

AMENDED BY-LAWS FOR THE REGULATION,
EXCEPT AS OTHERWISE PROVIDED BY STATUTE
OR ITS ARTICLES OF INCORPORATION
OF
FRESNO AMATEUR RADIO CLUB, INC.

April 1, 2014

ARTICLE I
GENERAL

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is hereby fixed and located at 7454 W. Fairmont Ave., Fresno, CA 93722, in the City of Fresno, County of Fresno, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said city as it may from time to time deem expedient and in the best interest of this Corporation.

SECTION 2. CORPORATE SEAL

This Corporation shall have a common seal, consisting of a circle having on its circumference the words *FRESNO AMATEUR RADIO CLUB, INC., INCORPORATED MAY 14, 1957, CALIFORNIA.*

SECTION 3. NON-PROFIT RESOLUTION

- A. The organization is established exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities that are not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

All meetings of the members shall be held at the principal office of the Corporation or at such place as may be designated by the Board of Directors and stated in written notice of meeting, or at such other place in the State of California as may be designated by the Board of Directors and stated in a written notice of meeting.

SECTION 2. ANNUAL MEETING

The annual meeting of the members of this Corporation shall be held on the second Friday of October of each year, at the regular meeting start time of said day, local time; provided however, that should said day fall upon a legal holiday, or good cause appearing that the meeting date should be changed, then such annual meeting of members shall be held at the same time and place within the next thirty (30) days, the date to be selected by the members of the Board of Directors.

SECTION 3. NOTICE OF MEETINGS

Written notice of meetings of the membership of this Corporation may be given in a manner of and method deemed by the Board of Directors to be in the best interests of the Corporation, except that the Laws of the State of California may govern otherwise.

SECTION 4. SPECIAL MEETINGS

Special meetings of the membership may be called at any time for any purpose whatsoever, by the President or by the Board of Directors, or by any four (4) or more members thereof.

SECTION 5. QUORUM

At any meeting of the general membership, the presence in person of not less than eleven (11) such members shall constitute a quorum for any and all purposes, including the election of Directors.

SECTION 6. PRESIDING OFFICER

The President, or in his/her absence, the Vice President, or in the absence of the President and Vice President, a Chairperson elected by the members present, shall call the meeting of the members to order and shall act as presiding officer thereof.

SECTION 7. SECRETARY

The Secretary of the Corporation shall act as Secretary at all meetings of the members and, in his absence, the presiding officer may appoint any person to act as Secretary.

SECTION 8. ELECTION OF DIRECTORS

The Secretary shall by First Class Mail send a ballot to each member of record three (3) weeks prior to the annual meeting. This ballot will contain the candidates for the Board of Directors as prescribed by these By-Laws. Ballots will be mailed with a return envelope and an

envelope marked *BALLOT*, place this envelope in the return envelope, and mail or hand-deliver it to the Club. A return envelope without a name or call sign marked on it will be considered invalid. Ballots will be due at the annual meeting, either delivered in person or by the U.S. Mail. Ballots received after the annual meeting are declared null and void. Ballots for Director will be counted at the annual meeting by a Committee of Tellers appointed by the President. Complete voting instructions are to be included with each ballot. Should the number of candidates for director be equal to or less than the number of vacancies for director, the Secretary shall cast a unanimous ballot for the slate of candidates for director.

SECTION 9. CONDUCT OF MEETINGS

Meetings shall be conducted according to Robert's Rules of Order: Newly Revised.

ARTICLE III DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The corporate powers, business, and affairs of the Corporation shall be exercised, conducted, and controlled by a Board of seven (7) Directors.

SECTION 2. TERM OF DIRECTORS

- A. Election of Directors by the members at the regular annual meeting of members shall, on *even-numbered years*, consist of an election of four (4) Directors for two (2) year terms, or until their successors are elected, whichever is shorter.
- B. Election of Directors by the members at the regular annual meeting of the members shall, on *odd-numbered years*, consist of an election of three (3) Directors for two (2) year terms, or until their successors are elected, whichever is shorter.
- C. The term of office for Directors shall be from January 1 to December 31.

SECTION 3. NOMINATIONS

The President shall appoint a Nominating Committee at the August Club meeting. Nominations for Director may be received at the August and September Club meetings. The Nominating Committee will solicit nominees in the period between the August and September Club meetings. At the close of Nominations at the September Club meeting, the Chairperson of the Nominating Committee shall present to the President, the names of all candidates for the Board of Directors.

SECTION 4. VACANCY

Any vacancy occurring in the office of Director by reason of death, resignation, or otherwise, shall be filled by an appointee of the majority of the remaining Directors, though less than a quorum, or by the sole remaining Director. Such Director so appointed shall hold office until the expiration of the term he/she was appointed to fill.

