

**BYLAWS  
OF  
HUMBOLDT AMATEUR RADIO CLUB, INC.**

**ARTICLE I. OFFICE**

**Principal Office**

**Section 1.01.** The address of the principal office of the Corporation for its transaction of business is PO Box 5251, Eureka, California, 95502-5251.

**Change of Address**

**Section 1.02.** The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Humboldt, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II. MEMBERS**

**Classification of Members**

**Section 2.01.** The Corporation shall have two classes of members, active members who are current with their dues payments, and inactive members who have been active members but are more than 60 days behind on payment of their dues. Each active member shall have equal voting and other rights. Inactive members shall not have voting rights. No person shall hold more than one membership in the Corporation. For the purposes of these bylaws, any reference to voting members shall be a reference to active members only.

**Eligibility and Qualification for Membership**

**Section 2.02.** Any natural born person who has a current or expired amateur radio license is eligible to be a member of the Corporation.

**Dues**

**Section 2.03.** The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors and approved by a vote of the membership, but in no event shall the annual dues exceed the amount of \$50.00. Dues are due annually September 1<sup>st</sup> at the beginning of the fiscal year.

## **Fundraising**

**Section 2.04.** The Corporation may conduct raffles, sell surplus equipment and supplies and engage in fund raising activities and promote fund raising events to enhance the financial condition of the Corporation.

## **Number of Members**

**Section 2.05.** There shall be no limit on the number of members the Corporation may admit.

## **Transferability of Membership**

**Section 2.06.** Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned to another.

## **Membership Book**

**Section 2.07.** The Corporation must maintain a membership book, either in written form or in a format that can be converted into written form, which includes the name and address of each member. This book should also document instances of termination or becoming inactive, along with the date of such occurrences. The Secretary of the Corporation is responsible for keeping this book, and it must be accessible for inspection as mandated by law and outlined in Section 2.8 of these Bylaws.

## **Inspection Rights of Members**

**Section 2.8.** The Secretary shall bring a copy of the current membership book to each regularly scheduled meeting of the membership, whereat any member present may inspect the book. The Secretary shall also, via email, provide a copy of such book upon request of any member.

## **Non-liability of Members**

**Section 2.9.** A member of the Corporation shall not be personally liable for the debts, obligations, or liabilities of the Corporation.

## **Termination of Membership**

### ***Causes***

**Section 2.10(a).** Membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- 1) The voluntary resignation of a member;
- 2) The death of a member; or
- 3) The termination of all memberships or any class of members upon the amendment of these bylaws permitting the termination, pursuant to California Corporations Code.

**Section 2.10(b).** Any member who fails to pay their dues within sixty (60) days after the due date shall automatically be classified as an "inactive" member. It is the responsibility of each member to ensure their dues are current, and reminders of the due date will be periodically announced. Active membership status will be reinstated upon payment of dues for the current fiscal year.

### ARTICLE III. MEETINGS OF MEMBERS

#### **Place**

**Section 3.01.** Meetings of members shall be held at a location designated from time to time by resolution of the Board of Directors.

#### **Regular Meetings**

**Section 3.02.** Regular meetings of members will occur on the first Tuesday of each month unless the Board of Directors decides otherwise. Notices for regular meetings must include the agenda items intended for member action as determined by the Board at the time of notice, along with draft agenda items. In meetings where Directors are to be elected, the notice must list all nominees at the time of notice. No meeting of members may be adjourned for more than sixty-one (61) days. If a meeting is adjourned and a new record date is set for notice or voting, notice of the adjourned meeting must be provided to each member entitled to vote at the meeting as of the record date. The proceedings of any meeting of members, regardless of how it was called or noticed, and regardless of its location, will be valid if a quorum is present.

#### **Special Meetings**

**Section 3.03.** Special meetings of members shall be called by the duly elected President, the Board of Directors or by not less than twenty percent (20%) of the active members and held at such place as is fixed in Section 3.01 of these Bylaws.

#### **Notice of Special Meetings**

**Section 3.04(a).** Notice of special meetings for members shall be delivered either in person, via email, or sent by first-class mail, within a timeframe of no less than seven (7) days and no more than twenty-five (25) days before the scheduled meeting date. This notice shall be provided to each member eligible to vote on the record date for the meeting. Additionally, the notice for a special meeting will include information regarding any dues payment required for active membership status, necessary for eligibility to vote on any action items.

#### **Contents of Special Meeting Notice**

**Section 3.04(b).** The notice shall state the place, date and time of the meeting. As in the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

## **Quorum**

**Section 3.05.** A quorum at any meeting of members shall be 1/3 of the total of active members.

## **Loss of Quorum**

**Section 3.06.** If enough members leave a meeting resulting in a loss of quorum, the remaining members present may continue to transact business until adjournment, so long as action taken is approved by at least a majority of members required to constitute a quorum.

## **Adjournment for Lack of Quorum**

**Section 3.07.** In the absence of a quorum, any meeting of members may be adjourned from time to time by vote of the majority of members in attendance but no other business may be transacted except as proved in Section 3.06 of these Bylaws.

## **Voting Membership**

### ***One Vote Per Member***

**Section 3.8(a).** Each active member is entitled to one vote on each matter submitted to a vote of the members.

### ***Family Memberships***

**Section 3.8(b).** Each individual who is part of a family membership shall be treated as any other member with respect to voting and all other aspects of membership.

