

BYLAWS OF THE ARLINGTON AMATEUR RADIO CLUB, INC.

Amended, Voted on and Approved on November 19, 2004

ARTICLE I. OFFICES

The office of the corporation shall be located in the city and state designated in the Articles of Incorporation. The Corporation shall maintain offices at such other locations within or without the State of incorporation and/or the United States of America as the Board of Directors may, from time to time, determine.

ARTICLE II. PURPOSE

To lend radio and communication assistance to federal, state and municipal agencies in times of emergency, including but not limited to times of impending storms and severe weather, and to assist in disaster relief operations and other community functions; to lend radio and communications assistance to non-profit civic groups; to stimulate adherence to a code of ethics, both written and understood; to encourage compliance with existing Federal Communications Commission rules and regulations; to promote and further the art of amateur radio; and to foster efficiency in the operation of amateur radio through public education.

ARTICLE III. MEMBERSHIP

Section 1: The Corporation is to have members and the members of the Arlington Amateur Radio Club, are hereby members of the successor Corporation and like the membership of the unincorporated organization, shall be open to all persons regardless of age, race, color or creed. There are two classes of membership, full membership and associate membership. Full membership, which is the only membership class with voting rights, requires an FCC amateur radio license; whereas, Associate membership, is open to those actively engaged in a class leading to an Amateur Radio license and to all other interested persons.

Section 2: Full membership includes all Corporation privileges as well as rights to hold office and to vote for officers. Associate membership includes all privileges except for the right to hold office and vote, other than on motions related to financial activity.

Section 3: Family membership shall be open to any licensed amateur and members of his/her immediate family residing at a common residence with full membership rights granted to any licensed family member and associate membership rights granted to any non-licensed family member.

ARTICLE IV. OFFICERS

Section 1: The officers of the corporation shall be President, Vice-President, Secretary, Treasurer, Training Coordinator, Emergency Coordinator, Editor, Station Trustee and Agent of Record.

Section 2: The officers shall be elected for a term of one year, except for the Station Trustee and Agent of Record whose term shall run concurrently with the Corporation's FCC Station License Certificate.

Section 3A: The officers of the Corporation, except for the Station Trustee and Agent of Record, shall be elected by ballot at the November Corporation general meeting. New officers shall assume office on January 1 of the following year.

Section 3B: The Station Trustee and Agent of Record, shall be elected at the regularly scheduled Corporation general meeting which precedes by four months the expiration date of the Corporation's FCC Station License Certificate. The new Station Trustee shall assume office upon receiving the new FCC Station License Certificate. The new Agent of Record shall assume office when revised Articles of Incorporation are filed with the State of Texas Secretary of State.

Section 4: A quorum for the election of officers shall be at least two thirds of the eligible voting membership or the voting membership in attendance, provided at eligible voters have been notified in writing or via electronic mail that the election of officers shall take place.

Section 5: Officers shall be elected by a majority vote of a quorum of eligible voters.

Section 6: In the event a majority of the quorum is not obtained on the first ballot, a run-off election shall take place between the two nominees receiving the most votes. The run-off shall occur during the same Corporation general membership meeting.

Section 7A: Vacancies occurring between elections must be filled by special election at the first regular meeting following the date when the vacancy occurs, except in the event the President should resign or otherwise be unable to hold office. The Vice-President shall assume the duties of the President for the unexpired term and vacant office of the Vice-President shall be filled by special election.

Section 7B: In the event the Station Trustee or Agent of Record resigns or otherwise becomes unable or disqualified to hold office, the vacancy must be filled by special election at the first Corporation general membership meeting following the occurrence of the vacancy.

ARTICLE V. QUALIFICATIONS AND DUTIES OF OFFICERS

Section 1: All officers shall be members of the corporation who hold a valid FCC amateur radio license. The President, Vice-President and Agent of Record shall hold a valid Technician or higher FCC amateur radio license. The Emergency Coordinator, Training Coordinator and Station Trustee must hold a valid General or higher FCC amateur radio license.

Section 2: The President shall be the Chief Executive Officer of the Corporation; shall preside over all Corporation and Executive Board meetings; shall be responsible for conducting all Corporation business in accordance with the Articles of Incorporation, By-Laws, and the policies set forth by the Executive Board and membership.

Section 3: The Vice-President shall assist the President in the performance of his duties in the case of temporary absence. The Vice-President shall also be responsible for securing and organizing Corporation general membership meeting programs and presentations.

Section 4: The Secretary shall record the minutes of all Executive Board and Corporation meetings; shall conduct correspondence related to the Corporation business as directed by the President; shall maintain an orderly file of the minutes of all meetings and other Corporation

documents as designated by the President. The Secretary shall also keep the Articles of Incorporation, By-Laws and minutes of the meetings and have the same at every meeting. He shall note all amendments, changes and additions to the By-Laws and Articles of Incorporation and shall permit these records to be consulted by members upon request.

