



Bylaws
of
The Marin Amateur Radio Society, Inc.
(2017)

ARTICLE 1

OFFICES OF CORPORATION

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Marin County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by voting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE 2

PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

- A. The primary objectives and purposes of this corporation shall be: To operate a nonprofit corporation for educational and scientific purposes as follows:
- (1) To educate and increase the proficiency of its members in the science of radio communications.
 - (2) To provide for dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.

(3) To organize and train units of licensed radio amateurs capable of maintaining radio communications as a public service during periods of emergency.

(4) To encourage and sponsor experimental activities in radio communications and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.

(5) To promote the elevation of standards of practice and ethics in the conduct of amateur radio communications. To assist in carrying out these primary purposes, this corporation maintains, and intends to continue to maintain, an active affiliation with The American Radio Relay League, Inc., the national nonprofit organization of radio amateurs.

(6) To provide a radio amateur repeater communications infrastructure in Marin County that supports the above purposes whenever needed.

- B. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy, or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- C. No substantial part of the activities of this corporation shall consist of political activities, lobbying, or otherwise attempting to influence legislation not directly related to amateur radio or any political campaign (including the publishing or distribution on behalf of any candidate for public office).

ARTICLE 3

DIRECTORS

SECTION 1. NUMBER

- A. The corporation shall have seven (7) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these Bylaws, so long as the number of directors does not exceed 10% of the membership of the corporation, but that number shall not be less than the number of Officers provided for elsewhere in these Bylaws.
- B. The corporation shall have not more than two (2) Trustee(s) of License, who may vote in the Board of Directors meetings, on matters affecting club held licenses. In the event that a Trustee of License also serves as an elected Director or Officer of the Corporation, then that position shall be merged into a single director position with full voting rights as a director for the term(s) of the individual so elected.
- C. All directors of this corporation shall be members of the corporation in good standing and must possess a current, valid and renewable amateur radio operator's license recognized or issued by the Federal Communications Commission.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors and Trustees of License to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- C. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly,
- D. Meet at such times and places as required by these Bylaws;
- E. Register their mailing addresses and electronic mail addresses with the secretary of the corporation, and notices of meetings mailed or communicated to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

- A, Each director shall hold office for a term of two (2) fiscal years commencing with the first of the fiscal year following their election and continuing to the end of the second following fiscal year or until the soonest election of the Board of Directors thereafter as specified in these Bylaws, and until his or her successor is elected and qualifies. No board member may serve more than three (3) consecutive terms.
- B. The Trustee(s) of License shall be appointed by the Board of Directors, to be confirmed by a vote of the general membership, by a majority of the ballots cast, every two years, and may serve until his / her resignation, death, or removal by the Board of Directors. (Trustee of W6SG to be confirmed in even numbered years, Trustee of K6GWE to be confirmed in odd numbered years.) All Trustee(s) of License of this corporation shall be members of the corporation in good standing and must possess a current, valid and renewable amateur radio operator's license recognized or issued by the Federal Communications Commission.
- C. To implement the 2017 amendment to these bylaws, reducing the number of serving directors from nine to seven, the currently serving directors shall serve until the end of their respective elected terms. The appointed Trustees of License will not be considered voting members of the Board of

Directors in 2018 or after, except for license matters, unless elected by the membership to an open position on the Board. One director slot shall be eliminated in 2018 and an additional slot shall be eliminated in 2019. In 2018 this corporation shall have eight (8) elected directors. In 2019 this corporation shall have seven (7) elected directors.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provisions of these Bylaws, not more than forty-nine (49) percent of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" means either:

- A. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer, other employee, or independent contractor;
- B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held as designated by the board or at such place within Marin County California which has been designated by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or e-mail communications, so long as all directors participating in such meeting can communicate with each other.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held on the second Thursday of each month unless an alternate day and time is designated by the president with the approval of the majority of the Board.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within Marin County California, designated by the person or persons calling the meetings, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by e-mail or first-class mail or forty-eight (48) hours' notice delivered

personally or by telephone. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

- A. A quorum shall consist of four (4) directors, except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law. No business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn.
- B. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or by the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

- A. The president of the corporation shall preside over meetings of the Board of Directors or, in his or her absence, the presiding officer shall be the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board,

provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

- B. Meetings shall be governed by *Roberts' Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

- A. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.
- B. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. The consents under this section may be conducted by electronic mail. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.
- C. The Secretary shall compile copies of all written votes submitted, by e-mail or otherwise and incorporate them into the records of the corporation in a manner consistent with minutes of regular Board meetings as provided in Article 7, Section 1.

