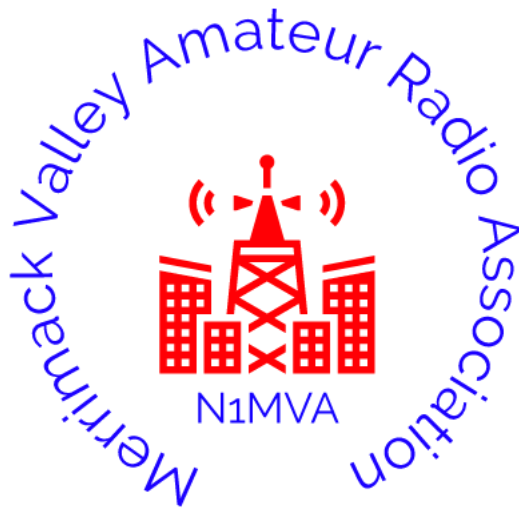


Merrimack Valley Amateur Radio Association, Inc.

dba - MVARA

Incorporated 2022



Constitution & By-Laws

Ratified

08.06.2022

Amended

01.26.2023

Articles of Incorporation of Merrimack Valley Amateur Radio Association, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of New Hampshire, do hereby certify:

First: The name of the Corporation shall be **Merrimack Valley Amateur Radio Association, Inc.** with a dba of MVARA

Second: The place in this state where the principal office of the Corporation is to be located is the City of Auburn, Rockingham County.

Third: Said corporation is organized exclusively for charitable 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.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name	Address
Paul Blais	Manchester, NH
Stephen Davidson	Hollis, NH
Kenneth Geddes	Auburn, NH
Steve Nelson	Amherst, NH
Jay Taft	Bedford, NH

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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.

Sixth: 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.

CONSTITUTION

All gender specific references should be read as and deemed to be considered gender neutral.

ARTICLE I – Title

The title of this corporation shall be “**Merrimack Valley Amateur Radio Association, Inc..**” with a dba of “**MVARA**”, herein to be referred to as “Club”.

ARTICLE II – Purpose

The purpose of the Club shall be to promote amateur radio in both the emergency communication and community service settings. This will be accomplished by deploying, maintaining, and operating amateur radio communication infrastructure. This communication infrastructure will assist local municipalities, hospitals, health departments, and disaster relief services during emergencies by enhancing communications within New Hampshire and other areas. The club will promote community service, team building, and foster a strong knowledge base in amateur radio communications.

ARTICLE III – Officers

The officers of the Club shall consist of: President, Vice-President, Treasurer, Recording Secretary, and Membership Secretary. Officers must be members in good standing, and they shall be elected at the November membership meeting in odd numbered years. No member may hold more than one Officer position at a time. Should an Officer be unwilling or unable to complete a term of office, the President shall appoint a replacement to serve out the remaining term with the advice and consent of a majority of the remaining Officers.

ARTICLE IV – Board of Directors

The Board of Directors of the Club shall consist of five (5) members who have been members in good standing. They may not be related by blood or marriage to any other officer or director. Members of the Board of Directors shall not serve as an Officer of the Club while serving on the Board of Directors. The Board of Directors shall be elected at the November membership meeting in odd numbered years. Should a Director be unwilling or unable to complete a term of office, the President shall appoint a replacement to serve out the remaining term with the advice and consent of a majority of the remaining Directors.

ARTICLE V – Committees

The Club and its members are prohibited from hosting or running events in the Club's name without an appropriate committee and a committee chairperson. The committee chairperson will set the rules for the event or activity within the basic set of rules and guidelines established by the Constitution & By-Laws, the membership, and the Officers and Board of Directors of the Club. Club Officers and Board members may serve on committees but are encouraged not to chair more than one committee. Absent an emergent situation, the committee chairperson should be present during all events. Committees not specifically provided for in the Constitution & By-Laws shall be established and disbanded at the direction of the Officers and the Board of Directors.

Section 1. Communication Equipment Committee

As long as the Club owns, supports, and/or operates communication equipment, the Communication Equipment Committee will be responsible for ensuring that the equipment is functional and adheres to Federal Communications Commission (FCC) regulations, and that operating procedures are fully documented at each site. Where equipment is deployed on non-club property, the committee will work with appropriate departments at each served agency in order to deploy and maintain communication equipment. If the Club establishes a Club amateur radio station, the chairperson will be responsible for establishing operating procedures and obtaining a Club call sign. The chairperson of this committee will have the responsibility to ensure an accurate inventory is maintained for each location as well as providing a list of equipment still needed for each location.

