

BYLAWS OF
Antelope Valley Amateur Radio Club, Inc.
A California Nonprofit Mutual Benefit Corporation

ARTICLE I **Name**

Section 1. **Name**

The name of this corporation is Antelope Valley Amateur Radio Club, Inc.

Section 2. **Legal Status and Authority**

The ANTELOPE VALLEY AMATEUR RADIO CLUB, INC., hereafter referred to as the Club or AVARC, having first been incorporated under the statutes of the State of California on October 9, 1962, is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE II **Principal Office of the Corporation**

The principal office for the transaction of the activities and affairs of this corporation is located at 35545 Cheseboro Road, Palmdale, CA 93552, in Los Angeles County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary in the corporate records.

ARTICLE III **General and Specific Purposes:**

Section 1. **General Purpose**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 2. **Specific Purpose**

In the context of these general purposes, this corporation is organized and operated exclusively for educational purposes. It shall be the purpose of this corporation to provide education, training, knowledge, and insight into all aspects of amateur radio communication, technologies, techniques, and procedures for the effective and efficient accomplishment of emergency and disaster communications by individual radio operators when such need exists. Operator training and education, technical acuity and experience, shall serve the interests of public safety and disaster preparedness within the affected community and will provide a corps of trained individuals to support local civil defense activities.

Section 3. **No Other Activity**

Also in the context of these purposes, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation.

ARTICLE IV **General Principles**

Section 1. **Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 2. **Legal Restrictions**

No part of the net earnings of this corporation shall inure to the benefit of any member or individual, as defined in Internal Revenue Code section 501(c) (3). No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. **Non-Discrimination Policy**

The Antelope Valley Amateur Radio Club will not discriminate on the basis of race, age, sex, national, ethnic origin, religious beliefs, disabilities, etc. in the administration of its educational, admission and operating policies, and activities associated with the Club.

ARTICLE V **Governing Body**

Section 1. **Officers and Board of Directors**

The governing body of the Club shall consist of the Club Officers and the Board of Directors. Only members who are eligible to vote and have been a member in good standing of the Club for the entire preceding twelve months, may be nominated and elected to a position of Club Officer or elected a Board Member.

Section 2. **Time of Election of Officers**

Nominations for Club Officers and the two (2) members at large (Board Members) will be made during the general business meeting during the months of September and October. Elections will be conducted during the general business meeting during the month of October. A nominee should be present at the election to be elected. A plurality vote of those eligible voting members in attendance is necessary for election of officers. Officers elected will assume their responsibilities on January 1st, following the election. Terms of all elected officers will be for the calendar year following their election, starting January 1 and ending December 31.

Section 3. **Vacancies**

If the President's office becomes vacant, the Vice President will fill the vacant position. If vacancies in any other office occur between regular elections, the replacement shall be chosen by a plurality vote of those eligible voting members in attendance at the next regular business meeting. The term of office shall be for the remainder of the unexpired term. The Club President and Vice President may serve up to two (2) consecutive terms in the same office, and will not be eligible for the same office for two (2) years after the term is served.

Section 4. **Removal of Officers and Directors**

Club Officers and Directors may be removed from office only after due consideration by the members of the Club. The officer or director in question shall be notified of the motion and the reasons for it within ten (10) days after the meeting at which the motion(s) were made. A registered letter to the addressee's last known address constitutes compliance of notification. The unexcused absence of an officer or director for three (3) consecutive meetings may be grounds for removal from office. After a motion for removal is made, a waiting period of fifteen (15) days after notification is mailed is required before a vote on the motion, which requires a three-quarter (75%) vote of those eligible voting members of the Club present at the next regular business meeting.

Section 5. **Compensation and Reimbursement**

Directors and officers shall serve without compensation for their services as directors or officers. However, any Club member may receive reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE VI **Board of Directors**

Section 1. **General and Specific Powers of Board**

General Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Specific Powers

Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all committee members; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws.
2. Change the principal office or the principal business office in California from one location to another.
3. The Board of Directors is authorized to disburse up to the lesser of \$250.00 or 10% of the general fund on any one item without the concurrence of the general membership. The Board of Directors may authorize the Treasurer, to disperse de minimus recurring funds, not to exceed \$50.00, without the full Board of Directors concurrence for each transaction.

Section 2. **Number of and Qualifications for Directors**

The authorized number of directors shall be nine. To qualify as a director, a person must have been a full member for the preceding twelve months.