SECTION 17. VACANCIES

- A. Vacancies on the Board of Directors shall exist:
 - (1) on the death, resignation, or removal of any director,
 - (2) the expiration of a term of a director, and
 - (3) whenever the number of directors is increased.
- B. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a 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 Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.
- C. If the corporation has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum, as provided in Article 13, Section 5, is present.

- D. Any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
- E. Vacancies created by the resignation or death of a director may be filled by the Board of Directors. A person named to fill a vacancy as provided by this section shall hold office for the remaining term of the former director, or until his or her death, resignation, or removal from office.
- F. A director failing to attend three (3) Board meetings within the same fiscal year, without prior notice to the president or requesting a leave of absence, will be considered as having resigned after the third such unexcused absence. The Board of Directors, at the next scheduled or special meeting held, shall accept such implied resignation. A replacement shall be named as provided elsewhere in these bylaws.
- G. Vacancies created by the removal of a director may be filled only by the approval of the members. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors. A person elected to fill a vacancy as provided by this section shall hold office until the next regular election of the Board of Directors or until his or her death, resignation, or removal from office.
- H. The Board of Directors may grant any director a leave of absence from the Board, for such period as the Board determines is appropriate, without creating a vacancy, provided:
 - (1) That such absence shall be determined to be not detrimental to best interests of the Corporation, and
 - (2) That any director who is also an officer of the corporation shall relinquish such office prior to being granted such leave. Should a director, who has been granted leave, fail to return at the expiration of the time granted, the director shall be considered as having resigned, and a replacement shall be named as provided elsewhere in these bylaws.

SECTION 18. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

- A. To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

B If such person, as provided in A., above, either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability, other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4

OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, as determined by the Board of Directors, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any director may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

A. Any officer may be removed, either with or without cause, by the Board of Directors, at any time.

- B. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- C. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

- A. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.
- B. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy.
- C. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

- A. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.
- B. The president 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 of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the president shall preside at all meetings of the members.
- C. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the president shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

- A. 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 the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.

- B. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

- A. The secretary shall the following specific duties with respect to the administration of this corporation:
 - (1) Certify and keep at the principal office of the corporation the original, or a copy of, these Bylaws as amended or otherwise modified to date.
 - (2) Keep at the principal office of the corporation, or at such other place as the board may determine, minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
 - (3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 - (4) Be custodian of the records of the corporation.
 - (5) Keep at the principal office of the corporation a membership roster containing the name and address of each member.
- B. The secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership roster, and the minutes of the proceedings of the directors of the corporation.
- C. In general, the secretary shall 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 of Directors.

SECTION 9. DUTIES OF TREASURER

- A. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," as provided in Article 6, Sections 1 and 3, the treasurer shall:
 - (1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 - (2) Receive, or cause to be received, and give receipt for, or cause to be given receipt for, monies due and payable to the corporation from any source whatsoever.

- (3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - (4) Keep and maintain or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
 - (5) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
 - (6) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
 - (7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - (8) Prepare and timely file accurate federal, state and local tax returns, as required by law.
- B. In general, the treasurer shall perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- C. The treasurer may incur personal liability for penalties levied upon the corporation for failure to submit tax returns or other tax documents in a timely manner.

SECTION 10. COMPENSATION

Officers shall serve without compensation.

ARTICLE 5

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

- A. The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation.
- B. The powers and authority delegated to the Executive Committee, however, shall not extend to:

- (1) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (2) The filling of vacancies on the board or on any committee which has the authority of the board.
- (3) The fixing of compensation of the directors for serving on the board or on any committee.
- (4) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (5) The amendment or repeal of any resolution of the board which, by its express terms, is not subject to amendment or repeal.
- (6) The appointment of committees of the board or the members thereof.
- (7) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (8) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law. By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

- A. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors.
- B. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.
- C. Other advisory committees shall include standing committees which shall act as permanent advisory bodies to the Board of Directors. Standing committees of this corporation shall be:
 - (1) Club Station and Facilities.

- (2) Membership
- (3) Education
- (4) Repeater Technical Committee
- (5) Public Service Committee

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

- A. Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee.
- B. The time for special meetings of committees may also be fixed by the Board of Directors.
- C. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

- A. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- B. Unless authorized as provided in subsection A., above, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credits or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation, for amounts in excess of \$5,000.00, shall be signed by the treasurer and countersigned by the president of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited in a timely fashion to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

ARTICLE 7

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

A. The corporation shall keep at its principal office in the County of Marin, State of California:

(1) Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(2) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(3) A roster of its members, indicating their names and addresses and the type of membership.

