

BY-LAWS

ALAMO AREA RADIO ORGANIZATION, INC. (AARO)

As persons interested in Amateur Radio, we wish to secure the pleasures and benefits of associating with other persons with a simi-lar interest. For that reason, we have constituted ourselves as a corporation known as the Alamo Area Radio Organization, Inc. hereafter referred to as AARO, recognized by the Internal Revenue Service under Section 501(c)(3) of the IRS Code, and we enact these bylaws as our governing law. This document, and its future amendments, supersedes all previous bylaws for AARO upon ratification.

Our goal is to promote Amateur Radio as a worthwhile hobby, to promote the advancement of technical competence and operator skills in the art of Amateur Radio, and to serve the community by providing public service and emergency communications.

ARTICLE I

Section 1. The Corporation shall be known as the "Alamo Area Radio Organization, Inc.," and hereinafter referred to as AARO or the Corporation.

Section 2. THE PURPOSE OR PURPOSES OF THE CORPORATION ARE: To assist the community in any way possible through radio communications when called upon to do so, and to promote the enjoyment, appreciation, the sharing of knowledge and advancement of Amateur Radio.

Section 3. THE ALAMO AREA RADIO ORGANIZATION IS A NONPROFIT CORPORATION, organized and existing pursuant to the corporate laws of the State of Texas.

Section 4. NON-PROFIT STATUS: The Corporation shall have no capital stock and shall not be conducted for pecuniary profit. No income or money of any sort received by AARO shall accrue to the pecuniary benefits of any member of AARO, or to those persons within the relationship which would preclude AARO being treated as a Non-Profit entity by the Internal Revenue Code. However, actual expenses and reasonable compensation for services actually rendered to and for AARO may be paid to a member or other persons who may incur such an expense or render such service.

Section 5. PROPERTY: AARO shall have the power to acquire, own, and convey property in order to carry out its purposes and to use reasonable and appropriate means for attainment of such objectives.

ARTICLE II

Section 1. TYPES OF MEMBERSHIPS: The types of membership in the CORPORATION shall consist of MEMBERS, ASSOCIATE MEMBERS and MILITARY.

A. MEMBER: MEMBERS are those in good standing in the CORPORATION and hold a valid amateur radio license.

B. ASSOCIATE MEMBER: ASSOCIATE MEMBERS are those in good standing in the CORPORATION who do not hold a valid amateur radio license. ASSOCIATE MEMBERS may NOT vote.

C. MILITARY MEMBER: MILITARY MEMBERS 1) The term “member of the armed forces” means (A) a member of the armed forces who is serving on active duty, The United States Armed Forces are the military forces of the United States. The armed forces consist of six service branches: the Army, Marine Corps, Navy, Air Force, Space Force, and Coast Guard. (B) a member of the National Guard who is serving on full-time National Guard duty, or (C) a member of a Reserve component or the Space Force while performing inactive-duty training. Active duty military personnel who hold a valid amateur radio license and enjoy free membership while on active-duty status.

Section 2. PRIVILEGES OF MEMBERSHIP:

A. MEMBERS IN GOOD STANDING shall be entitled to all rights and privileges of membership. Each MEMBER is entitled to one vote. Only MEMBERS (Section 1A and 1C) may hold positions and/or offices in the CORPORATION.

B. ASSOCIATE MEMBERS and MILITARY MEMBERS IN GOOD STANDING shall be entitled to assist and participate in all club activities. ASSOCIATE MEMBERS may NOT vote nor hold office.

Section 3. MEMBERSHIP DUES:

A. Dues shall be paid by all MEMBERS and ASSOCIATE MEMBERS. MILITARY MEMBER does not pay dues while on Active-Duty Status. A new

radio operator that has passed and received license will receive 1 year waiver from paying membership dues based on the date of license Grant / Effective Date.

B. NEW MEMBERS, joining the CORPORATION between January 1st and June 30th of the same year shall pay the full amount. Members joining between July 1st and November 30th of the same year shall pay the reduced rate of 50%. New members joining in December shall have their dues applied to the following year.

C. DUES SHALL BE ASSESSED at a reasonable fee per year set by the Board of Director for individuals. If more than one member of the same household wishes to join, the family by definition: a group of one or more parents and their children living together as a unit shall be assessed reasonable household fee. Section 3B shall apply to family membership.

Section 4. MEMBERSHIP RENEWAL: All MEMBERS are required to renew each year to maintain "Member in Good Standing." Dues are due and payable by January 31st of the current year. Members who do not renew by January 31st of the current year shall forfeit their membership.

Section 5. APPLICATION FOR MEMBERSHIP: Two paths for accepting application for membership. 1. In person paper application. 2. Form downloaded from Club online platform(s). All applications for membership shall be submitted in writing or online through club online platform(s). Application for "regular" membership must be submitted and provide the FCC License FRN number. An FRN, or FCC registration number, is a 10-digit number that is assigned to a business or individual registering with the FCC. This unique FRN is used to identify the registrant's business dealings with the FCC or Call Sign that will be validated via the FCC online license database. Applications for Associate Member must be submitted with appropriate fee. Application for MILITARY MEMBERS shall be submitted via the same method as a Member.

