

Kendall Amateur Radio Society
Bylaws
Revised June 6, 2024

SECTION I – Status of Kendall Amateur Radio Society

1. The Kendall Amateur Radio Society (KARS) is a Texas nonprofit corporation incorporated under Texas law for the following purposes as stated in the KARS Articles of Incorporation, as amended.

“The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, and in pursuance thereof shall:

1. Provide, when corporation funds permit, scholarships for individuals for post-secondary school education;
2. Promote the knowledge of Amateur Radio Service in the community;
3. Provide free educational programs open to the public on the utilization of amateur radio and qualifying for an FCC Amateur Radio Operator license;
4. Provide testing services open to the public to obtain an FCC Amateur Radio License or upgrade an existing FCC Amateur Radio License;
5. Provide free amateur radio telecommunications repeater equipment open for public use which complies with FCC Part 97 regulations;
6. Provide free education and training open to the public in the use of emergency amateur radio communications; and,
7. Provide amateur radio communications for disaster communications.”

SECTION II – Status of these Bylaws

1. These Bylaws are adopted for the management of the Kendall Amateur Radio Society. The intent is for these Bylaws to serve as a “Handbook” for the operation of KARS.
2. This June 6, 2024 revision of the Bylaws is based on the previous bylaws accepted November 3, 2022.
3. Applicable Texas law and the KARS Articles of Incorporation are both superior documents to these Bylaws. In case of inconsistencies between these Bylaws and a superior document, the superior document will control.
4. Applicable Texas law is the Texas Business Organizations Code, including but not limited to
Title 1 – General Provisions
Title 2, Chapter 20 – General Provisions
Chapter 22 – Nonprofit Corporations
See <https://statutes.capitol.texas.gov>

SECTION III – Revising these Bylaws shall be done as follows

1. Proposed revision(s) shall be presented, in writing, to the Secretary who will present the proposed revision(s) to the next regular member meeting.
2. Discussion may follow the Secretary's presentation, but the revision(s) will not be voted upon until the next regular member meeting following the regular member meeting at which the proposed revisions(s) were first presented. A copy of the proposed revision(s) shall be included in the meeting minutes or as an attachment to the meeting minutes.
3. Prior to the vote on their approval, the proposed revisions may be amended by motion passed by a majority vote of those present in person or by proxy. When submitted to a vote, approval of the revision(s) shall require at least two-thirds of the votes that members present in person or by proxy are entitled to cast.
4. The chair of the meeting will have the privilege of voting on all revisions.
5. These Bylaws may not be amended in a manner inconsistent with § 501(c)(3).

SECTION IV – Member Meetings and Board of Directors Meetings – General Provisions

1. Robert's Rules of Order shall be used for conducting meetings except as otherwise provided in these Bylaws.
2. In these Bylaws, the presiding officer of a meeting is referred to as the "chair".
3. Unless otherwise stated in these Bylaws, the initial chair for a meeting shall be, in this order, the President, the Vice President, the Secretary, the Treasurer, or the director with the most time in office.
4. Meetings shall be called to order at the scheduled time per a cell phone or GPS time or as soon thereafter as the appropriate chair can be identified. Meetings shall not start before the scheduled time.
5. At any time after being called to order, a motion may be made to have a temporary chair for the remainder of the meeting. If the motion passes, unless replaced by another temporary chair motion, the temporary chair will preside until the meeting is adjourned.
6. If a meeting chair wishes to make a motion or speak in favor of or in opposition to a motion, the chair may pass the meeting chair to another person and then retake the chair after making the motion or speaking. Otherwise, a meeting chair shall not make a motion, second a motion, or speak in favor of or against a motion.
7. The chair may vote in meetings with less than ten voting members including members present by proxy. Unless otherwise stated in these Bylaws, the chair shall not vote.

8. If the Secretary is not present, the meeting chair shall ask for volunteers and select or appoint a Secretary pro tem to record the minutes of the meeting.
9. If the Treasurer is not present, the meeting chair shall ask for volunteers and select or appoint a Treasurer pro tem to accept and record the details of any money or checks tendered.
10. No business shall be transacted unless a quorum is present.
11. Motion required – Unless otherwise stated in these Bylaws, decisions and actions of a meeting shall be a result of motions passed by a majority of the votes that persons present in person or by proxy are entitled to cast.
12. Electronic regular or special meetings of the members or the Board of Directors may be held as specified in Texas Business Organizations Code Sections 22.002 and 6.002.

