

**BYLAWS
OF
SOUTHERN PENINSULA EMERGENCY COMMUNICATIONS SYSTEM
USERS GROUP**

ADOPTED – July 25, 1998

Amended – January 20, 2007

Amended – January 30, 2010

Article 1. Name

The name of the organization shall be the **SOUTHERN PENINSULA EMERGENCY COMMUNICATIONS SYSTEM USERS GROUP**, hereinafter referred to as **SPECS**.

Article 2. Purpose

The purpose of **SPECS** is to recruit, train and maintain a crew of Amateur Radio Operators who are ready to furnish communication services in a time of need.

Article 3. Membership

Section 1. All persons interested in Amateur Radio activities shall be eligible for membership, subject to approval by the board of directors. Membership classes are: Regular Member, Affiliate Member, and Honorary Member.

Section 2. Regular Members must have a valid amateur radio license and dues must be current.

Section 3. Only Regular Members are eligible to vote or hold office.

Section 4. New **SPECS** members pay a one time registration fee and annual dues.

Section 5. The Board of Directors shall establish the amount of annual dues and registration fees and shall present it to the general membership for approval. The dues and registration fees shall be re-evaluated annually. Honorary Members are elected by the Board and are exempt from registration fees and annual dues.

Section 6. Affiliate membership is intended for those persons interested in amateur radio activities who do not hold a valid amateur radio license. Affiliate members must pay the registration fee and dues, but are not eligible to vote or hold office.

Article 4. Board of Directors

Section 1. The Board of Directors shall be the governing body of the organization and shall consist of the elected officers, the Directors-at-Large, the Immediate Past President and the Repeater Liaison. All members of the Board shall have full voting privileges.

Section 2. The Directors shall be Regular Members.

Section 3. The Directors shall serve without compensation.

Section 4. The President shall be authorized to transact any Board business by polling of all Board Members when necessary, with a 2/3 approval.

Section 5. The Repeater Liaison shall be appointed by the SPECS Repeater Association (SPECS RA) and may be changed at any time by that group by written notice to the President. The Repeater Liaison may appoint a representative to act on his or her behalf whenever the Repeater Liaison is not available.

Section 6. The Immediate Past President shall be the person who most recently served as President, having been duly elected, but who is no longer serving as President, provided that this person is not otherwise a member of the board of directors. If no such person is available and willing to serve, the board may appoint any other person who is not a member of the board but was previously duly elected as President to serve as Immediate Past President until the next election of officers.

Section 7. A Director-at-Large may be appointed by each Emergency Coordinator of those entities not otherwise represented on the Board and may serve for a term of one year. Entities to be represented on the Board are Los Altos, Los Altos Hills, Mountain View, NASA Ames Radio Club, Palo Alto, Stanford Radio Club and Sunnyvale.

Section 8. The Immediate Past President and the Repeater Liaison shall not be the same person.

Section 9. The Immediate Past President and the Repeater Liaison are not limited to any specific term of office, but may serve indefinitely as long as there is no conflict with any other provision of these Bylaws or the Articles of Incorporation.

Article 5. Officers

Section 1. The Officers shall be:

President
1st Vice President
2nd Vice President
Secretary
Treasurer
Training Officer

Section 2. Officers shall be elected by majority vote from the regular membership.

Section 3. Officers must be members of the Amateur Radio Emergency Service (ARES) and/or the Radio Amateur Civil Emergency Service (RACES).

Section 4. The term of office shall be one year and shall commence upon election.

Section 5. The Board of Directors may appoint a qualified member in good standing to fill a vacancy for the unexpired portion of any Officer's term.

Section 6. The Officers shall serve without compensation.

Section 7. Any Officer except the President may appoint any single regular member as an Assistant Officer subject to approval by the Board of directors by unanimous vote. Such a duly appointed Assistant Officer may exercise the vote of the elected Officer when that Officer is not present subject to the directions of the elected Officer, and counts as the elected Officer for purposes of quorum. The Assistant Officer may be dismissed at any time by the elected Officer or by the objection of any Director. An Assistant Officer may serve only until the next election of Officers but may be reappointed in any number of consecutive terms.

Article 6. Duties of Officers

Section 1. President: The President shall be responsible for the overall operation of the organization and shall attend scheduled meetings of the SPECS RA Group and serve as the liaison to that organization. The President shall preside at SPECS meetings, follow "Robert's Rules of Order" during the meetings, prepare the meeting agenda, notify the membership of any meetings, represent the organization at public events and act as the liaison to City and County Governments and ensure the continuation of SPECS Net.

Section 2. 1st Vice President: The 1st Vice President shall assist the President and shall preside at meetings in the President's absence, assuming full responsibility of the office. The 1st Vice President shall be responsible for fundraising, act as the main event coordinator for the annual flea market, research and present other fundraising opportunities.

