

BY-LAWS of the
CENTRAL CALIFORNIA DX CLUB, INC.
Revised January 20, 1996

ARTICLE I: NAME AND PURPOSE

Sect. 1: This organization shall be known as CENTRAL CALIFORNIA DX CLUB, INC.

Sect. 2: This organization is formed pursuant to the General Non-Profit Corporation laws of the State of California.

Sect. 3: This organization is formed for: Public Service; Educational; Scientific and Recreational purposes, as a non-profit corporation. Among it's purposes: to bring together radio amateurs interested in long-distance communications, commonly known as "DX"; to secure closer cooperation and coordination of DX efforts; to elevate the standards of operating practices and ethics in amateur radio communications; to participate in the international exchange of knowledge, radio technology, techniques and methods affecting amateur radio DX accomplishments.

ARTICLE 2: MEMBERSHIP

Sect. 1: This organization shall have two classes of membership: Voting and Non-Voting. Each class will be constituted as follows:

1.1 VOTING MEMBERS

a. Full members

1.2 NON-VOTING MEMBERS

a. Absentee members

b. Honorary and Courtesy

members

c. Associate members

Sect. 2: QUALIFICATIONS OF MEMBERS; AREA COVERED.

2.1: The area covered by the Club shall consist of, but not limited to, the Counties of Madera, Fresno, Mariposa, Tulare, Kings, Kern, and San Luis Obispo.

2.2: All Voting members shall possess a valid Amateur Radio Operator License and a valid Amateur Radio Station License.

2.3: Full members shall have confirmation of two-way communication with a minimum of one hundred (100) countries, post war, any mode.

2.4: All countries must be accredited to the ARRL DXCC Countries List of the latest issue as of the date of joining the club.

2.5: Non-Voting Members

a. Absentee: A Full Member who, by reason of change in geographical location, ceases to reside in the area described in 2.1. Transfer to Absentee Member shall be automatic with the change in location.

b. Honorary Member: A person who, by reason of unusual or significant DX accomplishments, is elected an Honorary Member. This class shall also include Courtesy Members, defined as persons who are not Radio Amateurs, but have assisted the Club in some form.

c. Associate Member. Any person who is interested in DXing may join the CCDXC as an Associate Member and pay the regular dues and fees. He shall not have the privilege of voting or of holding office until he meets the requirements for full membership in Sections 2.2, 2.3, and 2.4 of these By-Laws.

Sect. 3: Election of Members: Applicants for membership shall submit a written application on a form provided, together with proof of having worked 100 countries or more. Such proof may be in the form of QSL cards, a DXCC certificate. Applications shall be approved by the Membership Committee, which shall recommend action by the Board of Directors.

Sect. 4: Lapse: A member of any class for which dues are necessary shall cease to be a member upon a three month lapse in payment of dues; PROVIDED, HOWEVER, that, if requested by the Member, the Board of Directors is empowered to extend this provision, in special cases, or grant a temporary excuse from payment.

Sect. 5: Expulsion: A member may be expelled from the Club for continued flagrant and willful violation of the Radio Laws and the Code of Ethics of the Club. The member shall be entitled to a hearing before the Board of Directors before expulsion is final if such hearing is requested within twenty (20) days after expulsion is voted.

Sect. 6: Quorum: 20% of the Voting Membership shall constitute a quorum for the transaction of business at any regular or special meeting. Each full member is entitled to one vote.

ARTICLE III: MEETINGS OF MEMBERS:

Sect. 1: Regular meetings of the members shall be held. They shall be held at the offices of the Corporation, or at such other places as may be designated from time to time by the Board of Directors.

Sect. 2: Notice of five days of the time and place of regular meetings shall be given to the members; reasonable notice (of at least ten (10) days shall be given for any special meetings.

Sect. 3: Special meetings may be called by the President, the Board of Directors, or by written request of any three members.

Sect 4: The annual meeting of the Corporation will be held during the month of January.

ARTICLE IV: DUES OF MEMBERS:

Sect. 1: Initiation Fees, Dues, and Assessments may be assessed each member, the amount of which shall be set by the Board of Directors, duly endorsed by the membership.

Sect. 2: Dues shall be collected on an annual basis, the period of which shall commence on the first of each calendar year. Members may be suspended or expelled for failure to pay dues, upon recommendation of the Board of Directors, approved by the members.

Sect. 3: The Board of Directors may, from time to time, provide for the payment of dues on a quarterly or semi-annual basis.

ARTICLE V: DIRECTORS:

Sect. 1: The Corporation shall have four (4) Officers and three (3) Directors, collectively known as the Board of Directors. The Directors shall be elected annually as prescribed in these By-Laws. The candidates receiving the highest number of votes up to the number of Directors to be elected, are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these By-Laws. In addition, the current President shall remain on the Board for a period of one year, with the title, "Immediate Past President". He shall be entitled to enter into discussions at Board meetings, but shall have NO vote except in the event of a tie.

Sect. 2: The Officers and Directors of the Corporation shall be residents of one of the Counties above named in these By-Laws and shall be Full Members of the Corporation. Officers and Directors shall serve without compensation.

