

Bylaws of
WACO AMATEUR TELEVISION SOCIETY (WATS), INC.
A Non-profit Corporation

3804 N. 21A St., Waco TX 76708

ARTICLE I
Offices

Principal Office

1.01 The principal office of the corporation in the State of Texas shall be located in the City of Waco, County of McLennan. The corporation may have such other offices in the State of Texas as the Board of Directors may direct.

Registered Office and Registered Agent

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
Members

Classes of Members

2.01 The corporation shall have two (2) classes of members. The designation and rights of such classes shall be as follows:

A. A Full Member must be a natural person who holds a valid Technician Class Amateur Radio Operator's License or higher, issued by the Federal Communications Commission. A Full Member may hold any elective office and has full voting rights. Members of the former ASSOCIATE class are grandfathered into the FULL Member category with no increase in dues for the year 2001.

B. A Cooperating Business Member may be a natural person, a business, or other entity which supports the aims of the Society by contributions of equipment, money or services. A Cooperating Business Member may not hold elective office or have voting rights. Such membership shall normally run for a calendar year, but may be extended by the Board.

Election of Members

2.02 All applications for membership shall submit, in person, to the Board of Directors, through its Secretary-Treasurer, a completed application form with no fee. By signing the application, applicant agrees to abide by the Bylaws of the Society, as they now exist or may be amended. The Secretary-Treasurer will, after finding the applicant is fully qualified, pass the application to the President, as Chairman of the Board, who shall present it to the Board for review. There must be at least one board member who can vouch for the good character of the petitioner before a vote of acceptance may be taken.

1.
Voting Rights

2.03 Each Full Member shall be entitled to one (1) vote on each matter to be voted on by the membership.

Termination of Membership

2.04 The Board of Directors, by affirmative vote of a majority of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these bylaws.

Resignation

2.05 Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges heretofore accrued and unpaid.

Reinstatement

2.06 Upon written request, signed by a former member and filed with the Secretary-Treasurer, the Board of Directors may, by affirmative vote of a majority of all of the members of the Board, reinstate such former member to such membership on such terms as the Board of Directors may deem appropriate.

ARTICLE III
Meeting of Members

Annual Meeting

3.01 An annual meeting of the members shall be held on the third Thursday of January, each year, at a time and place to be announced in advance of such annual meeting. Such meeting shall be within McLennan County. Purpose of the annual meeting shall be to report the financial status of the corporation, its plans and accomplishments, as well as the election of a President, Secretary-Treasurer and one Director.

Special Meetings

3.02 Special meetings of the members may be called by the President, the Board of Directors, or not less than ten (10) of the members having voting rights.

Place of Meetings

3.03 The Board of Directors may designate any place within McLennan County, State of Texas, as the place of meeting for any annual or regular meeting of the members or, for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place within McLennan County and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Special Meetings

3.04 Written or printed notice stating the place, day and time of any special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than forty-eight (48) hours nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or Secretary-Treasurer, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

Regular Meetings

3.05 Regular meetings shall be held on the third Thursday of each month.

Informal Action by Members

3.06 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of all of the Board of Directors.

Quorum

3.07 A simple majority of those present and qualified to vote shall be a quorum, at any meeting.

Absentee Voting

3.09 No provisions are made in these Bylaws for voting by mail or by proxy.

ARTICLE IV Board of Directors

General Powers And Qualifications

4.01 The affairs of the corporation shall be managed by its Board of Directors. Directors must be residents of McLennan County, Texas and Full Members of the corporation.

Number And Tenure

4.02 The number of Directors shall be five (5). The current President will serve as Chairman of the Board of Directors. He/she will be a Director during the period of time he/she serves as President. The Secretary/Treasurer also will be a Director during the period of time he/she serves as Secretary/Treasurer. If a Director dies, or for any reason, becomes ineligible for Full Membership, he/she will be removed from the Board of Directors and the Board of Directors will appoint an eligible replacement to serve the unexpired term. At the first meeting of the initial Board of Directors, a President and Secretary-Treasurer will be elected to serve until the Annual Meeting of members in January, 1996. Also, three (3) Directors will be elected; one (1) to retire in January 1996, one (1) to retire in January 1997 and one (1) to retire in January 1998. The President, Secretary-Treasurer and other Directors each have a single vote in each matter coming before the Board of Directors.

Annual Meetings of the Board

4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of the members. Purpose of this meeting is for planning for the new year, i.e., reviewing committee chairs, and any other business the Board may find necessary and proper.

Regular Meetings of the Board

4.04 Regular meetings of the Board of Directors shall be held an hour before each regular meeting of the members as set forth in Article III, paragraph 3.05. The Board of Directors may provide by resolution the time and place, within McLennan County, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.05 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within McLennan County as the place for holding any special meetings of the Board called by them.

Notice

4.06 Notice of any special meetings of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail or telegram or orally transmitted over amateur radio equipment. Written notice shall be sent to his/her address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any Director may waive written notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose, of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Quorum

4.07 A simple majority of the Board of Directors including the President shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of them are present at said meeting, a majority of them present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.08 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

4.09 Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by action of the Board of Directors.

4.

Compensation

4.10 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Informal Action by Directors

4.11 Any action required by law to be taken at a meeting of Directors, or any action which may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE V Officers and Directors

Officers

5.01 The Officers of the corporation shall be a President, a Secretary-Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

Term of Office

5.02 The term of office of the President and Secretary-Treasurer shall be for one (1) year coinciding with the fiscal year. The term of office for Directors shall be for three (3) years with terms staggered such that one Director is elected each year. All officers and Directors may be re-elected without restriction.

