

B Y L A W S
OF
THE OAKLAND RADIO COMMUNICATION ASSOCIATION
(A Membership Nonprofit Mutual Benefit Corporation)

[As amended through May 7, 2009]

ARTICLE I

OFFICES

1.1 Principal Office. The principal office for the transaction of the business of the corporation is fixed and located at 13450 Skyline Boulevard, Oakland, County of Alameda, State of California. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another within the cities of Oakland, Piedmont or Emeryville, County of Alameda, State of California.

1.2 Other Offices. At any time, branch or subordinate offices may be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II

PURPOSES

2.1 Purposes. The principal purposes of the corporation are to promote, encourage, and coordinate Amateur Radio Activity in and around the cities of Oakland, Emeryville and Piedmont including, maintaining an effective volunteer emergency communications capability; advancing the knowledge and operating skill of all members; furthering the exchange of information, sociability and friendship among its members; furthering the art of very high frequency communications; and to so conduct its programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

2.2 Dissolution. Upon dissolution of the corporation, any assets remaining after payment of all known debts and liabilities shall be distributed to the Electrical Engineering Department of an institution of higher learning for the purpose of furthering the study of radio communication as determined by the Board of Directors in accordance with applicable law. In no event shall any profit or asset of the corporation be distributed to its members.

ARTICLE III

MEMBERSHIP

3.1 Qualification for Membership. All persons interested in Amateur Radio communication shall be eligible for membership. There shall be two classes of members of the corporation; namely full members and associate members. Subject to the provisions of section 3.4, full members of the corporation shall be those natural persons who are interested in Amateur Radio communication and hold a current Amateur Radio station and/or operator's license issued by the Federal Communications Commission and who have duly applied for and been admitted to membership in the corporation and have paid all applicable membership fees, dues and assessments. Associate members are all such persons who do not hold a current Amateur Radio station and/or operator's license issued by the Federal Communications Commission.

3.2 Voting Rights. Each full member shall be entitled to cast one vote with respect to those matters submitted to the membership for action or approval. There shall be no voting by proxy. Associate members and any member who is no longer active under the provisions of sections 3.1 and 3.4 shall not be entitled to cast any vote.

3.3 Annual Dues. Regular annual dues for full and associate members and, if necessary, supplemental dues shall be assessed based upon the need of the corporation to sustain itself. The Board of Directors shall be entitled to, from time to time at its own discretion, determine the amount of annual or supplemental dues to be assessed to each member and the time allowed for payment. Annual dues shall be payable in one annual installment in an amount and at such time as is determined by the Board of Directors. All dues shall be added to the general fund for the corporation and shall be administered by the corporation.

3.4 Termination of Membership. The active membership of any member shall terminate upon the occurrence of any one or more of the following:

(a) Resignation. Any member may resign from the corporation in writing filed with the Secretary of the corporation. Resignation shall not release the resigning member from the payment of any unpaid membership fees, dues or assessments. No pro rata membership of any membership fees, dues or assessments shall be made for the balance of the calendar year in which the resignation is effective or otherwise;

(b) Expiration and Disqualification. A membership issued for a period of time shall expire when such period of time has elapsed, unless the membership is renewed. In the case of memberships for which qualification requirements are established, membership of a member shall terminate upon the determination of

the Board of Directors, or a committee of no fewer than two (2) Directors designated by the Board to make the determination, that the member no longer meets the qualification requirements for membership in the corporation;

(c) Failure to Pay Fees, Dues and Assessments. Membership shall terminate upon the failure of the member to pay any fees, dues or assessments within the time periods established by the Board of Directors; or

(d) Violation of Rules or Standards. Membership of a member shall terminate upon the determination of the Board of Directors, or a committee of no fewer than two (2) Directors designated by the Board to make the determination, that the member has violated these Bylaws, the O.R.C.A. Articles of Incorporation or F.C.C. rules and regulations; failed in a material respect to observe the rules of conduct promulgated from time to time by the Board of Directors and applicable to members, or otherwise has failed in some material respect to merit continued membership privileges in the corporation.

3.4A Process. In the case of termination of membership for grounds as set forth in subsection 3.4(b), 3.4(c) or 3.4(d), the Board shall provide the due process required by section 7341 of the California Nonprofit Corporation Law, including fifteen (15) days' notice of such action and the opportunity to be heard at least five (5) days before such termination.

