

MOTION TO AMEND THE BYLAWS TO ALLOW MAIL BALLOT

I move that Articles Three, Six and Ten of the Bylaws be amended to accommodate the election of Directors by mail ballot, and further require that any future changes to the Articles of Incorporation, the Bylaws, and the Standards For Frequency Coordination be ratified by the membership by mail ballot. These changes are take effect immediately upon adoption by the membership and specifically the 2005 Directors election shall use the newly adopted mail ballot system.

ARTICLE THREE

DIRECTORS

3.1 DIRECTORS. The Society shall be managed by a Board of Directors.

They shall be responsible for conducting all society business between General Membership meetings.

3.1.1 NUMBER OF DIRECTORS. There shall be nine (9) Directors.

3.1.2 ELECTION OF DIRECTORS. Candidates for this election will be selected from the Membership, excluding Vested, Associate and Affiliated Group Members, ~~and presented to the membership at the last meeting of the fiscal year (Summer Meeting) by a nomination committee appointed by the President, or in his absence the Chairman of the previous general meeting.~~

~~Additional candidates may be proposed by any Member present at this meeting. Election shall be by a plurality vote of the voting Members present at this meeting.~~ Not more than five (5) Directors shall be elected each year unless unexpired and vacated terms are to be filled, in which case the maximum number of Directors elected will be five (5) plus the number of unexpired and vacated terms to be filled. Five Directors will be elected in Odd-numbered years, and Four Directors will be elected in Even-numbered years. If there are unexpired vacant terms to be filled, Directors receiving the highest number of votes, will fill the regular terms first, after that, unexpired vacant terms will be filled in order of votes received, until all positions are filled.

3.1.2.1 NOMINATIONS COMMITTEE: A nominations committee shall be selected and approved by the Board of Directors no later than the Winter Board of Directors Meeting. Any Board member not running for re-election, may serve on the nominations Committee, upon request by that Board Member. The nomination committee will accept nominations until ninety (90) days prior to the end of the fiscal year. A final list of nominees must be published in the NEWS and distributed no

later than sixty (60) days prior to the end of the fiscal year. The candidates biography and photo must be published if requested by the candidate.

3.1.2.2 VOTING: Voting shall be done by mail. Ballots shall be mailed to all Society members excluding Vested, Associate and Affiliated Group members. The Secretary shall prepare a list of all members that are eligible to vote. The Secretary shall distribute that list to the Nominations Committee and to the Certified Public Accounting (CPA) Firm no later than seventy (70) days prior to the end of the fiscal year. The ballots shall be mailed no later than sixty (60) days prior to the end of the fiscal year. The ballot may be mailed with the NEWS, or other material being mailed to the membership, but it must be kept separate from that material. The ballot shall include the candidates biography and photo if requested by the candidate.

3.1.2.3 ENVELOPES: The envelope containing the ballot, must contain the words "Ballot Inside" on the front of the envelope. Two envelopes shall be placed inside the envelope with the ballots being mailed. One envelope shall be left blank for the ballot to be placed inside for anonymous return. The other envelope shall be an envelope that is pre-addressed for return to the Certified Public Accountant. The member shall sign his/her name (and/or) membership number in the space provided on the envelope. Complete instructions for voting must be included with the ballot.

3.1.2.4 BALLOTS: The ballots shall be returned to a Certified Public Accounting (CPA) firm selected and approved by the Board of Directors. All Society members excluding Vested, Associate and Affiliated Group members are eligible to vote. The CPA firm will certify that only one ballot per member has been submitted, and that only members from the membership list generated by the secretary have voted. The CPA Firm will then count the votes and certify the results. The election shall be by a plurality vote of the members voting. The ballots must be postmarked no later than thirty days prior to the end of the fiscal year. The CPA firm will prepare two sealed envelopes containing the election results, one for the President and the other for the Secretary. These envelopes are to be opened in front of the membership at the Summer General Meeting. In the event of a tie vote, a run off election will be held at the Summer Meeting. The election shall be by a plurality vote of eligible members voting.

3.1.2.5 The newly elected Directors will assume office upon adjournment of the Summer Meeting.

3.1.3 DIRECTORS TERM OF OFFICE. Directors ~~will~~ shall serve for a two (2) year term, or until their successor is elected.-

ARTICLE SIX

MEETINGS

6.1 SOCIETY MEMBERSHIP MEETINGS. There shall be two (2) General Meetings

per year, held at approximate six (6) month intervals. Meetings will generally be held in the months of February (Winter Meeting) and August (Summer Convention).

6.2 SPECIAL MEETINGS. Special Meetings shall be called by the President

when requested by a majority of the Directors. The agenda for Special Meetings shall be stated in the announcement of the meeting and shall be limited thereto.

6.3 DIRECTOR'S MEETINGS. The Directors shall meet at least twice yearly, upon request by the principal officer of the Society. Society Members may attend Director's Meetings.

6.4 QUORUM. At any General or Special meeting, the voting Members attending will be considered a quorum.

6.5 DIRECTOR'S QUORUM. At any meeting of the Board of Directors a majority of the Board will be considered a quorum for the transaction of business.

