

# Santa Barbara Amateur Radio Club

## BY-LAWS<sup>1</sup>

### ARTICLE I. NAME

As stated in the Articles of Incorporation, the name of this organization shall be SANTA BARBARA AMATEUR RADIO CLUB, hereinafter referred to as the "Club" or "SBARC."

### ARTICLE II. MEMBERSHIP

Section 1: Membership in the Club shall be open to all persons interested in promoting Amateur Radio for the purposes stated in the Articles of Incorporation.

- (a) There shall be no restrictions as to race, creed, color or gender.
- (b) Membership shall be by an application and payment of dues.

Section 2: Classes of Membership and Dues Schedule:

- (a) There shall be five classes of membership:
  - (1) Full Member – Any FCC licensed radio amateur 18 years of age or older.
  - (2) Junior Member – Any FCC licensed radio amateur under 18 years of age.
  - (3) Family Member – Any member of a family of a Full Member, residing at the same address as the Full Member.
  - (4) Foreign Member – Any person residing outside of the USA ZIP code system.
  - (5) Associate Member – Any person who is not a FCC licensed radio amateur and who is not qualified as a Family Member.
- (b) The amount of dues shall be set by the Board of Directors and shall take effect when confirmed by a majority of voting members present at a regular meeting. Prior to said meeting, the Board shall cause a notice of such dues vote to be sent to each member of record at least one week in advance of said meeting.
- (c) Dues shall be due and payable on January first of each calendar year. Said dues shall be for membership for the calendar year. Initial dues for first-time members joining the Club after June thirtieth in any calendar year shall be one-half of the annual dues of the membership class for such first-time member.

Section 3: A "member in good standing" is one whose dues are paid and who abides by the bylaws of the Club. A member whose dues are in arrears three (3) months or more, will be considered inactive and dropped from the membership roll. In order to be reinstated to membership, an inactive member must pay the full annual dues.

Section 4: A "voting member" is any member in good standing who holds a valid amateur radio operator's license and whose dues have been paid for at least twenty-eight days.

Section 5: Any membership may be canceled for good cause by unanimous action of the Board.

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<sup>1</sup> Adopted by action of the Board of Directors on 6/10/98 and 9/9/98 and ratified by two-thirds majority of voting members at the regular meeting of October 16, 1998. Amended by a two-thirds majority of voting members at the regular meeting of 10/15/00.

NOTE: Although not a part of these By-laws, the SBARC Mission Statement appears at the end of this document.

### **ARTICLE III. MEETINGS**

Section 1: Meetings. Regular meetings shall normally be held each calendar month, except during the summer, at such place as the Board shall determine. Special meetings may be called at the discretion of the Board.

Section 2: Meeting Dates. The regular meeting of the Club shall be held on the third Friday of each month.

Section 3: Right to Vote. Each voting member (as defined in Article II) shall be eligible to vote and to cast one ballot in person or by written proxy.

Section 4: Voting Procedure. Voting shall be by printed ballot unless otherwise determined by the President or presiding officer at the meeting. Printed ballots shall be distributed to voting members after validation of their membership by the membership chairperson.

Section 5: Quorum. At any meeting, as defined in Section 1 above, ten percent (10%) of the voting members shall constitute a quorum.

### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1: As provided in the Articles of Incorporation, all business and affairs of the Club shall be under the direction and control of the Board of Directors, herein referred to as the "Board." Duties of the individual directors shall include responsibility for serving as committee chairpersons and performing such other administrative and/or technical functions as may be agreed between them and the President.

Section 2: All members of the Board shall be members of the Club in good standing and shall hold a valid Amateur Radio operator's license issued by the Federal Communications Commission.

Section 3: The Board shall consist of thirteen (13) members, of whom eight (8) shall be the Officers specified in Article V and five (5) Directors-at-large. One of the Directors-at-large shall be, with his concurrence, the immediate past president of the Club, unless he shall be a current Officer.

Section 4: Term of Office. Each Officer and Director-at-large shall hold office for a period of one year, and until resigned, re-elected or replaced by a successor.

Section 5: Quorum. Seven (7) members of the Board shall constitute a quorum.

Section 6: Vacancies. A vacancy on the Board shall be filled by appointment by the Board of a qualified individual for the unexpired term involved.

Section 7: Action Taken Between Board Meetings. In case an action required or permitted to be taken by the Board must be taken by the Board between meetings, such action shall be by consent of all of the Board Members, individually or collectively, in writing, to such action. Such written consent or consents shall be filed in the minute book of the Board. For purposes of this section, "all of the Board Members" shall not include any "interested director" as defined in California Corporations Code Section 5233.

