

BYLAWS
of
SONOMA COUNTY RADIO AMATEURS, INC.
a California Public Benefit Corporation

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ARTICLE 1 NAME AND OFFICES

SECTION 1. NAME

The name of this Corporation is the Sonoma County Radio Amateurs, Inc., and is referred to herein as SCRA. All references to SCRA shall refer to this Corporation.

SECTION 2. PRINCIPAL OFFICE

The principal office of the SCRA for the transaction of its business is located in Sonoma County, California, at such location as the Board of Directors may from time to time determine, and in the absence of any such resolution, at the residence of the SCRA president at the time.

SECTION 3. CHANGE OF ADDRESS

The county of the principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date in the minutes of the Board, and such changes of address shall not be deemed an amendment of these bylaws.

SECTION 4. OTHER OFFICES

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

ARTICLE 2 PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of SCRA is to promote interest in and the competency of amateur radio electronics technology and communication practice; to provide service, equipment, support, cooperation and assistance to public communications and emergency services, agencies and organizations in times of disaster or emergencies or when otherwise requested; to assist fellow amateurs in development of the radio art and to provide educational opportunities to persons interested in radio communications; to bring before its members such topics and equipment as would improve their knowledge of the radio arts; to offer training in emergency preparedness skills; to provide better communication through all phases of amateur operation, including but not limited to radio repeaters; to support and promote lawful radio operation in accordance with the rules and regulations of the Federal Communications Commission and the Amateur Radio Relay League Code of Ethics.

ARTICLE 3 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The SCRA shall have two classes of membership. Regular members shall be persons otherwise qualified for membership who hold an amateur radio license issued by the Federal Communications Commission. An associate member shall be any person otherwise qualified for membership who does not have an amateur radio license. An associate member shall not have voting rights nor hold elective office or Directorship. An associate member shall automatically become a Regular Member upon issuance to him or her of an amateur radio license by the Federal Communications Commission. A Regular Member whose amateur radio license has expired or has been suspended or revoked by the Federal Communications Commission shall automatically become an associate member. No member shall hold more than one class of membership in the SCRA. Except as otherwise provided in or authorized by the Articles of Incorporation or bylaws of the SCRA, all members shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person may be a member of the SCRA who shares an interest in the art and science of amateur telecommunications and who subscribes to the purposes of the SCRA.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon written application and payment of membership dues, which may be prorated for the term of membership. A member in good standing shall be a member who dues are paid in full, and who has no indebtedness to the Corporation. Only a Regular Member in good standing shall be eligible to hold elective office, Committee Chair, or Directorship.

SECTION 4. FEES, DUES, AND ASSESSMENTS

- (a) The annual dues shall be set by a majority vote of the membership present at the annual membership meeting. Annual Dues may be changed by a majority vote of members present at any regular meeting. Term of membership shall be for the fiscal year of the SCRA.
- (b) Memberships shall be non-assessable.
- (c) The Membership may grant the Board of Directors authority to establish, administer, and maintain a scholarship program to assist economically deserving applicants to become Regular Members by providing a reduced rate fee structure, or by waiving membership dues entirely.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the SCRA may admit.

SECTION 6. MEMBERSHIP BOOK

The SCRA shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the SCRA's principal office and shall be available for inspection by any Director or member of the SCRA during regular business hours.

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

SECTION 7. NON-LIABILITY OF MEMBERS

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

SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom.

SECTION 9. TERMINATION OF MEMBERSHIP

- (a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
 - (1) Upon his or her notice of such termination delivered to the president or secretary of the SCRA personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the SCRA.
 - (3) Upon a failure to renew his or her membership by paying dues on or before their due date. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the term of membership.
- (b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:
 - (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the SCRA's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 - (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the members in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings. The notice to the member of his or her proposed expulsion shall state the date, time, and

- place of the hearing on his or her proposed expulsion.
- (3) Following the hearing, the members shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the members shall be final.
 - (4) Any person expelled from the SCRA shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the SCRA shall cease on termination of membership as herein provided. All rights of membership cease upon the member's death.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

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

ARTICLE 4 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the SCRA or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually on first Wednesday of November in each year, at 7:00 PM; or at such other date, time and place as the Board of Directors may resolve with at least 30 days notice to the members, for the purpose of electing Officers and Directors, setting dues and transacting other business as may come before the meeting. Cumulative voting for the election of Officers and Directors shall not be permitted. The candidates receiving the highest number of votes cast shall be elected. Each voting member shall cast one vote, with voting being by ballot only; however, voting may be by acclamation in the event any candidate for Officer or Director is un-opposed. The annual meeting of members for the purpose of electing Officers and Directors shall be deemed a regular meeting.

