

**CONSTITUTION OF THE  
FORT HERKIMER AMATEUR  
RADIO ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

**This Charitable Not-for-Profit Corporation shall be known as the Fort Herkimer Amateur Radio Association, Inc.**

**ARTICLE II**

**NONPROFIT PURPOSES**

- (1) The purposes of the Not-for-Profit Corporation shall be charitable, and educational in nature.
- (2) It shall be the purpose of this corporation to provide education and training to all interested persons and the general public in the theory and practice of amateur radio; to teach classes regarding the scientific progress and practice of radio communications; to train individuals to develop skills in the construction and operation of radio equipment; to encourage experimentation in telecommunications and electronics, and to promote the highest standards of professionalism and ethics.
- (3) The corporation shall educate and train a core of highly skilled volunteer individuals available for public service by providing emergency radio and digital communications to assist all members of our community and government agencies in the event of a catastrophic breakdown of normal lines of communications caused by any type of disaster, thereby lessening the burdens placed upon government agencies.
- (4) The Fort Herkimer Amateur Radio Association, Inc. shall make disaster preparedness presentations to the general public, teach classes to the public focusing on Amateur Radio theory and emergency planning; procure, own, and maintain such radio equipment, antennas, repeaters and other equipment necessary to carry out its mission of providing emergency communications during a disaster for the benefit of the general public; engage in amateur radio emergency preparedness activities; provide volunteer radio communications for public events such as parades, and organized distance running races; operate an amateur radio station, publish public interest news and information about amateur radio, provide public service to the community, and engage in any lawful activity consistent with the furtherance of the purposes herein set forth.

## **ARTICLE III**

### **ELIGIBILITY**

#### **Section I**

All persons interested in amateur radio shall be eligible for membership. It is strongly encouraged that members either are or wish to become licensed Amateur Radio Operators under FCC Part 97 and the various classes thereunder being that at the time of adoption of this document the classes are as follows: "Technician, General, and Amateur Extra Class Operators."

#### **Section II**

The By-laws shall establish the classes of membership.

## **BY-LAWS**

### **ARTICLE I**

#### **MEMBERSHIP**

##### **Section I. Classes of membership –**

The membership of the Fort Herkimer Amateur Radio Association (FHARA), Inc. shall consist of two classes:

- a. Full Members. Full Membership shall be limited to those persons holding a currently valid FCC Amateur Radio License. Full Members have the right to vote and hold office.
- b. Associate Members. Associate Membership shall be limited to those persons having an interest in Amateur Radio but not holding a currently valid FCC Amateur Radio License. An Associate Member may apply for full membership upon being issued an FCC Amateur Radio License. Associate Members have all the privileges available to a Full Member except the right to vote and hold office.

##### **Section II. Membership dues –**

- a. Membership fees shall be set by the Board of Directors.
- b. At the direction of the Board of Directors, the Treasurer shall notify members when they are in arrears in dues and in jeopardy of being dropped from the membership roll.
- c. Members who fail to pay their dues on the last day of the first quarter of the fiscal year shall be subject to removal from the membership rolls of the corporation. Members whose dues have lapsed may be reinstated upon payment of dues for the current year.

d. Dues are payable at the start of the fiscal year beginning January 1st of each succeeding year.

### **Section III. New Members –**

a. Membership shall not be denied due to race, ethnicity, gender, religion, national origin, or sexual orientation.

b. All applicants for new membership shall be compliant with the laws of the State of New York and applicants holding an FCC Amateur Radio Operators License shall be compliant with FCC regulations.

c. Membership shall be by application submitted to the Secretary for review and approval by the Board of Directors. The board reserves the right to reject any applicant whose behavior is detrimental to the corporation or its members. Upon completion of this review the applicant shall be notified of their acceptance or rejection.

### **Section IV. Removal of Members –**

The corporation has the right to require members to refrain from conduct injurious to FHARA or its purposes. Members shall conduct themselves with honesty, honor, courtesy, and respect for others. Behavior that will not be tolerated under any circumstance includes threatening physical harm to another member, making scurrilous accusations, or theft of corporation property. Penalties can include censure, suspension, or (in the most extreme cases) expulsion. Members may be removed only by a vote of three-fourths of the members present at a regular meeting of the corporation.

## **ARTICLE II**

### **MEETINGS**

#### **Section I. Annual Business meetings –**

An annual business meeting shall be held the second Wednesday of each November, or as close thereto as holidays and the availability of meeting facilities will permit. And this shall be the meeting at which officers and directors of the corporation shall be elected.

