

Coppell Amateur Radio Enthusiasts

# Bylaws

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Coppell  
Amateur  
Radio  
Enthusiasts

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## Article I Offices

### Section 1.01 Principal office

The principal office of the corporation is located in Dallas County, State of Texas.

### Section 1.02 Change of address

The designation of the county or state of the corporation's principal office may be changed by amendment to these bylaws. The board of directors may change the principal office from one location to another within Collin, Dallas, Denton, Kaufman, Rockwall, or Tarrant counties and change the designation of the county of the corporation's principal office accordingly by noting the changed address and effective date below, and such changes of address and designated county shall not be deemed, nor require, an amendment of these bylaws.

New address: \_\_\_\_\_

County: \_\_\_\_\_

Dated: \_\_\_\_\_, 20 \_\_\_\_\_.

New address: \_\_\_\_\_

County: \_\_\_\_\_

Dated: \_\_\_\_\_, 20 \_\_\_\_\_.

New address: \_\_\_\_\_

County: \_\_\_\_\_

Dated: \_\_\_\_\_, 20 \_\_\_\_\_.

### Section 1.03 Registered agent and registered office

The board of directors may vote to change the registered agent or registered office of the corporation. Such changes shall not be deemed, nor require, an amendment of these bylaws. The board of directors shall update the appropriate agency of this state with the new registered agent or registered office information within a reasonable time after the change is adopted.

### Section 1.04 Other offices

The corporation may also have offices at such other places, within or without its state of corporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## Article II Nonprofit purposes

### Section 2.01 IRC Section 501(c)(3) purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### Section 2.02 Specific objectives and purposes

The specific objectives and purposes of this corporation shall be:

- a. To provide volunteer amateur radio communication services to government agencies and the general public in times of emergency;
- b. To provide community, state, and nation with volunteer amateur radio communication services in support of charitable agencies;
- c. To promote amateur radio related education;
- d. To promote programs that develop and improve the skills of licensed amateur radio operators; and
- e. To promote the development of new technology and scientific discoveries by supporting and encouraging research and technological innovation in the application of amateur radio.

### Section 2.03 Amateur Radio Emergency Service – ARES®

ARES® is a program of the American Radio Relay League. Should the corporation become affiliated with the ARRL ARES® program, the corporation will abide by the *Rules and Regulations of the ARRL's Field Organization* as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications.

## Article III Directors

### Section 3.01 Initial directors

The directors of the corporation named on the articles of incorporation shall be known as the initial directors.

### Section 3.02 Number

The corporation shall have seven (7) directors and collectively they shall be known as the board of directors.

### Section 3.03 Qualifications

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:

- a. must be full members of the corporation in good standing;
- b. must be amateur radio operators holding a valid license from the FCC; and
- c. may be required to successfully pass a background check.

### Section 3.04 Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### Section 3.05 Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their physical and, if available, electronic message addresses with the secretary of the corporation, and notices of meetings mailed, telegraphed, or electronically mailed to them at such addresses shall be valid notices thereof.

### Section 3.06 Term of office

With the exception of the initial directors, each director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies. One-half of the directors, or as close as possible by going over the value of one half, shall have terms commencing and ending on even-numbered years, and the remainder shall have terms commencing and ending on odd-numbered years.

The initial directors shall hold office continuously until removal or resignation, or the office is vacated per Section 3.15

### Section 3.07 Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payment to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article X of these bylaws.

### Section 3.08 Place of meetings

Meetings shall be held at locations as designated by the board of directors.

### Section 3.09 Regular meetings

Regular meetings of directors shall be held on the third Tuesday of each month unless such day falls on a legal holiday in which event the regular meeting shall be held at the same hour and place on the next business day. The board shall have the option to reschedule a regular meeting to another time or to cancel a regular meeting to help ensure quorum is present, to avoid conflicts with other events of



significance to the corporation's objectives and purposes, or for other reasons as found of significance by the board.

If this corporation makes no provision for members, then, at the regular meeting of directors held on the third Tuesday of March, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

### Section 3.10 Special meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at a location designated by the board of directors.

### Section 3.11 Notice of meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by electronic message, by telephone, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification or electronic message, notice shall be considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purposes of receiving notice.
- c. **Waiver of notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under the provision of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### Section 3.12 Quorum for meetings

A quorum shall consist of the majority of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### Section 3.13 Majority action as board action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### Section 3.14 Conduct of meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the current edition of Roberts Rules of Order, Newly Revised, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

### Section 3.15 Removal, resignation, and vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. A director who has let his or her membership in the corporation lapse for sixty (60) or more days is assumed to have lost interest and to have resigned. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

With the exception of initial directors, directors may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the director. If the director was elected to office, removal requires an affirmative vote equal to two-thirds of those permitted to vote to elect the director.

