

Eighth AMENDED BY-LAWS OF THE SAN FRANCISCO AMATEUR RADIO CLUB, INC. d/b/a 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 ENTITY NUMBER IS C0088358. THIS ORGANIZATION ALSO FUNCTIONS UNDER THE NAME OF SAN FRANCISCO RADIO CLUB, CORPORATE ENTITY NUMBER C3533148, AND MAY OPERATE UNDER ADDITIONAL NAMES AS PRESCRIBED BY ARTICLE 18 HEREIN. AS OF MARCH 21, 2014 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 of no fewer than seven (7) directors, who shall be members in good standing, possessing a valid US FCC Amateur Radio license, a majority of whom shall constitute a quorum for the transaction of business.

ARTICLE 2 - Directors and Officers

The seven (7) directors shall include four (4) officers: president, vice-president, secretary and treasurer and three (3) additional directors.

They shall be members then in good standing and possess a valid US FCC Amateur Radio license no less than 90 days preceding the election date. The president shall hold no less than a General Class License.

The seven (7) directors are to serve for one (1) year commencing January 1 of the following year, and until their successors are qualified and elected.

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. The appointee's qualifications are not subject to the same requirements herein for those voted in by election. The candidate shall, however, possess a valid Amateur Radio license from the FCC and be a fully paid member of the San Francisco Radio Club.

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 to a validated e-mail address.
- 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 direct, manage and administer the affairs of this Club.
- 4) To attend all Board of Directors meetings.
- 5) Officers and Directors may be removed for cause including but not limited to absence from 3 consecutive board meetings, neglect of duty or misuse of office. The removal shall occur by a vote of a majority of the Board of Directors. The board may approve absence in advance.

ARTICLE 6 - Election of Directors

- 1) Before the September general meeting, the President, in consultation with the Board of Directors, shall appoint the Chairperson of an Election Committee. The Committee shall consist of at least three (3) members in good standing. The additional members of the Committee shall be selected by the Chairperson. The Election Committee shall

interview and select a slate of nominees for officer and director positions. The Committee shall oversee the election process.

- 2) Nominations of officers and directors for the board election shall be made no sooner than the September meeting and close at the end of the October meeting.
- 3) Members may nominate directly any qualified member, including themselves, by submitting nominations to the Election Committee or during a club meeting.
- 4) The Election Committee shall present the nominee list to the Board of Directors before the October Board meeting. The list shall be presented to the members at the October general meeting. Additional nominations may be made at the October meeting.
- 5) Any nominee that wishes shall be given an opportunity to solicit votes by communicating their qualifications and reasons for their running.
- 6) Write-in candidates are not permitted.
- 7) Voting shall be conducted by an Internet vendor of the Board of Directors' choosing.
- 8) The election ballot creation, election management and candidate statement dissemination shall be supervised by members in good standing that are not on the ballot. The Committee may add additional members in good standing to the Committee for this purpose, if needed.
- 9) Votes may be submitted over a range of days between the close of nominations and the election date.
- 10) The election date will coincide with the November 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 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 and terminate all committees and positions not otherwise herein provided and be referred to as discretionary.
- 5) 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:

- 1) 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.
- 2) Supervise the club web presence, such as the website and social media, and keep the information current. The Vice President may delegate this to a member in good standing as appropriate but maintain supervision

ARTICLE 9 – TREASURER

It shall be the duty of the Treasurer to:

- 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.
- 2) To keep the corporate seal and shall affix said corporate seal to all papers requiring a seal.
- 3) To keep all proper and necessary books showing the number of members and individual member status.
- 4) To prepare and file all governmental documents, including corporate statements and tax returns.
- 5) Prepare an annual budget and present it to the Board of Directors for approval.
- 6) Report financial statements to the Board of Directors and Members at least quarterly.
 - a) Statement of Income and Expenses
 - b) Statement of Financial Position at the beginning of the year and the change to it.
 - c) Statement of Financial Account Balances.

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.
- 3) Supervise the creation and publication of a club newsletter. The secretary may delegate this to a member in good standing as appropriate but maintain supervision.

