

BYLAWS
of the
SOUTHERN CALIFORNIA ANTIQUE RADIO SOCIETY
a California Nonprofit Mutual Benefit Corporation

I. Name:

The name of this corporation is the SOUTHERN CALIFORNIA ANTIQUE RADIO SOCIETY (hereinafter "SCARS").

II. Principal Office:

The principal office for the transaction of the activities, affairs, and business of the corporation (principal office) is located at:

Southern California Antique Radio Society
PO. Box 2225
Fallbrook, Ca 90028
Internet: www.antiqueradios.org

The board of directors (hereinafter "board") may change the principal office from one location to another. Any such change shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location. The board may establish such other offices where the corporation is qualified to do business.

III. Purposes:

The purposes of the corporation are as set forth in the articles of incorporation. These purposes are to be construed broadly, so as to include all interests of the members in such areas related to radio as telegraphy, amateur radio, audio and video recording, television, and all related subjects related to the history and development of radio and electronics theory and apparatus. This Section III is not a limitation upon the powers or purposes of the corporation, but rather an explication and fuller statement thereof.

IV. Limitations:

The affairs of the corporation will be conducted with an eye towards maintaining its tax-exempt status under IRC 501(c)(7) and the California Nonprofit Corporation Law, pursuant to which SCARS is organized as a mutual benefit corporation.

V. Members:

A. Eligibility:

Any person dedicated to the purposes of this corporation shall be eligible for membership on approval of the membership application by the board (or by approval of the membership application by a vote of the membership present at a corporation meeting), and the payment of such dues and fees as the board may fix from time to time.

B. Rights:

1. Members shall have the right to vote, as set forth in these bylaws, upon any of the following:

- a. The admission of new members.
- b. The election of officers and directors.
- c. Any other matters specified for membership vote in these bylaws.
- d. A decision to dispose of all or substantially all of the assets of the corporation.
- e. Any merger and its principal terms and any amendment of those terms.
- f. Any election to dissolve the corporation.

2. Members shall have all rights provided for by the Nonprofit Mutual Benefit Corporation Law (at Cal. Corp. C. §§7340 et seq.) in such matters as resignation from membership, expiration of membership, expulsion or suspension of members, termination or suspension of memberships, etc.

C. Duties re Dues, Fees, Assessments:

Each member must pay, within the time and on the conditions set by the board, the dues, fees and assessments in amounts fixed from time to time by the board. Members who have paid such dues, fees and assessments in accordance with the bylaws shall be deemed to be in good standing and entitled to vote.

D. Fees:

A fee may be charged for event and/or meeting registration (excepting swap meets), with such fee to be fixed by the board. Any applicable taxes for fees such as those charged for meals, admission to a tour or museum, etc., shall be considered the responsibility of the providing entity, and not that of SCARS.

E. Dues:

1. Fixing of Amount: When Due:

The amount of yearly membership dues are fixed herein and may be fixed from time to time by vote of the board of directors; when so fixed they shall continue in the same amount from year to year until and unless they are changed again. Payment of Dues shall be due on January 1 of the year for which they are collected.

2. New Memberships:

Membership dues for new members are always the same as for existing members, regardless of what portion of the year remains in at the time a new member first pays dues; provided, however, that in its discretion, the board may on occasion elect to treat a membership approved and paid in the last two months of a year as satisfying the requirements for the following year.

3. Regular Members:

The dues for the first member living at a given address in the US. Or Canada are \$20.00; the dues for the first member living at a given address outside the US. or Canada shall be \$25.00. The dues for each additional member living at the same address are \$1.00; provided, however, that when more than one member lives at a given address, only one Gazette, and only one copy of other membership communications and notices, shall be sent to that address, and that one copy will be deemed to have been given to each member residing there. There is only one class of membership – members paying dues at the reduced rate specified herein shall not constitute a separate class of members. Other than as set forth in this paragraph regarding the Gazette, communications and notices, there shall be no differences in the rights, privileges, and duties of members based on the amount of dues fixed for their membership.

