



Bylaws of  
NORTHERN AMATEUR RELAY COUNCIL OF CALIFORNIA, INC.  
(NARCC)

**ARTICLE I - OFFICES**

**Section 1.01. Principal Office**

The principal office of the Corporation for its transaction of business is located in the City of Concord and County of Contra Costa, California.

**Section 1.02. Change of Address**

The Board of Directors has full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted in these Bylaws, but shall not be considered an amendment to these Bylaws.

**ARTICLE II - MEMBERS**

**Section 2.01. Classification and Qualification of Members**

- a. The Corporation shall have two (2) classes of members: Regular members and Associate members.
- b. Regular members shall be radio organizations which holds a coordination issued by the Corporation.
- c. A Regular membership will conditionally be granted to an organization whose coordination application has not yet been granted; said membership to convert automatically to Associate membership should the application for coordination be rejected. Regular members shall have a designated representative, licensed by the Federal Communications Commission as an amateur radio operator and shall act as the sole Organization Representative ("Org Rep") of the member to NARCC.
- d. Associate membership shall be open to any organization or individual interested in amateur radio relay operation.
- e. An organization may consist of a group, club, family organization or an individual.

**Section 2.02. Dues**

The annual dues shall be determined by resolution of the Board of Directors and approved by the members at a regular meeting. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors.

**Section 2.03. Assessments**

Memberships shall be non-assessable, non-transferable and non-assignable.

**Section 2.04. Membership Record**

The Corporation shall keep, in any form capable of being converted into written form, a membership record containing the name, mailing address, email address and class of each member. The record shall also contain the fact of termination and the date on which such membership ceased, where applicable. Such record shall be subject to the rights of inspection required by law as set forth in these Bylaws.

**Section 2.05. Inspection Rights of Members – Demand**

- a. Subject to the Corporation's right to set aside a demand for inspection, a member satisfying the qualifications set forth hereinafter may do either or both of the following:



1. Inspect and copy the record of all the members' names, mailing addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or,
  2. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, mailing addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- b. The rights of inspection set forth in these Bylaws may be exercised by the designated representative of any Regular Member, for a purpose reasonably related the organization's interest as a member.

### **Section 2.06. Non-liability of Members**

A member of the Corporation shall not be personally liable for the debts, obligations, or liabilities of the Corporation.

### **Section 2.07. Termination of Membership**

- a. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following:
  1. The voluntary resignation of a member;
  2. The death of an Associate member; or dissolution of an organization.
  3. The nonpayment of dues.

## **ARTICLE III - MEETINGS**

### **Section 3.01. Place**

Meetings of members shall be held at such location as may be designated from time to time by resolution of the Board of Directors.

### **Section 3.02. Regular Meetings**

The members shall meet annually on a Saturday in the month of April or May in each year at 10:00A.M. for the purpose of transacting such business as may come before the meeting, including the election of Directors. The meeting date shall be established by resolution of the Board of Directors. If the election of Directors does not occur, a Special Meeting of members shall be called and held as soon as is reasonably possible for the purpose of holding an election.

### **Section 3.03. Special Meetings**

Special meetings of members may be called by the Board of Directors or by five percent or more of the members and held at such times and places as specified by resolution of the Board of Directors or by five (5) percent of the members of the Corporation. The business conducted at a Special Meeting shall be limited to the purpose(s) for which the Special Meeting was called.

### **Section 3.04. Notice of Meetings**

- a. Notice of every meeting of members shall be provided at least fifteen (15) days before the date of the meeting to each member or officially designated representative thereof who on the record date for notice of the meeting is entitled to vote at the meeting. Notice of a Special Meeting of members shall be provided within twenty (20) days after the request was received. No meeting of members may be adjourned more



than 45 days. If a meeting is adjourned to another time or place, notice shall be given to each member who is entitled to vote at the meeting.

- b. The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of meetings. Such record date for notice shall not be more than one hundred thirty (130), nor less than fifteen (15), days before the date of the meeting.
- c. Meeting notices may be provided by any combination of personal delivery, postal mail or electronic mail.
- d. Notices shall also be posted on the NARCC website.

