

**BY-LAWS OF THE
TIDELANDS AMATEUR RADIO SOCIETY, INC.
A TEXAS NON-PROFIT CORPORATION**

**ARTICLE I
PREAMBLE**

SECTION 1 - Name

**The name of this organization shall be: Tidelands Amateur Radio Society, Inc.
(hereinafter “Society”)**

SECTION 2 – Purpose

The purpose of the Society is to operate exclusively for charitable, educational and scientific purposes entitling the Society to the benefits and exemptions of the Texas Non Profit Corporation Act as well as the exemptions under the provisions of section 501(c)(3), and more specifically, to further the science of amateur radio in Galveston County, Texas, promote amateur radio in all aspects, increase individual members' knowledge of the science and art of amateur radio and communication assistance to civic and emergency groups in Galveston County, and other activities related to the purposes of the Tidelands Amateur Radio Society, Inc.

The corporation shall not do anything forbidden under section 170(c)(2) with respect to corporations qualified to receive contributions which are deductible under said section. No part of the net earnings of the corporation shall ever inure to the benefit of any individual and no part of the activities of the corporation shall ever include participation in any political campaign on behalf of any candidate for public office. A substantial part of the activities of the corporation will not be legislative in nature.

If the corporation shall be or become a private foundation as such term is defined by Section 509, then the corporation shall be required to distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942, and the corporation shall prohibited from engaging in any act of self-dealing (as defined in Section 4941(d), from retaining any excess business holdings (as defined in Section 4943(c), from making any investments in such manner as to subject the corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d).

**ARTICLE II
Membership**

SECTION 1 – Eligibility

All persons interested in Amateur Radio shall be eligible for membership. However, a

person who has been previously ejected by the Society is not eligible for membership.

SECTION 2 – Types of Membership

The Society shall offer four (4) basic plans of membership to any person that meets the eligibility requirements set forth in Article II, Section 1:

A. Individual Membership – Available to a person holding a valid Amateur Radio license. Such a member enjoys all the privileges of the Society. Individual members less than 18 years of age enjoy all the privileges of the Society, except the right to hold office.

B. Family Membership – Available to all persons, in an individual member's immediate household regardless of whether such family member(s) hold(s) a valid Amateur Radio License or not. Family members enjoy all privileges of the Society, except the rights to vote, hold office and receive notices/mailings.

C. 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 Society except the rights to vote and to hold office.

D. Life Membership – Three types of life memberships are available, as set forth below.

I. Honorary – Presented to persons so designated by a two-thirds (2/3) vote of the voting membership present at a regular meeting. This membership enjoys all the privileges of the Society except the right to vote, hold office and receive notices/mailings. Furthermore, Honorary Lifetime Members are not subject to any special assessments.

ii. Meritorious – Awarded to any individual member (as defined above) in recognition of outstanding service to the Society or to Amateur Radio in general. The membership is awarded by a two-thirds (2/3) vote of the voting membership present at a regular meeting. This membership enjoys all privileges of individual membership (as described above). These meritorious life members pay no dues; however, they are subject to special assessments, if any.

iii. Purchased – A person that meets the requirements of an Individual, Family or Associate Membership Plan (as defined above) is eligible to purchase a lifetime membership at that plan level as set forth in the Society's current dues schedule. A person that purchases a Life membership is relieved of paying further dues; however such a person is subject to any special assessments. The payment of lifetime dues at one plan level are not credited to any dues required at a new membership plan level.

SECTION 2 – Application

Eligible persons shall become a member of the Society upon submitting an application to the Treasurer, Officer of the Society, or member of the Board of Directors in addition to paying the present year's dues. At a minimum, the application shall require an eligible person to:

- A. furnish his/her name;**
- B. call sign (if applicable);**
- C. indication of being less than 18 years of age;**
- D. an email address, if available, a mailing address, and telephone number;**
- E. affirmation to abide by the Society's Bylaws, Federal Communications Commission Regulations, the laws of the United States and the laws of the State of Texas.**
- F. pays the present year's dues.**

SECTION 3 – Dues

Membership dues shall be determined by a majority of the voting membership each year during the Annual General Meeting, but shall not be less than:

\$6.00 for individual membership;

\$9.00 for family membership;

\$5.00 for associate membership;

\$120.00 for lifetime membership as an individual, family or associate

unless a two-third majority of the voting members present at the Annual General Meeting approve a lower membership dues rate. There shall be no membership dues credit for any donation to the Society of materials, equipment or services.

