

**ARTICLES OF INCORPORATION AND
BYLAWS OF THE SOUTH TEXAS AMATEUR RADIO CLUB, INC.**

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ARTICLE I. NAME:

The name of this organization shall be the South Texas Amateur Radio Club, Inc., located in Corpus Christi, Nueces County, Texas, and is incorporated under the laws of the State of Texas as a non-profit corporation. It shall be hereinafter referred to by its full name or as the "Club".

ARTICLE II. PURPOSE:

The Club is organized exclusively for charitable, educational, and scientific purposes as described under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code. All activities of the Club shall conform without exception to this purpose.

The purposes for which this Club is organized are the following:

1. To render communications as a public service during impending storms or following severe weather, and to assist in disaster relief operations by providing communications when called upon by any official agency of the City, County, State or Government of the United States of America.
2. To promote amateur radio individually or at established community functions, and to further the hobby of amateur radio.
3. To educate members and future members at all levels of licensure and on the scientific background, the proper operating procedures, and revisions in rules or

regulations associated with amateur radio by means of classes, mentoring, and exchange of technical information and assistance.

ARTICLE III. NON-DISCRIMINATION POLICY:

South Texas Amateur Radio Club, Inc. is an equal opportunity organization and shall not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

ARTICLE IV. MEMBERSHIP CLASSIFICATIONS:

Section 1. **Full Membership:** Any person who holds a valid Amateur Operator/Station License and indicates a desire to become a member to further their interest in the purposes of the Club is eligible for Full Membership.

Section 2. **Honorary Membership:** May be bestowed to any person by a 2/3 vote of the members present at any regular or special meeting, or by 2/3 vote of the entire Board of Directors. Honorary members shall not have any voting privileges and shall not pay any annual dues. They may serve on committees in an advisory capacity without voting power.

Section 3. **Family Memberships:** Shall fall into two categories:

(a) *Multiple Amateur Operator/Station License households:* Other people otherwise eligible for a Full Membership residing in the same household as a Full Member shall also be eligible for a Full Membership by payment of one fourth (1/4th) of the membership dues annually per family member, provided that one member of the household is a Full Member in good standing and paying the full amount.

(b) *Unlicensed Family Member:* Any person not holding a valid Amateur Radio Operator/Station license, but who is interested in furthering the purposes of the Club shall be eligible for an Unlicensed Family Membership by payment of one fourth (1/4) the membership dues annually of a Full Member. Unlicensed Family Members shall be able vote on matters on the floor of the regular meetings and serve as members of committees. They shall not hold office or serve as a committee chairperson.

Section 4. **Patron Membership:** Any person not holding a valid Amateur Radio Operator/Station license, but who is interested in Amateur Radio shall be eligible for a Patron Membership by payment of one half (1/2) the membership dues annually. Patron Members shall be able vote on matters on the floor of the regular meetings and serve as

members of committees. They shall not hold office or serve as the committee chairperson. In the event a Patron Member obtains an Amateur Operator/Station license, then he or she is automatically upgraded to a Full member. He or she shall not have to pay the full dues until the following year.

Section 5. Student Membership

Any person 18 years old or younger holding a valid Amateur Radio Operator/Station license or not holding a valid Amateur Radio Operator/Station license shall be eligible for a Student Membership by payment of one half (1/2) the membership dues annually. Student Members shall be able vote on matters on the floor of the regular meetings and serve as members of committees. They shall not hold office but may serve as the Committee Chairperson of the Student Membership Committee if one is formed.

ARTICLE V. ADMISSION TO MEMBERSHIP AND RESIGNATION:

Section 1. Members shall be admitted to membership to the Club under the following procedures: An applicant must complete an application either on the web site or on paper with his or her name, call sign (if applicable), address, telephone number, and email address. The applicant must agree to abide by the Bylaws of the Club, sign the application, pay the first year's dues, and submit the application to any member of the Board of Directors. Dues for Full Members, Family, Patrons, and Students shall be annual with dues paid after July 1 to be credited for the next full year, provided the new member has not been a member for the past two years.

Section 2. Any member may resign from this Club. Verbal resignations may be accepted by an Officer and/or Board Member. There shall be no refund of dues. All Club property that the member may possess must be returned to an Officer and/or Board Member within one week.

Section 3. Dues shall be determined by the Officers and Board of Directors. Changes in dues shall be voted on by a two-thirds (2/3) vote of the Full Members present at any meeting of this Club.

ARTICLE VI. CONDITIONS OF MEMBERSHIP:

Section 1. All members shall be notified in October by email or other means (i.e. social media, Club meetings, on air meeting) that their dues come due and are payable in November. Member shall be removed from membership rolls if dues payment is not

received by February 1. Members who are in arrears of payment of dues, upon payment of the funds may be reinstated.

