

NEWINGTON AMATEUR RADIO LEAGUE, INC
NEWINGTON, CONNECTICUT

ARTICLES OF INCORPORATION

Article I. NAME OF THE ORGANIZATION

The name of the organization shall be the Newington Amateur Radio League, Inc.

Article II. PRIMARY PURPOSES

The Newington Amateur Radio League, Inc. is established exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and to provide a benefit to the general public as expressed in the following principles, through education and research as follows:

- 1) Enhancement of the value of the amateur radio service to the public as a voluntary, noncommercial communication service, particularly with respect to providing emergency communications.
- 2) Continuation and extension of the radio amateur's proven ability to contribute to the advancement of the radio art.
- 3) Encouragement and improvement of the amateur radio service by the advancement of skills in both the communication and technical phases of the art.
- 4) Expansion of the existing reservoir within the amateur radio service of trained operators, technicians and electronics experts.
- 5) Continuation and extension of the amateur's unique ability to enhance international goodwill.

Article III. GENERAL PURPOSES AND POWERS

Further, the Newington Amateur Radio League, Inc. shall have the general purpose and power to exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Connecticut, including the power to contract, rent, buy or sell personal or real property, provided, however, that the Newington Amateur Radio League, Inc. shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

Article IV. FUNDAMENTAL LIMITATIONS

Notwithstanding any other provisions of these articles, the Newington Amateur Radio League, Inc. is organized exclusively for and its operation is limited to one or more of the purposes as 501(c)(3) of the Internal Revenue Code of 1954, and it shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under IRC 501(c)(3) or the corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the Newington Amateur Radio League, Inc. shall inure to the benefit of any member, trustee, director, or officer of the Newington Amateur Radio League, Inc., or any private individual (except that reasonable compensation may be paid for services rendered

to or for the Newington Amateur Radio League, Inc.), and no member, trustee, or officer of the Newington Amateur Radio League, Inc. or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Newington Amateur Radio League, Inc.

No substantial part of the activities of the Newington Amateur Radio League, Inc. shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC 501(h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the Newington Amateur Radio League, Inc. shall, after necessary expenses thereof are paid, be distributed to the American Radio Relay League, Inc., if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code, but if it is not in existence and exempt, then to another organization exempt under 501 (c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

Special requirements applicable to private foundations:

- 1) In any taxable year in which the Newington Amateur Radio League, Inc. is a 509(a), the Newington Amateur Radio League, Inc. shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942, or corresponding section of any future Federal tax code.
- 2) The Newington Amateur Radio League, Inc. shall not engage in any act of self-dealing as defined in IRC section 4941(d), or corresponding section of any future Federal tax code.
- 3) The Newington Amateur Radio League, Inc. shall not retain any excess business holdings as defined in IRC section 4943 (c), or corresponding section of any future Federal tax code.
- 4) The Newington Amateur Radio League, Inc. shall not make any investments in such manner as to subject the corporation to tax under IRC section 4944, or corresponding section of any future Federal tax code.
- 5) The Newington Amateur Radio League, Inc. shall not make any taxable expenditures as defined in IRC section 4945(d), or corresponding section of any future Federal tax code.

Article V. BYLAWS

The qualifications of members of the Newington Amateur Radio League, Inc., the different classes of members, if any, the voting and other rights of members, the amount of dues payable, the number of directors and officers and the method of their election and other details of the internal operation of the Newington Amateur Radio League, Inc. shall be as set forth in the By-Laws.

Article VI. MANAGEMENT

The general management of the affairs of the Newington Amateur Radio League, Inc. shall be under the control, supervision and direction of the Board of Directors.

Article VII. REFERENCES TO INTERNAL REVENUE CODE

All reference in these Articles to particular provision of the Internal Revenue Code shall refer to the corresponding provisions of the Internal Revenue Code of 1954, as now in force, and as they may be amended from time to time, and to the corresponding provisions of any future United States tax laws.

Article VIII. AMENDMENTS

These articles may be amended by the Directors, except to the extent that action by the members is required by law, by the Articles of Incorporation, or by the By-Laws.

