

BY-LAWS
of
TEXAS VHF-FM SOCIETY, INC.

ARTICLE ONE

NAME AND PURPOSE

- 1.1 **NAME.** The name of the corporation is TEXAS VHF-FM SOCIETY, INC. and may be hereinafter referred to as the Society.
- 1.2 **PURPOSE.** The purpose of this Society is to establish an educational, benevolent, eleemosynary, non-profit organization of members, and
- 1.2.1 To render public service through Amateur radio, and
 - 1.2.2 To gather and disseminate information concerning Amateur radio operation in the frequency modulation mode and repeater operation, and
 - 1.2.3 To coordinate efforts and establish standards in regard to repeater systems and associated functions, and
 - 1.2.4 To associate with groups similarly constituted in order to broaden the scope and function of Amateur radio as a service in the public interest, convenience or necessity, and
 - 1.2.5 To encourage experimentation by the Society members in advanced techniques in the use of repeaters in order that the general technical excellence of repeater systems shall be improved, and
 - 1.2.6 To place emphasis on maintenance of communication with Society members through meetings and bulletins distributed to members, and
 - 1.2.7 To insure the orderly and efficient use of the radio spectrum available to repeater systems by providing frequency coordination services to amateur radio operators throughout the State of Texas.

ARTICLE TWO

MEMBERS

- 2.1 **MEMBERSHIP.** Membership in this Corporation will be in eight (8) classes: General Membership, Vested Membership, Associate Membership, Family Membership, Affiliated Group Membership, Honorary Membership, Honorary Life Membership, Life Membership, and Family Life Membership.
- 2.1.1 **GENERAL MEMBERSHIP.** General membership shall be granted to anyone holding a current Amateur radio operator's license of any class, upon application and payment of dues.

- 2.1.2 VESTED MEMBERSHIP. Vested Membership will automatically be granted to repeater trustees upon assignment of a frequency coordination. This is in recognition of the fact that the actions of the Society can have an impact on repeater trustees. Vested Members are not eligible to vote in the General Meeting unless they are also a General Member. Criteria for a repeater trustee are defined in Part II of the Texas VHF-FM Society Standards for Frequency Coordination.
- 2.1.3 ASSOCIATE MEMBERSHIP. Associate Membership shall be granted to any unlicensed individual upon application and payment of dues.
- 2.1.4 FAMILY MEMBERSHIP. Family Membership shall be granted to licensed members of a General or Life Member's family upon application and payment of dues.
- 2.1.5 AFFILIATED GROUP MEMBERSHIP. Affiliated Group Membership may be granted to Organized Groups with interests similar to those of the Society, upon application and payment of dues. Affiliated Group Membership does not confer General Membership upon individuals of the affiliating group.
- 2.1.6 HONORARY MEMBERSHIP. Honorary Membership may be granted to individuals who have performed meritorious service for Amateur radio or the Society.
- 2.1.6.1 Honorary Membership for any period less than the life of the recipient may be granted by a majority vote of the Board of Directors.
- 2.1.7 HONORARY LIFE MEMBERSHIP. Honorary Life Membership may be granted by a majority vote of a quorum of voting Members upon recommendation of the Board of Directors.
- 2.1.8 LIFE MEMBERSHIP. Life Membership shall be granted to anyone holding a current Amateur radio operator's license of any class and payment of Life Membership dues.
- 2.1.9 FAMILY LIFE MEMBERSHIP. Family Life Membership shall be granted to any licensed family member of a Life Member's family upon the payment of Family Life Membership dues.
- 2.1.10 AFFILIATED GROUP LIFE MEMBERSHIP. Affiliated Group Life Membership may be granted to organized groups with interest similar to those of the Society, upon application and payment of life dues. Affiliated Group Life Membership does not confer General Membership upon individuals of the affiliated group.
- 2.2 TERM OF MEMBERSHIP. Except for Honorary Membership, Honorary Life Membership, Life Membership and Family Life Membership, the term of membership is concurrent with the fiscal year.
- 2.3 TERMINATION OF MEMBERSHIP. Membership will be terminated by non-payment of dues, following a one hundred twenty (120) day grace period.

ARTICLE THREE

DIRECTORS

3.1 **DIRECTORS.** The Society shall be managed by a Board of Directors.

They shall be responsible for conducting all society business between General Membership meetings.