VI. Events and Meetings:

A. Notice of Events and Meetings

Notice of the date, time and location of SCARS events and meetings shall be given by means of a notice in the SCARS Gazette and/or the SCARS website, or otherwise provided via email or postal mail, no less than 15 days in advance of the noticed event or meeting.

B. Events; Dates: No Requirement to Coincide with Meetings:

The date, time and location of SCARS events and meetings shall be as designated from time to time by the board. It shall not be required that there be a

membership meeting coincidentally with each SCARS event.

C. Annual Meeting:

In November of each year, there shall be an Annual Meeting of the members of the corporation, unless the board fixes another date, and timely and properly notifies the members thereof. At this meeting, members may vote for directors and any other proper business may be transacted, as provided by these bylaws or otherwise by law.

D. Quorum:

The presence of ten (10) of the members in good standing, two of whom shall be Officers, constitutes a quorum; provided, however, that if a meeting is actually attended (in person or by proxy) by less than 1/3 of the voting power, the only matters which may be voted upon are those, notice of the general nature of which was given to the members along with the notice of the meeting itself.

E. Special Meetings:

The foregoing provisions of this Section VI shall not apply to Special Meetings; rather, the calling and conduct of Special Meetings shall be governed by the relevant provisions of the California Nonprofit Mutual Benefit Corporation Law. A copy of the text of Cal. Corporations Code §7211 as amended and in effect at the time of the drafting of these by-laws is attached hereto as an Appendix.

VII. Officers and Directors:

A. Officers: The corporation shall have the following officers: President, Vice-President, Secretary, Membership Secretary, and Treasurer.

B. Duties Of The President:

The duties of the President shall include those customary to the office. Further, he or she shall preside at all meetings of the corporation at which his or her attendance is possible and shall be responsible for the organization of the meetings. He or she shall be responsible for publication of the Gazette and shall select its editor and shall perform such other functions as may be provided in the Bylaws of the corporation or otherwise by law.

C. Duties Of The Vice-President:

The duties of the Vice-President shall include those customary to the office. Further, he or she shall act in place of the President if the latter is unable to perform his or her duties and perform such other functions as directed by the President.

D. Duties Of The Secretary:

The duties of the Secretary shall include those customary to the office (except those given by these bylaws to the Membership Secretary). Further, he or she shall maintain the Corporation records including the meeting minutes, and handle the correspondence of the Corporation.

E. Duties Of The Treasurer:

The Treasurer shall be responsible for the financial affairs of the Corporation. He or she shall prepare a budget of income and expenses each year and submit it to the board. Approval of the budget by the board shall authorize the Treasurer to disburse and invest the funds of the Corporation in accordance with the budget. The Treasurer shall submit to the members an annual report on the financial condition of the corporation.

F. Duties Of The Membership Secretary:

The Membership Secretary shall process new and renewal memberships and maintain the official membership list. He or she shall also maintain membership related accounts and submit them as required to the Treasurer.

G. Board of Directors:

The board of directors shall consist of the five officers (no two of whom shall be the same person), the Gazette Editor, and either seven or eight additional directors so that the total number of directors shall be an odd number. The board will hold meetings at least twice a year. One meeting shall be scheduled as soon as reasonably practicable after the Annual Meeting to, among other things, plan SCARS activities for the coming year. Another meeting shall be scheduled for approximately six months following the annual meeting. Other meetings may be held as needed or desirable. A majority vote of the directors present will carry a motion at these meetings.

VIII. Election and Tenure of Officers and Directors:

A. Qualifications:

All officers and directors must be members in good standing.

B. Election of Officers and Directors.

1. A three-member nominating committee shall be selected by the board of directors thirty days or more prior to the Annual Meeting, in order to propose a slate of officers and directors (excepting the Editor of the Gazette and the Webmaster) for the coming year.

2. Candidates for offices and/or directorships may also be nominated by the membership at the Annual Meeting.

3. Elections of officers and directors will be held at the Annual Meeting and shall be conducted by simple majority vote.

C. Tenure:

Officers and directors take office immediately upon election and serve for terms of one year. If an office or directorship becomes vacant during its holder's term, it may be filled for the balance of the term with a member appointed by the president.

