

BYLAWS
OF
THE ELLIS COUNTY AMATEUR RADIO CLUB, INC.
(AS ADOPTED APRIL 21, 2005)

ARTICLE I -- NAME

1. The name of the Club shall be "Ellis County Amateur Radio Club, Inc."

ARTICLE II -- PURPOSE

1. The purpose for which the incorporated Club is formed is to support educational projects and promote undertakings as authorized by Subdivision Two of Article 1302 Revised Civil Statutes of the State of Texas; to wit: "For support of any benevolent, charitable, educational, missionary undertaking."
2. To act as a unified group to furnish communication services for Civil Defense and Emergency Management, Red Cross, state, county and city law enforcement agencies or such other charitable organizations during times of emergency, distress, national disaster, or in the public interest. To provide for instruction in the fundamentals of electronics and its allied arts, including the International Morse Code. To provide open meetings for lectures and discussions of scientific developments in the radio communications and electronics arts. To enhance our individual and collective knowledge of radio communications and its allied arts and sciences. To enhance fellowship among radio amateurs.

ARTICLE III -- MEMBERSHIP

1. The Club shall offer four (4) Plans of membership:
 - a. Full Membership - Available to any person holding a valid amateur radio license. This membership enjoys all privileges of the Club.
 - b. Family Membership - Available to all persons in a Full Member's immediate household who also hold a valid amateur radio license. This membership enjoys all privileges of the Club.
 - c. Associated Membership - Available to any person who does not hold an amateur radio license, but exhibits an interest in Amateur Radio. This membership enjoys all the privileges of the Club except the rights to vote and to hold office.
 - d. Life Membership
 - i. Honorary - Presented to persons so designated by a two-thirds (2/3) vote of the membership present at a regular meeting. This membership enjoys all the privileges of the Club except the right to vote and to hold office.
 - ii. Paid-Up Life - Available to any person who makes advance payment of twelve (12) years dues at the current rate then in effect. This membership enjoys all the privileges of the Club according to Plan A, B, or C. However, under the Family Membership plan in Item (b) above, the applicable dues for paid-up Life Membership for the sponsoring Full Member and the Family Member(s) must be paid at the same time.
 - iii. Meritorious - Awarded to any person in recognition of outstanding service to the Club or to Amateur Radio in general. Previous "Exempt-Life" members will now be known as "Meritorious". This membership may be awarded only by a two-thirds (2/3) vote of the membership present at a regular meeting. This membership enjoys all the privileges of the Club according to Plan A or C above.
 - iv. Life Members pay no dues other than as specified in (ii) above. However, they are subject to special assessments, as are all members.

2. Conditions of Membership

A prospective member shall complete an application for membership and shall present

it, with current dues, to an officer of the Club who will present the application at the next regular Club meeting. Membership will require a simple majority vote by the Club members present.

3. Loss of Membership

- a. A member shall lose their membership upon failure to renew said membership within sixty (60) days following the Regular June meeting.
- b. A member may lose their membership for any of the following reasons:
 - i. If, while acting as an official representative of the Club, they perform in such a manner as to bring discredit to the Club.
 - ii. If they convert Club property or facilities to entirely personal use or otherwise demonstrate disloyalty to the Club.
 - iii. If they lose their amateur radio license.
- c. Upon written motion of five (5) members, the Board of Directors will investigate any charges made against a member which could cause them to lose their membership as specified in Item (b) above. If the findings warrant, the Board of Directors will cause those findings to be presented to the membership at the next Regular meeting and a vote will be taken at that time. A two-thirds (2/3) majority of the voting members present will be required to eject a member.

ARTICLE IV -- DUES

1. Annual dues shall become due at the Regular June meeting of each year. New member's first year dues shall be prorated on a monthly basis inclusive of their month of election to membership.
2. Dues for each class of membership shall be established by the Board of Directors and approved by a simple majority vote of the members present at a regular monthly meeting.
3. A member may withdraw from membership at any time, but if they do so, any dues or assessments paid in advance will be forfeited.
4. Special assessments must be voted by the Board of Directors and ratified by a two-thirds (2/3) majority of the voting membership present at any regular meeting.

