

Santa Barbara Amateur Radio Club

BY-LAWS [DRAFT]

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."~~

The name of this organization shall be SANTA BARBARA WIRELESS FOUNDATION, hereinafter referred to as the "Club" or "SBWF."

Section 1: The Chief Financial Officer shall maintain a Fictitious Name Statement for the SANTA BARBARA AMATEUR RADIO CLUB ("SBARC") with the County of Santa Barbara.

Section 2: The name SANTA BARBARA WIRELESS FOUNDATION shall be used for tax reporting, official correspondence, and other official purposes.

Section 3: Unless otherwise indicated, the names SANTA BARBARA WIRELESS FOUNDATION and SANTA BARBARA AMATEUR RADIO CLUB may be used interchangeably and will be considered to be the same organization.

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: Dues Schedule:

- (a) 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.
- (b) Dues shall be due and payable with application for membership. Said dues shall be for membership for one year plus the remainder of the current month. Renewal dues are due and payable by the first day of the calendar month following the month of expiration. Example: A member's application and dues are received on April 7, 2014. His or her membership is considered to be in good standing through April 30, 2015 and renewal dues are due and payable on May 1, 2015.

Section 3: A "member in good standing" is one whose dues are paid and who abides by the by-laws 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.

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.

ARTICLE III. MEETINGS

Section 1: Meetings. Regular meetings shall normally be held each calendar month 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: 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 seven (7) members, of whom three (3) shall be the Officers specified in Article V and four (4) Directors-at-large. One of the Directors-at-large shall be, with his concurrence, the immediate past president of the Club, unless he or she 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. Four (4) 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 is required to 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.

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.

ARTICLE V. OFFICERS

Section 1: Officers

President and CEO

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

Secretary

The Secretary shall keep a record of the proceedings of all board meetings, and carry on all necessary Club correspondence. 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.

Chief Financial Officer (CFO)

The Chief Financial Officer shall be specifically responsible for all monies of the Club. He or she shall pay all bills approved by the President, or Secretary 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 CFO shall file the necessary forms required to maintain the 501c3 status of the club.

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: 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 3: 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 4: 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 5: A newly elected Officer or Director 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 6: 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. APPOINTMENTS

Except as to 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 unless otherwise specified by these By-laws.

ARTICLE VIII. 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, or until a successor is appointed by the Board.

ARTICLE IX. DISBURSEMENT AUTHORIZATION

Club expenditures of \$100 or more shall be signed or authorized in writing by two of the following: CEO, CFO, or Secretary. Board approved repetitive expenditures are exempt from this signature rule.

ARTICLE X. 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 XI. AMENDMENTS

Any member in good standing may propose amendments to these By-laws. . Notice of the proposed amendment shall be submitted in writing at a previous regular meeting and/or mailed to each voting member in advance of the meeting at which it is to be voted upon. Approval of such amendments shall be by a two-thirds majority of the votes duly cast by voting members.

History:

The amended By-laws were adopted by Action of the Board of Directors on 9/14/22 and ratified by two-thirds majority of voting members at the regular meeting of November 18, 2022.

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~~ SBWF Mission Statement

~~SBARC~~ SBWF 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.

SBWF advises and assists other non-profit groups with communications related challenges by leveraging our wide area of expertise. We serve organizations engaged in services that benefit the public such as first responders, animal rescue, event communications, scientific research, aviation safety, and emergency preparedness.

~~SBARC~~ SBWF 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~~ SBWF 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.