IX. Committees:

The president may establish such committees as he or she deems desirable in order to aid in the activities of the corporation. Each such committee, if any, shall have a chairperson and such members as are appointed by the president. The terms of the members of such committees shall be designated by the president at the time of their appointment

X. Accounting Year:

The corporation shall keep books on a calendar-year basis.

XI. Amendments to Bylaws:

A. Amendment by Board of Directors

1. Not Requiring Member Approval:

The board may adopt, amend, or repeal bylaws unless the action would:

- a. Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer.
- b. Increase or decrease the number of authorized members.
- c. Effect an exchange, reclassification or cancellation of all or part of the memberships, or
- d. Eliminate a class or authorize a new class of membership.

2. Requiring Member Approval:

The board may not adopt, amend, or repeal bylaws without the approving vote of the membership, if the proposed amendment would:

- a. fall within the classes "a", "b", "c" or "d" in subsection "1" above;
- b. increase or extend the terms of officers or directors, or
- c. increase quorum requirements for membership meetings.

B. Amendment by Membership:

The bylaws may also be amended without prior action of the board of directors, upon the vote of the membership held in conformity with the provisions of the California Corporations Code.

XII. Membership Roster:

- 1. The corporation shall create a written roster of members annually.
- 2. A copy of the roster shall be made available to each member in good standing. The roster shall be sent to any member who (1) requests a copy from the Membership Secretary and (2) provides a valid email address, or if the member does not have access to a computer, a self-addressed, stamped envelope.
- 3. The corporation shall not distribute the roster to any non-member or to any other organization.
- 4. Any member wishing to have his or her address and/or telephone number or email address omitted from future publications of the roster may do so by so notifying the Membership Secretary in writing by the fifteenth day of January. Thereafter, all reasonable steps will be taken to keep the member's contact information from being included in future rosters until and unless the member's instructions in this regard are changed.

XIII. Repeals:

Effective upon the adoption of these by-laws, all previous by-laws and constitutions are repealed.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Southern California Antique Radio Society, a California nonprofit mutual benefit corporation; that the above by-laws, consisting of five pages plus a two-page appendix which follows, are the by-laws of this corporation as adopted by vote of the membership upon written ballots counted on _____ and that they have not been amended or modified since that date.

Executed on _____ at _____, California.

Secretary

Appendix:
California Corporations Code § 7211 (Rev. 2015)

§ 7211. Meetings

(a) Unless otherwise provided in the articles or in the bylaws:

(1) 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 directors.

(2) Regular meetings of the board may be held without notice if the time and place of such meetings are fixed by the bylaws or the board. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone or via email. The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the board.

(3) Notice of a meeting need not be given to any director who signed 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 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.

(4) 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 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

(5) Meetings of the board may be held at any place within or without the state which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, designated in the bylaws or by resolution of the board.

(6) Members of the board may participate in a meeting through use of a conference telephone call or via suitable online communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this subdivision constitutes presence in person at such meeting.

(7) A majority of the number of directors authorized in the articles or bylaws constitutes a quorum of the board for the transaction of business. The articles or bylaws may not provide that a quorum shall be less than one-fifth the number of directors authorized in the articles or bylaws, or less than two, whichever is larger, unless the number of directors authorized in the articles or bylaws is one, in which case one director constitutes a quorum.

(8) Subject to the provisions of Sections 7212, 7233, 7234, and subdivision (e) of Section 7237 and Section 5233, insofar as it is made applicable pursuant to Section 7238, 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. The articles or bylaws may not provide that a lesser vote than a majority of the directors present at a meeting is the act of the board. A meeting at which a quorum is 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 this division, the articles or bylaws.

(b) Any action required or permitted to be taken by the board may be taken

without a meeting, if all members of the board shall 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 a unanimous vote of such directors. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 233, insofar as it is made applicable pursuant to section 7238.

(c) The provisions of this section apply also to incorporators, to committees of the board, and to action by such incorporators or such committees mutates mutandis.

- (end) -