

BYLAWS OF THE RADIO OPERATORS ASSOCIATION of DALLAS

(June 14, 2007)

ARTICLE I

Name of Club

Section 1:

The name of this Corporation shall be Radio Operators Association of Dallas, here after referred to as the Club.

ARTICLE II

Purpose

Section 1:

The purposes for which this Club exist are the following: to promote interest in amateur radio communication and experimentation: the fostering of education in electronic communications as it applies to amateur radio: the development of individual efficiency: better cooperation among members: and furtherance of the public welfare.

Section 2:

In carrying out its purposes, this Corporation shall have all of the powers to engage in any lawful activity conferred by law on Oregon non-profit corporations and such additional powers as may be reasonably inferred therefrom as are not inconsistent therewith.

Section 3:

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 the purposes set forth.

No substantial part of the activities of the organization shall be the 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 Articles, 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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively to such organization or organizations as said Court shall determine which are organized and operated exclusively for 501(c)(3) purposes.

ARTICLE III No Pecuniary Interest Section 1:

No part of the principal or income from the properties of this Corporation shall ever Inure to the benefit of any individual, officer, director or member of this Corporation or to any donor of this Corporation. All of the assets which may come into the possession of this Corporation shall be forever dedicated to the purposes of the Corporation, except for the ordinary and reasonable administrative expenses. In the event of dissolution of the Corporation, the assets then in the possession of the Corporation, shall be devoted to the aims and purpose of the Corporation, as set forth in ARTICLE II, Section 1 thereof, and in such a manner as may be determined by the Executive Board of this Corporation at the time of any such dissolution, in accordance with any applicable IRS laws.

ARTICLE IV Source of Revenue Section 1:

The Club, by mandate of the Executive Board, may levy upon the membership, such dues or assessments as shall be deemed necessary and proper for purposes of the Club. Payment of such dues

or assessments shall be required for membership, and shall cover the period of July 1st to June 30th each year. Dues shall not be prorated, except in case of new members of the Club who have not previously been members of the Club. Dues are due and payable by July 1st in the amount specified in the Policies and Procedures.

Section 2:

The Club fiscal year shall be July 1st to June 30th.

ARTICLE V Membership Section 1:

The membership of the Club shall consist of any person who is registered in the official records of the Club and their dues have been paid.

Section 2:

All licensed radio amateurs shall be eligible for regular membership. All other persons interested in amateur radio shall be eligible for associate membership. Associate members shall enjoy all rights and privileges of the Club membership, including the right to vote, except they shall not be eligible to hold office.

Section 3:

Each applicant for membership must express a willingness to abide by these articles and bylaws and such rules as shall, from time to time, be promulgated by the Club. A copy of the bylaws will be made available upon request.

ARTICLE VI Club Officers Section 1:

The officers of the Club shall consist of President, Vice-President, Secretary/Treasurer, all of whom shall be elected by a majority vote of the members present at the June meeting of the Club. All officers shall be elected for a term of one (1) year, except the President, who shall serve one (1) year as a Director following his term as President. If the President is not available for a second term as Director, then that Director position shall be replaced by the next higher vote of those nominated to run for the board and not already elected. All newly elected, and re-elected, officers shall assume office July 1st.

Section 2:

All officers of the Club shall be subject to removal at any time by a majority vote of the total membership. An officer must be put on notice at a regular meeting and voted out of office at the next regular meeting to be in effect.

Section 3:

The President shall preside at all meetings of the Executive Board and of the general membership and shall conduct the meetings in accordance with the rules adopted in In Article XI. The President shall enforce observance of these bylaws; decide all questions of order; and shall perform all the duties customary to the office of President, together with such other duties as the Executive Board authorizes.

Section 4:

The Vice-President, in the absence of the President, shall perform the duties pertaining to office of President.

Section 5:

The Secretary/Treasurer shall keep records of the proceedings of all general membership meetings and the Executive Board meetings. The Secretary/Treasurer shall keep a roll of membership, carry on all correspondence, and read communications at each meeting. The Secretary/Treasurer shall ensure that each member receives written notice, of Club newsletter, of every meeting of the Club, except when excused by the President or by edict of the membership. The Secretary/Treasurer shall turn over everything in his/her possession belonging to the Club to his/her elected successor, at the expiration of his/her term.

Section 6:

The Secretary/Treasurer shall have charge of all funds belonging to the Club and shall keep and deposit the same for and on behalf of the Club in a bank or banks to be designated by the Executive Board. The Secretary/Treasurer shall receive and receipt all monies paid to the Club. The Secretary/Treasurer shall keep an accurate record of all monies received and expended. The Secretary/Treasurer shall make no expenditures without proper authorization of the Executive Board or by the membership. The Secretary/Treasurer shall prepare and submit a statement of the financial condition of the Club at the June membership meeting, or such time, and place as the Executive Board may require. All withdrawals of Club funds shall be on checks signed by The Secretary/Treasurer and a member of the Executive Board. At the end of the Club fiscal year, the Secretary/Treasurer's records shall be audited by a committee, which shall consist of the Secretary/Treasurer, his/her successor, and one member-at-large appointed by the outgoing Executive Board. If the Secretary/Treasurer is elected to successive terms the audit will be by two (2) members-at-large. The Secretary/Treasurer shall turn over all Club documents to his/her successor at the expiration of his/her term.

