

Bylaws of NORTHERN AMATEUR RELAY COUNCIL OF CALIFORNIA, INC.

ARTICLE I - OFFICES.

Section 1.01. Principal Office

The principal office of the Corporation for its transaction of business is located in the City of Concord and County of Contra Costa, California.

Section 1.02. Change of Address

The Board of Directors has full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted in these Bylaws, but shall not be considered an amendment to these Bylaws.

ARTICLE II - MEMBERS.

Section 2.01. Classification and Qualification of Members

The Corporation shall have two (2) classes of members: Regular members and Associate members. Regular members shall be licensed by the Federal Communications Commission to operate an amateur relay station and are the designated representatives of an amateur radio organization which holds a coordination issued by the Corporation. Regular membership may conditionally be granted to persons whose amateur radio organization has applied for, but not yet been issued, a coordination; said membership to convert automatically to Associate membership upon rejection of the application for coordination. Associate membership shall be open to anyone interested in amateur radio relay operation.

Section 2.02.

Any person, qualified for membership under Section 2.01 of these Bylaws, shall be admitted to membership upon the approval by the Board of Directors of the person's application submitted in such form and manner prescribed by the Board of Directors and on the payment of the first annual dues and any application fee specified by the Board of Directors.

Section 2.03. Acceptance of Bylaws by Members

All members of the Corporation agree, in consideration for acceptance for membership, to abide by and be bound by the provisions of these Bylaws and the actions of the Board of Directors.

Section 2.04. Dues

The annual dues shall be determined by resolution of the Board of Directors and approved by the members at a regular meeting. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors.

Section 2.05. Assessments

Memberships shall be non-assessable, non-transferable and non-assignable.

Section 2.06. Membership Book

The Corporation shall keep, in any form capable of being converted into written form, a membership book containing the name, address and class of each member. The book shall also contain the fact of termination and the date on which such

membership ceased. Such book shall be subject to the rights of inspection required by law as set forth in Section 2.07 of these Bylaws.

Section 2.07. Inspection Rights of Members - Demand

- (a) Subject to the Corporation's right to set aside a demand for inspection a member satisfying the qualifications set forth hereinafter may do either or both of the following:
- (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or,
 - (2) Obtain from the Secretary of the Corporation, on written demand and tender 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 the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be 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.
- (b) The rights of inspection set forth in Section 2.07(a) or these Bylaws may be exercised by any voting member, for a purpose reasonably related to such person's interest as a member.

Section 2.08. Non-liability of Members

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

Section 2.09. Termination of Membership

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following:

- (1) The voluntary resignation of a member;
- (2) The death of a member;
- (3) The nonpayment of dues.

ARTICLE III - MEETINGS

Section 3.01. Place

Meetings of members shall be held at such location as may be designated from time to time by resolution of the Board of Directors.

Section 3.02. Regular Meetings

The members shall meet annually on a Saturday in the month of April or May in each year at 10:00A.M. for the purpose of transacting such business as may come before the meeting, including the election of Directors. The meeting date shall be established by resolution of the Board of Directors. If the election of Directors does not occur, the Board shall, or five (5) percent of the members may, cause the election of Directors to be held at a special meeting of members called and held as soon as is reasonably possible.

Section 3.03. Special Meetings

Special meetings of members may be called by the Board of Directors or by five percent or more of the members and held at such times and places as specified by resolution of the Board of Directors or by five (5) percent of the members of the Corporation.

Section 3.04. Notice of Meetings

Written notice of every meeting of members shall be either personally delivered or mailed; fifteen (15) days before the date of the meeting to each member or officially designated representative thereof who on the record date for notice of the meeting is entitled to vote at the meeting. Notice of a specially called meeting of members shall be sent within twenty (20) days after the request was received. No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place notice shall be given to each member who is entitled to vote at the meeting.

Section 3.05. Contents of Notice

The notice shall state the place, date, and time of the meeting. 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.

Section 3.06. Waivers, Consents, and Approvals

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be made a part of the minutes of the meeting.

