

The Satellite Amateur Radio Club

A California Nonprofit Corporation

29 MARCH 2011, AMENDED BY VAFB: 07 OCTOBER 2011

Post Office Box 5117, Vandenberg AFB, CA 93437-0117

ARTICLE I

OBJECTIVES AND FUNCTIONS

The SATELLITE AMATEUR RADIO CLUB is a California Nonprofit Corporation, and is a Private Organization (PO) created in accordance with Air Force Instruction (AFI) 34-223, Private Organization (PO) Program. The objectives of the Club are to provide training in the art and science of radio communications, and the enhancement of emergency communications capabilities in the Vandenberg AFB area and in the surrounding areas of the Central Coast of California.

The Club shall maintain an Amateur Radio station to be operated in support of such activities as Amateur Radio Emergency Service preparedness drills, American Radio Relay League "Field Day" preparedness tests, Amateur Radio contests, and the like. It will further be available for the use of all qualified Members. The station will thus provide an important link in the local emergency communications network as well as being a recreational facility for active military Amateur Radio operators stationed at Vandenberg Air Force Base.

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERSHIP

All persons, military or civilian, having an interest in Amateur Radio at Vandenberg Air Force Base and in the surrounding areas shall be eligible for membership regardless of place of employment, race, creed, sex, color, age, or nationality.

SECTION 2. APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted at any meeting of the general membership. A valid Amateur Radio license, or photocopy thereof, must be presented for verification at the time of application for full membership or for renewal of full membership. Each applicant must express a willingness to abide by the Constitution and By-Laws of this Corporation and such rules as shall, from time to time, be promulgated by the Corporation. A majority of the active Members present shall approve the applicant before he/she shall be considered elected to membership.

SECTION 3. MEMBERSHIP CLASSIFICATION

- a. **ACTIVE MEMBERS.** An Active Member is a licensed Amateur Radio operator, holding any class of Amateur Radio license, according to Part 97 of the Federal Communications Commission's regulations, including reciprocal permits issued to Amateurs licensed by any legitimate foreign government recognized by the US Government. Active Members shall be entitled to all Club privileges, benefits, and responsibilities. Active Members who fail to attend a membership meeting within any three-month period will automatically have their membership changed to Supporting Member, until he/she meets the criteria to be reinstated as an Active Member
- b. **SUPPORTING MEMBERS,** A Supporting Member is a licensed Amateur Radio operator meeting the qualifications of an Active Member, but who is unable to attend regular Club meetings. Supporting Members will have all the social privileges of the Club but will not have voting privileges, nor may they serve in any office, or on the Board of Directors. A Supporting

Member who attends two consecutive Club meetings will automatically have his/her membership changed to Active Member unless he/she requests otherwise. A former Active Member, whose status as Supporting Member resulted from non-attendance as defined in paragraph a., above, may be immediately reinstated as an Active Member upon a majority vote of the membership present at a membership meeting.

c. ASSOCIATE MEMBERS. An Associate Member is a non-Amateur with an expressed interest in the functions of this Corporation. An Associate Member will have all the social privileges of the Club but will not be entitled to vote on any Club matters. An Associate Member's status will automatically be upgraded to Active Member upon presentation of a valid Amateur Radio license.

SECTION 4. COMPLIMENTARY MEMBERSHIP

The Board of Directors, at their discretion, may award Club membership to deserving individuals (e.g., graduates of Club sponsored training classes). The class of membership awarded under this section shall be determined by applying criteria in Article II, Section 3. Membership awarded under this section shall be at no cost and will be for the remainder of the then-current membership year. Renewal of membership will require payment of applicable dues.

SECTION 5. MEMBERSHIP DUES.

- a. Annual membership dues shall be determined by a vote of the membership.
- b. Family membership: Full dues for the first Member; additional members of the same immediate family residing in the same household will be one-half the regular dues. Family memberships shall be in accordance with the criteria set forth in Article II, Section 3 of these By-Laws.
- c. Dues shall be payable on or before January 1 of each year, and if not paid by March 1st shall result in automatic suspension of the Member. Members suspended under this rule shall comply with Article 11. Section 2 of these By-Laws to restore membership.

SECTION 6. TERMINATION OF MEMBERSHIP.

- a. Any Member may voluntarily withdraw from membership in the Corporation by providing written notice to the secretary.
- b. Any Member may be expelled by a majority vote of the Members present at a regularly scheduled meeting of the organization for conduct which, in the opinion of the Members, is improper or prejudicial to the Corporation. The Member in question must be furnished with written notice of intent at least thirty days prior to the action and must be given the opportunity to rebut any allegations at a meeting of the general membership, prior to termination.
- c. Membership may be terminated without notice under Article 11, Section 5 of these By-Laws.