6.6 VOTING. All Society Members, excluding Associate and Affiliated Group Members, may vote at a Society Membership or Special Meeting. Only Directors may vote at a Director's Meeting.

6.6.1 All decisions at any meeting of the membership or Board of Directors or a committee shall be by a majority vote of a quorum. Each voting member shall have one (1) and only one (1) vote and no voting by proxy shall be permitted.

~~6.6.2 Notwithstanding the provisions of any other part of these By Laws, the Chairman of any Regular or Special Meeting may interrupt ordinary parliamentary procedure at any time to conduct a non-binding straw vote on any issue, whether or not that issue is under discussion at the time of the interruption.~~

~~6.6.3 Any proposed change or amendment which will affect existing Society Band Plans, Standards for Coordination, or have an adverse affect on repeater trustees shall automatically be tabled. The determination to table a motion or bring it to a vote shall be made by the society president. This tabled motion shall not be brought before the membership for a vote until the Vested Membership is polled in writing for agreement or non-agreement and the results of the poll are made known to the membership prior to a vote.~~

ARTICLE TEN

AMENDMENTS

10.1 AMENDMENTS TO THE ARTICLES OF INCORPORATION.

~~10.1.1 NOTICE OF PROPOSED AMENDMENT. Proposals for amendments to the Articles of Incorporation must be submitted in writing to the Secretary Treasurer no later than sixty (60) days prior to the next Society Membership meeting.~~

~~10.1.2 The Secretary Treasurer shall notify the Society members of each proposed amendment at least thirty (30) days prior to the next Society Membership meeting.~~

~~10.1.3 At the next Society Membership meeting the proposed amendments will be submitted to the membership. A two thirds vote of a quorum shall be required to adopt an amendment.~~

~~10.2 AMENDMENTS TO THE BY LAWS, BAND PLANS OR STANDARDS FOR FREQUENCY COORDINATION. The By laws shall be reviewed at the first directors' meeting of the fiscal year.~~

10.1.1 Amendments to the Articles of Incorporation may be proposed by any eligible member. It must be submitted in Writing to the President and the Secretary prior to, or at a General Meeting. The motion must be discussed and may be amended at the General Meeting. The motion must then be published in the NEWS no later than ninety (90) days after the General Meeting.

10.1.2 VOTING: Voting shall be done by mail. The Secretary shall prepare a list of all members that are eligible to vote. This list shall be distributed to the Publications Committee and to the Certified Public Accounting (CPA) Firm no later than eighty (80) days after the General Meeting. Ballots shall be mailed to all Society members excluding Vested, Associate and Affiliated Group members no later than ninety (90) days after general meeting. The ballot may be mailed with the NEWS, or other material being mailed to the membership, but it must be kept separate from that material.

10.1.3 ENVELOPE: The envelope containing the ballot, must contain the words "Ballot Inside" on the front of the envelope. Two envelopes shall be placed inside the envelope with the ballots being mailed. One envelope shall be left blank for the ballot to be placed inside for anonymous return. The other envelope shall be an envelope that is pre-addressed for return to the Certified Public Accountant. The member shall sign his/her name (and/or) membership number in the space provided on the envelope. Complete instructions for voting must be included with the ballot.

10.1.3.1 BALLOTS: The ballots shall be returned to a Certified Public Accounting (CPA) firm selected and approved by the Board of Directors. All Society members excluding Vested, Associate and Affiliated Group members are eligible to vote. The CPA firm will certify that only one ballot per member has been submitted, and that only members from the membership list generated by the secretary have voted. The CPA Firm will then count the votes and certify the results. The ballots must be postmarked no later than thirty days after the date that the ballots were mailed.

10.1.4 Two thirds (2/3) of the members voting shall be required for adoption of the amendment.

10.1.5 The CPA firm will provide two sealed envelopes containing the election results, one to the President and the other to the Secretary. The results will become effective upon delivery from the CPA firm to the President and the Secretary. The results must be published in the next edition of the NEWS. If this election is running concurrently with a Directors Election, the CPA firm will provide the results for the Directors elections separately from the results of the amendment.

10.2 AMENDMENTS TO THE BY-LAWS, BAND PLANS OR STANDARDS FOR FREQUENCY COORDINATION. ~~The By laws shall be reviewed at the first directors' meeting of the fiscal year.~~

~~10.2.1 Changes, additions, or corrections to the By Laws may be proposed by the Directors or by any voting Member at any Society meeting. Such proposals shall require a majority vote of a quorum of the voting Membership for their adoption.~~

~~10.2.2 A proposal to amend the By laws, band plans or standards for frequency coordination shall be submitted in writing to the Secretary Treasurer, and signed by the person making the proposal. The language to be inserted shall be underlined. The proposed language to be deleted shall be stricken with a horizontal line. Other methods of clearly delineating the specific changes to be made are allowed.~~Amendments to the By-Laws, Band Plans or Standards for Frequency Coordination shall be initiated according to the same procedure as Amendments to the Articles of Incorporation (section 10.1) , except that a majority of members voting shall be required for adoption.