3.1.1 **NUMBER OF DIRECTORS.** There shall be nine (9) Directors.

3.1.2 **ELECTION OF DIRECTORS.** Candidates for this election will be selected from the Membership, excluding Associate and Affiliated Group Members, and presented to the membership via the Society's Web site and at the last meeting of the fiscal year (Summer Meeting) by a nomination committee appointed by the President, or in his absence the Chairman of the previous general meeting. Additional candidates may be proposed by any Member present at this Summer meeting or via the web site after June 1st. Any eligible member desiring to vote in advance of the Summer Meeting may do so via the Society's web site. Any member who casts a ballot via the web site shall be deemed ineligible to vote in person at the Summer Meeting. Voting via the web site shall begin on July 1, and shall continue until seven (7) days before the Summer meeting. Nomination shall remain open during this time, and shall be posted to the web site no later than three days after receipt by the election committee. Votes cast via the web site shall only be for candidates that have been nominated and posted at the time of casting the ballot, and subsequent nominations shall not be a reason to allow voiding of a ballot. Election shall be by a plurality vote of the voting Members present at this Summer Meeting and the ballots cast via the web site. Not more than five (5) Directors shall be elected each year unless unexpired and vacated terms are to be filled, in case the maximum number of Directors elected will be five plus the number of unexpired and vacated terms to be filled.

3.1.3 **DIRECTORS TERM OF OFFICE.** Directors will serve for a two (2) year term.

ARTICLE FOUR

OFFICERS

4.1 **PRINCIPAL OFFICERS.** The principal officers of the Society shall be selected from the Board of Directors. They shall be President, Vice-President, Secretary, Treasurer, and Editor. These officers shall be elected by the Directors annually, immediately following the last meeting of the fiscal year and shall take office at that time.

4.2 **PRESIDENT.** The President shall preside at all meetings of the Society membership and all Director's meetings. He shall be an ex-officio member of all Society committees. He must sign all authorized contracts and other obligations and undertakings in the name of and

on behalf of the Society. He shall be the principal officer of the Society and shall have general charge of and supervision of the Society's affairs. He shall perform such other duties as may from time to time be assigned him by the Board of Directors. The President may delegate any specific signatory power to another Director.

4.3 VICE-PRESIDENT. At the request of the President, or in the event of his absence or disability, the Vice-President shall perform any and all duties of the President. The Vice-President shall have other powers and perform such other duties as the Board of Directors may from time to time assign.

4.4 SECRETARY. The Secretary shall attend, and disseminate the minutes of, all meetings of the Society membership and of the Board of Directors. He shall promptly disseminate such minutes to each Director, following each membership or Director's meeting.

4.4.1 The Secretary shall keep reports on all meetings of the committees of the Society and shall issue notice to the society membership of all membership meetings at least thirty (30) days in advance of each meeting. Publication in the Society's NEWS, on the Society website, or other electronic means shall be considered such notice.

4.4.2 In general, perform all duties incident to the office of Secretary, subject to the control of the Society.

4.4.3 Keep a current list of Society membership, and shall supply such list to each Director.

4.4.4 Keep the Charter, Articles of incorporation, and By-Laws and have them with him at all meetings. He will cause all amendments, changes, and additions to be noted therein and will permit the same to be consulted by members on request.

4.4.5 Record Retention. The Secretary shall maintain Society records as follows:

Charter: Indefinitely

By-Laws and amendments to by-laws: Indefinitely (ref. para. 4.4.4)

Address of Record: Indefinitely

All Internal Revenue Service correspondence: Indefinitely (This especially includes our determination of 501c3 status.)

All State of Texas correspondence: Indefinitely

All documents concerning Legal Proceedings: Indefinitely

Minutes of Meetings: 5 years

Financial records: 5 years

Society correspondence: 2 years (longer at the discretion of the Secretary)

Society publications: NEWS: Indefinitely, Repeater Directory: 2 years

4.5 TREASURER. The Treasurer will have control of all funds of the Society subject to such regulations as may be prescribed by Society membership. The Treasurer may endorse on behalf of the Society for collection, checks, notes, and other obligations and shall promptly deposit the same and any other receipts received in cash in such banks or other depositories as shall

be designated by the Society. The Treasurer shall enter regularly on the books of the Society, to be kept by him for that purpose, full and accurate accounts of all monies and property received, and all monies and obligations paid or incurred for the account of the Society and shall exhibit such books for inspection to the Board of Directors at all reasonable times.

