

# **BY-LAWS**

## **AMATEUR RADIO EULESS**

### **A Texas Non-profit Corporation**

Adopted December 12, 2018

#### **ARTICLE 1 – NAME AND OFFICE**

1.01 The name of this nonprofit organization shall be AMATEUR RADIO EULESS, (ARE).

1.02 Principle Office

The principle office of Amateur Radio Euleless shall be located at 1102 W. Euleless Blvd. City of Euleless, County of Tarrant, State of Texas 76040. The organization may have such other branches or sub offices as the Executive Board may determine or as the affairs of this organization may require.

#### **ARTICLE 2 – PURPOSE AND MISSION**

ARE is an organization with the following missions / purpose:

2.01 Mission

To work in cooperation with the Euleless Police Department, Euleless Office of Emergency Management and Tarrant County Radio Amateur Civil Emergency Service (RACES), to promote the growth and favorable public image of Amateur Radio, to advise and expand the Amateur Radio Community.

2.02 Purpose

The purpose for which this non-profit Organization was formed, is to bring together Licensed Amateur Radio Operators to improve relations between emergency management, first responders and the civilian community in all phases of communication activities, and to further the goals and objectives of the Euleless Police and Fire Department. To assist with communications during activation of the Community Emergency Response Team (CERT) and or RACES.

This organization is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes.

#### **ARTICLE 3 – MEMBERSHIP**

3.01 Membership shall be comprised of voting and non-voting members, as defined in ARTICLE 4 and ARTICLE 5.

3.02 Membership in the organization shall be restricted to individuals who have interest in the objectives of the organization.

3.03 Membership will be allowed to any licensed Amateur Radio operator or others upon the recommendation of any member and approved by a majority of the voting members.

3.04 Termination of Membership

Membership may be terminated for just cause after a hearing before the Executive Board, and a majority vote by the Board. Just cause is defined as any violation of the ARE Bylaws. Upon recommendation of the Euless Police Department, the President may terminate membership immediately without the vote of the Board.

3.05 Resignation of Membership

Any member may resign by filing a written resignation with the Secretary.

3.06 Release and Hold Harmless

Each member by completing their membership application, agrees to indemnify, release and hold harmless ARE, its elected or appointed officials, the Executive Board, officers, agents or members of ARE for any results of any action taken on their own initiative. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future Federal tax code.

3.07 Non Discrimination.

ARE declares and affirms its special responsibility, and that of its members, to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

## **ARTICLE 4 – FEES AND DUES**

4.01 Dues are to be determined by ARE's Executive Board and approved by the membership and can include immediate family in household and is payable upon membership acceptance.

## **ARTICLE 5 – VOTING**

5.01 Voting privileges are restricted to paid members who hold a valid Amateur Radio operator license and are in good standing.

5.02 Members in Good Standing

In order for voting members to be in good standing they must:

1. have their dues paid for the current year
2. no criminal charges pending

5.03 Voting Rights

Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the members. Member must be present to vote and in good standing. Honorary or Guest Members will not have voting rights.

5.04 Method of Voting

Voting may be conducted at the discretion of the executive board by affirmation of oral vote, show of hands, or written ballot as deemed appropriate.

5.05 Reinstatement

A former member who has resigned may apply for reinstatement by submitting a written request with the Secretary. The Executive Board, by majority vote, may reinstate such former member.

5.06 Transfer of Membership

Membership in this organization is not transferable or assignable.

5.07 Appeals

Any member who wishes to appeal a decision of the Executive Board may do so before the general membership by submitting a written request to the Secretary. Such appeals shall be presented to the Voting Members at the next general meeting. Appeals will be decided by a majority vote of the members present.

Any former member may appeal their revoked membership to the general membership by submitting a written request to the Secretary. This request will be submitted at the next regularly scheduled general meeting. After discussion before the Voting Members, such matter shall be resolved by majority vote of Voting Members present.

5.08 Property

Upon the resignation or termination of any member, all property belonging to ARE or the Eules Police Department, including name badge, shall be returned.

## **ARTICLE 6 – ELECTION OF OFFICERS / BOARD OF DIRECTORS**

- 6.01 ARE will elect from the membership the following officers / Board of Directors: PRESIDENT/CEO, VICE PRESIDENT, SECRETARY, and TREASURER. The Executive Board shall manage all affairs of ARE. The Board of Directors also referred to as the Executive Board shall manage all affairs of ARE.
- 6.02 There will be an annual election of officers in November of each year at the general meeting or as required due to any vacancy that arises.
- 6.03 The President shall appoint a nominating committee of three or more Voting Members. This committee shall prepare a recommended slate of officers from Voting Members willing to serve, and present the slate to the members no later than the general October meeting. Additional nominations may be made from the floor no later than the general October meeting. Advance notice of elections shall be given by e-mail before the October meeting
- 6.04 Term of office is one year with a maximum of 2 consecutive terms in the same office.

