

**BY-LAWS OF THE  
SIERRA FOOTHILLS AMATEUR RADIO CLUB  
A California Non-Profit Corporation**

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## **PREAMBLE**

***WISHING TO SECURE FOR OURSELVES THE PLEASURES AND BENEFITS OF PERSONS COMMONLY INTERESTED IN AMATEUR RADIO, WE DO HEREBY CONSTITUTE OURSELVES THE SIERRA FOOTHILLS AMATEUR RADIO CLUB AND DO ENACT THESE BY-LAWS AS OUR GOVERNING DOCUMENT:***

## **ARTICLE I – CLUB PURPOSE**

### **Section 1**

The purposes of this Club shall be 1) to further the interest of the community in Amateur Radio and the science behind all forms of electronic communications, 2) to create a cadre of knowledgeable and trained communications specialists; and 3) to maintain a viable radio system to assist in community service and emergencies. These purposes will be achieved by promoting radio and communications knowledge, experimentation, application, operation, safety, camaraderie and community service through Club programs, group activities, public service, education, training and participation in emergency services.

## **ARTICLE II – INCORPORATION**

### **Section 1 Not For Profit**

This Club shall be: incorporated as a non-profit, tax-exempt organization under the laws of the State of California. None of the Club's earnings may ~~inure to~~incur any individual.

### **Section 2 Dissolution**

All funds and properties of this Club shall be distributed to other non-profit corporations in the event of ~~dissolution~~the dissolution of this Club.

## **ARTICLE III – MEMBERSHIP**

### **Section 1 Eligibility for Membership**

All persons interested in amateur radio and/or furthering the purposes of the SIERRA FOOTHILLS AMATEUR RADIO CLUB shall be eligible for membership. Membership is considered a privilege. Membership is subject to review by the Board and/or general membership.

### **Section 2 Application**

Any person desiring membership in this Club shall submit an application in writing to the Club and pay the appropriate dues.

### **Section 3 Term**

The term of membership shall date from the meeting during which the Member's application was ~~submitted to~~ accepted by the Club and shall end December 31st of that year unless terminated at an earlier date pursuant to these Bylaws., ~~with the exception of Article V Meetings, Section 5 Quorum By-~~

~~Laws/Member Removal.~~

## **Section 4 Liability**

No individual Member of this Club shall be personally liable for any debt contracted in the name of the Club when such obligation has been authorized by the Board and approved by the membership of this Club.

## **Section 5 Associate Member Criteria**

An Associate Member shall be a resident in the household of a Regular Member, and shall have paid Associate Member dues. An Associate Member not holding a valid amateur license may not hold an elective office.

## **Section 6 Honorary Membership Appointments**

Honorary Membership: An Honorary Membership may be bestowed by the President upon recommendation of the Board and shall run from the date voted to December 31st of that same year, with all dues and fees waived.

~~Meritorious Membership: Meritorious Membership is awarded to any person in recognition of outstanding service to the Club or to Amateur Radio in general. This membership may be awarded by the Board of Directors or by a two-thirds (2/3) vote of the membership present at a Regular meeting. This membership enjoys all privileges of full membership in SFARC as described in Article III. These Meritorious Life members pay no dues; however, they are subject to any special assessments, as are all members.~~

Honorary Life membership: Honorary Life Membership may be granted to any person whose services to the club and/or to Amateur Radio have been deemed outstanding over a period of years. Honorary Life membership shall only be conferred following the recommendation from the membership or Board of Directors and a favorable majority vote of the Club. An Honorary Life Member shall have all Club privileges held before appointment and shall pay no dues.

## **Section 7 Petitions**

Any three or more Members of this club may present a petition to the Board of Directors setting forth any proposed amendment or repeal of these By-Laws. The Board of Directors shall present the petition to the general membership as provided in these By-laws.

# **ARTICLE IV – DUES**

## **Section 1 Setting and Approving**

Dues for membership shall be set by the Board and approved by the membership.

## **Section 2 Dates and Publication**

Annual dues are due and payable on January 1st and shall become delinquent on January 31st of each year; dues payments shall be accompanied by a completed membership application form.