BY-LAWS**Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR**

- A. Name and purposes. The name and purposes of the Newington Amateur Radio League, Inc. shall be as set forth in the Articles of Incorporation.
- B. Location. The principal office of the Newington Amateur Radio League, Inc. in the State of Connecticut shall be initially located at the place set forth in the Certificate of Incorporation of the Newington Amateur Radio League, Inc. The directors may change the location of the principal office in the State of Connecticut effective upon filing a certificate with the Secretary of the State.
- C. Corporate Seal. The directors may adopt and alter the seal of the Corporation.
- D. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on December 31 in each year.

Section 2. MEMBERSHIP**A. Eligibility.**

1. Membership in the Newington Amateur Radio League, Inc. is open to anyone with an interest in amateur radio who is elected to membership by a majority vote of the members at a business meeting.

B. Membership Categories.

1. A Regular Member will be defined as any applicant who has been accepted into the Newington Amateur Radio League, Inc. pursuant to Section 2 paragraph 1, is a currently licensed amateur radio operator and has paid their current dues and assessments.
2. A Sustaining Member will be defined as any applicant who wishes to support the goals, ideals and operation of Newington Amateur Radio League, Inc. but is unable to attend regular meetings or is not a licensed amateur radio operator. This class of membership does not carry the privilege of voting on matters before the club.
3. A Family Member will be defined as any immediate relative of a Regular Member who receives Newington Amateur Radio League, Inc., correspondence at the same address.
4. A Student Member will be defined as any applicant under the age of sixteen (16) years.
5. A Senior Life Member will be defined as any person who has been a member in good standing of the Newington Amateur Radio League, Inc. for at least twenty-five (25) years continuously and has reached the age of 70 (seventy) years.
6. A Senior Member is a member of the Newington Amateur Radio League, Inc., who has reached the age of 70 (seventy) years.
7. A Life Member is a member of the Newington Amateur Radio League, Inc., who has paid a sum of money equal to 25 (twenty-five) years of dues in force at the time of application for Life Membership. This sum is payable over a maximum of one year.
8. An Honorary Member is an individual for whom membership is proposed by the Board of Directors and voted on by a simple majority of members in good standing present and voting at a regularly scheduled meeting of the Newington Amateur Radio League, Inc. Such members shall have no vote.

Sections. 3 DUES

A. The annual dues shall be recommended by the Board of Directors annually in August. The membership shall ratify the annual dues amount in September. Those who are newly-licensed (within 3 (three) months of passing their initial Amateur Radio licensing exam) will be exempt from dues for their first year of membership.

B. Dues are assessed and payable by the regular January meeting. There will be a \$10 (ten dollar) late fee if dues are not paid by March 31.

C. Those members joining between July 1 and January 1 shall be assessed one-half (1/2) the full dues rate for their category of membership.

Section 4. TERMINATION

A. Termination of membership shall occur for any of the following reasons:

- 1) Self-announced withdrawal of a member in good standing
- 2) Nonpayment of dues or other authorized assessments for a period of four (4) months.
- 3) Conduct detrimental to the welfare of the Newington Amateur Radio League, Inc.

B. Notification. The Secretary shall notify by certified letter, return receipt requested (or equivalent) - any member who violates any part of Section 4(A), above, at least thirty (30) days prior to termination.

C. Any member notified that it is the intention of the Newington Amateur Radio League, Inc., to terminate their membership because of conduct detrimental to the welfare of the Newington Amateur Radio League, Inc. shall be afforded an opportunity to explain the circumstances surrounding said intended termination at an Executive Session of the Board of Directors. Membership will be deemed terminated by a two-thirds majority vote of those members present at the meeting. Such vote for termination of membership shall be held by secret ballot.

D. Membership of those members who do not pay their dues as set forth in paragraphs A(2) above, shall be terminated automatically thirty (30) days following the end of the period specified in those paragraphs.

Section 5. POWERS, RIGHTS AND PRIVILEGES OF MEMBERSHIP.

A. In addition to the right to elect directors and such other powers and rights as are vested in them by law, the Articles of Incorporation, or these By-Laws, the members shall have such other powers, rights and privileges as the directors may designate, including access to training and use of the Newington Amateur Radio League, Inc.'s facilities and equipment pursuant to rules and guidelines approved by the Directors. In establishing such rules and guidelines for access to training and use of facilities and equipment, the directors shall give preference to full members. For the purposes of this paragraph. Family Members are to be considered members.

