

BYLAWS FOR
SAN LUIS OBISPO COUNTY
EMERGENCY COMMUNICATIONS COUNCIL

Approved February 11, 2025

ARTICLE I
NAME

The name of this organization shall be the "San Luis Obispo County Emergency Communications Council" (SLOECC).

ARTICLE II
PURPOSE

The purpose of this organization is to establish, train and equip a cadre of amateur radio operators whose primary goal is to provide and support emergency radio communications in San Luis Obispo County, in coordination with ARES, RACES, and served public agencies. SLOECC provides logistical support, periodic training meetings and drills, field training exercises, technical projects and resources to help amateur radio operators prepare for effective emergency communication service.

ARTICLE III
MEMBERSHIP

The membership of the SLOECC shall consist of:

Section 1: Voting Members

Any licensed amateur residing in San Luis Obispo County may become a voting member upon submittal of an application, and its approval by a majority vote of the Board. A roster of active voting members shall be maintained. Membership may be terminated at the discretion of the Board based on resignation, relocation or for cause.

Section 2: Non-Voting Members

Persons who are interested in enhancing emergency communication in San Luis Obispo County, and because of their unique administrative, occupational, technical, or other qualifications may be appointed non- voting members by the President to serve in an advisory or auxiliary capacity. These membership appointments shall be confirmed by a majority vote of the Board.

ARTICLE IV DONATIONS AND DISBURSEMENTS

As a 501(c)(3) charitable organization, donations and disbursements shall be used solely for the purchase of communications equipment or for funding projects relating to emergency communications in alignment with the SLOECC Purpose

Disbursements over \$100 shall be approved by a majority vote of the Board. Expenses of \$100 or less may be paid by the Treasurer, with approval of one other Officer, provided it is a normal operating expense or a part of a board approved project. These disbursements are made in payment of approved invoices, or as reimbursements, provided that receipts are included.

No part of the income of SLOECC shall financially benefit any member or private individual except that reasonable compensation may be paid for services rendered. SLOECC shall not participate in political campaigns for any candidate for public office or engage directly or indirectly in attempting to influence legislation.

Upon dissolution of SLOECC, any assets remaining shall be distributed to other amateur radio organizations with similar purposes and exemption under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V BOARD of DIRECTORS

The business of the Council shall be managed on a volunteer basis by a Board of Directors composed of Officers: President, Vice President, Secretary, Treasurer, and three Board Members-At-Large. The board may establish committees, work groups or project teams to complete the work of the organization.

Directors shall hold office for two years, unless duly re-elected. Should a director be elected in a special election, their term is fulfilled at the Annual Meeting closest to two years since their election.

Nominations for director openings shall seek to generally represent geographical areas of the County.

ARTICLE VI ELECTIONS

Board members are elected by a majority of the members present at the Annual General Meeting, or a special meeting called for that purpose, provided there is a quorum of the voting members.

Directors may be removed from office with or without cause, by at least a two-thirds vote of members present at any general members' meeting, provided there is a quorum.

ARTICLE VII DUTIES OF DIRECTORS

Section 1: President

The President shall be responsible for leading the organization toward achieving the goals as set forth in these By-Laws and will be chairperson for all meetings of the organization.

Section 2: Vice President

The Vice President shall assist the President by coordinating the activities of various committees and, in the absence of the President, shall be responsible for the duties of the President.

Section 3: Secretary

The Secretary shall be responsible for all non-financial records of the organization. These include minutes of all meetings and other records relating to the activities of the organization and delivers effective notice of General Meetings and Board Meetings. The Secretary maintains the Register of Members, including names and contact information and is responsible for ongoing administration of the member application process.

Section 4: Treasurer

The Treasurer manages financial accounts, receipts and disbursements, and timely filing of all required financial reports and records. The treasurer provides reports of financial position for each Board meeting and the Annual General Meeting.

Section 5: Board Members-At-Large

All Directors share in the responsibility of governing the organization and perform other duties as assigned by the Board.

Section 6: Contracts

The Board may authorize any officer, director, or agent to enter into any contract in the name of and on behalf of the organization. Such authority shall be confined to specific instance approved by the Board.

Section 7: Handover

At the expiration of their term of office, officers shall promptly turn over to their successor all records associated with the position and any associated items belonging to the organization.

ARTICLE VIII MEETINGS

Section 1: General Meetings

General meetings of the members of SLOECC shall be held on a regular basis at a frequency, time and place determined by the Board of Directors to best suit the needs of the organization. At least one Annual General Meeting is held for the purpose of electing Directors whose terms are expiring.

General Meetings are held in the place or manner as determined by the Board. Meeting in-person is preferred; however, the Board may choose to hold meetings with conference telephone or other electronic means, provided that all persons participating can hear each other at the same time. Telephonic or electronic participation constitutes presence in person at that meeting.

Quorum: A quorum at any meeting shall be deemed present when not less than 20% of the voting members are present, or 15 voting members, whichever is less.

Voting: Each voting member shall have one vote. Members vote by show of hands, written ballot or through electronic transmission, at the discretion of the Board of Directors. There shall be no proxy voting.

Notification: Effective notice includes date, time, and location of the meeting. All members are notified of upcoming meetings through electronic transmission or mail delivered at least fourteen days before the meeting to the address or system designated by the recipient for that purpose. If the purpose of the meeting includes election or removal of a Director, that purpose must be so stated in the notice.

Section 2: Regular and Special Meetings of the Board of Directors

Business meetings of the Directors shall be held on a regular basis as needed to conduct the affairs of SLOECC, at least quarterly. Meetings are held in the place or manner as determined by the Board, and may be held in person, by conference telephone or other electronic means, provided that all persons participating can hear each other at the same time, and a quorum of the Board participates in such meeting. Special meeting of the board may be called by the President, or at least three of the Directors.

Quorum: A majority of the Directors, but no less than four, shall constitute a quorum for the transaction of business at any Board meeting.

Voting: Each Director shall have one vote. Any matter requiring a vote shall be voted by voice vote, show of hands, written ballot or through electronic transmission. There shall be no proxy voting.

Notification: Effective notice includes date, time, and location of the meeting. Board members are notified of upcoming meetings through electronic transmission at least seven days before the meeting to the address or system designated by the recipient for that purpose. Notice of the meeting may also be provided in person, by telephone or by mail.

Action Without a Meeting: Board decisions may be taken without a meeting only if written consent is provided by all Directors. Such unanimous consent shall be considered a vote of the Directors, recorded by the Secretary, and filed with the minutes.

ARTICLE IX CONFLICT OF INTEREST

Whenever a director has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE X NON-DISCRIMINATION

Persons and organizations served by SLOECC, as well as SLOECC directors, shall be selected in a non-discriminatory manner with respect to age, sex, race, national origin, sexual orientation, political or religious opinion or affiliation.

ARTICLE XI
INDEMNIFICATION

SLOECC shall indemnify Directors of the organization to the extent legally permissible by the laws of California.


ARTICLE XII
AMENDMENTS

These Bylaws may be amended by the Board of Directors at any meeting of the Board of Directors at which a quorum is present, by affirmative vote of two-thirds majority of the Directors present at the meeting.

Any voting member may submit a proposed amendment to these Bylaws in writing to the President, at least 30 days preceding the Board meeting in which such proposal shall be voted upon to allow ample time for the Board's consideration.

Adopted this 11th day of February, 2025.

I, the undersigned, being Secretary of SLOECC, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted.



MICHAEL J LINDSAY

Secretary

Date: 2/11/2025