Section 3.07. Quorum

A quorum at any meeting of members shall consist of twenty percent of the voting power, represented in person or by proxy.

Section 3.08. Loss of Quorum

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority the number of members required to constitute a quorum.

Section 3.09. Adjournment for Lack of Quorum

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Section 3.10. Voting of Membership

(a) **Entitlement**

Each regular member is entitled to one vote per organization membership on each matter submitted to a vote of the members. Associate members shall not be entitled to vote on any matter submitted to a vote of the members.

(b) **Record Date of Membership**

The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of meetings and those entitled to vote at any meeting of members. Such record date for notice shall not be more than one hundred thirty (130) nor less than fifteen (15) days before the date of the meeting. The foregoing notwithstanding, any member in good standing, with dues currently paid as of the opening of the meeting shall be entitled to vote at any meeting of members. (Although such voting member was not a member in good standing as of the record date.)

(c) **Cumulative Voting**

Cumulative voting shall not be authorized for any purpose.

(d) **Proxy Voting**

Members entitled to vote, as set forth in Section 3.10(a) of these Bylaws, shall have the right to vote either in person or by a written proxy executed by such person filed with the Secretary of the Corporation.

Section 3.11 Action Without Meeting by Written Ballot - Ballot Requirements

Any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

- (a) The Corporation distributes a written ballot to every member entitled to vote on the matter;
- (b) 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;
- (c) 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
- (d) The number of approvals constitute a majority of the votes cast.

Section 3.12. Conduct of Meetings

(a) **Chairman**

The President or Vice President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

(b) **Secretary of Meetings**

The Recording Secretary shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meeting shall appoint another person to act as secretary of the meetings.

(c) **Rules of Order**

The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

Section 3.13. Inspectors of Election

(a) **Appointment**

In advance of any meeting the Board may appoint inspectors of election to act at the meeting, or the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

(b) **Duties**

The inspectors of election shall perform the following duties: Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum; and the authenticity, validity, and effect of proxies:

- a. Receive votes, ballots, or consents;
- b. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- c. Count and tabulate all votes and consents;
- d. Determine when the polls shall close;
- e. Determine the result; and
- f. Do such acts as may be proper to conduct the election or vote with fairness to all members. The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

(c) **Vote of Inspectors**

If there are three (3) inspectors of election the act of a majority is effective as the act of all.

(d) **Report and Certificate**

On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning any facts found by them which shall be prima facie evidence of the facts stated therein.

ARTICLE IV - DIRECTORS

Section 4.01. Transactions of Board

The business and affairs of the Corporation shall be managed by its Board of Directors. All actions passed by vote of the Board within the authority of these Bylaws shall be binding on all members as the policy of the Corporation. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, provided also 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.

Section 4.02. Number

The Corporation shall have ten (10) Directors. Collectively, the Directors shall be known as the Board of Directors.

Section 4.03. Qualifications

The Directors of the Corporation shall be members of the Corporation. No less than five regular members and no more than five associate members shall comprise the Board of Directors. Directors of the Corporation shall be residents of the geographical area within the NARCC coordination boundaries as defined by the NARCC Policy and Procedures.

Section 4.04 Terms of Office - Directors

Directors shall be elected to two year terms, in alternate classes of five Directors each.

Section 4.05. Nomination

Any person qualified to be a Director under Section 4.03 of these Bylaws may be nominated by the method of nomination authorized by the Board.

Section 4.06. Election

The Directors shall be elected by written ballot. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.03 of these Bylaws.

Section 4.07. Compensation

The Directors shall serve without compensation. However, by resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors.