Section 3. 2nd Vice President: The 2nd Vice President shall be the social event coordinator, arranging events for the organization's benefit. The 2nd Vice President shall prepare and manage the event calendar for participation of the organization in various events, providing communication services.

Section 4. Secretary: The Secretary shall take minutes at each meeting and make them available to the members. The Secretary shall solicit information from other members concerning any newsworthy activities in or outside the organization for the newsletter to the members. The Secretary shall oversee the newsletter and its distribution to the membership. The secretary shall maintain copies of the Bylaws and all amendments thereof. A copy of the complete Bylaws shall be given to any new member upon joining and shall be given to any current member upon request.

Section 5. Treasurer: The treasurer shall bill for and collect all dues, pay all financial obligations and keep all financial records for the organization. The Treasurer shall provide a financial statement at each Board meeting of all income and expenditures. The Treasurer shall pay any authorized expenditures. The Treasurer shall keep the checkbook for the organization and prepare a year end financial statement. The Treasurer shall prepare and maintain an updated membership roster, showing all dues paid, and deliver a membership badge to any new member upon payment of dues.

Section 6. Training Officer: The Training Officer shall be responsible for recruiting and training of new and existing members. The Training Officer also provides schedules of classes available including those offered by other agencies for emergency preparedness and sets up completion recognition programs and requirements for education. The Training Officer is to keep records of members who attended various classes and prepare outlines for recruiting activities in (events, schools, clubs etc.) various venues.

Article 7. Finances

Section 1. All funds collected must be recorded by the treasurer and deposited into a checking/savings account at a local financial institution agreed upon by the Board of Directors.

Section 2. The account shall be in the name of the organization and the President, 1st Vice President, 2nd Vice President and the Treasurer shall be authorized signatories.

Section 3. The Board shall establish and approve an operating budget at the first board meeting of the calendar year.

Section 4. The Treasurer's books shall be audited by a committee of two or more persons appointed by the Board, none of whom were members of the Board or involved in any financial transactions of the organization during any part of the period audited. Members of the audit committee may have been members of the organization during the period audited. A report from the audit committee shall be presented for approval annually to the Board. The members shall receive a financial statement at the regular membership meeting and a report from the audit committee.

Section 5. Funds are to be allocated as follows: Annual Membership dues shall be used as operating capital for the organization. Cash donations and funds received from fundraising events shall be applied to equipment (new or upgrades), education, training and community education and recruiting.

Section 6. No funds shall be disbursed in conflict with the provision of the Bylaws or the Articles of Incorporation.

Article 8. Ad-hoc Committees

Section 1. The Board shall appoint committees as the need arises to fulfill the mission of the organization.

Article 9. Meetings

Section 1. Regular meetings of the Board of Directors shall be held at least quarterly. The conduct of the meeting shall be governed by “Robert’s Rules of Order”. Notice of at least 10 days is to be given to all Members of the Board of time and place and agenda.

Section 2. Regular meetings of the General Membership shall be no less than once per year, one of which shall be in January. The time and location of the meeting shall be designated by the Board of Directors. All meetings shall be governed by “Robert’s Rules of Order”. Notice of at least 30 days is to be given to all Members of time and place and agenda.

Section 3. Special Meetings of the Board of Directors may be called by the President or by any two members of the Board.

Section 4. General Membership Special Meetings may be called by no less than one-tenth of the Regular Members. All Special Meetings shall be governed by “Robert’s Rules of Order”. Notice of at least 30 days is to be given to all Members of time and place and agenda.

Section 5. All meetings shall be announced on the SPECS Net, giving time and location. This constitutes the notice required under Article 9.

Section 6. At any regular or special meeting of the Board of Directors, a majority of the Directors then in office (but not less than four) shall constitute a quorum.

Section 7. At any regular or special meeting of the membership, one-tenth of the members in good standing shall constitute a quorum.

Article 10. Elections

Section 1. The election of Officers shall take place in January of every year at the general membership meeting.

Section 2. The term of office shall be one year and no officer shall serve in the same office for more than four consecutive terms.

Section 3. A Nominating Committee shall be appointed by the Board of Directors no later than October.

Section 4. Any Regular Member may make recommendations to the Nominating Committee.

Section 5. The Nominating Committee must present its recommendations to the general membership by mail no later than 30 days prior to the elections.

Section 6. Nominations shall remain open up to election time.

Section 7. A 2/3's vote of the Regular Membership in attendance in any Regular Meeting shall constitute authorization to schedule regular or special elections.

Article 11. Dissolution

Section 1. Upon dissolution of the organization all cash and remaining assets after payments of liability shall be distributed to a charitable organization approved by the general membership.

Section 2. No part of net income or assets of the organization shall transfer to the benefit of any officer or member.

Article 12. Amendments

Section 1. The Bylaws may be amended at any Regular or Special membership meeting with an attendance of at least 15 Regular Members. A 2/3 vote is required for approval from Regular Members in attendance.

Section 2. Absentee ballots shall be valid, however no proxy shall be accepted.