

Victoria Amateur Radio Club, Inc.

BYLAWS

Purpose of the Organization

The purposes for which this Nonprofit Corporation has been formed in the State of Texas may be summarized as follows:

1. To provide emergency communications to Victoria and surrounding counties, as needed, in the event of natural or man-made disasters, and;
2. To provide communications support for public events and activities which have been approved by the club.
3. To encourage individuals in obtaining an FCC amateur radio license by sponsoring classes and volunteer examiner testing sessions, and;
4. To promote the exchange of information and cooperation between members, further radio communications knowledge, techniques, fraternalism and individual operating efficiency, and to conduct club programs and activities so as to advance the general interest and welfare of Amateur Radio in the community.
5. This organization has been created exclusively for charitable, educational and scientific purposes under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Name of the Organization

This organization shall be known as the Victoria Amateur Radio Club, Inc., hereinafter also referred to as the "Club".

Location of the Registered Office and Agent

The registered office of the Club shall be located within Victoria County; the Registered Agent shall be a REGULAR MEMBER of the club. The Registered Agent may be an Officer, but is not required to be an Officer.

Officers

1. The officers of the Club shall be President, Vice-president, Secretary, Treasurer, and Public Relations Officer elected for a term of one year.
2. In order to hold office an individual must be a member in good standing and hold an Amateur Radio license.
3. The officers of the Corporation shall be nominated at the October meeting and shall be voted on at the regular November meeting. The

nominated officers shall be announced on the weekly nets prior to the November meeting. Club members who cannot be present for the election may vote absentee by returning their ballot to the Secretary no later than the Monday prior to the regular November meeting.

4. No elected officer shall be eligible to serve more than two consecutive terms in the same office. Vacancies occurring between regular elections shall be filled in the following manner. The Vice-President shall complete the term of President if the President is unable to complete his/her term. Vacancies occurring in the other offices shall be filled by appointment of the President.

5. Officers may be removed by a three-fourths vote of the REGULAR MEMBERS of the club.

6. Officers who miss three (3) consecutive meetings without reasonable excuse shall be automatically removed from office.

Duties of the Officers

1. The PRESIDENT shall preside at all meetings of the organization, and shall conduct the same according to the law and bylaws adopted. He/she shall enforce the Articles of Incorporation and Bylaws, and shall perform all other customary duties pertaining to the office of the PRESIDENT. The PRESIDENT shall appoint any committees that he/she deem necessary.

2. The VICE-PRESIDENT shall assume the duties of the President and shall preside over meetings of the organization in the absence of the PRESIDENT. The VICE-PRESIDENT shall also assume such tasks and responsibilities as shall be assigned or delegated by the PRESIDENT. Together with the TREASURER the VICE-PRESIDENT shall be jointly responsible for filing any and all reports or documents with either the Texas Secretary of State or the Internal Revenue Service for maintaining the club's corporate charter or the corporation's tax exempt status.

3. The SECRETARY shall keep the minutes of the organization and its meetings, maintain all records pertaining to membership, carry on correspondence of the organization, read communications at meetings, and maintain all records relating to the affiliations. It shall be the duty of the SECRETARY to keep the ARTICLES OF INCORPORATION and BYLAWS of the VICTORIA AMATEUR RADIO CLUB, INC. and to have the same at every meeting. He/she shall cause all amendments to be noted thereon and shall permit the same to be consulted by members upon request.

4. The TREASURER shall keep an accurate record of all monies received and expended, and maintain all required financial and tax records. He/she shall make no non-budgeted and non-emergency disbursement of

funds in excess of the approved financial policy without the approval by a majority of the members present at the next membership meeting. He/she shall submit an itemized statement of receipts and disbursements at each monthly meeting. At the expiration of his/her term, the TREASURER shall transfer all organization monies and records to his/her successor. Together with the VICE-PRESIDENT the TREASURER shall be jointly responsible for filing any and all reports or documents with either the Texas Secretary of State or the Internal Revenue Service for maintaining the club's corporate charter or the corporation's tax exempt status.

5. The PUBLIC RELATIONS OFFICER shall notify the media of newsworthy organizational activities, and generally promote amateur radio to the public on behalf of the organization. He/she shall also keep members informed of organizational activities and meetings through mailings, newsletters, radio contacts, etc.

6. The aforementioned Officers shall constitute the Board of Directors, which is the governing body of the Club. They shall appoint the custodian for the repeater controller, trustee for the W5DSC club station license, and any other positions required. They may also designate committees to carry out the purposes for which the Club was formed.

7. All Officers shall faithfully adhere to both the spirit and letter of the Conflict of Interest Policy found as Appendix A of these By-Laws, as amended.