## **ARTICLE 7 – DUTIES OF ELECTED OFFICERS**

- 7.01 PRESIDENT/CEO– The President/CEO shall preside over all meetings, in the event of a vacancy or absence in this office, the Vice President shall act as the President.
- 7.02 VICE PRESIDENT – The Vice President, in the absence of the President, shall preside over all meetings and perform such duties as usually pertain to the office of President
- 7.03 SECRETARY – The Secretary shall keep a written record of all meetings and furnish to the membership a copy of these minutes. Other duties may be assigned by the President.
- 7.04 TREASURER – The Treasurer will hold all monies collected by ARE, furnish a written record to the membership and maintain the membership roster. The Treasurer will pay any debts approved by vote of the membership. It is intended that any ARE money collected shall be deposited as defined by section 9.02 of these By-Laws.
- 7.05 The officers of ARE shall include a president and secretary and may include one or more vice president, a treasurer, and other officers and assistant officers as considered necessary. Any two or more offices, other than the office of president and secretary, may be held by the same person.
- 7.06 Authority and Parliamentarian

Executive Officers shall have all such authority as is not statute with regard to these bylaws. At the request of the Executive Board a Parliamentarian may be elected /appointed. The Parliamentarian shall advise the President, other officers, committee members and Voting Members on matters of parliamentary procedures. The parliamentarian's role during a meeting is purely an advisory and consultative one and to ensure that Robert's Rules of Order are adhered to. The Parliamentarian will be appointed by the President and has no voting rights except those afforded a Voting Members and shall attend the Executive Board Meetings.

## **ARTICLE 8 – COMMITTEES**

### **8.01 Committees**

Each newly elected President shall reappoint or appoint new committee members to each of the current standing committees, with the approval of the Executive Board. These appointments shall take place at the general meeting in February.

The President shall be an ex-officio (non-voting) member of each committee. Each committee Chairperson shall report to the Executive Board and attend the Executive Board meetings, or report to a designated person from the Executive Board. Each committee shall make no binding policy or agreements without approval of the Executive Board.

### **8.02 Terms of Committees**

Each committee will continue from date of appointment for a term specified by the President or until the end of the Presidents term.

### **8.03 Chairman**

One member of each committee shall be appointed chairman by the President. The chairman shall govern all meetings of the committee.

### **8.04 Vacancies**

Vacancies in the membership of any committee may be filled by appointment by the President.

### **8.05 Quorum**

Unless otherwise provided in the appointment of a committee, a majority of the whole committee shall constitute a quorum and any action decided by a majority of the quorum, shall be the decision of the committee.

### **8.06 Committee Rules**

Each committee may adopt rules for its own operation consistent with these bylaws.

## **ARTICLE 9 - CHECKS, DEPOSITS AND FUNDS**

### **9.01 Checks and Drafts**

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in excess of \$250 in the name of this organization shall be signed by two of the following officers: Treasurer, President, Vice President or Secretary. Any check issued to a board member shall not be signed by that board member.

## 9.02 Deposits

All funds of this Organization shall be deposited promptly to the credit of this organization in such banks, trust companies, or other depositories as the Executive Board may select.

## 9.03 Donations

The Executive Board may accept, on behalf of this organization, any contribution or gift deemed appropriate and useful.

# **ARTICLE 10 - BOOKS AND RECORDS**

## 10.01 Books and Records

This Organization shall keep correct and complete books and records of accounts and shall also keep minutes of the general meetings and Executive Board meetings. A record giving names and addresses of all members entitled to vote shall be kept at the registered or principal office of this Organization. All books and records of this Organization may be inspected by the Voting Members upon written request to the President. Such request shall be honored on or before 15 business days for examination by the member who made the request.

## 10.02 Annual Review

The financial records of the organization shall be audited by a committee of 3 voting members, none of which may be the current executive board, appointed by the President at the January general meeting. The audit committee shall present its report to the executive board no later than the March general meeting. Outside review of the financial records by a CPA may be conducted at the recommendation of the audit committee or the executive board.

