

# **WARMINSTER AMATEUR RADIO CLUB, INC. ARTICLES OF INCORPORATION, CONSTITUTION AND BY-LAWS**

## **ARTICLES OF INCORPORATION**

In compliance with the requirements of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania (relating to amending articles of incorporation) the Board of Directors of the Warminster Amateur Radio Club, Inc. ("the Corporation") hereby resolves that the Articles of Incorporation for the Corporation be restated in its entirety as follows, and directs that the proposed amendments be submitted to a meeting of its members for approval by a majority vote of those entitled to vote:

- 1) The name of the corporation is: Warminster Amateur Radio Club, Inc. ("the Corporation"),
- 2) The location and post office address of the registered office of the Corporation in this Commonwealth is: Benjamin H. Wilson Community Center, 580 Delmont Avenue, PO Box 113, Warminster Pennsylvania 18974.
- 3) The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes: to facilitate the exchange of information and general cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct the Corporation's programs and activities as to advance the general interest and welfare of amateur radio in the general community with emphasis on public service activities and encouraging through educational, scientific, and related programs new and upgraded licensing of Amateur Radio operators. The Corporation shall have the purposes or powers as are now and may be granted hereafter by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation. It is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- 4) The term for which the corporation is to exist is perpetual.
- 5) The corporation is organized upon a nonstock basis. All assets and properties of this Corporation shall be owned solely by the Corporation and no part of its net income or assets shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Paragraph 3 of these Articles of Incorporation. Such assets and properties and all net income shall be dedicated to the purposes as set forth in Paragraph 3 of these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.
- 6) In the event of the dissolution of this Corporation, net assets remaining after payment of all just debts shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the US Internal Revenue Service Code, or the corresponding section of any future US Federal tax code, to the American Radio Relay League, Inc. (ARRL), or to the Federal Government, or to a state or local government, or other organization so designated by the most recent Executive Board. Any such assets not distributed shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Original Articles of Incorporation filed on the 29<sup>th</sup> day of March, 1982 Commonwealth of Pennsylvania Department of State 82-17 570-1

Restated Articles of Incorporation approved by resolution of the Board of Directors at its regular meeting of \_\_\_\_\_, and by majority vote of its members at a special meeting held on \_\_\_\_\_.

(Any amendments to the Articles of Incorporation must be filed with the PA Department of State as articles of amendment)



# CONSTITUTION

## PREAMBLE

Being a group of duly licensed amateur radio operators and wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio, we do hereby constitute ourselves the "Warminster Amateur Radio Club, Inc." a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania with principal offices in Bucks County, Pennsylvania ("the Corporation"), and do enact this constitution ("Constitution") and accompanying by-laws ("By - Laws") as our governing law. It shall be our purpose to facilitate the exchange of information and general cooperation between members, to promote radio knowledge, fraternalism and individual operating efficiency, and to conduct the Corporation's programs and activities as to advance the general interest and welfare of amateur radio in the general community with emphasis on public service activities and encouraging through educational, scientific, and related programs new and upgraded licensing of Amateur Radio operators. The Corporation shall have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now and may be granted hereafter by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation. It is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under section 501( c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

## ARTICLE I – MEMBERSHIP

There shall be three classes of members. All persons having a Amateur Radio Operators License valid in the USA shall be eligible for regular membership. "Regular" members shall have all privileges. "Alumni" members are former members who are unable to attend meeting and Corporation activities on a regular basis due to health considerations or travel impediments. All other persons interested in Amateur Radio shall be eligible for Associate membership. "Associate" members and Alumni members shall have all privileges of membership except voting and election to office.

Dues for each class of member shall be as set forth in Section 4 of the By - Laws.

Membership shall be by application and acceptance upon terms set forth in Section 2 of the By - Laws.

A member shall be considered to be in good standing if he/she has been accepted as a member in accordance with Section 2 of the By – Laws and is current in all financial obligations to the Corporation.

Privileges of membership in the Corporation shall not be denied on the basis of an individual's race, religion, sex, national origin, sexual orientation, or disability.

## ARTICLE II - GOVERNMENT

### SECTION 1

The "Executive Board" of the Corporation shall consist of the Officers as defined in Section 2 of this Article, two elected Directors, two appointed Directors, and a past President acting in a Director capacity. Any Corporation Officer or Director must be qualified as a Regular Member for at least six(6) months prior to his/her nomination, and be in good standing in order to exercise his/her duties granted by the Constitution and By - Laws.