Section 5: The Treasurer shall collect all monies; shall maintain an orderly accounting system which shall include all Corporation assets; shall submit a complete financial report to the membership at the end of each term of office and at other times as directed by the President or Executive Board; shall dispense monies as directed by the Executive Board and membership; shall maintain such records and submit and report such as are required by local, county, state or federal taxing authorities; and shall maintain a current record of Corporation membership.

Section 6: The Emergency Coordinator shall direct all Corporation activities related to communications nets, City, County, State or Federal Emergency Management, RACES, ARES, or any other emergency type activity in which the corporation may become involved; and shall coordinate the Corporation's participation in the ARRL Field Day event.

Section 7: The Training Coordinator shall direct and organize all training programs authorized by the Corporation.

Section 8: The Editor shall be responsible for assimilating, publishing, and disbursing the Corporate bulletin via mail or electronic mail to the Corporate membership.

Section 9: The Station Trustee shall be responsible for insuring that the Corporation FCC station call and station equipment are used in accordance with FCC rules and regulations. The station trustee shall coordinate the use of the Corporation FCC station call and its equipment.

Section 10: The Agent of Record shall be responsible for receiving, acknowledging, and responding to correspondence from governmental entities and taxing authorities.

ARTICLE VI. RESPONSIBILITY AND AUTHORITY OF THE EXECUTIVE BOARD:

Section 1A. The Executive Board shall consist of the Corporation officers as listed in Article IV.

Section 1B. The Executive Board shall be the sole governing body of the Corporation and shall answer to the Corporate membership for its actions. The Executive Board shall be responsible for the control and management of the Corporation's affairs, property and interests and may exercise all powers of the Corporation, except as are in the Certificate of Incorporation or by statute expressly conferred upon or reserved to the Corporation members.

Section 2: It shall be the responsibility of the Executive Board to interpret the By-Laws. Based upon its interpretation and directives of the Corporate membership, the Board may formulate the policies by which the Corporation shall be operated.

Section 3. The Executive Board shall only function as a group or unity. Its policy decisions shall be implemented by the President.

Section 4: The Executive Board shall authorize the expenditure of monies as prescribed in these By-Laws.

Section 5: All decisions of the Executive Board must be approved by a majority of its members (except as noted in Section 6). The results of all votes shall be recorded in the Minutes of the

meeting. Each Board member shall have one vote, except for the presiding officer (the Corporation President), who may cast one vote when necessary to break a tie of the board.

Section 6: The Executive Board may, by a vote of two-thirds of its members, remove any Corporation officer from office if in the Executive Board's opinion one of the following conditions exists:

- (a) If, for any reason, the officer cannot fulfill the responsibility of his office and such failure to fulfill these responsibilities seriously affects the orderly operation of the Corporation activities or business.
- (b) If the conduct of the officer should cause excessive dissension among the Corporation membership to the extent of disrupting normal Corporation operation or well-being.
- (c) If the conduct of the officer is publicly adverse to Corporation principles or policies, thereby causing a poor public image of the Corporation.
- (d) If the officer is removed from office under this article, the office shall be filled by the terms of Article IV, Section 7. A direct interpretation of any clause of these By-Laws by the Executive Board shall be made in writing and signed by all Board members, noting how they voted. This interpretation document shall be placed in a log which shall be maintained as a part of these By-Laws.

ARTICLE VII. STANDING COMMITTEES:

Section 1A: There shall be a permanent standing committee called the Repeater Committee.

Section 1B: The Repeater Committee shall have no less than three members. Membership shall include the Station Trustee and at least two other Corporation members.

Section 1C: The Repeater Committee shall be responsible for the construction, maintenance, licensing and control of the Corporation's repeater systems.

Section 1E: The Repeater Committee is empowered to spend annually up to the amount appropriated by the Corporation for the routine operation and maintenance of the Corporation's repeater systems. Expenditures over and above that specifically appropriated for this purpose must be approved by the Executive Board and favorably voted on by the Corporation membership.

Section 1F: Vacancies on the Repeater Committee shall be reported to the Executive Board when they occur. Vacancies in the Repeater Committee will be filled by persons chosen by the committee with the approval of the Executive Board. In the event that the Repeater Committee does not appoint a sufficient number of members within a reasonable period of time, the Executive Board shall appoint the required number of members necessary to maintain the provisions as set forth in Section 1B of this Article.

ARTICLE VIII. MEMBERSHIP RIGHTS.

Section 1: The Corporation membership has the right to participate in any or all activities of the Corporation and to direct the policies and activities of the Corporation by attending Corporate meetings, participating in floor discussions, and exercising their right to vote on all matters concerning Corporate policies or business.

Section 2A: The membership may, by a majority vote of the members in attendance at a legally constituted meeting over-ride any Executive Board decision related to ordinary Corporate activities or business.

Section 2B: When the Board decision is an outright interpretation of any clause of these By-Laws and is to be entered into the Interpretation Log as noted, an amendment to the By-Laws shall be required to over-ride this decision.

Section 3A: The Executive Board may, by a vote of two-thirds of its members, recommend to the Corporation the removal of any member of the Corporation if in their opinion one of the following conditions exist:

- (a) If the conduct of any member is causing excessive dissension among the Corporate membership to the extent of disrupting normal Corporation operation or well-being.
- (b) If the conduct of any member is publicly adverse to Corporate principles and policies, thereby causing a poor public image of the Corporation.