Other regular meetings of the members shall be held on the first Wednesday of each month or such other time as the Board may determine, upon approval by a majority of members present and voting at any meeting. If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same

hour and place on the next business day or such other time as the Board of Directors shall determine.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

- (a) **Persons Who May Call Special Meetings of Members.** Special meetings of the members may be called by the Board of Directors. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF SPECIAL MEETINGS

- (a) **Time of Notice.** In the event a special meeting is to be called, a written or electronic notice of the meeting, sent to the members, shall be given by the secretary of the SCRA not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.
- (b) **Manner of Giving Notice.** Notice of a members' meeting or any report shall be given either personally, electronically, by mail or other means of written communication, addressed to the members at the address of such member appearing on the books of the SCRA or given by the member to the SCRA for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally, electronically sent, or deposited in the mail. Written notice shall include publication in the newsletter of the SCRA.
- (c) **Contents of Notice.** Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted.
- (d) **Notice of Meetings Called by Members.** If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or electronically transmitted to the chairperson of the Board, president, vice president, or secretary of the SCRA. The Officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the Officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- (e) **Waiver of Notice of Meetings.** The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote signs a written waiver of notice or a consent to the holding of the

meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

- (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
1. Removal of Directors without cause;
 2. Amending the articles of incorporation; and/or
 3. An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of ten percent (10%) of the member of the SCRA.

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

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

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

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

SECTION 7. VOTING RIGHTS

Each Regular Member in good standing is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Officers and Directors, however, shall be by ballot or as provided for in Article 4 Section 2.

SECTION 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy. No provision in this or other sections of these bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the president of the SCRA or, in his or her absence, by the vice president of the SCRA or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present. The secretary of the SCRA shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding Officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation of the SCRA, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

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

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

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

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

A written ballot may not be revoked after its receipt by the SCRA.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

The SCRA shall make available to members reasonable nomination and election procedures with respect to the election of Officers and Directors by members. Such procedures shall be reasonable given the nature, size, and operations of the SCRA, and shall include:

- (a) A reasonable means of nominating persons for election as Officers and Directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

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

1. Inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the SCRA, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

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

Generally, any person who is qualified to be elected as an Officer or to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Officers and Directors by any member present at the meeting in person. However, if the SCRA has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

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

SECTION 13. RECORD DATE FOR MEETINGS

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

**ARTICLE 5
DIRECTORS**

SECTION 1. NUMBER

The SCRA shall have seven (7) Directors and collectively they shall be known as the Board of Directors. All Directors shall be a member in good standing and shall have been a member in good standing for not less than 6 consecutive months prior to the beginning of the term of office to which such person was elected. All Officers of the SCRA shall be members of the Board without election as well as the immediate past president of the SCRA. Two additional Directors shall be elected at the annual membership meeting in November of each year. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of the SCRA, the activities and affairs of the SCRA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors who will keep the membership informed of its actions and be subject to direction from the membership.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of the SCRA, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents, committee chairs, and employees of the SCRA;
- (c) Supervise all Officers, agents, committee chairs and employees of the SCRA to

- assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
 - (e) Register their addresses with the secretary of the SCRA and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.
 - (f) Approve and adopt an annual budget for the fiscal year for submission to the membership.
 - (g) Approve the SCRA Club Station License Trustee, and provide for all matters pertaining to obtaining and maintaining a Station License in compliance with Federal Communication regulations and other provisions of law.
 - (h) Adopt, approve and issue policies, rules and regulations for the ownership, operation, maintenance and control of repeaters and related communication devices owned and/or operated by the SCRA."

