

**BYLAWS
OF
HUMBOLDT AMATEUR RADIO CLUB, INC.**

ARTICLE I. OFFICE

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of Eureka, County of Humboldt, State of California.

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Humboldt, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification of Members

Section 2.01. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 2.02. Any person as defined in §5065 of the Corporations Code, is eligible to be a member of the Corporation.

Qualification of Members

Section 2.03. Any person, eligible for membership under Section 2.02 of these Bylaws, who demonstrates that they are genuinely interested in Amateur Radio.

Admission to Membership

Section 2.04. Any person, eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws shall be admitted to membership only on the approval of the board of the Membership Committee duly authorized by resolution, to admit members of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors.

Application Fee

Section 2.05. There shall be no fee for making application for membership in the Corporation.

Dues

Section 2.06. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$50.00. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

Fund Raising

Section 2.07. The Corporation, may conduct raffles, sell surplus equipment and supplies and engage in fund raising activities and promote fund raising events to enhance the financial condition of the Corporation.

Number of Members

Section 2.08. There shall be no limit on the number of members the Corporation may admit.

Transferability of Membership

Section 2.09. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for the value or otherwise.

Membership Book

Section 2.10. The Corporation shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

Inspection Rights of Members

Demand

Section 2.11(a). Subject to the Corporation's right to set aside a demand for inspection pursuant to §6331 of the Corporations Code and the power of the Court to limit inspection rights pursuant to §6331 of the Corporations Code, and unless the Corporation provides

a reasonable alternative as permitted by Section 2.11(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

- (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the corporation, on written demand and tender of reasonable charge, 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 it has been compiled or as of the date of the demand. The demand shall state to purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

Section 2.11(b). The rights of inspection set forth in Section 2.11(a) of these Bylaws may be exercised by the following:

- (1) Any member, for a purpose reasonably related to such person's interest as a member; and
- (2) The authorized number of members for a purpose reasonably related to the members' interest as members.

Alternative Method of Achieving Purpose

Section 2.11(c). The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.11(a) of these Bylaws, deliver to the person or persons making the demand, a written offer of an alternative method of achieving the purpose identified in Section 211(a) of these Bylaws, and shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Corporation fails to complete said offer. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(a) of these Bylaws.

Non-liability of Members

Section 2.12. A member of the Corporation shall not be solely, because of such membership, personally liable for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

Causes

Section 2.13(a). The Membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member;
- (4) The dissolution of corporate members;
- (5) The non-payment of dues or assessments subject to the limitations set forth in Section 2.13(b) of these Bylaws; and
- (6) The termination of all memberships or any class of members upon the Amendment of these Bylaws permitting the termination, pursuant to the §4342 of the California Corporations Code.
- (7) Illegal activities

Nonpayment of Dues

Section 2.13(b). The membership of any member who fails to pay his or her dues when due and within sixty (60) days thereafter shall automatically terminate at the end of such within sixty (60) *period* provided such member was given both a thirty (30) days prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the corporation.

Termination Hearing

Section 2.13(c). The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than ten (10) days before the effective date of the notice of hearing. The hearing shall be conducted at _____ by a committee composed of _____. The hearing shall be presided over by the _____ who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witnesses against the subject member;
- (4) Allow the subject member to cross-examine each witness following the testimony of that witness;
- (5) Allow the subject member to make a statement in his or her own behalf;
- (6) Allow the subject member to call witnesses in his or her own behalf;
- (7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide on the proposed termination.

Effect of Termination

Section 2.13(d). All rights of member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at the principal office of the corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02. Regular meetings of members shall be held on the first Tuesday of each calendar month unless the Board of Directors determines otherwise.

Special Meetings

Section 3.03. Special meetings of members shall be called by the duly elected President or the Board of Directors and held at such place as is fixed in Section 3.01 of these Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

Section 3.04. Written notice of special meetings of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid not less than ten (10) nor more than thirty-five (35) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specifically designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons, calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board of Directors of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Waivers Consents and Approvals

Section 3.06. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

Section 3.07. A quorum at any meeting of members shall consist of a majority of the voting power, represented in person or by proxy. For purposes of this Bylaw, “voting power” means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as proved in Section 3.08 of these Bylaws.

Voting Membership

One Vote Per Member

Section 3.10(a). Each member is entitled to one vote on each matter submitted to a vote of the members.

Indivisible Interest in Single Memberships

Section 3.10(b). Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(e) of these Bylaws relating to the voting of memberships in two or more names.

