

**BY-LAWS  
OF SCIRA, INC.**  
(Amended March 27, 2008)

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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 SCIRA, INC. and herein referred to as the "Association".

Section 2. PURPOSE

The purposes of this Association are:

- A. To provide primary emergency communications for the Emergency Radio Communications (ERC) network, or its affiliates, of the Church of Jesus Christ of Latter-day Saints in times of disaster, with all other emergency communication services being secondary.
- B. Promote the recognition and enhancement of the value of amateur radio to the public as a voluntary non-commercial communications service.
- C. Promote the continuation and extension of the amateur's proven ability to contribute to the advancement of radio communications both technical and operational.
- D. Facilitate the exchange of information and communications and promote fraternalism and individual operating efficiency by means of the establishment of the **Southern California Intermountain Repeater Association** programs and activities so as to advance the general interest and welfare of amateur radio in Southern California.
- E. Operate and maintain a public access repeater system to provide amateur radio emergency communications coverage for a wide area of Southern California, including but not limited to Los Angeles, Orange, Riverside, and San Bernardino Counties. The Association will sponsor linked repeater system stations located in, but not limited to the San Gabriel and San Bernardino Mountain ranges in Southern California.
- F. Aid and provide communications services during disaster, national or local emergency or any other time when the public interest, convenience or necessity might be served.

- G. Support the next generation of Amateur Radio Operators by supporting, teaching, and training youth members.

ARTICLE II  
MEMBERS

Section 1. CLASSES

There shall be nine (9) classes of membership of this Association as follows:

- A. STUDENT (shall be open to youth under the age of 18 years old)
- B. INDIVIDUAL
- C. FAMILY (comprises two sub classes; Two (2) family members residing at the same address, Three (3) or more family members residing at the same address)
- D. CONTRIBUTING
- E. DONOR
- F. SUSTAINING
- G. CURATORS' CIRCLE
- H. DIRECTOR'S CIRCLE
- I. PRESIDENT'S CIRCLE (special Life Member status granted by a majority vote of the Board to an Individual who provided extraordinary service or financial support to the Association)

Section 2. TERM OF MEMBERSHIP

The term of membership of each class shall be one (1) year, with the exception of President's Circle. Membership shall be open to any person who is interested in amateur radio communications with or without a valid Federal Communication Commission (FCC) Amateur Radio License and is in agreement with the purposes of the Association.

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 Parliamentary authority.

1. A member so removed is not entitled to any refund of dues.
2. 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, DUES AND BENEFITS

- A. Initiation fees, Dues and Benefits shall be set by a majority vote of the Board of Directors.

<b>Dues</b>	<b>Level</b>	<b>Benefits</b>
\$ 15.00	<b>Student Membership</b>	1-Year Membership Card
\$ 35.00	<b>Individual Membership</b>	1-Year Membership Card
\$ 45.00	<b>Two family members residing at the same address</b>	(2) 1-Year Membership Cards
\$ 60.00	<b>Three or more family members residing at the same address</b>	(3+) 1-Year Membership Cards
\$ 100.00	<b>Contributing</b>	1-Year Membership Card Official SCIRA, Inc. Collector's Patch
\$ 250.00	<b>Donor</b>	1-Year Membership Card Official SCIRA, Inc. Collector's Patch Official SCIRA, Inc. T-shirt w/pocket
\$ 500.00	<b>Sustaining</b>	1-Year Membership Card Official SCIRA, Inc. Collector's Patch Official SCIRA, Inc. T-shirt w/pocket Official SCIRA, Inc. Hat w/Embroidered Logo
\$1,000.00	<b>Curators' Circle</b>	1-Year Membership Card Official SCIRA, Inc. Collector's Patch Official SCIRA, Inc. T-shirt w/pocket Official SCIRA, Inc. Hat w/Embroidered Logo Official SCIRA, Inc. Jacket w/Embroidered Logo
\$2,500.00	<b>Director's Circle</b>	1-Year Membership Card (2) Official SCIRA, Inc. Collector's Patches (2) Official SCIRA, Inc. T-shirts w/pocket (2) Official SCIRA, Inc. Hats w/Embroidered Logo (2) Official SCIRA, Inc. Jackets w/Embroidered Logo VIP tour of any SCIRA, Inc. repeater site
\$5,000.00	<b>President's Circle</b>	Life Time Membership Card Life Member Status Granted by Board of Directors (2) Official SCIRA, Inc. Collector's Patches (2) Official SCIRA, Inc. T-shirts w/pocket (2) Official SCIRA, Inc. Hats w/Embroidered Logo (2) Official SCIRA, Inc. Jackets w/Embroidered Logo VIP tour of any SCIRA, Inc. repeater site Ride and Dine for 2 on the Palm Springs Aerial Tramway

Section 5. POWERS

A. The Board of Directors 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, and approves the normal use of funds required in the conduct of the business of the corporation by a majority vote at any regular or special meeting.