### SECTION 2

The Officers of this Corporation shall consist of a President, Vice President, Secretary, Treasurer, and shall be elected for a term of one year commencing on the first day of July which follows their election. Officers shall be elected by a ballot of Regular members in good standing. The Corporation's Secretary, with the advice of the Membership Committee, shall be responsible for determining eligibility for both voting and for serving as Officer or Director. The ballots shall be tallied by members of an appointed Nominating Committee, one current member of the Executive Board, and one member from the general membership who shall be appointed by the President. These ballots are to be counted at the Corporation's general meeting held during May of each year. All ballots shall be available to the voting members prior to that meeting.

Nominations for Officers and elected Directors shall take place at two consecutive general meetings beginning in March of each year. Once nominations for a position have been closed by motion of the membership, no member may be placed on the ballot as a candidate.

Election procedures for the two elected Directors shall be as those for the other elected Officers. Their term of office shall be for a term of one year commencing on the first day of July which follows their election.

### **SECTION 3**

A vacancy created by the resignation or removal of the President shall be filled by the succession of the Vice President to the office of President for the remainder of the term. All other vacancies shall be filled by an appointment made by majority vote of the Executive Board with a qualified person of its choosing. Any qualified person appointed by the Executive Board to fill a vacancy shall serve until end of the term of the office that was vacant. Nothing in this Constitution or By - Laws shall prevent a qualified person appointed to fill a vacancy from being nominated and elected to the same office at any future election for the office.

### **SECTION 4**

One Director shall be the member who last served as President of the Corporation. In the event this individual is unable to assume the Directorship, it will be the responsibility of the Executive Board to appoint a replacement prior to July 1, preferably a previous officer of the Corporation.

### **SECTION 5**

The Executive Board shall appoint two (2) additional Directors during the month of January of each year, and their duties shall be determined by the Executive Board. These additional Directors shall have full voting rights on the Executive Board, and their term of office shall be for a term of one year commencing on the first day of February which follows their appointment.

### **SECTION 6**

Officers and Directors may be removed for cause shown on a motion approved by a majority vote of all Regular Members in good standing. Members may be removed for cause shown on a motion approved by three-fourths vote of all Regular Members in good standing.

## **ARTICLE III - DUTIES OF OFFICERS AND DIRECTORS**

### **SECTION 1**

The President shall preside at all meetings of the Corporation; shall enforce the Constitution and By - Laws; shall decide all questions of order; shall sign all official documents and no others; shall create such committees as are necessary for the efficient operation of the Corporation; and, shall at the expiration of his/her term turn over everything in his/her possession belonging to the Corporation to his/her successor.

### **SECTION 2**

The Vice President shall assume all duties of the President in the absence of the President; shall keep an accurate record of all Corporation owned non expendable property; be responsible for meeting programs and the coordination of guest speakers at Corporation meetings; and perform all other duties that are necessary for the efficient operation of the Corporation; and, shall at the expiration of his/her term turn over everything in his/her possession belonging to the Corporation to his/her successor.

### **SECTION 3**

The Secretary shall keep a record of the proceedings of all meetings; shall carry on correspondence; shall read all communications at each meeting; shall assure that written notice of any special Corporation meeting is distributed to all Corporation members in accordance with the Constitution and By - Laws; shall have a reference copy of the Constitution and By - Laws at every general and special meeting of the membership and meetings of the Executive Board; and, shall at the expiration of his/her term turn over everything in their possession belonging to the Corporation to his/her successor and a copy of all minutes and correspondence to the Archives Chairperson.

### **SECTION 4**

The Treasurer shall receive and receipt for all moneys paid to the Corporation; shall keep an accurate account of a moneys received and expended; shall pay no bills without proper authorization by the Corporation and/or Executive Board; shall submit an itemized statement of disbursements and receipts at each general meeting; shall present an annual statement of the Corporation's financial status; and, shall at the expiration of his/her term turn over everything in the Treasurer's possession belonging to the Corporation to his/her successor.

### **SECTION 5**

The Directors shall be members of the Executive Board and in conjunction with the elected Officers, shall have an equal vote on all questions and decisions of the Executive Board. The Executive Board shall have the general management of the affairs, funds, records, and properties of the Corporation. It shall act on all matters of policy, may appoint an auditor, and perform such other duties as the members of the Corporation may prescribe in general or special meetings. All Directors shall assist in the administration of the Corporation as designated by the Executive Board.



## **ARTICLE IV - MEETINGS**

General meetings shall be held once each calendar month at such place as the President shall order. No fewer than nine (9) general meetings must be held each calendar year. Special meetings shall be called only by the President when unusual conditions dictate. The membership must be provided with reasonable notification of such special meetings.

