

Effective  
~~CLAWNE ARMAK STATE~~  
~~SECRETARY OF STATE~~  
~~NORTH CAROLINA~~

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State of North Carolina  
Department of the Secretary of State

ARTICLES OF INCORPORATION  
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: Raleigh Amateur Radio Society, Inc.

2.  (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).

3. The street address and county of the initial registered office of the corporation is:

Number and Street 3901 Barrett Drive, Suite 210

City, State, Zip Code Raleigh, NC 27609 County Wake

4. The mailing address *if different from the street address* of the initial registered office is:  
\_\_\_\_\_

5. The name of the initial registered agent is:

Bradley B. Warren, CPA

6. The name and address of each incorporator is as follows:

Fred N. Decker, Jr.  
7112 Electra Drive  
Raleigh, NC 27607

7. (Check either a or b below.)  
a.  The corporation will have members.  
b.  The corporation will not have members.

8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

9. Any other provisions which the corporation elects to include are attached.

10. The street address and county of the principal office of the corporation is:

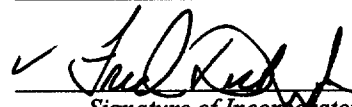
7112 Electra Dr., Raleigh, NC County Wake

11. The mailing address *if different from the street address* of the principal office is:

P.O. Box 17124, Raleigh, NC 27619

12. These articles will be effective upon filing, unless a later time and/or date is specified: \_\_\_\_\_

This is the 16 day of February, 1999.



*Signature of Incorporator*

**INCORPORATOR**

**Fred N. Decker, Jr. - Coordinator**

*Type or print Incorporator's name and title, if any*

## Additional Articles of Incorporation

### MEMBERSHIP

All persons interested in amateur radio shall be eligible to apply for membership. Duly licensed amateurs may only apply for "FULL" membership in the Society. Sixty percent (60%) of the entire membership of the Society shall be FULL members. (A person interested in amateur radio is defined as an individual interested in radio technique, good fellowship, and civic activity solely without pecuniary interest.) Persons that are not licensed may only apply for ASSOCIATE membership. In addition, licensed amateurs living in the same household as a full member may apply for a "FAMILY MEMBER" membership. A FAMILY MEMBER is entitled to all the privileges of a FULL member, but does not receive club mailings. Only FULL members and FAMILY MEMBERS shall have the right to vote at meetings of the Society on matters of business or policy. Membership shall be accepted on application to the Society, and payment of dues.

Special Life Membership may be awarded, upon recommendation by the Board and by a majority vote of the FULL members present at a regular meeting, to a member of the Society for special services performed for the Society and for Amateur Radio. A Special Life Member pays no dues and is entitled to all the privileges of Full membership.

Honorary membership may be awarded upon recommendation by the Board and by a majority vote of the FULL members present at a regular meeting, to a non-member, of the Society for special services performed for the Society and for Amateur Radio. An honorary member pays no dues and is entitled to all the privileges of FULL membership except voting.

### OFFICERS

The Society shall have four officers, which shall be named as follows: 1) President; 2) Vice President; 3) Secretary; 4) Treasurer. Each officer shall be eighteen (18) years of age or older and a "FULL" member of the Society. Each candidate for office in the Society shall have been a member of the Society for a minimum period of one year prior to his or her election to office.

#### A) Tenure of office - Staggered Elections

The term of office for all officers of the Society shall be for two (2) years. The term of office for the President and Secretary in the first year of operation (1999) shall be one (1) year. (Thus elections for a new President and Secretary shall be conducted in the month of November 1999, and in the ODD years thereafter.)

The Vice President and Treasurer shall be elected for two (2) year terms commencing in the second year of operation (2000) and for two (2) year terms at all succeeding elections. (Thus elections for the Vice President and the Treasurer, after the initial election in November, 2000, shall occur in November 2002, and in the EVEN years thereafter.)

It shall be possible for a Society officer to be nominated and elected to another office. For example, the Vice President might be

nominated and elected to the office of President during the odd year elections. In this event, the former office shall be declared vacant subsequent to the election to the new office, and a special election shall be held to fill the remaining term of the former office.

b) Nomination and Election of Officers

Nominations for all offices in the society shall be submitted to the membership at the first regularly constituted business meeting in the month of October in the year in which the elections fall due. All nominations will be noted in the official minutes of the Society by the Secretary. Elections by open ballot shall be held at the first regularly constituted business meeting in the month of November following the nominations. The newly elected officers shall be invested with the rank of office at a meeting of the membership in the month of December following, and shall assume the duties of office as of January 1 of the new year.

A majority of the FULL members present at a regular meeting shall be necessary to constitute a valid election of officers, subject to the provisions of Section 6.

In case of two candidates for the same office, that candidate receiving the largest total vote shall be declared the winner. IN the case of three or more candidates for the same office, that candidate receiving a majority vote shall be declared the winner. If no one candidate receives a majority vote, a runoff election shall be conducted between the top two candidates, and the candidate receiving the largest total vote in the runoff election shall be declared the winner.

There shall be no restrictions as to the number of times (consecutively or otherwise) that a qualified member of the Society may hold the same or another office in the Society.

c) Actions to remove Officers

Any officer may be removed for just cause upon an affirmative vote for removal by 75% of the FULL voting membership in person or by proxy at a regular meeting. Proxies shall not exceed 50% of the full voting membership. The Secretary shall notify all FULL members of the Society by mail of the action to be considered prior to the meeting at which the vote is to be taken.

d) Duties of Officers

1) PRESIDENT - The President shall preside at all meetings of the Society, and shall conduct the same according to the rules adopted; enforce due observance of the Articles of Incorporation and By-Laws; decide all questions of order; sign all official documents that are adopted by the Society, and none other; and perform all customary duties pertaining to the office of President.

