

ARTICLES OF INCORPORATION OF BATON ROUGE AMATEUR RADIO CLUB, INC.

ARTICLE I

The name and title of this corporation shall be: BATON ROUGE AMATEUR RADIO CLUB, INC. and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession, perpetually from and after date of this act, during which time it, generally shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and law of this State, and particularly under Title 12, Sec. 201 et. seq., Louisiana Revised Statutes.

ARTICLE II

The domicile of this corporation shall be East Baton Rouge Parish, State of Louisiana, and the location and post office address of its registered office shall be Post Office Box 4004, Baton Rouge, Louisiana, 70821

ARTICLE III

This Corporation is organized exclusively for educational and scientific purposes, including for such purposes, the following: (1) To encourage and promote the development and understanding of the knowledge and art of radio, electronics, and electronic communication; (2) To promote and encourage the development and enhancement of individual operating efficiency in the communication media; (3) To conduct Club programs and activities so as to advance the general interest and welfare of amateur radio in the general community; (4) To furnish information and assistance to Federal, State and local governmental agencies so as to make available the knowledge and skill of radio amateurs for the general welfare of the community; (5) In furtherance of these purposes and within the limitations of its educational and scientific purposes to do each and everything necessary that a non-profit corporation may legally do under the pertinent laws of the State of Louisiana.

ARTICLE IV

The officers of this corporation shall consist of a president, vice president, secretary, treasurer. The president, the vice president, the secretary and the treasurer are to be elected annually by the active membership and shall serve for one year or until their successors are duly elected and installed.

ARTICLE V

The corporate powers and management of this corporation shall be vested in, and exercised by, a Board of Directors of not less than five (5) nor more than fifteen (15) members, and shall always be an odd number of directors. The Bylaws shall determine the number of directors that are needed.

If the number of directors are 5, 7, 9, 11, 13, or 15, as determined by the bylaws, then they shall be elected in the years as indicated below as follows:

| No. of directors | Odd Numbered Years | Even Numbered Years |
|------------------|--------------------|---------------------|
| 5 | 3 | 2 |
| 7 | 4 | 3 |
| 9 | 5 | 4 |
| 11 | 6 | 5 |
| 13 | 7 | 6 |
| 15 | 8 | 7 |

The president, vice president, secretary, and treasurer shall also serve as members of the board of directors, and shall have one vote each.

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Election of board members shall be held at the general meeting of the membership on the last Tuesday in November in each year, beginning with the year 1993, to be held at the registered office of the corporation, or at such other place within or without the State of Louisiana, as may be provided in the bylaws.

At all elections for Directors, as well as all other of the members, each active member, whose dues are paid for the current fiscal year, shall be entitled to one vote, and a majority of all such members shall decide all elections or any question coming before any such meeting.

Any vacancy occurring among the directors of this corporation, by death, resignation or otherwise, shall be filled, by election for the unexpired term, at the next regular or special meeting of the board of directors.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The board of directors shall have the power to make, alter and annul such bylaws, rules and regulations for the government of the affairs of this corporation as it may deem proper.

Special meetings of the members of this corporation may be called at such times and places as determined by the board of directors or by the president.

Meetings of the board of directors may be held outside of the State of Louisiana.

ARTICLE VI

The full names and post office addresses of the corporation's registered agents are:
Hardy M. Prescott, 8535 South Essen Heights Court, Baton Rouge, La.
William E. Mixon, 1007 Greenoaks, Baton Rouge, La.

ARTICLE VII

This corporation is to be organized on a non-stock basis. The subscribers to these Articles of Incorporation shall be the first members of this corporation.

The members of the corporation shall consist of two classes, designated as active members, and associate members.

Active membership shall be limited to licensed amateurs.

Associate membership may be conferred on non-licensed persons who have an interest in amateur radio affairs.

Only active members may serve as officers and directors of the corporation. Only active members shall be entitled to vote for members of the board of directors.

The rights of all members shall be the same except for office holding and election of directors.

The fiscal year of this corporation shall be from October 1 in each year until September 30 in the following year, and each active and associate member shall pay annual dues as set forth in the by-laws of this corporation, for each fiscal year, or fraction thereof, for which he is a member of this corporation. Each member of this corporation, upon the payment of dues as set forth in the by-laws, shall be entitled to a certificate of membership for the fiscal year for which such dues are paid, the certificates of membership to be signed by the president or the vice-president and by the secretary. Members may resign by written resignation submitted to the Board of Directors, and such resignations shall be

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effective when accepted by the Board of Directors. Membership may be recalled by a two-thirds vote of the active and associate members.

ARTICLE VIII

Membership dues, as paid in, as well as contributions made, from time to time, to this corporation, for its use in furtherance of its objects and purposes, may be used promptly, in the discretion of the board of directors, to carry out the objects and purposes of this corporation, or may be employed or invested so that the revenues therefrom may be used to carry out the objects and purposes of this corporation, provided, however, that said investments may be converted thereafter into cash, and the proceeds used, as required, to carry out the objects and purposes of this corporation.

ARTICLE IX

The names and post office addresses of the subscribers to these Articles of Incorporation are:
Richard A. Garcia, Jr., 837 Wiley Dr., Baton Rouge, Louisiana;
Stanley Preston, 672 Nelson Dr., Baton Rouge, Louisiana;
Hardy M. Prescott, 8535 S. Essen Heights Court, Baton Rouge, Louisiana;
William E. Mixon, 1007 Greenoaks, Baton Rouge, Louisiana; and
Homer L. Richardson, 12747 East Robinhood Dr., Baton Rouge, Louisiana.

The signing of these Articles of Incorporation by the said incorporators shall act as their election to membership in this corporation.

ARTICLE X

The first board of directors shall be composed of:

Richard A. Garcia, Jr., 837 Wiley Dr., Baton Rouge, Louisiana;
Stanley Preston, 672 Nelson Dr., Baton Rouge, Louisiana;
Hardy M. Prescott, 8535 S. Essen Heights Court, Baton Rouge, Louisiana;
William E. Mixon, 1007 Greenoaks, Baton Rouge, Louisiana; and
Homer L. Richardson, 12747 East Robinhood Dr., Baton Rouge, Louisiana,

who shall serve until the first annual meeting of membership of the corporation or until their successors are elected and qualified.

ARTICLE XI

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid dues, if any, owing by him or her to the corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability other than as above provided.

ARTICLE XII

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 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 of 1954 (or the corresponding provision of any

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future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (e) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Parish 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 operated exclusively for such purposes.

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Compiling Original
December 7, 1972
and Amendments
July 27, 1976
August 31, 1976
September 30, 1980
November 30, 1993.