## **ARTICLE V –QUORUM AND VOTING**

### **SECTION 1**

A quorum for purpose of the transaction of Corporation business at all meetings will require a quorum that shall consist of one-fifth (1/5) of the Corporation's regular members in good standing, except where a different percentage for a quorum is called for in the Constitution or By - Laws.

### **SECTION 2**

A quorum for purpose of elections shall consist of two-fifths (2/5) of the Regular members in good standing. A quorum for purpose of adoption of any amendments to this Constitution or By - Laws requires at least two-fifths (2/5) of the Regular members in good standing.

### **SECTION 3**

A quorum for purpose of the Executive Board's approval at a meeting where a minimum of five Executive Board members are able to vote.

### **SECTION 4**

All votes shall require a simple majority (1/2 of those members eligible casting a vote + 1) for approval unless otherwise specified in this Constitution or the By-Laws.

### **SECTION 5**

Any motion at a general meeting committing corporation assets shall not be voted on at that meeting but shall instead be placed on the agenda of the next general meeting unless the motion is determined to be of a time sensitive nature. A proposed motion may be determined to be of a time sensitive nature by a majority vote of the Executive Board members present at that meeting.

### **SECTION 6**

Nothing in this document is meant to preclude the use of electronic means to conduct the business of the corporation when those means are devised and approved by the Executive Board meeting in regular Executive session and also approved by a simple majority vote of Regular members in good standing attending a subsequent general meeting.

## **ARTICLE VI - DUES**

The Corporation may, by majority vote of the Regular members present at any general meeting, levy upon the general membership such dues as shall be deemed necessary to carry on the affairs of the Corporation, within the framework of its objectives as set forth in the preamble of this Constitution. Non payment of any dues after three (3) months shall result in suspension from the Corporation; subsequent payment of dues will reinstate the member without penalty. Nonpayment of any dues or other financial obligations after one(1) year shall require a new application for membership and acceptance under terms set forth in Section 2 of the By-Laws.

## **ARTICLE VII - MEMBERSHIP ASSISTANCE**

The Corporation, through designated committees, will provide technical advice to members and assist in frequency observance, clean signals, uniform practice and absence of spurious radiation from Corporation member stations. The Corporation shall also maintain public relations in those channels favorable to amateur radio.

## **ARTICLE VIII - AMENDMENTS**

### **SECTION 1**

Any amendment (s) to this constitution must be presented in writing to the Secretary prior to the general Corporation meeting at which it is to be presented and discussed. Upon discussion and favorable reaction of a majority of the voting members present, the proposed amendments (s) shall be distributed to all Corporation members, via the Corporation newsletter, or by separate mailing, or by electronic or other means to any member if approved by the Executive Board and with the member's consent.

An amendment shall be voted on at a general Corporation meeting no less than thirty (30) days after such publication.

## **SECTION 2**

By - Laws may be enacted or modified by a majority of the voting Corporation members present at a general Corporation meeting where there is a quorum.

## **SECTION 3**

This Constitution and By - Laws shall void and supercede all prior Constitutions and By-Laws, and Amendments thereto. In case there arise any conflicting provisions between the Constitution, By-Laws, and/or the Articles of Incorporation, the Articles of Incorporation shall take precedence over the Constitution, both of which shall in turn take precedence over the By-Laws.

## **ARTICLE IX - RULES**

Robert's Rules of Order, as most recently published, shall govern all proceedings.

## **ARTICLE X - ASSETS**

### **SECTION 1**

All assets and properties of this Corporation shall be owned solely by the Corporation and no part of its net income or assets shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the Preamble of this Constitution. Such assets and properties and all net income shall be dedicated to the purposes as set forth in the preamble of this constitution. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Constitution or the By - Laws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

### **SECTION 2**

Since Corporation members shall not provide any person with tangible economic benefit, membership in the Corporation shall be non assessable for any general, specific, or implied liability of the Corporation.

### **SECTION 3**

In the event of the dissolution of this Corporation, net assets remaining after payment of all just debts shall be distributed for one or more exempt purposes within the meaning of section 501( c) (3) of the US Internal Revenue Service Code, or the corresponding section of any future US Federal tax code, to the American Radio Relay League, Inc. (ARRL), or to the Federal Government, or to a state or local government, or other organization so designated by the most recent Executive Board. Any such assets not distributed shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI – DISSOLUTION**

If this Corporation shall be dissolved, such dissolution shall be in accordance with the NonProfit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation and; the net assets of the Corporation shall be disposed of in accordance with Article IX, Section 3 of this Constitution.

