

BY-LAWS OF THE ATHENS AMATEUR RADIO CLUB, INC.

ARTICLE I NAME AND OFFICES

1.1 Name. The name of the corporation is the Athens Amateur Radio Club, Inc., and may be referred to hereafter as the “Corporation” or the “Club.”

1.2 Principal Office. The principal office of the Corporation in the State of Texas shall be located in or near the City of Athens, County of Henderson. 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 Corporation may require from time to time.

1.3 Registered Office and 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 II GENERAL PROVISIONS

2.1 Roberts Rules of Order. Roberts Rules of Order shall serve as the parliamentary authority of the Club for all rules of procedure not specified in the Articles of Incorporation or in these By-Laws.

2.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first (1) day of May of each year and end on the thirtieth (30) day of April of the following year.

2.3 Waiver of Notice. Whenever any notice is required to be given to any member or director of the Corporation under provisions of the Texas Non-Profit Corporation Act or under the provisions of these By-Laws, 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 equivalent to the giving of such notice.

ARTICLE III MEMBERSHIP

3.1 Classes of Members. The Corporation shall have four (4) classes of membership as follows:

(1) Full Member. Full membership shall be granted to a person who holds an amateur radio license recognized by the Federal Communications Commission (FCC).

(2) Family Member. Any member of the immediate family of a full member may be a family member.

(3) Associate Member. Any person, or group of persons, interested in amateur radio may be an associate member.

(4) Honorary Member. A person, or group of persons, who has performed exemplary service to the Corporation or to amateur radio may be an honorary member.

3.2 Membership Privileges. The rights and privileges of the various classes of membership shall be as follows:

(1) Full Member. A full member shall be entitled to all privileges available to any member of the Corporation including use of all equipment and services consistent with the class of amateur license held by the full member. Only full members shall have voting rights or hold elective offices.

(2) Family Member. A family member shall have the privileges of a full member except that (a) a family member shall not have any right to vote, and (b) no elective office may be held by a family member.

(3) Associate Member. A associate member shall have the privileges of a full member except that (a) an associate member shall not have any right to vote, and (b) no elective office may be held by an associate member.

(4) Honorary Member. An honorary member shall have the privileges of a full member except that (a) an honorary member shall not have any right to vote, and (b) no elective office may be held by an honorary member.

3.3 Election of Members. Any person or group of persons may apply for membership in the Corporation by submitting to the board of directors a completed application form. Applications shall be voted on at the next regular meeting of the Board and an applicant shall become a member upon a simple majority affirmative vote of the directors present and voting.

3.4 Expulsion of Members. The board of directors, by the affirmative vote of the majority present and voting, may:

(1) Suspend or expel a member for cause after an appropriate hearing, and

(2) Terminate the membership of any member who (a) shall become ineligible for membership, or (b) shall be in default in the payment of dues for the period fixed in Section 4.4 of these By-Laws.

3.5 Withdrawal of Membership. Any member may withdraw his membership in the Corporation by filing written resignation with the secretary, but such resignation shall not relieve the member so withdrawing of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

3.6 Reinstatement of Membership. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of not less than three-fifths (3/5) of the members thereof, reinstate such former member to membership on such terms as the board of directors prescribed.

3.7 Transfer of Membership. Membership in this Corporation shall not be transferable or assignable.

3.8 Removal of Directors and Officers. Any member may bring charges against an officer or director by filing them in writing with the secretary, together with a petition signed by fifty per centum (50%) of the full members, requesting the removal of the officer or director in question. The removal shall be voted upon at the next regular meeting or special meeting of the members, and any vacancy created by such removal may be filled by the members at such meeting. The director or officer against whom such charges have been brought shall be informed in writing of the charges not less than (10) days previous to such meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against him shall have the same opportunity.

ARTICLE IV DUES

4.1 Amount of Initiation Fee and Dues. The initiation fee and dues for the various classes of membership shall be set by the board.

4.2 Payment of Dues. Dues shall be payable on the first (1) day of May for the fiscal year beginning thereon.

4.3 Special Assessments. Special assessments for expenditures not foreseen at the beginning of a fiscal year may be required. Such special assessments shall be approved by an affirmative vote of not less than three-fifths (3/5) of the board of directors.

4.4 Default and Termination of Membership. Membership may be terminated by the board of directors 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 of time for which such dues become payable.

ARTICLE V MEETINGS OF MEMBERS

5.1 Annual Meeting. An annual meeting of the membership for the purpose of electing members of the board of directors, and such other business as may come before the meeting shall be held in April. Notice of the time and place shall be given by mail to each member entitled to vote no more than sixty (60) days and no less than thirty (30) days before the date of the meeting.