Sect. 3: Each Officer and Director shall hold office until the next election, as prescribed by these By-Laws and until such Director's successor is

elected and qualifies under these By-Laws. In the event a Director is removed at a special meeting of the members, called and held as prescribed by these By-Laws, such Officer and Director shall hold office until his or her successor is elected and qualifies, and no longer.

Sect. 4: Candidates for Officer and Director shall be nominated by a nomination committee, which shall be appointed by the President and least two months prior to the Annual Election; the duties of this Committee shall be to select a slate of nominees for Officers and Directors. The Nominating Committee shall present its report at the last meeting prior to the election, at which time further nominations may be made from the floor. The election may be held either at the Annual Meeting or by mail, with return envelopes provided, by secret, printed ballot. Such ballot shall provide spaces for write-in votes. Results shall be determined by simple majority vote. In the event a tie occurs for any Officer or Director, there shall be an immediate run-off held between the two candidates for which a tie exists.

Sect. 5: Meetings of the Board of Directors:

5.1: Regular meetings of the Board shall be held without call or notice, immediately following each Annual Meeting of the Members of the Corporation as set forth in these By-Laws.

5.2: Special Meetings of the Board may be called by the Chairman of the Board, as President; by the Vice Presidents; the Secretary, or any two Directors. Special meetings shall be held on four (4) days notice, by First Class Mail, postage prepaid, or on forty-eight (48) hour 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 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 meeting.

5.3: A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

5.4: Except as otherwise provided in the Articles, in these By-Laws, or by law, every act or decision done or made by the majority of the members present as 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 By-Laws.

5.5: The President or, in his absence, the First Vice President or in his absence, the Second Vice President shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in his absence, any person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of a 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.

5.6: 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 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.

5.7: 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 to 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 the Directors.

ARTICLE VI. OFFICERS:

Sect. 1: The officers of the Corporation must be members of the Board of Directors. The officers shall be: (1) President, who shall also act as chairman of the Board; (2) First Vice President; (3) Second Vice President; (4) Secretary/Treasurer;

Sect. 2: The Officers and Directors of the Corporation shall be elected by the membership at the Annual Election. New offices may be created and filled at any time by the Board of Directors. Each officer and Director shall hold office until his successor has been duly elected and qualified.

Sect. 3: Any officer or Director elected by the membership may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the or Director so removed.

Sect. 4: VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the board of Directors for the unexpired portion of the term.

Sect. 5: PRESIDENT: The President shall be the chief executive officer of the corporation and the Chairman of the Board of Directors. He shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary/Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed.

Sect. 6: VICE-PRESIDENTS: In the absence of the President or in the event of his inability or refusal to act, the First Vice President shall perform the duties of the President and, when so acting, he shall have all the powers and be subject to all the restrictions upon the President. In the event of the absence of both the President and First Vice President, the Second Vice President shall assume such duties. The Vice Presidents shall perform such other duties as, from time to time, may be assigned to them by the President or by the Board of Directors.

Sect. 7: SECRETARY/TREASURER: The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities for the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks as shall be selected in accordance with the provisions of these By-Laws; and, in general, perform all the duties incident to the office of Secretary/Treasurer and such other duties as, from time to time, may be assigned to his by the President or by the Board of Directors.

The Secretary/Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Law; be custodian of the Corporate

records and of the seal of the Corporation and these By-Laws; keep a register of the name and post office address of each Director and member; and, in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as, from time to time, may be assigned him by the President or by the Board of Directors.

ARTICLE VII: COMMITTEES:

Sect. 1: Committees may be created, their duties defined and their existence terminated, by the Board of Directors, as such Board may, from time to time, determine.

Sect. 2: The President, with concurrence of the Board, shall appoint the Chairperson and members of such committees.

ARTICLE VIII: RULES:

Sect. 1: Robert's Rules of Order, Newly Revised, shall be the final authority for resolving any disputed points in procedure at meetings.

ARTICLE IX: AMENDMENTS TO BY-LAWS:

Sect. 1: These By-Laws may be amended by use of the following procedure:

1.1: Amendments may be proposed by any Member for the Corporation. Proposals shall be in writing, in the form proper to such proposals.

1.2: The proposals shall first be submitted to the Constitution and By-Laws Committee, for study and check for legality.

1.3: The Committee shall bring the proposals to the attention of the members at a regular meeting, for discussion.

1.4: Proposals for Amendments may then be voted upon at the next regular meeting of the membership, following presentation of the proposals to the membership. Copies of the proposals shall be circulated to all members prior to this meeting.

1.5: The proposals may then be voted upon. A passing vote for adoption of an amendment shall be a minimum of two thirds affirmative vote of all persons voting in person, or by proxy, after it has been determined that a quorum is present.

Sect. 2: Any amendment so voted shall be come effective immediately.

ARTICLE X: FISCAL YEAR:

Sect. 1: The Fiscal Year of this Corporation shall coincide with a calendar year, beginning annually on the first day of January and ending on the last day of December.