SECTION V – Membership

1. There will be two classes of membership, “Voting” and “Honorary”. Those members who pay the appropriate yearly or semiannual dues are “voting members” with voting rights. “Honorary members” will not have voting rights.
2. Any amateur radio enthusiast of good character is eligible to apply for KARS membership as a voting member. Possession of an amateur radio license is not necessary.
3. Applications for voting membership, properly filled out and accompanied by the prescribed dues set forth in these Bylaws, may be presented at a regular meeting of the members. A majority vote of the members present at the meeting is required to admit prospective members to KARS voting membership. If an applicant for membership should be rejected by the membership, the fee accompanying the application will be returned to the applicant.
4. Applicants for membership who are under 18 years of age must present a statement, signed by their parents, which relieves KARS of all responsibility for this member in connection with all of the KARS activities.
5. Honorary membership may be conferred by a majority vote at a regular member meeting upon those who, through contribution of time, money, or special services, provide assistance to KARS.
 - a. Honorary members shall pay no dues and shall have no vote in member meetings. Honorary membership, once conferred, shall remain in effect until such time that the member requests that it be dropped, a majority of the members at a regular meeting of the members votes to revoke the conferred honor, or the honorary member converts their membership to voting membership.

- b. Honorary members may at any time convert their membership to voting membership without vote by the members by paying the appropriate membership dues.
- c. Once the Honorary status has been dropped for any reason, the honor cannot be restored except by the conferring of another such membership.

SECTION VI – Membership Dues

- 1. Annual dues for voting members, payable in advance, are:
 - a. Single adult \$20.00 (Cash), \$20.83 (Credit Card)
 - b. Member and spouse \$25.00 (Cash)
 - c. Active-duty military \$10.00
 - d. Full-time student \$10.00
- 2. Dues for persons applying for voting membership after June 30 that are not former members are one-half of the annual dues.

SECTION VII – Regular and Special Member Meetings

- 1. Regular monthly member meetings will be as scheduled by the Board of Directors.

Regular member meetings are open to the public.

Changes of date, time, or place of regular monthly member meetings shall be emailed by the Secretary to those members who have provided an email address to the Secretary.

A quorum shall consist of nine voting members including at least one KARS officer or director. Members present by proxy will not be counted for the quorum.

At a minimum, the following activities shall take place at every regular meeting:

- a. Call to order
 - b. Confirmation of a quorum
 - c. Call for any correction or amendment if necessary, and approval of minutes of the prior regular member meeting and any intervening special member meetings as they are posted on the KB5TX.org website.
 - d. The Treasurer's report of current account balances and material financial changes
 - e. Election of officers and directors at the November meeting
 - f. Call for any topics of discussion from the voting membership
 - g. Adjournment
- 2. Special member meetings may be called by the President, the Board of Directors, or at least ten percent of the voting members.

Notice of special member meetings – At least ten days and no more than sixty days’ notice of the date, time, location and business of a special meeting shall be given to all voting members. If there is a proposal for consideration by the special meeting, it shall be included in or attached to the notice of the meeting. Notice will be considered to be given when transmitted by email to voting members who have given email addresses to the Secretary.

The initial chair for a special meeting shall be, in this order, the President, the Vice President, the Secretary, the Treasurer, the director with the most time in office, or the voting member whose “last name, first name” comes first in the alphabet. By motion made, seconded, and passed by a majority of those present, a temporary chair may be chosen.

A quorum will consist of the lesser of (a) nine voting members, or, (b) forty percent of the total voting membership. Officers or directors who are present shall be included in the count of voting members. Voting members represented by proxy will not be counted for the quorum.

The order of business at special meetings shall be as follows:

- a. Call to order
- b. Count to determine quorum
- c. Statement of the business to be conducted at the meeting
- d. Transaction of such business
- e. Adjournment

SECTION VIII – Officers and additional directors

1. The KARS officers are the President, Vice President, Secretary and Treasurer. These four KARS officers shall also serve as directors on the Board of Directors.
2. The President and Treasurer will serve two calendar year terms of office starting in 2023. The Vice President and Secretary will serve two calendar year terms of office starting in 2024. For calendar year 2023, the Vice President and Secretary will serve for the 2023 calendar year.
3. Officers and directors must be voting members when elected and maintain their voting membership for the duration of their term of office. If an officer or director does not maintain their voting membership for the duration of their term, the Board of Directors shall declare their office or director position vacant on March 1 of the year in which their dues are not paid.
4. Three directors in addition to the officers will be elected to serve staggered three calendar year terms such that one of the additional directors is elected each year.
5. If an officer position becomes vacant, the Board of Directors shall appoint a replacement within thirty-five days.
6. If a director position becomes vacant, the position shall be filled by the affirmative vote of the majority of the remaining directors, regardless of whether that majority is less than a quorum.

