

BYLAWS FOR THE REGULATION
EXCEPT AS OTHERWISE PROVIDED BY STATUTE
OR ITS ARTICLES OF INCORPORATION, OF
YUBA-SUTTER AMATEUR RADIO CLUB, INC.

ARTICLE 1
OFFICES:

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation in California shall be located in the Counties of Yuba and/or Sutter at the address of the Secretary, and shall so remain unless moved by amendment to the Articles of Incorporation of this corporation. The Board of Directors is hereby granted full power and authority to establish the exact location of said principal office within said counties, and to amend or change the same from time to time, as may be necessary, proper or desirable for the efficient transaction of the business of the corporation. The exact location so determined shall be noted on these bylaws by the secretary, opposite this section, or this section may be amended to state such location.

Section 2. OPERATIONAL OFFICES. The Board of Directors shall designate the location or locations of any operational offices established by the corporation, and shall designate the equipment to be installed and operated at each such operations office. When the same have been established, they shall be referred to as repeater sites and/or remote base sites, and their operational characteristics and capabilities shall be announced to the membership at large, subject to such limitations as may be required to adequately assure compliance with control and other requirements imposed upon such sites by the Federal Communications Commission, or by the laws of the United States or of the State of California. Nothing in this section shall be deemed to preclude the giving of any advance notice or notification of proposed sites or equipment modifications to membership, nor to preclude the modification of any site or sites or of the equipment located at any such site, or of the capabilities of the equipment to be maintained at any such site, provided only that the membership shall be kept adequately advised of any such modification.

ARTICLE II
MEMBERSHIP:

Section 1: ELIGIBILITY FOR MEMBERSHIP: All persons having an active interest in Amateur Radio shall be eligible for membership in the corporation, so long as said person pays his dues and complies with all other requirements for membership as set out hereafter. Provided, however, that no such person shall be eligible to hold an elected or appointed position other than "member" unless he holds a valid and current renewable Amateur Radio Operator license issued by the Federal Communications Commission at the time of such election.

Section 2: APPLICATION FOR MEMBERSHIP: Application for membership in the corporation shall be made in accordance with appropriate procedures as, from time to time, may be adopted by the Board of Directors and duly promulgated for that purpose.

Section 3. REVOCATION OF MEMBERSHIP: The Board of Directors shall have the power to revoke or suspend the membership or membership rights of any member who has failed to abide by the regulations, bylaws and Operations Procedure of the corporation, on due notice to such member and full hearing, which hearing shall be closed session if so requested by the member whose continued right to membership or membership privileges is in question provided that the procedures to be established by the Board of Directors for such revocation or suspension are followed explicitly. Any such procedure shall give the member involved ample opportunity to show cause why his membership or membership privileges should not be revoked or suspended.

ARTICLE III MEETINGS OF MEMBERS:

Section 1. PLACE OF MEETINGS: All annual meetings of the members, and all regular and special meetings of the members shall be held at the principal office of the corporation unless some other location is appointed therefore by resolution of the Board of Directors, and notification of such location is given to all members of record in writing by personal delivery, U.S. Mail, electronically via email or other means of written communication at least seven (7) days prior to such meeting. Notice of such location shall be deemed properly given as to all subsequent meetings in the event such notification is given of a location to be utilized "until further notice," and no meeting thereafter held may be deemed improperly called or held by reason of a failure to give notice of the specific location of such subsequent meeting, unless the location thereof be different from that previously announced.

Section 2. ANNUAL MEETINGS: The annual meeting of the members shall be held at the general meeting in November for the election of officers and board members at the location determined pursuant to section one of this Article.

Written notice of each annual meeting shall be given to each member entitled to vote, by personal delivery, U.S. Mail, electronically via email or other means of written communication charges prepaid, addressed to each member at this address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by personal delivery, U.S. Mail, electronically via email or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 3. REGULAR MEETINGS: Regular meetings of the members may be held as decided by vote of the members each year at the annual meeting. Once the membership has elected to hold such meetings, such election shall be deemed renewed from year to year unless modified or revoked by appropriate action at a subsequent annual meeting.