Membership application forms shall be made available continuously throughout the year and published in the Newsletter for at least 4 months beginning October 1st of each year.

### **Section 3 Renewal and Delinquency**

A former Member, (1) who is delinquent in payment of dues, (2) who desires reinstatement and, (3) who has been a Member at any time during the previous calendar year shall be required to pay the full current calendar year's dues regardless of the date of reinstatement. Delinquency in dues payment shall result in loss of membership.

### **Section 4 Prorating Criteria Mid/Year-End Membership**

For only "New" members (not a member at any time during the previous year) dues shall be prorated on a monthly basis for a mid or end of year membership, the total prorated amount shall be at a monthly whole dollar rate i.e. to the next higher whole dollar amount. If the prorate is for three months or less, the Member shall pay at the same time for three months prorated plus the full dues for the coming year.

### **Section 5 Refund**

No dues shall be refunded or rebated to any Member.

## **ARTICLE V – MEETINGS**

### **Section 1 Monthly General Members Meeting**

A meeting of the general membership shall be held each month.

### **Section 2 Quorum General/Special Meeting**

The physical presence of 20% or more of the paid membership at any regular or special membership meeting (whether physical, electronic or combination) shall constitute a quorum for conducting all business and the election of officers except as set forth elsewhere herein; a simple majority vote shall rule.

### **Section 3 Presidential Special Meeting**

A special meeting may be called by the President when special occasions arise. Public, seven day advance notice shall be given prior to the holding of any special meeting except that prior thirty day notice shall be given if such meeting involves election of officers or the amendment or repeal of these By- Laws.

### **Section 4 Members Special Meeting**

Special meetings of the Club membership shall be called by the Board of Directors upon the written request of ten per cent of the paid membership.

### **Section 5 Quorum By-Laws/Member Removal Meeting**

The physical presence of 30% or more of the paid membership shall constitute a quorum for the purpose of removing any member from the Club or from an office; a two-thirds majority vote shall rule.

### **Section 6 Meetings**

Any meeting required by these By-laws may be held in a place designated by the Board of Directors (a "physical meeting"), or the meeting may be held exclusively via electronic means (an "electronic meeting") with participants being located remotely or the meeting may be a combination of physical and

electronic meeting (a “combination meeting”). Members of the Board of Directors and the Club members may participate in an electronic or combination meeting through the use of telephone, electronic video communication, or other communications equipment or techniques. Participation in an electronic or combination meeting pursuant to this Section constitutes presence in person at that meeting for purposes of a quorum if all of the following apply:

- A) Each member participating in the meeting can communicate with all of the other members concurrently.
- B) Each member has the means of participating in all matters at the meeting including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Club.
- C) The Club implements some means of verifying all of the following:
  - (i) A person voting in the meeting is a director or other person entitled to vote in the meeting.
  - (ii) All actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.
  - (iii) All actions of, or votes by, the membership are taken or cast only by the members and not by persons who are not members.

In the case of an electronic or combination meeting, the failure of one of the conditions in A, B or C above for some members will not affect the ability of the membership to proceed with business of the club if the number of participating members for whom the conditions are satisfied constitutes a quorum pursuant to these by-laws.

## ARTICLE VI – VOTING

### Section 1 Members / Associate Voting

On every matter coming before the Club which requires a vote of the membership, Every Member and Associate Member shall be entitled to one vote ~~at membership meetings.~~

### Section 2 Method of Voting

A) Voting on club matters may be conducted at club meetings or electronically at any time. The Board of Directors or the President shall determine which method they/he/she considers appropriate for the matter under consideration.

BA) Voting at Director meetings and Membership meetings may be done by voice or written ballot at the discretion of the Officer presiding at the meeting or, in the case of a meeting of the Board of Directors, by the Board directing the manner of the vote.

CB) If the meeting is an Electronic or Combination Meeting it may be deemed more convenient or beneficial by the officer presiding at the meeting to have the vote on a matter conducted electronically, a written record of a vote on one or more particular matters. ~~If a written record of a vote is desired the~~ The electronic vote may ~~will~~ be conducted by email, electronic polling or any other electronic means that can poll the membership and tabulate the results.

