

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.

If, upon a determination by the Executive Committee, a member has engaged in conduct detrimental to purposes of the Club, continuation of membership may be rescinded. Detrimental conduct includes violation of any rule, policy, or code of conduct which may be adopted from time to time by majority vote of the membership and which is published publicly. Any person whose membership is revoked shall have the right to a hearing. The member being revoked can request, orally, by e-mail, 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 revocation. 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 of this hearing shall state the time, the date, and place or Internet link of the hearing. Following the hearing, the Executive Committee shall decide whether or not the revocation should remain, and this decision may be appealed to the general membership at the next membership meeting. If a revoked member has paid dues, he/she 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 two 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.

Election of Officers – Article IV

Section 1: The officers of the Club shall be President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. This list of officers is effective beginning in operating year 2022. 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 Full 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 by majority vote for a term of one calendar year, either by mailed ballot or electronic balloting of Full members. 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 Full members 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 shall be filled for the current term by majority vote of the remaining officers of the Executive Committee.

Section 5: Officers may be removed at a meeting of the Club by a 2/3 vote of Full members. 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 shall act as the board of directors of the corporation. 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 Chair.

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 Full members 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/she 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 1st Vice President shall assume responsibility as Chair of the Program Committee. In the absence of the President, he/she shall assume the duties of the latter.

Section 3: The 2nd Vice President shall assume duties of the Membership Committee Chair. In the absence of the 1st Vice President, he/she shall assume the latter's duties.

Section 4: 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 5: The Treasurer shall be the Chair of the Finance Committee, and shall receive and provide a receipt for all monies paid to the Club. He/she shall keep an accurate account of all monies received and expended. He/she 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 6: At the expiration of his/her term, each officer shall deliver all items and documents pertaining to or belonging to the Club, including a pertinent job description, to his/her successor.

Meetings – Article VI

Section 1: A meeting can be held 1) in-person only, 2) without a physical location in which participation and/or vote by electronic means in real time is possible (virtual), or 3) combined in-person and virtual. The Bylaws provide for regular and special meetings. At such meetings, a minimum of one-sixth of Full members 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 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 Full members, 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 Chair 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 and/or Internet link, the date, and the time of the meeting. If 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 Full member at his/her address as shown in the membership records.

Dues – Article VII

The Club, by majority vote of Full members 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

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 Full members. Proposals for amendments shall be submitted as printed or digital document(s) 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 version drafted by committee: Sharon Primbsch (Chair), Lorraine Schnurr, Gary Knox, Katie Carney, and Don Simon. Accepted by 2/3 vote at the 7/9/2021 EBARC general meeting.

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 and/or virtual link as the President shall order. Should the agreed meeting place and/or virtual link become unavailable, the President shall make other suitable arrangements, and may as necessary, change the agreed on date and time. 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 Full members. 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: Individual membership: Full and Associate members, as defined under Article III, Sections 1 and 2, of the Constitution shall each 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: A family is a group of members who share the same residence, whether any member is licensed or not. A Family shall be assessed reduced 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 when a Family pays its dues for the following year, all members of the family group shall be considered current paid-up members of the Club.

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, Membership, and Finance. Other committees defined in this article shall be optional. Only a Full member of the Club can serve as a Committee Chair. An individual Full member may serve as the Committee Chair of multiple committees. An elected officer who serves as Committee Chair of a standing committee shall serve during his/her term of office. A member who serves as Chair of an optional committee shall serve until he/she 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/she 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/her term of office, each Committee Chair shall deliver all items and documents he/she has accumulated during this period, including a job description, to his/her 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 1st Vice President is the Chair, 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.

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 2nd Vice President is the Chair, as defined in Article V, Section 3 of the Constitution.

Section 5: Finance. This committee shall consist of the Treasurer, the Secretary, and at least one other Full 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 Chair of the Committee will be the Editor of "The Blown Fuse."

Section 7: Club Station. The Chair 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 Full 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.

Section 9: Field Day. The duties of the Field Day Committee shall include advance planning for ARRL 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 any 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 Chair 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.

This version drafted by committee: Sharon Primbsch (Chair), Lorraine Schnurr, Gary Knox, Katie Carney, and Don Simon. Accepted by 2/3 vote at the 7/9/2021 EBARC general meeting.

(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.