

Bylaws of
SMRA Emergency Repeater Network
A California Nonprofit Public Benefit Corporation

Article I - Name

The name of this corporation is the SMRA Emergency Repeater Network.

Article II - Principal Office

The principal office for the transaction of the activities and affairs of this corporation is located at 484 Deerhurst Ave., Camarillo, CA 93012. The board of directors may change the location of the principal office to any place within the County of Ventura.

Article III - General and Specific Purposes

This corporation is organized exclusively for public and charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. The principal purpose of this corporation is to promote the activities of the "amateur service" within the meaning of Part 97 of Title 47 of the Code of Federal Regulations (or the corresponding provision of any subsequent regulation). A secondary purpose of this corporation is to acquire and maintain communications facilities to support the noncommercial emergency communications activities of the amateur service.

Article IV - Dedication of Assets

This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code of 1986, section 501(c)(3) (or any successor statute).

Article V - No Members

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law. Thus, all rights which would otherwise vest in the corporation's members shall vest in the corporation's directors. The preceding sentences notwithstanding, this corporation may refer to individuals associated with it as "members" even though such persons are not "members" within the meaning of Corporations Code sections 5056 or 5310.

Article VI - Board of Directors

The corporation's activities and affairs shall be managed, and all corporate powers permitted by law shall be exercised, by or under the direction of the corporation's board of directors. The corporation's directors shall be permitted to exercise all powers permitted by California law, including California Corporations Code section 5140.

(a) Number of Directors: The authorized number of directors shall be five (5). The qualifications for directors are: residency within the County of Ventura (State of California), the possession of a valid amateur radio license issued by the Federal Communications Commission, membership in the American Radio Relay League, Inc. (a nonprofit public benefit corporation), and an interest in promoting the charitable and public purposes of the corporation.

(b) Term of Office: Each director shall hold office for two years.

(c) Selection of Directors: New directors may be designated or appointed by a majority of the directors then in office.

(d) Standards of Conduct: A director shall perform the duties of a director in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(e) Removal and Vacancies: As permitted by California Corporations Code sections 5221 and 5222(a)(3), a majority of the directors then in office may remove and declare vacant the office of any director with or without cause. Vacancies on the board may be filled by approval of the board of directors.

(f) Resignation: Any director may resign his or her office upon giving written notice to the chairman of the board, the president, the secretary, or the board of directors. Except upon notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director in charge of its affairs.

(g) Compensation: No personal service compensation shall be paid to any director. The preceding sentence notwithstanding, the board may authorize the reimbursement of ordinary and necessary out-of-pocket expenses paid by any director on the corporation's behalf.

(h) Time Devotion. It is acknowledged that the corporation's directors have other business, social, community, and personal interests and responsibilities. Nevertheless, the corporation's directors shall be obligated to devote reasonable time to the conduct of the corporation's affairs.

(i) Advisory Committees: The board, by resolution adopted by a majority of the directors then in office, may create one or more advisory committees, each consisting of two or more persons (whether or not officers or directors), to assist the board in the performance of its public and charitable duties. No advisory committee shall be permitted to exercise any authority or take any action on the corporation's behalf, and all advisory committees shall be subject to the direct supervision of the board.

Article VII - Meetings of the Board of Directors

(a) Place: Meetings of the board shall be held at any place within the County of Ventura that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation. Any board meeting may be held by conference telephone as long as each member participating in the meeting (i) can communicate concurrently with all other members and (ii) propose or object to a specific action to be taken by the board and the corporation.

(b) Annual Meeting: The board shall hold an annual meeting for the purpose of the selection and appointment of directors and officers and the transaction of other corporate business.

(c) Regular Meetings: Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by resolution of the board.

(d) Special Meeting: Special meetings of the board may be called by the president, the secretary, or any two directors. The notice shall state the time of the meeting and the place. The notice need not specify the purpose of the meeting.

(e) Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. To the extent permitted by the Nonprofit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of

some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(f) Notice: Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose 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.

(g) Action Without a Meeting: Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

(h) Procedure: The board may adopt formal rules to govern matters of procedure at all meetings of the board. If no formal rules are adopted "Robert's Rules of Order, Newly Revised" shall govern all matters relating to parliamentary procedure at meetings of the board.

Article VIII - Corporate Officers

(a) Officers: The officers of this corporation shall be a president, a secretary, a chief financial officer, an emergency communications officer, and a technical advisor officer. In accordance with section 5213(a) of the California Corporations Code, neither the secretary nor the chief financial officer may serve concurrently as the president. An officer need not be a director of the corporation. The officers of this corporation shall be chosen by the board and they shall serve at the pleasure of the board. The board may remove from office any officer with or without cause, and any officer may resign at any time by giving written notice to the board.

