

BYLAWS of 10-10 INTERNATIONAL NET, INC.

ARTICLE I - NAME

The name of the organization is 10-10 International Net, Inc. The organization is also known as Ten-Ten International Net, Inc. The name is also abbreviated as 10-10, 10-10 Net, Ten-Ten, or Ten-X. In these Bylaws, the abbreviation "10-10" will be used.

ARTICLE II - PURPOSE

The purposes of 10-10 are to promote activity on the 10-meter amateur band, to handle traffic, and to assist radio amateurs in improving their technical skills and operating procedures. The operation of 10-10 shall be for charitable, educational, and scientific purposes related to amateur radio. A news publication, the 10-10 NEWS, will be published on a regular basis.

ARTICLE III - MEMBERSHIP

Section 1

Any licensed amateur radio operator who has operating privileges on 10 meters may apply for membership. The license must authorize operation on 10 meters under the member's own call sign without a control operator or other supervision. Additional requirements for membership, including payment of dues, shall be established by the Board of Directors and published in the 10-10 NEWS. Upon acceptance of membership, each applicant will be assigned a unique 10-10 number. No member may have more than one 10-10 number.

Section 2

The classes of membership are:

- (a) U.S. Member
- (b) International Member
- (c) Family Member
- (d) Life Member
- (e) Honorary Member
- (f) Club Station Member

Section 3

Classes of membership are defined as follows:

- (a) U.S. Members are those members residing within a United States postal zip code zone.
- (b) International Members are all members whose mailing address is not within a United States postal zip code zone.
- (c) Family membership consists of a primary member (a U.S. Member, International Member, or Life Member) and one or more relatives who qualify as a 10-10 member and who reside at the same location and postal address. Family membership shall run concurrently with the membership of the primary member.

- (d) A Life Member is a member whose dues have been paid for life.
- (e) Honorary membership for life may be granted by two-thirds vote of the Board of Directors in recognition of outstanding services rendered to 10-10. An Honorary Member is not required to pay dues.
- (f) The trustee of a Club Station licensee with a unique government issued call sign may apply for a Club Station membership for the club. Club stations are not eligible for any other class of membership.

Section 4

Life Members and Honorary Members are “active” members and shall have all rights and privileges of membership.

Individual Members and International Members whose dues are current are “active” members and shall have all rights and privileges of membership.

The primary member and each Family Member of a family membership whose dues are current are “active members” and shall have all rights and privileges of membership. Each Family membership shall receive only one copy of the 10-10 NEWS.

Club Station memberships do not entitle the club to a vote on 10-10 matters.

Section 5

Family membership for the eligible family of Life Members may be for any number of years. Upon the death of the Life Member, the family membership must be converted to an active membership within 90 days or will be canceled. Conversion will be on the basis of the difference between the cost of family membership and active membership.

Section 6

Membership shall be automatically cancelled upon revocation, cancellation, or suspension of a member's amateur radio license privileges.

Active membership will be automatically canceled if the member's dues are delinquent for a period of more than two months following the renewal due date.

A member whose membership is canceled shall lose all rights and privileges of membership, but shall retain his or her 10-10 number in an “inactive” status.

Section 7

The Board of Directors may, by a vote of two-thirds of the members of the Board, revoke a 10-10 membership for conduct detrimental to amateur radio in general or 10-10 in particular. The Board action may also revoke the member's 10-10 number.

ARTICLE IV - DUES

The Board of Directors shall establish dues for the various membership classes. Current dues for each class of membership will be published in each issue of the 10-10 NEWS.

ARTICLE V - BOARD OF DIRECTORS

Section 1

The Board of Directors shall manage the affairs of 10-10 and adopt all policies of 10-10, in accordance with the provisions of these Bylaws.

All 10-10 policies shall be recorded in the minutes of the Board of Directors and in a 10-10 Operations Manual (Ops Manual) that shall be published in the manner determined by the Board.

Section 2

The officers of 10-10 shall be a President, Vice President, and Secretary.

Section 3

The Board of Directors shall consist of the President, Vice President, Secretary, the Immediate Past President, and eight (8) Directors. No one shall hold more than one position at a time on the Board of Directors. Each member of the Board of Directors must maintain membership in "active" status during his or her term of office.

Section 4

Each Officer and Director shall serve a term of four (4) years or until his or her successor is duly elected and installed in office. The terms of office of the newly elected or re-elected Officers and Directors shall commence on the first day of January following their election.

Section 5

In the event of a vacancy on the Board of Directors, the President shall appoint a replacement to serve the remainder of the unexpired term. The affirmative vote of a majority of the directors then remaining in office shall be required to ratify the appointment. The ratification vote may be taken by regular mail, email, or at a special meeting of the Board of Directors.