ARTICLE V -- OFFICIALS AND THEIR DUTIES

1. Elective Officers: The following officers shall be elected by the membership as designated in the Bylaws and shall serve for an initial term of one year. Any member, with exception of Honorary Life members, may serve as an officer provided they hold a valid amateur license. All officers shall serve without remuneration.
 - a. President
 - i. Preside at all regular, special, and board meetings of the Club and conduct them in accordance with these Bylaws and Roberts Rules of Order.
 - ii. Decide all questions of order.
 - iii. Sign official documents that are adopted by the Club.
 - iv. Be chairman and voting member of all Board or Officer meetings.
 - v. Be a nonvoting member in regular or special Club meetings, except in the case of a tie, in which case their vote shall be cast and counted.
 - vi. May appoint those officers described in Section 3.
 - vii. Shall appoint the Trustee described in Section 4 of this Article V.
 - viii. Shall appoint all committees as necessary or required.
 - ix. Shall see that official Club newsletter is published and distributed on a monthly basis.
 - x. Cause an audit of the Club's books and an inventory of Club property to be prepared thirty (30) days before the expiration of their term of office and present these in writing to the Board of Directors and the new Club

President upon installation of new officers. The incoming President shall cause this audit and inventory to be published in the next issue of the official Club newsletter.

xi. Perform all other duties pertinent to the office, and in general, be responsible for overseeing the day-to-day operation of the Club.

xii. Shall see that all orders and resolutions of the Board of Directors are carried into effect.

b. Vice-President

i. Conduct meetings and other business of the Club in the absence of the President.

ii. Serve as Secretary whenever the regular Secretary is absent.

iii. Perform such other duties as directed by the President.

iv. In the event the President's office becomes vacant, the Vice-President shall assume the duties of that office for the remainder of the current term.

c. Secretary

i. Shall keep the minutes of regular and special meetings of the Club and meetings of the Board of Directors and ensure that these minutes are published in the official Club newsletter.

ii. Handle all correspondence, except as the President deems it their own duty to handle.

iii. In the absence of the President and Vice-President, shall appoint a temporary chairman who shall assume the duties of the President until such time as the President or Vice-President returns.

iv. Maintain records and correspondence pertinent to the Club in an orderly and businesslike manner.

v. Perform all other duties pertinent to the office.

d. Treasurer

i. Keep accurate records of all receipts and disbursements of the Club and promptly deposit moneys in the designated depository.

ii. Sign all checks along with the President, Vice-President, Secretary or designee listed on the checking account card.

iii. Keep an up-to-date list of all members.

iv. Submit to the Club a complete financial report at the end of each quarter and cause it to be published in the next issue of the Club newsletter.

v. Allow their books to be audited by a committee appointed by the President at the end of the fiscal year and at any other time as directed by the President.

vi. Be responsible for the collection of all dues and assessments.

vii. Be responsible for maintaining all data pertinent to this office in a businesslike manner.

viii. Perform all other duties pertinent to the office.

2. Board of Directors: There shall be a Board of Directors consisting of four (4) members: the current President, Vice-President, Treasurer, and Secretary.

a. Duties -- The following shall be duties of the Board:

i. Authorize necessary expenditures not in excess of one hundred (\$100.00) dollars.

ii. Expenditures above this amount must first be approved by the Board and then presented to the membership for authorization by a majority vote of the membership present at a regular or special meeting.

iii. Approve the appointments of the Appointive Officers specified in Sections

3 and 4 of Article V.

b. Meetings

- i. The board shall meet once each month at a place and time announced by the President, normally the regular monthly Club meeting.
- ii. The Secretary shall be present for recording the minutes of the Board and to perform such duties as the Board may direct.
- iii. The President may call a special meeting of the Board, provided each Board member is advised at least twenty-four (24) hours in advance of such meeting.

