



*Providing Amateur Radio Support and Services... For Central Texas!*

## **Preamble:**

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves **Central Texas Amateur Radio Club** and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

## **Membership:** Article I

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application and election upon such terms as the club shall provide in its By-Laws.

## **Officers:** Article II

Sec. 1. The officers of this club shall be President, Vice-President, Secretary, Treasurer (May be combined), and three (3) board members, i.e. 'Directors'.

Sec. 2. The officers of this club shall be elected for a term of one year by ballot of the members present, provided there be a quorum, at the annual meeting.

Sec. 3. The three board members i.e. 'Directors' shall be elected for a term of three years, by ballot of the majority of members present, at the annual meeting.

Sec. 4. Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation.

Sec. 5. Officers may be removed by a three-fourths vote of the membership present at a regular meeting.

## **Duties of Officers:** Article III

Sec. 1. The President shall preside at all meetings, and conduct them according to the rules adopted. He/she shall enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents adopted by the club, and perform all other duties pertaining to the office of President.

Sec. 2. The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club. He/she shall maintain close liaison with the ARRL Section Emergency Coordinator to further club participation in the Amateur Radio Emergency Service.

Sec. 3. The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read communications at each meeting, and mail written meeting notices to each member. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

Sec. 4. The Treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by the club or its officers constituting a business committee). At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor.

**Meetings:** Article IV

The By-Laws shall provide for regular and special meetings. At meetings, a minimum of one-third of the membership shall constitute a quorum for the transaction of business.

**Dues:** Article V

The club, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments shall be cause for expulsion from the club within the discretion of the membership.

**Membership Assistance:** Article VI

The club, through designated interference, Public Relations, and Operating Committees will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiation's from club member-stations. The club shall also maintain a program to foster and guide public relations.

**Amendments:** Article VII

This constitution or By-Laws may be amended by a two-thirds vote of the membership present at a regular meeting. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been noticed of the intent to amend the constitution and/or By-Laws at said meeting.

Robert's Rules shall govern proceedings.

## **By-Laws:**

### ARTICLE I

#### OFFICES

##### Principal Office

1.00 The principal office of Central Texas Amateur Radio Club, referred to here as CTARC, shall be located in Belton, Texas. The corporation may have other offices as the Board of Directors shall determine.

##### Registered Office and Registered Agent

1.01 CTARC will have and continuously maintain in the State of Texas a registered office with a registered agent at the same address as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office of CTARC, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II

#### MEMBERSHIP & DUES

2.01 Full Membership—Available to any person holding a valid Amateur Radio license. This membership enjoys all privileges of the Club.

2.02 Family Membership—Available to all persons, in a Full Member's immediate household, who also holds a valid amateur radio license. This membership enjoys all privileges of the Club. Dues will be one-half (½) those of Full Member.

2.03 Associate Membership—Available to any person who does not hold an Amateur Radio license, but exhibits an interest in Amateur Radio. This membership enjoys all the privileges of the Club except the rights to vote and to hold office. Dues will be one-half (½) those of Full Member.

2.04 Life Membership—Available to any person who makes advance payment of ten (10) years dues at the current rate then in effect and is approved by the board. This membership enjoys all the privileges of the Club according to the club's membership categories, provided that the applicable dues for Paid-up Life Membership for the sponsoring Full Member and the Family member(s) must be paid at the same time.

2.05 Honorary—Presented to persons so designated by the Board of Directors or by a two-thirds (2/3) vote of the membership present at a Regular meeting. This membership enjoys all the privileges of the Club except the right to vote and to hold office.

2.06 Meritorious—Awarded to any person in recognition of outstanding service to the Club or to Amateur Radio in general. This membership may be awarded by the Board of Directors or by a two-thirds (2/3) vote of the membership present at a Regular meeting. This membership enjoys all the privileges of Full membership in CTARC. These Meritorious Life members pay no dues; however, they are subject to any special assessments, as are all members.

## MEMBERSHIP EXTENSIONS

2.07 Any person who becomes hospitalized will have their CTARC membership automatically extended beyond its normal expiration month until such time that that person recovers.

2.08 Any person who while on Active Duty, Active Reserve, activated National Guard or as a Department of Defense civilian employee and who is deployed with the U.S. military will have their CTARC membership automatically extended beyond its normal expiration month until such time that that member returns from deployment.

