

METROCREST AMATEUR RADIO SOCIETY, INC.

ARTICLE ONE: Name and Principal Office

1.1 The Name of the Organization shall be METROCREST AMATEUR RADIO SOCIETY, INC. (herein sometimes referred to as MARS).

1.2 The principal office of MARS shall be the home address of the current President.

1.3 The agent for service shall be the current residing club President as elected according to the By-Laws during his/her term of office.

1.4 Any change of address or change of agent for service shall be an amendment to these By-Laws, and the Secretary of State of the State of Texas shall be notified of any change in the agent for service, as required by the laws of the State of Texas.

ARTICLE TWO: Purposes

2.1 The purposes of the METROCREST AMATEUR RADIO SOCIETY, INC. are:

A. Exclusively charitable, scientific, literary, recreational and educational, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

B. To provide the general public, without charge, education in electronics, radio, and related subjects.

C. To provide radio communications for the Federal, State, County, and Municipal authorities in the event of Local, County, State, and/or National Emergencies.

D. To provide the radio communications for tax exempt, nonprofit organizations.

E. To otherwise encourage, support, and develop Amateur Radio to the end that the science of electronics may be advanced, and that others may become proficient in electronics and communications and provide radio communications to Federal, State, County, and Municipal authorities in time of National and other emergencies, disasters, and other needs.

F. MARS shall have such other purposes and powers as are provided in the articles of incorporation and by law for nonprofit corporations.

ARTICLE THREE: Fiscal Year

The Fiscal year of this Corporation shall begin on July 1 and end on June 30.

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ARTICLE FOUR: Quorum, Annual Meeting

4.1 A quorum for the conduction of business at any meeting, regular or special, shall be defined as 20% of the current, dues-paid members.

4.2 The annual meeting of membership shall be held during the month of June each year in connection with the regular monthly meeting. If no monthly meeting is scheduled for June, the Board of Directors shall determine a date and notify the members at least 10 days prior to the meeting date.

4.3 The voting for all elected positions of the club will be done at the June meeting. The term of office shall begin immediately following the adjournment of the monthly June meeting and run until the adjournment of the June meeting the following year.

4.4 Vacancies in any elected office shall be filled by an interim election held at a regular scheduled club meeting. The same qualifications and conditions for election shall apply as for election of officers at the annual meeting.

ARTICLE FIVE: Meetings

5.1 Regular meetings of the membership shall be scheduled as determined by a majority of the attending membership, present and voting at any regular or special called meeting. If such date and time is determined by prior action of the membership, no advance notice of such meeting shall be required. No regular membership meeting may be adjourned until the date, time, and location of the next meeting has been determined.

5.2 The majority of the elected officers may call special meetings as deemed necessary. Notice of such meetings shall be provided to the membership no less than seven (7) days before such meeting.

5.3 Special membership meetings may also be called by twenty-five percent (25%) of the voting members, by petition in writing, delivered to the elected officers of MARS. If such a petition is presented to the elected officers, such officers shall call such a meeting not less than seven (7) days after receiving the petition.

5.4 No proxy votes at any meeting, regular or special, shall be permitted.

ARTICLE SIX: Dues

6.1 All dues shall be due and payable on or before 30 June of each year.

6.2 Non-payment of dues shall be cause for expulsion from membership.

6.3 Late payment may be subject to penalty.

6.4 Members not current with dues payment at the time of the June election will not be eligible for voting privileges for club officers.

6.5 Members not paid by May 31 shall have 60 days grace period to renew before being subject to new membership application rules.

6.6 Dues categories and amounts shall be:

A. Full Membership - \$24

B. Senior Membership (65 years of age and over) - \$12

C. Family Membership - \$6

D. Junior Membership - \$12

E. Associate Membership - \$12

F. Honorary membership (Any person elected by a majority of the membership).

G. Active Military Duty (a member in good standing who leaves for active military duty shall remain on the roster as an active member until that person returns from active military duty. No "back dues" shall be assessed)

H. Dues are to be paid by June 30. Persons joining mid-term will pay at a 12-month prorated amount. The current month shall not be counted nor shall the month of June.

6.7 The dues of each class of membership shall be determined from time to time by a majority vote of the membership. Any proposal for changing the dues shall be presented to the membership during a regular meeting for discussion and then announced in the newsletter. At the next regular meeting with a quorum present, the proposal shall be presented for consideration and voting; approval shall require a majority of those present and voting at the meeting.

ARTICLE SEVEN: Membership

7.1 All persons interested in the activities of MARS shall be eligible for membership, regardless of race, color, sex, religion, or country of national origin.

7.2 There shall be six types of memberships: Full, Family, Junior, Senior, Associate, and Honorary.

A. Full Member: A full member shall be one who has a current, valid Federal Communications Commission Amateur License. A full member may hold a club office, vote on business brought before the membership, and enjoy the full use of the facilities of MARS and participate in all activities of MARS to the extent his/her Amateur Radio License permits.