3.5 Sanctions. The Board of Directors shall have the right to sanction a member for grounds as set forth in subsection 3.4(b), 3.4(c) or 3.4(d), in accordance with subsection 3.4A, by determining that the member is not an active member in good standing for a specified period of time. Upon such determination, that member shall not be entitled to any of the rights and privileges of membership for the period established by the Board. No pro rata refund of any membership fees, dues or assessments shall be made for the period in which the sanction is effective.

3.6 Reinstatement. Suspended or terminated members may be reinstated at the discretion of the Board of Directors.

3.7 Property Rights. No member shall have any right or interest in any of the property or assets of the corporation.

3.8 Nonliability. No member shall be personally liable for the debts, liabilities or obligations of the corporation.

3.9 Nontransferability. No member may transfer a membership or any right arising therefrom, and all rights of membership shall cease upon the member's death.

ARTICLE IV

MEMBERSHIP MEETINGS

4.1 Place of Meetings. All meetings of members shall be held at any place within the State of California designated by the Board of Directors or by the written consent of all members entitled to vote at such meeting given either before or after the meeting and filed with the Secretary of the Corporation.

4.2 Annual Meetings. The annual meeting of members of the Corporation shall be held on a date and at a time and place determined by the Board of Directors; provided, however, that the initial annual meeting may be held on a date and at a time and place specified by the Incorporator of this corporation.

4.3 Special Meetings. Special meetings of members, for any lawful purpose or purposes whatsoever, may be called at anytime by the President, the Board of Directors or by members holding five percent (5%) or more of the voting power of the corporation. Upon such call by any such person or persons other than the Board, in writing and stating the business to be transacted at the special meeting, mailed to the principal office of the corporation, or delivered to the President, the Vice President or Secretary, it shall be the duty of the President to cause notice to be given within twenty (20) calendar days from receipt of such a request, to the members entitled to vote at such meeting, of the scheduled special meeting, which shall be held not less than thirty-five (35) calendar days nor more than ninety (90) calendar days after the receipt of such a request.

4.4 Notice of Meetings or Elections. A notice of each annual meeting, any election of Directors or special meeting shall be given by the President, or in the case of his or her failure or refusal, by any other officer or any Director; shall specify the place, day and hour of the meeting or the date on which a ballot shall be returned, if applicable, and in the case of special meetings, the nature of the business to be transacted at such meeting. Such notice shall be given each member by sending a copy thereof by first-class mail, by electronic transmission or by telecopy, postage or charges prepaid, to the member's address appearing on the books of the corporation, at least ten (10) calendar days but no more than ninety (90) calendar days prior to the date fixed for such meeting or election.

4.5 Quorum. The presence in person of ten percent (10%) of the voting power of the corporation shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a

majority of the members required to constitute a quorum.

4.6 Voting Period. Each full member in good standing is entitled to one vote on each matter submitted to a vote of the members. Voting shall be by voice vote, unless the chairperson of the meeting at which such vote takes place directs such voting to be by ballot. No single vote shall be split into fractional votes. Cumulative voting for the election of Directors shall not be authorized.

4.7 Conduct of Meetings. Meetings of members shall be presided over by the President, or in his or her absence, a Vice President, or, in the absence of all of them, by a chairperson chosen by a majority of the members present. The Secretary of the corporation shall act as the secretary of all meetings of members, provided that in his or her absence the presiding officer shall appoint another member to act as Acting Secretary of the meeting.

ARTICLE V

BOARD OF DIRECTORS

5.1 Powers. Subject to the limitations of the Articles of Incorporation, the Bylaws and the California Nonprofit Corporation Law as to actions to be authorized or approved by members, and subject to the duties of Directors as described by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the foregoing the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts or other commitments on behalf of the corporation, and to appoint and delegate responsibilities and authority to such committees, officers and agents as the Board of Directors shall deem necessary and appropriate.