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these bylaws, and until his or her successor is elected and takes office as provided herein. New Directors shall take office at the first Regular Membership meeting in January of each year. All Directors shall be members in good standing. No non-Officer Director shall serve for more than two consecutive terms unless such Director shall become an Officer.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the SCRA in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to Directors shall be approved in advance in accordance with the SCRA's conflict of interest policy, as set forth in Article 11 of these bylaws.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

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

- (a) Any person currently being compensated by the SCRA for services rendered to it within the previous twelve (12) months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at such place as provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the SCRA shall be valid only if held on the consent of all Directors given either before or after the meeting.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;
- (b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the SCRA; and
- (c) The SCRA adopts and implements some means of verifying 1) that all persons participating in the meeting are Directors of the SCRA or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the second Wednesday of each month at 6:30 PM unless otherwise provided by the Board. All members shall be entitled to attend any meeting of the Board. Notice of the time and place of meetings of the Board of Directors shall be given to members in the newsletter or other reasonable means of communication likely to give timely notice of such meeting. An annual meeting shall be held on the second Wednesday of January of each year at 6:30 PM at the principal office of the SCRA unless otherwise provided by the Board.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the chairperson of the Board, the president, the vice president, the secretary, the treasurer, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the SCRA. Notice of the time and place of special meetings of the Board of Directors shall be given to members in the newsletter or other reasonable means of communication likely to give timely notice of such meeting.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice except as set forth hereinabove. Special meetings of the Board shall be held upon four (4) days' notice to the Board of Directors and members by first-class mail or electronically transmitted, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail the notice shall be deemed to be delivered on its deposit in the mails. Electronically transmitted delivery shall be deemed delivered when sent. Such notices shall be addressed to each Director at his or her address as shown on the books of the SCRA. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting, and to the members, if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

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

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

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

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of four Directors. Except as otherwise provided in these bylaws or in the articles of incorporation of the SCRA, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, as provided in Section 10 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of the SCRA.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation or bylaws of the SCRA, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the vice president of the SCRA or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The secretary of the SCRA shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of the SCRA, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if such action is necessary to prevent harm, injury or damage to the Corporation, its members or assets, and further provided that such action is approved by a majority of the members present at the next regular meeting of members following such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of the SCRA authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES AND REMOVAL

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant by majority vote the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, ceases to be qualified for membership in the SCRA, habitually fails to perform his or her

duties, wilfully acts to the detriment of the SCRA, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

- (a) Procedure for Expulsion. Following the determination that a member of the Board should be expelled pursuant to this section, the following procedure shall be implemented:
 - (1) A notice shall be sent by first-class or registered mail to the last address of the Director as shown on the SCRA's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 - (2) The Board member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the members of the SCRA in accordance with the quorum and voting rules set forth in these bylaws applicable to Regular Membership meetings. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - (3) Following the hearing, the members of the SCRA shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the membership shall be final.

If the SCRA has fewer than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the SCRA has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the SCRA would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the attorney general.

Vacancies created by the removal of a Director may be filled only by election by the members. The members of the SCRA may elect a Director at any time to fill any vacancy.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

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

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

To the extent that a person who is, or was, a Director, Officer, employee, or other agent

of the SCRA has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the SCRA, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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

SECTION 20. INSURANCE FOR CORPORATE AGENTS

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

ARTICLE 6 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the SCRA shall be a president, a vice president, a secretary and a treasurer. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve concurrently as the president of the SCRA.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Regular Member in good standing for one year may serve as an Officer of the SCRA. Officers shall be elected by the Members at the annual meeting in November of each year and shall take office at the first regular meeting of January. Each Officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No person shall hold the same office for more than two consecutive terms.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the SCRA. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer may be removed from office at any time in the same manner and for the same reasons as provided for the removal of Directors.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by election of the Members at the first membership meeting following the occurrence of the vacancy. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Members shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The president shall be the chief executive Officer of the SCRA and shall, subject to the control of the Board of Directors, supervise and control the affairs of the SCRA and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of the SCRA, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the SCRA, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

The President shall be responsible for initiating, reviewing and approving all communications in the name of, or on behalf of, the SCRA between the SCRA and members of the SCRA and third parties. This power may be delegated by the President to other members, providing the President is informed of all communications made pursuant to the delegation.

The President shall, upon approval by the Board of Directors, appoint the SCRA Club Station License Trustee.

SECTION 7. DUTIES OF VICE PRESIDENT

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

the Board of Directors. The vice president shall act as the Parliamentarian of the SCRA.

SECTION 8. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office of the SCRA the original, or a copy of, these bylaws as amended or otherwise altered, current and up to date.

Keep at the principal office of the SCRA or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the SCRA and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the SCRA under its seal is authorized by law or these bylaws.

Keep at the principal office of the SCRA a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the SCRA, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the SCRA.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of the SCRA, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

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

Prepare an annual budget for the fiscal year for presentation to the Board of Directors.

