

# **RESTATED ARTICLES OF INCORPORATION OF CEDAR VALLEY AMATEUR RADIO CLUB, INC.**

## **PREAMBLE**

We, the undersigned, being desirous to secure for ourselves the pleasures and benefits of the association or persons commonly interested in amateur radio by furthering better cooperation among its members, developing individual efficiency, furthering the interest of radio in the general community, and providing emergency communications, do hereby constitute ourselves the Cedar Valley Amateur Radio Club (Inc.), herein referred to as the "Club", and do hereby adopt these Articles of Incorporation as a corporation not for pecuniary profit in accordance with the provisions of Section 504A.100 of the Iowa Nonprofit Corporation Act and all acts amendatory thereto.

## **ARTICLE I**

The name of this corporation shall be Cedar Valley Amateur Radio Club, Inc.

## **ARTICLE II**

The principal office of the corporation shall be in Cedar Rapids, Linn County, Iowa.

## **ARTICLE III**

The several objects and purposes of this corporation shall be:

- 1.** To promote interest in radio as a means of communication among amateurs.
- 2.** To stimulate interest in new and original experiments in radio communication by providing educational programs and exhibits and, in general, to contribute in any way possible within the law and regulations of the United States and the Federal Communications Commission to the advancement of the art.
- 3.** To train radio operators in the interest of national defense and to render public service at all times especially in time of emergency by supplying and operating emergency communications equipment.
- 4.** To cooperate in the public interest by assisting in the elimination of interference to radio and television reception from all sources and particularly from the operation of amateur radio and communications equipment.

The corporation shall have all the powers granted nonprofit corporations by law and in particular shall have the power to buy, acquire by gift, devise or otherwise lease, own, mortgage, pledge, sell and convey both real and personal property, and to make and

execute contracts with reference thereto when the execution of said powers are incidental to the foregoing objects and purpose.

#### **ARTICLE IV**

Sec. 1. All persons interested in amateur radio shall be eligible for membership.

Sec. 2. The membership of the Club shall consist of two classes:

(a) Regular members who shall be entitled to all rights and privileges of the Club.

(b) Associate members who shall be entitled to all rights and privileges of the Club except the right to vote or to hold elective office.

Sec. 3. Qualifications for the two classes of membership shall be:

(a) Regular Member: A regular member must hold a currently valid amateur radio operator's license.

(b) Associate Member: Any person who does not qualify as a regular member.

#### **ARTICLE V**

The Club shall be governed by and have all business conducted by a Board of Directors whose actions shall be subject to the approval of the general membership. Motions may also be made and acted upon at the general meetings. There shall be six, nine or twelve directors, as determined by the ByLaws in effect at the time of the election. All directors shall be elected by those members present at the annual meeting of the Club, for the terms and under the conditions defined by the ByLaws then in effect. The President shall be a member of the Board of Directors, and shall be elected prior to, and at the same meeting as, the balance of the directors. To be qualified for election as president, a member must have served at some time on the board of directors, for a minimum of one year.

Each officer of the Club, including the President, shall be elected for a term of one year or until a duly qualified successor is elected. In the event of a vacancy in any office including the President, the directors shall select and appoint a successor to serve out the balance of the term.

#### **ARTICLE VI**

The regular January meeting of the Club shall be the Annual Meeting, and shall be held in Cedar Rapids, Iowa each year. The location of the annual meeting shall be selected by the President, with the approval of the Board of Directors. Twenty five members (or onethird of the regular membership, whichever is the lesser number) in attendance at any annual meeting shall constitute a quorum for the election of directors and for the

transaction of any and all business to come before the Club. A lesser number of members shall have the power to adjourn the meeting to a date not more than thirtyfive days later if a quorum is not in attendance.

## **ARTICLE VII**

The annual meeting of the Board of Directors shall be held in Cedar Rapids, Iowa, on a date not more than fourteen days after the annual meeting.

The Board of Directors shall meet in regular and special sessions during the year in accordance with the provisions relative thereto in the ByLaws and at all meetings of the Board of Directors a majority of the Board of Directors shall constitute a quorum for the transaction of general business excepting as herein provided.

In the event a vacancy occurs on the Board of Directors, the remaining Directors may elect a successor to serve until the next annual meeting of the Club at which time a director shall be elected to fill the vacancy for the unexpired term, if any.

Any member of the Board of Directors may be removed by either a two thirds vote of the Board of Directors, or a majority vote at a meeting of the general membership, a quorum being present.

## **ARTICLE VIII**

Officers and Directors for the year ending December 31, 1976, are as follows:

President David L. Wilson

Vice President William C. Laubengayer

Secretary Cecil L. Koon

Treasurer Charles J. Buresh

Emergency Director James L. Buttleman

Information Director Roderick K. Blocksome

Operations Director Alvin H. Groff

Activities Director James R. Maccani

Contest Director Vernon L. Garmen

## **ARTICLE IX**

Sec. 1. The President shall preside at all meeting of the Club and of the Board of Directors, and shall conduct same in accordance with those rules adopted; he shall enforce due observance of these Articles and of the ByLaws, decide all questions of order, sign all official documents that are adopted by the Club and perform all customary duties pertaining to the office of President.

Sec. 2. The Vice President shall assume all of the duties of the President in the President's absence.

Sec. 3. The Secretary shall keep a record of all proceedings of each general meeting of the Club and of the Board of Directors, maintain all official club records, keep a roll of members, accept dues and submit applications for membership, carry on all correspondence, read communications at each meeting and mail written meeting notices to each member prior to each general meeting of the Club except when excused by action under the By Laws. At the expiration of his term, he shall turn over everything in his possession, that belongs to the Club, to his successor.