3. Appointive Officers: The following officers may be appointed by the President with the consent of the Board of Directors. Each shall serve a term concurrent with that of the President, or until replaced by the President, and shall perform the duties specified.

a. Educational Officer

- i. Be in charge of all training or educational activities of the Club.
- ii. Have charge of all technical discussions within the Club and see that all questions are answered according to the best authority.
- iii. Be responsible to see that classes are held during the year for training newcomers to Amateur Radio in the fundamentals necessary to obtain an amateur radio license, and other classes as may be deemed appropriate.
- iv. Perform all other duties pertinent to the office.

b. Program Officer

- i. Provide for speakers and subjects of discussion for Club meetings.
- ii. Be in charge of arrangements for programs at each meeting.
- iii. Plan and supervise the social activities of the Club.
- iv. Perform all other duties pertinent to the office.

c. Technical Officer

- i. Be responsible for maintaining in operating condition all property of the Club.
- ii. Submit to the Trustee from time to time, as the Trustee may require, proof that the Club station(s) are in conformance with the technical standards as required by law and/or pertinent Federal Communications Commission (hereinafter called FCC) Regulations.
- iii. Perform all other duties pertinent to the office.

d. Emergency Officer

- i. Arrange for emergency drills at least two (2) times a year.
- ii. Be responsible for organizing operators who will be available in cases of emergency.
- iii. Shall coordinate with the local and state authorities, Emergency Management, Red Cross, etc., the use of amateur radio communications in case of emergency.
- iv. In cases of emergency, is authorized to assume for the Club appropriate incidental expenses, up to a total of two hundred dollars (\$200.00).
- v. Perform all other duties pertinent to the office.

e. Property Officer

- i. Shall be responsible for maintaining an inventory of all Club equipment.
- ii. Shall be responsible for the Club equipment and shall check in and out all Club equipment used in activities, and shall be responsible for the whereabouts of all equipment and the reporting of its operational condition and location to the President or the Technical Officer.

iii. Shall furnish the President an inventory of Club property at least thirty (30) days prior to the expiration of the President's term of office or at any time so directed by the President.

f. Public Information Officer

i. Prepare and release official information concerning the Club activities, etc., to the news media.

ii. Prepare and distribute on a monthly basis the Club newsletter.

iii. Perform all other duties pertinent to the office.

4. Trustee: A Trustee for Club call WD5DDH shall be appointed by the President with the consent of the Board of Directors.

a. Qualifications - The Trustee shall be a minimum of twenty-one (21) years of age and a holder of a valid Amateur Extra class radio license as required by FCC regulations, shall have been a Full Member of the Club for one (1) year immediately preceding their appointment to office, and shall not concurrently hold the office of Technical Officer.

b. Duties

i. Shall be responsible for the proper and legal operation of the Club station(s) and repeater(s), as provided in the FCC rules and regulations.

ii. Shall, in a timely manner following their appointment, prepare for the President's signature the necessary papers for filing, with the FCC the change of Trustee.

c. Term of Office, Removal from Office, and Replacement

i. Whenever possible, the term of office shall be concurrent with the ten (10) year station license.

ii. The Trustee may be removed from office for cause upon a motion presented to and approved by a majority of the Board of Directors at a regular or special meeting of the Board.

iii. Upon the resignation or removal of the Trustee, the President shall, not later than its next regular meeting, present to the Board of Directors for approval their new appointment for Trustee.

ARTICLE VI -- QUALIFICATION, NOMINATION, ELECTION,
VACANCY AND REMOVAL OF OFFICIALS

1. Qualification for Office - Every officer and director shall be a minimum of twenty-one (21) years of age, shall be the holder of a valid amateur radio license and a Full or Family Member for one (1) year immediately preceding their nomination for office.

2. Nominations

a. Nominations Committee

i. The President shall appoint three members to the Committee for the purpose of investigating, determining qualifications, and reviewing affiliations with other area amateur radio groups; and, thereby selecting a nominee for each elective office who, in their opinion, will best serve as officials of the Club during the coming year. The committee will select one nominee for each elective office.

ii. The Committee will be appointed not later than the March Club meeting of each year, and will place their nominees on the ballot when nominations are made.

b. Floor Nominations

i. The President will accept nominations from the floor for each elective office.

ii. Upon nomination from the floor or upon presentation of the nomination by the Nominating Committee, all nominees for the offices of President and member of the Board of Directors, shall, during the regular meeting at which nominations take place, publicly accept or decline the nomination. Motions to close nominations shall not be accepted until all parties wishing to make nominations have been heard.

