

CONSTITUTION AND BYLAWS OF THE

TRI COUNTY AMATEUR RADIO CLUB, INC.

ARTICLE I

Name

The legal name of this Corporation is the Tri County Amateur Radio Club, Inc. Under appropriate circumstances, this Corporation may also be known as the T.C.A.R.C., Inc.

ARTICLE II

Purposes

This Constitution and Bylaws, in conjunction with the Articles of Incorporation, are to serve as the governing documents of the Corporation. The purposes for which the Corporation is formed are:

Establishing and maintaining an emergency operations center system for use by the Police and Fire Departments of the City of Azle, Texas, in the case of primary system failure.

Fostering emergency preparedness among amateur radio operators in Tarrant, Wise, and Parker Counties by establishing and maintaining an amateur radio repeater for use in emergency communications as well as cooperative emergency preparedness efforts with local, state and federal emergency service and disaster relief agencies.

Providing and assisting in providing emergency communications services for the benefit of the public.

Providing amateur radio operators in Tarrant, Wise, and Parker Counties with opportunities for fellowship, education, training, operating, and contesting in order to maintain a high level of preparedness, teamwork, and technological expertise to further benefit the public in the event of emergencies.

Encouraging and improving the amateur service through rules, which provide for advancing skills in both the communications and technical phases of the art.

Expanding the existing reservoir within the amateur radio service of trained operators, technicians and electronics experts by providing education and training opportunities.

Educating and informing the public about the benefits associated with the amateur radio service.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers, including the power to buy, sell, and hold title real and personal property, conferred by the laws of the State of Texas upon non-profit corporations;

No substantial part of the activities of the Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers, or other private individual having directly or indirectly, any personal or private interest in the activities of the Corporation; except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated herein and in the Articles of Incorporation.

ARTICLE III

Service Area

The service area of the Corporation shall be the counties of Tarrant, Wise, and Parker in north central Texas, but this shall not prohibit the Corporation from participating in any activities outside this service area.

ARTICLE IV

Membership

There shall be four categories of membership in this Corporation: Full Members, Associate Members, Family, and Lifetime Memberships.

Any licensed amateur radio operator shall be eligible to be a Full Member. Any person interested in amateur radio shall be eligible to be an Associate Member. Any Full Member has the option to sign up his or her family for a Family Membership.

Membership Definition

Member in good standing – is a member who has paid the membership fee for the current year, or who is a lifetime member.

Lifetime Member – is a member who has paid the annual membership fee for 10 consecutive years or a member who has paid 10 times the yearly membership at one time, and is exempt from further membership fees.

Associate Members – is a person who participates with the Corporation as a member, fee unpaid, and whose rights and responsibilities are further defined here-in.

Active Member – a member in good standing that has participated in club business via regular business meeting attendance at least once in the immediate past 3 months, and/or in the immediate month preceding to be eligible to vote.

Full Members, Associate Members, Family, and Lifetime Memberships shall have the same rights and benefits of membership, except that Associate Members and Family Members not being a Full Member shall not be eligible to vote, to make or second motions and nominations, or to serve as Elected Officers.

No person may become a Full Member, Associate Member, or Family Membership until accepted by the Full Members at any regular or special meeting. Dues tendered by any person not accepted into membership shall be returned.

A Full Member, Associate Member, or Family Membership may be expelled from membership upon two-thirds vote of the Full Members at any regular or special meeting with at least fourteen days' notice to the Full Members and to the person whose expulsion is to be considered. Such proceedings may be initiated only by a petition signed by either three members of the Board of Directors, or in the alternative by one-fifth of the Full Members.

ARTICLE V

Dues

Dues shall be payable annually in advance for the period commencing January 1 and ending December 31. The amount of dues shall be established annually by the Board of Directors. No change in dues shall be effective until the beginning of the next dues period.

Current Dues: as of 2018 are \$12 for Full Member and \$18 for Family.

Any Full Member, Associate Member, or Family Membership whose dues are delinquent as of May 1 shall be dropped from membership, if such Full Member, Associate Member, or Family Membership may at any time through December 31 reinstate his or her membership by payment of dues without the requirement of again being accepted for membership.

After July 1, dues for a new Full Member, new Associate Member, or new Family Membership for the partial year remaining shall be one-half of the established annual dues.

After December 1, dues for a new Full Member, new Associate Member, or new Family Membership for the partial year remaining shall be waived if the new Full Member, Associate Member, or Family Membership pays dues in full for the next year.

No Full Member, Associate Member, or Family Membership shall be entitled to a refund of dues by virtue of his or her resignation, incompetence, death, or expulsion from membership.