SECTION 7. MEETINGS.

a. **REGULAR MEETINGS:** The time, place, and frequency of regular meetings will be as determined by vote of the Members or the Board of Directors.

b. **SPECIAL MEETINGS:** Special meetings of the Members for any purpose or purposes may be called by the President, the Board of Directors, or by a majority of the Members entitled to vote on the business proposed to be transacted thereat. Written notice, stating the place, date, and hour of the meeting, and the purpose or purposes for which it is called, shall be delivered to each Member entitled to vote thereat at his address as it appears on the records of the Corporation, by United States Mail, postage prepaid, not less than five (5) days prior to the meeting.

c. **ANNUAL MEETINGS OF MEMBERS:** An annual meeting of Members shall be held each calendar year. The purpose thereof being the election of Directors and the transaction of such other business as may properly come before the meeting. Said meeting shall be the first regular meeting in December each year. Notice of such meeting, addressed to each Member at his/her address as it appears on the records of the Corporation, shall be given not less than ten (10) days prior to the meeting, by United States Mail.

d. **VOTING:** Active Members shall be entitled to vote at all meetings, either in person or by proxy appointed by an instrument in writing subscribed by the Member or his/her duly authorized attorney. Each Member shall be entitled to one vote.

e. **QUORUM:** Thirty percent (30%) of the Active Members of the Corporation, present in person or by proxy, shall constitute a quorum at any meeting of the Members. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned, from time to time, by a majority vote of the Members present, in person or by proxy, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time or upon such call as may be determined by vote.

f. **ACTION WITHOUT MEETING:** Except for the election of Directors, whenever the vote of Members at a meeting thereof is required, the meeting may be dispensed with if all Members who would have been entitled to vote on the action if such meeting were held, shall consent in writing to such Corporate action being taken.

SECTION 8. MEMBERSHIP BOOK.

The Corporation shall keep a membership book containing the name and address of each Member. Termination of any membership shall be recorded in the book together with the date on which membership ceased.

SECTION 9. ANNUAL REPORT OF THE PRESIDENT.

At the annual meeting of Members there shall be presented a report by the President showing the total amount of real and personal property owned by the Corporation, its location, and where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of acquisition: the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, and expenditure have been made. The report shall also include the names and residence addresses of all persons admitted to membership during the preceding year. It shall be filed with the records of the Corporation, and an abstract thereof shall be entered into the minutes.

SECTION 10. SOURCE OF REVENUE.

In order to sustain the operation of the Satellite Amateur Radio Club, revenue will be obtained in accordance with AFI 34-223 solely from the following sources:

- a. Membership dues as specified in Article II, Section 5.
- b. Funds resulting from the occasional sale of donated Amateur Radio or related equipment.
- c. Direct and unsolicited monetary donations by Satellite Amateur Radio Club Members, private individuals, or other organizations.
- d. Other fundraising activities as deemed necessary by the membership.

All on-Base fund raisers of the Club, to include occasional sales of equipment donated solely to provide funds through resale, must be coordinated through the Vandenberg AFB Morale, Wellness, and Recreation division and are subject to the approval of the Base Commander. The restriction on sales of equipment does not apply to the disposal of property owned by the Club which has become obsolete or excess to the needs of the organization.

In no case will any income accrue to the benefit of any individual Member or Members.

Pursuant to the provisions of AFI 34-223, Paragraph 10-7, an annual audit will be conducted if and when the size of the Club treasury so warrants.

SECTION 11. LIABILITY.

- a. **CLUB OBLIGATIONS:** If an individual Member obligates the Club, the obligation should be for the sole use and benefit of the Club. If such benefit is solely for the use and benefit of the individual Member, the Member will be held liable to the organization.
- b. **OBLIGATION OF FUNDS:** The Board of Directors may appropriate funds from the treasury upon majority vote of a quorum of the Board. Any proposed single expenditure of greater than one hundred fifty dollars (\$150.00) shall require approval of the membership by simple majority vote at any meeting at which a quorum of the membership is present. The membership may approve continuing appropriations to meet recurring financial obligations of the organization.
- c. **EMERGENCY EXPENDITURES:** During times of national, state, regional, or local emergency in which the Club provides emergency or disaster communications services, the Board of Directors may obligate funds from the treasury without regard to the limit imposed by paragraph b

above. Funds so appropriated shall be used only to effect emergency repairs to the equipment and facilities of the Club necessary to the provision of emergency and disaster communications services. The Board of Directors may also approve at any time expenditures without regard to paragraph b above, to remedy any situation posing an immediate threat to the safety or security of Club facilities and equipment. Any expenditure made under the provisions of this paragraph shall be reported to the membership at the first membership meeting following the expenditure.

d. **INSOLVENCY:** At no time shall the obligations of the Club exceed the funds in the Club treasury.

e. **INSURANCE:** The Satellite Amateur Radio Club will buy and maintain adequate Insurance to protect against public liability and property damage claims that may arise from the activities of the organization or its Members, including, but not limited to, premises and operations coverage as appropriate. Additionally, the Club will buy and maintain adequate insurance to protect its station equipment against fire and theft losses.

f. **JOINT AND SEVERAL LIABILITY**

All members of the PO are jointly and severally liable for a judgment, debts, or other obligations of the PO or its members. A condition of membership in the PO is that the member understands and acknowledges in writing that, in certain circumstances, any individual member could be held liable for the conduct of other members of the PO, or the conduct of the PO as an entity.