Initial directors may not be removed from office unless found guilty of an act against the corporation by a court of competent jurisdiction.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office for the unexpired term of the predecessor or until his or her death, resignation, or removal from office.

### Section 3.16 Nonliability of directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### Section 3.17 Indemnification by corporation of directors and officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### Section 3.18 Insurance for corporate agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## Article IV Officers

### Section 4.01 Designation of officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have other officers as may be determined from time to time by the board of directors.

### Section 4.02 Qualifications

Any natural person may serve as officer of this corporation. Any two or more offices, other than the offices of president and secretary, may be held by the same person.

### Section 4.03 Election and term of office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### Section 4.04 Removal and resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

### Section 4.05 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### Section 4.06 Duties of president

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of

the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

#### Section 4.07 Duties of vice president

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

#### Section 4.08 Duties of secretary

The secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of 1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or 2) sixty (60) days after the date of the meeting or written consent.
- d. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- e. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- f. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- g. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

- h. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### Section 4.09 Duties of treasurer

The treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- f. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### Section 4.10 Compensation

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payment to officers shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article X of these bylaws.

## Article V Committees

#### Section 5.01 Formation of committees

The corporation shall have committees as may from time to time be designated by resolution of the board of directors or as designated by the president. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## Section 5.02 Meetings and actions of committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, which such changes in the context of such bylaw provisions are as necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## Article VI Execution of instruments, deposits, and funds

### Section 6.01 Execution of instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### Section 6.02 Checks and notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and by one member of the board of directors.

### Section 6.03 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### Section 6.04 Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## Article VII Fiscal year

### Section 7.01 Definition

The fiscal year of the corporation shall start on the first day of January and end on the last day of December in each year.

## Article VIII Corporate records, reports, and seal

### Section 8.01 Maintenance of corporate records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board or the president, and, if this corporation has members, of all meetings of members, indicating the time and place of holding

such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

#### Section 8.02 Corporate seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument.

#### Section 8.03 Directors' inspection rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### Section 8.04 Members' inspection rights

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board or the president, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, or provisions of these bylaws, and provisions of law.

#### Section 8.05 Right to copy and make extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### Section 8.06 Periodic report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

### Article IX IRC 501(c)(3) tax exemption provisions

#### Section 9.01 Limitations on activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation 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 provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### Section 9.02 Prohibition against private inurement

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

#### Section 9.03 Distribution of assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### Section 9.04 Private foundation requirements and restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not



make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## Article X Conflict of interest and compensation approval policies

### Section 10.01 Purpose of conflict of interest policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 10.02 Definitions

- a. **Interested person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who as a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
  2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 10.03 paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 10.03 Conflict of interest avoidance procedures

- a. **Duty to disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. **Determining whether a conflict of interest exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for addressing the conflict of interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. **Violations of the conflict of interest policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 10.04 Record of board and board committee proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed

transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 10.05 Compensation approval policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
  1. the terms of the compensation arrangement and the date it was approved;
  2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
  3. the comparability data obtained and relied upon and how the data was obtained;
  4. if the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record into the minutes of the meeting the basis for its determination;
  5. if the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
  6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
  7. the minutes of the board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are

taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

#### Section 10.06 Annual statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflict of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 10.07 Periodic reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### Section 10.08 Use of outside experts

When conducting the periodic reviews as provided for in Section 10.07 the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### Article XI Nondiscrimination

#### Section 11.01 Nondiscrimination policy

The corporation does not and shall not discriminate on the basis of race, religion, gender, gender expression, age, national origin, disability, marital status, familial status, parental status, sexual orientation, genetic information, political ideology, military status, or sensory, mental, or physical ability in any of its activities or operations. This includes, but is not limited to, membership, events, educational programs, operating policies, or other activities. We are committed to providing an inclusive and welcoming environment.

## Article XII Amendment of bylaws

### Section 12.01 Amendment

Should there be no members of the corporation holding the power to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law or these bylaws, the bylaws may be altered, amended, or repealed, and new bylaws adopted by approval of the board of directors.

