

Constitution of WASHINGTON AMATEUR COMMUNICATIONS, INC.

Preamble:

Wishing to secure ourselves the pleasures and benefits of an association of persons commonly interested in Amateur Radio, emergency, and public service communications, the members of Washington Amateur Communications, Incorporated hereby constitute ourselves as Washington Amateur Communications, Inc. and hereby enact this constitution as our governing law.

Article I: Basis and Purpose.

- a. Washington Amateur Communications, Inc. (WACOM) is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. The purposes for which WACOM is organized include:
 1. To provide amateur radio communications services to Governmental agencies and the public in time of emergency in a voluntary and non-commercial manner as provided for and outlined in Federal Communications Commission (FCC) and Department of Homeland Security (DHS) regulations.
 2. To serve the community, state, and nation by providing communications support for public service events and in support of charitable agencies including the Salvation Army, the American Red Cross, and others, thereby lessening the burden on Governmental communications systems in time of emergencies, natural disasters, and other significant events.
 3. To participate in the Radio Amateur Civil Emergency Service (RACES) and the Amateur Radio Emergency Service (ARES), to include establishing and maintaining appropriate relationships with governmental emergency preparedness agencies.
 4. To promote the development of new technologies and scientific discovery by supporting and encouraging research and technological innovations in the applications of amateur radio, particularly in the areas of emergency communications and disaster preparedness.
 5. To contribute to the continuation and advancement of the Amateur Radio Service by supporting and conducting educational programs designed to expand knowledge within the amateur radio community and to prepare interested parties for the FCC's licensing examinations.
 6. To support and actively participate in drills and exercises and conduct training for amateur radio operators in order to develop and improve their ability, competency, readiness, and capabilities to respond to and participate in emergency communications events.

Article II: Members Not to Benefit.

- a. No part of the net earnings of WACOM shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that WACOM shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purpose set forth in the purpose clause hereof.

Article III: Political Campaigns, Endorsements, and Lobbying.

- a. No substantial part of the activities of WACOM shall be the carrying on of propaganda or otherwise attempting to influence legislation. WACOM 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.

Article IV: Other Activities Appropriate for Tax-Exempt Organizations.

- a. Notwithstanding any other provision of this document, WACOM shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article V: By-laws.

- a. WACOM may, from time to time, by a majority vote of the qualified membership present at any scheduled business meeting, adopt such by-laws as may be necessary for the proper and efficient administration of the organization.

Article VI: Amendments.

- a. This constitution may be amended by a two-thirds vote of the qualified members present at the meeting at which the amendments are presented for actual vote. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting, provided all members have been noticed by mail or email of the intent to amend the constitution at said meeting.

Article VII: Conflict of Interest Policy.

- a. The purpose of this Conflict of Interest Policy is to protect WACOM's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of WACOM or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable State and Federal laws governing conflict of interest applicable to non-profit and charitable organizations.
- b. Definitions:

1. Interested Person: any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a). An ownership or investment interest in any entity with which WACOM has a transaction or arrangement;
 - (b). A compensation arrangement with WACOM or with any entity or individual with which WACOM has a transaction or arrangement, or
 - (c). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WACOM is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VII, Section c 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

c. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - (a). An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (b). The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (c). After exercising due diligence, the governing board or committee shall determine whether WACOM can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (d). If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in WACOM's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflict of Interest Policy.
 - (1). If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (2). If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- e. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:
 - (1). The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - (2). The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- f. Compensation.
 - (1). A voting member of the governing board who receives compensation, directly or indirectly, from WACOM for services is precluded from voting on matters relating to that member's compensation.

- (2). A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WACOM for services is precluded from voting on matters pertaining to that member's compensation.
 - (3). No voting member of the governing board or committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WACOM either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- g. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- (1). Has received a copy of the conflicts of interest policy;
 - (2). Has read and understands the policy;
 - (3). Has agreed to comply with the policy; and
 - (4). Understands that WACOM is charitable and in order to maintain its Federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- h. Periodic Reviews. To ensure that WACOM operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- (1). Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - (2). Whether partnerships, joint ventures, and arrangements with management organizations conform to WACOM's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- i. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII (h), WACOM may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article VIII: Incorporation and Dissolution.

- a. WACOM was duly incorporated in the Commonwealth of Pennsylvania as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988 on March 21, 1977. WACOM shall maintain that registration and comply with any requirements outlined in applicable regulations promulgated by the Pennsylvania Department of State.

- b. In the event of the dissolution of WACOM, 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 disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of WACOM 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 ADOPTED: _____

Washington Amateur Communications, Inc., by:

President

Vice-President

Secretary

Treasurer

Washington Amateur Communications, Inc.
(WACOM)

BY-LAWS

Article I: Membership.

- a. All persons interested in Amateur Radio communications shall be eligible for membership. Membership and member status shall be by application and election upon such terms as WACOM shall provide in these Bylaws.
 1. There shall be four classes of membership: Charter, Full, Associate, and Honorary.
 - (a). Charter Membership shall consist of those members who were included in the original founding of WACOM. Charter members shall be considered full members and have all rights and privileges of full members.
 - (b). Full membership is open to licensed amateurs. Full membership includes all privileges including the right to hold office and to vote for officers.
 - (c). Associate membership is open to those actively interested in Amateur Radio as well as all other interested persons. Associate membership includes all privileges except for the right to hold office and vote for officers.
 - (d). Honorary membership may be bestowed upon any individual determined by the membership to have made significant and lasting contributions for the good of amateur radio, emergency communications, and/or the organization. Honorary membership includes all privileges granted to associate members.
- b. Applications for membership and change in member status shall be submitted and voted at regular meetings.
- c. Any member may be suspended or expelled for good cause, including but not limited to engaging in conduct which brings discredit upon amateur radio, WACOM, or supporting agencies. Motions to take such action shall be brought at a regular meeting, and a vote on that Motion will be taken at the next regular meeting following presentation of the Motion.