The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. In the case of Special Meetings, the notice shall state the purpose for which the Special Meeting was called.

### **Section 3.05. Waivers, Consents, and Approvals**

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be made a part of the minutes of the next meeting.

### **Section 3.06. Quorum**

A quorum at any meeting of members shall consist of twenty percent of the voting power, represented in person or by proxy.

### **Section 3.07. Loss of Quorum**

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority the number of members required to constitute a quorum.

### **Section 3.08. Adjournment for Lack of Quorum**

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in this Section 3.07 of these Bylaws.

### **Section 3.09. Voting of Membership**

- a. Entitlement  
Each regular member is entitled to one vote per organization membership on each matter submitted to a vote of the members. Associate members shall not be entitled to vote on any matter submitted to a vote of the members.
- b. Voting Rights  
Any member in good standing, with dues currently paid as of the opening of the meeting shall be entitled to vote at any meeting of members. (Although such voting member was not a member in good standing as of the record date.)
- c. Cumulative Voting  
Cumulative voting shall not be authorized for any purpose.



- d. Proxy Voting  
Members entitled to vote, as set forth in Section 3.10(a) of these Bylaws, shall have the right to vote either in person or by a written proxy executed by such person filed with the Secretary of the Corporation.
- e. Voting Definitions
  - 1. Approval by the Regular Members: This means that votes are decided by the affirmative vote of a majority of regular members represented at the meeting once a quorum has been established.
  - 2. Approval by the Voting Power: This means majority of regular members eligible to vote.

### **Section 3.10 Action Without Meeting by Written Ballot - Ballot Requirements**

Any action which may be taken at any regular or Special Meeting of members may be taken without a meeting, provided there is satisfaction of the following ballot requirements:

- a. The Corporation distributes a written ballot by first class mail to every member entitled to vote on the matter;
- b. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation;
- c. The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- d. The number of approvals constitutes a majority of the votes cast.

### **Section 3.11. Conduct of Meetings**

- a. Chairman  
The President or Vice President of the Corporation shall preside over the meetings of the members. In his or her absence, any other person chosen by a majority of the regular members present in person or by proxy shall preside over the meeting.
- b. Recording Secretary  
The Recording Secretary shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meeting shall appoint another person to act as secretary of the meetings.
- c. Rules of Order  
The current edition of "Robert's Rules of Order Newly Revised", as published by Da Capo Press shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

### **Section 3.12. Inspectors of Election**

- a. Appointment  
In advance of any meeting in which an election is to occur, the Chairman may appoint Inspectors of Election to act at the meeting. On request of any member or member's proxy, the Chairman must appoint Inspectors of Election at the meeting. The majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.
- b. Duties  
The Inspectors of Election shall perform the following duties: Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum; and the authenticity, validity, and effect of proxies:



1. Receive votes, ballots, or consents;
  2. Hear and settle all challenges and questions in any way arising in connection with the right to vote;
  3. Count and tabulate all votes;
  4. Determine when the polls shall close;
  5. Determine the result; and
  6. Do such acts as may be proper to conduct the election or vote with fairness to all members. The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.
- c. Vote of Inspectors  
If there are three (3) inspectors of election, the act of a majority is effective as the act of all.
- d. Report and Certificate  
On request of the Chairman or any member or member's proxy, the Inspectors of Election shall make a report in writing concerning any facts found by them which shall be prima facie evidence of the facts stated therein.

## **ARTICLE IV – DIRECTORS**

### **Section 4.01. Number**

- a. The Corporation shall have ten (10) Directors, including the President, Vice President, Corporate Secretary, Recording Secretary, Chief Financial Officer and such number of non-officer Directors required to constitute a total of ten (10) Directors.
- b. Collectively, the Directors shall be known as the Board of Directors.

### **Section 4.02. Transactions of the Board**

- a. The business and affairs of the Corporation shall be managed by its Board of Directors. All actions passed by vote of the Board within the authority of these Bylaws shall be binding as the policy of the Corporation. However, members may modify or rescind decisions of the Board by approval of the regular members.
- b. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, provided also that any meeting at which a quorum was 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.