Section 2. Fundraising Committee

The Fundraising Committee will be responsible for obtaining funds required to meet the Club's goals. Whether applying for grants, hosting a paid event, or a raffle the proceeds raised will be earmarked for special initiatives, such as the purchase of communication equipment. The chairperson of this committee will have the responsibility to set the rules for events and a ledger of income & expenses, and any money raised will be turned over to the Club's Treasurer in a timely manner. The Club's Treasurer cannot be a member of the Fundraising Committee.

Section 3. Social Committee

The Social Committee will be responsible for any social events that the Club might schedule, such as luncheon gatherings, Fox Hunt, etc. The chairperson of this committee will have the responsibility coordinate each event and to notify the membership of each event.

Section 4. Admission Committee

The Admission Committee shall consist of three members: an officer, a director, and a member-at-large. The Admission Committee shall meet with membership candidates to ensure that all of the application requirements are met and to answer any questions that a membership candidate may have about the Club.

ARTICLE VI – Duties of Officers and Board of Directors The Officers and the Board of Directors together have the authority to conduct the daily business of the Club, including the power to set rules for the use of Club properties and for hosting all Club events and activities.

Section 1. President

The President shall preside at all meetings of the Club, preside at all joint meetings of the Officers and Board of Directors, appoint all committee members, and perform such duties as usually pertain to this office and are otherwise described in the Constitution & By-Laws of the Club. The President will set regular meeting times for combined Officer and Director meetings. No ARES Section Manager, Assistant Section Manager, Section Emergency Coordinator, or Emergency Coordinator may hold the office of President.

Section 2. Vice-President

The Vice-President shall assist the President in the discharge of his duties and shall perform the duties of the President in case of his absence. In addition, the Vice-President shall be charged with the responsibility of coordinating events that are intended to host a significant number of people who are not immediately related to Club members such as Field Day, and perform other duties as directed by the President. Upon the inability of the President to continue his/her term in office and or in the event of the President’s demise, the Vice-President shall automatically and immediately assume the duties of the president for the remainder of the term. No ARES Section Manager, Assistant Section Manager, Section Emergency Coordinator, or Emergency Coordinator may hold the office of Vice-President.

Section 3. Treasurer

The Treasurer shall keep a detailed account of all funds received or disbursed and shall render monthly, or at any time when requested by the Club, a full statement thereof. The Treasurer shall deposit in an insured bank all the money in the Club's name for the benefit of said Club, giving a receipt for same, agreeing to transfer said moneys (and all property he/she may have in his/her possession belonging to the Club) to his/her successor. The Treasurer may not directly reimburse himself/herself for expenses incurred doing club business. All reimbursements to the Treasurer will be done via check endorsed by the Club President.

Section 4. Membership Secretary

The Membership Secretary shall keep a detailed account of the standing of each member of the Club, receive all membership monies due the Club and pay same over to the Treasurer, taking the Treasurer's receipt for same. The Membership Secretary shall, during the first membership meeting of the new year, announce the names of all members whose dues have not been paid. The names of current members whose dues have not been paid by the second meeting of the new year will be dropped from the membership.

Section 5. Recording Secretary

The Recording Secretary shall keep a record of all meetings of the Club, conduct such correspondence on behalf of the Club as requested by the President or Board of Directors and perform all duties pertaining to this office including maintaining historic minutes and accurate revisions to the Constitution & By-Laws of the Club. Historic and current minutes and the Constitution & By-Laws shall be made available to members upon reasonable request within a reasonable period of time.

Section 6. Board of Directors

The Board of Directors shall have supervision of the membership, the Officers and all of the assets of the Club.

Subsection A. Supervision of the Membership

With respect to the membership, the Board of Directors shall act as an investigating committee on all membership problems. With respect to complaints of violations of rules, the Board shall be responsible for investigating all such complaints and shall be charged with determining all disciplinary actions, up to and including expulsion, of members.

When investigating a membership problem or a complaint against a member, the Board may call its own meetings, appoint its own chairperson for the investigation, and reach a result supported by a majority of the Board. During any such investigation, a quorum for Board meetings shall be at least three (3) Directors. In the absence of not having a quorum, the Membership Secretary may take the place of one of the directors. The Board will keep the Officers informed of the progress of the investigation. Upon the completion of investigating a complaint against a member, the Board shall announce its findings and resulting discipline, if any, at the next regularly scheduled membership meeting.

Subsection B. Supervision of the Assets

With respect to the assets of the Club, The Board of Directors shall have the authority, at any time, to audit the books and finances of the Club. The Board shall also audit the books and finances of the Club upon motion of the membership. The Directors shall have the authority at any time to inspect assets owned by the Club. Any discrepancies in the Club's assets discovered by the Board shall be promptly brought to the attention of the membership by the Board of Directors.