Section 6. MEETINGS

A. Monthly Membership Meetings. The monthly meeting of members shall be held on the first Monday of the month, and notice of the meeting shall be distributed in a timely fashion to each member. If the first Monday falls on a holiday, the meeting shall be held on the following Monday. If such monthly meeting is omitted on the date herein provided for, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the monthly meeting.

B. Annual Meeting. The annual meeting of members shall be held each December.

C. Special membership meetings. Special meetings of members may be called by one-third of the Board of Directors. The call for the meeting shall be made by the Secretary, or in case of his or her death, absence, incapacity or refusal, by any other officer, and shall state the date, hours and purpose of the meeting, and place at which it is to be held.

D. Place of Membership Meetings. All meetings of the members shall be held at a place to be determined by the Board of Directors as being adequate and accessible to the members. Meetings shall take place at a location within the Town of Newington, Connecticut, or any adjoining town,

as may be stated in the call for the meeting.

E. Quorum for Membership Meetings. At any Annual, Monthly or Special meeting of the members, two officers plus one-third (1/3) of the members entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, but a lesser number may adjourn any meeting, and the meeting may be held as adjourned without further notice.

F. Voting at Membership Meetings. At any meeting of the membership, each member entitled to vote shall have one vote on all matters which have been brought before the membership. The directors are to take those steps necessary to ensure that only those members entitled to vote are permitted that right. All classes of membership are entitled to a vote, except Sustaining members and Honorary members as defined in Section 2, paragraph B(2), above.

G. Actions of Membership Meeting. When a quorum is present at any meeting, a majority of the members present and entitled to vote shall, except where a larger vote is required by law, by the Articles of Incorporation or these by-laws, decide any question brought before such meeting.

H. Order of business.

- 1) Roll call
- 2) Moment of silence for Silent Keys
- 3) Acceptance of Minutes of previous meeting
- 4) Report of the Secretary
- 5) Report of the Treasurer
- 6) Directors' reports
- 7) Committee reports
- 8) Unfinished business
- 9) New business
- 10) Election of new members
- 11) Election of officers
- 12) Adjournment

Section 7. BOARD OF DIRECTORS AND OFFICERS

A. Powers. The affairs of the Newington Amateur Radio League, Inc. shall be managed by the Board of Directors, which shall have and may exercise all powers of the Newington Amateur Radio League, Inc., except those powers reserved to the members by law, the Articles of Incorporation, or these by-laws.

B. Eligibility. The Board of Directors shall consist regular members of the Newington Amateur Radio League, Inc. duly elected by the membership.

C. The Board of Directors shall consist of the officers (President, Vice President, Secretary, Treasurer, Public Service Coordinator, Activities Manager, and Trustee)., and two at-large members of the Newington Amateur Radio League, Inc. The Immediate Past President shall serve as an ex-officio member.

D. Voting by Directors. All directors shall have one vote, with the exception of the President, who shall not vote unless to break a tie. A President who holds an additional elected board position shall be considered only as president for purposes of voting. Any ex-officio director shall have no voting power.

E. Quorum for Directors Meeting. A simple majority of voting directors shall constitute a quorum for the conducting of business.

F. Tenure for Directors. Directors who also serve as officers shall serve terms that are concurrent with their terms of office. The at-large directors shall serve terms of one (1) year.

G. Removal of Officer or Director. Officers or Directors may be removed from office by a three-fourths (3/4) vote of members present at a meeting called for such purpose.

H. Vacancies. If a Director elected by the membership is unable to fill out the remainder of his or her term, or if a candidate cannot be found for any elected director's seat, the Board of Directors shall itself appoint a person to fill that vacancy.

I. Meetings of the Board of Directors. Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. All regular Board meetings are open to all members. Meetings of the Board of Directors shall be held at least quarterly, and notice of the date, time and place is to be published in the club newsletter.

J. Special Meetings of the Board of Directors. Special meetings of the Directors may be held at any time and at any place when called by the President of the Board of Directors, or by four (4) or more directors.

K. Executive Session. The Board of Directors may go into Executive Session by a majority vote of directors present. Executive Sessions are closed to the general membership.

Section 8. OFFICERS

A. Election.

1. The Nominating Committee will present a list of candidates at the November meeting.

Nominations from the floor will be accepted at that time. All nominations will be closed at the adjournment of the November meeting.

2. Any officer nominee shall be a Regular Member.

3. The membership will be sent electronically a list of the candidates at least fourteen (14) days prior to the December meeting.

