

BY-LAWS
OF SANDRA, INC

(Approved July 6, 2006)
(Amended January 3, 2013)

ARTICLE I
NAME AND PURPOSE

Section 1. NAME

The name of this Non-profit Public Benefit Corporation, organized and existing under the laws of the State of California is SANDRA, INC.

Section 2. PURPOSE

The purposes of this Corporation are:

- A. Promote the recognition and enhancement of the value of amateur radio to the public as a voluntary non-commercial communications service.
- B. Promote the continuation and extension of the amateurs proven ability to contribute to the advancement of the radio art, both technical and operational.
- C. Facilitate the exchange of information and communications and promote fraternalism and individual operating efficiency by means of the establishment of the San Diego repeater system as well as through the Corporation's programs and activities so as to advance the general interest and welfare of amateur radio in the community.
- D. Aid and provide communications and services during disaster, national or local emergency or any other time when the public interest, convenience or necessity might be served.

ARTICLE II
MEMBERS

Section 1. CLASSES

There shall be three (3) classes of members of this Corporation as follows:

- A. PRIMARY MEMBERSHIP shall be open to any person who:
 - 1. Is interested in amateur radio communications and is in agreement with

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the purposes of this Corporation, and;
2.

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3. Holds a valid Amateur Radio License (or equivalent license issued by a foreign government)
- B. FAMILY MEMBERSHIP shall be those persons who are members of the same family residing in the same household with a current primary member and hold a valid Amateur Radio License (or equivalent license issued by a foreign government)
- C. LIFE MEMBERSHIP may be granted by a majority vote of the Board to an individual who provided extraordinary service to the Corporation, provided that person holds a valid Amateur Radio License (or equivalent license issued by a foreign government)
 1. Life members shall not pay dues, and shall have all rights and privileges of membership.
- D. Members who are neither Officers nor Directors of the corporation as defined in these by-laws are forbidden from speaking on behalf of, negotiating on behalf of, or conducting business on behalf of the corporation. If it is determined that a member requires such authority, that member must obtain majority approval from the Board of Directors at a regular or special meeting of the board, whereupon that member shall be recognized as an Advisory Director or Advisory Chairperson as outlined in Article V, Section 9 of these by-laws.

Section 2. TERM OF MEMBERSHIP

The term of membership of each class shall be one (1) year, with the exception of Life membership.

Section 3. TERMINATION

Membership in the association shall terminate upon:

- A. Written resignation.
- B. Failure to pay dues by the date specified by the Board of Directors.
- C. Removed from membership by the Board of Directors by a two-thirds (2/3) vote as described in the Parliamentary authority.
 1. A member so removed is not entitled to any refund of dues.
 - 2.

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3. Such members may be reinstated by a two-thirds (2/3) vote of the Board after a one (1) year period.

Section 4. INITIATION FEES AND DUES

Initiation fees and dues shall be set by a majority vote of the Board of Directors.

Section 5. POWERS

A. The Board and / or members shall have the authority to approve the purchase, sale, lease or other disposition of any or all of the assets of the corporation, real or financial, by a majority vote at any regular or special meeting.

1. The above does not include the normal uses of funds required in the conduct of the business of the corporation.

B. The members shall have the sole authority to approve indebtedness in excess of \$10,000.00 by a majority vote at any regular or special meeting.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING

The Annual Meeting of the Association shall be held in November of each year, at a time and place to be determined by the Board of Directors.

Section 2. GENERAL MEETINGS

General Membership meetings shall be held not less than four (4) times per year, at a time and place to be determined by the Board of Directors.

Section 3. SPECIAL MEETINGS

- A. Special Meetings of the members may be called by the President or any three (3) Directors, or by a written petition signed by not less than five percent (5%) of the total membership of the Organization.
- B. The President shall cause such requested special meeting to be scheduled not less than fifteen (15) days from the date of the receipt of the petition and not more than thirty (30) days from that date.
- C.

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Section 4. NOTICE OF MEETINGS

All meetings of members (Annual, General or Special) shall be noticed to all members by whatever means practical and not less than ten (10) days prior to the meeting.

Section 5. QUORUM

- A. A Quorum for any meeting of the members shall be one-third (1/3) of the current membership, except as described in part B below.
- B. In accordance with California Corporation Code Section 5512(b), the quorum for a meeting of the members shall be four percent (4%) if the notice of the meeting includes a description of the items to be voted on and no other items are voted on at the meeting.

Section 6. VOTING

Members must be present at a meeting to vote on any matter. Neither absentee nor proxy voting is permitted.