SECTION 4 – Term of Membership

The Society shall operate on a calendar year basis. Any member whose dues are not paid by the Annual General Meeting is not in good standing. A member not in good standing is ineligible to vote until dues are paid in full.

SECTION 5 – Loss of Membership

A member shall lose membership for any of the following reasons:

- A. failure to renew said membership within sixty (60) days of the Annual General Meeting.**
- B. while acting as an official representative of the Society, performs in such a manner as to bring discredit to the Society as determined by the Board of Directors;**
- C. converts Society property or facilities to personal use or otherwise demonstrates disloyalty to the Society as determined by the Board of Directors;**
- D. revocation or loss of his/her Amateur Radio License as an action of the courts or the regulatory body which issued the Amateur Radio License; or**
- E. Convicted of a Class A Misdemeanor or Felony Offense.**

SECTION 6 – Ejection

The Board of Directors upon written motion of five (5) voting members, shall investigate within sixty (60) days any allegations to support ejection of a member as specified in Article II, Sections 5(B) and {C}. The findings and recommendations of the Board of Directors shall be discussed by the membership at the Society's next regularly scheduled meeting. Thereafter, a vote will be taken. A two-thirds (2/3) majority of the voting members present will be required to eject a member. Any charges not voted upon by the voting members within ninety (90) days from the tendering of the written motion shall be automatically dismissed.

SECTION 7 – Withdraw

A member may withdraw from membership at any time, however, any dues or assessments paid in advance will be forfeited.

SECTION 8 – Special Assessments

Special assessments must be voted on by the Board of Directors and ratified by a two-thirds (2/3) majority of the voting membership present at any regular meeting.

ARTICLE III

Officers

SECTION 1 – Officers

The officers shall be President, Vice President, Secretary, and Treasurer. All officers must have a valid Amateur Radio License of General Class or Higher while holding office. No person under 18 years of age may hold office.

SECTION 2 – Duties of Officers

A. The President shall be the executive officer of this Society, shall preside over all meetings of the Society and of the Board of Directors, shall be an ex-officio member of all standing and special committees and shall perform such duties as usually pertain to the office of the President.

B. The Vice President, in the absence of the President, shall preside over all meetings of this Society and of the Board of Directors, and shall perform such other duties as usually pertain to that office, or as may be assigned by the President or Board of Directors.

C. The Treasurer shall keep records of membership fees and dues, and shall receive all funds paid to this Society and shall deposit the same in the official depositories and shall disburse same according to the procedures set forth in Article VI Section 2. All accounts and books of the Treasurer shall at all times be open to the inspection of the President, the Board of Directors, and any authorized auditors. The Treasurer shall make a report at the Annual General Meeting of the Society and at such other times as the President or Board of Directors may require. All checks drawn upon any account of the Society shall require the signature of any two of the following officers: President, Vice President, Secretary and Treasurer.

D. The Secretary shall keep the records of membership, attendance, and minutes of the meetings of this Society and Board of Directors. The Secretary shall submit a report at the Annual General Meeting 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 Society.

SECTION 3 – Election of Officers

Officers shall be elected by secret ballot at the Annual General Meeting, for a term of one year commencing on closing of the ceremonies of election. Nominations for the Society's Officers shall be made to the Board of Directors no later than the meeting that precedes the Annual General Meeting. Before the close of the meeting that precedes the Annual General Meeting, the Board of Directors shall report to the voting members present about the nominations received. Nominations from the floor shall be permitted at the Annual General Meeting.

SECTION 4 – Vacancies

Vacancies in office may be filled by appointment of the President for the balance of the vacated term, subject to ratification by the voting membership present at the next regular meeting following such appointment. In the event the President's office is vacated before the end of the term, the Vice President shall become the President for the balance of the vacated term and the voting membership at the next regular meeting shall elect, by secret ballot, the new Vice President for the balance of the term.

SECTION 5 – Removal of Officers

Officers may be removed from office by a two-thirds vote of the votes cast at a special meeting. An officer shall be removed for any of the following reasons set forth in Article II, Section 5.

SECTION 6 – Compensation of Officers

Officers shall serve without compensation for their services.

ARTICLE IV Board of Directors

SECTION 1 – Election

The Board of Directors shall consist of the officers and three (3) voting members elected from the Society's membership in good standing. Members of the Board of Directors shall hold a valid amateur license of General class or higher. No member under 18 years of age shall be eligible to serve on the Board of Directors.

SECTION 2 – Duration of Term

Each Director shall enter upon their official duties ninety (90) days after the Annual General Meeting. Each Officer Director shall serve a term of one (1) year concurrent with their holding office. The three (3) Non-Officer Board of Directors shall serve a term of three (3) years or until their successors shall be duly elected.

