

SECOND AMENDED BY-LAWS

OF THE

SAN FRANCISCO AMATEUR RADIO CLUB, INC.

aka SAN FRANCISCO RADIO CLUB

THE NAME OF THIS CORPORATION IS SAN FRANCISCO AMATEUR RADIO CLUB, INCORPORATED. THE INCORPORATION DATE WAS MAY 19, 1919, THE CORPORATE NUMBER IS 0088358. THIS ORGANIZATION MAY FUNCTION UNDER ANOTHER NAME (See Article 18 herein). AS OF MARCH 13, 1991 THIS CORPORATION IS IN "GOOD STANDING" WITH THE CALIFORNIA SECRETARY OF STATE.

PREAMBLE: This Club's original By-Laws were formally adopted on or about March 28, 1956 to foster an interest in the advancement of amateur radio communication and public service, to participate in activities involving communications under emergency conditions, and to promote compliance with the rules and regulations of the United States Federal Communications Commission (FCC).

ARTICLE 1

CORPORATE POWER

The corporate power of this Club shall be vested in a Board of Directors no fewer than nine (9) directors, who shall be members in good standing, possessing a valid US FCC Amateur Radio license or reciprocal permit, a majority of whom shall constitute a quorum for the transaction of business.

ARTICLE 2

ELECTION OF DIRECTORS

The nine (9) directors, which shall include the president, vice-president, secretary and treasurer shall be members then in good standing and possessing a valid US FCC Amateur Radio license or reciprocal I permit no less than 40 days preceding the election date. The president shall hold no less than a General Class License. The election shall be by secret written ballot at the October meeting of each year. Nominations of such directors shall be made no sooner than the September meeting. The use of proxy votes is not permitted. Election shall be decided by a plurality vote of the qualified members present at the election meeting. The nine (9) directors are to serve

for one (1) year, commencing January 1 of the following year, and until their successors are elected and qualified.

ARTICLE 3

VACANCIES

Vacancies on the Board of Directors shall be filled by an appointment of the president at the next regular board meeting, subject to ratification by a simple majority of the then voting Board of Directors present at that meeting.

ARTICLE 4

POWERS OF DIRECTORS

The Directors shall have the power to:

1. Call special meetings of the members of this Club when the voting majority deem it necessary. A ten-day notice shall be given by first class mail.
2. Conduct, manage, and control the affairs of the Club and to effect rules and regulations for the guidance of the officers, committees, and the membership of the Club consistent with the By-Laws and Articles of Incorporation.

ARTICLE 5

DUTIES OF DIRECTORS

1. To keep minutes of all Board of Directors meetings, acts and proceedings, and to present a report at the next regular meeting of the members.
2. To supervise all officers in the performance of their duties.
3. To issue certificates or cards of membership and to provide for cancellation of same, to members of this Club.
4. To direct, manage and administer the affairs of this Club.
5. To attend all Board of Directors meetings.

ARTICLE 6

OFFICERS

The officers shall be a president, vice-president, secretary and treasurer. Officers shall be members then in good standing and possessing a valid US FCC Amateur Radio license or reciprocal permit no less than 40 days preceding the election date. The president shall hold no less than a General Class License. The voting shall be made by secret written ballot at the October meeting of each year. Nominations of such officers shall be made no sooner than the September meeting. The use of proxy votes is not permitted. Election shall be decided by a plurality vote of the qualified members present at the election meeting.

ARTICLE 7

PRESIDENT

It shall be the duty of the president:

1. To preside over all meetings of this Club and shall not vote with the exception to break a tie or to vote in any matter pursuant to Article 11 (3).
2. To sign, as president, all certificates or cards of membership, and all contracts and other instruments of writing which have been first approved by the Board of Directors.
3. To call the directors together whenever the president deems it necessary, and shall have, subject to the advice of the Board of Directors, direction of the affairs of the Club, and generally shall discharge such other duties as may be required by the By-Laws.
4. To appoint all committees not otherwise herein provided.

The president, or two of the directors, may call a meeting of the directors at any time, provided adequate notice is given.

ARTICLE 8

VICE PRESIDENT

It shall be the duty of the vice-president to act in the absence of the president, and perform the duties of the president when so absent, and to discharge other duties that may be required of the president

pursuant to the By-Laws, Articles of Incorporation and the Board of Directors.

ARTICLE 9

TREASURER

It shall be the duty of the Treasurer:

1. To receive all the funds of the Club and to pay all bills authorized by the Board of Directors and/or the general membership, and to keep proper account books and discharge such other duties as pertain to the office. In the absence of the treasurer, checks may be signed by the president. At the first meeting of the newly elected Board of Directors, they shall set a monetary amount for expenditures which does not need prior authorization by the Board of Directors or the general membership; this amount shall be ratified by the general membership at the next meeting.
2. To keep the corporate seal and blank certificates of membership, fill out and counter-sign all membership cards issued and make corresponding entries of such issuances, and shall affix said corporate seal to all papers requiring a seal.
3. To keep all proper and necessary books showing the number of membership cards issued, date of issuance and status of members.
4. To prepare and file all governmental documents, including corporate statements and tax returns, etc.