Subsection C. Real Estate

The Officers & Board of Directors shall have the authority to acquire real estate using Club assets, to accept donations of real estate, and to dispose of real estate on behalf of the Club after the membership has voted to approve such actions.

Section 7. Unexcused Absences

Any Officer or Director who has (3) unexcused absences from regularly scheduled Board and Officer Meetings within a calendar year, not excused by the President or a majority of the Board of Directors, will be deemed to have resigned and the position will be filled in accordance with the Constitution & By-Laws of the Club.

Article VII – Application for Membership

Section 1. Requirement for Membership

An applicant must be 18 years of age, be of good moral character, have not been convicted of a felony, and has not been registered as a sex offender. Applicants must hold an active amateur radio license. The application fee is equal to one year's dues and must be paid before the application is deemed complete. The application fee will be credited towards the applicants first year's dues and is non-refundable. Applicants must also confer with the Admission Committee to ensure

their application is complete before they may be inducted as a member. The club will not discriminate applicants based on Race, Color, Religion, National Origin, Sex, Marital Status, or Sexual Orientation.

Section 2. Reading of Applicant's Name

After an applicant has completed all of the requirements for Membership, the applicant's name will be submitted for induction at the next regular membership meeting. Applicants must receive a majority vote of the membership in attendance at the time their names are read to the membership in order to be inducted into the Club.

Section 3. New Member Work Requirements

All new members must serve three (3) hours working for the Club in some capacity during each of their first three (3) years of membership. Work includes training at a served agency, membership on an active Club committee, participating in a Club activity such as Field Day. Failure to submit a report to the Membership Secretary of three (3) hours work within each year of the three (3) year probationary period will result in termination of membership from the Club. During each probationary year, the member can opt to buy out their work obligation for that year by paying an amount equal to that year's dues. The probationary period and work requirement will begin on January 1st following the date the member gets voted in. There will be no prorated buy-outs if less than 3 full hours are worked.

Section 4. Honorary Membership

For exceptional and outstanding contributions exemplifying the Purpose of the Club as stated in Article II of this Constitution, the Club may award Honorary Membership to a worthy non-member.

Article VIII – Conduct of Members

Section 1. Penalties for Unbecoming Behavior

Any member who displays conduct in a manner unbecoming a member of this Club, upon sufficient proof, shall be subject to such penalty as the Board of Directors may determine. The willful violation of any rule of the Club shall be a basis for determining that a member has displayed conduct in a manner unbecoming a member of this Club. However, a member need not violate a Club rule in order to be disciplined for conduct unbecoming a member. Any member who may be expelled for conduct unbecoming a member cannot make application for membership

until two (2) years have expired or the Board of Director's determination in regard to such member is reconsidered by the membership of the Club.

Section 2. Conflict of Interest Policy

Each officer or director, prior to taking his position on the board, and all present officers and directors shall submit in writing to the president a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the director would have conflicting interests. The president shall become familiar with the statements of all officers and directors in order to guide his/her conduct should a conflict arise.

Any possible conflict of interest on the part of any member of the board or officer of the corporation, shall be disclosed in writing to the board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement

Section 3. Commercial Use of Club Property

No member shall use Club property or the Club's name to promote any commercial entity or for other commercial purposes without the prior approval of the Board of Directors and Officers. This does not include any prohibition against wearing clothing sold by Club with the Club's logo or name while conducting business.

Article IV – Dues and Assessments

Section 1. Dues

The annual dues of the Club shall be determined by the membership, payable in advance between the dates of October 1st and inclusive of the first meeting of the new year. Dues may not be changed until members of record are notified of such proposed change in advance and voted on at the next following meeting. Any member not having paid his dues by or at the second meeting of the new year automatically forfeits their membership. A member's spouse can become a member and the dues will be one-half the regular dues, however any work requirement buy-out remains unchanged.

Section 2. New Members

The annual dues of the Club paid by new members must be paid no later than the induction meeting for the new member. Dues are not pro-rated, but dues paid by applicants inducted as members during October or later are for the next membership year.

Section 3. Special Assessments

Special Assessments can be made based upon recommendations of the Officers and the Board of Directors with the final approval of the members at a regular membership meeting vote. Waiver of any Special Assessment payment by a member can be made by the Board of Directors, i.e. financial hardship. Hardships of any member, when presented to the Board of Directors shall be kept private and confidential.

Section 4. Club Functions

No member of the Club will be required to purchase or sell tickets, as a requirement to participate in any Club function, other than the entrance ticket for the particular function.

By-Laws

Article I – Order of Business

The Order of Business during membership meetings shall include the following:

1. Call to Order
2. Minutes of the previous meeting
3. Membership Secretary Report
4. Treasurer Report
5. Committee Reports
6. Unfinished business
7. New business
8. Adjournment

Article II- Regular and Special Meetings

Section 1. Regular Membership Meetings

Regular membership meetings shall be on the nights and at the times as specified by vote of the membership.