SECTION 3 – Purpose

The Board of Directors shall determine the policies and activities of the Society, discipline members, take counsel with the Society's duly served committees, and have general management of the Society.

SECTION 4 – Quorum

A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 5 – Meetings

The Board of Directors shall meet regularly at least once every three (3) months. At the discretion of the Board of Directors, any other committee chairman shall meet with the Board of Directors in joint session.

SECTION 6 – Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) business days previously thereto by oral or written notice delivered personally or sent by mail, email, facsimile or messenger to each Director at his or her address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

SECTION 7 – Meetings Utilizing Electronic Media

Members of the Board of Directors may participate in and hold a meeting of that Board by means of conference telephone or similar communication equipment, provided that all persons participating in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

SECTION 8 – Indemnity

The Society may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Society to the fullest extent required or permitted by the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Society's Articles of Incorporation. The Society shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by the Texas Non-profit Corporation Act.

ARTICLE V Committees

SECTION 1 – Creation & Duration

Except as expressly provided herein to the contrary, committees shall be appointed in accordance with Robert's Rules of Order and shall perform such duties as may be defined in their creation.

ARTICLE VI Meetings

SECTION 1 – Regular Meetings

Regular meetings shall be held monthly at such time and place as determined by the voting membership.

SECTION 2 – Voting Right & Quorum

Only Individual Members in good standing and Meritorious Life Members are eligible to vote. Twenty percent (20%) of such members, including at least one officer, constitute a quorum for any meetings under this Article.

SECTION 3 – Annual General Meeting

The regular meeting in November shall be the Annual General Meeting for the election of Directors, Officers, the submission of the Treasurer's annual report, presentation of the President's report on the state of the Society, filing of reports of committees, if any, and the transaction of such other business as is usual.

SECTION 4 – Reports

All reports shall be filed with the Secretary and become part of the records of the Society.

SECTION 5 – Special Meetings

Special meetings may be called by the President or by another officer in the absence of the President, and shall be called on petition, signed by not less than ten (10) voting members in good standing, and filed with the Secretary. The Society shall give the membership not less than ten (10) days notice in writing of the time, place and purpose of such special meeting. Only business specified in such notice shall be conducted.

SECTION 6 – Notice of Meetings

Written notice shall be given of the time and place of regular meetings and of the Annual General Meeting and Special Meetings; if any, at least one (1) business day of an intended meeting under this Article. Written notice can be in the form of mailings, emails or notices posted on the Society's web site.

SECTION 7 – Parliamentary References

Practices and procedures of the meetings with this Article shall be in accord with Robert's Rules of Order except as otherwise provided in these Bylaws.

ARTICLE VII Amendments

SECTION 1 – Procedure

These Bylaws or the Society's Articles of Incorporation may, to the extent allowed by law, be altered, or amended, or reinstated and new Bylaws or Articles of Incorporation may be adopted by a two-thirds (2/3) majority of the voting membership present at any regular meeting or at any special meeting; if written notice is given at least three (3) business days of an intention to alter, amend, or reinstate the Bylaws or Articles of Incorporation or to adopt new Bylaws or Articles of Incorporation at such meeting.

SECTION 2 – Submission and Notice

Proposed amendments, in writing, shall be submitted to the Secretary who shall, as soon as practical, cause same to be distributed to the membership, together with notice of the time and place of the regular meeting at which action will be taken. Acceptable distribution can be in the form of mailings, emails or posting on the Society's web site.

SECTION 3 – Distribution

On admission to the Society, each member shall be given a copy of the Bylaws as then in effect. Furthermore, upon request, the Secretary shall provide any member in good standing, a copy of the Bylaws and/or Articles of Incorporation as then in effect. The Society shall post to its web site, if any, a copy of the current Bylaws and Articles of Incorporation.

ARTICLE VIII

Budget

SECTION 1 – Prepared Budget

The Treasurer shall submit a prepared budget to the membership for final approval at the regular meeting following the Annual General Meeting.

SECTION 2 – Disbursement of Funds

Approval by two-thirds (2/3) vote of voting members present at the budget meeting shall constitute authority for the Treasurer to disburse funds up to the amount approved in the Budget per line item. Disbursement for items not in the approved budget and totaling \$250.00 or less during the budget year shall require approval of at least the President and Vice President. Disbursement for items not in the approved budget and totaling more than \$250.00 during the budget year shall require approval of the Board of Directors.

