

# EAST BAY AMATEUR RADIO CLUB, INC.

## CONSTITUTION AND BYLAWS

### CONSTITUTION

#### Name – Article I

The name of this organization shall be East Bay Amateur Radio Club, Inc., which hereafter shall be known as the “Club.” The Club shall be incorporated and meet in the State of California.

#### Purpose – Article II

Section 1: The members of the Club, wishing to secure for themselves the pleasures and benefits of the association of persons commonly interested in amateur radio, enact this information and cooperation between members, to promote radio knowledge, fraternalism, and individual operating knowledge, and to so conduct Club programs and activities as to advance the general interest and welfare of amateur radio in the community.

Section 2: The Club’s purpose shall be to operate a non-profit organization for educational, scientific, and public service purposes as follows:

- (a) To organize and train units of licensed radio amateurs capable of maintaining radio communications as a public service during periods of emergency, disaster, or similar human need, for agencies such as the Red Cross, government agencies, hospitals, blood banks, the Forest Service, and other public service, relief, or disaster agencies in need of radio communications.
- (b) To encourage and sponsor experimental activities in radio communication and electronics, such that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.
- (c) To provide, as a public service, communications for charitable, civic, health, and community groups and agencies for such events as parades, marathons, bike-a-thons, walk-a-thons, fairs, and other such events.
- (d) To educate and increase the proficiency of its members in public service radio communications.

Section 3: The liability of members and officers of the Club shall be in accordance with the applicable provisions of California Corporations code.

Section 4: To assist in carrying out these principles and primary purposes, the Club maintains an active affiliation with the American Radio Relay League, Inc. (ARRL), 225 Main Street, Newington CT, 06111, the national non-profit organization of radio amateurs.

## Membership – Article III

All persons interested in amateur radio communications shall be eligible for membership. Membership shall be by written application and payment of dues to the Treasurer, provided that, upon a determination by the Executive Committee that an applicant or member has engaged in conduct materially or seriously prejudicial to the interests or purposes of the club, such admission to or continuation of membership may be denied. Any person who is denied admission or membership shall have the right to a hearing. The applicant or member being denied can request, either orally or in writing, a hearing to be held by the Executive Committee not less than fifteen (15) days after the effective date of the initial denial. The hearing will be held in accordance with the quorum and voting rules for the Executive Committee as set forth in this Constitution. The notice to the applicant of his hearing shall state the date, time and place of the hearing on his proposed denial. Following the hearing, the Executive Committee shall decide whether or not the applicant should in fact be denied application or membership, and this decision may be appealed to the general membership at the next membership meeting. If a denied applicant or member has paid dues, he shall receive a refund of such dues.

All memberships expire December 31 of each year, and may be renewed by payment of the then applicable annual dues, prior to the delinquent date. There shall be three categories of membership:

Section 1: Full Members - Those members holding a valid amateur radio license shall be entitled to all privileges of the Club, including the right to one vote and the right to hold office.

Section 2: Associate Members - Those members not holding a valid amateur radio license shall be entitled to all the privileges, including the right of discussion, but not the right to vote or hold office.

Section 3: Family Members - Family membership is available to all members of a family sharing the same residence, whether any member is licensed or not. However, only licensed members have the right to vote or hold office. Family membership entitles the members to only one copy of any correspondence and one copy of each issue of the newsletter.

## Election of Officers – Article IV

Section 1: The officers of the Club shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, and Treasurer. Officers shall serve without compensation, except for reimbursement of normal costs incurred in the performance of their duties, as approved by the Executive Committee.

Section 2: The President shall appoint a Nominating Committee by September 1, which shall present a slate of officers at the October meeting. At the November regular meeting, the President will call for nominations from the floor. Only members with full voting rights shall be eligible for nomination to office. No member of the Committee shall be exempt from nomination for office either by the Committee itself or from the floor at the appropriate time. Before a name can be placed in nomination, the consent of the nominee must be obtained.