Section 2. Any member who alleges that another member of the Club has conducted himself or herself inappropriately, not representing the purpose of the Club in the functions of the Club may bring the issue to the Board of Directors. The Board shall hear all sides of the issue from all parties. If the charges are sustained the member who does not represent the purpose of the club may be expelled from membership by a two-thirds (2/3) vote of the entire Board of Directors.

Section 3. Any person whose membership in this Club has been terminated in any manner shall forfeit all ownership interest in any funds or other property belonging to the Club, and all rights to use of Club name, equipment, and services, except those made available to all duly licensed Amateur Operator/Station.

ARTICLE VII. OFFICERS:

Section 1. The officers of this Club shall be a President, a Vice President, a Treasurer, and a Secretary.

Section 2. Each officer shall be a Full Member in good standing. No offices other than those of Secretary and Treasurer shall be combined in one person and no person shall simultaneously serve as an elected director and an officer.

Section 3. All officers shall enter upon their official duties on March 1 of each calendar year and shall serve a term of one (1) year or until their successors shall be duly elected and qualified.

Section 4. The duties of the officers shall be as follows:

(a) The **President** shall be the executive officer of this Club, shall preside over all meetings of the Club and of the Board of Directors, shall be an *ex-officio* member of all standing and special committees, and shall perform such other duties as usually pertain the office of the President. The President shall sign all official documents adopted by the Club and shall enforce due observance of the Bylaws of the Club.

(b) The **Vice President**, in the absence of the President, shall preside at all Meetings of this Club and of the Board of Directors, and shall perform such other duties as usually pertain to that office as may be assigned by the President or the Board of Directors.

(c) The **Treasurer** shall keep records of membership fees and dues and report them to the Secretary monthly. He or she shall receive all funds paid to this Club and shall deposit the funds in the official depositories and shall disburse funds on order of the Board of Directors. The Treasurer shall submit all bills to the Board of Directors for approval and shall advise the Board of Directors of all accounts receivable and accounts payable. All accounts and books of the Treasurer shall at all times be open to inspection of the President, the Board of Directors, and any authorized auditors. The Treasurer shall make a report at the annual meeting and a draft of the budget for the following fiscal year to the Board of Directors in the month of January. The Treasurer during his or her term shall timely file the form(s) from the IRS for the Club's 501(c)(3) each year as required by law.

(d) The **Secretary** shall keep the official records of membership, attendance, and minutes of the meetings of this Club and Board of Directors. The Secretary shall submit a report to the annual meeting of the club and at such other times as the President or the Board of Directors may require and shall submit to the President and to the Board of Directors communications received on behalf of the Club. The Secretary shall send out correspondence on behalf of the Club as directed by the Board of Directors. The Secretary shall keep a copy of the Bylaws at all board meetings, regular meetings, and annual meetings of the Club. The Secretary during his or her term shall check to see if the Club's nonprofit form is due to be filed (to maintain the Club's charter) and file (if due) with the Secretary of the State of Texas (form filing required every 4 years).

(e) In the event the Secretary or Treasurer needs additional assistance to complete their respective duties, he or she shall solicit the Board of Directors for assistance. The Board of Directors by a two-thirds (2/3) vote may appoint an Assistant Secretary or Assistant Treasurer to assist with the duties. The current Secretary or Treasurer continues to remain responsible for the duties performed by the Assistant. The Assistant Secretary or Assistant Treasurer shall be a non-voting member on the Board.

ARTICLE VIII. BOARD OF DIRECTORS:

Section 1. The Board of Directors shall consist of the 4 officers and 7 elected Directors.

Section 2. Each Director shall be a Full Member in good standing.

Section 3. All Directors shall enter upon their official duties on March 1 of each calendar year and shall serve for a term of two (2) years or until their successors shall be duly elected and qualified. Directors shall be elected on an alternating cycle with 4 members one year and 3 members the following year to maintain continuity of the board.

Section 4. The Board of Directors shall determine the policies, approve the plan of activities of the Club, approve the budget, approve the payment of all bills, take counsel with committees, and have general management of the Club.

Section 5. The Board of Directors shall meet regularly once each month and at the call of the President. At the discretion of the Board, any committee chairperson should meet with the Board of Directors in joint session. At the discretion of the President a Board Meeting may be cancelled.

Section 6. A quorum of the Board for conducting business shall be a minimum of three (3) Officers and four (4) Directors.

ARTICLE IX. COMMITTEES, TEAMS, AND OTHER POSTS:

(a) **USS Lexington W5LEX Committee/Liaison** – The Chairman of the USS Lexington W5LEX Committee, if formed or otherwise appointed by the Board, shall liaison between the USS Lexington administration and/or its governing body and the Club Board of Directors. The Liaison shall inform the board of operational updates and requirements of the USS Lexington W5LEX Radio Room, or its committee if formed. USS Lexington Liaison may attend Board Meetings but shall have no Board voting privileges unless he or she is also an elected Officer or Board Member.