4.5.1 The Treasurer shall also provide a report of the current financial condition of the Society at each Society meeting. He will, at the end of his term of office, relinquish to his successor everything in his possession belonging to the Society.

4.5.2 Bank account signatory authority shall be limited to the President, Vice-President, and Treasurer.

4.5.3 The Society shall maintain a fidelity bond for the President, Vice-President, and Treasurer.

4.5.4 The Treasurer shall maintain such contact as is necessary with the Internal Revenue Service. In particular, he shall submit IRS form 990 as required.

4.6 EDITOR. The Editor shall be responsible for publication of the organ adopted by the Society. In this respect, he will coordinate dissemination of Society news, information and education. He will chair the Publications Committee and select committee members.

4.7 VACANCIES. In the event of death or resignation or inability to serve of any Director, the remaining Directors shall appoint a replacement from the Membership, excluding Associate and Affiliated Group Members, to serve in the vacated position until the next meeting of the Society Membership. In the event of the death or resignation or inability to serve of any principal officer prior to the expiration of the term for which he was elected, the Directors shall fill the vacancy from the remaining Directors.

4.8 REMOVAL FROM OFFICE. Any officer may be removed from office for conduct deemed detrimental to the Society or to Amateur radio, following a hearing before the Board of Directors, a unanimous recommendation of the Board of Directors (excepting that officer in question), and a majority vote of the voting Membership taken by mail ballot. Only those ballots return postmarked within twenty (20) days of their mailing will be counted.

ARTICLE FIVE

COMMITTEES

5.1 COMMITTEES. Committees shall be authorized by the Board of Directors as required and shall serve for a period not to exceed two (2) years.

5.2 STANDING COMMITTEES. There shall be at least four (4) standing committees: Publications, Technical, Frequency Coordination, and Database.

5.2.1 PUBLICATIONS COMMITTEE. The Publications Committee shall write and publish the society organ, the Texas VHF-FM Society NEWS.

5.2.2 TECHNICAL COMMITTEE. The Technical Committee will investigate

methods and techniques designed to bring to fruition plans formulated by the Board of Directors.

5.2.2.1 The Technical Committee shall be chaired by a Technical Coordinator selected by the Board of Directors each two (2) years. He may be selected to succeed himself.

5.2.2.2 The Technical Committee should be composed of a representative selected by each Affiliated Group, and such others as the Technical Coordinator may select.

5.2.3 **FREQUENCY COORDINATION COMMITTEE.** The Frequency Coordination Committee shall provide frequency coordination services to all amateur radio operators in the State of Texas. These services shall be provided without charge and whether or not the requestor is a member of the Society.

5.2.3.1 The Frequency Coordination Committee shall be chaired by the Frequency Coordinator, who shall be selected by the President and ratified by the Board of Directors. He shall serve until his successor is appointed.

5.2.3.2 The Frequency Coordination Committee shall be composed of one (1) or more Zone Frequency Coordinators appointed by the Frequency Coordinator. Each Zone Frequency Coordinator shall be responsible for frequency coordination and spectrum management in the specific geographic area of the State of Texas and frequency bands assigned to him by the Frequency Coordinator.

5.2.3.3 The Frequency Coordination Committee shall adopt standards and rules for fair, equitable, and technically sound frequency coordination and spectrum management. The Technical Committee shall assist in this effort as required.

5.2.3.4 The Frequency Coordination Committee shall maintain good working relations with the Federal Communications Commission and shall obtain and maintain recognition from the F.C.C. as the recognized frequency coordination agency for the State of Texas.

5.2.4 **DATABASE COMMITTEE.** The Database Committee shall function as the "Information Technology Department" for the Society, and provide database management, database access, security, and backups for the data used in the various functions of the Society. This data includes, but is not limited to Membership Information, Membership Financial Information, Frequency Coordination Data, Web Data, and any other forms of electronic information used by the Society.

5.2.4.1 The Database Committee will investigate and implement sound Information Technology practices to insure that standards are followed for the authorized access of data, retention of needed data, regular backups, and compliance with any governmental rules concerning the use, retention or release of the Society's database records.