Have charge and custody of, and be responsible for, all funds and securities of the SCRA, and deposit all such funds in the name of the SCRA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the SCRA from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the SCRA as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the SCRA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the SCRA, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the SCRA.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Prepare and file all tax returns or other financial filings required by any governmental agency, subject to review by the President.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the SCRA, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

Officers shall serve without salary or compensation, however, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as approved by the Board.

ARTICLE 7 COMMITTEES

SECTION 1. COMMITTEES OF THE BOARD

The SCRA shall have standing committees and such committees as may from time to time be designated by majority vote of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. Any member in good standing in the SCRA may serve as a member or chairperson of any committee.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

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

The Board of Directors shall appoint a Nominating Committee not later than the

September Board of Directors meeting comprising three regular members who shall contact prospective candidates and propose a slate of candidates for each elective office. The proposed slate will be placed into nomination at the annual membership meeting in November. Additional nominations of members eligible to hold office shall also be solicited by the presiding official conducting the election at the annual meeting. The presiding official conducting the election shall be a regular member who is not a nominee for an office.

SECTION 3: STANDING COMMITTEES

The SCRA shall have the following standing committees appointed by the Board of Directors and shall serve a term of one year from the January Board of Directors meeting:

1. **Activities Committee:** The Activities Committee shall provide for activities and programs of the SCRA;
2. **Public Service Committee:**
The Public Service Committee shall manage public service events on behalf of SCRA and in concert with the entity requesting SCRA assistance. The public service chairperson shall notify the membership of scheduled public service events as they become known to him/her. The public service event calendar shall be reviewed and approved by the board. The chairperson shall encourage and educate the membership in participation in public service events.
3. **Repeater Committee:** The Repeater Committee shall consist of the Repeater Chairperson, the SCRA Station License Trustee and such committee members as may be appointed by the Board. The Repeater Chair shall possess technical knowledge of repeaters and communication devices or express a willingness to obtain such knowledge, possess the ability to tactfully deal with repeater users, possess a willingness to educate SCRA members about repeater systems and implement the policies, rules and regulations of SCRA for the ownership, operation, maintenance and control of repeaters and related communication devices owned and/or operated by the SCRA.

The Station License Trustee shall be appointed by the President upon approval by the Board of Directors, shall hold and maintain possession of a class of amateur radio license that authorizes him or her to operate all SCRA repeater and communication devices owned, operated or under the control of the SCRA and shall serve until his or her successor is appointed. The Station License Trustee may appoint Control Operators in accordance with the rules and regulations of the Federal Communications Commission and the policies of the SCRA. The Repeater Chair and the Station License Trustee may be the same person.

The repeater committee shall be presided over by a Chairperson appointed by the Board of Directors. The Repeater Chairman shall report

to the Board of Directors and the membership on all committee matters, maintain reliable amateur repeater communication capabilities, ensure proper control of access to repeater sites, maintain proper relations with site owners and operators, act a liaison with the generally recognized area repeater co-ordination body, ensure proper records of repeater equipment and operations are kept, identify and attend to routine, non-policy matters pertaining to repeater operation and maintenance, refer all proposed purchases and expenditures to the Board of Directors for approval, prepare and submit a budget for the expected operation and maintenance of repeater equipment and operation for each fiscal year, conduct meetings that are open to the membership, except Control Operators may go into executive session for the purpose of discussing control codes used in the operation of the repeater system, monitor SCRA radio repeating and transmitting devices and initiate control code sequences as needed for proper operation of the system, take any reasonably necessary actions to ensure compliance with federal and local laws, rules and regulations respecting the proper operation of the repeater system, diplomatically contact and advise repeater users whose operating practices or acts may violate applicable laws or SCRA policy, co-operate with officials from the Official Observer or other similar program in their investigation of improper operation.

All alleged violations of laws, rules and regulations regarding repeater operations, SCRA policy or similar incidents which require intervention by a Control Operator shall be documented and reported to the Board of Directors at their next regular meeting unless in the opinion of the Repeater Chairman the report should be made sooner.