(b) **Student Member Committee/Liaison** - The Chairman of the Student Members Committee, if formed or otherwise appointed by the Board, shall be the liaison to the Board of Directors and shall inform the board of the activities of the student members. Student Member Committee Liaison may attend Board Meetings but shall have no Board voting privileges.

(c) **Immediate Past President Advisor**- The Immediate Past President may be appointed by the President to act as an Advisor to the Board and shall perform such duties as may be assigned to him or her by the President. If appointed the Immediate Past President may attend Board Meetings but shall have no Board voting privileges.

(d) **Webmaster** – The Board shall appoint a Webmaster to administer the Club's Website, Email account(s), and all other electronic/social media as needed unless otherwise appointed. Webmaster does not attend the Board Meeting unless invited by the Board.

Except as expressly provided herein to the contrary, the Board of Directors may appoint other committees, teams, and/or other posts, in accordance with Robert's Rules of Order, to perform such duties as may be defined in their creation.

ARTICLE X. MEETINGS:

Section 1. This Club shall hold a General meeting on such day and at such time and place as shall be determined by the Board of Directors. It may hold other such meetings as the Board of Directors.

Section 2. The Annual Meeting of the Club shall be in February of each year. The membership of the Club shall be given at least two (2) weeks' notice by email of the date and place of the Annual Meeting.

Section 3. One-tenth (1/10) of the paid members of the Club shall constitute a quorum at any meeting.

Section 4. A special Club meeting must be called if requested in writing to the President by at least 15 voting members of the Club. Other committee meetings shall be called by the respective chairperson.

Section 5. The order of business for all meetings shall be:

Call to order

Introduction of members and visitors

Reports of the officers

Committee reports

Old business

New business

Adjournment

Break (Optional)

Program (if applicable)

The order of business at any business meeting may be modified by the presiding officer should he/she believe the situation to so warranted.

ARTICLE XI. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS:

Section 1. The election of officers and directors shall be held at the annual meeting in February.

Section 2. Each November the Board of Directors shall appoint the Nominating/Election Committee. This committee shall consist of the Treasurer, the Secretary and two (2) other members. The President shall designate the Chairman of this committee who shall not be either the Treasurer or the Secretary. The duties of this committee shall be to make nominations, obtain the consent of those nominated, determine which members are in good standing to vote in the election, prepare the ballot for the election of such officers and directors, and report the results to the Board.

Section 3. At the regular meeting of this Club in each January the Nominating/Election Committee shall submit to the membership a list of nominees for officers for each office to be filled and a list of nominees for directors. The President shall ask the membership for further nominations from the floor for each office.

Section 4. At the annual meeting the slate of candidates shall be presented on a ballot to the membership. Write-ins shall be accepted for all positions.

Section 5. Only Full, Family, Patron, and Student members in good standing may vote.

Section 6. At the annual meeting the President shall appoint three (3) Tellers. The duties of the Tellers shall be to distribute, collect, and count the ballots and report the results to the President, who shall announce the same to the Club.

Section 7. A member who is in good standing who informs a Nominating/Election Committee member that he or she is unable to attend the annual meeting may vote absentee by email. A Nominating/Election Committee Member shall give that member by email the list of candidates for each office up to 3 days before the annual meeting. The member shall cast his or her vote, email back his or her ballot at least one day before the annual meeting, and the Nominating/Election Committee shall print the vote to be presented to a Teller at the annual meeting.

Section 8. A majority of all votes cast by eligible members shall be necessary to determine the choice of any officer to be elected. In the event any ballot does not show a majority for any nominee for any particular office, the President shall call for a second vote. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped and in each succeeding ballot the same procedure shall be followed until one (1) nominee receives a majority of all votes cast.

Section 9. If the name of more than the number of directors to be elected is placed in nomination, the person receiving the greatest number of votes up to the number of directors to be elected shall be declared elected.

Section 10. In the case of a vacancy in the office of the President, the Vice President shall succeed to the office. In the case of a vacancy in the office of Vice President, Secretary, Treasurer, or Director, the vacancy shall be filled by an election by the Club at a regular meeting, upon at least one (1) months' notice of nomination or nominations by the Board of Directors.

Section 11. In the event of disability or inability of any Officer or Director to serve for a term for which he or she was elected, the vacancy shall be filled by an election by the Club at a regular meeting, upon at least one (1) months' notice of the nomination or nominations by the Board of Directors.

Section 12. Nothing contained in this article shall be construed as limiting the right of the membership to make further nomination from the floor at the annual meeting or at regular meeting to fill a vacancy.

ARTICLE XII. PUBLIC ACTIVITIES:

Section 1. The Club shall take no action on any question, proposed legislation, or recommendation until that question or proposed legislation, or recommendation has been submitted to the Board of Directors.