#### **Section II. Regular meetings –**

Regular meetings shall be held on the second Wednesday of each month except the month of November, or as close thereto as holidays, the availability of meeting facilities, and the scheduling of appropriate programs will permit.

#### **Section III. Special meetings –**

Special meetings may be called by the President or upon written request of one-fifth of the membership of the corporation. Only such business as is designated in the notice shall be considered at the meeting.

**Section IV. Notices –**

Notices of special meetings shall be announced during the weekly ARES® or RACES Net giving the place, date, and time of the meeting. Notice shall also be given by means of electronic mail at least one week prior to said meeting.

**Section V. Voting body –**

The voting body shall consist of those members classified as “Full Members” of the Incorporated Association.

**Section VI. Quorum –**

- a. At all regular meetings, special meetings and the annual business meeting, a quorum shall consist of one-fifth (1/5) of the total number of voting members listed on the most current FHARA membership roster. And such a number shall constitute a quorum for the transaction of any specified item of business.
- b. Except as otherwise provided under the articles of incorporation, these By-laws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

**ARTICLE III**

**OFFICERS**

**Section I. Officers –**

The officers of this corporation shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

All officers shall be elected as herein provided. All Officers of the Fort Herkimer Amateur Radio Association, Inc. will serve without compensation.

**Section II. Duties –**

The duties and powers of the officers shall be such as implied by their respective titles, more specifically as follows:

**a. President –**

The President shall preside at all regular meetings, special meetings, and the annual business meeting of the corporation and shall be an ex officio member of certain committees and have general supervision of the affairs of the corporation.

**b. Vice President –**

In the absence of the President, for any cause whatsoever, the Vice President shall automatically assume the responsibilities of the President or shall perform such duties as may be delegated by the President.

**c. Secretary –**

The Secretary shall:

- i. Present all applications for membership.
- ii. In conjunction with the Treasurer, keep an accurate list of the membership of the corporation with the postal and email address of each member.
- iii. Remove from the list all delinquent members.
- iv. Notify all applicants for membership of their acceptance or rejection.
- v. Carry on the general correspondence of the corporation.
- vi. Take the minutes of all meetings of the corporation and the Board of Directors. In the absence of the Secretary the President shall assign someone to serve as Secretary pro tempore, for that meeting.
- vii. No less than one week prior to all regular meetings, special meetings, and the annual business meeting, send by means of electronic mail a notice of the next meeting's date, time, and location to the entire membership. Said email should include a copy of the minutes of the most recent meeting if applicable.
- viii. Present a written report at the annual business meeting.
- ix. The Secretary shall retain on file the minutes of each membership meeting and the minutes of all Board of Directors meetings. Further, the Secretary shall be responsible for keeping the Official Corporate Books containing the filed Certificate of Incorporation, the corporation's adopted By-laws, and any amendments thereto. Copies of all grants, donations, tax records, and such other records as required by law to be kept for audit and public inspection.
- x. In the absence of the President and the Vice President, the Secretary shall automatically assume responsibility of the President; or shall perform such duties as may be delegated by the President.

**d. Treasurer –**

The Treasurer shall:

- i. Collect all dues.
- ii. Pay all bills after proper authorization by the Board of Directors.
- iii. Keep a record of all funds received and expended.
- iv. Prepare and timely file all New York State and Federal tax forms to include Form 990-N or Form 990, making sure to file before any deadlines. Said Tax forms shall be sent to the appropriate taxing authorities Certified Mail Return Receipt Requested. Detailed copies and records of each form and proof of filing so filed must be kept and maintained by the Treasurer and copies submitted to each Officer and the corporation's Secretary to include in the Not-for-Profit's Corporate Books and records.
- v. Give a financial report at each Board of Directors meeting if requested.
- vi. Submit an itemized statement and all books to the Audit Committee in the month prior to the annual business meeting.
- vii. At the expiration of his term, turn over all corporation records to his successor.
- viii. In the absence of the President, the Vice-President and Secretary, the Treasurer shall automatically assume responsibility of the President, or shall perform such duties as may be delegated by the President.
- ix. In conjunction with the Secretary, keep an accurate list of the membership of the corporation with the postal and email address of each member.