Section 4.08. Meetings - Call of Meetings

- (a) Regular or special meetings of the Board may be called by the President, any Vice-President, the Corporate Secretary or any two (2) Directors. Special meetings may be held on four (4) days' notice by first class mail, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph, facsimile or other electronic means. Board meetings shall be open to the membership. Notice of Board meetings shall be made to the membership by announcement at the annual meeting of the members; or on four (4) days notice by first class mail; or on forty-eight (48) hour's notice delivered personally or by telephone, telegraph, facsimile or other electronic means.
- (b) **Place of Meetings**
All meetings of the Board shall be held at such places as are specified by resolution of the Board.
- (c) **Regular Board Meetings**
Regular meetings of the Board shall be held, without call or notice at such place as was specified for the annual membership meetings, immediately following each annual meeting of the members and at other times specified by resolution of the Board for a minimum of four (4) meetings per year at intervals of reasonable regular spacing, at times and places announced to the Board members by mail or by telephone.
- (d) **Quorum**
Five (5) Directors shall constitute a quorum of the Board for the transaction of business, except as hereinafter provided.
- (e) **Conduct of Meetings**
The President, Vice President or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Recording Secretary or, in his or her absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, or by electronic means such as email and the Internet. Such participation shall constitute personal presence at the meeting.
- (f) **Adjournment**
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 to the Directors who were not present at the time of the adjournment.

Section 4.09. Action Without Meeting

Issues of an exigent nature that if held until a future Board meeting would cause significant harm or disruption to the operation of the Corporation may be taken by the Board without a meeting, if a quorum of the Board consents in writing to such action. Such action(s) shall be reviewed and ratified at the next Board meeting and the written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 4.10 Removal of Directors

(a) Removal for Cause

The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- a. The Director has been declared of unsound mind by a final order of court; or,
- b. The Director has been convicted of a felony; or,
- c. The Director has been found by a judgment of any court to have breached duties imposed by the Corporations Code or,
- d. The Director has failed to attend two (2) consecutive meetings of the Board without being excused.

(b) Removal Without Cause

Any or all of the Directors may be removed without cause if such removal shall be approved by a majority of all members.

Section 4.11. Resignation of Director

Any Director may resign effective on giving written notice to the Corporation, unless the notice specifies a later time for the effectiveness of such resignation.

Section 4.12. Vacancies in the Board

(a) Causes

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

(b) Filling Vacancies by Directors

Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. If, at a board of Directors meeting, a quorum is not present because of the absence of Directors that have missed two (2), or more, consecutive meetings without being excused, the Directors present may appoint sufficient replacements, meeting the qualifications of Section 4.03 of these Bylaws, to meet the requirements for a quorum. Newly appointed replacements shall fill the remaining terms of those replaced.

(c) Filling Vacancies by Members

The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE V - OFFICERS

Section 5.01. Numbers and Titles

The officers of the Corporation shall be a President, a Vice President, a Corporate Secretary, a Recording Secretary, a Chief Financial Officer, also called Treasurer and such other officers with such titles and duties as shall be determined by the Board and as may be necessary. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Treasurer. Any number of offices may be held by the same person except that the offices of President and Treasurer may not be held by the same person. Officers may be directors or members of the Corporation. Officers of the Corporation shall be residents of the geographical area within the NARCC coordination boundaries as defined by the NARCC Policy and Procedures.

- (a) . The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or

shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- (b) Vice President. In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- (c) Corporate Secretary. The Corporate Secretary shall be custodian of the corporate records and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
- (d) Recording Secretary. The Recording Secretary shall: keep the minutes of the proceedings of the members and of the Board of Directors in one or more minute books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (e) Treasurer. The Treasurer shall: have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.02. Appointment and Resignation

The officers shall be chosen by and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the Corporation.

ARTICLE VI - CORPORATE RECORDS AND REPORTS

Section 6.01. Keeping Records

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 membership book as defined in Section 2.06 of these Bylaws. 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.

Section 6.02. Annual Report

The Corporation shall, notify each member yearly of the member's right to receive a financial report and, on the written request of a member shall promptly send the most recent annual report to the requesting member. The annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. It shall contain, in appropriate detail, the following: a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year. The annual report shall be accompanied by the certificate of any authorized officer of the Corporation that such statements were prepared without independent audit from the books and records of the Corporation.

