

2/10/93

BYLAWS OF  
FONTANA AMATEUR RADIO ASSOCIATION ("FARA")

ARTICLE 1

PURPOSE

SECTION 1.1 ORGANIZATION.

THIS CORPORATION IS A NONPROFIT PUBLIC BENEFIT CORPORATION AND IS NOT ORGANIZED FOR THE PRIVATE GAIN OF ANY PERSON. IT IS ORGANIZED UNDER THE CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION LAW FOR CHARITABLE PURPOSES.

SECTION 1.2 PURPOSE.

THE SPECIFIC PURPOSE OF THIS CORPORATION IS:

"TO PROMOTE AMATEUR RADIO AND SUPPORT FONTANA AREA RADIO AMATEUR CIVIL EMERGENCY SERVICES."

ARTICLE II

OFFICES

SECTION 2.1 PRINCIPAL OFFICE.

THE CORPORATION SHALL MAINTAIN ITS PRINCIPAL OFFICE IN THE CITY OF FONTANA, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA.

ARTICLE III

MEMBERS AND DUES

SECTION 3.1 MEMBERS.

THE CORPORATION SHALL HAVE MEMBERS. ALL ACTIONS OF THIS CORPORATION SHALL REQUIRE APPROVAL BY A 2/3 MAJORITY OF ALL MEMBERS PRESENT AND IN GOOD STANDING. (A MEMBER IN GOOD STANDING HAS PAID-UP DUES FOR THE CURRENT PERIOD.)

SECTION 3.2 MEMBERSHIP DUES

MEMBERSHIP DUES SHALL BE REVIEWED AND ESTABLISHED ANNUALLY BY THE MEMBERSHIP IN THE MONTH OF JANUARY. DUES ARE PAYABLE TO THE ASSOCIATION IN JANUARY. DUES FOR INDIVIDUALS WHO JOIN THE ASSOCIATION AFTER

MARCH 1ST OF THE FISCAL YEAR WILL BE PRORATED TO THE NEAREST QUARTER OF THAT FISCAL YEAR.

SECTION 3.3 DUES FOR 1993-1994 FISCAL YEAR. (R-2/10/93)

ON BASIS OF CONSENSUS AT PREVIOUS WELL-ATTENDED MEETING THE MEMBERSHIP DUES FOR THE CURRENT FISCAL YEAR WERE SET AT FIVE DOLLARS PER MEMBER.

#### ARTICLE IV

#### BOARD OFFICERS

SECTION 4.1 BOARD MEMBERS/OFFICERS

THE CORPORATION SHALL HAVE 5 BOARD MEMBERS:

- 1) PRESIDENT
- 2) VICE PRESIDENT
- 3) SECRETARY
- 4) TREASURER
- 5) LIAISON

SECTION 4.2 QUALIFICATIONS, ELECTION, AND TERM OF OFFICE.

ANY MEMBER IN GOOD STANDING MAY STAND FOR ELECTION, AND BE ELECTED ANNUALLY IN THE MONTH OF DECEMBER BY THE MEMBERSHIP. EACH OFFICER SHALL SERVE FROM JAN.1 TO DECEMBER 31 OR UNTIL HE OR SHE RESIGNS OR IS REMOVED FROM OFFICE BY A VOTE OF THE MEMBERSHIP. NO OFFICER SHALL BE ELIGIBLE FOR THE SAME OFFICE FOR MORE THAN TWO CONSECUTIVE TERMS OR HOLD MORE THAN ONE ELECTED OFFICE.

A PERSON WHO HAS SERVED IN AN OFFICE FOR MORE THAN 6 MONTHS OF ANY FISCAL YEAR, SHALL BE DEEMED TO HAVE SERVED A FULL TERM IN SAID OFFICE.

MEMBERS RELATED BY BLOOD OR MARRIAGE SHALL NOT SERVE AS OFFICERS IN THE SAME TIME PERIOD.

SECTION 4.3 BOARD POWERS.

SUBJECT TO THE PROVISIONS OF THE CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION LAW AND ANY LIMITATIONS IN THE ARTICLES OF INCORPORATION AND THESE BYLAWS, THE ACTIVITIES AND AFFAIRS OF THIS CORPORATION SHALL BE CONDUCTED, AND ALL CORPORATE POWERS SHALL BE UNDER THE DIRECTION OF THE MEMBERSHIP, THROUGH THE BOARD.

SECTION 4.4 BOARD DUTIES.