## REVOCAION OF MEMBERSHIP

A member may lose his membership for any of the following reasons:

2.09 If, while acting as an individual and/or official representative of CTARC, he/she performs in such a manner as to bring discredit to the Club, or otherwise demonstrates disloyalty to the Club.

2.10 If he/she converts club property or facilities to personal use.

2.11 If he/she loses his Amateur Radio license as an action of the courts or the Federal Communications Commission.

2.12 If he/she violates any Memorandum(s) Of Understanding/Agreement(s) that CTARC may enter into with another organization.

2.13 If based on any of the charges made against a member as specified above, the Board of Directors may, by a majority vote, cause the member to be ejected from the Club.

## ARTICLE III

### MEETINGS OF MEMBERS

#### Annual Meeting

3.01 An annual meeting will be held at the regular meeting in November of each year to elect Officers and Directors. If the election is not held on the day designated for the annual meeting, the Board of Directors shall cause the election to be held at the next regular meeting of the members or in a specially called meeting.

#### Regular Meetings

3.02 Regular meetings shall be held at least once a month at a predetermined time and place. Verbal notification of changes in either location or time of meetings will suffice if announced at a previous regular meeting, announced on scheduled Club nets on the air, or printed in the club newsletter.

## Special Meetings

3.03 Special meetings of the membership may be called by the President, the Board of Directors, or a minimum of ten (10) voting members. Such meetings will be held in the local area for the convenience of the membership. Notice shall be given to each voting member not less than 48 hours before the meeting, stating the place, day, time, and purpose of any special meeting. If this notice is mailed, it shall be deemed to have been delivered if deposited in the United States mail four days before the meeting, and addressed to the member's current address of record with the Club.

## Quorum

3.04 A quorum shall consist of a minimum of fifteen percent (15%) of the voting members.

## ARTICLE IV

### BOARD OF DIRECTORS

#### General Powers

4.01 The affairs of CTARC are managed by the Board of Directors. Directors must be Full voting members.

4.02 It shall be the responsibility of the President with the concurrence of the Board of Directors to appoint, oversee, or remove non-elected positions.

#### Nature and Tenure of Board Members

4.03 There will be three directors. The Board will consist of the President, the Vice-President, the Secretary, the Treasurer, and the 3 elected Board Members, i.e. 'Directors'.

4.04 If a vacancy should occur prior to June 30, a special election will be called by the Board of Directors to fill the remaining term. If the vacancy occurs after June 30, the Board of Directors shall fill the vacancy with a member of the Board's choice.

#### Annual Meetings of the Board

4.05 A regular annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members, or at another time within thirty (30) days of the annual meeting of the membership. The Board of Directors may set the time and place for additional regular meetings of the Board without other notice than specified by these by-laws.

#### Special Meetings of the Board

4.06 Special meetings of the Board of Directors may be called by the President or any two Directors.

## Emergency Action by the Board

4.07 Emergency action may be taken by the Board of Directors without a meeting if verbal or written consent is obtained from a majority of the Board of Directors, after a reasonable attempt has been made to contact all board members. If the consent is verbal, subsequent written consent will be provided upon challenge by any member.

## Board Minutes

4.08 Minutes of all deliberations of the Board of Directors will be kept and made available for examination by members within a reasonable time upon request.

## Board Quorum

4.09 A majority constitutes a quorum for the transaction of business by the Board at any regular or special called meeting of the Board of Directors.

## Validity of Action

4.10 The act of a majority of the Directors present at any meeting with a quorum shall be the act of the Board of Directors, unless otherwise stated by these bylaws.

## Limitations of Power of the Board of Directors

4.11 A majority vote at any regular meeting can nullify or overturn actions of the Board of Directors provided that a quorum is present. The Directors are always responsible to the general membership.

## ARTICLE V

### QUALIFICATION, NOMINATION, ELECTION, VACANCY AND REMOVAL OF OFFICIALS

#### Qualification for Office

5.01 The President and Vice-President shall have been the holder of a valid Amateur Radio License for at least one (1) year and a member of the club in good standing for at least one year.

5.02 A member of the Board of Directors shall have been the holder of a valid Amateur Radio License for at least one (1) year.