1) If ~~so determined~~ voting via email is utilized, the officer presiding at such meeting will designate a person to receive said emails and will designate a window of time within which emails must be received to be counted. Voting on the matter designated for an email vote may be

conducted by the Directors or the membership sending an email containing their vote to the designated person within the time designated to do so. To be counted the emails must be received by the designee within a reasonable window of time specified by the presiding officer. The emails will then be counted and the result recorded in the same manner as other written votes. Votes received via means other than email will also be counted if they are received by the designated person within the specified window of time.

~~DC~~) If a secret ballot is desired during an Electronic or Combination Meeting, as the state-of-the-art in this area is changing frequently, the Board may utilize any method which, in the Board's sole discretion, would achieve the goal of allowing Directors or the membership to vote and have their vote ~~tabulated~~ counted without their particular vote being disclosed.

~~ED~~) Notice of any vote shall be ~~distruted~~distributed to the membership via email no less than 14 days in advance of the commencement of the voting period. Reference to the matter in the minutes of a previous message shall be adequate notice.

~~FE~~) If a matter was noticed for consideration at a meeting but could not be voted on at that meeting for lack of quorum, the "notice" requirement contained herein shall be considered satisfied and electronic or email voting may commence immediately.

~~GE~~) The membership shall be given a reasonable time, but not less than 5 days nor greater than 30 days, within which to cast their vote in all email and electronic voting. The date that voting terminates shall be clearly stated.

### **Section 3 Action by ~~Written~~ Consent**

~~The membership may take action on any matter without meeting by written consent. To do so the Secretary shall distribute the proposed action to each member and shall specify a time within which the consent form must be returned. The Secretary may use mail, email, personal delivery or any other reasonable manner to distribute the notice of the proposed action. Each member shall sign and return the Consent Form to the Secretary. The Consent Form may be returned by postal mail, by returning a scan, PDF or other image of the signed Consent Form via email, faxing back a signed copy, or using an authenticated electronic signature. Once all the signed consents are received, or the time for return of the forms has expired, the action shall be deemed approved if the number of returned Consent Forms constitutes a quorum (as defined in Article V Section 2) and two thirds of those forms approve the action. The Secretary shall include the signed Consent Forms in the minutes of the next meeting. The action taken shall be as valid as if it had been taken at a meeting.~~

## **ARTICLE VII – BOARD of DIRECTORS**

### **Section 1 Composition**

The Board of Directors (Board) of this Club shall consist of the President, who shall be its Chairman, the Vice President, who shall act as Chairman in the absence of the President, the Secretary, the Treasurer and three Directors. The three Directors shall each serve a one-year term, except as provided in Section 9 Staggered Terms.

### **Section 2 Role/Duty**

The Board shall act for and as agents of this Club and shall take any action necessary to promote the best interests of this Club.

### **Section 3 Action Reporting**

The Board of Directors shall report to the general membership any action taken by the Board.

### **Section 4 Meetings**

The Board, at the call of the Chairman (Club President) shall normally meet once per month at a time and place convenient to the members of the Board. The Chairman (Club President or his/her designee) shall notify each member of the Board of the time and place of any meeting at least three days prior to the meeting.

### **Section 5 Quorum Defined**

For the Board of Directors, a quorum shall comprise four Board Members with at least one being a Director.

### **Section 6 Voting**

Only members of the Board of Directors may vote on matters presented to it; the President shall cast a vote only in the event of a tie. A simple majority vote shall rule. The Board shall review membership in accordance with all applicable By-Law requirements including Article III, Membership, Section 1 Eligibility for Membership. Directors may vote via proxy or absentee ballot.

The Board may take action on any matter without meeting by written consent. To do so the Secretary shall distribute the proposed action to each Board member and shall specify a time within which the consent form must be returned. The Secretary may use mail, email, personal delivery or any other reasonable manner to distribute the notice of the proposed action. Each Board member shall sign and return the written action to the Secretary. The forms may be returned by postal mail, by returning a scan, PDF or other image of the signed Consent Form via email, faxing back a signed copy, or using an authenticated electronic signature. Once all the signed consents are received, or the time for return of the forms has expired, the action shall be deemed approved if the number of returned Consent Forms constitutes a quorum (as defined in Article VII Section 5 above) and two-thirds of those forms approve the action. The Secretary shall include the signed Consent Forms in the minutes of the next meeting. The action taken shall be as valid as if it had been taken at a meeting.