7. Removal of Officers or Directors. A complaint against an officer or director shall be treated in the following manner.
 - a. The complaint shall first be presented to the Board of Directors with the officer or director complained against not sitting. The board will then consider a motion to continue processing the complaint. If the motion is defeated, no further action will be taken. If the motion passes, the process will continue to the next step.
 - b. The Board will invite the officer or director complained against to appear before the Board so the Board may further investigate the complaint. The Board will then consider a motion to recommend removal of the officer or director. If the motion is defeated, no further action will be taken. If the motion passes, the process will continue to the next step.
 - c. The Board will call a special member meeting to present its recommendation for removal in the form of a motion for removal made by one of the KARS officers.
 - d. The special member meeting will consider the motion to remove the officer or director. A secret ballot vote shall be taken on the motion. Passage of the motion requires votes “in favor” of passage equal to at least two-thirds of the votes that members present in person or by proxy at the meeting are entitled to cast. If removal is approved, the chair of the meeting shall declare the officer or director position vacant.

SECTION IX – Officer and Director Duties

1. All officers and directors shall read the KARS Articles of Incorporation and these Bylaws in January of each year in which they are in office. Newly elected officers and directors should read them before their term of office begins. Doing so will help keep KARS meetings, filing of government reports, and other activities running smoothly and avoid extra work resolving issues already addressed in these Bylaws.
2. The President will act as an ex-officio member of all committees and generally perform the duties of a president.
3. The Vice-President shall
 - a. Assist the President in the performance of the President’s duties.
 - b. Assume the responsibilities of and perform the duties of the President when the President is absent or unable to act.
 - c. In lieu of KARS paying for an external audit of KARS finances, the Vice President together with the Treasurer will, on a quarterly basis, select an adequately random portion of the financials to check for accuracy and required documentation.
 - d. The Vice President is tasked with validating that the electronic archives remain available to KARS regardless of the status of the Secretary or Treasurer.

4. The Secretary shall
 - a. Perform the duties of the President and Vice President if both are absent or unable to act.
 - b. Keep the KARS archives until the termination of KARS. The archives may be paper copies, electronic copies, or both. The following documents are part of the KARS archives.
 - i. Organizational documents including copies of all documents filed with the Texas Secretary of State's office and the Texas Comptroller's office.
 - ii. All documents filed with the IRS.
 - iii. Copies of revisions to the KARS Constitution and these Bylaws.
 - iv. Minutes of all regular and special meetings of the members and of the Board of Directors.
 - v. Ensure that electronic archives are maintained in a way that avoids data loss.
 - c. Transfer the archives to a successor Secretary.
 - d. Keep minutes of all meetings of the members and of the Board of Directors.
 - e. Within two weeks after each meeting of the members and of the Board of Directors, email a notice to all voting members who have provided their email address with instructions on how to view the minutes via the KB5TX.org website.
 - f. Prepare a list of unfinished business for each regular meeting of the members and of the Board of Directors.
 - g. Send out such correspondence as may be directed by the President, members meetings, and the Board of Directors.
 - h. Keep an accurate listing of all members, complete with their postal mailing address, phone number, and email address.
 - i. Submit the annual "Texas Franchise Tax Public Information Report" Form 05-102 or successor report or form to the Texas Controller's Office. It should be possible to submit it in January. It is currently due by May 15.
 - j. When directed by the Board of Directors, report a change of the KARS registered agent and registered office address to the Texas Secretary of State's office using Form 401, Statement of Change of Registered Office/Agent or a successor form. The registered Office/Agent may change in January with a new KARS secretary or it may change during the year.