Section 8: Standing Rules Adopted by Board. The Board may prescribe by adoption of standing rules, not in conflict with the law or these By-laws, any procedures necessary for carrying out the Board's responsibilities. For example, the Board may adopt a standing rule prescribing the conduct of a meeting by conference communications equipment, as long as all Board members participating in such a meeting can hear one another. Participation in such a meeting, pursuant to all other By-laws requirements for Board meetings, shall constitute presence in person at such meeting.

## ARTICLE V. OFFICERS

### Section 1: Officers

#### President.

The President shall preside at all meetings of the Club, shall be chairman of the Board, and shall be an ex-officio member of all of the committees, except the nominating committee(s).

#### Executive Vice President

The Executive Vice President shall preside at all meetings in the absence of the President and shall assume the President's duties during the President's absence. He or she shall perform such other duties that the President or Board may request in a manner which does not conflict with duties of other Officers.

#### Vice President Operations

The Vice President Operations shall be responsible for all non-emergency on-the-air operations of the Club and Club-sponsored activities of its members. He or she shall coordinate with outside organizations requesting non-emergency communications services of Club members or the use of Club resources.

#### Vice President Emergency Service

The Vice President Emergency Service shall be responsible for providing liaison between the Club and units of the Amateur Radio Emergency Service (ARES), the Radio Amateur Civil Emergency Service (RACES), National Traffic System (NTS) and others, in support of emergency communications preparedness in the community. He or she shall coordinate with other Club officers to provide resources of equipment and personnel to support the Club-sponsored ARES unit during emergency activities and training.

#### Vice President External Affairs

The Vice President External Affairs shall serve as a liaison between the Club and the general public and the amateur community in areas not specified as responsibilities of other Club officers. He or she shall be responsible for the Club's public relations and publicity.

#### Vice President Education and Training

The Vice President Education and Training shall be responsible for developing and offering a broad program of education and training. The program shall fulfill the corporate educational purpose of the Club. Said program would include the theory and application of electronics, and Amateur Radio practice and lore to improve the knowledge and expertise of Club members, local Amateur Radio operators, and the general public. He or she shall foster an effective liaison with citizens in the community who constitute a large resource of potential radio amateurs.

#### Secretary

The Secretary shall keep a record of the proceedings of all meetings, maintain a roster of members, carry on all necessary Club correspondence and mail written notices to members announcing special meetings of the Club. He or she shall be responsible for the safekeeping of the official copies of the Articles of Incorporation and By-laws, which shall be available for inspection by members, upon request, at reasonable times. He or she shall compile, update yearly and publish a list of standing rules which shall have been adopted by the Board.

#### Treasurer

The Treasurer shall be specifically responsible for all monies of the Club. He or she shall pay all bills approved by the President, or Executive Vice President in the President's absence, and in accordance with the Board's policy for reimbursement of expenses reasonably incurred in the course of Club business, collect all monies, handle banking, and keep adequate financial records of all such transactions and of other types of records which reflect the net worth and financial position of the Club. He or she shall retain a copy of the inventory of Club property, and retain a current estimate of the value of such property, prepare budgets for the Board's approval, and keep the Board currently informed concerning expenditures in

relation to budgeted items. The Treasurer shall be responsible for the correct and timely performance of any accounting services secured by the Club pursuant to Board action.

## **ARTICLE VI. ELECTIONS**

Section 1: Officers and Directors shall be elected by a majority of votes duly cast by the voting members at the annual meeting of the Club, held in November of each year or, if a quorum is not present, then at the next regular or special meeting called for the purpose., notice of any such meeting having been mailed to each voting member in advance of the meeting.

Section 2: A nominating committee appointed by the President with concurrence of the Board, shall meet prior to the election to consider and submit the names of qualified candidates for nomination as officers and directors, at the October Club meeting next preceding the election and to all voting members in writing in advance of the election. Additional nominations may be made from the floor prior to the election.

Section 3: A newly elected Officer or Directors shall take office, on January first of the term for which elected, unless appointed to fill a vacancy, in which case he or she shall take office immediately upon his or her appointment.

Section 4: Removal or Resignation. Any Officer or Director may be removed from office by an affirmative vote of two-thirds of the voting members present at a regular meeting. Any Officer or Director may resign by written notice to the Board mailed to the usual address of the Club. Such resignation is effective upon receipt by the Club at its usual address. Acceptance of such notice is not necessary to make it effective.