Section 4. SPECIAL MEETINGS: Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the president, or by resolution of the Board of Directors, or by the written vote or consent of not less than a majority of the members entitled to vote at such meeting. Such meetings may be held at the principal office of the corporation, or at any place within or without the state of California as designated in the written vote or consent of the members calling such special meeting, or by the Board of Directors pursuant to the authority granted them in these bylaws, provided notice of such location be given in the manner hereinafter provided in this Article.

Section 5. NOTICE OF REGULAR OR SPECIAL MEETING: Written notice of each regular or special meeting shall be given to each member entitled to vote, by personal delivery, U.S. Mail, electronically via email or other means of written communication, charges prepaid, addressed to each member at his address appearing on the books of the corporation, or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given him if sent by personal delivery, U.S. Mail, electronically via email or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than seven (7) days before each such regular or special meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 6, QUORUM: No meeting of the members shall transact business unless a quorum of the members entitled to vote is present, except to adjourn from day to day or until such time as may be deemed proper. One third (1/3) of the members shall constitute a quorum for the purposes of this section. Notwithstanding the preceding provisions of this section, the members present at a duly called or held meeting at which a quorum is found to be present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum remaining.

Section 7, ADJOURNED MEETING AND NOTICE THEREOF: Any meeting of the members, whether annual, regular or special, and whether or not a quorum is present may be adjourned from time to time by the vote of a majority of the members present in person, but in the absence of a quorum no other business may be transacted at such meeting.

When any meeting of the members, whether annual, regular or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of

an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than the announcement at the meeting at which such adjournment is taken, and by such further announcement or other means of notice as may be prescribed in the motion to adjourn.

Section 8, ACTION WITHOUT MEETING: Any action which, under any provision of the California Nonprofit Corporation Law, may be taken at a meeting of the members, except approval of an agreement for merger or consolidation of the corporation with other corporations, may be taken without a meeting if authorized by a writing signed by not less than two-thirds (2/3) of the persons who would be entitled to vote upon such action at a meeting, and filed with the secretary of the corporation.

Section 9, INSPECTORS OF ELECTION: In advance of any meeting of the members, the Board of Directors may appoint any person(s) other than nominees for office or the named proponents of any resolution to come before the meeting, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the chairman of any such meeting may, and on the request of any member or his proxy shall, make such appointment at the meeting. The number of inspectors shall be either three (3) or five (5). If appointed at a meeting on the request of one or more members, the majority of members present shall determine whether three (3) or five (5) inspectors are to be appointed. In any case if any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the chairman.

The duties of such inspectors shall be as prescribed by Section 707 of the Corporation Code of California and shall include: determining the number of members of record, the members represented at the meeting, the existence of a quorum, the authenticity, receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all members.

ARTICLE IV BOARD OF DIRECTORS

Section 1, QUALIFICATIONS OF DIRECTORS: All directors of this corporation shall be members of the corporation in good standing, and must possess a current, valid and Amateur Radio Operator license issued by the Federal Communications Commission.

Section 2, POWERS: Subject to the limitations of the articles of incorporation, of these bylaws, and of the California General Corporation Law and the California Nonprofit Corporation Law, as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation

shall be controlled by, the Board of Directors. Without prejudice to such general powers, but not subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

