December regular meeting. If there is only one nominee for an officer, that nominee may be declared elected without the formality of a vote. If there is more than one nominee for a position, voting shall be by secret written ballot.

(f) The board shall formulate procedures such that nominees shall be allowed a reasonable opportunity to communicate to member the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity to solicit votes, and a reasonable opportunity for members to choose among the nominees.

(g) No corporate funds shall be expended to support any nominee after more people have been nominated for an office than can be elected(7/97).

(h) Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in these bylaws regarding actions that require the approval of members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

(i) Without prejudice to the general powers set forth in subsection (h) above, but subject to the same limitations, the directors shall have power to:

(1) Prescribe powers and duties for officers and agents of the corporation that are consistent with the articles of incorporation and these bylaws.

(2) Establish a principal office and change it from one location to another in San Diego County, and designate any place within San Diego County for holding meetings of the members.

(3) Adopt and use a corporate seal; prescribe the forms of any membership certificates or cards consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seals and certificates or cards.

(4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's business, in the corporate name, promissory notes, deeds of trust, mortgages, pledges, and other evidence of debt.

(j) A vacancy on the board of directors shall exist on the occurrence of any of the following:

(1) the death or resignation of any member;

(2) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony;

(3) the vote of the members to remove any director(s), provided, however, that a director was designated as a director, rather than elected by the members, may be removed by the person or persons who designated that director and may not be removed without the written consent of that person or persons;

(4) the increase of the authorized number of directors; or

(5) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

(k) Any officer or director may resign by giving written notice to the President or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to be effective. If a director's resignation is effective at a later time, the board may elect a successor to take office when the resignation becomes effective.

(l) Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum. The members may fill any vacancies not filled by directors. A vacancy in the office of one of the elected officers may be filled by the board for the remainder of the unexpired term of that officer.

(m) No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(n) Meetings of the board shall be held at any place within San Diego County that has been designated by resolution of the board or, in the absence of such a resolution, such place as designated by the President.

(o) Any meeting may be held by telephone, radio, or similar communication, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(p) Regular meetings of the board shall normally be held on the first Thursday after the regular monthly meetings of the members or at such other times as the board shall designate. No formal notice of regular meetings is required.

(q) Special meetings of the board may be called at any time by the President. Notice of the time and place of special meetings shall be given to each director by one of the following methods:

(1) personal delivery of written notice;

(2) first-class mail, postage prepaid;

(3) telephone or radio, either to the director or to a person who would reasonably be expected to communicate that notice promptly to the director;

(4) telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. Notices by first class mail shall be deposited in the United States mail at least four days before the meeting. Notices given by personal delivery, telephone or radio, or telegraph shall be delivered, telephoned or radioed, or given to the telegraph company at least 48 hours before the meeting. The notice shall state the time and place of the meeting, but need not specify the purpose of the meeting.

(r) The actions of elected officers and members of the executive committees of this corporation taken before the adoption of these bylaws shall be construed and considered to be the actions of a properly constituted board of directors.

(s) Until the next regular election of officers and directors in December following the adoption of these bylaws, the current elected officers, together with two standing committee chairmen designated by the President as directors, shall serve as the board of directors.

(t) The following shall be considered standing committee chairmen within the meaning of subsections (c) and (s) above, from whom the President may designate directors subject to the approval of the Board(7/97):

- (1) the Editor of the newsletter
- (2) the Repeater Site Chairman
- (3) the Repeater Technical Chairman
- (4) the Membership Chairman

These and other standing committee chairmen shall be appointed by the president.

(u) A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(v) Any action that the board is required or permitted to take may be taken without a meeting if all the members of the board consent in writing to that action. All such consents shall be filed with the minutes of the proceedings of the board.

## **Sec.9. DUTIES AND RESPONSIBILITIES OF OFFICERS**

(a) **PRESIDENT.** Subject to the control of the board, the President shall be the general manager and chief executive officer of the corporation and shall supervise, direct, and control the corporation's activities, affairs, officers, and agents. The president may appoint committee chairpersons subject to the approval of the Board(7/97).The President shall preside at all membership meetings and board meetings. The president shall have such other duties as the board or the bylaws may prescribe.

(b) **VICE PRESIDENT.** In the absence or disability of the President, the vice president shall perform all duties of the President. When so acting, the vice president shall have all the powers of and be subject to all restrictions on the President. The vice president shall be responsible for procuring and setting up

monthly meeting places and arranging for refreshments and programs and shall have such other powers and duties as the board or the bylaws may prescribe.

(c) SECRETARY.

(1) The secretary shall keep or cause to be kept, as such place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of members' meetings. The minutes of the meeting shall include the time and place of holding, whether the meeting was a regular or special and, if special, how authorized, the notice given, the names or Amateur Radio call signs of those present at board meetings, and the number of members present at members' meetings. The secretary shall keep or cause to be kept, at a place designated by the board, a copy of the articles of incorporation and the bylaws, as amended to date.