ARTICLE 10

SECRETARY

It shall be the duty of the secretary:

1. To keep a record of the proceedings of the Board of Directors, general and special meetings of the Club.
2. To receive and read all communication to the members, to attend to all Club correspondence, and to perform such other duties, of like nature, as may be required.

ARTICLE 11

MEMBERSHIP AND VOTING RIGHTS

1. Any person of good moral character having an interest in amateur radio and having an interest in the aims of this Club may, upon proper application, and receiving a majority of the general membership votes then present, become a member, provided the membership fee is paid at the time of the application, and all further requirements set forth by the By-Laws and the Board of Directors are satisfied.
2. A member otherwise in good standing but delinquent in dues (or indebted to the Club) for more than two (2) years shall automatically forfeit his/her membership without notice thereof. A member who has thus forfeited his/her membership shall have no membership rights and privileges, and shall not have any rights, title or interest in or to the property of this Club.
3. The Board of Directors may suspend or expel a member by a two-thirds vote of the entire members of the Board of Directors and at any meeting of the Board for failure or refusal to discharge his indebtedness to the Club, or for conduct prejudicial to the welfare, interest, order or character of this Club. Such vote must occur at a properly convened meeting of the Board of Directors.
4. Each member, upon his election, shall receive a membership card showing that he/she is a member in good standing of the Club and entitled to all rights and privileges. It shall be the duty of the members to carry the Club membership card with them at all times. Upon receipt of said membership card, a member should place his signature thereon. It is also the duty of each member to notify the treasurer of any change of address and FCC license status.
5. The Board of Directors may reinstate any member suspended for nonpayment of dues, or other indebtedness, upon full payment thereof or upon such other terms as may be just, but a member expelled shall not be restored to membership unless by a two-third vote of the entire general membership.
6. No member in good standing may vote on any matter, or in any election, unless said member has been a member of the Club for at least 40 days preceding the vote. Said member must also be

in possession of a valid US FCC Amateur Radio license or reciprocal permit by the voting date.

ARTICLE 12

MEETINGS

Regular meetings of this Club shall be held at a designated place and time which will best serve the interest of the Club.

ARTICLE 13

ROBERT'S RULES OF ORDER

Robert's Rules of Order shall govern the meetings of this Club and its Board of Directors, when same does not conflict with these By-Laws and Articles of Incorporation.

ARTICLE 14

MEMBERSHIP PRIVILEGES, ETC.

After a motion is made and passed during the preceding general membership meeting and renewed at the next subsequent meeting of the general members, the initiation fees, annual dues and classes of membership shall be determined by majority vote of the membership then present. The effective date shall be January 1 of the following year.

ARTICLE 15

NOTICES

All notices required to be sent to any member shall be sent by first class mail to such member's last known address.

ARTICLE 16

AMENDMENTS

These By-Laws may be amended at a regular meeting of this Club by a two-thirds vote of the members then present after two (2) consecutive regular meetings, wherein the proposed amendment has been presented for approval by a proposed written motion and discussed.

ARTICLE 17

SPECIAL COMMITTEES

Club License Trustee

A Club License Trustee shall be nominated (or removed) by a majority vote of the Board of Directors and ratified by a majority of the membership then present at the next regular meeting. The trustee shall possess a US FCC Amateur extra class license. The trustee is fully responsible for, and in charge of, the Club license. The duties of the Trustee shall be to endeavor to procure a station license commemorating the memory of John L. Stevens, W6PW, longtime Club member and past president. The trustee shall make application to the FCC for a Club Call using the call sign W6PW, in the name of the San Francisco Amateur Radio Club, Inc., at the address of the trustee.

ARTICLE 18

The Board of Directors may, upon the vote of the majority of members then present at a properly constituted Board of Director's meeting, empower the president to undertake whatever procedures are legally necessary to enable this organization to function under another name(s) (e.g., filing a Fictitious Business Name Statement, etc.)

The Board of Directors may also, upon the vote of the members then present at a properly constituted Board of Director's meeting, ratify as its own, the past actions of the president regarding his efforts to enable this organization to function under another name(s) (e.g., ratify the filing of a previously filed Fictitious Business Name Statement, etc.)

SUBMISSION OF ADOPTION
OF THE FIRST AMENDED BY-LAWS

Pursuant to Article XII (Amendments) of the current March 28, 1956 By-Laws, the below members in good standing request adoption of the herein stated as the First Amended By-Laws of the San Francisco Amateur Radio Club, Inc.

SECOND AMENDED BYLAWS ADOPTED

February 18, 2011