(4) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

A. Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (1) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (2) To obtain from the secretary of the corporation, upon written demand, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specifically the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available ten (10) business days after the demand is received or the date specified therein as of which the list is to be compiled, whichever is later.
- (3) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

A. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (5) Any information required by Section 7 of this article.

- B. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statement was prepared without audit from the books and records of the corporation.
- C. If this corporation receives twenty-five thousand dollars (\$25,000) or more in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

- A. This corporation shall mail or deliver to all directors and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of indemnification by any officer or director.
- B. Any statement required by this section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation and the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that, in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- C. If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this article, then such annual report shall include the information required by this section.

ARTICLE 8

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE 9

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

A. 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 as follows:

- (1) Subject to the power of members to change or repeal these Bylaws under Section 5150 of the Corporation Code, by approval of the Board of Directors unless the bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board, or vice versa, may not be adopted, amended, or repealed, except as provided in subparagraph (b) of this section; or
- (2) By approval of the members of this corporation by a majority vote of the membership at any general membership meeting at which a quorum is present, or by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the next membership meeting.

ARTICLE 10

AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections 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 of the names and addresses of the first directors 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 Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

- A. No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation.
- B. The foregoing provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.
- C. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 12

MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have six (6) types of members. Each dues-paying member is entitled to one vote. No members shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all dues-paying memberships shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: Any person with expressed interest in amateur radio. Membership in this corporation shall open to all without regard to the gender, race, creed, political affiliation, religious belief, ethnic origin, nationality, or licensed status of the member, other than the restrictions on Serving Directors in Article 3, Section 1.

SECTION 3. ADMISSION OF MEMBERS

- A. Applicants shall be admitted to membership by written application and payment of current dues, provided that, upon a determination by the Board of Directors that an applicant has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation, such admission to membership may be denied.
- B. Any person who is denied admission to membership shall have the right to a hearing before the Board of Directors as follows:
 - (1) The applicant being denied shall be given an opportunity to request be heard, either orally or in writing, at a hearing to be held not less than fifteen (15) days after the effective date of the initial denial. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the board. The notice to the applicant of his or her hearing shall state the date, time, and place of the hearing on his or her proposed denial of membership.
 - (2) Following the hearing, the Board of Directors shall decide whether or not the applicant should in fact be denied membership. The decision of the board shall be final.
 - (3) If this corporation has provided for the payment of dues by members, any person denied membership from the corporation shall receive a refund of dues already paid.

SECTION 4. FEES, DUES, AND ASSESSMENTS

- A. The following fee shall be charged for making application for membership in the corporation: None.
- B. The Board of Directors of Marin Amateur Radio Society shall establish dues for each type of membership, subject to the approval of the majority vote of the members present at a regular general membership meeting, or by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the next membership meeting.
 - (1) Dues for the various membership types shall be published in the club's monthly publication, the QSA-5.
 - (2) Dues shall be due and payable on the first day of the fiscal year as specified in ARTICLE 8, and shall be considered delinquent 90 days following that date. Any member whose dues are not delinquent shall be considered a member in good standing for purposes of payment of dues.
- C. Dues payments accepted after October 31 of any year, shall applied to the subsequent year's payment of dues, and the payee shall be considered as a member-in good standing, until dues payment is due again.
- D. The Board of Directors of Marin Amateur Radio Society shall establish dues for each type of membership subject to the approval of the majority vote of the members present at a regular general membership meeting. Dues for the various membership types shall be published in the

club's monthly publication, the QSA-5. Dues shall be due and payable on the first day of the fiscal year as specified in ARTICLE 8, and shall be considered delinquent 90 days following that date.

