

**BYLAWS OF THE
RADIO OPERATORS ASSOCIATION of DALLAS**

**ARTICLE I
NAME OF CLUB**

Section I:

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

**ARTICLE II
PURPOSE**

Section I:

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 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 the 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 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

SOURCES OF REVENUE

Section 1:

The Executive Board shall 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 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.

TYPES OF MEMBERS

Section 2:

Regular member - Must be a licensed amateur radio operator. Regular members will have voting privileges and the ability to hold office. Normal dues must be paid to remain a member in good standing.

Associate Member — Any person who expresses an interest in amateur radio. Associate members will have the right to vote but will not have the right to hold office. Normal dues must be paid to remain a member in good standing.

Life member — will be a regular member who has made a significant contribution or impact on the club or radio community. To become a life member, they must be recommended by the board and successfully voted on by the membership. Dues are not a requirement to maintain a life membership.

Honorary member — Any member who the board or the members feels would enjoy the radio community and would benefit from a membership. To become an honorary member, one must be nominated and successfully voted on by the membership. Honorary members do not pay dues, vote or hold office. They will be added to the membership mailing list and encouraged to attend club functions.

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 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 and Treasurer, except that if insufficient candidates are found to fill both Secretary and Treasurer positions, the Club may elect one candidate to hold both positions under the title of Secretary/Treasurer: All will be elected by a majority vote of members present at the June meeting of the Club. All officers shall be elected for a term of one (1) year. If the President chooses not to run for re-election, he/she shall serve one (1) year as a Director immediately following the conclusion of his/her presidency. If the past-President is not available for a 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 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 the office of President.

Section 5:

The Secretary shall keep records of the proceedings of all general membership meetings and the Executive Board meetings. The Secretary shall keep a roll of membership, carry on all correspondence, and read, or have read by a third party, communications at each meeting, or in the absence of a monthly meeting, be published in the club newsletter. The Secretary shall ensure that each member receives written notice, via the Club newsletter, of every meeting of the club. The Secretary 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 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 Treasurer shall receive and receipt all monies paid to the Club. The Treasurer shall make no expenditures without proper authorization of the Executive Board or by the membership. The Treasurer shall prepare a statement of the financial condition of the Club which shall be submitted to the membership by the Treasurer, or a designee selected by the Treasurer, at the June membership meeting, or such time and place as the President may require. All withdrawals of Club funds shall be on checks signed by the Treasurer and a member of the Executive Board, or in accordance with bank policy. At the end of the Club fiscal year the - Treasurer's records shall be audited by a committee, which shall consist of the Treasurer, his/her successor, and one member-at-large appointed by the Outgoing Executive Board. If the Treasurer is elected to

successive terms the audit will be by two (2) members-at-large. The Treasurer shall turn over all Club documents to his/her successor at the expiration of his/her term.

Section 7:

During those years when a lack of officer candidates exist, the positions of the Secretary and Treasurer shall be combined and shall be held by one person. That person will then be responsible for the discharge of the duties described above under Secretary and Treasurer and will have the title Secretary/Treasurer.

**ARTICLE VII
EXECUTIVE BOARD**

Section 1:

The governing body of the Club shall consist of an Executive Board composed of six (6) members of the Club, or five (5) members in those years when the Secretary and Treasurer positions are combined, as follows: President, Vice-President, Secretary, Treasurer, and two (2) Directors. During some years when a lack of candidates exists, the Board shall be comprised of the following officers: President, Vice-President, Secretary/Treasurer, and two (2) Directors. One of the two Directors shall be elected for a two (2) year term by the membership at the June meeting of the Club, and the other Director 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.

Section 4:

Vacancies in the offices of President, Vice-President, Secretary, Treasurer (Secretary/Treasurer as may apply) must be filled by special ballot at the next membership meeting of the Club after vacancy. Any vacancies in the two (2) Director's positions must 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 *at the beginning of each fiscal year* 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 (four (4) members if the positions of Secretary and Treasurer have been combined into one position) 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 special committees, the need for which has been made evident for the betterment of the Club of 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**

This article and sections have been deleted from the bylaws.

**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 are 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

POLICIES AND PROCEDURES

This article and sections have been deleted from the bylaws.

All changes were made to the Bylaws from board meetings, and membership approval meetings dated 7-14-2007, 5-18-2012, 2-27-2014, 1-14-2017.

| Title | Name | Signature | Date |
|----------------|-------------|------------------|-------------|
| President | | | |
| Vice-President | | | |
| Treasurer | | | |
| Secretary | | | |
| Director | | | |
| Director | | | |