Respectfully Submitted

Betty S. Green
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easymeetings.net

CREDENTIALS

Declared Expert Witness in parliamentary procedure in August 2004 by Bonnie Sudderth, Dist. Judge 396 Judicial District, Fort Worth, Texas. Bowers & Stevenson Attorneys representing Shady Oaks Country Club.

NATIONAL ASSOCIATION OF PARLIAMENTARIANS

Member since 1973

Registered 1975

Professional Registered Parliamentarian

Held offices in Texas Assoc of Parliamentarians, including President
Coordinator of 1987 national convention

District Director: 1981-1985

National Treasurer 1987-89

Served as national committee chairman

Instructor at many NAP Conventions

Active in local units: Officer & President

Coordinated & instructed Parliamentary Workshops for general public for last 5-7 years

Regular parliamentary instruction

Private consultations

AMERICAN INSTITUTE OF PARLIAMENTARIANS

Member since 1973

Certified Parliamentarian:1979

Certified Professional Parliamentarian: 1979

Also hold " T" designation as instructor of parliamentary procedure

Held chairmanship of many committees, offices (**PRESIDENT 1985-87**)

Served many years on Board of Directors

Currently elected to prestigious position on AIP Advisory Council

Twice served as Parliamentarian for Annual Session of AIP

Coordinated Annual Session 1998

Served a number of years on Accrediting Committee.

Chair of PARLIAMENTARY ASSOCIATIONS LIAISON COMMITTEE since established about 12 years ago. Brought about joint CODE OF ETHICS for all parliamentarians.

Instructor at many Annual Session Workshops and for many years served on Staff of Parliamentary Practicum (week-long workshops on parliamentary procedures) held at the Law School of William & Mary in Williamsburg, VA As well as serving many years on Practicum Staff at UCLA Pomona in CA.

ACADEMY OF PARLIAMENTARY PROCEDURE AND LAW

Have been officer and served on Board of Directors for number of years
Professional Parliamentary Specialist Rating

PARLIAMENTARY ASSOCIATES

Chartering President & served in that position 4-5 years
Remain on Board of Directors

OTHER

Instructor of Parliamentary Procedure at TCJC.

Author of parliamentary book "Participate With Ease"

Written articles for National Parliamentarian

Member, ADR Section of Texas Bar Association
Credentialed Mediator by the Texas Mediator Credentialing Association

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January 14th, 2005

OPEN LETTER
TO THE MEMBERSHIP
OF THE TEXAS VHFFM SOCIETY

Re: Proposed Amendments to the Bylaws

Dear Membership:

This is to confirm that this Firm has reviewed the attached proposed Amendments to the Bylaws of the Texas VHF FM SOCIETY.

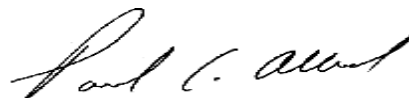
The proposed Amendments are well drafted, well thought out, and fully conform to applicable Texas Law and the common practices of non-profit corporations.

As these proposed Amendments do not propose to amend the Articles of Incorporation, neither the current Bylaws nor the Articles of Incorporation nor Parliamentary Procedure require that a motion to vote on the adoption of the proposed Amendments be tabled.

If a motion is made to vote on the adoption of the proposed Amendments to the Bylaws, Texas Law requires that the motion be considered immediately and that a vote must be conducted.

Respectfully,

PAUL C. ALLRED, P.C.



by:

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Attorney At Law

WILLIAM FORD TAYLOR

Accountant

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January 12, 2005

VHF-FM Society, Inc.

8609 Tallwood Dr.

Austin, TX 78759

Gentlemen:

We are please to offer our services to your organization. It is our understanding that you desire to engage my firm to compile and attest to the results in an upcoming election of board members. That engagement will involve the following agreed to procedures:

1. VHF-FM Society will provide our firm with a list of candidates and eligible voters in the upcoming election. VHF-FM Society will also provide a cut-off date for receipt of ballots by my firm.
2. Completed ballots and proxy ballots will be mailed directly to my firm from the eligible voters.
3. Those eligible ballots and proxy ballots received by a pre-determined date will be counted and the election results tabulated.
4. The certified results of the election will be sent in sealed envelopes and delivered to both the President and Secretary of the VHF-FM Society in advance of the annual meeting in August.
5. A package containing cast ballots and tally sheets will be forwarded to the Secretary in August 2005 for retention by your organization.

Our fee for the above services will be \$500, payable within 15 days of billing.

I appreciate the opportunity to be of service to you and believe this letter accurately summarizes the significant terms of this engagement. If you have any questions, please let me

know. If you agree with the terms of this engagement as described in this letter, please sign the enclosed copy and return it to me.

Sincerely,

William Ford Taylor, CPA

RESPONSE:

This letter correctly sets forth the understanding of VHF-FM Society, Inc.

By: _____

Title: _____

Date: _____