- E. Memberships shall be non-assessable.
- F. The Board of Directors of Marin Radio Society may waive payment of dues by any member, for good cause. Any member who is exempted from paying annual dues shall be classified in the appropriate type of membership listed in subsection G, below, as specified in the resolution approving said waiver by the Board of Directors.
- G. The six types of memberships shall be assessed dues as set forth below:
- (1) Individual membership. Members who submit individual applications and pay annual dues for one member. Any person, who takes any class for getting any class of license, taught by our instruction team; and subsequently passes an examination to obtain a license or upgrade their license, shall, within 90 days of the conclusion of the class, be granted individual membership for the remainder of the current year. If the examination occurs after October 31 of any year, the individual shall be granted the next year's membership, and the individual shall be considered as a member-in-good-standing, until their dues payment is due again.
 - (2) Family membership. Limited to members who submit their entire family, regardless of number, on one application form and pay annual membership dues. "Families" shall be defined as persons desiring membership who reside at the same mailing address.
 - (3) Senior membership. Senior membership is available to members who are fully retired. The dues rate shall be set by the Board of Directors according the provisions of subsection B, above. If the Board of Directors fails to set a different rate for Senior members, they shall pay the rate set for Individual members, or as appropriate, the rate, set for Family membership.
 - (4) Life membership. Life membership may be conferred as an honor on any member who has served the Marin Amateur Radio Society in an exemplary fashion. The Board of Directors may nominate a member for Life Membership. A majority vote of the membership at an annual meeting at which a quorum is present can confer this honor on any regular member, or may be conferred by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the December membership meeting. Life members shall be entitled to vote and hold office and are exempt from paying dues.
 - (5) Honorary membership. Awarded to nonmembers who have rendered distinguished service to Marin Amateur Radio Society, or be considered an asset to have in the membership roll. Honorary membership shall be offered and continued at the discretion of the Board of Directors and be approved by the majority of the voting members present at a regular board meeting. Honorary members shall not be entitled to vote or hold office.

(6) Student membership. A full-time person who is enrolled in a recognized, accredited school or college may enroll at the rate determined by the Board of Directors, according the provisions of paragraph B above. If the Board of Directors fails to set a different rate for Student members, they shall pay the rate set for Individual members, or as appropriate, the rate, set for Family membership. Student members shall be entitled to vote and/or hold office.

H. When this corporation has provided for the payment of dues by members, membership shall expire upon the dues becoming delinquent and the rights and privileges of membership shall automatically terminate upon those dues becoming delinquent, as defined in subsection B.(2), above.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP ROSTER

- A. The corporation shall keep a membership roster containing the name and address of each member. Termination of the membership of any member shall be recorded in the roster together with the date of termination of such membership. Such roster shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.
- B. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

- A. Grounds for termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
 - (3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their delinquent date, such termination shall be effective when written notification of delinquency and termination of membership is given personally or mailed to such member by the secretary of the corporation. A member may be reinstated by paying the amount of delinquent dues within a thirty-day (30-day) period following the date of the written notification of delinquency.
- B. Procedure for expulsion. Following the determination that a member should be expelled under subsection A(2), the following procedure shall be implemented:
- (1) A notice shall be sent by first-class mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the effective date of the proposed expulsion.
 - (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - (3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.
 - (4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid for that calendar year. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues paid.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class or type of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 13

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within the County of Marin, State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

- A. Regular meetings of the membership of the Marin Radio Amateur Society shall be held on the first Friday of each month at 7:30 p.m. or at such alternate time and date as approved by a majority vote of the Board of Directors.
- B. Regular meetings of the membership may be cancelled from time to time as need and necessity determine with the approval of the Board of Directors.
- C. The membership regular meeting scheduled for the month of November of each year shall be designated as the Annual Meeting, for the purposes of presentation of candidates for election to the Board of Directors, and transacting other business as may come before the meeting.
 - (1) Voting for the election of directors shall be by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the December membership meeting.
 - (2) All other business that comes before the Annual Meeting, if a quorum is present, may be decided by a vote of the majority of the members present; or may be decided by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the December membership meeting.
 - (3) The November meeting of members for these stated purposes shall be deemed a regular meeting, and any reference in these Bylaws to regular meetings of members shall also refer to this annual meeting.
- D. If the day fixed for the annual meeting or other regular meetings falls on or near a legal holiday, such meeting shall be held at the same hour and place on a day as determined by the Board of Directors.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

- A. Special meetings of the members may be called by the Board of Directors or the president of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five (5) percent or more of the members.
- B. Any business that comes before a Special Meeting, if a quorum is present, may be decided by a vote of the majority of the members present; or may be decided by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the next membership meeting.

SECTION 4. NOTICE OF MEETINGS

- A. Time of notice. A written notice of all meetings shall be given by the corporation not less than five (5) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given ten (10) days before the meeting.
- B. Manner of giving notice. Notice of a members' meeting or any report shall be given either by mail or other means of written communication, including publication in the organization's newsletter, delivered electronically, addressed to the member at the address of such member appearing on the books of the corporation. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail.
- C. Contents of notice. Notice of a membership meeting shall state the place, date, and time of the meeting, and
 - (1) In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
 - (2) In the case of an annual meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- D. Notice of meetings called by members.
 - (1) If a special meeting is called by members as authorized in these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by mail to the chairperson of the board, president, vice president, or secretary of the corporation.