# **ARTICLE 11 - FISCAL YEAR**

## 11.01 Fiscal Year

The fiscal year of this Organization shall begin on the first day of January and end on the last day of December in each year.

# **ARTICLE 12 - DUES**

## 12.01 Annual Dues

The Executive Board determines, with approval of two-thirds of a quorum of Voting Members present at a general meeting, the amount of annual dues payable to this Organization by Voting Members.

## 12.02 Payment of Dues

Voting Member dues are due and payable by the first general meeting in January each year.

### 12.03 Default and Termination of Membership

When any member shall be in default in the payment of dues for a period of two months from the beginning of the annual year or such period for which such dues become payable, their membership may be considered for termination by the Executive Board. A former member, currently in good standing with both the Organization and the Eules Police Department, who has not paid their dues by the time specified shall be reinstated upon payment of current dues.

## **ARTICLE 13 – MEETINGS**

- 13.01 Regularly scheduled business meetings will be held the second Wednesday of each month at a location designated by the ARE Executive Board at 7:00 p.m (1900 hours).
- 13.02 Monthly business of the organization shall be conducted by a majority of the membership present.
- 13.03 Special meetings of the members may be called by the President or acting President. Members shall be notified verbally or by email no less than 48 hours in advance of a special meeting. Notice shall include purpose of meeting.
- 13.04 The presence of not less than 20 percent of the Voting Member in good standing shall constitute a quorum and shall be necessary to conduct the business of this Organization when a vote is required. The Parliamentarian is responsible for determining the amount of members for a Quorum

## **ARTICLE 14 – DISCIPLINE**

- 14.01 In the unlikely event that a member acts in a manner contrary to the purpose of the organization, as defined in Article 2 of these bylaws, Amateur Radio Eules may take whatever disciplinary steps it deems appropriate, up to and including expulsion of such member, provided such action has been approved by a two-thirds majority of members present and authorized to vote, by sealed ballot, at that meeting.
- 14.02 Upon recommendation of the Eules Police Department, any member shall be immediately suspended and may be removed from membership by a majority vote, by sealed ballot, at the next scheduled meeting of the members.

## **ARTICLE 15 – AMENDMENTS**

- 15.01 These bylaws may be altered, amended or repealed. When there is a need for the bylaws to be altered, amended, or repealed, a Bylaw Committee shall be appointed by the President to make the suggested changes. The Bylaw Committee will then present the proposed changes to the Organization Officers before presenting the proposed changes to the General Membership at the next general meeting. New bylaws may be adopted by a two-thirds majority of the Voting Members present at the general meeting during which the proposed changes are presented. At

least two (2) weeks' notice, in writing shall be given to all Voting Members of an intention to alter, amend or repeal these bylaws.

## **ARTICLE 16 – DUTIES OF LICENSE/REPEATER TRUSTEE**

- 16.01 The office of License Trustee and Repeater Trustee shall be held by the same person.
- 16.02 The office of LICENSE TRUSTEE shall run concurrent with the license for a period of ten (10) years and shall be considered automatically renewable. This office can only be replaced by his/her resignation or removal.
- 16.03 LICENSE TRUSTEE – The License Trustee will maintain and keep current the FCC issued Amateur Radio Eules license bearing the call letters, W5EUL. He may name others to assist in monitoring the usage of any Organization radio station.
- 16.04 The Repeater Trustee is directly responsible for all aspects of the repeater's operation.
- 16.05 The Trustee is expected to apply for and maintain coordination of the organization repeater (s) with the TEXAS VHF FM SOCIETY in Austin, Texas.
- 16.06 The Trustee must maintain a current address and phone number with the VHF FM SOCIETY Zone Coordinator(s) at all times and notifies the Zone Coordinator(s) of any change in repeater status.
- 16.07 Any request to VHF FM SOCIETY for modification of the repeater parameters must be accompanied by written authorization from the Amateur Radio Eules Executives.
- 16.08 The repeater Trustee is responsible to assure any required repairs are performed on the repeater(s) and the repaired equipment meets the technical standards of the VHF FM SOCIETY.

## **ARTICLE 17 - DISSOLUTION**

### 17.01 Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed exclusively for such purposes or to such organization or organizations which are organized exclusively for 501(c)3 purposes.

Voted on and approved by the membership of AMATEUR RADIO EULESS (ARE) on  
December 12, 2018



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James Knighton  
President

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Peter Jones  
Vice President

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Chris Shanahan  
Secretary / Treasurer