

**BYLAWS OF HEART O' TEXAS AMATEUR RADIO CLUB, INC.  
A NONPROFIT CORPORATION**

P.O. Box 405, 1725 No. 18th St. Waco, Texas 76703

**ARTICLE I  
OFFICES**

1.01 Principal Office: The principal office of the corporation in the State of Texas shall be located in the City of Waco, County of McLennan. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02 Registered Office and Registered Agent: The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2  
MEMBERS**

2.01 Classes of Members: The corporation shall have **four (4)** classes of members. The designation of such classes and the qualifications and rights of members of such classes shall be as follows:

(1) A Full Member must be a natural person who holds an amateur radio license recognized by the Federal Communications Commission. A Full Member shall be entitled to all privileges available to any member of the corporation. Only Full Members shall have voting rights or hold elective offices.

(2) Any member of the immediate family of a Full Member may be a Family Member. A Family Member shall have all privileges of Full Members except  
(a) they shall not have any right to vote, and  
(b) they shall not hold any elective office.

(3) Any person or group of persons interested in amateur radio may be an Associate Member. An Associate Member shall have all the privileges of Full Members except  
(a) they shall not have any right to vote, and  
(b) they shall not hold any elective office.

(4) **Lifetime Honorary Membership. Any full member can submit a written nomination to the Board of Directors for consideration of a lifetime honorary membership for an individual who has provided the organization with outstanding service. This individual can be a current or previous member of**

**the organization. They will have all the privileges of Full Members except (a) they shall not have the right to vote and (b) they shall not hold any elective office. (See Amendment 7.)**

**2.02 Election of Members:** All applicants for membership shall submit to the Board of Directors a completed application form. The Board of Directors shall act as a screening committee of all applications and shall present all applications to the next regular meeting of the full membership with a recommendation either for or against each applicant. An applicant shall become a member upon two-thirds (2/3) vote of the members present and constituting a quorum. All votes concerning membership shall be taken when the Full Membership is in executive session.

**2.03 Voting Rights:** Each Full Member shall be entitled to one vote on each matter submitted to a vote of the members.

**2.04 Termination of Membership:** The Board of Directors, by affirmative vote of three-fifths (3/5) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 11 of these bylaws.

**2.05 Resignation:** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**2.06 Reinstatement:** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of three-fifths (3/5) of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**2.07 Transfer of Membership:** Membership in this corporation is not transferable or assignable.

### ARTICLE 3 MEETINGS OF MEMBERS

**3.01 Annual Meeting:** An annual meeting of the members shall be held at the "November" meeting of each year as established by Section 3.041 of these bylaws at the hour of 7:30 o'clock P.M., for the purpose of electing Officers and Directors, and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Officers and Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment

thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

**3.02 Special Meeting:** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

**3.03 Place of Meeting:** The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or regular meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

**3.04 Notice of Special Meetings:** Written or printed notice stating the place, day, and time of any special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 48 hours nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

**3.041 Regular Meetings:** Regular meetings shall be held on the fourth Thursday of each month except November. The "November" meeting shall be held on the Thursday following the Thanksgiving Holiday, even though said "November" meeting may actually take place in early December.

**3.05 Informal Action by Members:** Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by three-fifths (3/5) of the members of the Board of Directors.

**3.06 Quorum:** The members holding twenty percent (20%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**3.07 Proxies:** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**3.08 Voting by Mail:** Where Directors or Officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

#### ARTICLE 4 BOARD OF DIRECTORS

**4.01 General Powers:** The affairs of the corporation shall be managed by its Board of Directors. Directors must be residents of Texas and Full Members of the corporation.

**4.02 Number, Tenure, and Qualifications:** **The number of Directors shall be eight (8). They shall be elected as follows: the current President, the current First Vice-President, the Secretary, and the Treasurer. The President shall serve as Chairman of the Board of Directors. The person who has most recently vacated the office of President (the Immediate Past President) shall be a Director. The remaining three (3) Directors shall be elected for three (3) year terms to be staggered so that one will be elected each year. (See Amendments Three, Four, Six.)**

The initial Board of Directors elected in June, 1977 shall serve until December 31, 1977 at which time all their terms will expire.

The election of Directors whose terms commence on January 1, 1978 shall follow the provisions of Article 5.02 of these bylaws except that the person receiving the most votes shall be elected to a three (3) year term, the person receiving the second most votes shall be elected to a two (2) year term, and the person receiving the third most votes shall be elected to a one (1) year term.

If there is no person who is the immediate Past President, the Full Membership shall elect a person to serve on the Board of Directors in that position until there is an immediate Past President.

**4.03 Regular Meetings:** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

**4.04 Special Meetings:** Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

**4.05 Notice:** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram or orally transmitted over amateur radio equipment. Written notice shall be

sent to his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

**4.06 Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**4.07 Manner of Acting:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**4.08 Vacancies:** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**4.09 Compensation:** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

**4.10 Informal Action by Directors:** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## ARTICLE 5 OFFICERS AND DIRECTORS

**5.01 Officers:** The Officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable such officers to have the authority and perform the duties prescribed, from

time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**5.02 Term of Office:** All Officers shall serve one (1) year terms coinciding with the fiscal year.