Section 3: The officers of the Club shall be elected for a term of one calendar year either by mailed ballot or electronic balloting of the members eligible to vote. Paper ballots shall be mailed not more than 7 days after the November regular meeting, and must be received at the club post office box not later than the Saturday prior to the December regular meeting. Electronic ballots shall be available to the members eligible to vote, on a similar schedule. An election committee, consisting of three non-candidates, shall count the paper ballots and report the results at the December regular meeting. The vote tabulation shall be published in the club publication. Because electronic ballots are tabulated automatically, the election committee shall report the results at the December regular meeting, and the vote tabulation shall be published in the club publication. Candidates receiving a majority of the ballots cast for an office shall be declared elected. The installation will be held at the December regular meeting.

Section 4: Vacancies occurring between elections must be filled by special election at the next scheduled regular meeting following the required notification. Notification shall be as described in Article VI, Section 3 of this Constitution.

Section 5: Officers may be removed at a meeting of the Club by a 2/3 vote of the voting members present. The intent to remove an officer shall be by notification as described in Article VI, Section 3 of this Constitution.

Section 6: The Executive Committee shall be made up of the elected officers and up to two members-at-large and shall act as the board of directors of the corporation. A member-at-large shall be a voting member of the Club, is appointed by the President, and shall serve for the calendar year at the President's pleasure. All meetings of the Executive Committee shall be open to all Club members, who will each have a voice, but not a vote, in the proceedings. The Executive Committee shall conduct the routine business of the Club. The President shall act as Executive Committee Chairman.

Section 7: The Executive Committee may declare vacant, any office, of an officer who has been declared of unsound mind by final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Sections 7230-7238 of the California Corporations Code. An officer failing to participate in Club activities for a period of 90 days or failing to attend three (3) consecutive Executive Committee meetings may be considered by the Executive Committee as having resigned. A replacement shall be named as provided in Article IV, Section 4 of this Constitution. Such removal shall be ratified by 2/3 vote of the membership present at the next regular membership meeting.

#### Duties of Officers – Article V

Section 1: The President shall preside at all meetings of the Club and conduct the same according to the rules adopted. He shall enforce due observance of the Constitution and Bylaws; decide all questions of order; sign all official documents that are adopted by the Club; preside at all meetings of the Executive Committee; and perform all other customary duties pertaining to the office of President.

Section 2: The 1<sup>st</sup> Vice President shall assume responsibility as Chairman of the Program Committee. In the absence of the President, he shall assume the duties of the latter.

Section 3: The 2<sup>nd</sup> Vice President shall assume the duties of the Hospitality Committee Chairman. In the absence of the 1<sup>st</sup> Vice President, he shall assume such duties as may apply to the 1<sup>st</sup> Vice President.

Section 4: The 3<sup>rd</sup> Vice President shall assume duties of the Membership Committee Chairman. In the absence of the 2<sup>nd</sup> Vice President, he shall assume the latter's duties.

Section 5: The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, carry on correspondence, read communications at each meeting, and ensure that members are notified of special meetings.

Section 6: The Treasurer shall be the chairman of the Finance Committee, and shall receive and receipt for all monies paid to the Club. He shall keep an accurate account of all monies received and expended. He shall pay no bills without proper authorization, shall sign all checks, and shall annually, by the March regular meeting, submit to the Executive Committee for approval, an itemized statement of disbursements and receipts for the prior calendar year.

Section 7: At the expiration of his term, each officer shall deliver all items and documents pertaining to or belonging to the Club, including a pertinent job description, to his successor.

#### Meetings – Article VI

Section 1: The Bylaws provide for regular and special meetings. At such meetings, a minimum of one-sixth of the voting membership shall constitute a quorum for the transaction of business. Regular meetings shall be held as specified in the Bylaws. Special meetings may be called by the President upon the written request of any five Club members. Members shall be notified, as described in Article VI, Section 3 of this Constitution, concerning special meetings and the business to be transacted. Club business presented at a duly held meeting, when a quorum is not present at the meeting, may be transacted either by mailed ballot or electronic balloting of the members eligible to vote, and the vote tabulation shall be reported at the next membership meeting. The vote tabulation shall be published in the club publication. Measures submitted to the membership by mailed ballot or electronic balloting, receiving a majority of the ballots cast for a measure shall be considered enacted.