**e. General information relative to Officers –**

- i. Any Full Member of the Fort Herkimer Amateur Radio Association, Inc. may serve as an officer provided, they are a member in good standing, and that they hold a current FCC Amateur Radio Operator license valid for the duration of their term of office.
- ii. Candidates for office may be nominated by petitions signed by two or more members provided that such petitions are filed with the Secretary three weeks before balloting starts at the annual business meeting.
- iii. All officers shall be elected at the annual business meeting, provided there is a quorum, and shall continue in office for one year, starting on the first day of the corporation fiscal year, as defined in Article VIII, or until such time as they may be replaced by duly elected successors.
- iv. An officer can serve in consecutive terms if properly nominated and reelected by a majority of members voting at the annual business meeting.

v. Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Board of Directors for the remainder of the term.

vi. Officers shall turn over all corporation documents and files in their custody no later than two weeks prior to leaving the office. This turnover shall include an in-person briefing with the newly elected officer.

**Section III. Removal of Officers –**

Officers shall be removed only by a vote of three-fourths of the members present at a regular meeting of the corporation.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section I. Number of Directors –**

The Board of Directors shall be comprised of three directors and the four elected officers of the corporation named in Article III Section I of these By-laws. The directors shall be elected from the membership at large of the corporation.

**Section II. Candidates –**

Candidates for director may be nominated by petitions signed by five or more members provided that such petitions are filed with the Secretary three weeks before balloting starts at the annual business meeting. Any Full Member of the Fort Herkimer Amateur Radio Association, Inc. may serve as a director provided, they are a member in good standing for two years prior to election to office and shall hold a currently valid FCC Amateur Radio Operator General Class license or above.

**Section III. Term of Office –**

All directors shall be elected at the annual business meeting, provided there is a quorum, and shall continue in office for five years to coincide with the corporation fiscal year, as defined in Article VIII, or until such time as they may be replaced by duly elected successors. Directors whose FCC license expires during their term of office shall be removed from the office. No director may also serve concurrently as an officer of the corporation.

**Section IV. Vacancies –**

Director vacancies occurring between the elections shall be filled by special ballot at the first regular meeting following the official announcement of such vacancy.

## **Section V. Duties –**

The board of directors have three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

- i. **Duty of Care:** Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will.
- ii. **Duty of Loyalty:** Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).
- iii. **Duty of Obedience:** Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

## **Section VI. Powers –**

Individual directors and officers have no power to act on behalf of the corporation. The sole power to act on behalf of the corporation resides with the entire board.

The Board of Directors shall have power to:

- a. Manage the affairs of the corporation to plan and promote measures for its growth.
- b. Transact the business of the corporation in the interim between meetings and report the same at the next meeting.
- c. Provide for the auditing of the Treasurer’s books.
- d. Perform all duties imposed on them collectively or individually by law, by the articles of incorporation, or these By-laws.
- e. Meet at such times and places required by these By-laws.
- f. Register their addresses with the Secretary of the corporation and notices of meetings shall be e-mailed to them.
- g. Directors shall supervise all officers and agents of the corporation to ensure that their duties are properly performed.
- h. Directors shall serve without compensation.
- i. Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.



## **Section VII. Meetings –**

Meetings of the Board of Directors shall be held monthly on the last Wednesday of the month or as close thereto as holidays and the availability of meeting facilities will permit, and maybe virtual if necessary. Board meetings shall be closed except for Heads of Committees making reports. One director, on a rotating basis, shall be designated as Chairperson of the board to preside over the meetings unless the directors temporarily assign this duty to the President at the opening of each meeting. Only the directors and four officers shall be voting members on all matters brought before the board.

## **Section VIII. Quorum –**

Four members of the Board of Directors, two being directors, shall constitute a quorum at all meetings thereof.

# **ARTICLE V**

## **COMMITTEES**

### **Section I. Establishment –**

The Board of Directors shall establish and be responsible for the performance of such committees as are deemed necessary for the proper operation of the corporation. At a minimum these committees consist of:

- a. Special Committees.
- b. Public Education Committee.
- c. Audit Committee.
- d. Nominating Committee.
- e. Emergency Communications Committee.
- f. Disaster Action Response Trailer (DART) Committee.

### **Section II. Duties –**

Their duties shall be recorded as follows:

- a. The duties of special committees shall be recorded in the minutes of the Board of Directors at the time of appointment. Special committees are created for a particular purpose and are not listed in the By-laws. They cease to exist when they have completed their work and made their final report.