### ***Record Date of Membership***

**Section 3.8(c).** The record date for the purpose of determining any member's rights shall be the lesser of 30 calendar days from either the postmarked date of their mailed membership dues, if mailed, or the date they presented their dues to a Board member, or such date as the dues are deposited in the Club's account and the Secretary has updated the membership book.

## **Action without Meeting by Written Ballot**

### ***Ballot Requirements***

**Section 3.9(a).** Subject to the limitations specified in Section 3.9(b) of these Bylaws and contained in the Articles of Incorporation, any such action, which may be taken at any regular or special meeting of members, may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval 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 at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### ***Limitations Pertaining to Election of Directors***

**Section 3.9(b).** Directors may be elected by written ballot or by voice vote in a meeting designated for such election.

## **Conduct of Meetings**

### ***Chairman***

**Section 3.10(a).** The President of the Corporation, or in the event of their absence, the Vice-President, or any other individual selected by a majority of the voting members present, whether in person or via remote systems, shall serve as Chairman and preside over the meetings of the members.

### ***Secretary of Meetings***

**Section 3.10(b).** The Secretary of the Corporation shall act as the secretary of all meetings of members or of the Board; provided that in his or her absence, the Chairman of a meeting shall appoint another person to act as secretary of that meeting.

### ***Rules of Order***

**Section 3.10(c).** The Robert's Rules of Order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this corporation or the law.

## **ARTICLE IV. DIRECTORS**

### **Number**

**Section 4.01.** The corporation shall have four (4) Directors. Collectively, the Directors shall be known as the Board of Directors.

### **Qualification, Nomination and Term of Office**

**Section 4.02.** The Directors of the Corporation shall be active members in the club. Any person qualified to be a Director under Section 2.02 of these Bylaws may be nominated by the method of nomination authorized by the Board. Each Director shall hold office for one (1) year from the date of such Director's election, and until such Director's successor is elected. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected.

### **Election**

**Section 4.03.** The election of Directors shall take place during the final meeting of the calendar year by active members, or promptly thereafter as outlined in Section 3.02 of these Bylaws.

## **Compensation**

**Section 4.04.** The Directors shall serve without compensation.

## **Meetings**

### ***Call of Meetings***

**Section 4.05(a).** Meetings of the Board shall be held at a location specified in section 3.01 of these Bylaws or as changed from time to time as provided in Section 3.03 of these Bylaws. Meetings of the Board will be held at least once per year.

### ***Time of Regular Meetings***

**Section 4.05(b).** Regular meetings of the Board may be held without call or notice, at a location designated by the Board, prior to each regular meeting of the members of the Corporation as set forth in Section 3.02 of these Bylaws, at such time as designated by the President.

### ***Special Meetings***

**Section 4.05(c).** Special meetings of the Board may be called by any Director. A special meeting shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or email to all other Directors.

### ***Quorum***

**Section 4.05(d).** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business such as approval of minutes and reports, except as hereinafter provided.

### ***Transactions of Board***

**Section 4.05(e).** Except as otherwise provided in the Articles, in these Bylaws, or by law, 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 provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

### ***Conduct of Meetings***

**Section 4.05(f).** The Chairman of the Board, or in their absence, a Director chosen by the attending Directors, shall chair Board meetings. In the Secretary's absence, the presiding officer may appoint a replacement, who will act as Secretary of the Board. Board members may attend meetings remotely, provided all participants can hear each other, which will be considered as being present at the meeting.

### ***Adjournment***

**Section 4.05(g).** A majority of the Directors present, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24)

hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### **Action Without Meeting**

**Section 4.06.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing such action. 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 such Directors.

## **ARTICLE V. OFFICERS**

### **Number and Titles**

**Section 5.01.** The officers of the Corporation shall be President, Vice- President, Secretary, and Chief Financial Officer (Treasurer), with such titles and duties as shall be determined by the membership as may be necessary to enable it to sign instruments. The President is the General Manager and Chief Executive Officer of the corporation. No offices may be held concurrently by the same person, except that the Secretary may serve concurrently as the Chief Financial Officer (Treasurer). All other offices must be held separately by members.

### **Election and Resignation**

**Section 5.02.** The membership shall elect the President, Vice-President, Secretary, Chief Financial Officer (Treasurer). Any officer or Board member may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the office is a party.

### **Duties**

**Section 5.03.** The treasurer shall be in control of the corporate accounts, with the secretary given authority to sign on such accounts in the absence of such treasurer.

## **ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL**

### **Keeping Records**

**Section 6.01.** The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

### **Annual Report**

**Section 6.02.** The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by

any report thereon of independent accountant, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

### **Annual Statement of Certain Transactions and Indemnification**

**Section 6.03.** The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in §6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

### **Corporate Seal**

**Section 6.04.** The Board of Directors shall adopt a corporation seal that shall be in the affixed form and design. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

### **Corporate Fiscal Year**

**Section 6.05.** The Fiscal Year of the Corporation shall be each 12-month period beginning September 1<sup>st</sup>.

## **CERTIFICATE OF SECRETARY OF**

## **HUMBOLDT AMATEUR RADIO CLUB, INC.**

### **A California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said corporation and the foregoing Bylaws, comprising of eight (8) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors and voted on by the members at a meeting held on:

Date

Secretary