

BY-LAWS of BRAZOS VALLEY AMATEUR RADIO CLUB, INC.

(November 2006)

We, the members of **Brazos Valley Amateur Radio Club, Inc.**, wishing to secure for ourselves the pleasures and benefits, without pecuniary interest or gain, of association with persons commonly interested in amateur radio, and to pursue and achieve the lawful purposes of the Club as set out in our Articles of Incorporation as a non-profit corporation in the State of Texas, do hereby adopt these By-Laws.

ARTICLE I -- MEMBERSHIP

Article I Section A

Membership in the Club shall be granted as follows:

1. Submission of an application, signed by the applicant, showing name, address, home and work phone numbers, amateur radio operator call sign and class of license, if any, and stating an agreement to observe the By-Laws of the Club and the Rules and Regulations of the Federal Communication Commission.
2. Payment of the annual dues as specified in ARTICLE VI of these By-Laws.

Article I Section B

Rights and privileges of membership shall be:

1. To vote on any matter placed before the Club for action, as follows:
 - a. One vote for an individual membership.
 - b. One vote for each member of a family membership.
2. Receipt, at the domicile address, of a single copy of newsletters, membership lists, meeting notices and any other publications or items which the Club may, from time to time, mail or deliver to members.

Article I Section C

There shall be four classes of membership as follows:

1. Individual membership.
2. Student membership: A student will be defined as an individual who is a full time student as defined by the respective accredited school including public or private school, college, junior college, university or trade school. Student may verify full time status by a current student ID showing full time status or other as acceptable to the Treasurer.
3. Family membership, when more than one (1) member of a family is living at a single address.
4. Individual lifetime memberships

Article I Section D

Termination of membership in the Club shall result from one (1) of the following:

1. Written resignation by the member.
2. By majority vote of members present at a regular or special membership meeting. In the event of such termination, the terminated member shall receive a pro-rata refund of dues paid. For a life member, the refund shall consist of monies remaining as if he had paid the regular dues annually.
3. Non-payment of annual dues by due date. The member does not have any rights as a member, director or officer while the dues are lapsed, but if the member pays the outstanding dues within 45 days of the due date, the member will be fully reinstated retroactive to the original due date with full continuity.

ARTICLE II -- OFFICERS

Article II Section A

The officers of the Club shall be: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer; each of whom must be a member of the Club and hold a Technician Class or higher license from the Federal Communication Commission, except that the President must hold a General Class or higher License.

Article II Section B

Officers shall be elected for a term of two (2) years at the regular membership meeting in November preceding the year for which elected, and shall take office at the regular membership meeting the following January. Office positions will be staggered with the Vice President, Corresponding Secretary/Treasurer and At large director elected on even years and President, Recording Secretary and the other At large director on odd years.

Article II Section C

Nomination for officers shall be accomplished as follows:

1. There shall be a standing nomination committee composed of three (3) past presidents of the Club in chronological order beginning with the immediate past president, the chairman of which shall be the immediate past president. If no past presidents are available, or the immediate past president is not active, then the President shall appoint such members as are necessary to fill the committee, together with the committee chairman, not later than the regular membership meeting in October.

a. The Nominating Committee shall accept suggestions from members for consideration in selecting a list of at least one (1) candidate for each office, with the consent of each such proposed candidate, which list shall be presented to members attending the regular membership meeting in November as the Committee's recommendations for nomination for each office.

2. Nominations may be made from the floor at the November meeting, provided the consent of such nominees has been, or is, obtained at the meeting.

Article II Section D

In the event of a continuing disability and inability of an Officer or Director to continue in the performance of his/her duties; the same shall be treated as if a vacancy has occurred and the Board of Directors may appoint as a substitute, any duly qualified member of the Club, to perform the duties of the office left unfulfilled for the duration of the same.

Article II Section E

Any officer may be removed from office by a vote of at least two-thirds (2/3) of the members present at a membership meeting.

ARTICLE III -- DUTIES OF OFFICERS

Article III Section A

Pursuant to the representations of members of the Club, the duties of the President shall be:

1. To preside as Chairman of the Board of Directors.
2. To preside at all membership meetings of the club and to conduct such meetings in accordance with the rules adopted.
3. To enforce observation of the Articles of Incorporation, the By-Laws and motions duly adopted by the membership.
4. To sign all official documents that are adopted by the club and none other.
5. To decide all questions of order.
6. To appoint a Parliamentarian whose duties shall be:
 - a. To cause all pertinent changes, consisting of amendments, additions and deletions, to be noted on the Articles of Incorporation and the By-Laws.
 - b. To assist the President on all questions of order.
7. To appoint standing and/or ad hoc committees as required to accomplish the purpose of the Articles of Incorporation, and the directives and goals of the membership, including, but not limited to, a Program Committee and its chairman, the Program Director.