- k. Submit the “Periodic Report – Domestic Nonprofit Corporation” Form 802 to the Secretary of State’s office when requested by the Texas Secretary of State. It happens every four years or more.
 - l. When directed by the Board of Directors, report a change of “responsible party” to the IRS using Form 8822-B instructions or successor instructions.
 - m. Assist a successor Secretary in gaining access and making transition reports to the Texas Secretary of State, the Texas Comptroller’s office, and the IRS. This should be accomplished in the first January of a new Secretary’s term of office.
 - n. Maintain and use email distribution lists as follows:
 - i. One for all voting members for information going to all voting members.
 - ii. One for members of the Board of Directors.
 - iii. A supplemental distribution list for visitors for notices about public meetings, etc..
 - iv. When using these email distribution lists, endeavor to put the distribution list in the Bcc./blind copy position.
 - o. Recruit assistants as needed to be appointed by the KARS Board of Directors.
 - p. Perform other duties generally associated with the office of Secretary.
5. The Treasurer shall
- a. Maintain current, accurate, and detailed records of each KARS financial transaction involving receipt of membership dues, donations, grants, or other receipts.
 - b. Maintain current, accurate, and detailed records of each KARS expenditure including invoices or bills being paid.
 - c. Transfer the financial records to a successor Treasurer.
 - d. Prepare monthly the KARS Financial Statements of the Organization in accordance with Generally Accepted Accounting Principles (GAAP). Statement Policies and practices are outlined in section XI - Financial Management.
 - e. The Treasurer will make available the KARS Financial Reports to any voting member via email. The email address to request Financial Reports can be requested at any regular meeting.
 - f. The Treasurer will forward a copy of the financial reports to the Board of Director prior to the meeting at which they will be presented. The Treasurer will also prepare a financial summary for the Secretary to be included in the Meeting Minutes.

- g. The Treasurer will provide to the Secretary a list of Assets in use by the organization (e.g., itemized repeater equipment) at the end of September each year for the Secretary to use in renewing the KARS Insurance policies.
 - h. Prepare the appropriate annual IRS Form 990 or Form 990-N (depending on annual receipts) report of KARS activities, submit it to the Board of Directors for their approval, and submit it to the IRS after incorporating any changes specified by the Board of Directors.
 - i. Assist a successor Treasurer in gaining access and making reports to the IRS. This should be accomplished in the first January of a new Treasurer's term of office.
 - j. Prepare the KARS Annual Financial Reports for submittal to the Board of Directors and the members.
 - k. Assist a successor Treasurer in preparing the KARS Annual Financial Reports.
 - l. Inform the Secretary and the Board of Directors of all members who are delinquent in their dues.
 - m. Recruit assistant(s) as needed to be appointed by the Board of Directors.
 - n. Perform other duties generally associated with the office of Treasurer.
 - o. Ensure that electronic archives are maintained in a way that avoids data loss.
6. Immediately upon receipt of any notification of a KARS member's death it shall be incumbent upon any KARS Officer receiving such notification to
- a. Share the same with as many other Officers as possible.
 - b. KARS officers shall be jointly and severally responsible for carrying out the appropriate social obligations including but not limited to a card and/or flowers, and attentions to console the bereaved.
 - c. If desired by the bereaved, the President shall offer the assistance of KARS in disposing of the member's amateur radio equipment in a manner in accordance with the wishes of the deceased member or the bereaved and in the best interests of the bereaved.

SECTION X – Board of Directors

1. Except as otherwise provided in KARS's Articles of Incorporation or these Bylaws, KARS's business affairs are managed by the Board of Directors.
2. Meetings of the Board will be scheduled at least once every three months. All meetings of the Board, excepting those concerned with charges against an officer or director, will be open to any KARS member.

3. KARS members who have provided email addresses will be notified two or more weeks before regularly scheduled board meetings of the date, time, and place of the board meetings excepting those board meetings concerned with charges against an officer or director.
4. Special meetings of the Board of Directors may be called by the President, or upon the request of one or more directors.
5. A quorum for regular or special board meetings shall be three directors present in person.
6. The Board will decide whether those members who are delinquent in their dues shall be dropped from the voting membership roll and shall so inform the Secretary and Treasurer.
7. The Board may formulate rules for the guidance of the membership.
8. The Board of Directors may, at any time, after a hearing at which the member in question is entitled to be present, suspend or expel any member who by his or her conduct commits an infraction of KARS's rules, or who, in any way, makes himself or herself obnoxious or undesirable.
9. Excepting those meetings concerned with charges against an officer or director, the date, time, and location of special meetings of the Board shall be publicized at least seven days in advance by sending an email to those members who have provided an email address to the Secretary.
10. The Board will direct the Secretary to change/update the KARS registered office address or registered agent with the Texas Secretary of State when appropriate.
11. The Board will direct the Secretary to change/update the KARS "responsible person" with the IRS as appropriate.
12. The Board may authorize the Treasurer to pay normal expenses incidental to the operation of KARS.
13. The Board will review and approve the KARS Annual Financial Reports or direct changes to it before it is presented to the members.