5.2.4.2 The Database Committee will work with the Board of Directors, State Coordination Chairman and all coordinators to develop and implement these standards and where needed develop or aquaria software to accomplish these goals.

5.2.4.3 The Database Committee shall be chaired by the Database Committee Chairman who shall be selected by the President and ratified by the Board of Directors and will serve until a successor is appointed.

5.3 REMOVAL OF COMMITTEE CHAIRMEN FROM OFFICE. The President may remove

any Committee Chairman from office for neglect of Duty or for conduct detrimental to the Society.

5.4 REVIEW OF DECISIONS. Decisions of all committees are subject to the review of the Board of Directors and may be overruled by them.

ARTICLE SIX

MEETINGS

6.1 SOCIETY MEMBERSHIP MEETINGS. There shall be two (2) General Meetings per year, held at approximate six (6) month intervals. Meetings will generally be held in the months of February (Winter Meeting) and August (Summer Convention).

6.2 SPECIAL MEETINGS. Special Meetings shall be called by the President when requested by a majority of the Directors. The agenda for Special Meetings shall be stated in the announcement of the meeting and shall be limited thereto.

6.3 DIRECTOR'S MEETINGS. The Directors shall meet at least twice yearly, upon request by the principal officer of the Society. Society Members may attend Director's Meetings.

6.4 QUORUM. At any General or Special meeting, the voting Members attending will be considered a quorum.

6.5 DIRECTOR'S QUORUM. At any meeting of the Board of Directors a majority of the Board will be considered a quorum for the transaction of business.

6.6 VOTING. All Society Members, excluding Associate and Affiliated Group Members, may vote at a Society Membership or Special Meeting. Only Directors may vote at a Director's Meeting.

6.6.1 All decisions at any meeting of the membership or Board of Directors or a committee shall be by a majority vote of a quorum. Each voting member shall have one (1) and only one (1) vote and no voting by proxy shall be permitted.

6.6.2 Notwithstanding the provisions of any other part of these By-Laws, the Chairman of any Regular or Special Meeting may interrupt ordinary parliamentary procedure at any time to conduct a non-binding straw vote on any issue, whether or not that issue

is under discussion at the time of the interruption.

6.6.3 Any proposed change to existing Society Band Plans or Standards for Coordination, or any other motion the adoption of which may have an adverse affect on repeater trustees shall automatically be postponed. The determination to postpone a motion or bring it to a vote shall be made by the chair. A determination that the motion shall be postponed is not subject to appeal. This postponed motion shall not be brought before the membership for a vote until the Vested Membership is polled in writing for agreement or non-agreement and the results of the poll are made known to the membership. This poll shall be conducted prior to the next regular membership meeting. Vested Members can be notified via email or postcard and the poll results may be collected via the Society's web site. The rules in this paragraph are intended to protect the rights of Vested Members not present at the meeting, and may not be suspended by vote of the membership.

ARTICLE SEVEN

PARLIAMENTARY PROCEDURE

7.1 Robert's Rules of Order shall serve as the parliamentary authority of the Society for all rules and procedures not specified in the Articles of Incorporation or in these By-Laws.

ARTICLE EIGHT

FISCAL AFFAIRS

8.1 **FISCAL YEAR.** The fiscal year shall commence with the adjournment of the Summer semi-annual meeting.

8.2 **AUDITS.** The Directors shall audit the books of the Society after the Summer semi-annual meeting and shall report the condition of the books at the next regular meeting of the Board of Directors. An audit by a third party shall be performed when the Treasurer changes. The report of this audit will be given to the Board of Directors.

8.3 **SOCIETY FUNDS.** All funds and properties received by or coming into custody of the Society belong to and are trust funds and property of the Society to be expended only in accordance with the regulations prescribed by the Society.

8.4 **DUES.** Membership in the Society shall be maintained by the payment of dues excluding Honorary and Honorary Life Membership.

8.4.1 **GENERAL MEMBERSHIP.** General Membership dues shall be fifteen (15) dollars per fiscal year.

8.4.2 **VESTED MEMBERSHIP.** Vested members are not required to pay dues but are encouraged to also belong to the society as a General

Member.

