

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

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, as the Board 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.

Note: must notify the Texas Secretary Of State when changing

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 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 Membership. Any full member can submit a written nomination to the Board for consideration of a membership for an individual who has provided the organization with outstanding service. This individual can be a current or previous member of the organization. If approved by the Board. they will have all the privileges of Full Members.

2.02 Election of Members: All applicants for membership shall submit to the Board a

completed application form. The Board shall present all applications to the next regular meeting of the full membership. An applicant shall become a member upon two-thirds (2/3) vote of the members present and constituting a quorum.

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

2.04 Termination of Membership: The Board, 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 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 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 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, for the purpose of electing Officers and Directors, and for the transaction of other business as may come before the meeting. 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 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, or not less than one-tenth (1/10) of the members having voting rights.

3.03 Place of Meeting: The Board may designate any place, as the place of meeting for any annual meeting or regular meeting or for any special meeting called by the Board. 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, 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 electronic 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.

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.

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 their 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, such election may be conducted by mail or Email in such manner as the Board shall determine.

ARTICLE 4 BOARD

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

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

If there is no Member who is the immediate Past President, the HOTARC Membership may elect a person to serve on the Board in that position until there is an immediate Past President.

4.03 Regular Meetings: A regular annual meeting of the Board shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board may provide by resolution the time and place, 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 may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any place, 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 shall be given at least two days previously thereto by written notice delivered personally or sent by Email or orally transmitted over amateur radio equipment. 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 Members shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Members are present at said meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

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

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

4.09 Compensation: Directors as such shall not receive any stated salaries for their services; 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, a Vice President, a Secretary, a Treasurer. Two or more offices may be held by the same person. The President and Secretary may not be the same person.

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

(1) 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 one Full or Lifetime 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 or Lifetime Member in attendance shall have the opportunity to nominate any Full or Lifetime 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. If there are no additional nominations from the floor for a position, the sole nominee shall be declared elected.

Each Board position shall be filled separately and in the following sequence: President, Vice President, Secretary, Treasurer, the full-term Director, any vacant unexpired Director position. A Director position may remain vacant for a year if no eligible member is willing to be elected.

(2) Election for position with more than one nominee. 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.

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

5.03 Removal: Any Board Member elected by the membership or appointed by the Board 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 position because of death, resignation, disqualification or otherwise may be filled by the Board 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. The President shall preside at all meetings of the members and of the Board. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the Office of President and other such duties as may be prescribed by the Board from time to time.

5.06 Vice President: In the absence of the President or in the event of their inability or refusal to act, the Vice President 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 them by the President or Board.

5.07 Treasurer: If required by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer 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 them by the President or by the Board.

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

5.8 Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a record of the post office address of each member as provided by the member,s 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 them by the President or by the Board.

ARTICLE 6

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.01 Contracts: The Board 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.

6.02 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. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation if the amount exceeds \$500.

6.03 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 may select.

6.04 Gifts: The Board 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 7 BOOKS AND RECORDS

7.1 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, 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 their agent or attorney for any proper purpose at any reasonable time

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

ARTICLE 8 FISCAL YEAR

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 9 DUES

9.01: The dues for membership shall be set by a majority of the Board, 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 or those holding Lifetime Memberships.

9.02 Payment of Dues: Dues shall be payable in advance on the first day of January in each fiscal year. The Board may chose to prorated dues for a new member 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.

9.03 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 calendar year or period for which such dues become payable, their membership is terminated.

ARTICLE 10 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Certificate of Formation 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 11
PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing the organization in all cases in which they are not inconsistent with these Bylaws.

ARTICLE 12
AMENDMENTS TO BYLAWS

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. Reasonable efforts will be made to notify all members of the proposed changes at least 48 hours prior to such meeting.