- (2) The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date, time and place of the meeting.
- (3) The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

E. Waiver of notice of meetings.

- (1) The transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof.
- (2) All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that, if action is taken or proposed to be taken for approval of any of the matters specified in subsection F, below, the waiver of notice or consent shall state the general nature of the proposal.

F. Special notice rules for approving certain proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved by a two-thirds majority of those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause.
- (2) Filling of vacancies on the board by members.
- (3) Amending the Articles of Incorporation.
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

- A. A quorum shall consist of twenty-five percent (25%) of the voting members of the corporation. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business, notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum or may be decided

by either mail ballot or electronic balloting of the membership, and the vote tabulation shall be published in the club publication and announced at the next membership meeting.

- B. In the absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the votes represented in person at the meeting. No business shall be transacted at such meeting.
- C. Any business that is presented at any meeting, that requires a vote of the membership, if a quorum is not present, the Board of Directors may submit the matter to a vote of the membership to be decided by either mail ballot or electronic balloting and the vote tabulation shall be published in the club publication and announced at the next scheduled membership meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

- A. Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.
- B. Any such act or decision done or made by a majority of voting members voting by mail ballot or electronic balloting of the membership, as provided herein, is an act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each dues-paying member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by either mail or electronic ballot.

SECTION 8. PROXY VOTING

There shall be no voting by proxy.

SECTION 9. CONDUCT OF MEETINGS

- A. Meetings of members shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or by any other officer present. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- B. Meetings shall be governed by *Roberts' Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

- A. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot by mail, electronic mail or electronic ballot to each member entitled to vote on the matter.
 - (1) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that, where the person solicited specifies a choice with respect to any such proposal, the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation.
 - (2) All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.
 - (3) Ballots shall be mailed or delivered electronically in the manner required for giving notice of meetings specified in Section 4.B of this article.
- B. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- C. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. NOMINATION AND ELECTION PROCEDURES

- A. All directors of the corporation shall be elected as provided herein and shall hold office until their respective successors are elected and installed.
 - (1) NOMINATING COMMITTEE of not less than three (3) nor more than five (5) members of the corporation shall be appointed by the Board of Directors not less than 60 days nor more than 90 days prior to the annual meeting.
 - (a) This committee shall prepare a list at least sufficient to fill all vacancies on the Board of Directors and to report the names to the Board of Directors not later than the directors' meeting preceding the annual meeting.
 - (b) Persons so nominated shall have been contacted by the committee to determine their willingness to serve.

(c) The members of the corporation shall be notified in writing, including publication in the organization's newsletter, delivered electronically, of the names of the persons so nominated not less than 15 days prior to the annual meeting of the membership.

(2) NOMINATIONS FROM THE MEMBERSHIP: Any member in good standing may nominate in writing any other member in good standing for the office of director. Any such additional nominees shall be seconded, in writing, by at least one other member in good standing, and the nominee must submit a written statement that he or she would serve if elected.

(a) All such nominations shall be submitted to the secretary of the corporation at least thirty days (30) prior to the annual meeting.

(b) The members of the corporation shall be notified in writing names of the persons so nominated not less than 15 days prior to the annual meeting of the membership, as provided in subsection 1.(c), above.

B. ELECTION: The election of directors will be by secret ballot provided by either mailed or electronic balloting. A majority vote shall not be required for election, and the nominees receiving the highest number of votes will be deemed elected to fill the vacancies. In the event of a tie for the last of such vacancies, a further election shall be immediately held in which the nominees tied for such vacancy shall be voted upon and the nominee receiving the highest vote shall be declared elected.

SECTION 12. ACTION BY WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if two-thirds of the members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as a two-thirds majority vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

CONSENT OF DIRECTORS ADOPTING BYLAWS

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: March 2, 1990, Secretary John Harris: /s John Harris

*As approved March 3, 2000 and amended March 31, 2000: Changing the name of the corporation to be
Marin Amateur Radio Society*

As amended November 16, 2002:

As amended January 09, 2007: Secretary Randy Jenkins: /s Randy Jenkins

As amended January 15, 2014: Secretary Randy Jenkins: /s Randy Jenkins,

As Amended, Reformatted and Renumbered June 03, 2017

Dated: _____, Secretary David Chaney : _____