Section 6. APPROVAL OF MEMBERS: The officers of the CORPORATION have the right of final approval on all applications, new and renewal.

ARTICLE III

Section 1. REGULAR MEETINGS: There shall be 11 regular meetings one per month January - November. The 11 regular meeting will be held at a time and place set by the President and approved by the Board of Directors.

Section 2. SPECIAL MEETINGS: Special meetings may be called by the President, a majority of officers, or upon written request of 10% of the MEMBERS of the CORPORATION.

Section 3. ANNUAL MEETINGS: An annual meeting of the CORPORATION shall be held during the month of January of each year at a date, time, and place designated by the Board of Directors. The annual and regular meetings may be merged into one meeting.

Section 4. QUORUM: A simple majority of the members of the BOARD shall constitute a quorum for the transaction of business at any meeting.

Section 5. ORDER OF BUSINESS: At each meeting of the CORPORATION, the order of business shall be as follows, except when changed by the President or a quorum of the members of the BOARD, are:

- A. Report of the President.
- B. Report of the Secretary.
- C. Report of the Treasurer.
- D. Report of committees.
- E. Old Business
- F. New Business

At the Annual Meeting, the President or his designee shall conduct nominations and elections for all offices of the CORPORATION.

Section 6. PROCEDURES: All meetings will be conducted using Robert's Rules of Order as a guide.

ARTICLE IV

Section 1. BOARD OF DIRECTORS: The Board of directors shall consist of seven (5) Members who shall be elected by the membership. The TRUSTEE shall be a permanent non-voting member of the BOARD OF DIRECTORS. The Past President shall be a non-voting member of the BOARD OF DIRECTORS for a period of no more than 1 year after term has expired. The Past President is responsible for advising the President and other officers of the Board of Directors regarding past practices, general administration, and other matters to assist in the effective ongoing operation of the corporation.

Section 2. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS: Annual election of directors of the board will be accomplished by mailing each member (Article II, (Section 1A and 1C) a ballot during the month of October. Ballots must be returned by or cast at the November meeting. Results will be tabulated by an Election Committee composed of no less than three (3) members and reported to the President. Installation of new board members will be achieved on January 1st of the year following the election, and will coincide with the corporation's fiscal year. Any member (Article II, (Section 1A and 1C)) may be elected to the Board of Directors. Board members may hold only one office at a time.

Section 3. TERMS OF OFFICE: The term of office of a director shall be two (2) years. No elected director shall serve more than two (2) consecutive full terms. The term of office of each director position shall be established in such a manner that in even-numbered years four of the terms expire and in odd-numbered years the other three terms expire.

Section 4. BOARD VACANCIES: In case a member of the elected Board of Directors, through resignation, death or other cause, creates a vacancy, the vacancy shall be filled by the Board of Directors for the remainder of the year in which the vacancy occurs. If more than a year remains of the unexpired term, at the next general election the nominee for election to the Board of Directors who receives the number of votes next largest to that of the last nominee elected to a full term shall be elected for the remaining year of the unexpired term for which the vacancy existed. (This means that if there are four two-year term positions open, the four nominees receiving the most votes will fill the two-year terms and the person 3 receiving the fifth highest number of votes will fill the remainder of the one-year vacancy term.)

TRUSTEE VACANCY: In case the Trustee, through resignation, death, or other cause, creates a vacancy, The Board of Directors shall appoint the Trustee.

Section 5. OFFICERS: The officers of the Corporation shall consist of a minimum of a President, Vice President, Secretary, Treasurer. Officers will be elected annually by the Board of Directors.

Section 6. REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS. The Board shall have the power to remove a member of the Board of Directors for just cause by a two-thirds (2/3) majority vote of the members of the Board.

ARTICLE V

Section 1. CONDUCT AND MANAGEMENT: The Board shall have the power to conduct and manage all of the affairs and business of the CORPORATION as prescribed in these BY-LAWS.

Section 2. RULES AND REGULATIONS: The Board shall have the power to make rules and regulations for the guidance and management of the affairs of the CORPORATION, not inconsistent with these BYLAWS.

Section 3. CONTROL OF CONTRACTORS, EMPLOYEES: The Board shall have the power to appoint and remove (with just cause) all contractors and employees of the CORPORATION, prescribe their duties, fix their compensation (if any) and require from them bonding (if necessary).

Section 4. FISCAL CONTROL: The Board shall have the power to select one or more banks to act as a depository for the funds of the CORPORATION and to determine the manner of receiving, depositing, and disbursing same, consistent with these BY-LAWS and/or amendments.

Section 5. BUILDINGS AND EQUIPMENT: The Board shall have the power to provide and maintain suitable buildings and equipment for the conduct of the activities of the CORPORATION.

Section 6. APPROVAL OF EXPENSES: By majority vote, the Board shall have the power to approve the payment of reasonable expenses incurred by the officers and members of the CORPORATION in the performance of their duties.