(2) The secretary shall keep or cause to be kept, at such place as the board may direct, a record of the corporation's members, showing each member's name, call sign if any, address, and class of membership.

(3) The secretary shall be responsible, under the direction of the President, for all corporate correspondence. If the secretary is absent from any meeting, the presiding officer may appoint a temporary secretary to perform the duties of the secretary for that meeting. Any such temporary secretary shall turn over to the secretary his report of the meeting.

(4) The secretary shall give, or cause to be given, notice of all meetings of members and the board required by these bylaws to be given.

(5) The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(d) TREASURER (CHIEF FINANCIAL OFFICER).

(1) The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall give, or cause to be given, to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the board to be give. The books of account shall be open to inspection by any director at all reasonable times. The treasurer shall give, or cause to be given, a brief report at each meeting of the members and of the board and permit members to examine his detailed monthly report if they desire.

(2) The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the President and the board, when requested, an account of all transactions as treasurer and chief financial officer and of the financial condition of the corporation. The treasurer may maintain a Petty Cash Fund of not ore than \$25.00, to be used for incidental expenses. No expenditures in excess of \$50.00 shall be made without approval by the board.

(3) The treasurer shall be responsible for filing the annual statement to the Secretary of State of California required by Section 8210 of the California Nonprofit Mutual Benefit Corporation Law, as well as all other reports of a similar nature. The treasurer shall also be responsible for filing any tax returns that may be necessary.

(4) Bond shall not be required of the treasurer.

(5) In the absence or disability of both the President and the vice president, the treasurer shall perform all duties of the President.

## **Sec.10. IDEMNIFICATION AND INSURANCE**

(a) To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and agents as described in Section 7238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 7238(a) of the California Corporations Code.

(b) On written request by any person seeking indemnification under Section 7238(b) or Section 7238(c) of the California Corporations Code, the board shall promptly determine under Section 7238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnity is sought prevents the formation of a quorum of directors who are not

parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting shall authorize indemnification.

(c) To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under subsections (a) and (b) above in defending any proceeding covered by those subsections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

(d) The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officer, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

(e) The corporation shall obtain and maintain a general liability insurance policy from a national coverage insurance company to cover liability of the corporation and its officers, directors, employees, and agents in the amount of at least \$1000.00, or such greater amount as the board may determine. The corporation shall also obtain and maintain a policy to cover Theft of Fire loss of corporation property in such amount as the board shall determine.

## **Sec.11. RECORDS AND REPORTS**

(a) The corporation shall keep:

- (1) Adequate and correct books and records of account;
- (2) Written minutes of the proceedings of its members and the board;
- (3) A record of each member's name, call sign, address, and class of membership.

(b) Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporation Code, any member, upon request made to the secretary of the corporation stating the purpose for which the list is requested,

may obtain a list of the members' names, call signs, addresses, and class of membership. A reasonable charge may be made for such list. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, it may deny the member access to the membership list.

(c) On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members and the board at any reasonable time for a purpose reasonably related to the member's interest as a member.

(d) The corporation shall keep at a place designated by the board the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by members at all reasonable times during daylight hours.

(e) Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

(f) An annual report shall be prepared within 120 days after the end of the corporation's fiscal year. The report shall contain the following information in appropriate detail:

(1) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation. At the end of the fiscal year, or at such other time as he deems necessary, the President may appoint three Full Members of the Corporation who are not directors to examine the books and records of the corporation and render a written report to him.

(2) A statement of the place where the names and addresses of current members are located.

(g) The corporation shall notify each member annually of the member's right to receive a financial report under this section. Except as provided in subsection (h) below, on written request by a member., accompanied by a self-address stamped

envelope, the board shall promptly cause the most recent annual report to be sent to the requesting member.

(h) Subsection (g) above shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

(i) The corporation shall maintain a safe deposit box in which shall be kept the originals of the following documents:

- (1) Articles of Incorporation;
- (2) Bylaws;
- (3) Deed and other legal documents relating to the corporate real estate;
- (4) Insurance policies;
- (5) Such other documents and items as the board may determine.

## **Sec.12. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter and vice versa, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **Sec.13. AMENDMENTS**

(a) Subject to the rights of members under subsections (b), (d), and (e) below, the board may adopt, amend or repeal bylaws unless the action would:

- (1) Materially and adversely affect the members' rights as to voting, redemption, or dissolution;
- (2) Increase or the number of members authorized in total or in any class;
- (3) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (4) Authorize a new class of membership.

(b) The board may not, without the approval of members, specify or change any bylaw provision that would:

- (1) Fix or change the authorized number of directors;
- (2) Fix or change the minimum or maximum number of directors; or
- (3) Change from a fixed number of directors to a variable number of directors or vice versa.

(c) If any provision of these bylaws requires the vote of a larger proportion of the board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

(d) Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would:

- (1) Increase or extend the term of directors;
- (2) Allow any director to hold office by designation or selection rather than by election by members;
- (3) Increase the quorum for members' meetings;
- (4) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (5) Authorize cumulative voting.