- 8.4.3 ASSOCIATE MEMBERSHIP. Associate Membership dues shall be ten (10) dollars per fiscal year.
- 8.4.4 FAMILY MEMBERSHIP. Family Membership dues shall be one (1) dollar per person per fiscal year.
- 8.4.5 AFFILIATED GROUP MEMBERSHIP. Affiliated Group Membership dues shall be fifteen (15) dollars per fiscal year.
- 8.4.6 HONORARY MEMBERSHIP. Honorary members shall pay no dues.
- 8.4.7 HONORARY LIFE MEMBERSHIP. Honorary Life Members shall pay no dues.
- 8.4.8 LIFE MEMBERSHIP. Life Membership dues shall be a one-time payment of twenty (20) times the General Membership dues. The monies received from this class of membership shall be prudently invested by the Treasurer at the highest rate of interest possible and the interest income only will be used for the business of the Texas VHF-FM Society, Inc.
- 8.4.9 FAMILY LIFE MEMBERSHIP. Family Life Membership dues shall be a one-time payment of twenty five (25) times the annual Family Membership dues rate. A provision is included for Life Membership to be acquired upon the additional payment of the difference in dues normally required for Life Membership, should the principal Life Member die, become divorced or separated from the member concerned. The monies received from this class of membership shall be added to the monies of the Life Membership fund and invested as stated in Article 8.4.8.
- 8.5 SOCIETY BUDGET. The President shall submit an annual budget to the membership for approval. This budget shall be presented at the first meeting of the fiscal year, and if approved, will authorize the Treasurer to disburse Society funds in the amounts stated in the budget, as required, or upon the request of the appropriate officer or committee chairman.
- 8.6 DISBURSEMENTS. The Treasurer shall make all disbursements of the Society's funds. No single item disbursement shall exceed one-hundred (100) dollars unless authorized in the Society Budget or by the provisions of Articles 8.7 and 8.8. The Treasurer shall disburse funds upon receipt of adequate documentation and shall maintain a file of said documentation for a period of 5 fiscal years.
- 8.7 PRESIDENT'S DISCRETIONARY FUND. The President shall have a discretionary fund not to exceed one hundred (100) dollars each fiscal year. He may order disbursements against this fund for Society purposes only.
- 8.8 DIRECTOR'S DISBURSEMENT AUTHORITY. The Directors may order disbursements for emergency needs which arise prior to the next scheduled membership meeting. The Director's emergency disbursement authority shall not exceed one hundred (100) dollars per item disbursement.

8.9 The Board of Directors may borrow or lease certain equipment items of high cost under terms suitable to the Board. Leased items shall be budgeted in advance if the cost exceeds the specifications in Articles 8.6, 8.7, and 8.8.

ARTICLE NINE

SEAL AND LOGO

9.1 **SEAL.** The SEAL of the Society shall be:

9.2 **LOGO.** The LOGO of the Society shall be:



9.3 **USE OF SEAL AND LOGO.** No officer, director, or member of the Society shall use either the seal or logo of the Society on any document in a manner that would cause a reasonable person to believe that such document is an official publication of the Society unless that is, in fact, the case.

ARTICLE TEN

AMENDMENTS

10.1 AMENDMENTS TO THE ARTICLES OF INCORPORATION.

10.1.1 **NOTICE OF PROPOSED AMENDMENT.** Proposals for amendments to the Articles of Incorporation must be submitted in writing to the Secretary no later than sixty (60) days prior to the next Society Membership meeting.

10.1.2 The Secretary shall notify the Society members of each proposed amendment at least thirty (30) days prior to the next Society Membership meeting.

10.1.3 At the next Society Membership meeting the proposed amendments will be submitted to the membership. A two-thirds vote of a quorum shall be required to adopt an amendment.

10.2 AMENDMENTS TO THE BY-LAWS, BAND PLANS OR STANDARDS FOR FREQUENCY

COORDINATION. The By-laws shall be reviewed at the first directors' meeting of the fiscal year.

10.2.1 Changes, additions, or corrections to the By-Laws may be proposed by the Directors or by any voting Member at any Society meeting. Such proposals shall require a majority vote of a quorum of the voting Membership for their adoption.

10.2.2 A proposal to amend the By-laws, band plans or standards for frequency coordination shall be submitted in writing to the Secretary, and signed by the person making the proposal.

The language to be inserted shall be underlined. The proposed language to be deleted shall be stricken with a horizontal line. Other methods of clearly delineating the specific changes to be made are allowed.

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