5.2 Special Meetings. Special meetings of the members may be called by the president, board of directors, or by members having not less than one-fifth (1/5) of the votes entitled to be cast at such special meeting. Notice of the time, place, and purpose of such special meeting shall be given by mail to each member entitled to vote.

5.3 Quorum. One-fifth (1/5) of the membership entitled to vote at any meeting of the members shall constitute a quorum. Proxies may be counted in determining a quorum.

5.4 Voting. All decisions at any meeting of the membership shall be by majority of those voting, a quorum being present. Each member shall have one and only one vote. Voting for directors shall be by secret ballot.

5.5 Proxies. Voting by proxy will not be permitted unless the proxy is in writing and filed with the secretary before the meeting is called to order. A proxy may be revoked by the maker at any time, shall not be effective if the maker is present at the meeting, and shall expire at the end of eleven (11) months from its date unless renewed in writing by the maker.

ARTICLE VI BOARD OF DIRECTORS

6.1 Number and General Powers. The business and affairs of the Corporation shall be managed by a board of five (5) directors which shall exercise all of the powers of the Corporation, except such as are by law or of these By-Laws conferred upon or reserved to the members.

6.2 Eligibility. Only full members in good standing shall be eligible for membership on the board of directors.

6.3 Interim Board. The current officers and directors of the Corporation shall serve until their successors are elected and qualified under Section 6.4 and Section 6.5 hereof.

6.4 Nomination. Beginning with the election in April 1996, directors will be elected at the annual meeting in April. Candidates will be selected from the eligible members by a nominating committee consisting of not less than three (3) members appointed in February by the president, or in his absence or failure to act, by the vice-president. The nominating committee shall report its nominations to the board in March preceding the election. Additional candidates may be nominated from the floor by any member present at the annual meeting.

6.5 Secret Ballot. The president shall cause the official ballot to be prepared for use at the annual meeting of members, where the election shall be held by secret ballot. The ballot shall have printed thereon the names of candidates as determined under the provisions of these By-Laws, with space for additional candidates that have been nominated from the floor.

6.6 Count of Ballots. The president shall appoint two (2) or more voting members to tally the votes of all ballots cast in the election and to report the result of such tally to him.

6.7 Terms of Office. The terms of office of the directors constituting the board of directors shall be for three (3) years and any director may serve two (2) consecutive terms. After one year, a person would be eligible to be elected as a director again. Elections will be held for two (2) directors one year, two (2) directors in the second year, and one (1) director in the third year. Serving an unexpired term of another director would not count against a person's eligibility to serve as a director. A director would take office immediately following his election to the board and not later than May 1st.

6.8 Vacancies. Vacancies on the board of directors shall be filled by the board of directors, and shall serve until the end of that fiscal year. If the term has more than one (1) year to run, the voting membership at the next annual meeting in April may elect a director to fill the vacancy for the last full year of the term.

6.9 Quorum. Three (3) directors shall constitute a quorum for the transaction of business, provided however, if the number of directors should be reduced to less than three (3) by reasons of vacancies, the remaining directors shall constitute a quorum for the purposes of filling vacancies.

6.10 Regular Meetings. Regular meetings of the board of directors shall be held quarterly. Each director shall be notified of the time and place of such meeting either in writing, or verbally in person, by telephone or by radio.

6.11 Special Meetings. Special meetings of the board of directors may be called by the president or any two members of the board. Notice of the time, place, and subject matter of such meeting shall be given to each director either in writing, or verbally in person, by telephone, or by radio. The board of directors may, with the unanimous written consent of all members of the board, take action without meeting in person.

6.12 Proxies. Voting by proxy will not be permitted unless the proxy is in writing and filed with the secretary before the meeting is called to order. Proxies may not be counted in determining a quorum. A proxy may be revoked by the maker at any time, shall not be effective if the maker is present at the meeting, and shall expire at the end of six (6) months from its date unless renewed in writing by the maker.

6.13 Restrictions. The board of directors shall not:

- (1) Dispose of any Club assets without the prior approval of the membership;
- (2) Expend more than \$500.00 for any item without prior approval of the membership;
- (3) Borrow money or otherwise pledge the credit of the Corporation without prior approval of the membership;
- (4) Expend money of the Club except to carry out the purposes of the Club.

6.14 Compensation. Directors as such shall not receive any stated compensation for their services, but by a resolution of the board of directors, reimbursement may be made to a director or to any other member of the Corporation for expenses incurred by that person in rendering some special service for the benefit of the Corporation.

