

**ARTICLES OF INCORPORATION AND BY-LAWS
OF
IRVING AMATEUR RADIO CLUB, INC
A Non-Profit Corporation**

Article I – Name and Offices

The undersigned, a majority of whom are citizens of the United States of America, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Texas, do hereby certify:

Name

- 1.1 The name of the organization shall be IRVING AMATEUR RADIO CLUB, INC. (herein also referred to as the “Club”).

Principal Office

- 1.2 The principal office of the Club in the State of Texas shall be located in the City of Irving, County of Dallas.

Registered Office and Registered Agent

- 1.3 The Club will have and continuously maintain in the State of Texas a registered office, such place as may be determined by the Board of Directors. This office may be identical with its principal office in the State of Texas. The club shall continuously maintain a registered agent who shall be appointed by the Board of Directors. The registered agent’s office shall be identical with the registered office of the Club.

Purposes

- 1.4 Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- 1.5 The purposes for which the corporation is organized is to lend radio and other communication assistance to Federal, State, and Municipal agencies in time of emergency including but not limited to times of impending storms and severe weather and to assist in disaster relief operations and other community functions; to lend radio and other communications assistance to nonprofit civic groups; to stimulate adherence to a code of ethics, both written and understood; to encourage compliance with existing Federal Communications Commission rules; to promote and further the science of Amateur Radio; and to foster efficiency in the operation of Amateur Radio through Public Education.

Article II – Membership

Classes of Members

2.1 The club shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes be as follows:

- (A) Full Membership: Each full member shall have one vote. Full membership is restricted to persons holding a valid amateur radio license, who have been endorsed by the Board of Directors and approved by vote of the membership.
- (B) Associate membership: Any person who has an interest in amateur radio may become an associate member. Associate members shall be granted full privileges of the club's activities except that the associate member may not vote, may not serve as a Director of the Club, and may not hold executive office. Associate members must be endorsed by the board of directors and approved by a vote of the membership.

Termination of Membership

2.2 The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may, after an appropriate hearing, recommend suspension or expulsion of a member for cause. Such action must be ratified by a majority vote of the full membership.

Resignation

2.3 Any member may withdraw from the club at any time by filing a written resignation with the Secretary of the Club. No dues paid in advance will be refunded to members relinquishing their membership. Such members may be re-admitted to the club in the same manner as a new applicant.

Reinstatement

2.4 Upon written request, signed by the former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate a former membership on such terms as the Board of Directors may deem appropriate. Such members will be re-admitted to the club in the same manner as a new applicant.

Transfer of Membership

2.5 Membership in this Club is not transferable or assignable.

Article III – Meetings of Members

Annual Meeting

3.1 An annual meeting of the members shall be held on the fourth Thursday of March at the hour of 7:30 o'clock P.M. within the City of Irving, for such purpose of electing officers and directors, and for the transaction of other business as may come before the meeting. If the election of the officers and directors shall not be held on the day designated herein, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meetings

3.2 Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of members having voting rights.

Place of Meeting

3.3 The Board of Directors may designate any place, within the State of Texas, as the place of meeting for any regular, or special meeting. If all of the full 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.

Manner of Meeting

3.4 The Board of Directors may designate the manner of any meeting to be in person or using virtual means.

Notice of Special Meetings

3.5 Notice stating the place, day, and hour of any special meeting of members shall be delivered either personally, by mail, or by electronic means, to each member entitled to vote at such special meeting not less than ten (10) nor more the fifty (50) days before the date of such special meeting, by or at the direction of the President, or the Secretary, or the officers or person calling the special meeting. In case of a special meeting or when required by these By-Laws, the purpose or purposes for which the special meeting is called shall be stated in the notice. If mailed, the notice of special meeting shall be deemed to be delivered when deposited in the United States Postal Service mail addressed to the member at their address as it appears on the records of the Club, with postage thereon prepaid.

Quorum

3.6 Twenty-five percent (25%) of the voting membership shall constitute a quorum for meetings of members.

Proxies

3.7 A member entitled to vote may not vote by proxy.

Absentee Voting

3.8 Members may vote by mail or electronic or other means designated by the Board of Directors only on issues requiring written notice or as outlined in the following:

- (A) Section 2.2 - termination of membership.
- (B) Section 3.5 – the purpose(s) or issues related to the calling of a special meeting.
- (C) Sections 4.6 and 5.6 – voting for officers and Directors of the Club.
- (D) Section 9.1 – voting on annual dues.
- (E) Section 10.1 – voting on amendments to the By-Laws.

Article IV – Officers, Election, and Removal

Officers

4.1 The officers of the Club shall be President, Vice President, Secretary, and the Treasurer and such other officers as may be elected in accordance with the provisions of the article.