5.2 Number of Directors; Ex Officio Directors. The authorized number of Directors shall be nine (9) until changed by a Bylaw amending this section duly adopted by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present. The Emergency Coordinator of the Amateur Radio Emergency Service in Oakland (the EC) the Oakland Radio Amateur Civil Emergency Service Radio Officer (the RO) and the trustee(s) of the corporation's duly licensed radio stations (the Trustees) shall be *ex officio* members of the Board. *Ex officio* Directors shall be entitled to attend and participate in discussions at all Board meetings. *Ex officio* Directors may vote only on matters concerning emergency communications, as to the EC and the RO, or station operations, as to the Trustees. An *ex officio* Director who is also an elected Director is entitled to exercise all voting privileges in his or

her capacity as an elected Director. For purposes of such voting by the EC, RO and the Trustees, whenever such matters are considered the Board shall function as an advisory committee of the whole to which the power to direct the corporation's activities in the applicable areas has been delegated in accordance with sections 7151(c)(4) and 7210 of the California Nonprofit Corporation Law.

5.3 Election and Term of Office. Directors shall be elected at the annual meeting. Each Director shall serve a three-year term, which shall commence on the date of his or her election and which shall end on the date of the election of his or her successor. Directors may serve any number of terms, consecutively or otherwise. One third of the Directors shall be elected annually, provided, that at the first election of Directors following the merger with VHF Repeaters, Inc., nine Directors shall be elected, one-third of whom shall serve for one-year terms, one-third of whom shall serve for two-year terms and one-third of whom shall serve for three-year terms. The duration of the terms of the initial post-merger Directors shall be determined by lot or by such other method as the initial post-merger Board of Directors shall deem necessary or appropriate. The Board of Directors shall nominate candidates willing to serve and representative of the interests of the corporation.

5.4 Extension of Term of Office. Notwithstanding the provisions of sections 5.2 and 5.3, in the event a Director is an officer of the corporation with an unexpired term at the time his or her term as a Director expires, he or she may seek election to another three (3) year term or choose to have his or her term as a Director extended until the date on which he or she completes his or her service as an officer. If the Director seeks election and is not elected, he or she must resign as an officer. For the purposes of implementing this provision, terms of officers shall be calculated to run concurrently with annual elections of Directors, no matter when officers are elected, so that expirations of terms of office of both officers and Directors will occur at the same time. Whenever an officer chooses to extend his or her term as Director for one year, the number of Directors elected that year will be reduced by one and the number to be elected in the following year will be increased by one, in each case for each officer making such choice.

5.5 Vacancies. Vacancies in the Board of Directors may be filled by vote of a majority of the remaining Directors then in office, though less than a quorum, and each Director so elected shall hold office until the end of the term of his or her predecessor. A vacancy or vacancies shall be deemed to exist in (i) the case of the death, resignation or removal of any Director, or (ii) if the authorized number of Directors is increased without election of the additional directors so provided for, or (iii) if the members fail at any time to elect the full number of authorized Directors, or (iv) if a Director fails to attend two of

the last four meetings of the Board without excuse. The members may at any time elect Directors to fill any vacancy not filled by the Directors.

5.6 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of California which has been designated (i) from time to time by resolution of the Board; (ii) in the notice of any such meeting; (iii) by the written consent of all of the Directors; or (iv) at the discretion of the President.

5.7 Organizational Meetings. Following the annual meeting of members or any special meeting of the members at which Directors shall have been elected, but not less frequently than annually, the Directors shall hold a regular meeting for the purpose of organizing the Board, the election of officers and the transaction of such business as may come before the meeting.

5.7A Regular Meeting Times. Regular meetings of the Board may be held at such time as the Board may fix from time to time.

5.8 Special Meetings. Special Meetings of the Board of Directors for any purposes may be called at any time by the President or by any two Directors.

5.9 Notice of Meetings. Notice of the time and place of each regular meeting of the Board of Directors not fixed by the Bylaws or by resolution of the Board of Directors and notice of every special meeting shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally or by telephone, telecopy or electronic mail and not less than four (4) calendar days before the date of the meeting if given by first-class mail.

5.10 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

5.11 Telephonic Meetings. Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

5.12 Quorum. A majority of the elected Directors shall be necessary to constitute a quorum for the transaction of business except to adjourn as hereinafter provided. Every act or

decision of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Directors unless a greater number is required by law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

5.13 Fees and Compensation. Directors shall not be compensated for serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred on behalf of the corporation as the Board may authorize specifically from time to time. Members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided, that such compensation shall be reasonable and shall be comparable to compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any Director from serving the corporation in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

5.14 Nonliability of Directors. Subject to compliance with the provisions of the California Nonprofit Corporation Law, no Director shall be personally liable for the debts, liabilities or other obligations of the corporation.