ARTICLE VII - STANDING AND AD HOC COMMITTEES

Section 7.01. Frequency Coordination Committee

- (a) The Frequency Coordination Committee shall be a standing committee. The President shall appoint its Chairman subject to approval of the Board. The committee will carry out such duties and responsibilities as may be assigned by the Board or the President.
- (b) Requests for operating coordinations shall be made and processed as specified by the Board of Directors in the NARCC "POLICY and PROCEDURES", and
- (c) The resolution of a dispute or disagreement concerning the allocation or coordination of frequencies or any other matter which causes dissension and interferes with the cooperative spirit of Amateur Radio, and which cannot be resolved by mutual agreement, such dispute or disagreement shall be resolved in the manner specified by the Board of Directors in the NARCC POLICY AND PROCEDURES,

- (d) The Corporation, in the manner specified by the Board of Directors, may coordinate the operation of stations in matters of frequency, power level, antenna elevation and/or other operational considerations as deemed appropriate by the Board.

Section 7.02 Technical Committee

The Technical Committee will be made up of qualified amateurs with technical or spectrum background who can contribute to the overall strength of the committee. Committee members are appointed by the Technical Committee Chairman, as approved by the President and board, and serve at the pleasure of the Board of Directors.

- (a) The Technical committee will make all reports and recommendations known to the Board, and coordinators.
- (b) The technical committee is to serve as a liaison to the coordinators to act in matters of conflict supplying information on correct or generally accepted spectrum or technical practices.
- (c) The committee will advise the coordinators or the Frequency Coordinating Committee with technical input on the best possible solution to problems of a technical or interference nature that may arise as the result of the coordination.
- (d) The committee will be available to the coordinators and the Frequency Coordinating Committee to provide solutions to problems as defined in item 3 above.

Section 7.03 Audit Committee

An Audit Committee shall be appointed by the Board of Directors at least yearly from the membership at large to audit the books and provide a report at the election meeting.

Section 7.04 Ad Hoc Committees

The Board of Directors may establish such other committees as may be necessary to carry out Corporate business and activities. All committees shall be responsible to the Board of Directors.

ARTICLE VIII - GENERAL PROVISIONS

Section 8.01 Coordination Services

NARCC shall provide coordination for the following types of Amateur Radio Stations:

- (a) Repeater Stations (All modes) and (b) Auxiliary Stations (All modes) where the mode of control is by radio link.

Section 8.02 Amendments to Bylaws

These Bylaws may be amended by the Board of Directors with the approval of the regular members at a regular or special membership meeting provided that notification of intent to amend the Bylaws and the text of proposed amendments is included in the meeting notice.

Section 8.03 Conflicts of Interest

To avoid potential conflict of interest, no Coordinator shall be allowed to serve as a member of the Board of Directors during the term of office as a Coordinator.

Section 8.04 Improper Influence Prohibited

No Director, Officer or other official of NARCC shall take or influence any action in which he or she (or a close associate) has any personal interest. In discussions of such actions the only part that may be taken by such NARCC official is to answer questions formulated and directed to them by other participants. The NARCC official must inform the Board of Directors and/or any other group contemplating official action whenever any such personal interest arises.

Section 8.05 Handling of NARCC Data

All information submitted by members or repeater owners to the Corporation for the purpose of updating records is the sole property of the Corporation and must be returned to the Corporation by its custodian at the time of his/her resignation, termination or upon request with reasonable notice.

ARTICLE IX - COORDINATORS

Section 9.01 Appointment of Coordinators

All Frequency Coordinators will be appointed by the President with the approval of the Board of Directors and serve at the pleasure of the President and the Board. Coordinators will report directly to the Chairman of the Frequency Coordinating Committee or that Chairman's alternate.

Section 9.02 Coordinator Responsibility

Frequency Coordinators are responsible to represent the policies of the Corporation and coordinate their band in accordance with the Corporation coordination policy and technical standards as published in the NARCC "POLICY and PROCEDURES".

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