ARTICLE III

DIRECTORS

SECTION 1. NUMBER AND TERM

The number of directors shall be six until changed by amendment of these By-Laws. Directors, selected from among the voting Members, shall be elected at the annual meeting of Members to serve for one year and until their successors shall be elected and have qualified and taken office. The retiring President shall not stand for re-election and shall take office as the sixth Director. The Directors shall normally take office at the first regularly scheduled meeting following the election.

SECTION 2. QUORUM.

A majority of the Directors shall constitute a quorum at any meeting of the Board. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting, from time to time, until a quorum is obtained, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

SECTION 3. REGULAR MEETINGS.

The newly elected Board of Directors may hold its first meeting, for the purpose of organization, if a quorum is present, without notice, immediately after the annual meeting of Members, or at such time and place as may be fixed by consent in writing of all the Directors. Regular meetings may be held, without notice, at such time and place as shall be determined from time to time by resolution of the Board.

SECTION 4. SPECIAL MEETINGS.

Special meetings may be called by the President, or the Secretary at special request of a majority of the Board, and two (2) days notice thereof shall be given either in person, by mail, or by telephone.

SECTION 5. PLACE OF HOLDING MEETINGS AND KEEPING CORPORATE RECORDS.

Subject to the laws of the State of California, the Directors may hold their meetings, and have one or more offices, and keep the books and records of the Corporation within or without the State of California, as they may determine from time to time.

SECTION 6. ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if, prior to such action, a written consent thereto is signed by all Members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings thereof.

SECTION 7. COMMITTEES.

The Board of Directors shall have the power to appoint from time to time such committees, including an Executive Committee, of two or more Members, as they may deem desirable, and to delegate to such committee such powers as, in the discretion of the board, are necessary and desirable in accordance with the Constitution and By-Laws of the organization.

ARTICLE IV

OFFICERS

SECTION 1. ELECTION

At the first meeting of the newly elected Board, the Directors shall elect from among their number a President. They shall also elect one or more Vice Presidents, a Member at Large, a Secretary, and a Treasurer. They may also elect or appoint such other officers and assistant officers as they may deem desirable, and shall define their duties. Any one person may hold two or more offices, except those of President and Secretary; however, any person holding two or more offices shall not sign any instrument in the capacity of more than one office. All officers shall hold office until their successors are elected and shall have qualified.

SECTION 2. PRESIDENT

The President shall be the chief executive officer of the Corporation. When present, he or she shall preside at all meetings of the Directors and Members. He/she shall have the power to call special meetings of the Members and Directors for any purpose or purposes, and to appoint and discharge agents of the Corporation. He/she shall make and sign contracts and agreements in the name of and on behalf of the Corporation. He/she shall have general management and control of the affairs of the Corporation, and shall generally do and perform all acts incident to the office of President which are authorized or required by law.

SECTION 3. VICE PRESIDENT(S)

The Vice President(s) shall perform such duties as may be authorized from time to time by the Board of Directors. In the absence or incapacity of the President, the Vice President(s) in order of their seniority shall preside over the meetings of the Directors and Members.

SECTION 4. SECRETARY.

The Secretary shall keep the minutes of meetings of the Board of Directors and the Members. He/she shall have custody of the Corporate Seal, and shall affix the same to documents when authorized to do so. He/she shall perform all other duties applicable to that office.

SECTION 5. TREASURER

The Treasurer shall perform all duties pertaining to that office. He/she shall have custody of the funds and securities of the Corporation, and shall have general supervision of the books of account. He/she shall give such bond for the faithful performance of his/her duties as the Board of Directors may require.

The Treasurer will use budgets and financial statements as financial management tools. This includes a budget detailing financial plans for annual operations. The budget will include projected activities (income and expense) and capital purchases (equipment and property). The budget will establish financial objectives to generate sufficient income to offset planned expenses. The Treasurer will also prepare an income-and-expense statement, either on an accrual or cash basis. The income and expenses statement will reflect monetary events that have occurred during a given period. Finally, the Treasurer will prepare a balance sheet that accounts for total assets, liabilities, and net worth (equity) of our financial condition on a given date.

SECTION 6. TRUSTEE.