**5.021 Election of Officers and Directors:** The officers and Directors of the corporation shall be elected by the Full Members at the annual meeting of the membership. A quorum must be present before any election may be held. If the election of Officers and Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer and Director shall hold office until his successor shall have been duly elected and shall have qualified.

Officers and Directors shall be nominated and elected by secret ballot. **Nominations of Officers and Directors shall be as follows. A Nominations Committee consisting of three Full Members (not more than one from the current Officers and Directors) shall be appointed by the Board at least thirty days prior to the Annual Meeting. It shall meet prior to the Annual Meeting to nominate at least one Full Member for each position to be filled. The committee will secure from each nominee an agreement to serve in the nominated capacity for the next term. At the Annual Meeting any Full Member in attendance shall have the opportunity to nominate any Full Member to each position to be filled; however, if the nominee is not present the nominator must have written agreement from the nominee stating that she/he will serve in the nominated capacity for the next term. The election of Officers shall be held before the election of Directors. (See Amendment Two.)**

**(1) Officers.** Each office shall be filled separately and in the following sequence: President, Vice President, Secretary, Treasurer.

**(a) (deleted) (See Amendment Two.)**

**(b) Election.** Each Full Member shall write on a slip of paper the name of the one person for whom they wish to vote. The results shall be tabulated and announced by the President and the Secretary. A nominee that receives a majority of the votes on the first ballot or any subsequent run-off ballot shall be declared elected. In the event that no nominee receives a majority of the votes on the first ballot a run-off ballot shall be held between the two candidates receiving the most votes and anyone tied with either of them. (See Amendment Two.)

**(2) Directors.**

**(a) (deleted) (See Amendment Two.)**

**(b) Election.** Each Full Member shall write on a slip of paper the name of the one person for whom they wish to vote. The results shall be tabulated and announced by the President and the Secretary. A nominee that receives a majority of the votes on the first or any subsequent run-off election shall be declared elected. In the event that no nominee receives a majority of the votes on the first ballot a run-off ballot

**shall be held between the two candidates receiving the most votes and anyone tied with either of them. (See Amendment Two.)**

**Neither the President nor any of the Board of Directors shall be elected for more than two consecutive terms. (See Amendment One.)**

**5.03 Removal: Any Officer elected by the membership or appointed by the Board of Directors may be removed by the membership, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.**

**5.04 Vacancies: A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.**

**5.05 President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall 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 authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the Office of President and other such duties as may be prescribed by the Board of Directors from time to time.**

**5.06 Vice President: In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.**

**5.07 Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities 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 in accordance with the provisions of Article 7 of these bylaws; and in general perform all 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.**

**The records of the Treasurer shall be audited annually by two (2) persons appointed by the Board of Directors. The auditors shall report on the audit at each annual meeting of the membership.**

**5.08 Secretary:** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member, and, in general, perform all duties incident to the office of Secretary in general and with other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**5.09 Assistant Secretaries and Assistant Treasurers:** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**5.10 Liaison Officers:** The Board of Directors shall have the power to create and discontinue such Liaison Offices as they deem appropriate and persons appointed to such offices shall serve at the discretion of the Board of Directors.

## ARTICLE 6 COMMITTEES

**6.01 Committees of Directors:** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws, electing, appointing, or removing any member of any such committee or any Director or Officer of the corporation; amending the articles of incorporation; adopting a corporation or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease exchange, or mortgage of all or substantially all of the property of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; on amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

**6.02 Other Committees:** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a



quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

6.03 Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04 Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.05 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06 Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07 Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.01 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.02 Checks and Drafts: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

7.03 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.04 Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE 8 CERTIFICATE OF MEMBERSHIP

8.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

8.02 Issuance of Certificates: When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 8.01 of this Article 8.

## ARTICLE 9 BOOKS AND RECORDS

9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time

9.02 Access to Bylaws: The Secretary shall provide, upon request by a Full Member, a copy of these bylaws and the articles of incorporation. The expense of providing such copies shall be borne by the corporation.

## ARTICLE 10 FISCAL YEAR

10.01: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE 11 DUES

**11.01: The dues for membership shall be set by a majority of the Board of Directors, at a regular or called meeting. The Board shall assess projected dues in September of each year. Dues shall be voted on in the Annual Meeting. There shall not be any dues required of a Family Member and those holding Lifetime Honorary Memberships. (See Amendments Five, Seven.)**

**11.02 Payment of Dues: Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the period. Periods shall be January 1 to June 30; July 1 to December 31. Dues may be paid annually or semi-annually.**

**11.03 Default and Termination of Membership: When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these Bylaws.**

## ARTICLE 12 SEAL

**12.01: The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Heart O' Texas Amateur Radio Club, Inc."**

## ARTICLE 13 WAIVER OF NOTICE

**13.01: Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.**

## ARTICLE 14 AMENDMENTS TO BYLAWS

**14.01: These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of an intention to alter, amend, or repeal those bylaws or to adopt new bylaws at such meeting.**

Any change in the bylaws adopted by the Directors shall be presented to the membership at the next regular or special meeting of the membership. Such changes shall not be effective until ratified by a majority of the membership present, provided that there must be at least a quorum of the membership present.