Section 2. Combined Director and Officer Meetings

The President shall set a schedule for combined Director and Officer meetings while being mindful of the availability of Directors and Officers to attend such meetings.

Section 3. Special Meetings

The President shall have the discretion at any time to call a Special Membership Meeting of the Club when so requested in writing by five (5) or more members. The President shall call a Special Board and Officer's meeting when so requested in writing by three (3) Board members and/or Officers. When any urgent matter arises, the President shall have the discretion to call a Special Board and Officer's meeting to address such urgent matter.

Article III – Quorum

Section 1. Membership Meetings

Eight (8) members shall constitute a quorum for the transaction of business at any regular or special membership meeting, once the membership has at least Fifteen (15) members. If the membership is less

than Fifteen (15) members, then Five (5) members are required for a quorum. Meetings may be held in person or electronically, or a combination of both to satisfy the quorum requirement.

Section 2. Combined Director and Officer Meetings

A combined total of Five (5) Directors and/or Officers shall constitute a quorum for the transaction of business at any combined Director and Officer meeting, provided at least one member of the Board of Directors and one Officer is present for the meeting. Meetings may be held in person or electronically, or a combination of both to satisfy the quorum requirement.

Article IV – Election of Officers and Standing Committees

Section 1. Term

All Officers and Directors of the Club shall be elected for a two (2) year term at the regular meetings in November of odd numbered years with Officers being elected before Directors are elected.

Section 2. Assume Office – President

The Elected President shall assume his/her office at the meeting at which he/she is elected immediately after Unfinished Business. Elections shall be considered regularly scheduled Unfinished Business.

Section 3. Assume Office – All other Officers and Directors All other elected Officers and Directors shall assume the duties of their office at the end of the regular meeting in November following their election.

The outgoing Treasurer may continue to pay routine bills until such time as the incoming treasurer has been added as an authorized party on the Club’s bank accounts and the outgoing treasurer has been removed from such accounts.

Section 4 Term Limits – Officers and Directors

A member shall serve as many terms as the membership re-elects him or her for.

Article V – Mode of Electing Officers and Directors

Section 1. Nominations

The President of the Club shall call for nominations from the membership for each Officer and Director to be elected.

Section 2. Voting

Each Director, Officer, and member in good standing shall have one vote. The Club shall not authorize proxy votes for any matters for which a vote is taken. A simple majority of votes shall decide the election of each Officer and Director. If a position is uncontested a voice vote may be taken. If a position is contested voting shall be by paper ballot or by electronic ballot.

Section 3. Limitations

No member shall hold more than one elected office of the Club at a time. No Director may serve as an Officer while being a Director. No Officer may serve as a Director while being an Officer.

Article VI – Yea and Nay Votes

Section 1. Majority Vote

A yea and nay vote shall be taken on any question, and the majority vote shall govern. In the event a yea and nay vote does not clearly indicate a majority vote, a count shall be made.

Section 2. Constitution & By-Law Changes

Proposed changes to the Constitution & By-Laws must be submitted in writing to the Recording Secretary at the regularly scheduled September Membership Meeting or the last regularly scheduled combined Board and Officer meeting prior to the regularly scheduled October Membership Meeting. The Recording Secretary shall provide sufficient copies of all such proposals to be reviewed by the Membership during the regularly scheduled October Membership Meeting. All such changes shall be voted on by members present at the regularly scheduled November Membership Meeting. Changes to the Constitution & By-Laws must attain an obvious majority of votes called out or a counting of votes shall be required.

Section 3. Requesting a Count

A count may be requested on any vote by a seconded request from a member.

Article VII – Rules

The Rules set forth in the Constitution & By-Laws shall be binding on all members. The membership and the Directors and Officers retain the authority to pass additional Rules that are binding on the membership so long as they do not conflict with the Constitution & By-Laws. Rules adopted by the membership shall have priority over Rules adopted by the Directors and Officers.

1. Members shall treat all of the Club's and Served Agency's property with respect and shall avoid damaging or harming any Club's or Served Agency's property.
2. Members will treat others with respect.
3. Whenever visiting a served agency, members will dress in appropriate business casual attire or according to the dress code of the served agency, .
4. Club members are urged to wear a name badge when visiting or working at a served agency.
5. Club members may not consume alcohol prior to visiting a served agency or conducting official club business.

Amendments

2023-01-26

- Changes made in relation to moving elections and handling by-law changes to the November meeting, instead of December.
- Article II – Purpose was amended to expand the scope of the club to beyond just New Hampshire.