(b) President: Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings.

(c) Secretary: The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and all committees thereof. The minutes of the meeting shall include the time and place the meeting was held, the nature of the meeting, how the meeting was authorized, how the meeting was noticed, the agenda, attendance, and an account of all business transacted during the meeting. The secretary

shall also keep or cause to be kept, at the corporation's principal office, a copy of the articles of incorporation and bylaws, as amended to date.

(d) Chief Financial Officer: The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The books of account shall be open to inspection by any director at all reasonable times. The chief financial officer shall be responsible for depositing all monies in the name and to the credit of the corporation with such financial institutions as the board may designate. He or she shall also be responsible for disbursing the corporation's monies as the board may order. The chief financial officer shall be responsible for preparing the corporation's budgets and financial statements.

(e) Emergency Communications Officer: The emergency communications officer shall be responsible for establishing and maintaining appropriate relationships with state and county emergency communications officials, the Amateur Radio Emergency Service (ARES), and the Radio Amateur Civil Emergency Service (RACES).

(f) Technical Advisor Officer: The technical advisor officer shall be responsible for the maintenance and operation of the corporation's repeaters and other amateur radio emergency communications equipment.

(g) Compensation: No personal service compensation shall be paid to any officer. The preceding sentence notwithstanding, the board may authorize the reimbursement of ordinary and necessary out-of-pocket expenses paid by any officer on the corporation's behalf.

(h) Time Devotion: It is acknowledged that the corporation's officers have other business, social, community, and personal interests and responsibilities. Nevertheless, the corporation's corporate officers shall be obligated to devote reasonable time to the conduct of the corporation's affairs.

Article IX - Finances and Reports

(a) Fiscal Year: The corporation's fiscal or accounting year shall be the calendar year.

(b) Accounting: The corporation shall keep adequate and correct books and records of account. The corporation may use the cash receipts and disbursements method of accounting and prepare modified cash basis statements for internal and external use. Modified cash basis statements shall include significant accounts receivable and accounts payable. Within 120 days after the end of the corporation's fiscal year the chief financial officer shall deliver to each board member appropriate financial statements (i.e., a

balance sheet, a statement of income and expense or receipts and disbursements, and, if necessary, a statement of cash flows).

(c) Title: Legal and record title to all assets of the corporation, whether real or personal, shall be held in the name of the corporation.

(d) Banking: All cash or funds of the corporation shall be deposited in an account with a financial institution in the name of the corporation. Withdrawal shall require the signature of the corporation's chief financial officer.

(e) Minutes: The corporation shall keep adequate and correct written minutes of all proceedings of its board of directors and committees of the board.

(f) Inspection: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind. The right of inspection includes the right to photocopy and make extracts of the corporation's books, records, and documents.

(g) Tax Returns: Within 120 days after the end of the corporation's fiscal year the board shall cause all necessary or required tax returns and reports to be prepared and filed with the Internal Revenue Service, the Franchise Tax Board, and the Office of the California Attorney General (or the Registrar of Charitable Trusts).

Article X - Miscellaneous

(a) Self-Dealing: No director or officer of this corporation shall be financially interested, directly or indirectly, in any contract or transaction between this corporation and any other person or business entity of any kind. The corporation shall not lend any money or property to any director or officer.

(b) Indemnification: To the maximum extent permitted by law, this corporation may indemnify its directors, officers, employees, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal or administrative matter or proceeding.

(c) Insurance: This corporation shall have the right to purchase and maintain insurance to cover any liability asserted against or incurred by any director, officer, employee, or agent arising from or connected with any activity on behalf of this corporation.

(d) Amendments to Bylaws: The board of directors of this corporation may adopt, amend, or repeal bylaws to the maximum extent permitted by the Nonprofit Corporation Law.

(e) Savings Clause: The Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern all matters not specifically provided for in these bylaws. In the event of any inconsistency between these bylaws and any statutory provision of the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law, the statutory provision shall prevail.

(f) Website: The corporation shall maintain a website (www.smravc.org) that shall be the authorized and official source for all information about the corporation. The board of directors shall post the corporation's articles of incorporation, bylaws, and board and committee minutes on this website for the information of the amateur radio community. The board may also use the corporation's website to post official notices concerning any meeting (whether annual, general, or special) of the corporation's board of directors or members.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Sulphur Mountain Repeater Association, Inc., a California nonprofit public benefit corporation, and that these bylaws, consisting of seven (7) pages, are the bylaws of this corporation as adopted by the board of directors on November 10, 2005.

Executed as of November 10, 2005 at Ventura, California.



Danny Terry, Secretary