Article 11 - Membership, Privileges and Voting Rights

- 1) Application for Membership. 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, 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) Application Review. An application for membership is not accepted until the membership application has been reviewed within 35 days by the Board of Directors. If the Board of Directors determines that an applicant has engaged in conduct seriously prejudicial to the interests or purposes of the corporation, such admission to membership may be denied. If denied, the application fee will simply be returned to the applicant and a record of the reasons for the denial shall be retained.
- 3) Member dues. Member annual dues are for the calendar year beginning January 1st. Members that pay annual dues are in good standing if their dues have been paid for the current year. Life members are normally in good standing and do not pay dues.
- 4) Suspension or Expulsion.
 - a) Any expulsion, suspension or termination must be done in good faith and in a fair and reasonable manner. Notice to the member and reasons must be provided 15 days prior to the effective date and the member shall have an opportunity to be heard, orally or in writing, by the Board of Directors not less than five days before the effective date.

b) The Board of Directors may suspend or expel a member by a simple majority vote of the entire members of the Board of Directors for failure or refusal to discharge his indebtedness to the Club, or for misconduct and conduct prejudicial to the welfare, interest, order or character of this Club. Member misconduct shall include but shall not be limited to:

- (a) Financial misconduct, fraud, embezzlement or theft of Corporation funds and /or property.
- (b) Intentional conduct creating legal liability for the Corporation. Violent, threatening, and/or disorderly conduct.
- (c) Bringing disrepute to the Corporation including but not limited to threats, harassment and insults to members and to the public at large.
- (d) Violation of criminal laws or FCC regulations.
- (e) Attempts to disrupt orderly procedure or failure to abide by rulings from the presiding officer or chairman at Membership, Board and committee meetings, including refusal to comply when called out of order.

5) Reinstatement. The Board of Directors may re-instate an expelled member by a unanimous vote of the full Board of Directors. This reinstatement is allowed after one year has elapsed since the expulsion and the expelled member has petitioned the board for reinstatement.

6) Privileges. Members in good standing may borrow from the club equipment and book lending library, have priority in club meetings and events, and may stand for election to the Board of Directors.

7) Voting. A member must be in good standing to vote and must be a member of the Club for at least 60 days preceding the start of a vote. The member must be the holder of a valid US FCC Amateur Radio license or reciprocal permit by the start of the vote.

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 the Rules do not conflict with these By-Laws and Articles of Incorporation. Members and Directors shall not vote by proxy.

ARTICLE 14 - MEMBERSHIP DUES

The Board of Directors may propose changing the initiation fees, annual dues and classes of membership. If no change is proposed, these items will follow the schedule of the previous year.

If the Board approves changes to the initiation fees, annual dues and classes of membership, the proposed changes shall be announced to the membership before the next club meeting.

After the club meeting, the proposed items will be determined by a majority vote of the membership using an internet vendor of the Board's choosing. The vote shall be open for a minimum of three (3) days. The vote will commence no sooner than 10 days after the announcement. 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 to a validated e-mail address. It is the responsibility of the member to inform the Board of Directors if their email address has changed. The membership database relies on the email address.

ARTICLE 16 - AMENDMENTS

These bylaws may be amended by the following sequential process:

- a) The amendment must be proposed at a board meeting and endorsed by a majority vote of the board.
- b) The board-approved amendment shall be sent via email to members and discussed at a subsequent club meeting.
- c) The vote shall be conducted via an internet vendor of the Board's choosing.
- d) The vote shall commence no sooner than 10 days after the club meeting.
- e) The vote shall be open for a minimum of 3 days. The detailed vote result shall be announced at the next meeting.
- f) A two-thirds vote of the total submitted from the members is required for passage.

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 - Another Club Name

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 Eighth AMENDED BYLAWS

Pursuant to Article XVI (Amendments) of the current May 17, 2019 By-Laws, the board of directors and the membership have adopted the Eighth Amended By-Laws of the San Francisco Amateur Radio Club, Inc.

ADOPTED December 13, 2025