ARTICLE VI

Meetings of the Members

Members shall meet regularly to conduct the business of this club. A schedule of regular meetings shall be determined from time to time by the Members at any regular or special meeting. If no schedule of regular meetings is in effect, one may be promulgated by the President upon at least fourteen days' notice to the Members.

Special meetings may be called by the President or two members of the Board of Directors acting in concert, upon at least seven days' notice to the Members. Any action may be taken at a special meeting that could be taken at a regular meeting.

A quorum for the conduct of business at any regular or special meeting shall be ten Full Members, provided that if two consecutive regular or special meetings have failed due to the lack of a quorum, the requirement of a quorum may be waived at the next regular or special meeting upon at least fourteen days' notice to the Members.

An act of the majority of Full Members present at any regular or special meeting at which a quorum is present or has been waived shall be the act of the Full Members.

No action of the Full Members shall be invalidated because the meeting at which it was taken was not chaired by the President or Vice-President.

Except when provided otherwise by law, this constitution, or the Full Members, all meetings of the Members shall be governed by Roberts Rules of Order, however in the absence of objection the chairman of the meeting may allow it to proceed informally.

ARTICLE VII

Officers

Elected Officers. The Elected Officers of the Corporation shall consist of a President; Vice-President / Treasurer, and Secretary. Any Full Member who has been a member for at least one (1) year and is in good standing shall be eligible to election as President, Vice-President / Treasurer, or Secretary.

Election of Officers. Elections of officers whose terms have expired shall be held at a regular or special meeting of the Members in August of each year, or as soon thereafter as may be expedient.

Terms. Elected Officers shall serve terms consisting of one (1) year. Any Elected Officer may serve unlimited successive terms if so elected by the Full Members.

Vacancy. In the event an Elected Officer ceases to be a Full Member, resigns, becomes legally incompetent, dies, or is removed from office, such office shall be deemed vacant. In the event of a vacancy in any Elected Office other than President, the unexpired portion of such term shall be filled by appointment of the President, if no person shall be appointed to any Elected Office who would not be eligible for election to that office. In the event of a vacancy in the office of the President, the unexpired portion of such term shall be filled by succession in the following order: Vice-President / Treasurer, and Secretary

Removal. An Elected Officer may be removed from office upon two-thirds vote of the Full Members at any regular or special meeting with at least fourteen days' notice to the Members and to the Elected Officer whose removal is to be considered. Only a petition signed by the three members either of the Board of Directors, or in the alternative by one fifth of the Full Members may initiate such proceedings.

ARTICLE VIII

Duties of Elected Officers

President. The President shall be the Chief Executive Officer of this Corporation; shall chair all meetings of the Members at which he or she is present; may form and dissolve committees, and appoint and remove the chairmen and members thereof; may create and abolish additional offices, and appoint to such offices Full Members, Associate Members, and others, each of whom shall serve at the pleasure of the President; and generally

conduct the business of this club subject to law, the Articles of Incorporation, this Constitution and Bylaws, the advice of the Board of Directors, and the will of the Members.

Vice-President / Treasurer. The Vice-President shall, in the absence of the President, perform the duties of the President; provided that the Vice-President shall not have the power to dissolve committees, to remove chairmen or members from committees, to abolish offices created by the President, to remove officers who serve at the pleasure of the President, to fill vacancies, or to call special meetings of the Board of Directors or the Members. The Vice-President shall also be the Chief Financial Officer of this club; shall receive all monies due this club, and pay out the same when authorized to do so by the Board of Directors or the Full Members; shall keep the financial books and records of this club; shall report to the Board of Directors, the President, and the Members when requested; and shall file such tax and other financial returns as may be necessary.

Secretary. The Secretary shall keep minutes of the meetings of the Members, and if requested to do so of the meetings of the Board of Directors; shall be the keeper of all records of the club, except those specifically entrusted to the Treasurer or another by this Constitution and Bylaws, the Board of Directors, the President, or the Members. The Secretary shall also keep the Constitution and Bylaws of the Corporation and have the same with him or her at each meeting of Members. The Secretary shall note all amendments, changes, and additions to the Constitution and Bylaws and shall permit the same to be consulted by Members upon request.

ARTICLE IX

Board of Directors (BOD)

Composition. Past Elected Officers of this Corporation shall be eligible to be elected to the Board of Directors.

Regular Meetings. The Board of Directors may meet in regular session immediately following any regular or special meeting of the Members, without special notice to the members. A schedule of additional regular meetings may be determined from time to time by the members of the Board of Directors at any regular or special meeting.