Section 7. EXECUTIVE SESSION: The Board shall have the power to call an executive session, as per Robert's Rules of Order.

Section 8. CONFLICT OF INTEREST: No board member shall vote on a motion for which he/she may receive compensation.

Section 9. IMPLIED POWERS: The Board shall have the power to approve or perform such acts not expressly prohibited by these BY-LAWS and/or amendments.

ARTICLE VI

Section 1. PRESIDENT: The President shall preside over all meetings of the members of the CORPORATION, call special meetings of the CORPORATION, call special meetings of the CORPORATION, perform all acts and duties usually performed by an executive and presiding officer, execute all contracts of the CORPORATION, sign all membership cards and certificates (said signing of membership cards and certificates may be delegated to the secretary), and other papers of the CORPORATION. The President may be authorized or directed to sign documents by the Board from time to time, as well as others provided by law. The President is the chief executive officer of the CORPORATION.

Section 2. VICE-PRESIDENT: The Vice-President shall, in the absence of the President, perform all duties of the President and/or other duties directed by the Board.

Section 3. SECRETARY: The Secretary shall keep the minutes of the Board. The Secretary may sign all membership cards or certificates, as directed by the President. The Secretary shall serve all general notices required by these BY-LAWS, shall make a full report of all matters of business pertaining to the office to the members at the January meeting and to the Board at regular and special meetings. The Secretary shall keep, or cause to be kept, a roster of all membership, containing the names, addresses and telephone numbers, alphabetically arranged, and in general shall perform all duties as may be directed by the Board.

Section 4. TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds and securities that the CORPORATION may hold in a fiduciary capacity, shall deposit all such funds in the name of the CORPORATION in such bank or banks or depositories as shall be selected in accordance with the provision of the BY-LAWS and shall make a full report of all such matters of business pertaining to the office to the members at the regular and special meetings.

Section 5. TRUSTEE: The repeater Trustee will maintain the AA5RO club license, serve as control operator for the AARO repeaters and special event stations operating under this license. For this purpose, the Trustee should hold an Amateur Extra class license. The TRUSTEE shall also be the "Registered Agent" of the Corporation.

ARTICLE VII

Section 1. GRIEVANCE COMMITTEE: The Grievance Committee shall consist of at least three Members and one Board Member and will be chaired by a board appointee. This committee will hear justified complaints against any Member, Associate Member and/or B board Member. This committee will investigate complaints and make recommendations to the Board for action

Section 2. OTHER COMMITTEES: The President may, with approval of the Board, appoint other committees as may be deemed necessary to Conduct the affairs of the CORPORATION.

Section 3. The Board may designate the management of any properties of the CORPORATION to such committees as they see fit. All committee chairmen and project managers are appointed and can be removed by the President, subject to confirmation by the Board. Any Member of AARO, in good standing, may serve on committees.

ARTICLE VIII

Section 1. BANKING, CHECK WRITING, EXPENDITURES, AND ACCOUNTABILITY: All monies collected or received for the CORPORATION shall be deposited as and when received in a bank or banks as selected by the Board, as prescribed by the BY-LAWS. Money shall be withdrawn by the issuing of checks containing the signature of the President and/or Treasurer for the payment of approved expenditures. The Treasurer shall designate the account to which the disbursement is charged. Expenditure commitment involving financial obligation in excess of the cash fund of the CORPORATION on hand, will require approval of the Board. The Board shall approve a set amount of money that the President shall be authorized to spend for miscellaneous expenses and for emergency repairs limited to \$500 without prior approval of the Board. All checks issued must be supported by a signed invoice showing the purchase of goods or services.

ARTICLE IX

Section 1. AMENDMENT TO THE BY-LAWS: The BY-LAWS may be amended at regular and/or annual meetings. Members must be notified in writing ten (10)

days in advance, or intentions to amend, listing the proposed changes. A 2/3 vote of the members present is necessary to affirm changes.

Section 2. PROCESS OF RATIFICATION: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by authority of no less than two-thirds (2/3) of members present at a regular meeting.

Section 3. THE BY-LAWS OF AARO AND THEIR AMENDMENTS, respectively, shall take effect immediately upon adoption by the AARO membership.

ARTICLE X

Section 1. INSPECTION OF RECORDS: All records of AARO are available for public inspection subject to state and/or federal guidelines for public disclosure.

Section 2. ANNUAL REPORT: The President is responsible for an annual financial report to the membership at the first regular meeting of the next fiscal year. A copy of the Annual Report shall be made available upon written request.

Section 3. FISCAL YEAR: The fiscal year of the CORPORATION shall run from January 1st to December 31st of each year.

RATIFIED BY THE MEMBERS on December 13, 1995

RATIFIED BY THE MEMBERS on August 13, 1997

RATIFIED BY THE MEMBERS on September 10, 1997

RATIFIED BY THE MEMBERS on October 8, 1997

RATIFIED BY THE MEMBERS on March 11, 1998

RATIFIED BY THE MEMBERS on June 12, 2002

RATIFIED BY THE MEMBERS on April 17, 2013

RATIFIED BY THE MEMBERS ON September 11, 2024