

# **Constitution Of The The Nashoba Amateur Radio Club, Inc.**

KNOW ALL MEN BY THESE PRESENTS; That we, the undersigned have assembled for the express purpose of defining the constitution of the below named organization, do declare as follows;

## **ARTICLE I NAME**

The name of the corporation shall be the Nashoba Amateur Radio Club, Inc.

## **ARTICLE II Purpose**

The corporation is organized exclusively as a non-profit organization, as such entity is described under Internal Revenue Code § 501(c)(3). 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 III Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this 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 this corporation

#### **Article IV Membership**

All persons interested in Amateur Radio communications shall be eligible for membership. Membership shall be by application 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 V Board of Directors**

All property and assets of the corporation shall be under the control and in the custody of the Executive Committee; however, title to such property and assets shall be in the corporation. Neither the Executive Committee nor any of the members shall be personally liable for any debts or obligations of the corporation except to the extent of any past due and unpaid dues.

The Executive Committee shall be the same persons who are chosen as the governing body of the corporation and their term of office shall exist simultaneous with their term of office as such governing body. Their selection to membership of the governing body of the corporation in conformance with the constitution of corporation shall automatically constitute their selection. The Board of Directors and the Executive Committee is one and the same.

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the immediate past President. Where there is a conflict of one or more of the above serving as an officer, then the open positions shall be filled by nominations and vote of those present at the same, or next, regular meeting, for "Members-at Large".

#### **Article VI Government**

The rules, regulations and government of the corporation shall be as provided for in the constitution of the corporation and such by-laws and rules as shall be adopted in conformance therewith.

**Article VII  
Capital**

The corporation is formed for non-pecuniary and non-profit purposes exclusively and no stock is to be issued and no dividends of any kind shall be paid.

**Article VIII  
Registered Agent and Office**

The street address of the initial registered office of the corporation is:

8265 Green Holly Cove  
Germantown, TN 38138

The name of the initial registered agent of the corporation is:

Frederick D. Miller

**Article IX  
Duration**

The duration of the corporation shall be perpetual.

**Article X  
Effective Date**

The effective date of incorporation shall be upon the filing by the Tennessee Secretary of State.

**Article XI  
Indemnification**

The corporation does indemnify any directors, officers, incorporators, employees and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

**Article XII  
Distribution Upon Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 XIII  
Incorporators**

The name and address of the incorporators are:

Geoffrey P. Wilson  
9018 Jenna Road  
Germantown, TN 38138

William C. Stevens  
2901 Hacks Cross Road  
Germantown, TN 38138

Frederick D. Miller  
8265 Green Holly Cove  
Germantown, TN 38138

**DECLARATION**

We are the persons whose names are subscribed below. We collectively are all of the incorporators of the Nashoba Amateur Radio Club, Inc. named in the Articles of Incorporation, and we have executed these Articles of Incorporation.

Executed on March 16, 2015,

at Germantown, Tennessee

We, and each of us, declare that the foregoing is true and correct.

Geoffrey P. Wilson  
Geoffrey P. Wilson, Incorporator

William C. Stevens  
William C. Stevens, Incorporator

Frederick D. Miller  
Frederick D. Miller, Incorporator