A quorum for the purpose of voting to dissolve this Corporation shall require the presence of four-fifths of the general membership at a meeting specially convened for the purpose of dissolution. Dissolution shall be accomplished by written ballot and shall require an affirmative vote by nine-tenths of the members present and constituting the quorum.



# BY – LAWS

## SECTION 1

A constitutional committee shall be appointed by the Executive Board. This committee shall periodically review the Constitution and By - Laws; shall receive and review suggested changes and/or additions submitted in writing by Corporation members; submit such suggested changes and/or additions to the Executive Board for processing in accordance with the Constitution and By - Laws. At a minimum, a constitutional review shall be required every five (5) years.

## SECTION 2

Applications for membership will be approved or denied the Executive Board. In the event of denial of membership, two Regular or Associate members in good standing may bring the applications before a general meeting of the Corporation for a vote. Upon a majority vote the applicant shall be approved for membership. The membership committee shall receive applications for membership and submit such applications received to the Executive Board for approval at the next scheduled Executive Board meeting and shall maintain an accurate and current list of members.

## SECTION 3

General meetings shall be held as specified by the membership at a regularly scheduled meeting in which the transaction of Corporation business is official and is documented in the Corporation minutes. Special meetings shall be promptly called by the President upon the written request of any five (5) Regular, Associate or Alumni members in good standing of the Corporation. Notices shall be sent to all members in good standing informing them of the special meeting and the business to be transacted. Such meeting notices shall be sent in writing, or by electronic or other means to any member if approved by the Executive Board and with the member's consent. That in the ordinary postal delivery they shall arrive at least 48 hours before the time therein set for the meeting. Only such business as is designated in the said notice shall be transacted at such special meetings.

## SECTION 4

Regular membership dues and Alumni membership dues shall be in the amount as specified by the membership at a general meeting in which the transaction of Corporation business is official and is documented in the Corporation minutes.

A non student (i.e. someone not eligible for student membership as described below) residing in a household, where there is a Regular member in good standing shall pay one half (1/2) of the current membership amount.

Any person who is enrolled in, or attending school in a grade equivalent to or less than the twelfth (12) grade shall be granted student membership and dues shall be equal to one quarter (1/4) that of the current membership amount.

Only one newsletter is to be sent to a household, unless it is delivered by electronic or other means to any member if approved by the Executive Board and with the member's consent.

The Executive Board shall be empowered to waive the payment of the membership dues for a one (1) year term where the payment of such dues may constitute a hardship to the individual. Such waivers may be renewed for successive one (1) year terms through the action of the Executive Board.

The Executive Board shall also be empowered to grant one (1) year honorary Associate memberships for significant contributions to the Corporation. Such membership shall be without payment of dues.

Any person may be granted life Associate membership in the Corporation according to the following provisions. Such membership shall be without payment of dues and shall be granted under the following conditions:

- (a) The prospective life member shall be one who has had a history of extraordinary contributions to the Corporation and to Amateur Radio in general.
- (b) The motion to grant life membership must be made and seconded at a general Corporation meeting. Voting shall be by secret ballot and requires a quorum, which is defined as 40% of the current Regular members in good standing to carry the motion.
- (c) Prior to the vote, the Executive Board shall have investigated the accomplishments of the prospective life member and shall report, at the meeting, their findings.

## SECTION 5


It shall be incumbent on each committee chairperson to furnish the Executive Board with an annual line item budget for approval and it will be the responsibility of the Executive Board to formulate an annual operating budget. Upon

approval of the membership, expenditures within the budget do not require further authorization, but in all cases all expenditures made are to be substantiated by receipts.

The Corporation will operate on a fiscal year of July 1 through June 30 of the next year. The outgoing Executive Board and incoming Executive Board shall review and present the budget at the Executive Board meeting held in May (prior to the June general meeting). The outgoing Executive Board shall submit a budget for the upcoming fiscal year at the June general meeting for approval by the membership.

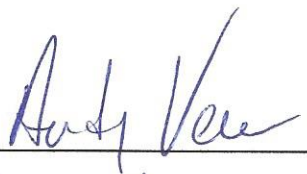
The Executive Board shall be empowered to spend no more than five hundred dollars (\$500.00) on any non-budgeted item without bringing it before the Corporation membership for approval.

Revisions approved June 4, 2009



Irwin Darack, President

Attest:

Signed: 

Name: ANDY VAVRA, KD3RF

Title: DIRECTOR