The Board of Directors shall be composed of the current President and his predecessor, all other currently elected Club Officers, the Club Radio Station Trustee and two members at large, hereafter called Board Members.

The Board of Directors have the responsibility for the overall direction and guidance of the Club. This includes, but is not limited to, ensuring that the Club's Bylaws and rules of order are followed, and overseeing how the Club's funds are maintained and disbursed.

Section 3. **Vacancies on Board of Directors**

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any director, (b) the declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or (c) the vote of the members.

Section 4. **Resignation of Directors and Officers**

Except as provided below, any director or officer may resign by giving written notice to the president or to the vice-president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Vacancies will be filled by nomination and election by the members at the next general meeting.

A Director may not resign if no director remains. Except on notice to the California Attorney General and Secretary of State, no director may resign if the corporation would be left without a duly elected director or directors.

Section 5. **Time and Place of Board Meetings**

The Board of Directors shall meet at least once every two months and will regularly advise the general membership of its actions.

Board of Directors meetings shall be called by the Club President. A special Board of Directors meeting must be called if requested in writing to the Club President by at least three (3) members of the Board of Directors. Notice of all Club meetings will be presented in the Club's publications (newsletters) and/or by other suitable means.

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board.

Section 6. **Quorum – Board Meetings**

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more Directors or between this corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if

any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7. **Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8. **Notice of Special Meetings**

Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least five days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 24 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice should specify the purpose of the meeting.

ARTICLE VII **Officers of the Corporation**

Section 1. **General**

The officers of this corporation shall be a president, a vice president, a secretary, a treasurer and a master-at-arms. No person shall hold at any one time, more than one office.

Section 2. **Responsibilities of Officers**

President

The president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all Club meetings and at all Board meetings. The president shall have such other powers and duties as the Board or the Bylaws may require, including but not limited to the following: decide questions of order; appoint all committee chairpersons; be an ex-officio member of all committees; and ensure that the Club is operating within the annual operating budget. At the first general Club meeting of each year, the Club president will present a "State of the Club" report to the general membership, stating at least the current financial status of the Club, the new administration's general plans for the upcoming year, the proposed operating budget for the year, and the membership dues required to maintain a balanced budget. The general membership will then approve, reject, or modify the recommended budget and dues for the current calendar year.

Vice President

If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions

applicable to the president. The vice president shall have such other powers and perform such other duties as the Board or the bylaws may require.

The Vice President shall be the chairperson of the Education and Program Committee.

Secretary

The secretary shall keep, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings. The secretary shall keep a copy of the Articles of Incorporation and Bylaws, as amended to date. The secretary or his designee shall keep or cause to be kept, at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

The Secretary shall preside at meetings in the absence of both the President and the Vice President, and shall record the official minutes of both the business meetings and Board of Directors meetings. The Secretary shall maintain the official record of all changes in the Articles of Incorporation, the Bylaws and other Club documents. The Secretary shall be the official correspondent of the Club and shall, at the end of his or her term, pass on all Club records to his or her successor. All Club documents and records shall be open for inspection by any member at any business meeting.

Treasurer

The treasurer cannot be related by blood, marriage or close personal relationship to any other officer authorized to cosign checks or drafts of the corporation. All checks and drafts must be signed by the treasurer and co-signed by either the president, vice president, or secretary of the Club. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The financial records shall be open to inspection by any director at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) collect, hold and disburse the funds of the Club as directed by the Board of Directors, or as directed by a three-quarter (75%) majority vote of the Club Membership; (iii) render to the president and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

The Treasurer shall preside at meetings in the absence of the president, the vice president and the secretary.

The Treasurer is responsible for the development and tracking of the annual operating budget. The Treasurer shall submit monthly financial reports to the Board of Directors, who will approve, forward and post said reports at the next general membership meeting. The Treasurer will be responsible for filing all tax returns as required by law. The Treasurer, at the expiration of his term of office, shall prepare a detailed financial report and remit the financial records to the

successor of the office. He shall keep accurate records, which shall be audited by competent person(s) (two prior Club Officers or a Certified Public Accountant or equivalent) prior to the end of each term of office.

Master-At-Arms

The Master-At-Arms keeps order in accordance with good parliamentary procedure and is responsible for the authenticity and tabulation of all votes cast at all business meetings. The Master-At-Arms is also responsible for ensuring that the Club has adequate facilities for its meetings and activities.