ARTICLE VII
Executive Board
Section 1:

The governing body of the Club shall consist of an Executive Board composed of six members of the Club, as follows: The President, Vice-President, Secretary/Treasurer, And two (2) Directors. One of the two Directors shall be elected for two (2) year term by the membership at the June meeting of the Club, and the fifth shall be the past year's President. Directors shall assume office on July 1st.

Section 2:

All members of the Executive Board must hold a valid and current FCC Amateur Radio License.

Section 3:

All Directors of the Club shall be subject to removal at any time by a majority vote of the total membership. A Director must be put on notice at a regular meeting and voted out of office at the next regular meeting to be in effect.

Section 4:

Vacancies in the offices of President, Vice-President, and Secretary/Treasurer must be filed by special ballot at the next membership meeting of the Club after vacancy. Any vacancies in the two (2) Director's positions shall be appointed by the President and shall serve on the Executive Board until the next Club elections.

ARTICLE VIII
Meetings
Section 1:

Membership meeting of the Club shall be held monthly. The meeting day shall be determined by the members of the Executive Board. General membership meetings shall be held for the transaction of such business as may be brought before the meeting. A majority vote of those members in attendance shall be sufficient for the transaction of all business at any membership meeting, with noted exceptions.

Section 2:

A regular meeting of the Executive Board shall be held each month at a time and place to be designated by the Executive Board.

Section 3:

Special meetings of the Executive Board may be called by any member of the Executive Board at any reasonable time by giving each Executive Board member notice at least two (2) days before the date

of such meeting. The attendance of such Executive Board member or his/her written consent to the holding thereof shall be deemed a waiver of such notice. If an Executive Board member cannot be reached, a reasonable attempt to notify him/her shall be sufficient. Five (5) members of the Executive Board shall constitute a quorum necessary for the transaction of all business of the Club at any regular, or special, meeting of the Executive Board.

Section 4:

All meetings of the Executive Board shall be open to any member of the Club. At the discretion of the Executive Board. Members attending such meetings may be heard on the proceedings at such meetings.

ARTICLE IX Standing Committees

Section 1:

The Club may appoint standing committees, including chairpersons of an Education Committee and an Field Day Committee, by a majority vote of those present, or by edict of the President with Executive Board approval.

Section 2:

The club may appoint special committees, the need for which has been made evident for the betterment of the Club or the pursuit of the objectives of the Club as set forth in these bylaws and the Articles of Incorporation, by a majority of those members present and voting. The President may also appoint special committees with Executive Board approval.

ARTICLE X Duties of Committee Chairperson

Section 1:

The Education Committee chairperson is in charge of education as outlined in the Policies and Procedures Manual.

Section 2:

The Field Day Committee Chairperson shall oversee Field Day organization as outlined in the Policies and Procedures Manual.

ARTICLE XI Procedural Authority

Section 1:

Robert's Rules of Order shall govern all proceedings of this Club.

ARTICLE XII
Scope of The Bylaws and
Procedures for Amending or Rewriting

Section 1:

These Bylaws, as adopted by the membership shall remain the basis for operation of this Club, and as such shall be in perpetual effect, unless by decree of the membership they be amended or rewritten.

Section 2:

These bylaws may be changed by two-thirds vote of the membership present at a regular membership meeting, provided that proposals for changes shall be drafted by a special committee appointed to draft the amendment(s) at a membership meeting. The final wording of such changes shall be presented to the members in written form and voted upon by the membership at the next membership meeting.

Section 3:

Amendments to these bylaws, adopted by the membership shall be prepared in printed form, one amendment to a page. Said amendment shall refer to the Article, Heading, and Section of the bylaws affected, and be dated and signed by the current officers of the Club, and affixed permanently to these bylaws, with a notation made on the effected Article as to the existence of the amendment.

ARTICLE XIII
Policy and Procedures

Section 1:

The Executive Board members shall maintain and adopt Policies and Procedures governing activities of the Club. The Secretary/Treasurer shall maintain a current copy of the Policies and Procedures.

Section 2:

The Policies and Procedures shall not supersede any Article or Subsection of the Club's bylaws.

Section 3:

Policies and Procedures or amendments thereof will be presented to any Club member at a membership meeting and will be included under new business. Approval of any Policy or Procedure by

the Executive Board shall be a written draft and will be signed into effect by the President, Vice-President, and three (3) other members of the Executive Board.

Section 4:

Properly adopted Policies and Procedures will continue until changed by a majority vote of the Executive Board and held as a separate and continuous part of the Corporation rules, not discontinued by change of Executive Board members.