5.03 The Secretary and Treasurer shall have been the holder of a valid Amateur Radio License for at least ninety (90) days.

5.04 All elected officers and directors shall be licensed Amateur Radio Operators and shall be Full or Family members of CTARC.

## 5.05 Nominations

5.05(a) The President shall appoint three members to the Committee, only one of which is a member of the board, for the purpose of investigating, and determining qualifications, and, thereby selecting a nominee for each elective office who, in their opinion, will best serve as officials of CTARC during the coming year. The committee will select at least one nominee for each elective office.

5.05(b) The Committee will be appointed not later than the August CTARC meeting each year, and will place their nominees on the ballot when nominations are made. The committee's list of nominees will be published in the club's October newsletter in the form of a ballot.

5.05(c) The President will accept nominations from the floor for each elective office.

5.05(d) Upon nomination from the floor or upon presentation of the nomination by the Nominating Committee, all nominees for the offices of President and member of the Board of Directors, shall, during the Regular meeting at which nominations take place, publicly accept or decline the nomination, if present. Motions to close nominations shall not be accepted until all parties wishing to make nominations have been heard.

## 5.06 Balloting Procedure

5.06(a) Upon completion of the nominations by the Nominations Committee, ballots will be prepared, listing the nominees for each office and with a blank space for write-in candidates. The ballots will be noticed to all members eligible to vote as part of the October newsletter.

5.06(b) A member eligible to cast a vote in the Election of Officers is one who has been a member of the club for at least 90-days prior to the election, and is in good standing with the club. Each voting member may vote for a maximum of one individual for each office. Proxy votes will be approved on a case by case basis by the board and must be requested in writing 30 days prior to an election.

5.06(c) Election of CTARC Officials will be held at the regular November club meeting. The Secretary and/or the Membership Chairman shall determine voting eligibility. Voting will be by written ballot, which may be submitted by mail, or email, or the member may bring his ballot to the November meeting. Extra ballots shall be available at the November CTARC meeting for voting members needing them. Unless signed by a member's name and/or callsign, a mailed in ballot will be discarded since voting eligibility cannot be established.

5.06(d) During the regular November meeting, the ballots received by mail and from the voting members at the meeting will be counted, except for the ballot of the outgoing President. The Nominations Committee shall advise the President of the results of the vote count. The ballot of the outgoing President will be retained unopened except in the case of a tie, in which case his/her ballot will be opened and counted.

5.06(e) The nominee receiving a majority of votes for each office shall be declared elected. A runoff vote will be taken if needed. Elected officials will be installed at the beginning of the regular January club meeting.

## 5.07 Vacancies

5.07(a) Vacancies in an elective office will be filled at the first regular meeting after the vacancy occurs. When filling vacancies on the Board of Directors or for club officers, nominations shall be accepted from the floor for the vacated office. Motions to close nominations shall not be accepted until all parties wishing to make nominations have been heard.

5.07(b) The nominee receiving a majority of votes by secret ballot shall be declared elected to fill the remaining term of the vacated office. A runoff vote will be taken if needed. The elected person shall assume the duties of the vacated office immediately.

## 5.08 Removal from Office

5.08(a) Any Officer may be removed from office when five (5) members make a motion to the Board of Directors. If the findings warrant, the Board of Directors will cause said findings to be presented to the membership at the next Regular meeting. A vote will be taken at that time by secret ballot. A three-fourths (3/4) majority of the voting members present will be required to remove an Officer from office provided that a quorum is established and due process is followed.

5.08(b) If any member of the Board of Directors shall miss four (4) regular board meetings in a calendar year or three (3) regular board meetings in succession, except for health or occupational reasons, such position shall automatically be declared vacant and shall be filled at the next regular Club meeting as set forth in paragraph 5.07 above.

## Officers

5.09 Officers of CTARC must be fully qualified voting members and shall be the President, Vice President, Secretary, and Treasurer. Officers may hold only one office at a time except that the offices of Treasurer and Secretary may be combined.

## Term of Office

5.10 The officers of CTARC shall be elected for a one year term by written ballot at the annual meeting. The new officers will assume office on January 1.

## Election of Officers

5.11 The Officers and Directors will be elected by the members at the annual meeting of the membership in accordance with the provisions of these by-laws. Each officer and director will hold office until their successor has been elected and has assumed office.