- a. To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or these bylaws, fix their compensation, if any, and require from them security for faithful service.
- b. To cooperate with government agencies, city, state and national, in operating amateur radio repeater or remote base station or stations in such location or locations as may be mutually agreed upon, for the better attainment of the objectives and purposes of the corporation, and to best provide emergency and/or educational service to the community at large when needed.
- c. To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, or with the articles of incorporation or the bylaws, or with the rules and regulations issued and promulgated by the Federal Communications Commission, as they may deem best.
- d. To change the principal office for the transaction of the business of the corporation from one location to another within the same ~~county~~ county(s) as provided in Article I, Section 1, hereof; to designate one or more location or locations for the operational offices and repeater or remote base sites to be operated by the corporation, and to provide for the equipment to be operated and maintained at such locations, as provided in Article I, Section 2 hereof; to designate any place within or without the State of California for the holding of any membership meeting or meetings, including annual meetings, subject only to the notice requirements contained in Article III, Sections 1, 2 and 5, of these bylaws; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.
- e. To appoint the members of all standing committees of the corporation, and to establish ~~interiolk.m~~ committees and appoint the members thereof, at such times and in such manner as they may deem necessary or proper for the efficient transaction of the business and activities of the corporation.
- f. To determine, modify and establish dues and/or assessments for the members, and to provide for the due dates thereof.
- g. A budget will be formed by the board by the annual meeting each year..

Section 3, DUTIES OF DIRECTORS: Subject to the limitations imposed by the laws and regulations of the United States or any regulatory agency thereof, and of the State of California or any regulatory agency or political subdivision thereof, the Board of Directors, in addition to fulfilling all duties imposed upon them by law, whether included in the General or Nonprofit Corporation Laws of the State of California or otherwise, may provide for not less than one operational amateur radio repeater station or remote

base station, open to the use of the general membership, and shall maintain the same at the sole expense of the corporation. In addition, the directors shall:

- a. Cause to be kept by the secretary, and open to the inspection of any person entitled thereto, and making demand therefore, a membership register, book of minutes of all meetings of the Board of Directors and of the members, and all other books and records required by law to be kept and maintained.
- b. Report regularly to the membership all activities of the Board of Directors, with the exception of matters required to be considered in closed session and with the further exception of these matters providing exception to the Brown Act of the State of California.
- c. Wherever possible, present to the membership for consideration and recommend
 1. any proposal involving the expenditure of corporate funds in excess of the sum of Five Hundred Dollars (\$500.00),
 2. any proposal concerning major modifications of the equipment installed at any repeater or remote base site operated by the corporation,
 3. or any proposal for an amendment to these bylaws other than such amendments as may be required to maintain their consistency following an amendment previously submitted to the membership and adopted, or required for the purpose of permitting the corporation to remain in compliance with any applicable law.

Section 4, ELECTION AND TERM OF OFFICE: All directors of the corporation excepting the Trustee of License shall be elected at the annual meetings of members, and shall hold office for a period of one (1) year and until their respective successors are elected, except as provided in Section 5 of this Article, Election of directors shall be a primary agenda item at such annual meeting.

Section 5, DISQUALIFICATION FOR ELECTION AND IMPLIED RESIGNATION: Any member of the Board of Directors who shall fail to attend three (3) consecutive meetings, regular or board or combination thereof, shall be deemed to have resigned from the Board, unless such absence shall have been previously excused by resolution of the Board, for good cause shown. Any such implied resignation shall be immediately accepted by the remaining members of the Board, and the member involved shall be so notified in writing by personal delivery, U.S. Mail, electronically via email or other means of written communication.

Section 6, VACANCIES: Vacancies in the Board of Directors may be filled by a majority of the remaining directors, through less than a quorum, or by a sole remaining director,

and each director so elected shall hold office for the remainder of the term of office of the regularly elected director whom he replaces.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, whether in fact or implied, or removal of any director, or of the authorized number of directors be increased, or if the members fail, any annual, regular or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The members entitled to vote may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of the director rendered to take effect at a future time, the board or the members entitled to vote shall have power to elect a successor to take office when the resignation is to become effective.

Section 7, REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at any time and place within or without the state which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office of the corporation.

Section 8, SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president, or, if he is absent or unable or refuses to act, by the vice-president or by any two directors.

