

WEST VALLEY AMATEUR RADIO CLUB, INC.

CONSTITUTION

(As Amended and Restated Effective March 3, 2025)

ARTICLE I

NAME

This organization is incorporated as an Arizona nonprofit corporation and shall be known as West Valley Amateur Radio Club, Inc. (the "Club"), governed by the Arizona Nonprofit Corporation Act (Arizona Revised Statutes §10-3101 *et seq.*).

PURPOSES

The purposes of the Club shall be limited to charitable, educational and scientific purposes in furtherance of the following objectives:

- a. To obtain the pleasure and benefits of association with persons mutually interested in amateur radio, electronics and radio communications.
- b. To provide emergency communications when and where needed.
- c. To further the interests of the Club in the community and to promote universal good fellowship among all radio/electronics-minded persons.

ARTICLE II

MEMBERSHIP

The membership of the Club shall consist of anyone having an interest in amateur radio, electronics, and radio communications. 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 III

OFFICERS AND DIRECTORS

Sec. 1 Board of Directors

The Board of Directors of the Club shall be composed of four Officers, being the President, Vice-President, Secretary, and Treasurer, who are also Directors, and up to five additional Directors, all of whom shall serve without compensation (and a prize, award or bestowment for which all members are eligible to receive shall not constitute unpermitted "compensation" if received by an Officer or a Director). The total number of Directors shall be between seven and nine, as determined by the Board of Directors in office prior to the preparation of ballots for the election of the succeeding year's Officers and Directors.

Sec. 2 Election

The President, Vice President, Secretary, and Treasurer, and all other Directors, shall be elected for a term of one calendar year each. If necessary to complete a full slate of four Officers, the same individual may hold two Officer positions, provided that the President and Vice President positions may not be held by the same person. If the same individual holds two Officer positions, he or she nonetheless shall exercise only one vote as a Director.

Sec. 3 Vacancies

If the President, Vice President, Secretary, or Treasurer or any other Director is unable to complete his or her elected term for any reason, the Board of Directors, and not the membership, shall elect a replacement for the duration of that position's elected term.

Sec. 4 Removal of Officers

Any officer may be removed from office by a three-fourths vote of the members in good standing present at a Regular or Special Meeting, provided a 27-day prior notification has been given to the membership by any means permitted under applicable Arizona law or in the Bylaws. (The term "in good standing" is defined in the Bylaws.)

Sec. 5 Removal of Directors

Any Director may be removed from office in any manner provided under applicable Arizona law.

ARTICLE IV

DUTIES OF OFFICERS AND DIRECTORS

Sec. 1 Authority

The governing authority of the Club shall be the Board of Directors.

Sec. 2 President

The duties of the President shall be to preside at all meetings of the Board and of the membership, to uphold and adhere to the Articles of Incorporation, Constitution and Bylaws, to appoint all committee chairpersons (including by self-appointment), to serve on all committees by virtue of his or her office, to dissolve all committee appointments when deemed necessary, and to perform all other duties pertaining to this office.

Sec. 3 Vice-President

The Vice-President shall uphold and adhere to the Articles of Incorporation, Constitution and Bylaws, assume all duties of the President in his or her absence, and shall perform such other duties as reasonably may be assigned by the President, including, without limitation, periodically conducting Board meetings and membership meetings, chairing committees, organizing Club meetings and other activities, assisting with Club communications and websites, and helping maintain the Club's amateur radio equipment in a proper operating condition.

Sec. 4 Secretary

The Secretary shall uphold and adhere to the Articles of Incorporation, Constitution and Bylaws, and keep an accurate record of the meetings of the membership and of the Board of Directors. The secretary, or other individual(s) appointed by the President, shall send out all meeting notices and conduct all official correspondence of the Club. The Secretary shall permanently preserve the Articles of Incorporation, the Constitution and the Bylaws, inclusive of all amendments thereto. The Secretary shall preserve all other Club records, excluding financial records which are to be preserved by the Treasurer, for a minimum of three years. All records shall be kept electronically where possible.