Section 2: The Executive Committee shall meet at such time as the President deems it necessary. The Chairman shall ensure that all members are notified of meetings. A simple majority (more than half) of the Executive Committee members shall constitute a quorum.

Section 3: Members shall be notified of special meetings of the Club and of Executive Committee meetings. The notice shall specify the place, day, and time of the meeting. If an officer vacancy is to be filled, an officer is to be removed, or the Constitution and Bylaws are to be amended, this intent is to be mentioned in the meeting announcement. Notification shall be ten (10) days' notice by e-mail or first-class mail or forty-eight (48) hours' notice if delivered personally or by telephone. If sent by mail, the notice shall be deemed to be delivered on its deposit with the United States Postal Service. Such notices shall be addressed to each voting member at his address as shown in the membership records.

#### Dues – Article VII

Section 1: The Club, by a majority of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary to conduct the business of the organization within its objectives as set forth in Article II. Non-payment of such dues or assessments, by the delinquent date, shall be cause for expulsion from the Club within the discretion of the membership.

#### Assistance to Membership – Article VIII

Section 1: This Club may enact appropriate suggested operating practices to minimize interference in operation between stations of its members. It may formulate adequate plans for disposition of any cases of interference to other radio services where reported as caused by any amateur station operation in the area of Club jurisdiction. The Club through designated committees can provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiations from Club's member-stations. The Club may also maintain a program to foster and guide public relations.

#### Club Property – Article IX

Any or all property purchased by or donated to the Club shall be the property of the Club, and no member shall have a financial interest in any Club money or property.

#### Amendments – Article X

This Constitution and/or the Bylaws may be amended or repealed by a two-thirds vote of the voting members present. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted upon at the next following regular meeting, provided all members have been notified of the intent to amend the Constitution and/or Bylaws at said meeting. Notification shall be as described in Article VI, Section 3 of this Constitution.

#### Dissolution – Article XI

Upon dissolution of the Club, no assets or records shall enure to the benefits of any member, but instead all such assets and records shall be transferred to a group which qualifies for tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

#### Rules – Article XII

Robert's Rules of Order shall govern proceedings when the Constitution and related Bylaws are inadequate.

This Printing current as of June 01, 2017  
Latest Amendment incorporated: May 26, 2017

Transferred into Microsoft Word 2003 by Sharon Primbsch: January 11, 2009  
Latest Amendments incorporated by membership vote May 26, 2017, to take effect on June 1,  
2017

## BYLAWS

### Records – Article I

Section 1: It shall be the duty of the Secretary to keep the Constitution and Bylaws of the Club and have the same available at every meeting. This person shall cause all amendments, changes, and additions to be noted thereon and shall permit the same to be consulted by members upon request.

Section 2: Members shall have the right to examine the records of the Club, at a reasonable place and time, upon written request with at least ten (10) days notice, provided that such records exist. Records which may be examined shall be reasonably related to requestor's interests as a member.

### Meetings – Article II

Regular meetings shall be held on the second Friday of each calendar month, or at such other time agreed to by the membership, at such place as the President shall order. Should the agreed meeting place become unavailable, the President shall arrange a substitute meeting place, and may as necessary, change the agreed on date. The members shall be notified of the change. Special meetings may be called by the President upon the written request of any five Club members or any three members of the Executive Committee. Members shall be notified as described in Article VI, Section 3 of this Constitution concerning special meetings and the business to be transacted. Club business presented at a duly held meeting, when a quorum is not present at the meeting, may be transacted either by mailed ballot or electronic balloting of the members eligible to vote, and the vote tabulation shall be published in the club publication and announced at the next membership meeting. Measures submitted to the membership by mailed ballot or electronic balloting, receiving a majority of the ballots cast for a measure shall be considered enacted.