Written notices of the time and place of special meetings shall be delivered by personal delivery, U.S. Mail, electronically via email or other means of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is delivered by personal delivery, U.S. Mail, electronically via email or other means of written communication to the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least forty eight (48) hours prior to the time of the holding of the meeting. Such delivery by personal delivery, U.S. Mail, electronically via email or other means of written communication as above provided shall be due, legal and personal notice to such director.

Section 9, ACTION WITHOUT MEETING: Any action by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing by personal delivery, U.S. Mail, electronically via email or other means of written communication to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 10, QUORUM: A majority of the authorized numbers of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinbefore provided. Each act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the articles of incorporation.

Section 11, WAIVER OF NOTICE: The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such 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 12, ADJOURNMENT: A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 13, NOTICE OF ADJOURNMENT: Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 14, FEES AND COMPENSATION: Directors and members of committees may receive such reimbursement for expenses, if any, as may be fixed or determined by resolution of the Board. No fees or compensation shall be paid to any member for service as a director, officer or member of any committee of this corporation.

ARTICLE V OFFICERS:

Section 1, OFFICERS REQUIRED OR AUTHORIZED: The officers of this corporation shall include, as a minimum, a president, a vice-president, a secretary, a treasurer and a trustee of license, if and when a repeater is operated by the corporation. The corporation may also have, at the discretion of the Board of Directors, one or more assistant secretaries and such other subordinate officers as may be appointed in accordance with the provisions of Section 4 of this Article.

Section 2, ELECTION OF REQUIRED OFFICERS: The required officers of the corporation, except such officers as may be appointed in accordance with Sections 3, 4 and 6 of this Article, shall be chosen annually the annual meeting of the members. Any officer may be re-elected to the same office or to another office provided he holds a current, valid and renewable Amateur Radio Operator license issued by the Federal Communications Commission.

Section 3, ELECTION OF TRUSTEE OF LICENSE: The trustee of license shall be elected by the Board of Directors at such times as a vacancy exists in that office for any of the reasons set forth in Sections 5 or 6 of this Article, or at such time as a vacancy in said office is expected to occur within sixty (60) days by virtue of completion of the term of office of the incumbent trustee. The trustee of license shall be elected for a term of five (5) years, to be concurrent with the term of the Station License held on behalf of the corporation. No person shall be elected to the office of trustee of license if his election as such would require any radio equipment utilized by the corporation at the time of his election to be removed from service. The trustee of license shall be exempt from the annual election requirements of Section 2 of this Article, and shall be exempt from the provisions of section 5 of Article IV of these bylaws.

Section 4, SUBORDINATE OFFICERS: The Board of Directors may appoint, and may empower the president to appoint, such other officers as the business and affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be provided in these bylaws or as the Board of Directors may from time to time determine.

Section 5, REMOVAL AND RESIGNATION: Any officer may be removed, with the exception of the trustee of license, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice by personal delivery, U.S. Mail, electronically via email or other means of written communication to the Board of Directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6, VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointment to such office, except that such office shall be filled by an election held not later than the second regular meeting of the Board of Directors following the creation of such vacancy.

Section 7, PRESIDENT: The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business, affairs, activities and officers of the corporation. He shall preside at all meetings of the members and shall call and preside at all meetings of the Board of Directors. He shall be ex officio a member of all standing and temporary committees, and shall have the general powers, and general duties of management, usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or bylaws.

Section 8, VICE-PRESIDENT: In the absence of disability of the president, the vice-president shall perform all the powers of, and be subject to all the restrictions upon, the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or the bylaws. In addition, the vice-president shall:

- a. In the event the president should resign his office, or for some reason become unable to perform the duties of the office of president, at the next meeting of the Board of Directors following the receipt of notification of resignation of the president or at the Board of Directors meeting when the office of president shall be declared vacated by unanimous agreement of the Board of Directors, call for a special election for the office of president. When the new president has been elected, the vice-president shall resume his duties as vice-president.
- b. Be responsible for obtaining a meeting place for all meetings of the corporation and the Board of Directors.