- b. The Public Education Committee shall provide education and training to all interested persons on the theory and practice of amateur radio by establishing and presenting entry-level and higher amateur radio license training classes. The committee shall also provide the entry-level licensing examination for prospective new amateur radio operators and upgrade examination opportunities for those already licensed.
- c. The Audit Committee shall review the corporation account books one month prior to the Annual Business meeting and make a report to the membership on the results of that review during the Annual Business meeting. Additionally, the results of the Audit Committee report shall be briefed to the Board of Directors in the month prior to the Annual Business Meeting.
- d. The Nominating Committee shall review all petitions submitted, reviewing each candidate for suitability and willingness to serve. This review shall verify the candidate meets the requirements for the position. In addition to any candidates submitted on the petitions, the committee members may also submit members names on the candidate slate for election.
- e. The Emergency Communications Committee is responsible for the administration of the Amateur Radio Emergency Service® (ARES®) and the NWS SKYWARN® Storm Spotter Programs. This committee is also responsible for the training and qualification of members under 47 CFR § 97.407 - Radio Amateur Civil Emergency Service (RACES) which states in part "no person may be the control operator of an amateur station transmitting in RACES unless that person holds an FCC-issued amateur operator license and is certified by a civil defense organization as enrolled in that organization."
- f. The Disaster Action Response Trailer (DART) Committee shall be responsible for the upkeep of the DART, training members in the operation of installed equipment, and supervising the deployment of said trailer.

### **Section III. Membership of Committees -**

- a. Membership of each committee shall consist of one or more full members of the corporation.
- b. The President, with the concurrence of the Board of Directors, shall appoint the Chairperson of each committee except for the Nominating Committee and the Emergency Communications Committee.
- c. The Public Education Committee Chairperson should preferably be the ARRL Volunteer Examiner (VE) Team Lead for FHARA and committee members being ARRL VEs.
- d. The Audit Committee shall consist of no less than three (3) full members who are also not Directors or Officers of the corporation. One director shall be an ex officio member of the committee but must be excluded when the Audit Committee is in executive session.
- e. The Nominating Committee shall consist of one or more Directors of the corporation.
- f. The Emergency Communications Committee shall be chaired by the ARES® Emergency Coordinator (EC) and/or the RACES Radio Officer (RO). Appointment to these two positions is by the ARRL Section Manager (SM) and the Herkimer County Director of Emergency Services, respectively. Committee members include Assistant Emergency Coordinators (AECs) appointed by the ARES® EC.

There are four main categories of AECs: Operations, Administrative, Liaison, and Logistics. The AEC is strictly a local appointment and does not require ARRL membership or SM approval. Additional members on this committee shall include the SKYWARN® Coordinator and Assistant Coordinator, both positions being appointed by the National Weather Service (NWS) SKYWARN® Program Manager.

## **ARTICLE VI**

### **ORDER OF BUSINESS**

#### **Section I.**

The order of business at a regular meeting of the Fort Herkimer Amateur Radio Association, Inc. shall be at the discretion of the President and shall normally be as follows:

- a. Call to order.
- b. Pledge of Allegiance.
- c. Roll call (which shall normally be taken in writing).
- d. The reports of officers, boards and standing committees.
- e. The reports of special committees.
- f. Unfinished business and general orders.
- g. New business.
- h. Program.
- i. Reading of minutes for the just completed meeting by the Secretary.
- j. Adjournment.

#### **Section II.**

The order of business at the annual business meeting of the Fort Herkimer Amateur Radio Association, Inc. shall be presided over by the President and shall normally be as follows:

- a. Call to order.
- b. Pledge of Allegiance.
- c. Roll call (which shall normally be taken in writing).

- d. Annual reports of special and standing committees.
- e. Special orders (Election of Officers).
- f. Unfinished business and general orders.
- g. New business.
- h. Reading of minutes for the just completed meeting by the Secretary.
- i. Adjournment.

## **ARTICLE VII**

### **PARLIAMENTARY AUTHORITY**

The rules of parliamentary procedure contained in Robert's Rules of Order Newly Revised shall be the authority of all meetings of this corporation and of the Board of Directors, subject to any special rules which may be adopted at the time.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year shall be from January 1st to December 31st of the year.

## **ARTICLE IX**

### **IRC 501(c) (3) TAX EXEMPT PROVISIONS**

#### **Section I. Limitation on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code), and this 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 provisions of these By-laws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code.

## **Section II. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or 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 of this corporation.

## **Section III. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. It is preferable to distribute any remaining assets to an Amateur Radio 501 (c) (3) Not-for-Profit corporation that has a similar purpose and is in a county adjacent to Herkimer County, State of New York. If this is not possible for any reason, the remaining assets shall be distributed to the federal government or to a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

## **Section IV. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said. At such time and manner is not subject it to tax under section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

# **ARTICLE X**

## **CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **Section I. Purpose of Conflict-of-Interest Policy**

The purpose of this conflict of interest policy is to protect this tax exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in section 4958(f)(1) of the Internal Revenue Code and is amplified by section 53.4958 – 3 of the IRS regulations and which might result in a possible "excess benefit transaction" as defined in section 4958(c)(1)(A) of the Internal Revenue Code and is amplified by section 53.4958 of the IRS regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Section II. Definitions

**a. Interested person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a “disqualified person” as defined in section 4958(f)(1) of the Internal Revenue Code and is amplified by section 53.4958-3 of the IRS regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

**b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement.
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under section 3, paragraph B, 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.