B. Family Member: Members of a family may elect to have family memberships as long as one family member maintains a Full or Senior membership. A family member will have the same privileges as a full member and may hold a club office, providing they are 21 years old or older and hold a valid Federal Communications Commission Amateur License.

C. Junior Member: Any person who holds a current, valid Federal Communications Commission Amateur License and is under 18 years of age is eligible for Junior membership and will have the same privileges as a full member, except that he/she cannot hold an elective office within the club.

D. Senior Member: Any person who holds a current, valid Federal Communications Commission Amateur License and who is 65 years of age or older is eligible for Senior membership and will have the same privileges as a full member.

E. Associate Member; Any person who is interested in promoting the activities of MARS and Public Service, or is interested in becoming a radio amateur is eligible to become an Associate member. Associate members will not have voting or facility privileges nor will they be eligible to hold any elected or appointed office.

F. Honorary Member: Any person elected by a majority of the membership present and voting. An Honorary member may not hold office or vote on matters brought before the membership. They may be permitted to use the facilities of MARS and to participate in MARS activities to the extent of their FCC license. Such membership shall be renewed on a year-to-year basis, at the annual meeting of MARS. (No membership dues shall be required of Honorary Members.)

7.3 All applicants for membership must receive a two-thirds (2/3) affirmative

vote from the membership, present and voting, at any regular meeting duly called and held at which a quorum is present.

7.4 Members may be suspended or expelled from membership in MARS if such member knowingly refuses or fails to observe the rules and regulations of MARS or the FCC. Suspension or expulsion shall require a two-thirds (2/3) vote of the membership, present and voting, at any regular or special meeting, duly called and held, at which a quorum is present.

ARTICLE EIGHT: Duties of Officers

8.1 The President shall act as chair person of all regular scheduled club meetings. The meetings shall be conducted in accordance with these By-Laws and Robert's Rules of Order, Revised. In any event of conflict among these By-Laws and Robert's Rules of Order, Revised, these By-Laws shall prevail.

8.2 The President shall appoint all committees, decide all questions of order, and sign all documents authorized by the membership by a majority vote of those present and voting, at any regular, special, or called meeting of MARS. The President is not authorized to sign any document for and on behalf of MARS without the approval of the membership as set forth herein.

8.3 The President shall have general supervision of all activities of all other officers and committees of MARS. The President shall NOT vote unless to break a tie. The President shall perform such other duties generally performed by a President of an organization.

8.4 The Vice-President shall perform all duties of the President in the absence of the President. In addition, the Vice-President shall be chair person of the ways and means committee. The Vice-President shall also serve as activities director, whose duties shall include all public service activities and general MARS activities, which are not part of the designated committees of other members.

8.5 The Secretary shall keep a record of the proceedings of all meetings of the membership and of the Board of Directors of MARS, in a box retained for that purpose; read the minutes of the previous meeting; keep a roll of the members; submit membership applications; maintain all correspondence for and on behalf of MARS; retain the original Articles of Incorporation and By-Laws and all Amendments thereto; have present at all meetings a copy of the Articles of Incorporation and By-Laws and all Amendments thereto at all meetings, special and regular. The Secretary shall, when directed by the President, mail notice of each regular and special meeting of the membership of MARS to each member thereof. The Secretary will hand membership packets to new members.

8.6 The Treasurer shall receive all monies paid by way of dues, contributions, or otherwise, and write checks for all expenditures made by MARS, as may be approved by the membership, and shall keep a record of all receipts and expenditures in a book of accounts, provided for that purpose. All checks shall be signed by the Treasurer and one other officer, or in the absence or the lack of a treasurer in office, checks shall be signed by two club officers.

8.7 The Treasurer shall maintain bank and other accounts in the name of MARS, in banks and other financial institutions, approved by the majority of the membership present and voting, a quorum being present, at any regular or called meeting of MARS.

8.8 The Treasurer shall give reports of the financial condition of MARS at meetings of the membership of MARS, including receipts, disbursements, and amounts on hand, when called upon by the President.

8.9 Each officer or appointee, at the expiration of the officer's or appointee's term of office, shall deliver and turn over all papers, documents, property, and other assets, which are the property of MARS to the officer's or appointee's successor in office, immediately following the expiration of the officer's term of office. In all cases the transition must be completed prior to the next scheduled meeting of MARS following the expiration of the officer's or appointee's term.

8.10 Each officer, upon the expiration of such officer's term of office, shall aid, assist, and advise such officer's successor in office upon matters pertaining to that office in a timely manner so that all transition has taken place between the expiration of the officer's term and the next regularly scheduled monthly meeting of the Club.

