

TSARC, INCORPORATED
(Formerly TEXAS SOUTHMOST AMATEUR RADIO CLUB, INCORPORATED.)

CONSTITUTION AND BY-LAWS

AS AMENDED TO FEBRUARY 1992

TSARC, INCORPORATED
(Formerly TEXAS SOUTHMOST AMATEUR RADIO CLUB, INCORPORATED.)

CONSTITUTION AND BY-LAWS

ADOPTED : FEBRUARY 1, 1962

REVISED: JANUARY 1, 1966 - SEPTEMBER 4, 1968 - JANUARY 1970
DECEMBER 1972 - DECEMBER 1975 - DECEMBER 1976 - MAY 1978
JANUARY 1985 - MARCH 3 1987 - FEBRUARY 1992
DECEMBER 16, 2002

PREAMBLE

TSARC INC., SUBSCRIBED TO THE PURPOSES AND
OBLIGATIONS SET FORTH:

1. TO PROMOTE THE INTEREST IN AND TO FURTHER THE PRINCIPLES AND IDEALS OF AMATEUR RADIO AS OUTLINED BY THE AMERICAN RADIO RELAY LEAGUE.
2. TO PROVIDE EDUCATIONAL INSTRUCTION AND ADVISE TO THOSE PERSONS IN OBTAINING AN AMATEUR RADIO OPERATORS LICENSE.
3. TO PROMOTE INTEREST IN THE DESIGN AND CONSTRUCTION OF RADIO EQUIPMENT AND DEVICES WITHIN THE LIMITATIONS OF THE CLUB FACILITIES AND FEDERAL LAWS GOVERNING AMATEUR RADIO.
4. TO ASSIST THE CIVIL AUTHORITIES WHEN CALLED UPON, WITHIN THE CAPABILITIES IF THE CLUB, WITH EMERGENCY OR SPECIAL COMMUNICATIONS SERVICES OR SUPPORTING A PRACTICE EMERGENCY NET.

IN ORDER TO AID IN THE ADVANCING OF THESE IDEALS, TSARC INC. HEREWITH SETS FORTH ITS CONSTITUTION AND BY-LAWS, OF WHICH THE PREAMBLE IS A PART.

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NAME

THIS ORGANIZATION SHALL BE KNOWN AS TSARC, INCORPORATED.

ARTICLE II

HEADQUARTERS

THE PRINCIPAL PLACE OF MEETING, CONDUCTING BUSINESS, OPERATING CLUB EQUIPMENT AND THE MAILING ADDRESS SHALL BE AS DESIGNATED BY THE BOARD OF DIRECTORS. THE MAILING ADDRESS WILL USUALLY BE THAT OF THE SECRETARY.

ARTICLE III

SECTION 1. THE MEMBERSHIP SHALL BE LIMITED TO ALL PERSONS WHO EXPRESS
AN INTEREST IN AMATEUR RADIO AND ITS PROGRESS

SECTION 2. MEMBERSHIP SHALL BE CLASSIFIED AS ACTIVE, FAMILY, HONORARY AND STUDENT.

PARAGRAPH A. AN ACTIVE MEMBER SHALL BE CONSIDERED AS ONE WHOSE DUES ARE CURRENTLY PAID. THE RIGHT TO VOTE SHALL BE RESTRICTED TO THOSE ACTIVE MEMBERS WHO HOLD A CURRENT AMATEUR RADIO OPERATORS LICENSE. OTHERWISE, EXCEPT AS LIMITED HEREAFTER, ACTIVE MEMBERS SHALL BE TENDERED ALL PRIVILEGES AND BENEFITS OF THE CLUB.

PARAGRAPH B. A FAMILY MEMBER SHALL BE A CURRENTLY LICENSED AMATEUR RADIO OPERATOR WHO IS A MEMBER OF THE IMMEDIATE FAMILY [SPOUSE OR CHILD] OF AN ACTIVE MEMBER. A FAMILY MEMBER SHALL HAVE THE SAME STATUS AND PRIVILEGES OF AN ACTIVE MEMBER, INCLUDING THE RIGHT TO VOTE AND HOLD OFFICE.