## **ARTICLE VII. STANDING COMMITTEES**

The following committees shall be Standing Committees of the Club and shall report directly to the Board:

A Ways of Means Committee for financing special projects as approved by the Board;

A Property Management Committee which shall be responsible for the storage, maintenance, and accounting of all Club property and equipment, maintaining a current inventory of Club equipment, including its location and operational status and recommending to the Board the acquisition, repair, replacement or disposal of said property and equipment;

A Program Committee which is responsible for planning, organizing and implementing a balanced calendar of speakers, demonstrations, entertainment, and other activities for regular monthly and special meetings, so as to cater to the interests and needs of the general membership;

A Finance Committee for preparing the Club's budget, advising the Board on financial matters and assisting the Treasurer;

And other Special Committees necessary to conduct the affairs of the Club, as from time to time the President shall propose and the Board shall agree. The Board shall from time to time review each such committee and determine if it still serves its intended purpose. If the Board shall determine a special committee is no longer necessary to the conduct of Club affairs, such committee shall be dissolved. The charter of each Special Committee shall be published as part of the Club's Standing Rules.

**ARTICLE VIII. APPOINTMENTS**

Except as to the above-named Officers who are members of an Executive Committee, the President may, with the concurrence of the Board, appoint committee chairpersons, committee members, and such other appointive officers as may be deemed advisable, with such responsibilities and terms as may be determined. Such appointments may, but need not be, limited to members of the Board, so long as at least two Board members are appointed to such committee and unless otherwise specified by these By-laws.

**ARTICLE IX. TRUSTEES**

Section 1: The Board shall appoint such a Trustee or Trustees as shall be necessary to conduct negotiations with the Federal Communications Commission (F.C.C.) on any and all matters pertaining to the issuance and maintenance of Amateur Radio Station licenses issued to the Club. The Trustee(s) shall be responsible for the Club's compliance with the rules and regulations prescribed by the Federal Communications Commission relative to the operation of the Club's radio station(s) and equipment, and shall have sole authority over the use of said equipment where F.C.C. regulations pertain. He or she shall act as the Club's liaison with the A.R.R.L. and coordinating councils concerning Amateur Radio frequency spectrum allocation and use. All actions of the Trustee(s) shall be under the direction and control of the Board.

Section 2: A Trustee shall hold office until the expiration date of the Club station license for which he or she is responsible, or until he or she is no longer willing or able to serve and a successor is appointed.

**ARTICLE X. DISBURSEMENT AUTHORIZATION**

Checks drawn on any checking account of the Club and any withdrawal orders on any savings account of the Club shall bear the signature of the Treasurer and of the President or Executive Vice President. In the absence of the Treasurer, the signatures of the President and the Executive Vice President shall be required. In the absence of the Treasurer and the President, the Treasurer and the Executive Vice President, or the President and the Executive Vice President, the signature of the Secretary shall be required as a substitute for the absent Treasurer, President or Executive Vice President. All expenditures shall be accounted for by check with the exception of Petty Cash, which shall be accounted for by voucher for all expenditures.

**ARTICLE XI. RULES OF ORDER**

Roberts Rules of Order shall be used as a guide for governing proceedings of the Club in all cases to which they apply and in which they are not inconsistent with these By-laws.

**ARTICLE XII. AMENDMENTS**

These By-laws may be amended at any regular meeting of the Club by a two-thirds majority of the votes duly cast by voting members, notice of the proposed amendment having been submitted in writing at a previous regular meeting and mailed to each voting member in advance of the meeting at which it is to be voted upon.

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History: The amended By-laws were adopted by Action of the Board of Directors on 6/10/98 and 9/9/98 and ratified by two-thirds majority of voting members at the regular meeting of October 16, 1998. They were amended by a two-thirds majority of voting members at the regular meeting of September 15, 2000. The amended By-laws were previously adopted by a vote of the General membership at the regular Club meeting on 20 October 1995 and 17 November 1995. Approved changes to the document were previously approved on 19 May 1989 and 15 October 1982. The original by-laws were amended on 15 April 1977.

## **SBARC Mission Statement**

March 1998

SBARC is a non-profit public benefit corporation organized and operated to promote education for persons interested in telecommunications, to disseminate information about scientific discoveries and progress in the field, and to train communicators for public service and emergency communications. SBARC also encourages and sponsors experiments in electronics and promotes the highest standards of practice and ethics in the conduct of communications.

Our success is shown by a progressive increase in involved membership, by public recognition and support, by members' advancement in the technology and by acquisition and utilization of assets.

SBARC assures success by having an organization with a focus on its goals, a system of leadership development, prudent financial management and a vision toward and dedication to public service. It supports an organized and comprehensive educational program and publicizes its activities and services to the community.