

STATE OF NEW HAMPSHIRE

**ARTICLES OF AGREEMENT
OF**

TWIN STATE RADIO CLUB, INC.

(a New Hampshire nonprofit corporation)

THE UNDERSIGNED, being persons of lawful age, associate under the provisions of the New Hampshire Revised Statutes Annotated (“NH RSA”), Chapter 292 (“Act”), by the following articles:

ARTICLE I—NAME

The name of the corporation is Twin State Radio Club, Inc.

ARTICLE II—PURPOSE

The object for which this corporation is established is:

- A. To operate exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any substitute for the Internal Revenue Code, and its regulations as they now exist or as they may in the future be amended (collectively, “Code”). All references in this Articles of Agreement to sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically, the purposes for which the corporation is formed will include:
1. Promote interest in Amateur Radio communication and experimentation;
 2. Establish Amateur Radio networks to provide electronic communications in the event of disasters or other emergencies;
 3. Further the public welfare;
 4. Advance the radio art;
 5. Foster and promote noncommercial intercommunications by electronic means throughout the world;
 6. Foster education in the field of electronic communications;
 7. Promote and conduct research and development for the further development of electronic communication;
 8. Disseminate technical, educational, and scientific information relating to electronic communication;
 9. Publish in print and other media information necessary or incidental to any of the above purposes;
 10. Promote public knowledge of and interest in Amateur Radio and the corporation; and

11. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or in the future may be conferred by law on a corporation organized under the Act for the purposes set forth in these Articles of Agreement or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation as set forth in these Articles of Agreement.
- B. Nothing contained in these Articles of Agreement will be interpreted to authorize or permit the corporation to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (a) an organization exempt from Federal income tax under section 501(c)(3) of the Code, or (b) an organization contributions to which are deductible under sections 170, 2055, and 2522 of the Code.
- C. No part of the net earnings of the corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Code). The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III—MEMBERSHIP

There is an application process for new members.

ARTICLE IV—DISPOSITION OF ASSETS ON DISSOLUTION

The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

On the liquidation or dissolution of the corporation, the officers and trustees of the corporation, after paying or making provision for the payment of all of the corporation's proper liabilities of the corporation, will distribute all of the corporation's remaining assets of the corporation exclusively to one or more entities or organizations that are exempt from federal income tax under section 501(c)(3) of the Code, whose purposes fulfill as nearly as possible the purposes of the corporation, as determined by the corporation's board of trustees. Any assets not so disposed of will be disposed of by the appropriate court of the jurisdiction in which the principal office of the corporation is then located exclusively to one or more other organizations exempt from federal income tax under section 501(c)(3) of the Code whose purposes fulfill as nearly as possible the purposes of the corporation. No part of the net assets of the corporation will be distributed to any trustee, officer, member, or other private individual on the liquidation, dissolution, or winding up of the corporation.

ARTICLE V—BUSINESS ADDRESS

The address at which the business of the corporation is to be carried on is: PO Box 5078, Hanover, NH 03755-5078.

ARTICLE VI—NO STOCK

The corporation is organized on a non-stock basis and is not authorized to issue capital stock, shares, or membership certificates.

ARTICLE VII—LIMITATION OF LIABILITY

- A. The trustees and officers of the corporation will not be personally liable, and will be shielded from personal liability, for any debt, liability, or obligation of the corporation, to the maximum extent permitted by the laws of the State of New Hampshire as in effect at the time the liability is determined. No trustee or officer of the corporation will be personally liable to the corporation (or its members or stockholders, should it then have members or stockholders) for monetary damages for any breach of fiduciary duty by such that trustee or officer, as a trustee or officer, except to the extent that exculpation from liability is not permitted under the laws the State of New Hampshire as in effect at the time the liability is determined.
- B. In furtherance and not in lieu of these limitations on liability, the Corporation adopts the exculpation provisions permitted by NH RSA 292:2(V) which authorize the Corporation to eliminate or limit the personal liability of a director or officer of the Corporation to the Corporation or its members or shareholders (if any) for monetary damages for breach of fiduciary duty as a director or officer, except with respect to (1) any breach of the director's or officer's duty of loyalty to the Corporation or its members or shareholders (if any), (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (3) a violation of NH RSA 293-A:8.33 (or its successor); or (4) any transaction from which the director or officer derived an improper personal benefit.
- C. No amendment or repeal of this Article will apply to or have any effect on the liability or alleged liability of any director and/or officer of the corporation for or with respect to any acts or omissions of such director and/or officer occurring prior to that amendment or repeal.

ARTICLE VIII—AMENDMENT OF ARTICLES OF AGREEMENT

- A. Proposals for amendments to these Articles of Agreement must be submitted in writing at a regular meeting and may not be voted on until the next regular meeting. Proposals for amendments to these Articles of Agreement will be referred to a review committee composed of at least three voting members who will review the proposals and make recommendations to the membership prior to the vote. These Articles of Agreement may be amended by a two-thirds majority of the entire voting membership at the next regular meeting provided that all voting members have been given at least two weeks' prior written notice of the intent to amend these Articles of Agreement at that regular meeting.

- B. In the event that at least two thirds of the voting membership does not attend the first noticed meeting, the vote may be noticed again for a future meeting, and voting by written absentee ballot will be allowed.
- C. Absentee ballots must state yes or no on the amendments as proposed and be witnessed in writing by at least one officer. The officer will ascertain that the voting member has received a true and accurate copy of the proposed amendments. Absentee ballots will be allowed only for amendments to these Articles of Agreement.

ARTICLE IX—BYLAWS

- A. The Corporation shall maintain a set of bylaws to govern day to day operations of the Corporation.
- B. The Bylaws may be approved or amended by a two-thirds majority at any regular meeting, provided that at least two weeks written notice of the vote is made to all voting members.

ARTICLE X—SIGNATURES

Signature and post office address of each of the persons associating together to form the corporation.

Signature and Name

Post Office Address

<p>1. _____ Signature</p> <p>_____</p> <p>Name (print)</p>	<p>_____</p> <p>Street (print)</p> <p>_____</p> <p>City/Town State Zip (print)</p>
<p>2. _____ Signature</p> <p>_____</p> <p>Name (print)</p>	<p>_____</p> <p>Street (print)</p> <p>_____</p> <p>City/Town State Zip (print)</p>
<p>3. _____ Signature</p> <p>_____</p> <p>Name (print)</p>	<p>_____</p> <p>Street (print)</p> <p>_____</p> <p>City/Town State Zip (print)</p>
<p>4. _____ Signature</p> <p>_____</p> <p>Name (print)</p>	<p>_____</p> <p>Street (print)</p> <p>_____</p> <p>City/Town State Zip (print)</p>
<p>5. _____ Signature</p> <p>_____</p> <p>Name (print)</p>	<p>_____</p> <p>Street (print)</p> <p>_____</p> <p>City/Town State Zip (print)</p>