Trustee

1. There shall be one TRUSTEE for the organization, who shall be a REGULAR MEMBER in good standing holding an AMATEUR EXTRA CLASS radio license. The TRUSTEE shall be responsible for maintaining and renewing the W5DSC club license with the Federal Communications Commission (FCC) and maintaining all club owned or sponsored amateur radio repeaters in accordance with FCC rules and regulations. The TRUSTEE shall maintain and sign any documents requiring the signature of the TRUSTEE.

2. The vacancy of the TRUSTEE shall be filled by a majority vote of the REGULAR MEMBERS present at the next regular club meeting.

3. In the event of dissolution the TRUSTEE shall handle the disbursement of all assets of the club.

4. The TRUSTEE may be removed by a three-fourths vote of the REGULAR MEMBERS of the club.

Meetings of the Officers

1. One regular annual meeting of the Officers shall be held either concurrent with or immediately prior to the February meeting of club members.

2. Additional meetings of the Officers may be held at such location as may be decided upon by the Officers or as directed by the President.

3. Special meetings of the Officers for any purpose may be called at any time by any Officer to take up special matters requiring club action which cannot wait until the next regular club meeting.

4. Email notice or other written notice of the special meeting, stating the time, date, location and purpose of the special meeting shall be available to each officer not less than 24 hours prior to the date set for the special meeting. Attendance of an Officer at a special meeting shall constitute a waiver of notice of said meeting.

5. The President of the Club shall preside at the meetings of the Board of Directors. In the absence of the President, the Vice-president shall preside.

Club Meetings

Meetings shall be held at such time and place as directed by the PRESIDENT with the majority vote of the members present at any club meeting.

1. At meetings, a minimum of one-third of the regular membership or (10) regular members, whichever is less, shall constitute a quorum for the purpose of transacting business of the organization.

2. Special Meetings may be requested by the President or by a minimum of five REGULAR MEMBERS by written notification to the President informing him/her of the Special Meeting and the business to be transacted. Notice of such Special Meeting shall be mailed, emailed, or disseminated by electronic media to all REGULAR MEMBERS with sufficient advance notice that ordinary first class mail, email or electronic media delivery shall arrive at least 24 hours before the time therein set for the meeting. Only such business as is designated in the notice may be transacted at such special meeting.

3. Unless otherwise stated in these Bylaws, at meetings a minimum of one-third of the membership shall constitute a quorum for the transaction of business. A simple majority of a quorum shall determine the outcome of voting, unless otherwise provided under these bylaws. Written notice and voting by e-mail or electronic media is permissible. Robert's Rules of Order shall govern all proceedings.

Membership and Dues

1. REGULAR MEMBERSHIP - All persons licensed as amateur radio operators shall be eligible for REGULAR MEMBERSHIP, with the right to hold an organization office and vote for organization officers. REGULAR MEMBERSHIP dues shall be \$15.00 per year. All persons licensed as amateur radio operators living at the same address and immediate family members shall be eligible for REGULAR MEMBERSHIP, with all club privileges and the right to vote or hold a club office for dues of \$20.00 per year.

2. ASSOCIATE MEMBERSHIP - All unlicensed persons interested in and/or studying for their amateur radio license shall be eligible for ASSOCIATE MEMBERSHIP with all club privileges except for the right to vote for organization officers or to hold an organization office.

ASSOCIATE MEMBERSHIP dues shall be \$5.00 per year.

3. Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.

4. Dues for any member may be waived by a majority vote of the regular membership at any regular meeting.

5. Dues shall be non-refundable and payable during the first month of the year. New members may join at any time but membership dues shall not be pro-rated during the year.

Fiscal Year

The fiscal year of the Club shall begin on January 1st of each year.

Dissolution of the Club

1. In the event that the REGULAR MEMBERS vote that the Club should be dissolved, the motion for dissolution must receive greater than a two-thirds vote of the REGULAR MEMBERS to be valid.

2. The TRUSTEE shall supervise and be responsible the disbursement of all assets of the club. No member or group of members shall receive benefit from the assets.

3. All equipment will be sold. The net proceeds and all other cash will be donated to a nonprofit organization.

Amendment of Bylaws

1. These Bylaws may be amended by a majority vote of the total membership. Proposals for amendments shall be submitted to the **PRESIDENT** or **SECRETARY** in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been notified by mail, email, or electronic media of the intent to amend the Bylaws at said meeting.

2. Unless specifically provided, all requirements for written notice contained in the Bylaws may be satisfied by the timely use of email or electronic media. A copy of a copy of all proposed amendments with a ballot enclosed which may be returned to the **SECRETARY** for an absentee vote if the member cannot be present at the meeting when the regular vote on the amendment will be taken.

Adopted on _____, 2020, at Victoria, Victoria County, Texas.