ARTICLE III  
MEETINGS OF MEMBERS

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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 no less than (1) one time per year, at a time and place to be determined by the Board of Directors.

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Section 3. SPECIAL MEETINGS

A. Special Meetings of the members may be called by the President or any three Directors, or by a written petition signed by not less than twenty-five percent (25%) of the total membership of the Association.

B. The President shall cause such requested special meeting to be scheduled not less than 15 days from the date of receipt of the petition and not more than thirty days from that date.

Section 4. NOTICE OF MEETINGS

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

Section 5. QUORUM

A. A Quorum for any meeting of the members shall be thirty-three percent (33%) of the current membership except as described in part B below.

B. In accordance with California Corporations Code Section 5512 (b), the quorum for a meeting of the members shall be 25 percent (25%) 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.

ARTICLE IV  
OFFICERS

Section 1. QUALIFICATION

- A. Only individuals who maintain dual membership in both the Church of Jesus Christ of Latter-day Saints and SCIRA, Inc. in good standing, are permitted to hold the offices of President, Vice President, Secretary, and Treasurer.
- B. Only SCIRA, Inc. members in good standing are permitted to hold any office or position within this Association.
- C. A minimum of current one-year membership served (SCIRA, Inc. member for the past 365 days), in good standing, is a prerequisite for nomination to, or holding a position as an officer within the Association.
- D. The member must have and maintain a valid Federal Communications Commission (FCC) Amateur Radio License (or equivalent license issued by a foreign government).

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Section 2. OFFICERS

- A. The Officers of the Association shall be a President, Vice-President, Secretary, Treasurer, Membership Chair and Repeater Chair.
- B. Officers of the Association may hold only one elected office during the term for which they are elected unless an exception is made by a two-thirds (2/3) vote of the Board.

Section 3. ELECTION AND TERM OF OFFICE

- A. The Officers of the Association shall be elected annually by the members at the regular Annual meeting of the membership.
- B. Officers shall assume their office at the beginning of the upcoming calendar year (January 1<sup>st</sup>).
- C. Each Officer shall hold office for one (1) year or until his or her successor has

been elected.

Section 4. REMOVAL

- A. Any Officer may be removed by a two-thirds (2/3) vote 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 By-Laws, the Board of Directors or the members.
- B. Membership Chair: The membership Chair shall be responsible for all matters pertaining to membership in the Association.
- C. Repeater Chair: The Repeater Chair shall be responsible for all matters pertaining to the Association Repeaters.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. POWERS

All corporate powers of the Association 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 **Officers** (President, Vice-President, Treasurer, Secretary, Membership Chair, Repeater Chair), and three (3) **Member at Large Directors**, all of who are to be elected at the Annual Meeting of the membership.
- B. Officers shall hold office for a period of one (1) year, and assume the office at the beginning of the upcoming calendar year (January 1<sup>st</sup>), or until their successors are elected. Member at Large Directors shall hold three (3)

year terms of office with one special exception. See Sections 4 C and D below.

### Section 3. REPEATER CHAIR

- A. The Repeater Chair will have control of the Association's Amateur Radio Station(s) and license(s) in accordance with Federal Communications Commission (FCC) regulations, appoint control stations, perform all duties incident to the maintenance and repair of the stations and shall be responsible for the proper licensing of the radio station for which he or she is the Licensee Trustee. The Repeater Chair shall work with the Repeater Committee to achieve these goals. See Article VI, Standing Committees Section 2.

### Section 4. ELECTION OF MEMBER AT LARGE DIRECTORS

- A. The Member at Large Directors of the Association shall be elected by the members at the regular Annual meeting of the membership.
- B. At least one Member at Large Director, at all times, shall maintain dual membership in both the Church of Jesus Christ of Latter-day Saints and SCIRA, Inc. in good standing.
- C. All Member at Large Directors shall hold a valid Federal Communications Commission (FCC) Amateur Radio License (or equivalent license issued by a foreign government).
- D. Member at Large 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. There will be one Member at Large Director elected at a Regular Meeting each of the first three years of the Association so that these Directors serve staggered terms. An exception to this is noted in paragraph D, below.
- D. In order to achieve an odd number of Board of Directors for the second year of the Association start up, it will be necessary to elect a temporary one (1) year Member at Large Director for the second year.

### Section 5. VACANCIES

- A. Vacancies in the Officers or Members at Large positions shall be filled by a majority vote of the remaining Directors.
- B. 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 the membership to elect the full authorized number of Directors to be elected at that meeting.