## Vacancies

5.12 Vacancy in any club elective office shall be filled as prescribed in Article 5.07 of these by-laws. A vacancy in the office of President will be filled by the Vice President.



## President

5.13 The President serves as the chief executive officer and presides at all meetings of the members and of the Board of Directors. In the absence of the President, proceedings of these CTARC meetings shall be directed by the senior elected member present. Any decision of the presiding officer may be over-ruled by a majority of the voting members present. The President may sign, with the Secretary, Treasurer or other designated officers, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in a case where the Board of Directors has delegated such responsibility to some other agent of CTARC. The President appoints members to committees and recurring positions. These appointments should be in place by the January meeting.

## Vice President

5.14 If the President is absent or unable to act, the Vice-President will perform the duties of President, and when so acting, will have the powers of and be subject to the restrictions of President. The Vice-president will perform other duties as assigned by the President or the Board of Directors. If the office of President becomes vacant, the Vice-President will assume that office and its duties.

## Secretary

5.15 The Secretary will keep the minutes of the meeting of the members and Board of Directors in one or more books provided for that purpose, give all notices according to the provisions of these by-laws or as required by law, be custodian of the corporate records, see that a register is kept of the addresses of each member, and maintain a current inventory of club possessions. The Secretary will prepare a summary of the highlights of the previous regular meeting and Board of Directors meeting(s) for distribution at the next regular meeting.

## Treasurer

5.16 The Treasurer will be responsible for all funds and securities of the club; receive and give receipts for money due and payable to the club from any source, and deposit all such money in CTARC accounts. The Treasurer will prepare a summary of the fiscal highlights of the previous regular meeting and Board of Directors meeting(s) for distribution at the next regular meeting. The treasurer's report shall not be given to non-members or made available through electronic distribution unless specifically directed to do so by the Board of Directors.

## ARTICLE VI

### COMMITTEES

6.01 The President, Board of Directors or members may authorize the appointment of a committee for a designated purpose. When the purpose is satisfied the committee will be discharged by the body that constituted it.

#### Term of Appointment

6.02 Each member of a committee shall continue in service until the end of the fiscal year unless discharged earlier.

## Quorum of a Committee

6.03 Unless otherwise provided in the resolution designating the committee, a majority of the whole committee shall constitute a quorum.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### Contracts

7.01 The Board of Directors may authorize any person to enter into any contract or to execute other instruments on behalf of CTARC. Such authority may be specific or general. CTARC will not assume responsibility for non-approved indebtedness incurred by any member.

#### Checks and Drafts

7.02 The President has singular authority to authorize expenditures and make payments of \$250 or less on his own authority. Amounts beyond this level must be approved by the Board of Directors.

7.03 All checks, drafts, or orders for the payment of money, notes, or other forms of indebtedness issued in the name of the club may be signed by any officer or agent of CTARC if designated by the Board of Directors. Otherwise, these instruments will be signed by the Treasurer and individually reported to the Board of Directors at its next meeting.

#### Deposits

7.04 All funds of CTARC shall be deposited in the name of the club in banks, trust companies, or other depositories as the Board of Directors may select.

#### Books and Records

7.05 CTARC shall keep complete and accurate books and records of accounts and minutes of its proceedings. Also, CTARC shall keep at the registered or principal office a record giving the names and addresses of its members. All books and records of CTARC will be made available for inspection by any member upon reasonable request.

#### Annual Audit

7.06 The records of the Treasurer shall be audited at the end of the fiscal year by two persons appointed by the Board of Directors. The auditors may be non-members, but shall not be Directors. The auditors will report by the March meeting.

## ARTICLE VIII

### PROVISION OF NOTICE

#### Access to By-Laws

8.01 The Secretary shall provide a copy of these by-laws to members within a reasonable time upon request.

#### Amendments to By-Laws

8.02 These by-laws may be amended at any regular meeting, provided that the intent to amend and the proposed amendments were stated to the membership in written form at least one month prior.

#### Rules and Regulations

9.01 In all matters regarding rules, regulations, and Amateur Radio operating practices, the latest governing version of Part 97 of the Rules and Regulations of the Federal Communications Commission shall be considered the final authority when applied to the conduct of CTARC members or to these bylaws.

This Constitution and By-Laws were revised and adopted August 6, 2014