PARAGRAPH C. AN HONORARY MEMBER SHALL BE ONE CONSIDERED BY THE CLUB AS WORTHY OF SPECIAL RECOGNITION, BY POSSESSING SUCH PRESTIGE IN THE FIELD OF COMMUNICATIONS TO WARRANT GRANTING MEMBERSHIP IN THE CLUB AS AN HONORARY MEMBER. HE NEED NOT PAY DUES, BUT SHALL BE ACCORDED ALL OF THE PRIVILEGES OF MEMBERSHIP EXCEPT THE RIGHT TO VOTE AND HOLD OFFICE.

PARAGRAPH D. A STUDENT MEMBER SHALL BE A CURRENTLY LICENSED AMATEUR RADIO OPERATOR WHO IS A FULL TIME STUDENT. HE NEED NOT PAY DUES, BUT SHALL HAVE ALL MEMBERSHIP PRIVELAGES EXCEPT THE RIGHT TO VOTE AND HOLD OFFICE.

ARTICLE IV

OFFICERS AND DIRECTORS

SECTION 1. OFFICERS AND DIRECTORS SHALL BE ACTIVE MEMBERS, EACH HOLDING A CURRENT AMATEUR RADIO OPERATORS LICENSE. OFFICERS AND DIRECTORS SHALL BE ELECTED FROM THE MEMBERSHIP, AS SPECIFIED IN THE BY-LAWS, AND SHALL HOLD OFFICE FOR ONE CALENDAR YEAR. AN OFFICER OR DIRECTOR MAY SUCCEED HIMSELF.

SECTION 2. THE OFFICERS SHALL BE PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER. THE SECRETARY AND TREASURER MAY BE COMBINED IN ONE PERSON.

SECTION 3. THE BOARD OF DIRECTORS SHALL BE COMPOSED OF PRESIDENT OF THE CLUB AND THREE DIRECTORS. THE PRESIDENT SHALL BE CHAIRMAN OF THE BOARD. NO OTHER OFFICER MAY SERVE ON THE BOARD.

SECTION 4. ANY OFFICER OR DIRECTOR MAY BE REMOVED AT ANY CLUB MEETING BY A VOTE OF TWO-THIRDS OF MEMBERS ELIGIBLE TO VOTE. NO PROXY VOTES WILL BE ACCEPTED FOR THIS PURPOSE.

ARTICLE V

COMMITTEES

SECTION 1. THE ONLY STANDING COMMITTEE IS THE ENGINEERING COMMITTEE.

SECTION 2. ALL OTHER COMMITTEES, EXCEPT THE NOMINATING COMMITTEE, SHALL BE DESIGNATED AND APPOINTED BY THE NEWLY-ELECTED PRESIDENT.

SECTION 3. A NOMINATING COMMITTEE OF THREE MEMBERS SHALL BE NOMINATED AND ELECTED BY A MAJORITY VOTE OF MEMBERS PRESENT AT THE NOVEMBER MEETING. NO OFFICER OR DIRECTOR SHALL SERVE ON THIS COMMITTEE.

ARTICLE VI

DISBANDMENT

SHOULD IT AT ANY TIME BECOME THE DESIRE OF THE ACTIVE MEMBERSHIP OF THIS CLUB THAT THEY DISSOLVE, DISBAND, MERGE WITH ANY OTHER ORGANIZATION AND SURRENDER THE CHARTER OF TSARC, INCORPORATED (Formerly TEXAS SOUTHMOST AMATEUR RADIO CLUB, INCORPORATED.) THE BANK ACCOUNTS AND ALL OTHER ASSETS OF THE CLUB WILL BE DISPOSED OF

ACCORDING TO THE DESIRE OF THREE-FOURTHS OF THE ACTIVE VOTING MEMBERS.

ARTICLE VII

SECTION 1. AMENDMENTS TO THIS CONSTITUTION MAY BE MADE BY A VOTE OF TWO-THIRDS OF THE MEMBERS ELIGIBLE TO VOTE. AN AMENDMENT PROPOSED AT ONE MEETING SHALL LAY OVER UNTIL THE NEXT REGULAR MEETING. PROXY VOTES WILL BE ACCEPTED FOR THIS PURPOSE.