Section 1. QUALIFICATIONS

ARTICLE IV OFFICERS

- A. Only members in good standing are permitted to hold any office or position within this Organization.
- B. A minimum of current one-year membership served (member for the past 365 days), in good standing, is a prerequisite for nomination to, or holding an elected position within the Organization.
- C. The member must have and maintain a valid United States Amateur Radio License (or equivalent license issued by a foreign government).
- D. Any member having attained the age of eighteen (18) years on or before the

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effective date of appointment is eligible to hold an elected office in SANDRA, Inc.
E.

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Section 2. OFFICERS

- A. The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, Membership Chair and Meeting Chair.
- B. Any person may hold more than one office, except that the President may not simultaneously serve as the Treasurer.

Section 3. ELECTION AND TERM OF OFFICE

- A. The Officers of the Corporation shall be elected annually by the members at the regular Annual meeting of the membership.
- B. Officers shall assume their elected office at the beginning of the upcoming calendar year (January 1).
- C. Each Officer shall hold office for one (1) year or until his or her successor has been elected.
- D. In the event that only one candidate is nominated for an office, or remains the uncontested incumbent for that office, no election or balloting shall be conducted for that office. Such unopposed candidate shall be declared elected by acclamation at the Annual Meeting of the Membership.

Section 4. REMOVAL

- A. Any Officer may be removed by a two-thirds (2/3) majority of the Board of Directors.
- B. Any Officer may be removed by a two-thirds (2/3) vote of the General Membership present at any meeting, provided not less than thirty (30) days notice has been given of the intent to remove.
- C. Any removal process shall conform to the process specified by the Parliamentary Authority.

Section 5. DUTIES

- A. The duties of all Officers are those normally incident to that office, as well as those specifically assigned by these bylaws, the Board of Directors or the members.
- B. Membership Chair: The Membership Chair shall be responsible for all matters pertaining to membership in the Corporation.

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- D. Meeting Chair: The Meeting Chair shall be responsible for all matters pertaining to the meeting place of Members and Directors
- E. The duties of all officers as outlined in subparagraph "A" are to be solely those of said officers and shall not be transferred or deferred in part to a member who is not a recognized officer.

ARTICLE V
BOARD OF DIRECTORS

Section 1. POWERS

All corporate powers of the Corporation shall be exercised by the Board of Directors, except those rights exclusively held by the members according to applicable law.

Section 2. COMPOSITION

- A. The Board of Directors shall be comprised of the President, Vice-President, Treasurer, Secretary, Membership Chair, Meeting Chair and three (3) Member At Large Directors, all of whom are to be elected at the Annual Meeting of the members.
- B. Each Director shall hold office for a period of one (1) year and assume the office at the beginning of the upcoming calendar year (January 1), or until their successors are elected, except as outlined in Section 3 below.

Section 3. ELECTION OF MEMBERS AT LARGE DIRECTORS

- A. The Member at Large Directors of the Corporation shall be elected annually by the members at the regular Annual meeting of the membership.
- B. Directors shall assume the office at the beginning of the upcoming calendar year.
- C. Each Member At Large Director shall hold office for a period of three (3) years or until his or her successor has been elected.
 - 1. The terms of the Directors At Large shall be staggered, and one shall be elected at each annual meeting, that being the expiring one year (1) Director At Large.

Section 4. VACANCIES

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- A. Vacancies in the Officers or Member at Large positions shall be filled by a majority vote of the remaining Directors.
- B.

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- C. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, retirement, resignation or removal of any Director, or if the members fail at any Annual or Special meeting of members to elect the full authorized number of Directors to be elected at such meeting, or if a member of the Board of Directors misses two (2) consecutively scheduled or special meetings of the Board of Directors without at least 24-hours prior notification to the Board that s/he will not be able to attend.

Section 5. REGULAR MEETINGS

- A. The Board of Directors shall meet not less than six (6) times per year, at a time and place to be determined by the President.
- B. The Quorum for any Regular or Special Board Meeting shall be five (5) Directors, provided that the President or Vice President is present.
- C. Meeting shall be noticed to all Directors by whatever means practical not less than ten (10) days prior to the meeting.
 - 1. If the Board meeting is held immediately after a Membership meeting, in the same place, the notice may be included in the call to the Membership meeting.

Section 6. SPECIAL MEETINGS

- A. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors.
- B. The person or persons who called special meetings of the Board may fix any place, within the County of San Diego, as the place for holding any special meeting of the Board.
- C. Notice of any Special Meeting of the Board of Directors shall be given at least two (2) weeks by whatever means practical.

Section 7. COMPENSATION

Directors shall not receive compensation for their services. Directors may receive reimbursement for their expenses in performing services in connection with the corporation's business.

