

**Form 202
(Revised 05/11)**

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
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Filing Fee: \$25



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In the Office of the
Secretary of State of Texas

JUL 10 2015

Corporations Section

**Certificate of Formation
Nonprofit Corporation**

Article 1 – Entity Name and Type

The filing entity being formed is a nonprofit corporation. The name of the entity is:

The Oak Hill Amateur Radio Club

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Michael J Hanley
First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

16725 Cory Cactus Drive Austin TX 78738
Street Address City State Zip Code

Article 3 – Management

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

A minimum of three directors is required.

Director 1				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

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Director 2				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Director 3				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

OR

The management of the affairs of the corporation is to be vested in the nonprofit corporation's members.

Article 4 – Membership

(See instructions. Do not select statement B if the corporation is to be managed by its members.)

A. The nonprofit corporation shall have members.

B. The nonprofit corporation will have no members.

Article 5 – Purpose

(See instructions. This form does not contain language needed to obtain a tax-exempt status on the state or federal level.)

The nonprofit corporation is organized for the following purpose or purposes:

The purpose of the Oak Hill Amateur Radio Club is the promotion of interest in Amateur Radio communication and experimentation; the establishment of Amateur Radio networks to provide electronic communications in the event of disasters or other emergencies; the furtherance of the public welfare; the advancement of the radio art; the fostering and promotion of noncommercial intercommunication by electronic means throughout the world; the fostering of education in the field of electronic communication; the promotion and conduct of research and development to further the development of electronic communication; the dissemination of technical, educational and scientific information relating to electronic communication; and the publishing of information necessary or incidental to any of the above purposes.

Constitution of The Oak Hill Amateur Radio Club

Preamble

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, constitute ourselves the Oak Hill Amateur Radio Club of Oak Hill, Texas, and enact this constitution as our governing law. It shall be our purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to so conduct club programs and activities as to advance the general interest and welfare of Amateur Radio in the community.

Article I

Membership

All persons interested in Amateur Radio communications shall be eligible for membership.

Membership shall be by application and election upon such terms as the club shall provide in its By-Laws.

Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.

Article II

Officers

Section. 1. Offices

The officers of this club shall be President, Vice-President, Secretary and Treasurer.

Section. 2. Election

The officers of this club shall be elected for a term of one year by ballot of the members present, provided there be a quorum, at the annual meeting.

Section 3. Term limits

An individual may not hold the same office for more than two terms and may not serve more than three consecutive terms as an officer.

An individual may not hold more than one office during the same term.

Section. 4. Vacancies

Vacancies occurring between elections must be filled by special elections at the first regular meeting following the withdrawal or resignation. If an office is unable to be filled via special election and/or no eligible nominations were able to be reached for the regular election the officers and club members may vote to retain the previous officer in interim-status, temporarily exempt from regular Term limits. During such time that an interim officer is in place the nomination committee shall remain active and a special election must be entertained at every club meeting following until a candidate officer not in excess of Term limits is elected at which point the interim officer shall be immediately relieved.

Section 5. Eligibility

In order to hold an office an individual must be a member in good standing for at least one year and hold a valid Amateur Radio license. In the event that a vacancy must be filled and no willing candidate members with more than one year in good standing exist an individual with less than one year of membership may be nominated for election. There shall be no such exception for the requirement of holding a valid Amateur Radio license.

Section 6. Resignation

Any officer may resign his/her position in writing at which time all records and assets of the club in his/her possession will be turned over to the President or Vice President.

Section 7. Removal of Officers

Officers may be considered for removal from office for cause, upon written petition of six (6) or more members, or the full membership of the club minus the officer in question (whichever is greater), presented to the President or Vice President.

After investigation the petition will be presented to the membership at the next regular meeting of the club and a voted on by the membership.

Removal of an officer requires a three-fourths vote of the full membership.

Article III

Duties of Officers

Section. 1. President

The President shall preside at all meetings, and conduct them according to the rules adopted. He/she shall enforce due observance of this Constitution and By-Laws; decide all questions of order; sign all official documents adopted by the club, and perform all other duties pertaining to the office of President.

Section. 2. Vice President

The Vice-President shall assume all the duties of the President in his/her absence. In addition, he/she shall organize club activities, plan and recommend contests for operating benefits, and advance club interest and activity as approved by the club.

Section. 3. Secretary

The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications, carry on all correspondence, read communications at each meeting, and mail written meeting notices to each member. At the expiration of his/her term he/she shall turn over all items belonging to the club to his/her successor.

Section. 4. Treasurer

The Treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; pay no bills without proper authorization (by the club or its officers constituting a business committee). At the end of each quarter he/she shall submit an itemized statement of disbursements and receipts. At the end of his/her term he/she shall turn over everything in his/her possession belonging to the club to his/her successor.

Article IV

Meetings

The By-Laws shall provide for regular and special meetings. At meetings, a minimum of one-third of the membership shall constitute a quorum for the transaction of business.

Robert's Rules of Order shall govern proceedings.