Election and Term of Office

4.2 The officers of the corporation shall be elected, and such officers shall serve for a term of two years. A person may hold a particular office for a maximum of three consecutive terms.

The nomination and election of officers shall be as follows:

- (A) Nomination for Officers and Directors shall be made by a Nominating Committee of three members appointed by the Board of Directors. The members of the nominating committee shall be appointed in the month of January and shall be notified of such an appointment by the Secretary.
- (B) At a February membership meeting, the nominating committee shall present its list of nominees for office to the membership, one name for each office. The presentation of names by the nominating committee may be in writing or by presentation. The President shall accept additional nominations for each office from the floor during the same meeting that the nominating committee submits their list of candidates. A complete list of nominees shall be supplied to the full membership by the Secretary of the Club in the newsletter and/or via electronic means.
- (C) Voting on these nominations by the full membership shall take place during the month of March as described in Section 3.1. The nominee for each office who shall have received the most votes shall be declared elected and shall be installed in office at that time. Each officer shall hold office until their successor has been duly elected.

Removal

4.3 Any or all officers may be removed on motion, duly seconded, and passed by a four-fifths (4/5) majority of the full members present at a regular or special meeting.

Qualifications

4.4 Each candidate for election as an officer of the Club must be a licensed Amateur Radio operator, a full member of the Club for at least one (1) year and shall be of legal age within the State of Texas. The Board of Directors may waive the one year membership requirement for a candidate if no suitable candidate is nominated.

Vacancies

4.5 Vacancies occurring between the annual elections shall be filled by an election at a regular or special meeting of the membership within sixty (60) days of the vacancy. The person elected shall complete the term of the predecessor.

Ballot Procedures

4.6 Voting by the membership for officers of the Club will be as here before stated except that voting by absentee ballot is permitted and shall be in accordance with section 3.8 of these By-Laws.

Duties of Officers

4.7 President: The President shall preside at all regular, annual, and special meetings of the Club, and conduct same in accordance with these By-Laws. The President shall decide all questions of order, sign official documents that are adopted by the club, and perform all appropriate and pertinent duties of the office of President. The President shall be a non-voting member of all committees, except for a case of a tie, in which case their vote shall be counted. The President shall have full voting power in the Finance Audit Committee. The President shall appoint chairpersons to all fixed and permanent committees as required.

4.8 Vice-President: The Vice-President shall conduct meetings and other business of the Club in the absence of the President. The Vice-President shall perform such other services for the Club as personally directed by the President.

4.9 Secretary: The Secretary shall keep the minutes of the Club, handle all correspondence to and from the Club, and read to the club correspondence addressed to the club. The President may also present to the Club such matter and/or correspondence as they deem appropriate. The Secretary shall maintain a perpetual file of all bulletins, notes, and minutes of all meetings. The Secretary shall perform all other duties pertinent to the office and in the simultaneous absence of both the President and Vice-President, shall appoint a temporary Chairman who shall assume the duties of President until either the President or Vice-President returns.

4.10 Treasurer: The Treasurer shall keep an account of all money of the club and deposit the same in the designated depository promptly, and shall sign with the President, Vice-President, or other designated full member (per section 7.2) all vouchers or checks issued. The Treasurer shall maintain accounting of all assets of the club and shall be responsible for keeping track of equipment loans. The Treasurer shall submit their books to the Finance Audit Committee for the purpose of auditing same at the end of the fiscal year, and at any other time the President or Finance Audit Committee may request. The Treasurer shall provide a year-end financial report to all members of the club within two months of the end of the fiscal year. The Treasurer shall be responsible for the collections of all dues and assessments.

4.11 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 1.4 hereof. No substantial part of the

activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding, any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation.

Article V – Board of Directors

General Powers

5.1 The Board of Directors shall be responsible for the business affairs of the Club except for those matters that restricted to the membership by these By-Laws.

Composition and Tenure

5.2 The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and four (4) Directors. The four Club officers shall serve on the Board of Directors in concurrence with their term in office. The four Directors shall serve in two groups which are staggered, with two elected in one year and the other two elected in the following year. Term limits are described in section 5.6 of these By-Laws.

Chairman of the Board

5.3 The President shall serve as Chairman of the Board of Directors and shall be a voting member of the Board.

Meetings

5.4 The Board of Directors shall meet at least once a quarter to conduct the business of the club. All meetings of the Board of Directors shall be open to the membership of the club to attend for observation.

Qualifications for the Directors

5.5 Each candidate for Director shall

- (a) be a member of the Club for at least one full year immediately preceding their candidacy for Directorship; and
- (b) hold a valid amateur radio license; and
- (c) must be of legal age in Texas.