Sec. 4. The Treasurer shall receive and receipt all moneys paid to the Club; he shall keep an accurate account of all moneys received and expended and shall pay no bills without authorization by the Board of Directors. At the end of each quarter, he shall submit an itemized statement of disbursements and receipts. At the expiration of his term, he shall submit all records for audit, then turn over everything in his possession, that belongs to the Club, to his successor.

## **ARTICLE X**

The membership may, by majority vote at any regular meeting or at any special meeting called for this purpose, adopt or amend ByLaws not in conflict with governing activities of the Club, and shall adopt such ByLaws as are referred to herein. Twenty five members in attendance or onethird of the voting membership, whichever is the lesser, shall constitute a quorum for these purposes.

## **ARTICLE XI**

The Cedar Valley Amateur Radio Club, Inc. may levy regular dues or assessments upon its membership, the amount of such dues to be as set forth in the ByLaws. In addition, the Club may levy a special assessment upon its members if such is deemed necessary to fulfill the objectives of the organization as outlined in the preamble of these Articles. Adoption of such a special assessment shall require a majority vote of the members present at any regular meeting at which a quorum (as defined in Article X) is present. Nonpayment of such dues or assessments shall be cause for expulsion from the Club, at the discretion of the Board of Directors.

## **ARTICLE XII**

These Articles may be amended by a two thirds majority of the Club's voting members present at any regular or special meeting at which a quorum is present provided all members have been notified by mail of the intent and provisions of the proposed amendment by posting notice to all members at least ten days in advance of meeting date. Proposals for amendments shall be submitted in writing at a regular or special meeting and may not be voted on until the next regular or a regularly called special meeting not less than thirty (30) days later.

## **ARTICLE XIII**

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.

These restated articles of incorporation: (1) correctly set forth the provisions of the articles of incorporation of the corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original articles of incorporation of the corporation and all amendments thereto.

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## **BYLAWS**

- 1.** There shall be nine members on the Board of Directors, which shall be comprised of the President, Vice President, Secretary, Treasurer, and five Directors. The President shall serve a one year term, all other members of the Board of Directors shall serve a two year term. The Vice President, Secretary, Information Director and Emergency Preparedness Director shall be elected in even numbered years. The Treasurer, Program Director, Membership Promotion Director and Communications Activities Director will be elected in odd numbered years.
- 2.** The Board of Directors shall meet at least once each month for the transaction of Club business at a time and place to be agreed upon from time to time.
- 3.** Monthly Club meetings shall be held at such time and place as the Board of Directors shall order. Special meetings may be called by the President upon the written request of any five members of the Club. Notices shall be sent to all members informing them of the special meetings and the business to be transacted.
- 4.** Robert's Rules of Order shall govern the procedure in all meetings of the membership and Board of Directors of the Club.
- 5.** Each director shall accept responsibility for specific functional areas in the Club's activities. The duties of the four officers shall be as spelled out in Article IX of the Articles of Incorporation, with the Vice President additionally agreeing to perform special assignments, as defined by the President and the Board. The responsibilities of the other Directors shall be as follows:

- Program Director: Programs and refreshments for regular meetings, field trips.
- Communications Activities Director: Public Service communications events, field day, fox hunts.
- Membership Promotion Director: Recruitment, license classes, VE examinations.
- Emergency preparedness Director: Emergency Training and exercises, emergency operations, club stations maintenance, storm watch.
- Information Director: Club Newsletter, news releases, FCC and ARRL information, RF interference.

**6.** Chairmen of the various committees and activities defined in the fifth ByLaw shall be appointed by the responsible Director, with the approval of the Board. Committee members shall then be selected by the Committee Chairman, with the concurrence of the responsible Director.

**7.** Publication of a notice of any regular general membership meeting in the Club newsletter shall serve instead of that required in Article IX, Section 3 of the Articles of Incorporation. Separate written notice, mailed to each member, remains a requirement prior to any special meeting.

**8.** Each year, during the months of January, Feb, and Mar, the Board of Directors shall prepare the annual operation budget for the Club and submit it to the membership for approval at the regular monthly meeting in March. The budget shall include itemized sources of estimated income and itemized estimated expenditures for the calendar year.

**9.** It shall be the duty of the Secretary to keep the Constitution and ByLaws of the Cedar Valley Amateur Radio Club, Inc. and have the same with him at every regular meeting and special meeting. He shall cause all amendments, changes, and additions to be noted thereon, and shall permit the same to be consulted by members on request.

**10.** All disbursements of club funds shall be by check; signed by the Treasurer. Checks for \$100 or more shall be signed by the Treasurer and one other officer, either President, Vice President, or Secretary.

**11.** A nominating Committee shall be selected by the Board of Directors and announced to the membership at the November general meeting where additional members may be selected by the general membership.

The Nominating Committee will seek at least two nominees for each vacant position on the Board of Directors. Additional nominations may be made from the floor at the time for elections with the prior consent of the nominee. Elections shall be by ballot.

The elections shall be held in the following order:

1. The President.
2. Officers and Directors defined in By-Law 1.
3. Any other vacant Officer or Director positions.

**12.** The annual Club membership dues shall be for a full calendar year. The amount is as follows:

- Regular or Associate membership or Household membership: \$10.00 per year.
- Regular or Associate membership for persons under 18 years of age: \$5.00 per year.
- On or after July 1 the dues shall be one half the above amounts for the remainder of the calendar year.