

By-Laws Proposed Changes in 2107

We have gone through the By-Laws and updated them, according our current practices. We have also added provisions for mailed and electronic balloting to transact business, since we rarely get 25% of the members at a meeting (a quorum).

There was discussion among the Board of Directors about reducing the size of the Board of Directors. There was discussion among the Board of Directors about the dues structure.

Proposed existing language to be deleted is in ~~Strikethrough-type~~, proposed language to added is in **red type**.

<Update Logo; Article 3 S1, S3, S4, S13, Notations; Article 5 S2; Article 9 S1; Article 12 S1, S2, S4, S9; Article 13 S2, S3, S5 as Amended 2017>



ARTICLE 3 DIRECTORS

Please see notations at the bottom of ARTICLE 3-DIRECTORS

SECTION 1. NUMBER

The corporation shall have ~~nine (9)~~ **seven (7)** directors ~~and not more than two Trustee(s) of License~~, 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. **It shall be the intent of this provision to have a number less than 10% of the membership serve on the Board of Directors, but not less than the number of Officers mentioned elsewhere in these By-Laws.** (see notations)
<Amended 03/31/2000> <Amended 01/15/2014> **(SEE NOTATIONS)** <Amended 2017>

~~The Trustee(s) of License shall be permanent members of the Board of Directors as long as he or she continues to hold that capacity (subject to the provisions of Section 4, Paragraph b, below), or until such time as the Board of Directors removes that person from that capacity.~~ **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 considered as one and the same.
<Amended 03/31/2000> <Amended 01/15/2014> **<Amended 2017>**

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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. AMENDED NOVEMBER 1990:
<Amended 03/31/2000>

SECTION 3. DUTIES

It shall be the duty of the ~~d~~Directors and Trustee(s) of License to: <Amended 2017>

(e) Register their mailing addresses and their electronic addresses with the secretary of the corporation, and notices of meetings mailed or communicated to them at such addresses shall be valid notices thereof. <Amended 03/31/2000> <Amended 2017>

SECTION 4. TERMS OF OFFICE

a) Each director shall hold office for a term of two (2) years until the next annual meeting for election of the Board of Directors 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. <Amended 03/31/2000> <Amended 01/15/2014> <Amended 2017>

b) The Trustee(s) of License shall be appointed by the Board of Directors, to be confirmed by a vote of the general membership, with 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. <Amended 01/15/2014> <Amended 2017>

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of ~~five (5)~~ 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.<Amended 03/31/2000> <Amended 2017>

NOTATIONS: It is understood and agreed prior to the 2017 amendment to these bylaws, to reduce the number of serving directors from nine to seven, that 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

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eliminated in 2019. In 2018 this corporation shall have 8 elected directors. In 2019 this corporation shall 7 elected directors.

*ARTICLE 5
COMMITTEES*

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. 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.

(b) Standing committees shall be:

- 1. Club Station and Facilities*
- 2. Membership <Amended 03/31/2000>*
- 3. Education*
- 4. Repeater Technical Committee <Amended 03/31/2000>*
- 5. Public Service Committee <Added 2017>*

*ARTICLE 9
AMENDMENT OF BYLAWS*

SECTION 1. AMENDMENT

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:

(a) 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,

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may not be adopted, amended, or repealed, except as provided in subparagraph (b) of this section; or

- (b) *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. <Amended 2017>*

ARTICLE 12 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have ~~five (5)~~ *six (6) classes 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. *<Amended 2017>*

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 not have any regard for 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. <Amended 2017>*

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 ~~Club~~ *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.* 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 180 days following that date. *Dues payments accepted after October 31 of any year, shall applied to the subsequent year's payment of dues, and the*

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payee shall be considered as a member-in-good-standing, until dues payment is due again.
<Amended 1/15/2014> <Amended 2017>

(c) *Memberships shall be non-assessable.* <sp>

(d) *The Board of Directors of Marin Amateur Radio Society may wave payment of dues by any group of members (other than themselves), for good cause, subject to the approval of a 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. Any member who is exempted from paying annual dues shall be classified as an Honorary Member as listed in sub-paragraph (e)(5) below, unless otherwise specified in the motion by the Board of Directors and ratified by the membership.* <Added 2017>

~~(de)~~ There shall be ~~five (5)~~ *six (6)* types of memberships as follows: <Amended 2017>

1. *Individual membership. Members who submit individual applications and pay annual dues for one member. As previously approved by the membership, individuals who take any class for getting any class of license, taught by our instruction team; and subsequently pass an examination to obtain a license or upgrade their license, within 90 days of the conclusion of the class; shall be granted individual membership, for the remainder of the current calendar year. If the examination occurs after October 31 of any year, the individual shall granted the subsequent year's membership, and the individual shall be considered as a member-in-good-standing, until dues payment is due again.* <Amended 2017>

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.*
<Amended 1/15/2014>

3. *Senior/Student 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 paragraph (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. A student who is enrolled in a recognized school or college may enroll at the same dues as senior members.* <Amended 2017>

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/or hold office and are exempt from paying dues. <Amended 2017>

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 student 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. <Added 2017>*

7. 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:*

(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 ~~due~~ delinquent date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation or the Membership Chair. A member may avoid such termination by paying the amount of delinquent dues within a thirty-day (30-day) period following the member's receipt of the written notification of delinquency. All memberships, when is this corporation has provided for the payment of dues by members, shall expire at the end of the of the fiscal year as specified in ARTICLE 8 . <Amended 2017>*

ARTICLE 13 MEETINGS OF MEMBERS

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

Regular meetings of the membership of this club 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. <Amended 03/31/2000>

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. <Amended 03/31/2000>

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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. 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. <Amended 01/15/2014>

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. 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. <Amended 1/15/2014> <Amended 2017>

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) Persons who may call special meetings of members: Special meetings of the members shall 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. 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. <Amended 2017>

SECTION 5. QUORUM FOR MEETINGS

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. <Amended 1/15/2014> <Amended 2017>

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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. Any business that is presented at any meeting, that requires a vote of the membership, if a quorum is not present, may upon a vote by the Board of Directors, may be submitted by a vote of the membership; to 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 scheduled membership meeting. <Amended 2017>

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

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. Any business that is presented at any duly held meeting, that requires a vote of the membership, if a quorum is not present, may upon a vote by the Board of Directors, may be submitted by a vote of the membership; to 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 scheduled membership meeting. Any such act or decision done or made by a majority of voting members voting by mail ballot or electronic balloting of the membership, is an act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number. <Amended 2017>