IT SHALL BE THE DUTY OF THE BOARD TO:

- a) PERFORM ANY AND ALL DUTIES IMPOSED UPON THEM, COLLECTIVELY OR INDIVIDUALLY, BY LAW, BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, OR BY THESE BYLAWS.
- b) MEET AT SUCH TIMES AND PLACES AS REQUIRED BY THESE BYLAWS.

PLACE OF MEETINGS

SECTION 4.5 MEETINGS.

MEETINGS SHALL BE HELD AT THE PRINCIPAL OFFICE OF THE CORPORATION, UNLESS MEMBERS ARE OTHERWISE NOTIFIED BY THE BOARD, THROUGH THE REQUIRED MEETING NOTIFICATION LETTER.

SECTION 4.6 QUORUM FOR MEETINGS, (CALLED IN ACCORDANCE WITH THE RULES OF THESE BYLAWS.)

A QUORUM SHALL BE AT LEAST 5 MEMBERS IN GOOD STANDING, FOR THE TRANSACTION OF BUSINESS.

SECTION 4.7 CONDUCT OF MEETINGS.

- a) ONLY THOSE ITEMS WHICH HAVE BEEN COMMUNICATED TO THE MEMBERSHIP IN GOOD STANDING, THROUGH THE REQUIRED MEETING NOTIFICATION LETTER, MAY BE VOTED ON.
- b) NEW BUSINESS, AT ANY MEETING, REQUIRING VOTING, WILL BE HELD OVER UNTIL THE NEXT NOTIFIED MEETING. (MEETING NOTICES WILL BE CONTAINED IN THE MONTHLY RACES MEETING LETTER)

SECTION 4.8 VACANCIES OF OFFICERS.

VACANCIES FOR OFFICERS SHALL EXIST:

- 1) UPON DEATH
- 2) RESIGNATION
- 3) REMOVAL FOR CAUSE
- 4) NUMBER OF OFFICERS IS INCREASED BY THE MEMBERSHIP.

AN OFFICER MAY BE REMOVED FOR CAUSE BY A MAJORITY OF MEMBERS AT A MEETING, CALLED IN THE PRESCRIBED WAY.

AN OFFICER MAY RESIGN BY GIVEN WRITTEN NOTICE TO THE BOARD. VACANCIES WILL BE FILLED BY VOTE AT A MEMBERSHIP MEETING.

SECTION 4.9 NON-LIABILITY OF BOARD OFFICERS.

THE BOARD OFFICERS SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS OR OTHER OBLIGATIONS OF THE CORPORATION.

SECTION 4.10 INSURANCE

THE BOARD MAY ADOPT A RESOLUTION AUTHORIZING THE PURCHASE AND MAINTENANCE OF INSURANCE ON BEHALF OF ANY AGENT OF THE ASSOCIATION.

ARTICLE V

OFFICERS

SECTION 5.0 DUTIES OF PRESIDENT OF THE BOARD.

SUBJECT TO THE CONTROL OF THE BOARD, HE OR SHE SHALL PERFORM ALL DUTIES INCIDENT TO HIS OR HER OFFICE AND SUCH OTHER DUTIES AS MAY BE REQUIRED BY LAW, BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, OR BY THESE BYLAWS, OR WHICH MAY BE PRESCRIBED FROM TIME TO TIME BY THE BOARD. HE OR SHE SHALL PRESIDE AT ALL MEETINGS OF THE BOARD.

SECTION 5.1 DUTIES OF VICE-PRESIDENT:

IN THE ABSENCE OF THE PRESIDENT, OR IN THE EVENT OF HIS OR HER INABILITY OR REFUSAL TO ACT, THE VICE-PRESIDENT SHALL PERFORM ALL OF THE DUTIES OF THE PRESIDENT, UNDER THE SAME RESTRICTIONS AS THE PRESIDENT.

SECTION 5.2 DUTIES OF SECRETARY:

- a) CERTIFY AND KEEP AT THE PRINCIPAL OFFICE OF THE CORPORATION THE ORIGINAL, OR COPY, OF THESE BYLAWS AS AMENDED OR OTHERWISE ALTERED TO DATE.
- b) KEEP AT THE PRINCIPAL OFFICE OF THE CORPORATION OR AT SUCH OTHER PLACE AS THE BOARD MAY DETERMINE, A BOOK OF MINUTES OF ALL

MEETINGS OF THE BOARD, RECORDING THEREIN THE TIME AND PLACE OF HOLDING, THE NAMES OF THOSE PRESENT AT THE MEETING, AND THE PROCEEDINGS THEREOF.