5.15 Indemnity for Litigation. The corporation shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in section 7237(a) of the California Nonprofit Corporation Law) of the corporation, to the full extent allowed under the provisions of section 7237 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable.

5.16 Honorary Nonvoting Director. Any former President of the corporation who is not, at the same time, a Director of the corporation, shall become a honorary nonvoting Director of the corporation. An honorary director shall not be included in establishing a quorum of the Board of Directors.

ARTICLE VI

OFFICERS

6.1 Officers. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that the offices of President and Secretary shall not be held by the same person.

6.2 Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of section 6.3 or section 6.5, shall be chosen annually by the Board of Directors to serve a one year term, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be appointed and qualified. [May 7, 2009]

6.3 Subordinate Officers. The Board of Directors may appoint and may empower the President to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided by the Bylaws or as the Board of Directors may from time to time determine.

6.4 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors in any regular or special meeting thereof or, except in the case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors (subject, in each case, to the rights, if any, of an officer under any contract of employment). Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

6.6 President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the members and Directors, shall serve as an *ex officio* member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.72 Vice President. In the absence or disability of

the President, the Vice President shall perform all of the duties of the President and in so acting shall have all of the powers of the President. In addition, he or she shall organize corporate activities and plan contests and events for the membership. The Vice President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.8 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, shall maintain a current membership roll, shall deliver the annual statement required by section 9.7 to the members and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.9 Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation. The Treasurer shall receive and safely keep all funds of the corporation and deposit them with such depositories as may be designated by the Board of Directors. The Treasurer shall keep accurate and correct books and accounts of the corporation's transactions and property. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII

COMMITTEES

7.1 Committees. The Board of Directors shall appoint an Executive Committee, a Technical Committee composed of a Chief Engineer, Assistant Chief Engineer and a Station Manager, and such other committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the corporation. The Executive Committee and any other committee having authority of the Board shall consist of two (2) or more Directors and any committee not having authority of the Board may consist of any two (2) or more active members of the corporation provided:

(a) Executive Committee. At a minimum, the Executive Committee shall be comprised of the officers of the corporation.

(b) Technical Committee. The Chief Engineer shall act as Chairperson of the Technical Committee, maintain the corporation's equipment and keep its stations operational and in compliance with F.C.C. regulations, and make recommendations for changes, modifications and/or procurement of equipment to improve and/or maintain station operations. Unless the Board designates

someone else, the Trustee of the corporation's repeater station license will be the corporation's Northern Amateur Relay Council of California (N.A.R.C.C.) Representative. The Chief Engineer, through the Technical Committee, will be responsible to keep an accurate inventory of the corporation's equipment, present electric power and telephone bills to the Treasurer for payment and keep all station sites clean and in good order.

7.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except the following:

(a) The approval of any action of which the California Nonprofit Corporation Law also requires the approval of a majority of the members of the Board or approval of a majority of all members of the corporation;

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(e) The appointment of committees of the Board or the members thereof; or

(f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

ARTICLE VIII

CORPORATE LOANS, GUARANTEES AND ADVANCES

8.1 Loans and Guarantees. The corporation may loan money or property to, or guarantee the obligation of, any Director or officer of the corporation, provided:

(a) The Board determines the loan or guarantee may reasonably be expected to benefit the corporation; and

(b) Prior to consummating the transaction or any part thereof, the loan or guarantee is either: (i) approved by the members, without counting the vote of the Director or officer, if a member, or (ii) approved by the vote of a majority of the Directors then in office, without counting the vote of the Director who is to receive the loan or the benefit of the

guarantee.

8.2 Advances. Notwithstanding section 8.1, the corporation may advance money to a Director or officer of the corporation or its affiliate or subsidiary for any expenses reasonably anticipated to be incurred in the performance of the duties of the Director or officer of the corporation or its affiliate or subsidiary, provided that in the absence of such an advance the Director or officer would be entitled to be reimbursed for these expenses by the corporation, its affiliate or subsidiary.