3. Election

a. Election of Club Officials will be held at the regular June Club meeting.

b. Voting will be by secret ballot.

c. During the regular June meeting, the Nominations Committee will count the ballots received except for the ballot of the outgoing President and advise the President of the results. The ballot of the outgoing President will be retained unopened except in the case of a tie, in which case their ballot will be opened and counted.

d. The nominee receiving the most votes for each office shall be declared elected.

e. Elected officials will be installed at the beginning of the regular July Club meeting.

4. Vacancies

a. Vacancies, except the President, occurring between annual elections shall be filled by an election held at a regular meeting at the time the vacancy is announced.

b. Motions to close nominations shall not be accepted until all parties wishing to make nominations have been heard.

c. The nominee receiving the most votes by secret ballot of the members present shall be declared elected to fill the remaining term of the vacated office. The elected party shall assume the duties of the vacated office immediately.

5. Removal from Office

a. Any officer may be removed from office when five (5) members make a motion to the Board of Directors. If the findings warrant, the Board of Directors will cause said findings to be presented to the membership at the next regular meeting. A vote will be taken at that time by secret ballot. A two-thirds (2/3) majority of the voting members present will be required to remove an officer from office.

b. If any member of the Board of Directors shall miss four (4) regular board meetings in a calendar year or three (3) regular board meetings in succession, such position shall automatically be reviewed as set forth in paragraph 5a above.

ARTICLE VII -- AMENDMENTS TO BYLAWS

1. The Bylaws herein contained replace and supersede all Bylaws as previously enacted or amended. Such previous Bylaws shall be considered of no further force or effect.

2. Proposals to amend these Bylaws must be made in writing, and submitted to the President. The proposed changes must be posted on the club's website, published in the official Club newsletter, and mailed to the most current list of members that do not have internet access, at least ten (10) days prior to being voted upon at the next regular meeting.

3. These Bylaws may be amended by a two-thirds (2/3) majority of a quorum present at a regular Club meeting.

ARTICLE VIII -- MEETINGS

1. Regular meetings will be held at the time and place designated by the Board of Directors. However, by a two-thirds (2/3) majority of the voting members present at a regular meeting, the day and location of the next one (1) regular meeting may be

changed. In the event of a change in the regular meeting date or location, all members shall be notified of the location and day of the next regular meeting by a notice in the official Club newsletter and by announcement on the Club website prior to the change.

2. Special meetings may be held on request of two elected officers, as defined in Article V herein, or upon written petition signed by fifteen (15) percent of the membership. All members shall be notified in writing or by email, and by announcement on the Club website, of the special meeting and the purpose for such meeting, at least five (5) days before the meeting is held. The special meeting may conduct only such business as is stated in the advance notice.

ARTICLE IX -- QUORUM

1. For regular and special meetings the presence of twenty (20) percent of the voting membership shall constitute a quorum.
2. No business of the Club other than acceptance of new members may be conducted without a quorum being present.

ARTICLE X -- DISBURSEMENT OF FUNDS

1. Payments made from Club funds will be by check only, which shall bear the signature of the Treasurer and one of the following: President, Vice-President, Secretary, or designee listed on the checking account card.
2. No disbursement of funds shall be made except for normal operating expenses, defined as those expenses which are necessary to conduct the Club business, and for emergencies.
3. All disbursements and expenditures must be authorized as provided in Article V, Section 2, Paragraph A, Item (i), and Article V, Section 3, Paragraph D, Item (iv).
4. The fiscal year shall run from the third Thursday in June to the third Thursday in June of the following year.

ARTICLE XI -- DISSOLUTION

1. Upon dissolution of this organization, after payment of all just liabilities, any remaining assets shall be conveyed to an organization having similar purposes or to a recognized charitable organization under Section 501(c)3 of the Internal Revenue Code of 1986, as amended. No portion of the assets may be transferred to any member or members.