ARTICLE VII OFFICERS

7.1 Principal Officers. The principal officers of the Corporation shall be members of the board of directors and be elected by the board of directors from their number. They are President, Vice-

President, Secretary, and Treasurer. These officers shall be elected by the directors annually, either at the first meeting of the board immediately after May 1, or the directors-elect may meet after the annual meeting of the membership in April for the purpose of organizing and electing officers for the ensuing year. The term of office for each officer shall be for one (1) year ending April 30. Vacancies in office will be filled by the board of directors for the unexpired term.

7.2 President. The president shall be the principal executive officer of the Corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Club membership and all meetings of the board of directors. He may sign all authorized contracts and other obligations and undertakings in the name of and in behalf of the Corporation and shall perform such other duties as may from time to time be assigned to him by the board of directors.

7.3 Vice-President. At the request of the president, or in his absence or disability, the vice-president shall perform any and all duties of the president. The vice-president shall have and perform such other powers and duties as may be assigned to him from time to time by the board of directors.

7.4 Secretary. The secretary shall:

- (1) Keep custody of the Articles of Incorporation, By-Laws, and all amendments and changes thereto and have them available at all meetings;
- (2) Keep the minutes and records of all meetings of the members and of the board of directors;
- (3) Give, or see that all notices are duly given in accordance with these By-Laws or as required by law;
- (4) Keep a current list of Club members;
- (5) Perform such other duties as may be assigned to him by the board of directors.

7.5 Treasurer. The treasurer shall:

- (1) Have control of the funds of the Corporation, subject to such regulations as may be prescribed by the Club membership or the board of directors;
- (2) Endorse on behalf of the Club for collection, checks, notes, or other obligations and shall promptly deposit the same and any other receipts received in cash in such banks and other depositories as shall be designated by the board of directors;
- (3) Draw checks on the Corporate bank account with the countersignature of any other member of the board of directors only for the payment of obligations of the Corporation;
- (4) Enter regularly on the books of the Corporation, to be kept for that purpose, full and accurate account of all monies and property received and all monies and obligations paid or incurred for

the account of the Club and shall exhibit such books for inspection to the board of directors at all reasonable times;

(5) Provide a report of the current financial condition of the Club at each meeting of the board of directors;

(6) At the end of his term of office, relinquish to his successor everything in his control or possession belonging to the Club;

(7) Perform such other duties as may be assigned him by the board of directors.

ARTICLE VIII COMMITTEES AND TRUSTEES

8.1 Committees. The president, with the concurrence of the board of directors, may appoint such standing or special committees as may be needed from time to time. Actions by any committee shall be subject to review by the board of directors.

8.2 Trustees. The president, with concurrence of the board of directors, shall designate a trustee for each Club radio repeater, who shall make all necessary filings with the Federal Communications Commission (FCC) and be responsible for compliance with the Commission's rules and regulations in the operation of the repeater of which he is trustee.

ARTICLE IX CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS

9.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, 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.

9.2 Loans. No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

9.3 Checks and Drafts. All checks, drafts, or other 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.

9.4 Deposits. All funds of the Corporation not otherwise employed 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.

9.5 Gifts Received. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

9.6 Gifts Presented. No gift or donation of corporate funds shall be made without majority vote of the entire voting membership. No proxies shall be considered for this purpose.

ARTICLE X BOOKS AND RECORDS

10.1 Requirements. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any authority of the board of directors and shall keep at its registered office or principal office a record of the names and addresses of its members entitled to vote.

10.2 Inspection and Audit. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time. The board of directors shall annually appoint two (2) persons whose duty it shall be to audit the books maintained by the secretary and the financial records maintained by the treasurer, and to report the results of such audit at the annual meeting of the members.

ARTICLE XI CERTIFICATE OF MEMBERSHIP

11.1 Provision for Certificate. Membership in the Corporation shall be evidenced by a certificate of membership which shall be in such form as shall be determined by the board of directors. Such certificate shall be signed by the president and secretary of the Corporation and the corporate seal shall be affixed thereto. All certificates evidencing membership of any class shall be consecutively numbered and a record of the issuance thereof, setting forth the member's name and address, class of membership, and the date of issuance, shall be maintained in the books of the Corporation.

11.2 Issue of Certificate. A membership certificate shall be issued only after any required initiation fee and dues have been paid for in cash and such payment has been deposited with the treasurer.

11.3 Lost Certificate. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and indemnity to the Corporation as the board of directors may prescribe.

ARTICLE XII CORPORATE SEAL

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words 'CORPORATE SEAL.'

ARTICLE XIII AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted, by the affirmative vote of not less than two-thirds (2/3) of the qualified voting members voting at a regular or special meeting of members, a quorum being present. Any such proposal must be filed in writing with the secretary, and notice of the nature and substance of such proposal shall be

given at the regular meeting next preceding the regular meeting at which such proposal will be presented for vote of the members.

April 29, 2006