Article II: Officers.

- a. The regular officers of WACOM shall be President, Vice President, Secretary, Treasurer, and Trustee. Other appointed officers may be designated as provided in these Bylaws.
- b. The President and Treasurer shall be elected for a term of two years by ballot of the members present, provided there be a quorum, at the annual meeting. The Vice President and Secretary shall also be elected for two year terms, with their terms to be offset by one year from the President and Treasurer; i.e., the Vice President and Secretary shall be elected and their terms

begin the year following the election of the President and Treasurer and the beginning of those terms.

- c. Election of Regular Officers. Nominations for regular officers shall be made at the regularly scheduled meeting in October. Voting for election of regular officers shall be at the regularly scheduled meeting in November following the nominations. In the event that some or all of the offices receive no nominations, nominations from the floor will be allowed prior to the elections during the regular meeting in November.
- d. Officers-elect shall assume their offices at the regular meeting of January following.
- e. Vacancies occurring between elections shall be filled by soliciting nominations at the next two (2) consecutive regular meetings following the vacancy and then holding a special election at the close of the second regular meeting following the vacancy.
- f. The trustee shall be elected to office of indefinite term and reviewed as provided in these Bylaws. The trustee shall be a holder of the highest order class of amateur radio license available among those both interested and able to serve the office.
- g. Officers may be removed by a three-fourths vote of the membership. The trustee may be removed by default of license or legal qualifications with regular vote of membership.
- h. All officers must be WACOM members in good standing and must maintain such status throughout their term of office.

Article III: Duties of Officers.

- a. **President.** The President shall preside at all meetings and conduct them according to the rules adopted. He/she shall enforce due observance of the Constitution and Bylaws, decide all questions of order, sign all official documents adopted by the organization, and perform all other duties pertaining to the office of President. The President shall also be an ex-officio member of all committees.
- b. **Vice President.** The Vice President shall assume all the duties of the President in the President's absence.
- c. **Secretary.** The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members and attendance, submit membership applications, issue membership credentials, carry on all correspondence, read communications at each meeting, and mail notices to members as required. It shall also be the duty of the Secretary to keep current copies of the constitution and Bylaws and have the same with him/her at every meeting. The Secretary shall note all amendments, changes and additions and shall permit these documents to be consulted by members upon request. In the absence of both the President and Vice President, the Secretary shall open and preside over meetings and appoint another member to record the minutes of said meeting.
- d. **Treasurer.** The Treasurer shall receive and receipt for all monies paid to WACOM, keep an accurate account of all monies received and expended, and shall disburse funds at the direction of the organization. The Treasurer shall deposit all receipts in a bank account designated by the

organization. The Treasurer shall issue and sign all checks and then forward them to the President for counter-signature. At each meeting the treasurer shall submit an itemized statement of disbursements and receipts. At the end of his/her term, the treasurer shall immediately turn over all WACOM assets in his/her possession to his/her successor.

- e. **Trustee.** The trustee shall be responsible for maintaining the organization's FCC amateur radio license. This shall include, but not be limited to, all communications with the FCC and others for renewal and legal maintenance, verifying the proper use of the radio call-sign, maintaining the current log book on all use of the call-sign and reporting to WACOM on matters related to this maintenance.

Article IV. Committees.

- a. The President may, from time to time, establish various committees as necessary to investigate proposed courses of action or make other recommendations.

Article V. Board of Directors.

- a. The Board of Directors shall consist of the elected officers and three (3) members at large. The at-large members shall be elected for a three (3) year term. The Board of Directors shall create a budget, which will be presented at the October meeting and be voted on by the general membership at the November meeting. The Board of Directors is empowered to conduct the routine business of WACOM and make expenditures which are approved in the budget in amounts not to exceed Three Hundred Dollars (\$300.00). In the event of an emergency, with a two-thirds (2/3) vote of the Board of Directors, the Board may conduct business or expenditures deemed to be in the best interest of WACOM. The Board of Directors shall hold a meeting once per month, and said meeting shall be open to any interested WACOM member.

Article VI: Meetings.

- a. The Bylaws shall provide for regular and special meetings. At meetings, a minimum of twenty percent (20%) of the membership shall constitute a quorum for the transaction of business unless otherwise stated.
- b. Regular meetings shall be held on the first Thursday of each calendar month.
- c. Special meetings may be called at the discretion of the President or by written request of any five (5) full members. Notices of special meetings shall be sent to all members by postal mail and/or by e-mail and shall specify the business to be transacted at that meeting. Only the business so designated shall be transacted. Such notices shall be sent so that they arrive not less than 24 hours before the meeting.

Article VII: Dues.

- a. WACOM may, by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization. Non-payment of such dues or assessments shall be cause for removal from membership status.

Article VIII: Membership Assistance.

- a. WACOM may, through designated Committees on Interference, Public Relations, Operating Procedures, and others, as needed, provide technical advice to members concerning equipment design, installation and operation to assist in legal compliance and achieve good operating practices from member-stations. WACOM shall also maintain a program to foster and guide positive public relations.

Article IX: Amendments.

- a. Proposals for amendments shall be submitted in writing at a regular meeting. Said proposals shall be read at two (2) consecutive regular meetings, and voted on at the second meeting. Approval requires a majority vote of the members present at the second meeting, provided that the required quorum is present.

BY-LAWS ADOPTED: _____

Washington Amateur Communications, Inc., by:

President

Vice-President

Secretary

Treasurer