[The Board may also take action on any matter without meeting by using any electronic means by which the Directors can cast their votes and have them tabulated.](#)

### **Section 7 Expenditure Authority**

The Board is authorized to expend a sum not in excess of \$150 per month in connection with routine Club operations.

The Board shall:

Approve the financial institution that serves as the bank for the Club funds,

Determine the number of signatures required on disbursement papers, and

Establish accounts and special funds in accordance with Article XI Duties: Treasurer, Section 4 Bank Account and Signature Authorization, and Section 9 Special Club Accounts.

### **Section 8 Change of Officers/Transition**

When a change of officers occurs, the outgoing Board Members shall meet as a body with the incoming

Board Members to review Club activities and non-completed matters. This joint meeting shall be held prior to the January general membership meeting on a date and time mutually agreed upon.

At this joint meeting the outgoing officers and directors will turn over to their incoming counterparts all documents, funds and other materials entrusted to their care and provide such advice as may be requested to ensure an orderly transition and continuity of club effort.

### **Section 9 Staggered Terms**

The Director who received the greatest number of votes in the last election shall serve an additional one year term without re-election. The purpose of the staggered term is to provide historical knowledge and continuity. In case of a tie vote, the candidates may decide among themselves who shall serve the two-year term or a tie-breaker vote shall be held on election day. If the highest vote getter is ineligible for a two (2) year term, the second highest vote getter shall have the Staggered Term.

### **Section 10 General membership Attendance**

Any Member shall be entitled to attend meetings of the Board and to present comments concerning matters on its agenda or to offer new items for consideration but cannot vote on items.

## **ARTICLE VIII – OFFICERS**

### **Section 1 Definition of Officer**

The Officers of this Club shall be a President, a Vice President, a Secretary, and a Treasurer.

### **Section 2 Terms of Office**

The Officers and Directors of this Club shall be elected for a term of one year. The Station Trustee may be elected for an indefinite term.

### **Section 3 Dates of Service**

The term of office for Club Officers and Directors shall begin on January 1st of the year following election and shall expire December 31st of that same year. Officers or directors appointed by the President to fill vacated offices shall serve for the remainder of that year.

### **Section 4 Term Limitations**

No Officer shall serve more than four consecutive terms in the same office. No Director shall serve more than two terms or a maximum of three (3) years.

## **ARTICLE IX – DUTIES: PRESIDENT AND VICE PRESIDENT**

### **Section 1 The President**

**1.1 Authority/Duty:** The President shall preside over all meetings of the membership and of the Board, enforce due observation of the By-Laws, decide all questions of order, sign all official

documents enacted by the Club, and perform all functions customarily relating to the office of President.

**1.2 Filling Vacancies:** The President shall (1) appoint a Member to fill an expired term of any office: which may be vacated between annual election (2) announce both the expected or actual vacancy of any elected office as soon as such becomes known and shall submit the name of an appointee for confirmation at the next membership meeting.

**1.3 Ex-Officio Duties:** The President shall be an ex-officio member of all committees except the Nominating committee

**1.4 Fiscal Auditor Appointments:** An Auditor shall be appointed by the President with the approval of the Board of Directors to audit Club financial records to determine that proper procedures have been followed. A written report will be required from the Auditor within thirty days as of the close of the calendar year.

**1.5 Fiscal Reports Requests:** The President can request an accounting of all funds received and disbursed on behalf of the club by the treasurer. See also Article XI Treasurer, Section 5 Financial Reports.

## **Section 2 The Vice President**

**2.1 General Duties:** The Vice President shall preside at regular or special meetings of the membership and the Board in the absence of the President and shall also assume the office of President if that office should become vacant before the annual election of officers.

**2.2 Program Chair:** The Vice President shall act as Program Chairman and shall be of assistance to the President.

## **ARTICLE X – DUTIES: SECRETARY**

### **Section 1 Scope of Duties**

The Secretary shall:

- Keep all club records including proceedings of meetings,
- Receive and submit to the membership new membership applications for approval, and
- Conduct routine club correspondence and submit received correspondence to the Board for decision and disposition.