Section 6

If the office of President becomes vacant for any reason, the Vice President shall assume the office of President until the next regular election of Officers. A replacement for the Vice President shall be appointed in the same manner as other vacancies on the Board of Directors under this Section.

Section 7

Any Officer or Director of 10-10 may be removed from office at any time by a two-thirds vote of the members of the Board of Directors then in office whenever in their judgment the best interests of 10-10 would be served.

Section 8

A petition signed by a least 25% of the Active members of 10-10 may recall an Officer or Director. A special election must be held to replace the recalled Officer or Director using a procedure established by the Board of Directors. The recalled Officer or Director may be a candidate for re-election.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1

The Board of Directors shall hold a regular meeting at least once each year. In those years when there is a general membership meeting, the regular meeting of the Board of Directors shall be held contemporaneously at the same location.

Section 2

At least fifty percent (50%) of members of the Board of Directors must be present to constitute a quorum at all regular and special meetings of the Board of Directors. Once a quorum has been established, the Board of Directors may continue to act until the meeting is adjourned.

Section 3

The Board of Directors may hold special meetings at the call of the President or at the request of a majority of the other members of the Board of Directors. Special meetings of the Board of Directors may be held at a physical location or by electronic means including (but not limited to) amateur radio, Internet conferencing, or conference telephone call.

Section 4

Each member of the Board who is present at a regular or special meeting of the Board of Directors shall, without exception, have one vote. Proxy votes are not permitted.

Section 5

Unless modified by these bylaws, *Robert's Rules of Order, Newly Revised* shall govern all regular meetings of the membership and Board of Directors.

ARTICLE VII - MEMBERSHIP MEETINGS

Section 1

10-10 shall hold general membership meetings at times and places designated by the Board of Directors and published in the 10-10 NEWS.

Section 2

The purpose of the general membership meetings shall be the presentation of a report by the Board of Directors to the general membership and a general discussion of issues and matters of interest to the membership of 10-10.

ARTICLE VIII - DUTIES OF OFFICERS

Section 1

The President shall preside at all meetings of 10-10 and of the Board of Directors.

The President shall appoint the members of committees established by the Board of Directors. The President may also established temporary *ad hoc* committees between the meetings of the Board of Directors.

The President shall be a member *ex-officio* of all committees except the Nominating Committee

Section 2

The Vice President shall preside at meetings of the Board of Directors and meetings of the membership when the President is unable to attend. The Vice President shall also represent the President and 10-10 at functions where the presence of 10-10 is required or desirable.

The Vice President shall assist the President in any way possible, including but not limited to performing delegated tasks assigned by the President.

The Vice President shall be responsible for the maintenance, updating, and distribution of the 10-10 Ops Manual.

Section 3

The corporation shall maintain a resident agent in the State of California, in accordance with the provisions of the California Corporations Code. The President shall appoint or arrange for the engagement of a resident agent.

Section 4

The Secretary shall record the proceedings of all regular meetings of the membership of 10-10 and all meetings of the Board of Directors.

Section 5

Within 30 days after the termination of his or her term of office, each Officer shall send to his or her successor all 10-10 property, correspondence, and records in his or her custody.

Section 6

The Board of Directors may prescribe additional duties of Officers in the 10-10 Ops Manual.

ARTICLE IX - ELECTION OF OFFICERS AND DIRECTORS

Section 1

The election of Officers and one-half (50%) of the Directors shall take place each even numbered year. The election of the President, Secretary, and one-half of the Directors shall take place in one even numbered year, and the election of the Vice President and the other half of the Directors shall take place in the following even numbered year.

Section 2

In order to qualify for nomination to be an Officer or Director of 10-10, a nominee must have been an active member of 10-10 at least four (4) years immediately preceding nomination.

Section 3

The Board of Directors shall establish procedures for the conduct of elections in the 10-10 Ops Manual.

Section 4

Candidates for election to the Board of Directors shall be selected by the Nominating Committee or nominated by petition.

Any qualified member not selected by the Nominating Committee may be nominated by petition. Each petition must be signed by at least 50 active members and submitted to the Secretary in the manner provided in the Ops Manual. The Secretary shall verify the validity of each petition and the eligibility of each candidate and place the names of all qualified and properly nominated candidates on the ballot. Information regarding this process will be printed in the first and second issues of the 10-10 NEWS in each election year.

Section 5

Election shall be by written ballot. The Board of Directors may also provide for the use of electronic voting on the Internet.

If there are no contested positions, the Secretary shall cast one ballot for the slate of candidates. Ballots received after the closing date established in the election procedures will not be opened or counted. In all cases, postmarks shall be used to determine deadline compliance.

Section 6

The President shall appoint tellers to count the ballots. The tellers shall certify to the Secretary, in writing, results of the ballot count for each office. If a candidate does not receive a majority, a plurality of the votes cast for each office will determine the candidate elected for each office.