SECTION 2. IF AND WHEN THIS CONSTITUTION IS ADOPTED BY THE MEMBERSHIP UNDER PROVISIONS OF THE PRECEDING CONSTITUTION, IT SHALL BECOME EFFECTIVE IMMEDIATELY, AND SHALL REPLACE AND SUPERSEDE ALL PREVIOUS CONSTITUTIONS AND THEIR AMENDMENTS.

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BY--LAWS

ARTICLE I

FISCAL YEAR

THE FISCAL YEAR SHALL COINCIDE WITH THE CALENDAR YEAR. HALF YEARS ARE DESIGNATE JANUARY THROUGH JUNE, AND JULY THROUGH DECEMBER, AS THE FIRST AND SECOND HALF RESPECTIVELY. QUARTERS ARE DESIGNATED AS JANUARY-FEBRUARY-MARCH, APRIL=MAY=JUNE, JULY-AUGUST-SEPTEMBER AND OCTOBER-NOVEMBER-DECEMBER, AS FIRST, SECOND, THIRD AND FOURTH QUARTERS, RESPECTIVELY.

ARTICLE II

MEETINGS

SECTION 1. ONE REGULAR MEETING OF THE CLUB SHALL BE HELD EACH MONTH. MEETINGS MAY BE SUSPENDED FOR A SPECIFIED PERIOD OF TIME AT ANY MEETING BY A MAJORITY VOTE OF MEMBERS PRESENT.

SECTION 2. A SPECIAL MEETING MAY BE CALLED BY THE PRESIDENT ON ADVANCE NOTICE OF ONE WEEK, OR BY FIVE ACTIVE VOTING MEMBERS ON

ADVANCE NOTICE OF ONE WEEK.

SECTION 3. THE DATE OF ANY MEETING MAY BE CHANGED BY THE PRESIDENT
FOR GOOD REASON.

SECTION 4. ROBERTS RULES OF ORDER SHALL GOVERN THE CONDUCT OF ALL MEETINGS.

ARTICLE III

OFFICERS

SECTION 1. THE PRESIDENT SHALL PRESIDE AT MEETINGS OF THE CLUB, APPOINT COMMITTEES AND ACT AS EX-OFFICIO MEMBER OF THEM, EXCEPT THE NOMINATING COMMITTEE, AND PERFORM OTHER DUTIES AS PROPERLY PERTAINS TO HIS OFFICE. HE WILL COUNTERSIGN ALL CHECKS FOR DISBURSEMENT OF CLUB FUNDS, AND BE RESPONSIBLE TO SEE THAT EXPENDITURES ARE MADE AS AUTHORIZED IN THESE BY-LAWS.

SECTION 2. THE VICE PRESIDENT SHALL ACT AS PRESIDENT IN HIS ABSENCE. HE SHALL HAVE CHARGE OF ELECTIONS EXCEPT ONE FOR THE REMOVAL OF THE VICE-PRESIDENT HIMSELF.. IN SUCH A CASE THE SECRETARY SHALL PRESIDE.

SECTION 3. THE SECRETARY SHALL CONDUCT CORRESPONDENCE AT THE
DIRECTION OF THE CLUB AND ITS OFFICERS, TAKE THE MINUTES AND MAKE ACCURATE RECORD OF THE PROCEEDINGS AT CLUB MEETINGS, AND PERFORM ALL OTHER DUTIES THAT PROPERLY PERTAIN TO HIS OFFICE. HE SHALL PRESIDE AT CLUB MEETINGS IN THE ABSENCE OF BOTH THE PRESIDENT AND VICE-PRESIDENT.