2) VICE PRESIDENT - The Vice President shall assume all the duties of the President in the absence of the President, and shall, when so requested, aid the President in the performance of his or her duties.

The Vice President shall be responsible for coordination of programs for regular meetings and all Society functions.

3) SECRETARY - The Secretary shall maintain a neat and accurate written record of the proceedings at all meetings of the Society (minute book) which shall be available for inspection at all times; sign the official minutes after each meeting; file and be responsible for answering all Society correspondence; maintain the Society stationary and seal; bring pertinent correspondence to the attention of the Society at each meeting; distribute the minutes of the preceding meeting prior to the next meeting or read the minutes of the preceding meeting at the next meeting, and notify the entire membership of any special actions to be taken by the Society, and generally perform all other appropriate duties which pertain to the Secretary of the Society.

4) TREASURER - The Treasurer shall maintain the Society ledger in a neat and accurate fashion by the cash receipts method. The ledger shall be open for inspection at all times. The Treasurer shall be responsible for maintaining the Society bank accounts in a institution of sound financial structure and good reputation; retain and file all canceled checks of the Society, all receipts of expenditures, and shall issue receipts for dues paid by members upon request. The Treasurer shall give quarterly financial reports to the Board (or more often upon request) and shall present to the membership an annual financial statement at the end of each fiscal year. Prior to presentation of the annual financial statement the Society's financial records shall be examined by an ad hoc committee designated by the Board. The Treasurer shall maintain, and publish twice yearly, a separate and accurate record of the entire membership of the Society with addresses, telephone numbers, grade of license, class of membership in the Society, and whether a member of the ARRL; and be responsible for answering any inquiries or questionnaires from Federal or State taxing authorities. The Treasurer shall maintain all Society financial documents and records in an adequate and easily identified location, and shall keep the Board advised of its status.

5) GENERAL - Each officer shall be responsible, at the end of his or her term in office, for turning over all records and items belonging to the Society to the successor, and to indoctrinate the successor as to the respective duties of the office.

e) Vacancy in Office

Any vacancy occurring in one of the Society offices more than six (6) months before the end of that term for the particular office shall be filled by special election.

IF the vacancy occurs in one or more of the Society offices with six (6) months or less left in the term for that office, the vacancy shall be filled as follows:

1) If the vacancy occurs in the office of President then the Vice-President, in addition to his or her own duties, shall assume the duties of that office.

2) If the vacancy occurs in the office of Vice-President, Secretary, or Treasurer the position shall be filled by appointment by the Board

#### **BOARD OF DIRECTORS**

The Society shall have a board consisting of no less than seven directors. The officers of the Society shall serve as directors of the Society and the election of Society officers shall also constitute the election of those officers to the Board of Directors. In addition, the immediate past president shall serve as a member of the Board of Directors. Chairpersons of standing committees shall be elected to their chair and simultaneously to the Board in the same manner as the officers. Additional directors at large may be nominated and elected to the Board.

The Board shall have broad powers to plan Society activities and to conduct Society business except for those items of business reserved for the FULL membership by the By-Laws of the Society. Decisions made by the Board, acting within its authority, shall require concurrence of a majority of the board members present at a regular board meeting.

#### **QUORUM TO CONDUCT BUSINESS**

Notwithstanding other provisions of the By-Laws, ten percent (10%) of the FULL voting membership must be present at a regularly scheduled meeting to be considered a quorum.

A Board meeting shall require a minimum of 51% of the current board members to be considered a quorum. NO proxies shall be accepted for either a quorum or for voting.

#### **AMENDMENTS TO THE BY-LAWS**

Amendments to the By-Laws shall be presented by the Board to the membership at any regularly constituted business meeting. The Secretary shall note the proposed amendment in the official minutes and notify the FULL membership by mail of the proposed action before the meeting at which the vote is to be taken. The membership shall then vote on the proposed amendment at the next regularly constituted business meeting. The majority vote in the affirmative of the FULL members present at a regular meeting shall be necessary to adopt the amendment, subject to the provisions of the previous section.

#### **POLITICAL AND PERSONAL ACTIVITIES FORBIDDEN**

The Society as an organized body shall not participate or intervene in any political campaign on behalf of any candidate for public office.

No part of the assets or income of the Society shall be distributed to or expended toward the benefit of any member, Director or Officer of the Society or any private individual. However, reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes.

#### **REMOVAL OF MEMBERS**

Any member may be removed for just cause upon an affirmative vote for removal by 75% of the FULL voting membership in person or by proxy at a regular meeting. Proxies shall not exceed 50% of the FULL voting membership. The Secretary shall notify all FULL members of the Society by mail of the action to be considered prior to the meeting at which the vote is to be taken.

#### **DISSOLUTION**

Upon the dissolution of the association, the Directors shall pay or make provision for the payment of all of the liabilities of the association, and the balance of all money and other property remaining received by the association from any source shall be used or distributed exclusively for purposes within the intent of Section 501 (c) (3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time, or the Board of Directors may distribute all the remaining assets to such organization or organizations formed and operated exclusively for charitable, educational or benevolent purposes as shall at that time qualify as an exempt organization under the Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States statute.

Or, the Board of Directors may elect, upon dissolution of the association, to sell the assets of the association and to distribute the proceeds from such sale as provided in the preceding paragraph.