4. The officers will be elected by a plurality of votes cast at the December meeting. If the slate is unopposed, election may be by single vote cast by the Secretary.

5. Vacancies occurring between elections will be recommended by the Board of Directors and voted on by secret ballot at the business meeting at which such vacancy becomes known, or the next regular business meeting.

B. Term of Office

1. The President, Vice President, Secretary, Treasurer, Public Service Coordinator and Activities Manager shall be elected annually.

2. The Trustee shall be elected biannually.

3. The President, Vice President, Secretary, Treasurer, Public Service Coordinator, Activities Manager, and Trustee may serve a maximum of four (4) consecutive terms. A period of at least one (1) year shall elapse following their fourth consecutive term before they again become eligible for elective office in the same position.

4. The Club Station Licensee shall serve concurrently with the term of the club station license, or until a successor shall be named.

C. Duties

1. The President shall:

A. Preside at and conduct all meetings of the Newington Amateur Radio League, Inc.

B. Ensure due observance of the Constitution and By-Laws

C. Decide all questions of order at meetings

D. Sign all official documents of the Newington Amateur Radio League, Inc.

E. serve as Statutory Agent for Service

F. perform all other duties pertaining to the office of the President

(2) The Vice President shall:

A. Assume all the duties of the President in his or her absence, or when appointed by the President.

B. Assist the President in the performance of his or her duties

3. The Secretary shall:

A. Maintain a current membership list

B. Keep a written record of the Proceedings at all Newington Amateur Radio League, Inc. meetings

C. Receive, distribute and respond to all Newington Amateur Radio League, Inc. correspondence.

D. Electronically distribute notices to all members of any special meeting of the Newington Amateur Radio League, Inc.

E. File or designate to be filed with the Secretary of the State and the Internal Revenue Service all necessary reports and forms in a timely manner.

4. The Treasurer shall:

A. Receive and record all monies received by the Newington Amateur Radio League, Inc.

B. Keep an accurate account of all monies received and expended

C. Maintain in proper order such bank accounts as deemed necessary by the Board of Directors

D. Pay bills after authorization by the President and one other officer.

E. Submit to the Board of Directors at the end of each quarter a written or electronic statement of all receipts and disbursements.

F. Submit an annual budget to the general membership.

5. The Public Service Coordinator:

A. may be recommended to the ARRL Section Manager for appointment as Emergency Coordinator

B. shall work with local amateurs and government officials to prepare for and provide emergency public service as required

C. shall maintain a list of members' station equipment and availability to assist in time of emergency

D. shall secure assistance from members of the Newington Amateur Radio League, Inc. to aid in the planning and execution of emergency-preparedness activities.

E. Coordinate non-emergency events as requested by community organizations.

6. The Activities Manager shall organize Newington Amateur Radio League, Inc. participation in events and programs of interest to the membership.

7. The Trustee shall:

- A. Maintain a written inventory of all capital assets of the Newington Amateur Radio League, Inc.
- B. Oversee the annual audit in conjunction with the Audit Committee
- C. Submit an annual audit report to the membership prior to the election of officers at the annual meeting.

8. The Club Station Licensee shall:

- A. Ensure that the club station is operated in a responsible manner
- B. Renew the club station license before it expires
- C. Respond promptly and appropriately to any FCC official notices.
- D. Mail QSL cards for contacts made by club stations W10KY and NA1RL.

Section 9. COMMITTEES

A. Standing Committees shall consist of:

- 1. Nominating Committee
- 2. Technical Committee-responsible for keeping club equipment in good repair and maintaining service records on club equipment.
- 3. Education Committee-responsible for conducting new Ham classes, helping members upgrade and improving member skills.
- 4. Membership Committee-responsible for recruitment and retention of members.
- 5. Scholarship Committee
- 6. Ham fest Committee
- 7. Audit Committee

B. Special committees, including By-Laws Committee, shall be appointed by the President as the need arises.

Section 10. PARLIAMENTARY AUTHORITY

A. Robert's Rules of Order, Newly Revised, shall serve as Parliamentary Authority at all meetings.

Section 11. AMENDMENTS

A. These By-Laws may be altered, amended, suspended or repealed in whole or in part by a simple majority vote of the active members.

B. Proposals to amend the By-Laws shall be published in full in the club newsletter before such vote is taken.