Section 3. **Additional Duties of Officers - Transition**

During the concluding months of each year, the incumbent Club Officers have a duty to promote the smooth transition of Club assets, accounts, documentation and files to their respective Club Officers elect. Immediately following the elections, new Club Officers will meet in order to review the previous administration's accomplishments, and plan the upcoming year's goals, objectives and overall activities of the new administration. The Treasurer elect, with input from the incumbent Board of Directors, is responsible for preparing an annual operating budget for the upcoming administrations term, based on all available data and anticipated expenses, to support the activities and obligations of the Club. The Treasurer will determine and recommend the amount of the dues that will be required to maintain a balanced budget for the upcoming year.

ARTICLE VIII **Membership**

Section 1. **Qualifications**

Membership is limited to those persons expressing an interest in the hobby of amateur radio and in its objectives as detailed in The Amateur's Code as published in these Bylaws. Further, membership in this corporation shall be unlimited as to number, and open to each and every individual who possesses the requisite qualifications as provided in the Articles of Incorporation and in these Bylaws and to whom this corporation offers and accepts application for membership on timely payment of such dues and fees as the Board may fix from time to time.

Section 2. **Classes of Membership**

This corporation shall have four classes of members, designated as Full, Associate, Senior, and Family. Although the class of life membership shall no longer be awarded, members currently holding life or honorary membership in the Club shall retain such status for life.

Full Member - Full membership in the Club is available to any person holding a valid Federal Communications Commission (FCC) license in the Amateur Radio Service. Full members are entitled to vote at all general Club business meetings.

Associate Member - Associate membership in the Club is available to any person who has an interest in the activities of the Club or who desires to learn more about the Amateur Radio Service. An Associate Membership may be upgraded to Full Membership after obtaining a valid Federal Communications Commission license in the Amateur Radio Service. Associate members dues are equal to that of Full Members. Associate members are not entitled to vote on general Club business.

Senior Member - Senior Membership in the Club may be granted for those adults who are sixty (60) years old or older and meet the requirements of Full Membership. Senior Member dues shall be 75% of the established Full Membership dues. They shall have all of the rights of full members.

Family Member - Family membership in the Club is available to any member of a household in which at least one person is a Full, Senior or Associate Member of the Club. A household consists of all related persons living at the same residence. A related person is defined as the spouse, the children or the parents of a Club member. Each family member holding a valid FCC license in the Amateur Radio Service shall have all of the rights of full members. Dues for Family Members will be 25% that of a Full Member.

Honorary Member - Honorary membership in the Club may be granted to those persons who exhibit "Distinguished and Outstanding Service" to the AVARC and the Amateur Radio Service. Honorary members shall be elected by a 2/3 vote of the membership at a Club meeting. They shall have all the rights of full members.

Life Member - Life membership is held by those members who have paid the required one-time fee as established by the Board of Directors at the time. They shall have all of the rights of full members.

Section 3. **Term of Membership**

Membership in the Club (except honorary and life members) runs concurrent with the calendar year, and must be renewed at the beginning of each calendar year. A grace period is established from January 1 to March 15 of each year.

Section 4. **Rights of Membership**

All classes, except associate members, shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the assets of the corporation and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, any assets remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law, will be turned over to one or more organizations, which are classified as exempt organizations, as described in section 501 (c)(3) and 70(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purpose.

No part of the assets or income of the Club shall be the property of any member or members, but such assets and income shall be devoted exclusively to the purposes herein set forth.

Section 5. **Members' Dues, Fees, and Assessments**

Each member (except Honorary and Life members) must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

Dues are approved by the general membership, at the first general Club meeting each year, and are payable in January of each year for the current calendar year. Members not renewing by March 15 will be dropped from the active membership role and are not eligible to vote on any Club issue. To continue uninterrupted membership, renewals after March 15 must pay full dues for the current year for retroactive reinstatement to active member status.

New membership dues shall be prorated into four quarters as follows:

- 1st Quarter - January through March - 100% of the applicable rate
- 2nd Quarter - April through June - 75% of the applicable rate
- 3rd Quarter - July through September - 50% of the applicable rate
- 4th Quarter - October through December - 25% of the applicable rate

The Board of Directors may waive payment of dues, on an annual basis, for any member who demonstrates a bona fide need. Members (except associate members) for whom the Board has waived payment of dues shall be considered members in good standing and entitled to all rights of full membership.