### **Section 4.03. Qualifications**

The Directors of the Corporation shall be members of the Corporation. No less than five regular members and no more than five associate members shall comprise the Board of Directors. Directors of the Corporation shall be residents of the geographical area within the NARCC coordination boundaries as defined by the NARCC Policy and Procedures.

### **Section 4.04 Terms of Office - Directors**

Directors shall be elected to two year terms, in alternate classes of five Directors each.



#### **Section 4.05. Nomination**

Any person qualified to be a Director under Section 4.03 of these Bylaws may be nominated by the method of nomination authorized by the Board.

#### **Section 4.06. Election**

The Directors shall be elected by written ballot. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.03 of these Bylaws.

#### **Section 4.07. Compensation**

The Directors shall serve without compensation. However, by resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors.

#### **Section 4.08. Meetings - Call of Meetings**

- a. Meetings  
Regular or special meetings of the Board may be called by the President, the Vice-President, the Corporate Secretary or any two (2) other Directors. Special meetings may be held on four (4) days' notice by first class mail, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph, facsimile or other electronic means. Board meetings shall be open to the membership. Notice of Board meetings shall be made to the membership by announcement at the annual meeting of the members; or on four (4) days' notice by first class mail; or on forty-eight (48) hours' notice delivered personally or by telephone, telegraph, facsimile or other electronic means.
- b. Place of Meetings  
All meetings of the Board shall be held at such places as are specified by resolution of the Board.
- c. Regular Board Meetings  
Regular meetings of the Board shall be held, without call or notice at such place as was specified for the annual membership meetings, immediately following each annual meeting of the members and at other times specified by resolution of the Board for a minimum of four (4) meetings per year at intervals of reasonably regular spacing, at times and places announced to the Board as provided in paragraph (a) above.
- d. Quorum  
Five (5) Directors shall constitute a quorum of the Board for the transaction of business, except as hereinafter provided.
- e. Conduct of Meetings  
The President, Vice President or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Recording Secretary or, in his or her absence, any person appointed by the presiding officer, shall act as Recording Secretary of the meeting. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment; -or by electronic means such as email and the Internet; so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- f. Adjournment  
A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given to the Directors who were not present at the time of the adjournment.



#### **Section 4.09. Action Without Meeting**

Issues of an exigent nature that, if held until a future Board meeting would cause significant harm or disruption to the operation of the Corporation, may be taken by the Board without a meeting, if a quorum of the Board consents in writing or by electronic mail to such action. Such action(s) shall be reviewed and ratified at the next Board meeting and the written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### **Section 4.10 Removal of Directors**

a. Removal for Cause

The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- a. The Director has been declared of unsound mind by a final order of court; or,
- b. The Director has been convicted of a felony; or,
- c. The Director has been found by a judgment of any court to have breached duties imposed by the Corporations Code or,
- d. The Director has failed to attend two (2) consecutive meetings of the Board without being excused.
- e. The organization represented by the Director, if a Regular Member, or the Director directly, if an Associate Member, ceases to be a member in good standing.

b. Removal Without Cause

Any or all of the Directors may be removed without cause if such removal shall be approved by the voting power.

#### **Section 4.11. Resignation of Director**

Any Director may resign effective on giving written notice to the Corporation, unless the notice specifies a later time for the effectiveness of such resignation.

#### **Section 4.12. Vacancies in the Board**

a. Causes

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

b. Filling Vacancies by Directors

Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. If, at a Board of Directors meeting, a quorum is not present because of the absence of Directors that have missed two (2), or more consecutive meetings without being excused, the Directors present may appoint sufficient replacements, meeting the qualifications of Section 4.03 of these Bylaws, to meet the requirements for a quorum. Newly appointed replacements shall fill the remaining terms of those replaced.

c. Filling Vacancies by Members

The members may elect a Director at any time to fill any vacancy not filled by the Directors.