Qualifications: Past Elected officers are eligible to be considered for election to the Board of Directors.

Election of Directors. Elections of Directors whose terms have expired shall be held at a regular or special meeting of the Members in August of each year, or as soon thereafter as

may be expedient. The Elected members of the Board of Directors shall elect one member of the Board of Directors to act as their President.

Terms. Elected Directors shall serve terms consisting of three (3) years. Any Elected Director may serve unlimited successive terms if so elected by the Full Members. If two or more members of the Board of Directors who's term is expiring at the same time, then the President of the Board will hold Rock, Paper, Scissors best of 3 contest to determine eligibility so the Board of Directors terms remain staggered.

Removal. An Elected Director may be removed from office upon two-thirds vote of the Full Members at any regular or special meeting with at least fourteen days' notice to the Members and to the Elected Director whose removal is to be considered. Only a petition signed by either the three members of the Elected Officers and 2 of the Elected Directors, or in the alternative by one fifth of the Full Members may initiate such proceedings.

Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board of Directors or two members of the Board of Directors acting in concert, without notice or upon whatever notice such convening authority deems appropriate. If notice of the call of a meeting of the Board of Directors is given, a bona fide attempt shall be made to give notice to all members of the Board of Directors, however no action of the Board of Directors shall be invalidated because of a lack of such notice. Any action may be taken at a special meeting that could be taken at a regular meeting.

Quorum; Voting. A quorum for the conduct of business at any regular or special meeting shall be a majority of the Board of Directors then holding office. Each member of the Board of Directors shall have one vote on each matter that comes before the Board of Directors. An act of the majority of the members of the Board of Directors present at any regular or special meeting at which a quorum is present shall be the act of the Board of Directors.

No action of the Board of Directors shall be invalidated because the meeting at which it was taken was not chaired by the President of the Board of Directors. Except when provided otherwise by law, the Articles of Incorporation, this Constitution and Bylaws, or the Board of Directors, all meetings of the Board of Directors shall be governed by Roberts Rules of Order, however in the absence of objection the chairman of the meeting may allow it to proceed informally.

ARTICLE X

Special Powers of the Board of Directors

Whenever it is impractical to present any matter to the Members because:

The emergency nature of the matter requires action before the next regular meeting of the Members and before a special meeting of the Members could reasonably be called; or

The pressing nature of the matter requires action before the next regular meeting of the Members, but the matter is of a minor nature rendering it inappropriate to call a special meeting of the Members; or

The matter was to have been presented to the Members at a regular or special meeting, and that meeting failed due to the lack of a quorum.

Then the Board of Directors may take any action with respect to such matter as the Members could have taken if it had been presented to them, subject to the following limitations:

No Full Member, Associate Member, or Family Membership may be expelled;

No elections may be held;

No Elected Officer may be removed from office;

Neither the Articles of Incorporation nor this Constitution and Bylaws may be amended.

Any action taken by the Board of Directors pursuant to this Article shall be reported to the Members at their next regular or special meeting.

ARTICLE XI

Contracts, Checks & Funds

Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the Elected Officers authorized by this Constitution and Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as set forth in a resolution of the Board of Directors. In the absence of such a resolution, any such instruments shall be signed by at least two Elected Officers of the Corporation.

Deposits. All funds of the Corporation shall be deposited periodically to the credit of the Corporation in such banks or other depositories as the Board of Directors may direct.

Audit or Accounting. An audit or accounting may be required by the Board of Directors or the Full Members, to determine that the assets and income of the Corporation are being managed and administered properly.

ARTICLE XII

A.R.R.L. Affiliation

It is the policy of this Corporation to be recognized as an American Radio Relay League Affiliated Club.

The Elected Officers of this Corporation shall use their best efforts to obtain and maintain this Corporation as an American Radio Relay League Affiliated Club.

It is the policy of this Corporation that membership shall not be denied to any person solely for the purpose of allowing the Corporation to become or remain an American Radio Relay League Affiliated Club.

ARTICLE XIII

Alternative Dispute Resolution

In the event an internal dispute arises that cannot be resolved within this Corporation, the dispute will be submitted to an appropriate alternative dispute resolution mechanism of the American Radio Relay League, if one is available. The appropriateness and availability of an alternative dispute resolution mechanism shall be determined solely by the American Radio Relay League.

For the purpose of this article, an "internal dispute" means any disagreement between two or more Elected Officers, Full Members, or Associate Members, concerning the operation or governance of this Corporation, or the interpretation of the Articles of Incorporation, the Constitution and Bylaws, or any enactment of the Board of Directors or the Members. This definition shall be interpreted liberally as it is the intent of this article to maximize the resolution of disputes within the framework of any available American Radio Relay League alternative dispute resolution mechanism and to minimize the resolution of disputes through traditional litigation.