Section 7

The Secretary shall notify all candidates of the results of the balloting via telephone within 48 hours after certification of the results by the Secretary. Results of the election will be published on the 10-10 web site and in the 10-10 NEWS.

ARTICLE X - CHAPTERS

Chapters may be formed from time to time. The requirements for chapter affiliation shall be established by the Board of Directors and published in the 10-10 NEWS and the 10-10 Ops Manual.

ARTICLE XI - TREASURER

Section 1

The Board of Directors shall appoint a Treasurer who shall serve at the pleasure of the Board of Directors. The Treasurer shall be responsible for the funds of 10-10 and shall maintain the financial records of the organization.

Section 2

The Treasurer shall prepare and submit a proposed operating budget to the Board of Directors prior to each annual regular meeting of the Board of Directors.

The Treasurer shall submit an annual financial report to the Board of Directors and shall make available all financial records for audit at the end of each fiscal year.

Section 3

The Treasurer shall deposit or cause to be deposited in the name of the corporation all money received by the corporation in banks, trust companies, or other depositories selected by the Board of Directors.

The Treasurer shall cause the funds of the corporation to be disbursed by checks or drafts on the authorized depositories of the corporation. Checks and drafts shall be signed in the manner set forth in the 10-10 Ops Manual or as specified from time to time in a banking resolution adopted by the Board of Directors.

The Treasurer shall regularly enter or cause to be entered in books to be kept by the Treasurer or under the direction of the Treasurer full and adequate account of all money received by the corporation and paid from the account of the corporation.

The Treasurer shall require adequate documentation of financial transactions of the corporation from the officers or agents handling those transactions.

Section 4

The Treasurer shall provide the Board of Directors with regular reports on the financial condition of the corporation. Upon request, the corporate books of account and other records shall be shown to any Officer or Director of the corporation.

At the expiration of his or her appointment, the Treasurer shall turn over to his or her successor or to the President all books, money, and other properties of the corporation in his or his possession.

ARTICLE XII - FINANCIAL MATTERS

Section 1

The fiscal year of the corporation shall begin on the first day of the month of April and end on the last day of the month of March.

Section 2

Any and all obligations incurred by 10-10 shall be solely corporate obligations. No personal liability whatsoever shall be attached to, or be incurred by, any 10-10 member, Officer, or Director by reason of any corporate obligations.

The Board of Directors may authorize any Director, Officer, employee, or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances.

Section 3

Except as specifically authorized by the Board of Directors or these Bylaws, no Director, Officer, employee, or agent shall have any power to bind the corporation by any contract or engagement, or pledge its credit, or to render it liable peculiarly for any purpose or in any amount.

No loan shall be contracted on behalf of the corporation unless the Board of Directors authorizes that loan. The Board of Directors shall make or authorize no loan to any person or entity without the receipt of adequate security and a reasonable rate of interest.

Section 4

All checks, drafts, and other orders for the payment of money out of the funds of the corporation, and all notes or evidences of indebtedness of the corporation shall be executed on behalf of the corporation by the Treasurer or by any Officer, employee, or agent of the corporation designated by the Board of Directors.

The Board of Directors may require that an Officer of the corporation countersign corporate checks or other orders for payment of corporate funds.

Section 5

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in one or more federally insured banks, trust companies, or other depositories designated by the Treasurer with the approval of the Board of Directors.

The Treasurer or any Officer of the corporation designated by the Board of Directors may endorse and deliver checks, drafts, and other orders for the payment of money that are payable to the order of the corporation.

The Board of Directors shall oversee the investment of the funds of the corporation.

Section 6

No Officer or Director shall use his or her position for personal financial gain or to promote the business interests of his or her employer or any private business.

No officer or Director shall receive remuneration for services performed in his or her capacity as a member of the Board of Directors. However, the Board of Directors may approve a contract for other services for reasonable compensation with an Officer or Director or a business entity in which an Officer or Director is an employee or principal if those services are deemed to be in the best interests of 10-10. The approval shall require the affirmative vote of two-thirds of the other members of the Board of Directors.

Section 7

Officers and Directors may be reimbursed for their reasonable and documented expenses when acting in their official capacity as Officers or members of the Board of Directors.

ARTICLE XIII - AMENDMENTS

Section 1

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 2

Any active member of 10-10 may submit proposed amendments to the Articles of Incorporation or Bylaws of the corporation in writing to the President or any member of the Board of Directors at any time. The Board of Directors shall consider each proposed amendment to the Articles of Incorporation or the Bylaws. Amendment of the Articles of Incorporation shall be subject to the laws and procedures of the State of California.

Section 3

The membership of 10-10 shall be notified of any amendment to the Bylaws no later than the second issue of the 10-10 NEWS following approval of an amendment by the Board.

ARTICLE XIV - EFFECTIVE DATE

These revised Bylaws were adopted by the Board of Directors on June 6, 2006, and became effective on that date.