The Trustee shall be an FCC licensed Amateur Radio Operator of General Class or higher license as defined by Part 97 of the FCC Rules, appointed by the Board of Directors to serve at the pleasure of the Board of Directors. The Trustee is not a Director of the Corporation, although he/she may additionally be elected as such.

The Trustee will have custody of the Club's Station License, (which will expire on the same date as the Trustee's personal license), and will be the liaison between the Club and the Federal Communications Commission.

ARTICLE V

RESIGNATIONS; FILLING OF VACANCIES; INCREASE IN THE NUMBER OF DIRECTORS; REMOVAL FROM OFFICE

SECTION 1. RESIGNATIONS.

Any officer, Director, or committee member may resign at any time. Such resignations shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 2. FILLING OF VACANCIES.

If the office of any officer, Director or committee member becomes vacant, the remaining Directors in office, although less than a quorum, may appoint, by a majority vote, any qualified person to fill such vacancy, who shall hold office for the unexpired term of his predecessor, or until his successor be duly chosen and shall have qualified.

Any vacancy occurring by reason of an increase in the number of Directors may be filled by action of a majority of the entire Board, for a term of office continuing only until the next annual meeting of the Members, or may be filled by the affirmative vote of a majority of the Members entitled to vote in an election of Directors.

SECTION 3. INCREASE IN NUMBER OF DIRECTORS.

The number of Directors may be increased at any time by the affirmative vote of a majority of the entire Board, or by the affirmative vote of a majority of the Members then entitled to vote at an election of Directors, at a special meeting called for that purpose, and, by like vote. pursuant to Section 2 of this Article, the additional Director or Directors may be chosen at such meeting, to hold office until the next annual election or until their successors are elected and shall have qualified.

SECTION 4. REMOVAL FROM OFFICE.

At a meeting of Members expressly called for such purpose, any or all of the Directors may be removed, with or without cause, by a majority vote of the Members entitled to vote thereon, and said Members may elect a successor or successors to fill any resulting vacancies for the unexpired terms of the removed Directors. Any officer or agent, or committee member elected or appointed by the Board of Directors, may be removed by said Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served thereby.

ARTICLE VI

CLUB AMATEUR RADIO STATION

For the purposes of membership training in the art and science of radio communications, and the enhancement of emergency communications capabilities in the Vandenberg AFB, Lompoc, and Santa Maria areas, the Satellite Amateur Radio Club shall provide support for a Club Station as defined in Part 97 of the Federal Communications Commission Rules and Regulations. The Club

Station will be operated and maintained under the supervision of the Board of Directors. The station will be available for use by all qualified Members.

To ensure the security and positive control of radio transmitting equipment licensed by the Federal Communications Commission, access to the same shall be restricted by locks to which only Satellite Amateur Radio Club members have keys and/or combinations. The Facility Manager or his designee shall be present during any visit or inspection by a Base official.

ARTICLE VII

MISCELLANEOUS PROVISIONS

SECTION 1. PRINCIPAL OFFICE.

The principal office of the Corporation will be located at Vandenberg Air Force Base, County of Santa Barbara, State of California.

SECTION 2. FISCAL YEAR.

The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each calendar year.

SECTION 3. CORPORATE SEAL.

The Corporate Seal shall be circular in form and shall contain the name of the Corporation, the date of its creation, and the words: INCORPORATED and CALIFORNIA.

SECTION 4. CHECKS, DRAFTS, NOTES.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as from time to time shall be determined by resolution of the Board of Directors.

SECTION 5. NOTICE AND WAIVER OF NOTICE.

Whenever, pursuant to the laws of the State of California or these By-Laws, any notice is required to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States Mail, postage prepaid, addressed to the person entitled thereto at his address as it appears in the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meeting, except as otherwise outlined by statute.

Any notice required to be given may be waived, in writing, by the person or persons entitled thereto, whether before or after the time stated therein.

SECTION 6. DISPOSING OF RESIDUAL ASSETS.

In the event of dissolution of the SATELLITE AMATEUR RADIO CLUB, residual assets will be disposed of as determined by the membership in accordance with the laws of the State of California regarding nonprofit organizations. Written notice will be sent to FSS/CC/CL in the event of dissolution.

ARTICLE VIII

AMENDMENTS

The Members, by the affirmative vote of a majority of the Members entitled to vote, or the affirmative vote of the entire Board, may at any meeting amend or alter any of these By-Laws, provided that the substance of the proposed amendment shall have been stated in the notice of the meeting, and further provides that the Members entitled to vote on the By-Laws, may alter, amend, or repeal any By-Law made or adopted by the Board of Directors. In accordance with AFI 34-223, this document and all amendments thereto are subject to final review and approval of the Commander, Vandenberg Air Force Base, California.

Name: _____ Office: _____ Date _____