- C. Upon majority vote of the Board of Directors, the office of a director may be declared vacant if the director has:
1. Missed more than three consecutive meetings;
  2. Failed to assume responsibility for the accomplishment of Board duties;
  3. Exhibited behavior contradictory to the goals and purpose of the Association;
  4. Been found by a final order of any court to be guilty of a felony or the breaching of any duty under Section 5230 of the California Nonprofit Public Benefit Corporation Law.

#### Section 6. REGULAR MEETINGS

- A. The Board of Directors shall meet not less than four (4) times per year, at a time and place to be determined by the President. Teleconferences, online meetings or other meeting methods may be used.
- 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. Meetings 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 notice to the membership.

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#### Section 7. 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. Notice of the location and time of any Special Meeting of the Board of Directors time shall be given at least ten (10) days by whatever means practical.

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#### Section 8. COMPENSATION

Directors shall not receive compensation for their services. Directors may receive reimbursement for their expenses in performing services in connection to Association business.

ARTICLE VI  
STANDING COMMITTEES

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Section 1. MEMBERSHIP COMMITTEE

- A. When needed, a Membership Committee shall be appointed by the Membership Chair with the approval of the Board of Directors.
- B. 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.

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Section 2. REPEATER COMMITTEE

- A. When needed, a Repeater Committee shall be appointed by the Repeater Chair, with the approval of the Board of Directors.
- B. The Repeater Committee shall be responsible for helping the Repeater Chair make all arrangements relating to the selection and installation of repeater stations and other duties as assigned by the Board of Directors.
- C. The Repeater Committee shall oversee and maintain the Association's radio equipment, technical operations and planning, and other technical duties as directed by the Board of Directors.

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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 third year Member at Large Director, and the Co-Chair shall be the second year Member at Large Director. One additional member, with no vested interest in the election shall be appointed to this committee.
- C. This Committee shall accept nominations for Director positions until thirty (30) days prior to the Annual Meeting. After which Committee shall prepare an election ballot containing only those nominees meeting requirements for service as described within Article IV, Section 1 and Article V, Section 4 herein. Committee Chair shall deliver election ballot ready for printing at least twenty (20) days prior to the Annual Meeting.

D. The Election Committee shall also act as the tellers for the election.

Section 4. HOSPITALITY COMMITTEE

- A. ~~When needed, a~~ Hospitality Committee and Chair shall be appointed by the President with the approval of the Board of Directors.
- B. The Hospitality Committee shall be responsible for organizing the food and decorations necessary for various meetings as requested by the President.

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Section 5. TERMS OF OFFICE

All committee Chairs and members, except for 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  
BUDGET

The Board of Directors shall create ~~and ratify~~ a fiscal year budget by a two-thirds (2/3) majority vote. The budget will be maintained by the Treasurer.

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ARTICLE VIII  
ADOPTION AND AMMENDMENTS OF THE BY-LAWS

Section 1. AMMENDMENT OR REVISION

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

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Section 2. NOTICE

At least a thirty day written notice to the membership must be given of the intention to amend or revise the By-Laws at a Regular or Special Meeting.

ARTICLE IX  
PARLIAMENTARY AUTHORITY

The current edition of "Robert's Rule of Order, Newly Revised" shall govern the meetings and procedures of the Association in all cases not provided for in these By-Laws, or when superseded by legal authority.

ARTICLE X  
LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. LIABILITY

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

Section 2. INDEMNIFICATION

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

Section 3. INSURANCE

As soon as financially feasible, as determined by a two-thirds (2/3) majority vote of the Board of Directors, the Association will obtain Nonprofit Directors and Officers Liability Insurance.

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Section 4. RELEASE OF LIABILITY

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A. All volunteers performing duties in behalf of the Association shall sign a release of liability prior to entering or utilizing any of the Association's property. Secretary of the Association shall maintain and keep a current file of all signed Releases of Liability.

B. All Volunteers sign that they are **fully aware and understand fully the risks associated with climbing on and working with amateur radio towers and associated equipment.** These risks can include and are not limited to slipping and falling off of the tower, being struck by lightning, catastrophic tower failure, falling objects, electrocution, etc. I further understand that I could be severely injured, disfigured, disabled, or even killed.

C. All Volunteers further state that they are fully aware and understand fully the risks associated with their activities, and that they voluntarily take **sole responsibility for their actions** and hold no one other than themselves responsible for their injury or death as a result of their actions. **They unconditionally agree to indemnify and hold SCIRA, Inc. free and harmless from any and all liability resulting there from.**

ARTICLE XI  
DISSOLUTION

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