## Section III. Conflict of Interest Avoidance Procedures

**a. 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.

**b. Determining whether a Conflict of Interest Exists.** After disclosure of the financial interest in 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.

**c. Procedures for Addressing the Conflict of Interest.** 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 they vote on, the transaction or arrangement involving the possible conflict of interest.

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.

After exercising due diligence, the governing board or committee shall determine whether the corporation 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.

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 the corporation'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 Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe the member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and for the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigations is warranted by the circumstances, the governing board or committee determines the members failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section IV. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the person 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 boards or committee's decision as to whether the conflict of interest in fact existed.
- b. 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.

#### **Section V. Compensation Approval Policies**

In Keeping with its charitable and educational Not-for-Profit purposes, The Fort Herkimer Amateur Radio Association, Inc. as outlined in these By-laws does not allow for compensation of any kind or type, financial or otherwise, to any Directors of the corporation. Further, these By-laws do not allow for any compensation of any kind or type, financial or otherwise, to any officers of the corporation. Finally, the Fort Herkimer Amateur Radio Association, Inc. does not allow for compensation of any kind or type, financial or otherwise, to any voting members of the not-for-profit corporation. Any violation of these policies may subject the offending party to expulsion from the Fort Herkimer Amateur Radio Association, Inc. at the discretion of the Board of Directors. The only exception to the above is reimbursement for personal monies expended for the corporation's business on behalf of the corporation and only with the approval of the Board of Directors.

## **Section VI. Annual Statements**

Each director, principal officer, and member of the committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understand the policy.
- c. Has agreed to comply with the policy; and
- d. Understands the corporation 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.

## **Section VII. Periodic Reviews**

To ensure the corporation 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 review shall at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable based on competent survey information and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **Section VIII. Use of outside Experts**

When conducting the periodic reviews as provided for in Section VII of Article X, the corporation 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 XI**

## **WHISTLEBLOWER PROVISION**

The Directors, Officers, and membership of the Fort Herkimer Amateur Radio Association, Inc. shall strive to maintain the highest ethical, moral, and legal, standards in all of their dealings. Consonant with this policy, we hereby establish a provision in these By-laws to indicate that any person, member, officer, or director shall not be the subject of punitive actions, of any kind or type, for making a report of any possible, or suspected wrongdoing on the part of any director, officer, member or other person(s) in connection with such alleged, possible, or suspected, wrongdoing. All such allegations shall immediately be brought to the attention of the Officers and the Board of Directors, whereupon a fact-finding hearing regarding the alleged wrongdoing shall commence immediately, with the purpose of ascertaining the facts and, if the allegations are borne out, taking all legal corrective action(s) against the alleged wrong doer(s). If a complaint is filed against an Officer or member of the Board of Directors, that Officer or Director shall be excluded from any fact-finding inquiry by the remaining



members of the Board of Directors and the Officers of the Not-for-Profit corporation. We hereby establish this whistleblower provision to encourage the reporting of any wrongdoing on the part of any directors, officers, or members of the Fort Herkimer Amateur Radio Association, Inc.; And to promote the practice of the highest ethical and moral standards in all our dealings. Further, we intend this whistleblower provision to protect any person making such a report from any type of punitive action to include expulsion from the organization or any other punitive action taken to punish the person or persons who reported the alleged wrongdoing.

## **ARTICLE XII**

### **AMENDMENT OF BY-LAWS**

**Section I.** Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the By-laws of this corporation and except as may otherwise be specified under provisions of law, these By-laws, or any of them, may be altered, amended, or repealed and new By-laws adopted by approval of the Board of Directors.

## **ARTICLE XIII**

### **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these By-laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holding. All references in these By-laws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, amendment of the certificate of incorporation, or other founding document of this corporation filed with an office of this State and used to establish the legal existence of this corporation.

All references in these By-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BY-LAWS**

We, the undersigned, are all directors or officers of this corporation, and we consent to, and hereby do, adopt the foregoing By-laws, consisting of the seventeen (17) preceding pages, as the By-laws of this corporation.

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

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**Approval of Purposes Clause and Dissolution Clause by two (2) officers or directors of the Fort Herkimer Amateur Radio Association, Inc.**

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_