Article III Section B

The duties of the Vice President shall be:

1. To assist the President in overseeing the activities of the Club.
2. To assume all duties of the President, if absent.

Article III Section C

The duties of the Recording Secretary shall be:

1. To keep minutes of all membership meetings.

Article III Section D

The duties of the Corresponding Secretary shall be:

1. To prepare and mail all correspondence with third parties involving the Club, if requested by the President, and to maintain a reading file of such correspondence, irrespective of by whom written.
2. To keep a roll of members.
3. To read appropriate communications at Club meetings.
4. To notify all members in advance of each membership meeting as required in ARTICLE V, Section F of these By-Laws, including the agenda for each such meeting.
5. To properly prepare and timely file all reports and/or returns required by taxing authorities.

Article III Section E

The duties of the Treasurer shall be:

1. To receive all monies due the Club.
2. To disburse monies of the Club under authorization as specified in ARTICLE VII, Section F of these By-Laws.
3. To keep an accurate accounting for all monies of the Club that are received and disbursed.
4. To prepare for each regularly scheduled Board of Directors meeting an itemized statement of monies received and disbursed since the last regular board of directors meeting.
5. To properly prepare and timely file all reports and/or returns required by taxing authorities.

Article III Section F

The offices of Recording Secretary, Corresponding Secretary and Treasurer may be held by one (1), two (2) or three (3) persons one (1) person per office).

Article III Section G

The Treasurer may be placed under an adequate surety bond at the Club's cost at the option of the Board of Directors.

Article III Section H

All officers and committee appointments shall give to their successor all items in their possession belonging to the Club.

ARTICLE IV -- BOARD OF DIRECTORS

Article IV Section A

The Board of Directors shall consist of the five (5) Officers of the club, and two (2) at large members, elected at the regular membership meeting in November and the Past President/Past President At-Large as described in Article IV, Section A, Paragraph 2. A member holding 2 or more such offices in accordance with Article III, Section F shall have only one vote on the Board of Directors.

1. At the membership meetings in November, one (1) director shall be elected for a two-year term to replace the outgoing at large member.
2. In addition, the immediate past president of the Club shall be a member of the Board of Directors during the first calendar year following his term as President of the Club. The Past President will be considered as an at large member with all rights herein. The position becomes vacant and is then treated as a recurring elected at-large board member with a 1 year term until the incumbent president is no longer in office.

Article IV Section B

Vacancies of at-large members of the Board of Directors shall be filled by appointees of the Board for the un-expired terms.

Article IV Section C

Removal of an at-large member of the Board of Directors shall be by an affirmative vote of three-fourths (3/4) of the Board.

Article IV Section D

The Board of Directors shall oversee operation of the Club and shall establish general policies and guidelines for the Club. All responsibilities not otherwise specifically delegated to officers of the Club by these By-Laws shall be the responsibility of the Board of Directors.

Article IV Section E

The President of the Club shall serve as Chairman of the Board of Directors, and in the case of tie votes on matters before the Board, shall break the tie by casting the deciding vote. The Chairman may appoint standing or ad hoc committees of the Board.

Article IV Section F

The duties of the Secretary of the Board of Directors shall be:

1. To record and maintain minutes of all meetings of the Board.
2. To conduct all correspondence of the Board concerning Board-level matters.

ARTICLE V -- MEETINGS

Article V Section A

No action binding the Club shall be taken at any membership meeting unless a quorum of members is present.

1. A quorum shall be deemed to be fifteen (15) members or twenty-five (25) percent of the Club's total membership, whichever is greater.
2. A Club member may assign his right to vote at any membership meeting to another member. Such proxy shall be in writing, signed by the member granting it, and shall designate the specific membership meeting at which applicable, and shall state whether the proxy is specific or general.

Article V Section B

There shall be one (1) regular membership meeting each calendar month. It will take place on the second Thursday of the month at 7:30 PM at the Sugar Land Community center.

Article V Section C

Special membership meetings shall be called only by officers of the Club or by the Board of Directors.

Article V Section D

A special membership meeting must be called by the officers upon receipt of a written request for such, signed by at least ten (10) percent of the Club members, stating the purpose of the requested special membership meeting.

Article V Section E

The regular membership meeting in November shall be the one at which the election of officers and at-large directors is to be accomplished.