Sec. 5 Treasurer

The Treasurer shall uphold and adhere to the Articles of Incorporation, Constitution and Bylaws, and oversee the receipt and disbursement of all monies of the Club, with authority to delegate to other responsible members the physical receipts and disbursements. The Treasurer shall preserve all financial records for a period of seven years, or longer period as may be required by state or federal laws, prior to the year as to which such records pertain. At each January Regular Meeting of the members, or at another Regular Meeting as soon thereafter as is practicable, the prior year's Treasurer shall present the prior year's financial report to the membership. The Treasurer shall be responsible for the timely filing of state and federal tax returns and the timely filing all annual reports, changes in statutory agent, and changes in the Club's official place of business with the Arizona Corporation Commission as required by law.

Sec. 6 Other Directors

The other Directors, who are not Officers, shall uphold and adhere to the Articles of Incorporation, Constitution and Bylaws, and accept such duties that the President may reasonably assign, including, without limitation, chairing committees, organizing Club meetings and other activities, assisting with Club communications and websites, and helping maintain the Club's amateur radio equipment in a proper operating condition.

ARTICLE V

DISSOLUTION OF THE CLUB

Sec. 1 Required Voting

In the event that the Club is to be dissolved, a resolution to dissolve must first be passed by a unanimous vote of the Club's Board of Directors, and the dissolution must then be approved by a two-thirds affirmative vote of the Club's members in good standing at a properly scheduled meeting with a quorum present.

Sec. 2 Distribution of Assets

The Articles of Incorporation of the Club shall govern how the assets of the Club shall be distributed upon the dissolution of the Club. The controlling language, which was approved by the Internal Revenue Service as a condition of granting the Club tax-exempt status in 1990, is replicated below for informational purposes and for convenient reference:

“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 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 the Superior Court of Maricopa County, 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 VI

AMENDMENTS

This Constitution has been adopted in order that members shall have control of the Club's affairs through their duly elected Officers and Directors. Any amendments hereto shall require a three-fourths vote of the members in good standing constituting a quorum and present at the meeting at which amendments are voted upon to become effective. For purposes of the foregoing, and elsewhere in this Constitution, Directors and members “present,” and Directors and members constituting a quorum, may be established by any means permitted by Arizona law and the Bylaws, inclusive of telephonic and audio/video meetings, amateur radio nets, proxies, absentee ballots, and ballots in lieu of a physical meeting. Proposals for amendments may be submitted in writing to the President by any Director or by at least two other members in good standing and shall be presented to the Board of Directors at the next Regular or Special Meeting of the Board. The Board, at its discretion, may elect by simple majority vote to present the proposed amendment to the membership at the next Regular or Special

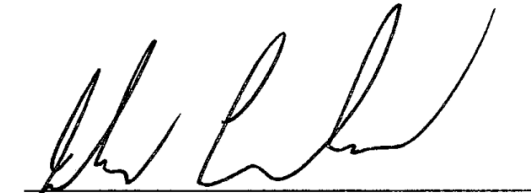
Meeting of the members following such election by the Board, but shall not be voted upon by the membership until the following Regular or Special Meeting at which a quorum is present, and may be adopted by a three-fourths majority vote of the members in good standing.

[Certificate of Adoption follows]

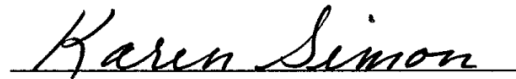
CERTIFICATE OF ADOPTION

The undersigned Officers of West Valley Amateur Radio Club, Inc., an Arizona nonprofit corporation, hereby certify as follows:

- A. The Constitution, as amended and restated, to which this Certificate is attached, was submitted in writing to the President by two members of the Club, and was presented to the Club's Board of Directors at a Special Meeting convened on January 21, 2025;
- B. At such Special Meeting of the Board, the Board voted in favor of presenting the amended and restated Constitution to the membership for its approval, and the Board caused it to be so presented at a Regular Meeting of the membership convened on February 3, 2025;
- C. At a subsequent Regular Meeting of the membership convened on March 3, 2025, quorum having been attained, the membership, by a three-fourths majority approving vote of the members present, voted to adopt the amended and restated Constitution of the Club, effective as of such date.



Josh Cavender
President



Karen Simon
Secretary