The results of the alternative dispute resolution mechanism, if available, shall be final and binding on all Elected Officers, Full Members, Associate Members, and Family Memberships, unless the rules of the alternative dispute resolution mechanism provide otherwise.

Every Elected Officer, Full Member, Associate Member and Family Membership by accepting and retaining such status agrees to be bound by the provisions of this Article.

ARTICLE XIV

Notice

Whenever notice is required by this Constitution and Bylaws, it shall be in writing and served upon the party entitled thereto by personal delivery, e-mail, or by placing the notice in an envelope addressed to such party at his or her last known address and depositing the sealed envelope in a United States Post Office mail box with first class postage fully prepaid. When notice is served by mail or e-mail, actual receipt of notice by the party entitled thereto is not necessary for the notice to be effective. Inclusion of any notice in the official newsletter that is mailed or e-mailed to the party entitled to such notice shall be sufficient.

Proof of service of any required notice may be made by either of the following methods:

The person serving the notice may file a signed certificate of service with any member of the Board of Directors; or

If the person serving the notice is a member of the Board of Directors, by the oral statement of such person made at any regular or special meeting of the Members and so noted in the minutes.

When computing the number of days between the service of a notice and a meeting, the day of personal delivery or mailing of the notice shall not be counted, but every subsequent day, including the day of the meeting, shall be counted.

ARTICLE XV

Indemnification

Each of the Corporation's officers, directors, employees or agents, whether or not then in office, and their respective executors, administrators, and heirs, and each of the foregoing who is or was serving at the request of the Corporation as a director or officer of another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by

law, as not in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his or her capacity, or arising out of his or her status, as a director, officer, employee or agent of the Corporation, or, if serving at the request of the Corporation as a director or officer of another corporation, unless the conduct giving rise to said liability is adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The indemnification provided by this Article shall not be exclusive of any other right to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the Corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

ARTICLE XVI

Anti-Discrimination Policy

Membership in Tri County Amateur Radio Club is open to anyone interested in furthering the mission and goals of the T.C.A.R.C. As such, the T.C.A.R.C. encourages participation from all members, regardless of member sex, race, age, ethnicity, religion, marital status, sexual identity, health status, HIV status, physical ability, being a No-Code Extra, or mental ability. T.C.A.R.C. does not discriminate in hiring, electing, or appointing individuals based on any of the aforementioned characteristics.

Privacy Statement

T.C.A.R.C. is committed to protecting the privacy of its members. As such, T.C.A.R.C. does not sell or share its membership list with any agency, organization, or institution without the consent of the membership.

Article XVII

Dissolution & Disposition of Corporate Assets

The assets of this Corporation are irrevocably dedicated to charitable, scientific, and educational purposes. Liquidation, dissolution or abandonment of this Corporation will not inure the assets of the Corporation to the benefit of any private person, except as to one or more non-profit funds, foundations, corporations or other organizations which at the time of distribution shall have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions thereto, said beneficiary or beneficiaries to be selected by the Board of Directors.

ARTICLE XVIII

Amendments

This Constitution and Bylaws may be amended only by the following procedure:

At the request of either three members of the Board of Directors or one-fifth of the Members, a proposed amendment may be presented at any regular or special meeting of the Members, and shall then be held over for consideration at a regular or special meeting of the Members held at least fifteen days after the meeting at which it was first presented.

At least fourteen days prior to the meeting at which it is to be considered, notice of the proposed amendment shall be given to the Members.

The proposed amendment may be considered only at the meeting of Members specified in the notice, and only if a quorum is present at said meeting. The proposed amendment shall be adopted only if first passed by a vote of two thirds of the Full Members present at said meeting, and then ratified within thirty days by the Board of Directors.

After adoption, an amendment to this Constitution and Bylaws becomes effective immediately, unless the amendment provides otherwise.

Adopted by the Members pursuant to the procedural requirements of the previous Constitution and Bylaws on the 7 day of APRIL, 2018

Ralph D. Dyer President

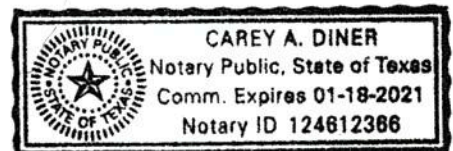
Jerry Thompson Vice President

Jeff Cox Secretary

[Signature] Board of Director

Nicole S. Boyer Board of Director

Michael D. Barne Board of Director



Carey A Diner 4/7/18