### Dues – Article III

A regular yearly assessment is hereby levied in accordance with the provisions of Article VII of the Constitution for the purpose of providing funds for current expenses. Annual dues shall become due and payable on January 01 of each year, and shall become delinquent on February 28 of each year.

Section 1: Full and Associate members, as defined under Article III, Sections 1 and 2, of the Constitution shall pay dues in such an amount as established by the membership. New members joining after the beginning of the operating year shall be assessed 25 percent of the annual dues per quarter, including the quarter in which joining. Dues for the following year may be accepted beginning on November 01, and any person paying dues for the following year, shall be considered a current paid-up member.

Section 2: Family membership, as defined under Article III, Section 3, of the Constitution shall be assessed annual dues as established by the membership. After the beginning of the operating year, new family memberships shall require dues in the amount of 25 percent of the annual dues per quarter, including the quarter in which joining. Dues for the following year may be accepted

beginning on November 01, and any person paying dues for the following year, shall be considered a current paid-up member.

Section 3: A record of the dollar amounts shall be kept by the Treasurer.

Section 4: The membership may exempt any group from paying dues, provided that is found to be in the interest of the club.

#### Committees – Article IV

Section 1: General. Required standing committees are; Program, Hospitality, Membership, Finance, and Publications,~~and Club Station~~. Other committees defined in this article shall be optional. Only a voting member of the Club can serve as a Committee Chairman. An individual voting member may serve as the Committee Chairman of multiple committees. An elected officer who serves as Committee Chairman of a standing committee shall serve during his term of office. A member who serves as chairman of an optional committee shall serve until he resigns, is no longer a member of the Club, or is replaced by the President. The Station Trustee of License is appointed by the Executive Committee and shall serve until he resigns, is no longer a member of the Club, no longer holds an appropriate FCC amateur license, or is replaced by the Executive Committee. At the conclusion of his term of office, each Committee Chairman shall deliver all items and documents he has accumulated during this period, including a job description, to his successor.

Section 2: Program. This committee shall plan in advance for the year's programs, contact speakers, arrange for any equipment needed by speakers, and make all necessary arrangements for meaningful programs. The 1<sup>st</sup> Vice President is the chairman, as provided under Article V, Section 2, of the Constitution.

Section 3: Hospitality. This committee ensures adequate meeting room facilities and refreshments following the meeting. The 2<sup>nd</sup> Vice President is the chairman, under Article V, Section 3, of the Constitution.

Section 4: Membership. This committee is responsible for attracting new members to the Club through personal contacts, publicity, etc., and receiving membership applications. At meetings the committee shall see that all new members and visitors are appropriately introduced and welcomed. All upgrades and new licensees shall be adequately acknowledged. The 3<sup>rd</sup> Vice President is the chairman, as defined in Article V, Section 4 of the Constitution.

Section 5: Finance. This committee shall consist of the Treasurer, the Secretary, and at least one other member named by the Executive Committee. Three members of the Finance Committee, including the Treasurer, as approved by the Executive Committee, shall be signatories on all accounts held for the benefit of the Club, with the Treasurer as primary. Other signatories may transact business for the Club at the direction of the Executive Committee in the absence of the Treasurer. Monies held for the Club shall be held in the Club's name in account(s) in a financial institution approved by the Executive Committee. The Finance Committee shall recommend by the September regular meeting any necessary change to the dues amount for the coming year for ratification by the membership. The fiscal year for the Club is the calendar year. It shall be the responsibility of the Finance Committee to ensure that all governmental filings are completed in



a timely fashion. A member of the Finance Committee shall be selected by the Executive Committee as the agent for service of process. The agent for service of process shall immediately submit any documents served on the Club to the Executive Committee for appropriate action.

Section 6: Publications. This Committee shall be responsible for publishing the Club's official newsletter, "The Blown Fuse." Said publication shall include all information regarding Club activities and other items of importance to amateur radio, including public service and training in the event of emergency. The Chairman of the Committee will be the Editor of "The Blown Fuse."