### **Section 2 Minutes/Motions/Chronological Journal**

The Secretary shall keep minutes of all Board, special, and general membership meetings. All motions passed shall be recorded in chronological journal form in a separate Journal.

### **Section 3 Timeliness of Duties**

The Secretary shall submit timely filings of all documents required to establish and maintain the Club as an incorporated, non-profit, tax exempt organization.

### **Section 4 Records Retention**

The Secretary shall retain Club records for no less than 7 years: meeting minutes and records of motions passed shall be retained permanently.

## **ARTICLE XI – DUTIES: TREASURER**

### **Section 1 Accounts**

The Treasurer shall receive, receipt, and account for all funds received by the Club from all sources; He/She shall maintain and disburse funds only as provided by the By-Laws.

### **Section 2 Club Dues**

The Treasurer shall collect Club dues from Members and maintain current membership rosters. He/She shall maintain an updated Member Rosters for the Newsletter Editor's use.

### **Section 3 Memberships, Dues, Records**

The Treasurer shall maintain an accurate record of the current status of each Member of this Club in regard to dues and fees.

### **Section 4 Bank Account and Signature Authorization**

The Treasurer shall bank Club funds in any federally-insured financial institution approved by the Board. The account shall be in the name of the Club, and shall carry at least *two* authorized signatures on the account signature card, one of which shall be the Treasurer's. The Board shall determine the number of signatures required on disbursement paper.

### **Section 5 Financial Reports**

The Treasurer will submit a report of financial status of the Club once per month and semi-annually, unless otherwise requested by the President, giving an accounting of all funds received and disbursed.

### **Section 6 Payment Authorized/Scope and Limitations**

The Treasurer is authorized to pay, without further authorization, routine bills approved in the Annual Budget up to and including the amounts approved. Such expenditures may include club stationery, printing and postage for the Club Newsletter or special mailings, utility bills, postage for correspondence, and Post Office box rentals.

### **Section 7 Membership Expenditure Voting**

All Expenditures of Club funds, other than those provided for in Article VII Board of Directors, Section 7 Expenditure Authority; Article XI Treasurer, Section 6 Payment Authorized/Scope and Limitations; and Article XI Treasurer, Section 9 Special Club Accounts, shall require approval of the general membership.

### **Section 8 Club Property**

The Treasurer shall keep an accurate record of all club property. Property shall be recognized as any Moneys, bank deposits, securities, and items of negotiable value; it shall include all books, papers, correspondence and records; it shall include all tangible property of any kind received by, purchased or donated to the Club from any source.

### **Section 9 Special Club Accounts**

The following Funds may be established by the Board with their income sources, controls, reporting requirements and expense limits set by the Board.

**Drawing Fund:** A fund carried from month to month to pay for the prize drawings at the monthly general meeting.

**Snack Bar Fund:** A fund carried from month to month to cover the cost of refreshments at the monthly general meetings.

**Phone Patch Fund:** A fund to pay the monthly telephone bill incurred by the operation of the repeater phone patch.

**Repeater Fund:** A fund to support a Club-affiliated repeater. The Station Trustee is authorized to expend not in excess of \$50 per month to maintain this repeater. Expenditures in excess of \$50 per month must be approved at a general membership meeting.

**Christmas Party Fund:** A fund carried from year to year to cover costs of the Club Christmas Party.

## Section 10 Annual Budget

The Treasurer shall submit a draft Annual Budget to the Board of Directors at the October Board Meeting. The Budget shall project expected revenue and expenditures for the following calendar year. The Board of Directors shall finalize the budget.

The Annual Budget shall ~~shall~~ should be presented to the membership in the next newsletter edition and approved by the membership at the November General Membership Meeting or if voted on electronically, as soon as practical after the November meeting.

## ARTICLE XII – STATION TRUSTEE

### Section 1 Duties

The Station Trustee shall be custodian of the station license, records, and owned and allied equipment. The Trustee shall issue caution or correction as required on matters concerning operation and maintenance of the Club amateur radio station.