(e) New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected. Any provision of these bylaws providing for the designation or selection, rather than election, of any director may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

(f) Any proposal by a member to amend the bylaws shall be submitted in writing to the President, who shall then present said proposal to the board prior to any voting. The board may consider the proposed amendment and may edit it for

grammar and clarity without changing the meaning or intent of the author. The board may consult with the author in this connection as it may desire. If the proposed amendment is one that may be made by the board, the board may vote on the proposed amendment. If the proposed amendment is not made by the board and is to be presented to the membership for voting, the board shall give notice to the members in accordance with Section 7(i) of these bylaws. The board may, if it desires, make a recommendation concerning the proposed amendment, either at the time of publication of the notice or at the time the proposed amendment is presented for voting, or at both times.

#### **Sec.14. INSIGNIA (LOGO)**

The official insignia (logo) of the corporation shall be kept in a place designated by the board.

#### **Sec.15. NEWSLETTER**

(a) The corporation shall publish a monthly newsletter titled SCOPE. The cost of a subscription to SCOPE shall be \$3.00 inside San Diego County and \$4.00 outside San Diego County. The cost of a subscription shall be included in the dues of members. Nonmembers may be allowed to subscribe to SCOPE with the approval of the board. The board may authorize the Editor to omit publication of SCOPE for a particular month.

(b) The board may authorize the Editor to distribute the newsletter electronically. Members who opt not to receive the newsletter by mail shall be deemed to have received the newsletter electronically, and this shall satisfy all requirements for notice or publication in the newsletter specified in these bylaws. No reduction of membership dues shall apply for members who opt not to receive the newsletter by mail.

#### **Sec.16. DISSOLUTION - DONATION OF CORPORATE PROPERTY**

Upon dissolution of the corporation, the property of the corporation shall be donated to such charities as the remaining members shall decide.

## **Sec.17. REPEATERS, LICENSE, AND EQUIPMENT**

(a) The corporation shall purchase, obtain license to operate, and maintain such repeaters and other radio equipment as the board may decide. The routine operation and maintenance shall be carried out by the Repeater Site Committee and the Repeater Technical Committee under the direction of the board.

(b) A Full Member of the corporation shall be designated by the board as the trustee of each corporate call sign and license assigned by the Federal Communications Commission. He shall be responsible for all traffic transmitted under the corporate license, for ensuring that qualified control operators are appointed to assist him in complying with regulations, for renewal of the corporation license, and for such other requirements necessary to comply with the responsibilities inherent in a trustee.

(c) All equipment and other physical property of the corporation shall be logged in and accounted for in normal business fashion. Newly appointed chairmen of committees shall ensure that they understand what property they will be responsible for and the location and maintenance of same. Any discrepancy shall be reported to the board as soon as possible.

## **Sec.18. ROBERT'S RULES OF ORDER**

Whenever any question or point of order shall arise concerning parliamentary procedure at meetings of the members or of the board, to the extent that the matter is not covered by these bylaws or by the law, Robert's Rules of Order shall govern.

## **Sec.19. SUPERSESION**

These bylaws supersede the corporation's previous constitution and bylaws, which are hereby repealed.

## **AMENDMENTS**

Adopted June 3, 1992.

### **FIRST AMENDMENT**

January 14, 1993. Text already incorporated above.

### **SECOND AMENDMENT**

September 9, 1993. Text already incorporated above.

### **THIRD AMENDMENT**

February 9, 1995. Text already incorporated above.

### **FOURTH AMENDMENT**

The June 3, 1992 PARC bylaws signed in Vista are amended as follows:

1. Section 7 (c) An Annual Picnic may be held at a time to be determined by the Board.
2. Section 8 (c) Three other directors shall be designated by the President from among the chairmen of the standing committees enumerated in subsection (t) below subject to the approval of the newly elected Board.
3. Section 8 (e) The president shall appoint a nominating committee subject to the approval of the Board to select qualified candidates for election as officers and directors no later than the October regular Meeting.
4. Section 8 (g) No corporate funds shall be expended to support any nominee.
5. Section 8 (t) The following shall be considered standing committee chairmen within the meaning of subsections (d) and (s) above, from whom the President may designate directors subject to the approval of the Board.

## 6. Section 9 (a) PRESIDENT.

Subject to the control of the board, the President shall be the general manager and chief executive officer of the corporation and shall supervise, direct, and control the corporation's activities, affairs, officers, and agents. The president may appoint committee chairpersons subject to the approval of the Board.

Executed on July 10, 1997

[Editor's Note: portions of the text of the Fourth Amendment have already been incorporated into the main body of the text. No earlier version of the document is available.]

### FIFTH AMENDMENT

November 8, 2006. Text incorporated in Sec.4(a), shown underlined.

### SIXTH AMENDMENT

January 3, 2007. Text incorporated in Sec.15, shown underlined.