Memberships in Two or More Names

Section 3.10(c). Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect; if only one member votes, such act shall bind all members; and if more than one member vote, the act of the majority so voting shall bind all members.

Record Date of Membership

Section 3.10(d). The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.

Cumulative Voting

Section 3.10(e). Cumulative voting is when a member casts three (3) votes for the Board of Directors, and he or she is not allowed to accumulate those votes and cast all three (3) votes for one Director.

Proxy Voting

Section 3.10(f). Members entitled to vote shall not be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be

adopted with approval by the members. For purposes of this provision of these Bylaws. “approval by the members” shall assume the same definition set forth in §5034 of the Corporations Code.

Action without Meeting by Written Ballot

Ballot Requirements

Section 3.11(a). Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of Incorporation, any such action, which may be taken at any regular or special meeting of members, may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval 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 at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Pertaining to Election of Directors

Section 3.11(b). Directors may be elected by written ballot, except that election of Directors by written ballot shall not be permitted where the directors are elected by cumulative voting pursuant to §5616 of the Corporations Code.

Solicitation of Ballots

Section 3.11(c). Ballots shall be solicited in a manner consistent with the requirements of giving notice of members’ meetings set forth in section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses need to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Conduct of Meetings

Chairman

Section 3.12(a). The President of the Corporation or, in his or her absence, the Vice-President or any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

Section 3.12(b). The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meeting of members shall appoint another person to act as secretary of the meetings.

Rules of Order

Section 3.12(c). The Robert's Rules of Order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this corporation, the law, or the rules governing agenda, motions, and related matters.

Inspectors of Election

Appointment

Section 3.13(a). In advance of any meeting of the members or any action by written ballot, the Board may appoint any persons other than candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any persons so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot upon request of any member or member's proxy. The number of inspectors shall be either one (1) or three (3) . If appointed at a meeting on request of one or more of the members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

Duties

Section 3.13(b). The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding, the voting power of each, and when applicable the number represented at the meeting, the existence of the quorum, and the authenticity, validity, and effect of proxies;
- (2) Receive votes, ballots or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Vote of Inspectors

Section 3.13(c). If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Report and Certificate

Section 3.13(d). On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The corporation shall have five (5) Directors. Collectively, the Directors shall be known as the Board of Directors. The Board of Directors shall consist of the currently elected officers, and a Past President.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of the State of California.

Terms of Office

Section 4.03. Each Director shall hold office for one (1) year from the date of such Director's election, and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualifies.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law .

Election

Section 4.05. The Directors shall be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws.

Compensation

Section 4.06. The Directors shall serve without compensation.

Meetings

Call of Meetings

Section 4.07(a). Meetings of the Board shall be held at the principal office of the Corporation as specified in section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Time of Regular Meetings

Section 4.07(b). Regular meetings of the Board shall be held without call or notice, at the principal office of the Corporation, prior to each regular meeting of the members of the Corporation as set forth in Section 3.02 of these Bylaws, at such time as designated by the President.

Special Meetings

Section 4.07(c). Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors. Special meeting shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto, or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

Section 4.07(d). A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

Section 4.07(e). Except as otherwise provided in the Articles, in these Bylaws, or by law, 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 provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

Section 4.07(f). The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officers shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

Section 4.07(g). A majority of the Directors present, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing such action. 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 such Directors.

ARTICLE V. OFFICES

Number and Titles

Section 5.01. The offices of the Corporation shall be President, Vice-President, Secretary, and Chief Financial Officer (Treasurer), with such titles and duties as shall be determined by the membership as may be necessary to enable it to sign instruments. The President is the General Manager and Chief Executive Officer of the corporation. No offices may be held concurrently by the same person, except that the Secretary may serve concurrently as the Chief Financial Officer (Treasurer). All other offices must be held separately by members.

Election and Resignation

Section 5.02. The membership shall elect the President, Vice-President, Secretary, Chief Financial Officer (Treasurer). Any officer or Board member may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the office is a party. The Board of Directors shall consist of the above elected officers, and a past President.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members. Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountant, of if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

Annual Statement of Certain Transactions And Indemnification

Section 6.03. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in §6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporation seal that shall be in the affixed form and design. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

**CERTIFICATE OF SECRETARY
OF
HUMBOLDT AMATEUR RADIO CLUB, INC.
A California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said corporation and the foregoing Bylaws, comprising of 15 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on October 1, 2002.

Dated:

Roy Cantu, Secretary