SECTION 5. PLACE OF MEETINGS

All meetings of the Board of Directors shall be held at the principal office of the Corporation in the City of Fresno, County of Fresno, State of California, or at such other place as the Directors by resolution shall specify.

SECTION 6. CONDUCT OF MEETINGS

Meetings shall be conducted according to Robert's Rules of Order: Newly Revised.

SECTION 7. REGULAR DIRECTORS MEETINGS

Regular Directors' meetings shall be held from time to time as the Directors by resolution may determine. No notice of regular meetings shall be required.

SECTION 8. CALLING MEETINGS

Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of three (3) Directors.

SECTION 9. NOTICE OF SPECIAL MEETINGS

Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose or purposes thereof, shall be mailed, telephoned, or personally delivered to each of the Directors not later than one day before the appointed meeting. An entry of the service of notice, given in the manner above provided, shall be made in the Minutes of the proceedings of the Board of Directors' meeting, and such entry, if read and approved at a subsequent meeting of the Board of Directors, shall be conclusive on the question of service. If all Directors are present at any Directors' meeting however called or noticed, sign a written consent thereto which is entered on the records of such meeting, or if the majority of the Directors are present, and those not present sign a written waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the Corporation and entered on the records of such meeting, any business may be transacted at such meeting and the transactions thereof shall be valid as if conducted at a meeting regularly called and noticed.

SECTION 10. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the Directors present at a meeting, at which a quorum is present, made or done when duly assembled, shall be valid as the act of the Board of Directors.

SECTION 11. POWERS OF DIRECTORS

The Board of Directors shall have full power and authority to do and perform all of the following: To borrow money on behalf of the Corporation, including the power and authority to borrow money from any of the Members, Directors, or Officers of the Corporation, and to otherwise incur indebtedness on behalf of the Corporation and to authorize the execution of promissory notes or other evidences of indebtedness of the Corporation and to agree to pay interest thereon, and subject to the provisions of Section 3901 of the Corporations Code, to sell, convey, alienate, assign, transfer, lease, exchange and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property, real or personal, and the franchises of the Corporation. The Board of Directors shall have full power to lease the property of the Corporation and generally to do and perform, or cause to be done or performed, any and every act which the Corporation may lawfully do and perform, except as said powers are herein limited. The Board of Directors, however, shall have full power and authority without authorization or approval from the

members of the Corporation, to purchase, lease, or otherwise acquire property, real and personal, on behalf of the Corporation, and in the ordinary course of business, to enter into such contracts as they may deem it advisable.

At the beginning of each fiscal year, the Board of Directors shall review and establish its Standing Orders of the Board, including the maximum amount of money to be extended per purchase without prior general membership approval. The Treasurer shall report this amount of money to the general membership.

ARTICLE IV OFFICERS

SECTION 1. EXECUTIVE OFFICERS

The executive officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as well as such other officers as the Board may from time to time deem appropriate or necessary. The President, Vice President, Secretary, and Treasurer must be Directors. One person may hold two (2) or more offices, except those of President and Secretary.

SECTION 2. ELECTION OF OFFICERS

Said officers shall be elected by the Board of Directors at the first meeting after the annual election of Directors, and they shall hold office for one year and until their successors are elected. The term of office shall be January 1 to December 31.

SECTION 3. REMOVAL AND RESIGNATION

The Board of Directors shall appoint and remove all officers, members of the Board, agents, and/or employees of the Corporation, as they may deem proper, and fix the duties of the same. The Board of Directors may delegate the power of appointment and removal, and the power to fix the compensation of agents and employees, to any officer of the Corporation.

SECTION 4. COMPENSATION OF OFFICERS

No officer, Board member, agent or employee of the Corporation shall be paid any fixed salary or compensation for his/her service as such, except as may be specifically authorized by the Board of Directors in each instance.

ARTICLE V DUTIES OF OFFICERS

SECTION 1. PRESIDENT

The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall have general charge of the business of the Corporation; shall execute, with the Secretary, in the name of the Corporation, all deeds, bonds, contracts, and other obligations and instruments when authorized by the Board of Directors to be executed; and with the Secretary shall sign all certificates of membership in the Corporation. He/she shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors.

SECTION 2. VICE PRESIDENT

The Vice President shall be vested with all powers and shall perform all the duties of the President in case of the absence, resignation, removal or disability of the President. He/she shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors.