## **ARTICLE V - OFFICERS**

#### **Section 5.01. Numbers and Titles**

The officers of the Corporation shall be a President, a Vice President, a Corporate Secretary, a Recording Secretary, and a Chief Financial Officer, also called Treasurer. In its discretion, the Board of Directors may leave unfilled for



any such period as it may determine any office except those of President and Treasurer. Any number of offices may be held by the same person except that the offices of President and Treasurer may not be held by the same person.

a. President

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

b. Vice President

In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

c. Corporate Secretary

The Corporate Secretary shall be custodian of the corporate records and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

d. Recording Secretary

The Recording Secretary shall: keep the minutes of the proceedings of the members and of the Board of Directors; and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

e. Treasurers

The Treasurer shall: have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **Section 5.02. Appointment and Resignation**

The officers shall be chosen by and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the Corporation.

## **ARTICLE VI - CORPORATE RECORDS AND REPORTS**

### **Section 6.01. Keeping Records**

- a. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board.
- b. Standing committees and Ad-Hoc committees shall provide regular reports of the committee's activities and actions to the board at each Board meeting. Standing and Ad-Hoc committees shall also maintain reports for all committee meetings, which shall include, at a minimum, the dates and times of meetings, a list of





attendees and a record of any decisions or actions taken. The Board may, at its discretion, require more detailed minutes of committee meetings.

- c. Reports or minutes shall be posted to the corporation's website within 45 days of the meeting. Information of a confidential nature may be redacted from publicly posted documents.
- d. The Corporation shall also keep a membership record as defined in these Bylaws. All records shall be kept in either written form or in any other form capable of being converted into written form.

### **Section 6.02. Annual Report**

The Corporation shall notify each member yearly of the member's right to receive a financial report and, on the written request of a member shall promptly send the most recent annual report to the requesting member. The annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. It shall contain, in appropriate detail, the following: 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. The annual report shall be accompanied by the certificate of any authorized officer of the Corporation that such statements were prepared without independent audit from the books and records of the Corporation.

## **ARTICLE VII – COMMITTEES**

- A. Each committee shall have a charter, approved by the Board, which defines the Committee's specific role and duties.
- B. The President shall appoint Committee Chairpersons, subject to the approval of the Board
- C. The Committee Chairperson shall define a policy, subject to the approval of the Board, which defines the procedures for selection of members and operation of the committee.
- D. All Committees shall be comprised of Organization Representatives of Regular Members or Associate Members.

### **Section 7.01. Frequency Coordination Committee**

- a. The Frequency Coordination Committee shall be a standing committee. The committee will carry out such duties and responsibilities as may be assigned by the Board or the President.
- b. Requests for operating coordinations shall be made and processed as specified by the Board of Directors in the NARCC "POLICY and PROCEDURES".
- c. The resolution of a dispute or disagreement concerning the allocation or coordination of frequencies or any other matter which causes dissension and interferes with the cooperative spirit of Amateur Radio, and which cannot be resolved by mutual agreement, shall be resolved in the manner specified by the Board of Directors in the NARCC "POLICY AND PROCEDURES".
- d. The Corporation, in the manner specified by the Board of Directors, may coordinate the operation of stations in matters of frequency, power level, antenna elevation and/or other operational considerations as deemed appropriate by the Board.
- e. All Frequency Coordinators will be appointed by the President with the approval of the Board of Directors and serve at the pleasure of the President and the Board. Coordinators will report directly to the Chairman of the Frequency Coordinating Committee or that Chairman's alternate.



- f. Frequency Coordinators are responsible for representing the policies of the Corporation and coordinate their band in accordance with the Corporation coordination policy and technical standards as published in the NARCC "POLICY and PROCEDURES".

### **Section 7.02 Technical Committee**

The Technical Committee is a standing committee that shall be composed of qualified members with technical or spectrum background who can contribute to the overall strength of the committee.