Section 9, SECRETARY: The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and members, with the time and place of holding whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors meetings, the number of members present or represented at membership meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and affix the same to all documents requiring such seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the bylaws. In addition, his duties shall specifically include the following:

- a. He shall keep at the principal office of the corporation, or such other place as the Board of Directors may designate, a membership register, pursuant to the provisions of Section 9606 of the Corporations Code of the State of California, and also 11 other books of the corporation by law or by those bylaws required.
- b. He shall keep at the principal office of the corporation, or such other place as the Board of Directors may designate, open to inspection by members at all reasonable times the original or a certified copy of the bylaws of the corporation, as amended, or otherwise altered to date.

Section 10, TREASURER: The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains,

losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. In addition the treasurer shall prepare and distribute to the members of the corporation prior to the annual meeting a summary of all financial transactions for the preceding year.

Section 11, TRUSTEE OF LICENSE: The trustee of license shall be duly qualified and licensed by the Federal Communications Commission as trustee for all corporate radio stations and equipment and of the license issued for such radio stations. He shall be responsible for the proper and lawful operations of such radio stations. He shall perform such duties and functions, as may be designated by the Board of Directors, and shall:

- a. Be responsible for maintaining the permanent radio log and log files of all corporate radio stations, and shall take all necessary precautions to assure that the operation of such stations is in full compliance with all Federal Communications Commission rules and regulations pertaining to operating and maintaining an Amateur Radio station or stations.
- b. Be in complete charge of all maintenance of corporate owned and managed radio equipment; institute a program of preventive maintenance and schedule members to perform maintenance procedures when deemed necessary.
- c. Keep at the principal office of the corporation, or at such other place as the Board of Directors shall order, open to inspection by members at all reasonable times, an accurate, complete and current inventory of all corporate owned or managed property, showing the location of the property, its present use and condition, and the ownership of the property if not corporate owned, which said record shall be a permanent corporate record.

ARTICLE VI COMMITTEES

Section 1, STANDING AND TEMPORARY COMMITTEES: Standing and/or temporary committees may be appointed by the president with the concurrence of the Board of Directors for any specific purpose, and for a specified or indefinite time at the discretion of the president or the Board of Directors, whenever it may be deemed necessary or desirable for the proper operation of the business, activities and affairs of the corporation. The purposes and duties of any committees so appointed shall be defined at the time of their appointment. Such committees may be appointed from the membership at large, and need not be limited to members of the Board of Directors; provided, however, that at least one member of the Board of Directors other than the president shall

be a member of each such committee, and provided further that the president shall be an ex officio member of all such committees so appointed.

ARTICLE VII
MISCELLANEOUS PROVISIONS:

Section 1, INSPECTION OF CORPORATE RECORDS: The membership register or a duplicate membership register, the books of account, and minutes of proceedings of the members and directors and of the various committees of the directors or of the corporation shall be open to inspection upon the written demand by personal delivery, U.S. Mail, electronically via email or other means of written communication of any member, at any reasonable time, and for a purpose reasonably related to his interests as a member and shall be exhibited at any time when required by the demand of ten percent (10%) of the members represented at any membership meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand for inspection other than at a membership meeting shall be made in writing upon the president, secretary or assistant secretary, if any, of the corporation.

Section 2, CHECKS, DRAFTS, ETC: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by at least two members of the Board of Directors; and all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness payable to the corporation shall be promptly endorsed by the treasurer or by such other persons who may be designated by the Board of Directors; and all funds so received shall be immediately and directly deposited in the corporate account.