SECTION 3. SECRETARY

The Secretary shall keep Minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He/she shall attend to the giving and serving notices of all meetings of the members and of the Board of Directors. He/she shall execute, with the President, in the name of the Corporation, all deeds, bonds, contracts, and other obligations and instruments when authorized by the Board of Directors to be executed, and with the President, shall sign all certificates of membership in the Corporation, and when ordered by the Board of Directors, shall affix the seal to deeds, bonds, contracts, and other obligations and instruments.. He/she shall keep and have charge of the Minutes of the meetings of the Board of Directors and or the members, the records or list of members, the book of By-Laws, and such other books and papers as the Board of Directors may direct. He/she shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

SECTION 4. TREASURER

The Treasurer shall keep and maintain, or cause to be kept and be maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains losses, capital, surplus and shares. The books of account shall at all times be open to inspection by any Director. A Treasurer shall deposit all monies and all other valuables in the name and to the credit of the Corporation with such depository as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He/she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the By-Laws.

SECTION 5. VACANCIES

If the office of President, Vice President, Secretary, Treasurer, or other office becomes vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term and until his/her successor is elected.

ARTICLE VI MEMBERS

SECTION 1. ELIGIBILITY

Any person interested in Amateur Radio station operation and techniques shall, upon payment of dues in the amount hereinafter provided be and become a member of this Corporation.

It is not an element of qualifications for membership that such member be licensed for the operation of an Amateur Radio station.

SECTION 2. KINDS OF MEMBERS

FULL MEMBERS. Full members shall possess a valid Amateur Radio License issued by the government and are entitled to all rights and privileges including the right to vote in all club elections and hold office.

ASSOCIATE MEMBERS. Associate members do not possess a valid Amateur Radio License. They are entitled to all rights and privileges of Full Members EXCEPT the right to vote in Club elections and to hold office.

FAMILY MEMBERS. Anyone residing at the residence of a Full or Associate Member may join the Club as a family member. They shall have all rights and privileges as a Full or as an Associate member except they will not receive the regular periodical publication.

SECTION 3. CERTIFICATION OF MEMBERSHIP

Certificates, or other evidences of membership, shall be in such form and service as may be determined from time to time by the Board of Directors, and in the event such certificates or evidences are required to be signed, they shall be signed by the President and counter-signed by the Secretary.

SECTION 4. SUSPENSION AND EXPULSION OF MEMBERS

The Board of Directors shall have summary powers, by vote of a majority of its members present at any regular or special meeting, to suspend, or to expel, and to terminate the membership of, any member for conduct which it may determine to be of such character as to disturb the order, dignity, business, or harmony, or which impairs the good name of this Corporation, or for any conduct in violation of these By-Laws. The proceedings of the Board of Directors in any and all matters shall be final and conclusive.

SECTION 5. DUES

Each applicant for Full, Associate or Family membership in this Corporation shall pay dues in such sum and amount per year as shall be fixed by resolution of the Board of Directors, and ratified by the members of the Corporation at the annual meeting of the members. Said dues shall cover the period of the calendar year in which the same are paid, provided however, that persons making application for initial membership during the last six (6) months of each calendar year shall be required to pay only one-half (1/2) the amount of yearly dues.

SECTION 6. PUBLICATIONS

Each dues-paying Full or Associate member shall be entitled to receive, at no additional charge, any regular periodical publication of the Corporation, during the calendar year that such member has paid his/her dues.

SECTION 7. REMOVAL OF OFFICERS/DIRECTORS

The general membership may remove any or all Director(s) and elect new Director(s) to complete the unexpired term(s) by an affirmative vote of two-third (2/3) majority of the general

membership present at general or special meetings duly called for that purpose. Voting at such a meeting must be in person.

ARTICLE VII AMENDMENTS TO BY-LAWS

SECTION 1. BY THE BOARD OF DIRECTORS

These By-Laws may be amended by majority vote of the Board of Directors at any regular or special meeting held not less than seven (7) days following the presentation of the proposed amendment to said Board for action.

SECTION 2. BY THE GENERAL MEMBERSHIP

All amendments hereto made by the Board shall first be presented to the General Membership at the next regular or special meeting of the membership of the Corporation. Then, such amendment shall be published in the next following regular publication of the Corporation's periodical, together with the publication of the By-Laws sought to be amended. Then, such amendment shall be presented to the next regular or special meeting not less than twenty (20) days after the previous meeting, to be voted upon, and upon receiving a majority vote of the members present in person, shall continue thereafter in full force and effect.

CERTIFICATION

We, the undersigned, hereby certify that the foregoing document is a true and correct copy of the Amended By-Laws of the above-named Corporation, as presented by the Board of Directors to the General Membership, published in the Corporation's periodical, and adopted by the majority present at the general membership meeting on February 8, 2013.

By: W Stuart Home
W. Stuart Home, President

Dated: 1 April, 2014

By: Joseph I. Cardoza III
Joseph I. Cardoza III, Secretary

Dated: 1 April, 2014