Section 6. Members in Good Standing

Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing. Honorary and Life members shall be considered members in good standing.

Section 7. Copies of Bylaws

A copy of the Bylaws will be presented, without charge, to each new Club member upon request. A copy of the Bylaws shall be made available to any member. The Board of Directors may set a charge for more than one copy per member per year.

Section 8. Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) The member's failure to pay dues, fees, or assessments as set by the Board within 90 days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Termination of membership under these bylaws based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

If grounds appear to exist for terminating a member under the provisions above, the following procedure shall be followed:

- (a) The Board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably

calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board to determine whether the termination should occur.

(c) The Board shall decide whether the membership should be terminated. The decision of the Board shall be final. Termination shall require a vote of not less than 2/3 of all members of the Board of Directors. Upon termination of membership, any dues paid by the former member for that calendar year will be refunded on a pro rata basis.

(d) Any action challenging a termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the termination.

ARTICLE IX General Membership Meetings

Section 1. Frequency of Regular Meetings

A meeting of members shall normally be held on a monthly basis, with a minimum of six (6) general business meetings to be held each year. Special meetings may be called by the president with the approval of at least three (3) members of the Board of Directors.

Board of Directors meetings shall be called no less than bimonthly and minutes of all proceedings will be made available to the general membership at or before the next general membership meeting.

Section 2. Place of Meeting

Meetings of the members shall be held at any place within or outside California designated by the Board.

Section 3. Quorum – General Membership Meetings

No binding action may be taken by the general Club membership unless a quorum is present at a Club meeting. A quorum shall consist of ten percent (10%) of the Club's total eligible voting membership, whose dues are currently paid. However, if membership is less than fifty (50) members then a quorum will be ten (10) members including two (2) elected officers.

Section 4. General Notice Requirements

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. The notice of any meeting at which officers or directors are to be elected shall include the names of all persons who are nominees when notice is given.

Notice of any meeting of members shall be in writing and shall be given at least 5 days before the meeting date. The notice shall be given either personally or by first-class mail, or by other means of written communication, charges prepaid, and shall be addressed to each member at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. The Board of Directors shall set the agenda for each general meeting at the meeting of Directors immediately preceding the general

meeting. A sample agenda is attached to these Bylaws. Breaks during the general meetings shall be at the discretion of the presiding officer.

ARTICLE X VOTING

Section 1. **Eligibility To Vote**

Subject to the California Nonprofit Mutual Benefit Corporation Law, all (except associate) members in good standing on the date of the election shall be entitled to vote at any meeting of members.

Section 2. **Manner of Voting**

Voting may be by voice or by ballot, except that any election of officers or directors must be by ballot if requested before the voting begins by any member at the meeting.

Section 3. **Number of Votes**

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 4. **Approval by Plurality Vote**

If a quorum is present, the affirmative vote of a plurality of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

Section 5. **Filing Ballots**

All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least two years.

Section 6. **Absentee and Proxy Voting**

Voting by absentee or by proxy is prohibited.

ARTICLE XI Committees

Section 1. **Committees and Working Groups**

Committees will be established to help fulfill the objectives of the Club. The Board of Directors may from time to time create and dissolve such committees and working groups as may be necessary, in their sole discretion, to carry out the purposes of the Club. Chairperson(s) will be appointed by the President (except the Education and Program Committee chair) as needed, with approval by majority vote of Board of Directors. Committee members are appointed by the committees chairperson. Any Club member, regardless of class of membership, may be a member of a committee. Committee membership, except for standing committees, may include other non-member individuals deemed appropriate by the Board. Committee meetings will be called by their respective chairperson(s).

Section 2. **Standing Committees**

There shall be the following standing committees of the Club:

Education and Program Committee - The Chairperson (Club Vice President) will be responsible for all Club activities which are not related to any other committee or chairperson. The Chairperson will be responsible for ongoing educational and training efforts of the Club.

Membership Committee - Each Club member is to be considered as a member of the Membership Committee. The Chairperson shall be responsible for recruiting new members, maintaining a current roster of all members and for forwarding all dues to the Treasurer in a timely manner.

Emergency Preparedness and Field Day Committee - The Chairperson will be responsible for coordinating all emergency preparedness committee activities and for the organization and the conduct of AVARC participation in Field Day. The Committee will prepare a plan for the annual field day event and will present the plan to the Board of Directors for approval at a date no later than three (3) months before the date of the field day event.