ARTICLE IX

Publications

SECTION 1 – Newsletter

The Society may from time to time desire to publish a newsletter for the benefit of the members of the Society. Such newsletter shall be entitled HAMTIDES and be managed by a managing editor appointed by the President, and serving at the pleasure of the same. The newsletter shall not be used for the promotion of any political party or candidacy of any person. All contents of the newsletter shall be subject to the approval of the President. The newsletter shall contain only those items of interest to the Society and its membership, and to amateur radio in general. The newsletter may contain:

A. Classified/Swap section; and

B. Guest column section

All content of the newsletter shall be owned by the Society and published with the appropriate permissions, if required. Subscription to the newsletter is voluntary.

SECTION 2 – Website

The Society shall maintain the domain name www.tidelands.org and a website linked to such domain name. The website shall be managed by a web master appointed by the President, and serving at the pleasure of the same. The website shall not be used for the promotion of any political party or candidacy of any person. All contents of the website shall be subject to the approval of the President. The website shall contain only those items of interest to the Society and its membership, and to amateur radio in general. All content, including but not limited to the html, scripts, graphics, images, data shall be owned by the Society and published with the appropriate permissions, if required.

ARTICLE X Assets

SECTION 1 – Introduction

Permanent donations to the Society of useful private property are accepted and encouraged. This procedure is designed to address the handling of equipment or other assets donated to the Society by members or others. All assets donated become property of the Society and belong to the Society membership at large. It is important that strict guidelines be followed in the accepting, recording and distribution of any Society property.

SECTION 2 – Assignment of Responsibility

The Society's Trustees will have primary responsibility for assuring that this procedure is being followed in every case involving the transfer of equipment to the Society. They will also be responsible for the custody of all donated equipment however, they can make any storage arrangements that they believe appropriate.

SECTION 3 – Accepting Donated Equipment

Any donation to the Society must be promptly acknowledged by a letter sent to the donor and signed by a trustee or any officer. A copy of this letter must be sent to the President, Secretary and Treasurer.

SECTION 4 – Control and Reporting Requirements

The Secretary will maintain a record indicating the type of equipment, serial number, a general statement of condition, and a “record book value” if applicable. Any item judged by the Trustees to have a value of \$100 or over must be assigned a “record book value” dollar amount.

The President or his designee must formally announce the acquisition of any donated equipment at the next regular meeting following the actual date of the donation.

SECTION 5 – Distribution of Society Assets

The Trustees and Officers must jointly approve any action to make any Society asset available to the membership through auction, sealed bidding, or placement on the Society table for resale. Once the distribution method is agreed upon, the “record book value” will be used as the “minimum dollar amount” accepted for bid.

Any item to be made available under the above approved distribution method must be formally announced to the Society membership in advance and with written notice at least thirty (30) days prior of any “for sale” auction.

SECTION 6 – Radio Systems

All Society radio systems shall have a valid FCC license that is registered in the name of the Society. The trustee for the Society license shall be an individual or meritorious life member. Trustees who become ineligible Society members have thirty (30) days to transfer the trusteeship to another individual or meritorious life member. This includes responsibility for communicating with the FCC to transfer the name of the trustee.

The trustee for the Society license shall be legally responsible for compliance with FCC regulations and proper upkeep of the equipment.

The trustee for the Society license shall be responsible for the accuracy and the availability of the Amateur Radio system documentation.

New Society Amateur Radio systems will not be permitted to pose significant degradation to the performance of existing Society Amateur Radio systems.

Society Radio system frequencies shall be coordinated with the Amateur Radio Relay League (ARRL) recognized frequency coordination organizations.

ARTICLE XI Books and Records

The Society shall keep correct and complete books and records of account of the activities and transactions of the Society including, a minute book which shall contain a copy of the Society's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (for example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and amendments. The Society shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Society may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Society shall be available to the public for inspection and copying to the fullest extent required.

ARTICLE XII
Public Activities

SECTION 1 – Prohibited Activities

No action on any question or proposed legislation shall be taken by this Society until the same shall first have been submitted and the recommendations have been received by the Board of Directors. This Society shall not be used in any way for political purposes, nor shall it as a Society, actively participate in the political candidacy of any person.

ARTICLE XIII
Construction

SECTION 1 – Construction

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

ARTICLE XIV
Dissolution

SECTION 1 – Dissolution

Upon dissolution of the Society, the Board of Directors after paying or making provision or the payment of all of the liabilities of the Society, shall distribute all remaining assets of the Society 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.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the ByLaws of **TIDELANDS AMATEUR RADIO SOCIETY, INC.**, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this ____ day of _____, 2009.

Secretary