4. Emergency Service: The Emergency Service committee shall provide for the operation, training and coordinating of emergency service activities. The chairman of the Emergency committee shall act as liaison with other emergency service bodies, including ARRL, ARES and ACS.
5. Volunteer Examiners: Volunteer Examiners shall provide for the administration of license examinations as provided under the authority of the Federal Communications Commission.
6. Member of the Year Committee: The Board of Directors may direct the convening of the Member of the Year Committee, but need not do so each year. The President shall be the Chairman of the Member of the Year Committee and shall appoint two other members who shall serve anonymously. The selection of the Member of the Year shall be made prior to the November annual meeting and shall be approved by the Board in executive session. No person shall receive the award more than once every three years. Any member in good standing shall be eligible as Member of the Year.
7. Newsletter Committee: The Newsletter Committee shall provide for the publication and dissemination of a newsletter for the membership.
8. Mentoring Committee: The Mentoring Committee shall implement a

primary objective and purpose of SCRA to promote interest in and the competency of amateur radio electronics technology and communication practice.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the SCRA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SCRA, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the SCRA or membership by any contract or engagement or to pledge its credit or to render it liable momentarily for any purpose or in any amount. The Board of Directors may authorize payments of obligations up to the amount of \$500.00 without membership approval.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the SCRA shall be signed by any two Officers of SCRA.

SECTION 3. DEPOSITS

All funds of the SCRA shall be deposited from time to time to the credit of the SCRA in such banks, trust companies, or other depositories that are federally insured as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the SCRA any contribution, gift, bequest, or devise for the charitable or public purposes of the SCRA and provide written acknowledgment thereof to the donor.

ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The SCRA shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) The Record of the Membership shall be as stated in Article 3 Section 6;
- (d) A copy of the SCRA's articles of incorporation and bylaws and current amendments, which shall be open to inspection by the members, if any, of the SCRA at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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

SECTION 4. MEMBERS' INSPECTION RIGHTS

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

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the SCRA, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the SCRA, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the SCRA by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 6. ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the SCRA's fiscal year to all Directors and members of the SCRA at a regularly scheduled membership meeting which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the property, of the SCRA as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the SCRA, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the SCRA, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by the Board of Directors.

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

ARTICLE 10 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE SCRA

The fiscal year of the SCRA shall begin on January 1 of each year and end on the last day of December of each year.

ARTICLE 11 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

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

SECTION 2. DEFINITIONS

- (a) Interested Person.
Any Director, principal Officer, member of a committee with governing Board

delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the SCRA has a transaction or arrangement,
- (2) a compensation arrangement with the SCRA or with any entity or individual with which the SCRA has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SCRA is negotiating a transaction or arrangement.

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

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

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

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

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

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

- (d) Violations of the Conflicts of Interest Policy. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

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

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

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing Board who receives compensation, directly or indirectly, from the SCRA for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the SCRA for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the SCRA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Directors, Officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article,

the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.
- (b) all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - 4. has no material financial interest affected by the compensation arrangement; and
 - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- (c) the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 - 2. the availability of similar services in the geographic area of this organization
 - 3. current compensation surveys compiled by independent firms
 - 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- (d) The terms of compensation and the basis for approving them shall be recorded

in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

1. The terms of the compensation arrangement and the date it was approved
2. The members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member
3. The comparability data obtained and relied upon and how the data was obtained.
4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
6. Any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

SECTION 6. ANNUAL STATEMENTS

Each Director, principal Officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the SCRA is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

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

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

SECTION 8. USE OF OUTSIDE EXPERTS

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

ARTICLE 12 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

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

By approval of a two-thirds majority of the membership of the SCRA present at any regular or special meeting of the SCRA. Notice of the proposed adoption, amendment or repeal shall be published in the newsletter of the SCRA at least 30 days prior to the taking of a vote on such adoption, amendment or repeal.

ARTICLE 13 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the SCRA, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

Subject to any provision of law applicable to the amendment of Articles of Incorporation of public benefit nonprofit corporations, the Articles of Incorporation may be altered,

amended, or repealed and new bylaws adopted as follows:

By approval of a majority of the members of the Board of Directors at a regular meeting of the Board, and a two thirds majority of the membership of the SCRA present at any regular or special meeting of the SCRA. Notice of the proposed adoption, amendment or repeal shall be published in the newsletter of the SCRA at least 30 days prior to the taking of a vote on such adoption, amendment or repeal.

ARTICLE 14 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

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

CERTIFICATION

The undersigned hereby certify and declare that they are the President and Secretary of the Sonoma County Radio Amateurs, Inc., and the foregoing is a true and correct copy of the bylaws of the Sonoma County Radio Amateurs, Inc., which have been duly approved and adopted by the membership of the SCRA at a membership meeting held on April 4, 2012. We, and each of us declare the foregoing to be true and correct under penalty of perjury of the laws of the State of California. Executed this _____ day of _____, 2012, at Santa Rosa, CA.

Darryl Paule, President

Mike Von der Porten, Secretary