Section 3B: A quorum for the removal of members shall be at least two-thirds of the eligible voting membership or the voting membership in attendance, provided that the Corporation membership have been notified in writing or via electronic mail that a vote on the removal of a member shall take place.

ARTICLE IX. DUES:

Section 1: Full Corporation membership dues are twenty five dollars per year. Associate membership dues are fifteen dollars per year. Family membership dues are thirty five dollars per year.

Section 2: If an Associate member should become an FCC licensed Amateur radio operator during the membership year, he shall be granted full membership without other dues for the balance of the year in which he receives his FCC amateur radio license.

Section 3. Membership dues received after July 1 st from applicants that were not members the previous year shall be one-half of the annual dues.

Section 4: The Corporation, by majority vote of those present at any regular Corporation meeting, may levy upon the Corporation general membership such dues as shall be deemed necessary for the business of the Corporation. Non-payment of such dues shall be cause for expulsion from the Corporation within the discretion of the membership.

Section 5: A regular yearly assessment of dues on or before January 31, is assessed to each Corporation member in accordance with Section 1 of this Article for the purpose of providing funds for Corporation expenses and normal operation. Membership dues for returning members shall be paid in full to the Corporation treasury by the second corporation general meeting of each calendar year.

ARTICLE X. MEETINGS:

Section 1: Regular Corporation membership meetings shall be held at a time and place designated by the Executive Board. The time and place shall be announced in the monthly

Corporate bulletin. The qualified voters at a meeting will constitute a quorum for the transaction of business.

Section 2: The Corporation President shall call a Executive Board meeting or a special Corporate meeting if and when he deems necessary or when requested by at least two board members.

Section 3: Meetings of the Executive Board are held monthly prior to the publication of the Corporate bulletin. Time and place of each meeting are decided by the Executive Board at the prior Executive Board meeting and the time and place of the Executive Board meeting is published in the Corporate bulletin and is open to the general Corporate membership.

ARTICLE XI. DISBANDMENT:

Section 1: The Corporation shall be considered disbanded whenever:

(a) So voted by no less than two-third of the qualified Corporate members with voting privileges in attendance at a Corporation meeting, provided all Corporate members have been notified in writing or via electronic mail that a vote shall be taken on the disbandment of the Corporation.

(b) So voted by two-thirds of the Executive Board if no other members exist.

Section 2: In case of disbandment, the Corporation assets shall be donated to charitable organizations, other clubs or as voted by the remaining members of the Executive Board if no other members exist.

Section 3: No officer or Corporation member will receive any compensation or personal gain from the disbandment of corporation assets.

ARTICLE XII. AMENDMENTS:

Section 1. Amendments to these By-Laws shall be approved by no less than two-thirds of the qualified voters; or two-thirds of the qualified voters in attendance at a meeting, provided all Corporation members have been notified in writing or via electronic mail that a vote will be taken on Amendments to these By-Laws.

ARTICLE XIII. PROCEDURE RULES:

Section 1: At least one Corporation officer must be present at a Corporation meeting to transact Corporation business.

Section 2: The eligible voting Corporation members in attendance at Corporation meetings at which business of the Corporation is transacted shall be counted and notation placed in the minutes of the meeting stating the number of qualified Corporation voters present.

Section 3: Each Corporation business meeting session shall be opened by reading the minutes of all Executive Board meetings since the last Corporate meeting and the last Minutes of Corporate meeting unless a motion should be made and should carry to dispense with the reading of the Minutes of that meeting.

Section 4: The Robert's Rules of Order shall be general operating guide of the Corporation unless otherwise specified.

ARTICLE XIV. EXPENDITURE OF MONIES:

Section 1: The Executive Board may authorize the expenditure of monies required for the conduct of normal Corporate business such as the publication of the Corporate bulletin, repair and maintenance of existing Corporate equipment and purchase of normal operating supplies.

Section 2: The Corporate membership must authorize the expenditure of monies for all items other than routine operating expenses, such as the purchase of new equipment or property, entertainment or meals.

ARTICLE XV. CORPORATE BULLETIN

Section 1: The Corporate Bulletin shall be published on a monthly basis except in December of each year.

Section 2: The Corporate Bulletin shall at least contain the regular membership meeting minutes, the Executive Board meeting minutes and a financial report of the prior month.

Section 3: The Corporate Bulletin may be published and distributed via mail or electronic mail. Members must elect to receive the Corporate Bulletin in either format.

Section 4: The Corporate members may elect to receive the Corporate Bulletin in either format. Corporate Members, who elect to receive the Corporate Bulletin via electronic mail, must provide an electronic mail address to the Treasurer at the time of the annual dues assessment. Corporate Members must also provide any changes to the electronic mail addresses to the Treasurer at the next regularly scheduled regular membership meeting for the change to take effect prior to the publishing of the next Corporate Bulletin.

Section 5: The Editor shall make extra copies of the Corporate Bulletin for review at the regular membership meetings.