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#### AMENDMENT ONE

On October 23, 1988, in accordance with Article 14 of these bylaws, the last sentence of section 5.021 of Article 5 was changed to read:

Neither the President nor any of the Board of Directors shall be elected for more than two consecutive terms.

#### AMENDMENT TWO

On October 25, 1990, in accordance with Article 14 of these bylaws, the following changes were made.

The second paragraph of section 5.021 of Article 5 was changed to read:

Officers and Directors shall be elected by secret ballot. Nominations of Officers and Directors shall be as follows. A Nominations Committee consisting of three Full Members (not more than one from the current Officers or Directors) shall be appointed by the Board at least thirty days prior to the Annual Meeting. It shall meet prior to the Annual Meeting to nominate at least one Full Member for each position to be filled. The committee will secure from each nominee an agreement to serve in the nominated capacity for the next term. At the Annual Meeting any Full Member in attendance shall have the opportunity to nominate any Full Member to each position to be filled; however, if the nominee is not present the nominator must have written agreement from the nominee stating that she/he will serve in the nominated capacity for the next term. The election of Officers shall be held before the election of Directors.

Section 5.021, (1), (a) describing the nomination of Officers and Section 5.021, (2), (a) describing the nomination of Directors were deleted.

Section 5.021, (1), (b) describing the election of Officers was changed to read:

Election. Each Full Member shall write on a slip of paper the name of the one person for whom they wish to vote. The results shall be tabulated and announced by the President and the Secretary. A nominee that receives a majority of the votes on the first ballot or any subsequent run-off ballot shall be declared elected. In the event that no nominee receives a majority of the votes on the first ballot a run-off ballot shall be held between the two candidates receiving the most votes and anyone tied with either of them.

Section 5.021, (2), (b) describing the election of Directors was changed to read:

Election. Each Full Member shall write on a slip of paper the name of the one person for whom they wish to vote. The results shall be tabulated and announced by the President and the Secretary. A nominee that receives a majority of the votes on the first or any subsequent run-off election shall be declared elected. In the event that no nominee receives a majority of the votes on the first ballot a run-off ballot shall be held between the two candidates receiving the most votes and anyone tied with either of them.

#### AMENDMENT THREE

On October 22, 1992, in accordance with Article 14 of these bylaws, the first paragraph of section 4.02 of Article 4 was changed to read: *(See Amendments Four, Six.)*

The number of Directors shall be six (6). They shall be elected as follows: The current President and the current First Vice President shall be Directors. The President shall serve as Chairman of the Board of Directors. The person who has most recently vacated the office of President (the Immediate Past President) shall be a Director. The remaining three (3) Directors shall be elected for three (3) year terms to be staggered so that one will be elected each year.

#### AMENDMENT FOUR

On December 3, 1992, in accordance with Article 14 of these bylaws, the first two sentences of the first paragraph of section 4.02 of Article 4 were changed to read: *(See Amendment Six.)*

The number of Directors shall be seven (7). They shall be elected as follows: The current President, the current First Vice President and the Secretary shall be Directors.

#### AMENDMENT FIVE

On September 26, 1996, in accordance with Article 14 of these bylaws, Article 11 Dues, Paragraph 11.01 was changed to read: *(See Amendment Seven.)*

The dues for membership shall be set by a majority of the Board of Directors, at a regular or called meeting. The Board shall assess projected dues in September of each year. Dues shall be voted on in the Annual Meeting.

#### AMENDMENT SIX

On September 26, 1996, in accordance with Article 14 of these bylaws, Amendment Four (4) of December 3, 1992 was changed to read:

The number of Directors shall be eight (8). They shall be elected as follows: the current President, the current First Vice-President, the Secretary, and the Treasurer.

## AMENDMENT SEVEN

On May 27, 1999, in accordance with Article 14 of these bylaws, Article Two (2), paragraph 2.01, and Amendment Five (5) (Article 11 Dues paragraph 11.01) of September 26, 1996 were changed to read:

**2.01 Classes of Members:** The corporation shall have four (4) classes of members.

*New paragraph describing a fourth membership category*

(4) **Lifetime Honorary Membership.** Any full member can submit a written nomination to the Board of Directors for consideration of a lifetime honorary membership for an individual who has provided the organization with outstanding service. This individual can be a current or previous member of the organization. They will have all the privileges of Full Members except (a) they shall not have the right to vote and (b) they shall not hold any elective office.

### **Amendment Five**

The dues for membership shall be set by a majority of the Board of Directors, at a regular or called meeting. The Board shall assess projected dues in September of each year. Dues shall be voted on in the Annual Meeting. There shall not be any dues required of a Family Member and those holding Lifetime Honorary Memberships.

WORKING DRAFT