- c) SEE THAT ALL NOTICES ARE DULY GIVEN IN ACCORDANCE WITH THE PROVISIONS OF THESE BYLAWS AND AS REQUIRED BY LAW.
- d) BE CUSTODIAN OF THE RECORDS.
- e) EXHIBIT AT ALL REASONABLE TIMES TO ANY OFFICER OF THE CORPORATION THE BYLAWS AND THE MINUTES OF THE PROCEEDINGS OF THE BOARD.
- f) IN GENERAL, PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF SECRETARY AND SUCH OTHER DUTIES AS MAY BE REQUIRED BY LAW, BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, OR BY THESE BYLAWS, OR WHICH MAY BE ASSIGNED TO HIM OR HER FROM TIME TO TIME BY THE BOARD.

SECTION 5.3 DUTIES OF TREASURER:

- a) HAVE CHARGE AND CUSTODY OF, AND BE RESPONSIBLE FOR, ALL FUNDS OF THE CORPORATION AND DEPOSIT ALL SUCH FUNDS IN THE NAME OF THE CORPORATION IN SUCH BANKS, OR OTHER DEPOSITORIES AS SHALL BE SELECTED BY THE BOARD.
- b) RECEIVE, AND GIVE RECEIPT FOR, MONIES, AND GIFTS, PAYABLE TO THE CORPORATION FROM ANY SOURCE WHATSOEVER.
- c) DISBURSE FUNDS OF THE CORPORATION AS MAY BE DIRECTED BY THE BOARD, TAKING PROPER VOUCHERS FOR SUCH DISBURSEMENTS.
- d) KEEP AND MAINTAIN ADEQUATE AND CORRECT ACCOUNTS OF THE CORPORATION'S PROPERTIES AND BUSINESS TRANSACTIONS, INCLUDING ACCOUNTS OF ITS ASSETS, LIABILITIES, RECEIPTS, DISBURSEMENTS, GAINS, AND LOSSES. EXHIBIT AT ALL REASONABLE TIMES, TO ANY OFFICER OF THE ASSOCIATION, RECORDS OF THE ABOVE DESCRIBED DOCUMENTS.

SECTION 5.4 COMPENSATION FOR OFFICERS.

THERE IS NO COMPENSATION FOR OFFICERS OF THIS CORPORATION.

SECTION 5.5 DUTIES OF THE LIAISON OFFICER.

IN GENERAL, PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF LIAISON, AS LIAISON BETWEEN THIS ASSOCIATION AND ANY OTHER ORGANIZATION OR GROUP, AS MAY BE ASSIGNED BY THE MEMBERSHIP, THROUGH THE BOARD.

SECTION 5.6 CHECKS AND DEPOSITS.

EXCEPT AS OTHERWISE SPECIFICALLY DETERMINED BY RESOLUTION OF THE BOARD, OR AS OTHERWISE REQUIRED BY LAW, CHECKS AND DEPOSITS SHALL BE SIGNED BY THE TREASURER AND COUNTERSIGNED BY THE PRESIDENT OF THE BOARD. IN THE ABSENCE OF THE PRESIDENT, THE VICE-PRESIDENT MAY COUNTERSIGN.

SECTION 5.7 GIFTS.

THE BOARD MAY ACCEPT ON BEHALF OF THE CORPORATION ANY CONTRIBUTION, GIFT, DEVISE, OR BEQUEST FOR THE CHARITABLE PURPOSES OF THIS CORPORATION.

ARTICLE VI

FISCAL YEAR

SECTION 6.1 FISCAL YEAR OF THE CORPORATION.

THE FISCAL YEAR OF THE CORPORATION SHALL END ON DECEMBER 31 OF EACH YEAR.

ARTICLE VII

BYLAWS

SECTION 7.1 AMENDMENTS.

SUBJECT TO ANY PROVISION OF LAW APPLICABLE TO THE AMENDMENT OF BYLAWS OF PUBLIC BENEFIT NONPROFIT CORPORATIONS, THESE BYLAWS, OR ANY OF THEM, MAY BE ALTERED, AMENDED, OR REPEALED, AND NEW BYLAWS ADOPTED AT A CORRECTLY CALLED MEMBERSHIP MEETING.

## ARTICLE VIII

### AMENDMENT OF ARTICLES

#### SECTION 8.1 AMENDMENT OF ARTICLES.

AMENDMENT OF THE ARTICLES OF INCORPORATION MAY BE ADOPTED BY THE APPROVAL OF 2/3 OF THE MEMBERSHIP PRESENT AT A REGULAR MEETING.