Section 2. This Club shall not be used in any way for political purposes, nor shall it as a Club, actively participate in the political candidacy of any person or initiative save and except matters pertaining to amateur radio issues.

ARTICLE XIII. REVENUE:

Section 1. The Club shall generate revenue from annual dues collected for membership and donations.

Section 2. Revenue from sources other than those defined in this article may be raised as determined by the Board of Directors.

ARTICLE XIV. FINANCE:

Section 1. The Board of Directors shall approve the plan of activities and the budget of estimated income and expenditures for the year no later than by their regular meeting in April.

Section 2. This Club's books of account shall be reconciled at least once a year, and the Board of Directors shall appoint a team to review the books. The review shall be finalized by March 31.

Section 3. The Board of Directors shall determine the official depository or depositories.

Section 4. The Treasurer is permitted to dispense funds as approved in the Official Club Budget or any other Board Approved Action in the following methods:

(a) Paper Check - All checks drawn upon any account of the Club shall require any two of the following officers: President, Vice President, Secretary, and Treasurer.

(b) Electronic Payment – The Treasurer shall complete transactions using the Club's Bank Debit Card, PayPal Account, or other form of electronic payment when a paper check is not the efficient, permitted, or economically method of payment.

(c) Petty Cash – The Treasurer shall maintain a Petty Cash Fund as part of funds in their custody not to exceed \$200. Accounting of the Petty Cash Fund shall be managed by a paper log and associated receipts valued up to the \$200 threshold and all excess funds shall be deposited into the Club's account. Petty Cash shall be verified by any Officer of the Club with the Treasurer once a month or immediately at the request of any Board Member.

Section 5. All funds shall be used for operation expenses, for charity, or for scholarships to educational institutions on behalf of deserving students who are involved in amateur radio. At no time shall any member benefit monetarily from the funds of the Club.

Section 6. Any member of the Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or equipment donated to the Club and the Treasurer shall provide the donor with a tax-deductible receipt from the Club.

ARTICLE XV: INSURANCE:

The Club shall maintain insurance coverage as follows:

1. Legal liability coverage for the Officers and the Club in an amount consistent with the risks that may be experienced.
2. Other property and casualty insurance coverage as is usual and appropriate for the security of the Club's assets and well-being of its members.
3. Insurance requirements shall be reviewed on an annual basis by the Officers.

ARTICLE XVI: RECORDS AND RETENTION:

Section 1. When conducting business on the Club's behalf all Emails, Correspondence, and Documents produced or received by any Officer or Director are considered Official Records of the Club. Officers and Directors must retain such records and file them by an approved method. The Board shall approve and maintain a Records and Retention Policy.

Section 2. Club Officer Email Accounts shall be provided for use and shall be used any time the officer is conducting official business on the Clubs behalf. When the officer assumes office the administrator of the Club email system shall provide credentials to the officer. Officers shall not use personal email accounts when conducting business on the Clubs behalf nor shall the Officer use the Club Email account for personal use.

ARTICLE XVII: RULES OF ORDER:

Robert's Rules of Order shall be the parliamentary authority for all procedures pertaining to any meeting of the Club or the Board of Directors not specifically covered by these Bylaws.

ARTICLE XVIII. AMENDMENTS:

Any amendments of these Bylaws if in conformity with the Articles of Incorporation and Bylaws may be adopted by two-thirds (2/3) vote of the Members at any meeting of this Club as described in Article X Section 3, provided that the members eligible to vote receive (2) weeks written notice of the proposed amendment prior to the meeting. There shall be no voting by proxy.

ARTICLE XIX. OWNERSHIP OF CLUB PROPERTY:

Section 1. Ownership and title to all Club property, funds, and assets shall be vested in the South Texas Amateur Radio Club, Inc., as a non-profit corporation.

Section 2. The Club shall not be responsible for loss or damage to personal property of members, visitors, or guests.

Section 3. All officers of the Club shall assure that all records and materials entrusted to their care and all rightful property of the Club (to include all keys and passwords) shall be passed to the Officers successors prior to the March business meeting.

Section 4. No member shall use the Club Name, Club Property, or Club likeness for personal profit, for personal benefit, or create what could be considered a conflict of interest.

ARTICLE XX. CONSTRUCTION:

The construction or meaning of any provision in these Bylaws shall be determined by a majority vote of the Board of Directors.

ARTICLE XXI. CORPORATION DISSOLUTION

Upon dissolution of the Club, the Board of Directors, after paying or making provision for payment of all liabilities of the Club, shall distribute all remaining assets of the Club to another organization organized and operated exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

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 of the Club and become effective immediately when approved by the full membership of the Club. All appendages shall also be signed by the President and 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.

Approved May 26, 2022