

SAN DIEGO REPEATER ASSOCIATION, INC.

MEMORANDUM

DATE: November 27, 2012
TO: Board of Directors
FROM: John Austin, President
SUBJECT: Bylaws Update

An annual review of the SANDRA, Inc. bylaws has been completed. The current bylaws are available on the SANDRA, Inc. website.

Four revisions have been recommended; one in Article II, one in Article III and two in Article IV.

Article II Sections 5 A and 5 B revisions are requested in order to expedite the allocation of funding for corporate expenditures.

Article III Section 3 A must be updated in order to to comply with section 5510 (e) of the California Corporations Code.

In Article IV, an addition to Section 1 is necessary to conform to California law regarding corporate contracts. The addendum adds an age requirement in order to become a SANDRA Official. In Section 3, an addition to the election process is being requested in order to streamline that process.

Listed below are Article II Sections 5 A and 5 B with proposed revisions, Article III Section 3 and Article IV Sections 1 and 3 with their recommended revisions. Letter D in Article IV, Sections 1 and 3 are the updated / proposed additions for each section.

ARTICLE II
MEMBERS

(Current Section)

Section 5. POWERS

A. The members shall have the sole 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 \$1000.00 by a majority vote at any regular or special meeting.

Amended section to read:

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

(Current Section)

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 twenty-five percent (25%) of the total membership of the Organization.

Amended section to read:

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.

ARTICLE IV OFFICERS

Section 1. QUALIFICATIONS

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

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.

A vote by the Board regarding the bylaws changes, pursuant to California Corporations Code section 5150 (a) will occur on January 3, 2013.

The proposed changes and voting date will be electronically transmitted to the membership by posting access to this memorandum on the SANDRA, Inc. website "Public Notices" page. Posting will be made at least 30 days prior to the January 3, 2013 meeting.

This serves as notice to the membership regarding the bylaws vote at the regularly scheduled and published January Board meeting.

California Corporations Code Citations:

5150 (a) Except as provided in subdivision (c), and Sections 5151, 5220, 5224, 5512, 5613, and 5616, bylaws may be adopted, amended or repealed by the board unless the action would materially and adversely affect the rights of members as to voting or transfer.

5510 (e) Special meetings of members for any lawful purpose may be called by the board, the chairman of the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.