#### SECTION 8.2 CERTAIN AMENDMENTS.

NOTWITHSTANDING THE ABOVE SECTION OF THIS ARTICLE, THIS CORPORATION SHALL NOT AMEND ITS ARTICLES OF INCORPORATION TO ALTER ANY STATEMENT WHICH APPEARS IN THE ORIGINAL ARTICLES OF INCORPORATION AND ANY OF THE NAMES AND ADDRESSES OF THE FIRST BOARD MEMBERS OF THIS CORPORATION, NOR THE NAME AND ADDRESS OF ITS INITIAL AGENT, EXCEPT TO CORRECT AN ERROR IN SUCH STATEMENT, OR TO DELETE EITHER STATEMENT AFTER THE CORPORATION HAS FILED A "STATEMENT BY A DOMESTIC NON-PROFIT CORPORATION"

PURSUANT TO SECTION 6210 OF THE CALIFORNIA NONPROFIT CORPORATION LAW.

## ARTICLE IX

### ASSOCIATION RECORDS AND REPORTS

#### SECTION 9.1 MAINTENANCE OF ASSOCIATION RECORDS.

THE ASSOCIATION SHALL KEEP AT ITS PRINCIPAL OFFICE IN THE STATE OF CALIFORNIA:

- a) MINUTES OF ALL MEETINGS, INDICATING THE TIME AND PLACE, HOW CALLED, AND NAMES OF THOSE PRESENT, AND THE PRECEDING THEREOF.
- b) ADEQUATE AND CORRECT BOOKS AND RECORDS OF ACCOUNT, INCLUDING ACCOUNTS OF IT'S PROPERTIES, BUSINESS TRANSACTIONS, ASSETS, LIABILITIES, RECEIPTS, DISBURSEMENTS, GAINS AND LOSSES.
- c) A COPY OF THE ASSOCIATION'S ARTICLES OF INCORPORATION AND BYLAWS, AS AMENDED TO DATE, WHICH SHALL BE OPEN TO INSPECTION BY THE MEMBERSHIP OF THE ASSOCIATION, AT ALL REASONABLE TIMES.

SECTION 9.2 MEMBERSHIP INSPECTION RIGHTS.

EVERY MEMBER, IN GOOD STANDING, SHALL HAVE THE ABSOLUTE RIGHT, AT ANY REASONABLE TIME, IN PERSON, TO INSPECT AND COPY ALL THE BOOKS, RECORDS, AND DOCUMENTS OF EVERY KIND, AND TO INSPECT THE PHYSICAL PROPERTIES OF THE ASSOCIATION.

ARTICLE X

PROHIBITION AGAINST SHARING ASSOCIATION PROFITS OR ASSETS

SECTION 10.1 NO MEMBER, OFFICER, OR OTHER PERSON CONNECTED WITH THIS ASSOCIATION, OR ANY PRIVATE INDIVIDUAL, SHALL RECEIVE, AT ANY TIME, ANY OF THE EARNINGS OR PROFIT FROM THE ASSOCIATION. NO PERSON SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF, AND SHALL NOT RECEIVE ANY OF THE ASSOCIATION ASSETS ON DISSOLUTION OF THE ASSOCIATION.

UPON DISSOLUTION OF THE ASSOCIATION, WHETHER VOLUNTARILY OR INVOLUNTARILY, THE ASSETS OF THE ASSOCIATION, AFTER ALL DEBTS HAVE BEEN SATISFIED, THEN REMAINING IN THE HANDS OF THE OFFICERS, SHALL BE DISTRIBUTED AS REQUIRED BY THE ARTICLES OF INCORPORATION OF THIS ASSOCIATION, AND NOT OTHERWISE.

ARTICLE XI

RULES OF ORDER

SECTION XI.1 "ROBERT'S RULES OF ORDER-REVISED", SHALL BE FOLLOWED AT ALL MEETINGS, UNLESS OTHERWISE STATED IN THESE BY-LAWS.

CERTIFICATION OF BYLAWS

THIS IS TO CERTIFY THAT I AM THE DULY ELECTED AND ACTING SECRETARY OF THE "FONTANA AMATEUR RADIO ASSOCIATION". A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, AND THAT THE FOREGOING BYLAWS WERE DULY ADOPTED BY THE BOARD OF SAID CORPORATION ON

February 10 1993

IN WITNESS WHEREOF, I HAVE HERETO SET MY HAND THIS

10 th DAY OF February 1993

Julie A. Ungasch  
SECRETARY