SECTION 4. THE TREASURER SHALL RECEIVE AND DISBURSE ALL CLUB MONEY; HE SHALL MAINTAIN THE CLUB ACCOUNT IN AN APPROVED DEPOSITORY; HE SHALL MAINTAIN AN ACCURATE RECORD OF CLUB FINANCIAL ACTIVITY; HE SHALL DEPOSIT ALL FUNDS COLLECTED BY THE CLUB IN THE APPROVED DEPOSITORY, AND MAKE DISBURSEMENTS FROM THIS DEPOSITORY BY CHECK ONLY; HE SHALL MAKE MONTHLY AND ANNUAL FINANCIAL REPORTS; HE SHALL SIGN ALL CHECKS ; AND HE SHALL KEEP A RECORD OF ALL CLUB PROPERTIES AND VALUE THEREOF.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. THE BOARD OF DIRECTORS SHALL HAVE GENERAL SUPERVISION OVER MATTERS PERTAINING TO THE CLUB. IT MAY ORIGINATE AND RECOMMEND POLICIES TO THE CLUB. WHENEVER AN EMERGENCY

MEETINGS,

DEMANDING IMMEDIATE ACTION ARISES BETWEEN REGULAR

IT SHALL HAVE POWER TO ACT FOR THE CLUB. ITS ACTIONS SHALL BE SUBJECT TO APPROVAL BY THE CLUB; A SIMPLE MAJORITY OF ACTIVE VOTING MEMBERS PRESENT AT A CLUB MEETING SHALL BE NECESSARY TO OVERRULE ANY ACTION OF THE BOARD OF DIRECTORS. THE BOARD SHALL MEET AT THE CALL OF THE PRESIDENT OR AT THE REQUEST OF TWO BOARD MEMBERS. A QUORUM AT A BOARD MEETING SHALL BE THREE MEMBERS, OR THE PRESIDENT AND TWO OTHER MEMBERS. ANY ACTION OF THE BOARD MUST RECEIVE AN AFFIRMATIVE VOTE OF THREE BOARD MEMBERS OR TWO BOARD MEMBERS AND THE PRESIDENT,

SECTION 2. THE BOARD SHALL PERFORM OTHER DUTIES AS OUTLINED IN THE CONSTITUTION AND BY-LAWS.

ARTICLE V

MEMBERSHIP

SECTION 1. APPLICATION FOR MEMBERSHIP MAY BE PRESENTED AT ANY REGULAR

MEETING. IT SHALL LAY OVER UNTIL THE NEXT OR SUBSEQUENT REGULAR MEETING. THEN A SIMPLE MAJORITY OF ACTIVE VOTING MEMBERS PRESENT SHALL ACCEPT THE APPLICANT AS A MEMBER OF THE APPROPRIATE CLASSIFICATION.

SECTION 2. MEMBERSHIP MAY BE SUSPENDED BY MOTION FROM THE FLOOR ONLY AT A REGULAR CLUB MEETING. THIS MOTION MUST LAY OVER UNTIL THE NEXT REGULAR CLUB MEETING, AND MAY BE VOTED UPON. THE VOTE OF TWO-THIRDS OF THE ENTIRE ACTIVE VOTING MEMBERS IS REQUIRED TO PASS SUCH A MOTION. PROXY VOTES WILL NOT BE ACCEPTED. THE MOTION SHALL AUTOMATICALLY FAIL IF IT IS NOT BROUGHT UP AT THE DESIGNATED MEETING. IN CASE OF SUSPENSION, THE PERSONS DUES SHALL BE RETURNED PRO-RATA, EXCLUDING THE QUARTER IN WHICH THE ACTION TAKES PLACE.

SECTION 3. A MEMBER MAY RESIGN BY WRITTEN NOTICE TO THE PRESIDENT OR SECRETARY, OR BY ANNOUNCING IT AT ANY CLUB MEETING. THE RESIGNATION WILL BECOME EFFECTIVE IMMEDIATELY UPON RECEIVING THE WRITTEN NOTICE BY THE OFFICER OR ITS ANNOUNCEMENT AT THE MEETING. ALSO, A MEMBER IN ARREARS OF DUES OF MORE THAN ONE QUARTER IS CONSIDERED TO HAVE RESIGNED. IN CASE OF THE RESIGNATION OF A MEMBER WHOSE DUES ARE CURRENTLY PAID, HIS DUES MAY BE REFUNDED AT HIS REQUEST , EXCLUDING THE QUARTER IN WHICH HIS RESIGNATION TAKES PLACE.

ARTICLE VI

DUES