- a. The Technical Committee will make all reports and recommendations known to the Board, and coordinators.
- b. The Technical Committee is to serve as a resource to the coordinators to act in matters of conflict supplying information on correct or generally accepted spectrum or technical practices.
- c. The committee will provide the coordinators or the Frequency Coordinating Committee with technical input on the best possible solution to problems of a technical or interference nature that may arise as the result of the coordination.

### **Section 7.03 Audit Committee**

An Audit Committee shall be appointed by the Board of Directors at least yearly from the membership at large to audit the books and provide a report at the election meeting.

### **Section 7.04 Other Committees**

The Board of Directors may establish such other committees as may be necessary to carry out or review Corporate business and activities. All committees shall be responsible to the Board of Directors.

## **ARTICLE VIII - GENERAL PROVISIONS**

The Corporation shall operate according to the provisions of the Bylaws and adopted Policies and Procedures.

### **Section 8.01 Coordination Services**

NARCC shall provide coordination for the following types of Amateur Radio Stations:

- a. Repeater Stations (All modes) and (b) Auxiliary Stations (All modes) where the mode of control is by radio link.

### **Section 8.02 Amendments to Bylaws**

- a. These bylaws may be amended with the approval of the regular members.
- b. Written notice of intent to amend the Bylaws and the text of the proposed amendments shall be either personally delivered or by postal mail to each member at least 30 days in advance of the vote.
- c. The Board may initiate a proposal to amend the Bylaws on its own initiative, or in response to a proposal from one or more regular members.
- d. Any group of 20% or more of the regular members may, by petition to the Board made at a Board meeting, place a proposal for an amendment to the Bylaws on the agenda for the next regular or special meeting of the Membership.
  1. The Board may not refuse to place such a proposal on the agenda, as long as the petition by 20% or more of the regular membership is submitted to the Board at least 80 days prior to the next regular or Special Meeting of the membership.



2. Petitions shall include the Name, Call Sign, Signature and Organization Number of each petitioner; eligibility of petitioners shall be confirmed by a Board sub-committee designated for the purpose.
3. Petitions that cannot be verified to have a necessary 20% of the regular membership may be placed on the agenda at the Board's discretion.

### **Section 8.03 Conflicts of Interest**

To avoid potential conflict of interest, no Coordinator shall be allowed to serve as a member of the Board of Directors during the term of office as a Coordinator.

### **Section 8.04 Improper Influence Prohibited**

No Director, Officer or other staff of NARCC shall take or influence any action in which he or she (or a close associate) has any personal interest. In discussions of such actions the only part that may be taken by such NARCC official is to answer questions formulated and directed to them by other participants. The NARCC official must inform the Board of Directors and/or any other group contemplating official action whenever any such personal interest arises.

### **Section 8.05 Handling of NARCC Data**

All information submitted by members or repeater owners to the Corporation for the purpose of updating records is the sole property of the Corporation and must be returned to the Corporation by its custodian at the time of his/her resignation, termination or upon request with reasonable notice.

## **ARTICLE IX – AGREEMENT OF NONDISCLOSURE**

### **Section 9.01 Required Execution of Agreement**

All Board members, Coordinators, officers, database managers or other persons involved with the operations of NARCC will have on file with the secretary of the corporation a signed statement of nondisclosure.

### **Section 9.02 Property of NARCC**

This statement, which is binding, will state that any coordination information, software development, programs and corporation frequency database contents, except for the basic information for the ARRL directory and web page directory is of a confidential nature, is the sole property of NARCC and will be surrendered to NARCC upon their leaving office.

### **Section 9.03 Claim of Ownership**

The persons listed above shall make no claim of ownership to any data acquired during their term of office and acknowledges by virtue of accepting the position of responsibility that all data and information gathered for purposes of granting and/or maintaining coordination records shall be the sole copyright property of NARCC as a corporation and in all other respects the sole property of NARCC.

### **Section 9.04 Coordination Records**

All NARCC coordination records are considered to be copyrighted by NARCC pursuant to laws pertaining to same and may only have limited publication such as frequency directory use with or without fees as determined by the Board.

### **Section 9.05 Violations**

Discipline related to the violation of this agreement shall be at the discretion of the Board of Directors.