Election of Officers

5.03 The President, Secretary-Treasurer and one (1) Director will be elected by the members at the annual meeting of the membership. If the election of officers shall not be held at such annual meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected. The President, Secretary-Treasurer and one (1) Director shall be elected by a showing of hands. A nominations committee consisting of two (2) Full Members (not more than one (1) from the current officers,) and one (1) Associate Member shall be appointed by the Board at least thirty (30) days prior to the annual meeting. It shall meet prior to the annual meeting to nominate at least one (1) Full Member for President, one Full Member for Secretary-Treasurer and one (1) Full Member for Director. All nominees must be qualified as required by Article II, paragraph 2.01A. The committee shall secure from each nominee an agreement to serve in the nominated capacity for the next term. The report of the nominating committee shall be read by the chairman of that committee; however, the election will be presided over by the outgoing President, assisted by the Secretary-Treasurer. At the annual meeting any Full Member in attendance shall have the opportunity to nominate any Full Member for President, Secretary-Treasurer and Director, however, nominees must be present to be elected. Election of Director will be held first, followed by Secretary-Treasurer and finally, President. The newly elected President will take charge of the meeting as soon as elected. A nominee that receives a majority of the votes on the first count or any subsequent run-off count shall be declared elected. In the event no nominee receives a majority on the first count, a run-off vote will be taken between the two candidates receiving the most votes and anyone tied with either of them.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term, if there be a term.

President

5.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business affairs of the corporation. He shall preside at all meetings of the members and Board of Directors. He may sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the Office of President and other such duties as may be prescribed by the Board of Directors from time to time.

Secretary-Treasurer

5.06 If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the President or Board of Directors, including acting as President pro tem to preside over meetings in the absence of the President. The records of the Secretary-Treasurer shall be audited annually immediately prior to the Annual Meeting by two (2) persons appointed by the Board of Directors at the last meeting of the current year. The auditors shall report on the audit at each annual meeting of the membership. The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary-Treasurer by each member, and, in general, perform all duties incident to the office of Secretary-Treasurer in general and with other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Liaison Officers

5.07 The Board of Directors shall have the power to create and discontinue such Liaison Officers as they deem appropriate and persons appointed to such offices shall serve at the discretion of the Board of Directors

6.

ARTICLE VI

Committees

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in attendance may designate and appoint one or more committees, each of which shall include one or more Directors, and as many members as the Board deems necessary. These committees will be informal committees without authority except as specifically set out in the Resolution of Adoption. Any member thereof may be removed by the person authorized to appoint such member whenever in his/her judgment the best interests of the corporation shall be served by such removal.

Term of Office

6.02 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

6.03 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

6.04 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Quorum

6.05 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Contracts

7.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority will be confined to specific instances.

Checks and Drafts

7.02 All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President of the corporation.

Deposits

7.03 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.

7.
Gifts

7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the corporation.

Disposition of Assets

7.05 Upon dissolution of the corporation or the winding up of all its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

ARTICLE VIII

Books and Records and Access

Books and Records

8.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Access to Bylaws

8.02 The Secretary-Treasurer shall provide, upon request by a Full Member, a copy of these bylaws and the articles of incorporation. The expense of providing such copies shall be borne by the corporation.

ARTICLE IX

Fiscal Year

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

ARTICLE X

Dues and Payments

Dues

10.01 The dues for Full Members shall be \$24.00 per calendar year.

8.

Payment of Dues

10.02 Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the period. Periods shall be January 1 to June 30 and July 1 to December 31. Dues may be paid annually or semi-annually. Dues will be assessed after an applicant is accepted by the Board of Directors.

8.

Default and Termination of Membership

10.03 When any member of any class shall be in default in the payment of dues for a period of two (2) months from the beginning of the fiscal year or period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

ARTICLE XI

Seal

11.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Waco Amateur Television Society (WATS), Inc."

ARTICLE XII

Waiver of Notice

12.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to Bylaws

13.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of an intention to alter, amend or repeal those bylaws or to adopt new bylaws at such meeting.

Any change in the bylaws adopted by the Directors shall be presented to the membership at the next regular or special meeting of the membership. Such changes shall not be effective until ratified by a majority of the members present.

These Bylaws were approved and adopted by the Board of Directors on the nineteenth (19th) day of September, 1995.

AMENDMENT ONE

On 16 January 1997, in accordance with Article XIII, Article II, paragraph 2.01 was changed from "two (2)", to "three (3)", changing the Classes of Members from two to three, to permit creating the "Business Associate" class. Para 2.01B was changed, to delete the requirement for Associate members to reside in McLennan County. Article II was enlarged to create para 2C, "Business Associate Member".

AMENDMENT TWO

On 17 September 1998, in accordance with Article XIII, Article II, paragraph 2.02 was changed, deleting requirement that applicants appear in person when petitioning and adding the requirement that at least one board member be able to vouch for the good character of the petitioner. Article III, paragraph 3.05 changed regular meetings to a monthly basis.

AMENDMENT THREE

On 15 March 2001, in accordance with Article XIII, Article II, par 2.01 changed the number of classes of members from three (3) to two (2), removed residence requirements, deleted equipment requirement, deleted the Associate Member class, changed the Business Associate class to "Cooperating Business Associate Member", redefined that class and established a period of time for that type membership to be in effect. Also, paragraph 2.03 was changed to clarify the restriction that only Full Members may vote. Finally, paragraph 10.01 was changed, deleting reference to Associate Member class, which no longer exists.