8.11 The term of office shall begin immediately following the adjournment of the monthly June meeting and run until the adjournment of the June meeting the following year.

ARTICLE NINE: Officers; Election and Removal

9.1 The elected officers shall be:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

E. Directors — (Refer to Article Ten).

9.2 The officers shall be elected during the June membership meeting, by a majority of the written ballots submitted and counted.

9.3 Any member, family member (twenty-one years of age or older) or senior member who has been a member of MARS as of July 1 of the current fiscal year shall be eligible for election as an officer.

9.4 The voting for all elected positions of the club must be done by written ballot. Members that will not be able to attend the annual meeting may submit an absentee ballot so that they can cast their vote. The ballots must be returned to the club Secretary prior to the annual meeting.

9.5 Vacancies in any elected office shall be filled by an interim election at the earliest club meeting.

9.6 Any officer of MARS may be removed from office by three-fourths (3/4) vote of the membership, present and voting at any regular meeting thereof, a quorum being present, with or without cause.

9.7 The term of office for president, vice-president, secretary, and treasurer shall be for one (1) year and shall correspond with the club's fiscal year. The term of office for a director shall be three years. A person elected in an interim election to fill a vacated office shall hold that office for the remainder of the term of the vacated office.

9.8 A member shall not serve in the same elected office for more than two (2) consecutive terms of office. A member may be re-elected to the same office after the expiration of one year from the date such member last held such office.

9.9 In the absence of one officer, another officer shall take his/her place.

ARTICLE TEN: Board of Directors

10.1 The Board of Directors of this Corporation shall consist of the four elected officers (President, Vice-President, Secretary, and Treasurer), the immediate past President, and three Directors. Of the three directors elected at large, one shall be elected each year, to serve a three year term, on a rotating basis.

10.2 The Board of Directors have the responsibility to carry on the day-to-day business of MARS and shall refer all matters, requiring the vote of the membership, to the next meeting of the membership.

10.3 The Board of Directors shall meet once a month prior to the meeting. Meeting time and location shall be decided by the board members, and shall be open to all paid members.

10.4 Minutes of directors meetings will be kept and available to all paid members.

10.5 The President or the Board Chairman may call a special meeting of the Board to conduct club business that cannot be delayed until a regularly scheduled club meeting. If such meeting is for an expenditure of club funds, three of the four elected officers and two of the three elected directors must be present. All expenditures of such meeting must be a unanimous vote for said expenditure. A full accounting shall be given at the next regularly scheduled club meeting.

10.6 The Corporation may indemnify directors, officers, and employees of the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred to the extent and in the manner permitted by law, including, without limitation. Article 1396-2.22A of the Texas Non-Profit Corporation Act.

10.7 The Corporation shall make no loan or advance to Directors. The Corporation may make loans to officers and employees to the extent permitted by law [Article 1396-2.02A(6)] and authorized by the Board.

10.8 A quorum of members, directors, or committee members may participate in a meeting of members, directors, or committees, respectively, by amateur radio or conference telephone. Such meeting or participation shall use amateur radios or telephones or similar communications devices that enable all persons participating in such a meeting to fully communicate with each and all other participating members. Such participation shall constitute presence in person at the meeting for all purposes. Notice as required by these By-Laws shall be given for any meeting by amateur radio or conference telephone.

10.9 The Board of Directors shall cause current and accurate financial records to be maintained in accordance with generally accepted accounting principles and in compliance with all applicable tax laws and regulations. The financial records of the Corporation shall be open to inspection by any Director or Member at reasonable hours upon advance notice.

10.10 The Board of Directors shall cause an annual budget to be prepared. Expenditures in excess of \$100.00 not provided in the budget shall require approval by the Board of Directors.

10.11 The Corporation shall not borrow monies or incur debts in excess of \$100.00 without approval of the membership.

ARTICLE ELEVEN: Committees

11.1 Nominating Committee

A. The President shall, at the regular monthly meeting two months prior to the annual meeting, appoint a Nominating Committee.

B. The Nominating Committee will compile a list of qualified candidates and submit those names at the regular meeting one month prior to the annual meeting.

C. The President will accept additional nominations from the floor and submit the complete slate of candidates to the voting membership prior to the conclusion of the meeting.

D. The Nominating Committee shall act as the tally committee, count the ballots at the annual meeting, and announce the results.

E. The Nominating Committee shall, between the date of its appointment and its action in submitting a slate of officers for the ensuing year, speak with all prospective candidates; explain the duties and responsibilities of each office; and determine, by majority vote, the slate of candidates recommended to be recommended by the Nominating Committee.

11.2 Auditing Committee

A. The Board of Directors shall appoint an Auditing Committee to audit the Corporation's assets. The Auditing Committee shall have the responsibility to audit the books, records and accounts of the Treasurer immediately prior to the end of the treasurer's term.