The Station Trustee shall keep an accurate record of all club repeater equipment, material, and supplies.

## ARTICLE XIII – COMMITTEES

### Section 1 Appointment and Purpose

Committees shall be appointed by the President to:

- Provide technical aid to Members,
- Foster and maintain public relations regarding amateur radio,
- Support programs in the public interest and convenience, and
- To facilitate the operations and activities of the Club.

### Section 2 Membership

The President may:

Appoint members to serve on committees and to fill appointments to committees in emergency situations,

Appoint additional Members to any committee with the exception of the Nominating Committee,

Specify the term of the appointed Member's service on a given committee.

## **ARTICLE XIV – ELECTIONS**

### **Section 1 Nominating Committee**

By no later than June first of each year, the President shall appoint a Nominating Committee of not less than 3 Members, who shall *not* be candidates for office for the following year.

### **Section 2 Duties/Authority**

The Chairman of the Nominating Committee shall conduct the election of all elected Officers of this Club. He/She shall:

Provide ballots for the Club membership if needed;

Verify the eligibility of Members to vote and to hold elective office;

Ensure the validity of written ballots and of the voting procedure;

Be responsible for the counting, tallying, and reporting of election results to the Club membership.

This Committee shall be charged with submitting Members' names in nomination for Club offices for the following year; these nominations will be submitted to the general membership at the September meeting and be published in the next Newsletter following that meeting. In the case of Mailed/Absentee ballots, the ballot shall include all candidates and measures known at the time of the mailing of the ballots.

### **Section 3 Election Night Nominations/Write-In's**

In addition to the nominees submitted by the Committee, candidates for election may include other nominations as may be made from the floor up to and including the night of the election. Or in the case of Mailed/Absentee Ballots [or electronic](#) voting, write-in candidates are acceptable if the candidate meets the criteria stated in these By-Laws.

### **Section 4 Candidate Qualifications**

All Members nominated must:

Have agreed to being nominated,

Hold a valid amateur radio license prior to election as a Club officer, and

Have been a Club Member for no less than six months preceding the election.

### **Section 5 Date of Annual Election**

The annual election of Officers and Directors shall normally be held during the regular November membership meeting provided:

A quorum exists at that meeting, and

The election has been announced to the membership at least ~~thirty~~ [14](#) days in advance.

If no quorum exists at the meeting, or if the Board of Directors decides it is in the best interests of the club, the election may be submitted to the membership for electronic voting

### **Section 6 Quorum at Meeting Vote**

~~Should a quorum not exist at the announced election meeting, the election shall be conducted at the first membership meeting thereafter, either regular or called specially for the purpose, at which a quorum does exist, or a Mailed/Absentee or electronic ballot (see Article VI Section 2) system may be used.~~

## **ARTICLE XV – BY-LAWS**

### **Section 1 Review**

These By-Laws shall be reviewed for adequacy and currency at least every leap year. The President shall appoint a committee to perform this review and submit recommendations to the Board and general membership as it may deem appropriate.

### **Section 2 Amendments**

Any 3 or more Members of this Club may present a petition to the Board of Directors setting forth any proposed amendment or repeal of these By-Laws. The Board of Directors shall present the petition to the general membership ~~as provided in Article V Meetings, Section 2 Quorum General/Special and Article XV Elections, Section 6 Quorum at Meeting Vote.~~ **The physical presence of 30% or more of the paid membership in good standing shall constitute a quorum for the purpose of amending or repealing these By-Laws; a two thirds majority vote shall rule.** If no quorum exists at the noticed meeting, or if the Board of Directors decides it is in the best interests of the club, the election may be submitted to the membership for electronic voting

### **Section 3 Ballot Announcements**

Any meeting which involves balloting to amend or repeal the By-Laws shall conform to the same advance notice requirements that pertain to the voting.

### **Section 4 Conflict**

In any case where these By-Laws may conflict with the laws of the state of California or of the United States of America, State or Federal law shall take precedence. The invalidation of any Article or Section of these By-Laws in conflict with State or Federal law shall not affect or invalidate the remaining Articles or Sections of these By-Laws.