Article V

Dues

The club, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments shall be cause for expulsion from the club within the discretion of the membership.

Article VI

Membership Assistance

The club, through designated interference, Public Relations, and Operating Committees will provide technical advice to members concerning equipment design and operation to assist in frequency observance, clean signals, uniform practice, and absence of spurious radiation's from club member-stations. The club shall also maintain a program to foster and guide public relations.

Article VII

Club Call sign

The club may elect to apply for a club call sign as provided by FCC rules Part 97.

The President shall nominate trusteeship of the club call sign, approved by majority approval of the officers.

The trustee shall:

- Be a member of the club in good standing
- Meet FCC requirements.
- Not had his/her Radio Amateur licensed revoked or sanctioned at any time.

Article VIII

Dissolution of The Club

Section 1. Termination of Operations

In the event that the officers vote that the Club should be dissolved the motion for dissolution must

receive more than two thirds vote of the full membership to pass.

Section 2. Disposition of Assets

The officers shall handle the disbursement of all assets of the club.

No member or group of members shall receive benefit from the assets.

All equipment will be sold and net proceeds donated to a non-profit organization.

All remaining cash will be donated to a non-profit organization.

Article IX

Amendments

This constitution or By-Laws may be amended by a two-thirds vote of the total membership. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been noticed by mail of the intent to amend the constitution and/or By-Laws at said meeting.

The following text area may be used to include any additional language or provisions that may be needed to obtain tax-exempt status.

By-Laws

of

The Oak Hill Amateur Radio Club

1. Secretary

It shall be the duty of the Secretary to keep the constitution and By-Laws of the club and have the same with him/her at every meeting. He/she shall note all amendments, changes and additions on the constitution and shall permit it to be consulted by members upon request.

2. Membership

Full membership is open to licensed Radio Amateurs.

Associate membership is open to those actively engaged in a class leading to an Amateur Radio license and all other interested persons.

Full membership includes all club privileges as well as rights to hold a club office and to vote for club officers.

Associate membership includes all club privileges except for the right to hold office and vote for club officers.

Applications for membership shall be submitted at regular meetings.

3. Meetings

Regular meetings shall be held twice a year on the first Saturday of May and the first Saturday of November. Special meetings may be called by the President or upon the written request of any five club member. Email notices shall be sent to members concerning special meetings and the business to be transacted. Only such business as designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting.

4. Dues Fees and Assessments

Annual dues of \$10.00 per member are hereby assessed in accordance with the provisions of Article V of the constitution for the purpose of providing funds for expenses.

Membership dues are payable in January of each year.

Any member whose dues are not paid by March 1st will be considered inactive and removed from the membership roster. Inactive members have no voting privileges.

Termination of membership either by resignation or expulsion will not constitute a refund of dues paid.

5. Elections

Officer elections will be held annually at the regular November meeting.

Officers will assume their elected office January 1 of the following year.

Nomination Committee

The President will appoint a nomination committee at least one month prior to elections. The committee will be charged with finding qualified candidates to run for office. The committee will present a ballot to the president at the regular meeting one month prior to elections at which time the President will entertain a motion for nominations and to accept the ballot. The final ballot will be published and made available to all club members by mail or email. The president will dissolve the nomination committee after the annual elections.

Voting

Voting will be done using paper ballots. Immediately after voting the ballots will be counted openly in front of the membership. Any candidate may request a recount of the ballots. In the case of an unopposed slate the President may entertain a motion for the Secretary to cast a single ballot.

6. Interference committee

This committee shall consist of two members (appointed by the club President). The committee shall direct investigation, invite proper inquires, establish technical facts and testimony and report its results to the club.

7. The Oak Hill Amateur Radio Club shall assume all rights, responsibilities, and privileges, physical and non-physical assets of the W5MOT Circle-M Radio Club. The W5MOT Circle-M Radio Club, represented by a single remaining member, Bill Ellis, N5ZW, will be dissolved upon the licensing of the Oak Hill Amateur Radio Club and will thereupon transfer all rights, responsibilities, privileges and physical and non-physical assets of the W5MOT Circle-M Radio Club to The Oak Hill Amateur Radio Club. Current physical assets consist of a Motorola 2-meter repeater with duplexer and antenna. Non-physical assets consist of a Texas VHF-FM Society coordinated pair of 2-meter frequencies, 147.320 MHz and 147.920 MHz.

Supplemental Provisions/Information

(See instructions.)

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

[Empty rectangular box for supplemental provisions]

Organizer

The name and address of the organizer:

Michael J. Hanley

Name

16725 Cory Cactus Dr.

Austin

TX

78738

Street or Mailing Address

City

State

Zip Code

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

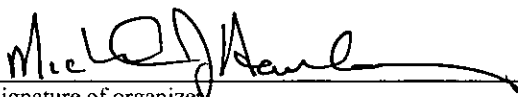
C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 7/1/2015



Signature of organizer

Michael J. Hanley
Printed or typed name of organizer