

Amendment and Restatement of the  
ARTICLES OF INCORPORATION  
OF  
**ALEXANDRIA RADIO CLUB, INC.**

A Virginia Nonstock Corporation

We, the amateur radio operators in the City of Alexandria, hereby associate to form a non-stock corporation under the provisions of Chapter 10, Title 13.1-889 of the Code of Virginia and for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the "Code"), including but not limited to local charitable organizations, such as emergency response volunteers, communication assistance and other charitable endeavors. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act (the "Act").

ARTICLE I

Name

This public service, educational, scientific and non-profit corporation shall be known as Alexandria Radio Club, Inc., hereinafter referred to as the Corporation.

ARTICLE II

Purpose

The Corporation is organized exclusively for public service, scientific and educational 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 of 1951 (or the corresponding provisions of any future United States Internal Revenue Law).

To fulfill the Corporation's mission, the Corporation has the following powers:

1. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general, to exercise and enjoy all other powers, rights and privileges now or hereafter granted by law to corporations of the character subject to the limitations herein set forth and in the Bylaws.

2. The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise all powers conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Act.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation to its officers and directors for services rendered and may make distributions in furtherance of the purposes set forth below.

The public service purposes for which the Corporation is organized shall be the carrying out of programs in the public interest by means of:

- A. Providing voluntary support to the City of Alexandria using corporation assets during public emergencies or disasters under direction of City Emergency Management Officials.
- B. As an affiliate of the American Radio Relay League (ARRL), sponsoring an Amateur Radio Emergency System (ARES) unit as an action arm of the Corporation. In an MOU, the ARRL and the Federal Emergency Management Agency have recognized the importance of amateur radio to public service.
- C. Preparing for and participating in radio communications incident to public service during times of disaster or national emergencies and in other activities to promote the public welfare.
- D. Providing voluntary support to the City of Alexandria using corporation assets to help facilitate public events.
- E. Participating and assisting in State, national and local emergencies as the Corporation may from time to time decide.

The scientific and educational purposes for which the Corporation is organized shall be the carrying out of programs in the public interest by means of:

- A. Conducting lectures, demonstrations, meetings, and other activities to advance the general interest and welfare of amateur radio and as a source of information to the general public.
- B. Encouraging the development of skills and knowledge in the art and practice of radio communications and electronic technology.
- C. Promoting activities that utilize communications skills and knowledge while serving the public interest and welfare.
- D. Furnishing radio facilities and repeaters that can be used for amateur radio communications, in both normal times and in times of emergency, and to conduct experiments by suitably equipped and authorized amateur radio stations.

### ARTICLE III

#### Membership

Membership in the Corporation shall be open to any individual interested in the purposes of this Corporation as set forth in Article II. Membership will be established by the completion of an application and either the payment of annual dues or the existence of a lifetime membership.

The corporation shall have a single class of members, who shall be those persons accepted to membership by the membership of the Corporation and whom are current on their dues. All such members shall have voting rights, which shall include, but not be limited to, the annual election and removal of the members of the Board of Directors of this corporation, the right to approve all amendments to these

articles and bylaws and such other voting rights as are conferred by the Code of Virginia.

A quorum for Corporation business meetings shall consist of ten (10) members in good standing who are present at an in-person meeting; or have identity-verified presence online; or have submitted a proxy statement to a club officer asserting their presence for quorum purposes for a specific meeting.

All Members shall pledge to adhere to the best of their ability to: Articles of Incorporation, the Bylaws of the Corporation, and all applicable Federal Communication Commission rules and regulations.

#### ARTICLE IV

##### Membership and Elections

The Club Officers and Board of Directors shall be elected by Members in the manner specified in the Bylaws. The number of Directors shall be as set forth in the Corporation Bylaws. Term limits for Officers and Directors shall be as set forth in the Corporation Bylaws. The internal affairs of the Corporation shall be managed by the Board of Directors, which shall have regular meetings.

Vacancies on the Board caused by the resignation, removal, expiration of term, or for any other cause, shall be filled by vote of the membership on nominees provided by a nominating committee. In the event the number of Directors is changed, no decrease shall have the effect of shortening the term of a Director then serving. The term of any Director elected by the membership to fill a vacancy shall expire at the end of the original term date for that vacant position.

#### ARTICLE V

##### Dissolution

The period and duration of this corporation shall be unlimited and perpetual, and no part of the net income of this non-stock, non-profit corporation is to inure to the benefit of any private stockholder or individual. In the event of dissolution, the assets of the corporation, remaining after the payment of its outstanding liabilities, will be transferred to one or more organizations operating for charitable, educational, or scientific purposes and exempt from Federal income tax under the provisions of section 501(c) (3) of the Internal Revenue Code of 1954, or future amendments thereto, or to a Federal, State, or local government entity to be used for exclusively public purposes.

If the Corporation should end, it shall be by a vote of the board of directors and communicated to the membership during a meeting, with an opportunity for members to object and reform the corporation. After that, the winding up of its affairs and satisfaction of all its outstanding obligations, the assets of the Corporation shall be distributed as the Board of Directors may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

#### Article VI

##### Indemnification

To the full extent allowed by the Act as it exists now or may hereafter be amended, the Corporation shall indemnify against liability, and advance reasonable expenses (subject to the Director's compliance with

Section 13.1-878 of the Act) to, any individual who was, is or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because he or she is or was a Director, or while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee or agent of the Corporation who is not a Director to the same extent as if he or she were a Director.

To the fullest extent permitted by the Act as it exists now or may hereafter be amended, there shall be no liability for the acts or omissions of any Director of the Corporation in any action, suit or proceeding brought by or in the right of the Corporation arising out of any single transaction, occurrence or course of conduct. The elimination of liability provided in this Section I shall not be affected by any amendment, modification or repeal of these Articles of Incorporation or the Bylaws with respect to any act or omission occurring before such amendment, modification or repeal.

#### Article VII

##### Administrative

The address of the initial registered office of the Corporation is 1000 Virginia Ave, Alexandria, Virginia 22302, and the office is located within the City of Alexandria. The initial registered agent of the Corporation is Sean P. Gallagher, a citizen of the Commonwealth of Virginia and whose business address is the same as the registered office.

##### CERTIFICATE

It is hereby certified that these Restated and Amended Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of Alexandria Radio Club, as amended. They were duly

adopted by the membership on [INSERT DATE], pursuant to Sections 13.1-885 and 13.1-889 of the Code of Virginia as required by law and supersede the original Articles of Incorporation and all amendments thereto.

ALEXANDRIA RADIO CLUB BOARD OF DIRECTORS

Date: \_\_\_\_\_

By: \_\_\_\_\_ (Signature)  
President \_\_\_\_\_ (Printed Name)

By: \_\_\_\_\_ (Signature)  
Vice-President \_\_\_\_\_ (Printed Name)

By: \_\_\_\_\_ (Signature)  
Treasurer \_\_\_\_\_ (Printed Name)

By: \_\_\_\_\_ (Signature)  
Secretary \_\_\_\_\_ (Printed Name)

By: \_\_\_\_\_ (Signature)  
Director \_\_\_\_\_ (Printed Name)

By: \_\_\_\_\_ (Signature)  
Director \_\_\_\_\_ (Printed Name)

By: \_\_\_\_\_ (Signature)  
Director \_\_\_\_\_ (Printed Name)