Section 8. REMOVAL

- A. A Director can be removed from office at any time by a two-thirds (2/3) vote of the Directors, or;

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- B. By a two-thirds (2/3) vote of the General Membership present at any meeting,
- C.

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provided not less than thirty (30) days notice has been give of the intent to remove, and the removal is conducted in accordance with the Parliamentary Authority.

- D. Any removal process shall conform to the process specified by the Parliamentary Authority.

Section 9. ADVISORY DIRECTORS

- A. The Board of Directors shall appoint Advisory Director(s) (or Advisory Chair personnel) who will have control of the Corporation's Amateur Radio Station(s) and license(s) in accordance with FCC (Federal Communications Commission) Regulations, appoint control stations, perform all duties incident to such office and shall be responsible for the proper licensing of the radio station for which he or she is Licensee Trustee. An Advisory Director shall be appointed by the President, with the approval of the Board of Directors to act as internet domain trustee. This Advisory Director will maintain control of the corporation's internet domain(s), website and other on-line systems, including registration and renewal of on-line accounts, account passwords, discussion group moderation and related activity.
- B. Such License Trustee(s) shall not by such appointment become a member of the Board of Directors
- C. The Board of Directors may elect one or more persons to be Advisory Directors or Advisory Chairpersons, and who shall not by such appointment become members of the Board of Directors.
1. Advisory Directors shall be available from time to time to perform special assignments specified by the Directors, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board.
 2. The period during which the title of Advisory Director shall be held may be prescribed by the Board of Directors.
 - a. If no period is prescribed, the title shall be held at the pleasure of the Board.

ARTICLE VI

STANDING COMMITTEES

Section 1. MEMBERSHIP COMMITTEE

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- A. The Membership Committee shall be appointed by the Membership Chair, with the approval of the Board of Directors.
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- C. The Membership Committee shall have the general responsibility for the recruitment and retention of members, and other duties as assigned by the Board of Directors.

Section 2. MEETING COMMITTEE

- A. The Meeting Committee shall be appointed by the Meeting Chair, with the approval of the Board of Directors
- B. The Meeting Committee shall be responsible for all arrangements for the meeting of the members, and other duties as assigned by the Board of Directors

Section 3. ELECTION COMMITTEE

- A. An Elections Committee shall be appointed by the President, with the approval of the Board of Directors, to make all arrangements for and oversee the election of Officers and Directors.
- B. This Committee shall be formed at least ninety (90) days prior to the Annual meeting. The Chair shall be the three-year Member At Large Director, and the Co-Chair shall be the two-year Member At Large Director. One additional member, with no vested interest in the election, shall be appointed to this committee.

Section 4. TECHNICAL COMMITTEE

The Technical Committee shall be appointed by the President, with the approval of the Board of directors, to oversee and maintain the Corporation's radio equipment, technical operations and planning, and other technical duties as directed by the Board.

Section 5. CORPORATE COMPLIANCE COMMITTEE

- A. The Corporate Compliance Committee shall be appointed by the President, with the approval of the Board of Directors, to ensure all corporate documents are current and on file with the Secretary of State of California and the corporation's financial institution.
- B. This Committee shall be formed no more than thirty (30) days from the first meeting of the Board of Directors held in the New Year. The Chair shall be the Secretary and co-chair shall be the Treasurer. At least one additional officer shall be appointed to this committee.
- C.

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Section 6. TERMS OF OFFICE

All committee Chairs and members, except the elected Chair, shall serve at the pleasure of the President, but may not be removed without the consent of the majority of the Board of Directors.

ARTICLE VII ADOPTION AND AMENDMENTS OF BY-LAWS

Section 1. AMENDMENT OR REVISION

These By-Laws may be amended or revised by a two thirds (2/3) majority vote of members present and voting at any Regular or Special Meeting.

Section 2. NOTICE

At least thirty (30) days written notice to the membership must be given of the intention to amend or revise By-Laws at such meeting.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The current edition of "Roberts Rules of Order, Newly Revised" shall govern the meetings and procedures of this Corporation in all cases not provided for in these by-laws, or where superseded by legal authority.

ARTICLE IX LIABILITY AND INDEMNIFICATION

Section 1. LIABILITY

No person who was previously, is now or hereafter becomes a member of this Corporation shall be personally liable to its creditors for any indebtedness or liability unless they engaged in an illegal or prohibited act or other unlawful or careless behavior. Any and all creditors of this corporation shall look only to the assets of this corporation for payment.

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Section 2. INDEMNIFICATION

Officers and Directors shall be indemnified in a manner and within the extent allowed by law.

ARTICLE X
DISSOLUTION

Upon dissolution of the Corporation, any remaining Corporation funds, property, equipment and other possessions shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by a majority of the Officers.