ARTICLE IX

MISCELLANEOUS

9.1 Fiscal Year. The fiscal year of the corporation shall end on the last day of December of each year.

9.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of members and Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time during office hours upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

9.3 Representation of Shares of Other Corporations. The President or any Vice President and the Secretary or any Assistant Secretary of the Corporation are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to the officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

9.4 Checks, Draft, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation, requiring signature for transfer, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

9.5 Execution of Contracts. The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the corporation, and a such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render

it liable for any purpose or in any amount; provided, that pursuant to section 7214 of the California Nonprofit Corporation Law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, between the corporation and any third person, when signed by the President or Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be binding upon the corporation in the absence of actual knowledge on the part of the third person that the signing officers had no authority to execute the same.

9.6 Annual Report - Notice to Members. (a) Following any fiscal year in which the corporation receives more than ten Thousand Dollars (\$10,000) in gross revenues or receipts during the fiscal year, the Board shall notify each member of the member's right to receive a financial report pursuant to section 8321 of the California Nonprofit Corporation Law. Upon written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

(b) An annual report shall be prepared not later than one hundred twenty (120) calendar days after the closing of the corporation's fiscal year. Such report shall contain, in appropriate detail, the following:

(1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;

(2) A statement of the place where the names and addresses of the current members are located; and

(3) Any information required by section 9.7 of these Bylaws.

(4) Any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

9.7 Annual Statement of Certain Transactions and Indemnifications. Pursuant to section 8322 of the California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications, if any, to be sent to its members and to the Directors not later than one hundred twenty (120) calendar days after the close of the fiscal year. Such annual statement shall describe:

(a) The amount and circumstances of any loans, guarantees, indemnifications or advances aggregating more than One Thousand Dollars (\$1,000) paid or made during the fiscal year of the corporation to any officer or Director of the Corporation; provided, that no such report need be made in the case of a loan,

guarantee, or indemnification approved by the members or a loan or guarantee not subject to the provisions of subdivision (a) of section 7235 of the California Nonprofit Corporation Law; and

(b) Any "covered transaction" (defined below) during the previous fiscal year of the corporation involving (1) more than Five Thousand Dollars (\$5,000) or, (2) which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Five Thousand Dollars (\$5,000). The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested person's" relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided, however, that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a "covered transaction" is a transaction in which the corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest; provided, that transactions approved by the members of the corporation under subdivision (a) of section 7233 are not "covered transactions": (i) any Director or officer of the corporation, or its parent or subsidiary; or (ii) any holder of more than ten percent (10%) of the voting power of the corporation, or its parent or subsidiary. For purposes of this section, any person described in either subparagraph (i) or (ii) above is an "interested person."

ARTICLE X

EFFECTIVE DATE AND AMENDMENTS

10.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors or members of the corporation in adopting them provide that they are to become effective at a later date.

10.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice, unless the action would: (i) materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; (ii) increase or decrease the number of members authorized in total or for any class; (iii) effect an exchange, reclassification or cancellation of all or a part of the membership; or (iv) authorize a new class of membership; except that Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of the members at

which a quorum is present:

- (a) A Bylaw specifying or changing the number of Directors;
- (b) A Bylaw increasing the term of office of Directors;
- (c) A Bylaw increasing the quorum of members;
- (d) A Bylaw repealing, restricting, creating or expanding proxy rights; or
- (e) A Bylaw repealing or amending the right to cumulative voting.

Notwithstanding the foregoing, in the event that there are two or more classes of voting members, Bylaws may be adopted, amended or repealed in accordance with this section 10.2; provided, that such adoption, amendment or repeal also requires approval by the members of a particular class if such action would: (i) materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class; (ii) materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the right, privileges, preferences, restrictions or conditions of another class; (iii) increase or decrease the number of memberships authorized for such class; (iv) increase the number of memberships authorized for another class; (v) effect an exchange, reclassification or cancellation of all or a part of the memberships of such class; or (vi) authorize a new class of memberships.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of the Oakland Radio Communication Association.

2. That the foregoing amended Bylaws constitute the Bylaws of the aforesaid corporation as duly adopted by action of the Board of Directors dated May 7, 2009, at Oakland, California.

_____, Secretary