Section 3, CONTRACTS, ETC., HOW EXECUTED: The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 4, MEMBERSHIP CERTIFICATES: Upon admission as a member of the corporation, each person so admitted shall be issued a certificate of membership, which shall bear the name of the corporation, followed by the words "A California Nonprofit Corporation," the name of the member, the date of issuance and the year for which the certificate is issued, and a statement that all dues and assessments have been paid for that year. Such certificates shall be reissued annually to all members in good standing upon their payment in full of dues and assessments for the year in which the certificate is issued. All certificates shall bear the signature of the president or a facsimile thereof, and shall be authenticated by the written signature of the treasurer.

Certificates of membership may be issued prior to full payment under such restrictions and for such purposes as the Board of Directors or the bylaws may provide; provided,

however, that any such certificates so issued prior to full payment shall state the amount remaining unpaid and the terms of payment thereof.

Section 5, DUES AND ASSESSMENTS: Annual dues shall be paid, except as hereinafter provided by all members of the corporation. The amount of such dues shall be reviewed annually at the October meeting of the Board of Directors, and dues then established for the following calendar year. The Board of Directors shall have the power to establish exceptions or special rates upon good cause shown, based upon the status of the member or members involved or upon a determination of hardship, when in their discretion such exemptions or special rates would be in the best interests of the corporation. All dues so determined and established shall be payable on an annual basis.

The Board of Directors may, from time to time, either in conjunction with the establishment of dues or at such other times as appear necessary or proper, levy assessments to be payable by all members of the corporation as a condition to continued membership, for the purpose of obtaining necessary funds for the continued operation or maintenance of corporate radio equipment, or such purposes as the activities and business of the corporation shall require. All such assessments shall be levied upon all members equally, unless for good cause shown and upon a determination of hardship by the Board of Directors; such assessments appear inequitable and unfair to a given member or group of members, in which event the Board of Directors may establish exceptions to or special rates of assessment as to the member involved or group of members involved.

Section 6, INSPECTION OF BYLAWS: The corporation shall keep in its principal office for the transaction of business, and at such other place as the Board of Directors may designate, the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours. In the event the Board of Directors designates a place for the keeping of such bylaws other than the principal office of the corporation, all members shall be promptly advised of such location.

Section 7, CONSTRUCTION AND DEFINITIONS: Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law and in the California General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular.

ARTICLE VIII AMENDMENTS:

Section 1, POWER OF MEMBERS: New bylaws may be adopted or these bylaws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the corporation or by written assent of such members by personal

delivery, U.S. Mail, electronically via email or other means of written communication, except as otherwise provided by law or by the articles of incorporation.

Section 2, POWER OF DIRECTORS: Subject to the right of members as provided in Section 1 of this Article VIII to adopt, amend or repeal these bylaws, any part of all of these bylaws, other than a bylaw or amendment thereof changing the authorized number of directors, may be adopted, amended or repealed by the Board of Directors.

THE UNDERSIGNED DOES HEREBY CERTIFY:

1. That I am the duly elected and acting Secretary of said corporation organized under the laws of the State of California and;
2. That the foregoing By-laws comprising fifteen (15) pages, including this, constitute the amended By-laws of said corporation as duly adopted by an annual meeting of the membership and Board of Directors hereof duly held.

IN WITNESS THEREOF, I have hereunto subscribed my name and affixed the seal of said corporation on November 14, 2013.

Witnesses

Larry A. Witcher
Larry A. Witcher Secretary

Steve Albrecht
Steve Albrecht Director

Shari H. Goforth-Eby
Shari Goforth-Eby Director

Robert A. McClard
Robert A. McClard Director

June A. McJunkin
June A. McJunkin Director

Marsha L. Sylvester-Jose
Marsha L. Sylvester-Jose Director

ACKNOWLEDGEMENT

State of California, County of Sutter On November 14, 2013, before me, Karen L. Fitch, Notary Public, personally appeared Larry A. Witcher, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that his signature on the instrument the person, or the entity upon the behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the FOREGOING PARAGRAPH IS TRUE AND CORRECT.

WITNESS my hand and official seal.

Karen L. Fitch (Seal)
Karen L. Fitch