Article V Section F

The Corresponding Secretary shall notify members of the Club of any special meetings by written notice to be mailed at least seven (7) calendar days prior to the date of the meeting. Any proposed by-laws amendments are to also be mailed at least seven (7) calendar days prior to the date of the meeting in which the vote will take place. These notices may be satisfied by inclusion in the Club newsletter, if feasible and timely.

Article V Section G

Provisions applicable to meetings of the Board of Directors shall be:

1. The board of directors shall meet monthly on the first Thursday of the month at 7:30 PM at a location voted upon at a previous board of directors meeting unless changed by a majority of the board members. Special meetings may be called by either a majority of the board members or the Chairman with 7 days notice either in writing or by verbal contact with each Board member.
2. A quorum of Board members shall be required for any definitive action on matters involving the Club. Such quorum shall be defined as a majority of eligible Board members, at least one (1) of whom must be an at large director. In determining the majority, a multiple board position holder shall count as one Board member.

ARTICLE VI -- DUES

Article VI Section A

Membership dues for each calendar year are as follows:

1. Individual membership shall be twenty dollars (\$20.00).
2. Family membership shall be twenty dollars (\$20.00), plus two dollars (\$2.00) for each additional family member.
3. Individual lifetime membership dues shall be determined to be a multiple of the annual dues as specified in ARTICLE VI, Section A, Paragraph 1 of these By-Laws. The value of the multiplier shall be ten (10), unless otherwise set by the Board of Directors; which will be review on an annual basis at the January Board of Directors meeting.
4. Student membership shall be one-half (1/2) the Individual membership

Article VI Section B

Dues payable by a renewing member or a new member joining the club shall not be prorated.

Article VI Section C

Annual membership dues are to be paid in advance on a one-year basis, and are renewable one calendar year from the date of such payment. Dues payment shall renew membership for one calendar year from the date dues payment is received, or one year from the expiration date of the previous year's dues, whichever is later. Non-payment of annual dues by the renewal date shall result in termination of membership in accordance with Article 1, Section D, Paragraph 3.

Article VI Section D

There shall be no membership dues credit for any donation to the Club of materials and/or equipment.

ARTICLE VII -- FINANCIAL

Article VII Section A

All monies of the Club shall be maintained in an authorized bank account in the name of the Club.

Article VII Section B

All checks issued by the Club shall be signed by the President, Vice President or the Treasurer.

Article VII Section C

The Club's accounting year shall be the calendar year.

Article VII Section D

The Club's accounting records shall be maintained on the cash basis of accounting.

Article VII Section E

The Club's accounting records shall be audited by an audit committee appointed by the Chairman of the Board of Directors and approved by the Board. An audit shall be made at the end of a Treasurer's period of service and at the end of a calendar year. The audit committee shall submit a written report to the Board of Directors and the Club membership. The report to Club members may be considered to have been made to Club members by being read at the first regular membership meeting following the issuance of the report.

Article VII Section F

The expenditure of Club funds shall be left to the unilateral discretion of the authorized signatories up to \$100 per check, but not to total more than \$300 per month. Higher amounts must be authorized by a majority vote of the Board of Directors or the members present, either in person or by proxy, at a board of directors meeting or a majority vote at a club regular membership meeting.

ARTICLE VIII -- GENERAL PROVISIONS

Article VIII Section A

Proceedings shall be conducted in accordance with Robert's Rule of Order (latest edition).

Article VIII Section B

In accordance with the non-profit corporation laws of the State of Texas, the Board of Directors shall have the responsibility for all equipment and fixed assets owned by the Club. The records of the Board shall contain an inventory of said equipment and fixed assets which shall be included in any audit of the Club's accounting records. The Board of Directors shall determine the disposal of any such equipment or fixed assets.

Article VIII Section C

The Registered Agent for the Corporation (Club) shall remain as such until replaced by appointment by the Board of Directors. Normally, such replacement will occur to fill a vacancy caused by resignation, by termination of membership in the Club, or by removal of an incumbent by majority vote of the Board of Directors.

ARTICLE IX -- AMENDMENTS

Article IX Section A

The By-Laws may be amended by a two-thirds (2/3) affirmative vote at a general membership meeting wherein proper notice has been given.

Article IX Section B

Proposals for amendments to the By-Laws shall be submitted in writing to the President of the Club at least thirty (30) days prior to a membership meeting. The Corresponding Secretary shall include any proposed amendments in a meeting notice mailed to members in accordance with the provision in ARTICLE V, Section F of these By-Laws.