Should the corporation have members holding the power to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law or these bylaws, members shall not be permitted to submit measures regarding the adoption, amendment, or repeal of the bylaws directly to the membership for a vote. The board of directors shall first resolve to approve any measure regarding the adoption, amendment, or repeal of the bylaws before submitting the measure to the members for a vote. Any vote of the members regarding a measure to adopt, amend, or repeal the bylaws shall require at least two-thirds of the quorum present to approve the measure for it to pass. Members shall not be permitted to vote for measures regarding the adoption, amendment, or repeal of the bylaws by proxy or absentee ballot.

## Article XIII Construction and terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, certificate of formation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All reference in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## Article XIV Members

### Section 14.01 Determination and rights of members

The corporation shall have two classes of members: full members, and honorary members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

### Section 14.02 Qualifications of members

The qualifications for membership in this corporation are as follows:

- a. Be natural persons.
- b. Have a desire to learn about, support, or otherwise be active in the art of amateur radio.

- c. Accept and support the goals and principals of the corporation.
- d. Have positive reputation, if any, within the amateur radio community.
- e. Have positive reputation, if any, within the Coppell community and surrounding communities.

#### Section 14.03 Admission of members

Applicants seeking to become full members shall be admitted to membership after the applications are reviewed by the board of directors or a committee formed by the board of directors for this purpose to verify the applicants qualify for membership. Applications shall be reviewed at least monthly.

Honorary members shall be appointed by resolution of the board of directors for a term determined by the board.

#### Section 14.04 Fees and dues

The application fee and annual dues payable to the corporation by members shall be determined by the board of directors.

#### Section 14.05 Number of members

There is no limit on the number of members the corporation may admit.

#### Section 14.06 Membership code of conduct

Members of the corporation shall adhere to the membership code of conduct policy as adopted and amended from time to time by the board of directors.

#### Section 14.07 Membership book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

#### Section 14.08 Nonliability of members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### Section 14.09 Nontransferability of memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

#### Section 14.10 Termination of membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. Personal notification includes notification by telephone, by facsimile machine, or by electronic message. Any person terminating membership is not entitled to a pro rata refund of dues paid previously.
2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be

effective the day after the due date. A member may, within sixty (60) days of termination due to failure to pay dues, rejoin without needing to submit an application. After sixty (60) days, the member is required to reapply.

3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation for materially and seriously prejudicial conduct shall not receive a refund of dues already paid for the current dues period and shall not be permitted to rejoin for the six (6) months following the date of termination.
4. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously egregious to the interests or purposes of the corporation. Any person expelled from the corporation for materially and seriously egregious conduct shall not receive a refund of dues already paid for the current dues period and shall not be permitted to rejoin permanently.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## Article XV Meetings of members

### Section 15.01 Place of meetings

Meetings shall be held at locations as designated by the board of directors.

### Section 15.02 Regular meetings

An annual meeting of members shall be held on the third Tuesday of March for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Other regular meetings of the members shall be held on the third Tuesday of each month.

If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day. The board shall have the option to reschedule a regular meeting to another time or to cancel a regular meeting to avoid conflicts with other events of significance to the corporation's objectives and purposes or for other reasons as found of significance by the board.

### Section 15.03 Special meetings of members

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation, or by members having not less than one-tenth of the votes entitled to be cast at the meeting.

### Section 15.04 Notice of meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty



(60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, by facsimile machine, or by electronic message, provided however, in the case of facsimile notification or electronic mail, notice shall be considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the member, or to which the member consents, for the purposes of receiving notice.

No notice need be given of any regular meeting of the members.

Should a notice be sent for any meeting of members at which directors are to be elected, such notice shall also state the names of all those who are nominees or candidates for election to the board at the time the notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### Section 15.05 Quorum for meetings

A quorum shall consist of at least twenty-five percent (25%) of the voting members of the corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

#### Section 15.06 Majority action as membership action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present in the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

#### Section 15.07 Voting rights

Each full member is entitled to one vote on each matter submitted to a vote by the full members. Voting at duly held meetings shall be by voice vote. Election and removal of directors, however, shall be by written ballot.

Full members have the power to and are entitled to vote on:

- The election and removal of directors;
- Measures approved by the board regarding the adoption, amendment, or repeal of the corporation's bylaws; and
- Making recommendations to the board of directors on matters controlled and voted on by the board of directors.

Honorary members are not entitled to vote on matters and have no voting rights.

### Section 15.08 Action by written ballot

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots were mailed or delivered.

### Section 15.09 Conduct of meetings

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, or in his or her absence, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the current edition of Roberts Rules of Order, Newly Revised, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.