Election of Directors

5.6 The election of Directors shall be held at the same time and manner as elections of officers. Each director may only serve up to two (2) sequential elected terms and fulfillment of a predecessor's unexpired term.

Quorum

5.7 A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. If a majority is not present, no business may be transacted and those present can choose to adjourn the Board meeting without further notice.

Vacancies

5.8 Any vacancy 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. Such appointment shall be confirmed by vote of the majority of the voting membership at the next regular meeting of the club. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office and shall not preclude reelection to the board except where limited in section 5.6.

Removal

5.9 Any or all directors may be removed on motion, duly seconded, and passed by a four-fifths (4/5) majority of the full members voting at a regular or special meeting.

Article VI – Committees

6.1 The Board of Directors shall appoint a Nominating Committee as directed in section 4.2 of these By-Laws.

6.2 The President shall appoint a chairperson and members for the Finance Audit Committee at the end of each fiscal year. The chairperson of this committee may add additional committee members, receive the books of the Club from the Treasurer, communicate with external auditors as needed, and communicate the audit results to the Board of Directors in a timely manner.

6.3 The President and/or Board of Directors may appoint a chairperson and members for other standing and ad hoc committees as needed. The tenure, purpose, and powers of each committee shall be designated in writing. The chairperson may add additional members to that committee.

6.4 All committees appointed by a President expire at the end of the term of that President. The incoming President may choose to continue, terminate, or modify any existing committees, and can appoint new chairpersons to committees.

Article VII – Contracts, Checks, and Funds

7.1 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority will be confined to specific instances.

Notwithstanding this limitation, any officer is authorized to spend up to \$100 each month for discretionary spending for appropriate club related expenses.

Checks and Drafts

7.2 All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the club shall be signed by such officer or officers, agent, or agents of the club 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 Club.

Deposits

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

Gifts

7.4 Any member of the Board of Directors may accept on behalf of the club any contribution, gift, bequest, or device for the general purposes or for any special purpose of the club.

Article VIII – Fiscal Year

8.1 The fiscal year of the Club shall start on the first day of September and end on the last day of August in each year.

Article IX – Dues

Annual Dues

9.1 The Board of Directors, by majority vote, shall recommend all annual dues. The membership shall be notified of the action of the Board of Directors with respect to dues at any regular or special meeting or in writing and the membership shall, by majority vote, approve or disapprove the recommendation of the Board of Directors in an election held in the manner and time prescribed by the President or the corporation.

Payment of Dues

9.2 Dues shall be payable in advance of the membership anniversary date. Dues of a new member shall be paid in full prior to acceptance as a new member.

9.3 Any membership applicant who is not accepted into membership will have their initial dues refunded.

9.4 The Board of Directors can waive membership dues in appropriate cases.

9.5 When any member shall be in default in the payment of dues for a period of two months, their

membership shall automatically be terminated.

Article X – Amendments

Method of Amendment

10.1 These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds (2/3) vote of the full members who are present (or voting by absentee in accordance with section 3.8 of these By-Laws) at any regular meeting or at any special meeting, if at least thirty days written notice to the membership is given of an intention to alter, amend or repeal these By-Laws or adopt new By-Laws at such meeting. The proposed amendment(s) shall be included with the written notice of the intent to alter. Inclusion in the newsletter or via electronic communication means shall constitute written notice.

Board Action Required to Recommend Amendment

10.2 Proposed amendments, alterations, or repeal of the By-Laws shall only be by recommendation of a majority of the Board of Directors. Any full member may propose in writing the amendment, alteration, or repeal of these By-Laws to the Board of Directors, and the Board of Directors shall determine by majority vote whether to present such proposal to the membership.

Override of Board Recommendation

10.3 Any proposed changes to these By-Laws that have been brought before the Board of Directors and not recommended by the Board may be brought directly to the full membership of the Club at a regular or special meeting by petition containing the signatures of not less than ten percent (10%) of the full members.

Insertion of Amendments

10.4 If any amendments are made to these By-Laws during a fiscal year, such revisions will be automatically incorporated in the copies made available to the membership by replacing the page(s) changed with the revised data indicated on the page(s) affected no later than 60 days after the start of the fiscal year.

Article XI – Waiver of Notice

11.1 Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving notice.

Article XII – Dissolution

12.1 Upon the dissolution of the corporation, the Board of Directors, shall after paying or making

provisions for payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization, organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Dallas County or the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Article XIII

- 13.1 These By-Laws supersede all earlier dated and all undated By-Laws for the Club and all appendages thereto. These By-Laws shall be dated and signed by the President and shall become effective when approved by the full membership of the club. All appendages shall also be signed by the President and the Secretary at the end of the appendage. All pages of, and all appendages to these By-Laws shall be numbered and initialed by the club President holding office at the time they are approved.