Section 7: Club Station. The Chairman of this Committee shall be the Station Trustee of License for the Club's amateur radio call sign. This person must hold a valid Amateur Extra Class FCC license and shall assume responsibility for proper operation of Club station(s) within Federal Communication Commission (FCC) requirements. Should Club station(s) be established, the Station Trustee shall appoint Station Manager(s) to ensure that the Club station(s) are operational at all times, and that adequate personnel are trained. A Station Manager must be a voting member of the Club. The Station Trustee may appoint himself as Station Manager(s). The Station Trustee shall take steps to rectify any deviation from established and accepted amateur radio operating procedures and conduct.

Section 8: Education. This Committee shall stimulate interest in amateur radio and provide facilities and instruction for interested students. It shall also arrange for ARRL Volunteer Examinations for candidates to take the initial test or to upgrade. It shall maintain a technical library where members may seek literature regarding operating and technical problems.

Section 9: Field Day. The duties of the Field Day Committee shall include advance planning for Field Day to assure that a site has been obtained for the event. In addition, it shall plan for site preparation, arrange for emergency power, operating stations, issue instructions for scoring procedures, and other such matters necessary to ensure a successful Field Day.

Section 10: History. Duties of the History Committee are to gather memorabilia on past records of the Club to record data of founding, operation, and transitional aspects. The Committee shall make reports to the membership as to its accomplishments, either orally or via the newsletter, "The Blown Fuse." All material gathered in the process will be appropriately catalogued for preservation.

Section 11: Public Service. This Committee shall provide necessary training, billet assignments, participation in countywide emergency drills, etc. Also, it shall coordinate the amateur radio services with those of other emergency groups, fire departments, law enforcement agencies, hospitals, non-governmental agencies, community service groups, etc. It shall work closely with the Club Station and Field Day Committees to ensure that any Club station is operable for emergencies and that Field Day training is consistent with emergency needs.

Section 12: Radio Interference. Amateur radio is fraught with interference of various types such as RFI, TVI, malicious interference, and interference from power lines. This Committee will attempt to ensure that the amateur radio spectrum is devoid of such interference by making every effort to identify the responsible party and report same to proper authorities. In the event amateur operators are the source of interference, they will be assisted to ensure clean signals.

Section 13: Fundraising. As the Club embarks on various projects, there is a need for funds. In providing such funds, this Committee will consider any appropriate steps, such as auctions, swap meets, meals, and donations by members and friends. The Club Treasurer will serve as Chairman of this Committee.

Section 14: Digital Communications. It is the purpose of this Committee to inform Club members of Digital Communication in amateur radio and provide Digital Communication to the extent feasible. It shall maintain that aspect of any Club station and encourage Digital projects. It shall provide the necessary technical information for Club members and encourage participation in such activities.

Section 15: Publicity. This Committee is responsible for generating a favorable public image of amateur radio through news releases, historical accounts of the club, community activities, Club publications, etc.

Section 16: Awards and Good of the Order. This Committee shall keep abreast of the Club activities and performance and, to the extent needed, make or propose suggested changes. During such observations, it shall be alert to outstanding performance of individuals who merit year-end awards.

Section 17: The President may appoint such other Committees as are deemed necessary to carry out the Club objectives.

(The above prepared by John S. Percival, WI60, Secretary, September 9, 1992.)

APPROVED FEBRUARY 14, 1986

Amended: May 9, 1986, July 8, 1988, October 9, 1992

Transferred into Microsoft Word 2003 by Sharon Primbsch: January 11, 2009

Amendments drafted by K. Fowler, R. Jenkins, and S. Primbsch, 9/9/2009 as approved by the Executive Committee 9/7/2009 and further amended at the regular membership meeting 10/9/09.

Latest Amendments incorporated by membership vote November 13, 2009, to take effect on January 1, 2010

Amendments drafted by R. Jenkins and S. Primbsch, 2/01/2017, as approved by the Executive Committee on 03/28/2017, and adopted by the membership on 05/26/2017 to take effect on 6/01/2017.