Radio Station(s) Committee - The Club Radio Station Trustee shall be the Chairperson. The entire Board of Directors shall also be members of the committee. In times of emergency or situations requiring an immediate decision to keep the station(s) operating or to keep from violating FCC Rules, the Trustee or the Trustee's appointee shall have full power to take all necessary corrective actions. To keep from violating FCC rules any member of the Radio Stations Committee or officer may, if the trustee cannot be contacted, shut down the station(s). All routine matters will require approval of the Trustee. The Trustee shall be responsible for keeping an inventory of all of the Club's property, and for seeing that all of the Club's property stays in working condition.

ARTICLE XII Other Provisions

Section 1. Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

The Club will maintain insurance coverage as follows:

Legal liability coverage for the officers and the Club in an amount consistent with the risks that may be experienced.

Additionally, the Club may maintain other property and casualty insurance coverage as is usual and appropriate for the security of the Club's assets and well being of its members. Insurance requirements will be reviewed on an annual basis by the Board of Directors.

Section 2. Members' Right To Inspect

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of

Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

Section 3. **Club Radio Station(s)**

Radio station(s) for the use of licensed amateur radio operators will be under the jurisdiction of the Trustee named on the station license. The operation of the station(s) must be conducted in a manner satisfactory and acceptable to the Trustee, the Board of Directors, and the Club membership in accordance with the Federal Communications Commission rules and regulations, and the Antelope Valley Amateur Radio Club.

Section 4. **Amendments**

Amendments to the Bylaws will be initiated and ratified as follows: All proposed amendments must be submitted in writing and will be submitted to the membership by the Secretary at a general business meeting. Proposed amendments shall then be published in the next edition of the Club's newsletter and voted on at the next regularly scheduled business meeting after the publication. Should there be no newsletter, at least ten (10) days before voting on the amendments, printed or electronic copies of the proposed amendment(s) will be made available and distributed to all voting members. These Bylaws may be amended by vote of two-thirds of the general voting membership of the Club, who are in attendance. All amendments adopted by the Club will be published in the newsletter.

Section 5. **Authority**

Upon adoption of these Bylaws all prior versions of the Antelope Valley Amateur Radio Club Constitution, Amendments and Bylaws thereto are null and void. These Bylaws and the Articles of Incorporation are the primary documents controlling the Club's operation and business.

Section 6. **Rules of Order**

All Club proceedings shall be governed by and subject to those Rules of Order established and approved by the Club membership.

Section 7. **Dissolution and Transfer of Club Assets**

Upon dissolution, in accordance with the California Nonprofit Corporation Law, §8510-8817, any assets of the Club shall be distributed to one or more 501(c)(3) organizations with one or more Specific Purposes as defined in Article III, section 2 of these bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Antelope Valley Amateur Radio Club, a California nonprofit mutual benefit corporation; that these bylaws, consisting of 16 pages, are the bylaws of this corporation as adopted by the Board of Directors on August 4, 2016 ; and that these bylaws have not been amended or modified since that date.

Executed on August 25,2016 at Lancaster, California.

[signature on file]

Daniel A. Sherwood,
Secretary

Attachments:

Sample Agenda
The Amateur's Code

Sample Agenda

General Membership Meetings

1. Welcome 1930 hours
2. Flag Salute
3. Introductions
4. Minutes of Prior Meeting
5. Treasurer's Report
6. Items of Business
 - a.
 - b.
 - c.
 - d.
 - e.
7. Items of Business from General Membership
 - a.
 - b.
 - c.
 - d.
 - e.
8. Break
9. Program
10. Close Thanking All

The Amateur's Code

The Radio Amateur is:

CONSIDERATE. . . never knowingly operates in such a way as to lessen the pleasure of others.

LOYAL. . . offers loyalty, encouragement and support to other amateurs, local clubs, and the American Radio Relay League, through which Amateur Radio in the United States is represented nationally and internationally.

PROGRESSIVE. . . with knowledge abreast of science, a well-built and efficient station and operation above reproach.

FRIENDLY. . . slow and patient operating when requested; friendly advice and counsel to the beginner; kindly assistance, cooperation and consideration for the interests of others. These are the hallmarks of the amateur spirit.

BALANCED. . . radio is an avocation, never interfering with duties owed to family, job, school, or community.

PATRIOTIC. . . station and skill always ready for service to country and community.