SECTION XI – KARS Financial Management

1. KARS will operate on a fiscal calendar basis. The accounting method will be on an accrual basis using Not-for-Profit Reporting Practices.
2. The Treasurer may pay for the following upon receipt of appropriate invoices or cash register receipts:
 - a. Supplies necessary for KARS operations
 - b. Supplies necessary for publishing a newsletter

- c. Normal expenses incidental to the operation of KARS which are authorized by a motion of the Board of Directors.
3. Other expenditures of KARS funds must be authorized by a motion passed at a regular or special members meeting.
4. KARS financial statements will be prepared by the Treasurer monthly for the Month and Year-to-Date.
5. KARS Accounting Policies and Procedures
 - a. The financial records for KARS will be maintained on an accrual basis.
 - b. Income Received and Expenses incurred will be tracked and reported by type (by account type).
 - c. Memberships will be recognized when received.
 - d. Cash Donations will be recognized when received.
 - e. Donated Assets will be recognized when received. The value of the donated assets will be based on Fair Value at the time of receipt.
 - i. Donated Assets received and deployed for use by KARS will be recorded as fixed assets and will be depreciated.
 - ii. Donated Assets which the Organization will hold for sale will be recorded as Donated Assets held for Resale. The value of these assets will be reviewed before year-end and the value adjusted as appropriate (reduction in value will be a reduction to income; an increase in value would result in Donated Asset income).
 - f. Donations TO other 501(c)(3) Organizations and Student Scholarships given will be recorded as an Operating Expense
 - g. Expenses will be paid as received in accordance with the guidance in Section XI.2 and Section XI.3. Expenses will not be carried over a month end, resulting in an Accounts Payable balance.
 - h. Assets used by the Organization (Repeater Assets, other Donated Assets deployed for use by KARS and Assets purchased) will be depreciated on a 3-year basis. These assets will be itemized for depreciation purposes and the listing will be forwarded to the Secretary in accordance with Section IX.5.g.
 - i. Assets used by the organization with a cost exceeding \$200 will be capitalized and depreciated in accordance with Section XI.5.h. Those under \$200 will be expensed.
 - j. Financial Reporting:

- i. Each month the Treasurer will prepare an Income Statement, a comparative Income Statement, Balance Sheet, Statement of Cash Flows, and a Financial Results Summary
- ii. The Income statement will show by account type the amount for the month, year-to-date and the full prior year (as a comparison).
- iii. The Comparative Income Statement will have the year-to-date for the current year, the year-to-date for the prior year and variances in amounts and percentages.
- iv. The Balance Sheet will show the balance at the end of the CURRENT month, the end of the PRIOR month and the end of the Prior year. The end of the prior month and end of the prior year balances are for comparative purposes.
- v. The Statement of Cash Flows will be on a Month basis and Year-to-Date basis.
- vi. The Financial Results Summary will show total income, total expenses, non-cash items, Bank Balance Prior month, and Bank Balance current month. This Summary will be forwarded to the Secretary for inclusion in the minutes for the meeting where the Financial Report is presented.

SECTION XII – Committees

1. The President may invite past members of the Board of Directors to form a standing committee of “Directors Emeritus.”
 - a. The purpose of this standing committee is to have a pool of corporate knowledge and past experience available to discuss KARS matters as determined by the President.
 - b. This group will meet with the Board of Directors each October. Other meetings may be called by the President when the President believes it will be useful.
2. Other task specific committees may be appointed by the President as the need arises. Unless the President identifies a chair when he appoints the members of the committee, the members of the committee will elect their chair. The chair and members of these committees will not be considered members of the Board of Directors.
3. The President shall have the power to remove any standing or special committee member and to add members to any committee.

This revision was approved at the June 6, 2024 regular member meeting.

Entered in the KARS records by _____, Secretary