

Black Warrior Hamfest Association

Articles of Association

PREAMBLE

We the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons interested in Amateur Radio, do hereby establish ourselves the **Black Warrior Hamfest Association**, (herein referred to as the Association) and do enact these Articles of Association governing law. It shall be our purpose to promote the operation and general welfare of Amateur Radio, and facilitate the planning and execution of an Amateur Radio Hamfest, in order to encourage the comradery and fellowship associated with such a yearly event to be located within Tuscaloosa County, Alabama.

ARTICLE I

Name and Organization

The name of this association is the **Black Warrior Hamfest Association** and is designated an unincorporated nonprofit association created under the laws of the State of Alabama.

ARTICLE II

Purpose

It is the intent of the **Black Warrior Hamfest Association** to coordinate efforts in planning, and conducting an Amateur Radio Hamfest to be located within Tuscaloosa County, Alabama. Likewise, to provide resources for the general education of the community about all aspects of the hobby of Amateur Radio.

The Association consists of members who have joined by mutual consent for the common nonprofit purposes of uniting Amateur Radio Operators throughout West Alabama in the comradery and fellowship associated with a yearly Hamfest in Tuscaloosa County, Alabama.

The Association may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, The Association may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon unincorporated nonprofit corporations in the State of Alabama.

ARTICLE III

Structure and Membership

The Association consists of individuals with a desire to conduct a yearly Hamfest in order to promote Amateur Radio communications. Membership is open to anyone wishing to render support and guidance in the planning and execution of a yearly Hamfest.

It is expected that members of the Association represent themselves and the organization with a spirit of cooperation and decorum at all times. Any behavior that is deemed contrary to the spirit of cooperation and proper conduct in action or speech, either at any meeting, annual Hamfest, or at any other occasion when the Association represented, shall be grounds for dismissal from the Association.

The Association is a purely voluntary organization, and no membership fee or annual dues are required for membership. The Association does not discriminate on the basis of race, color, sex, age, religious affiliation, handicap, national origin, or other personal factors. The term of all categories of membership is concurrent with the calendar year ending on December 31.

ARTICLE IV

Association Leadership

The Association shall be governed by at least four (4) officers to be elected by the Association. The name and total number of officer positions will be determined as the group requires, changeable as circumstances necessitate. One person will be designated as the Association's agent in this state as needed, following state law requirements.

Two-thirds (2/3) of membership constitute a quorum of the Association. Officers may be elected every two years, by nomination and a majority vote of at least a quorum of the organization.

ARTICLE V

Officers

1. **PRESIDENT:** The President shall preside at all meetings of the Association. He/She shall sign all authorized contracts and other obligations and undertakings in the name of and on behalf of the Association. He/She shall be the principal officer of the Association and shall have general charge of and supervision of the Association's affairs. He/She shall perform such duties as may be assigned him/her by the membership. The President may delegate any specific signatory power to another elected officer.
2. **VICE-PRESIDENT:** At the request of the President, or in the event of his/her absence the Vice-President shall serve as moderator of any Associational meetings. In such an event that incapacitates the President, including but not limited to illness, disability or death, the Vice President shall assume the office of President at the next Associational meeting. In the event of their absences, the Vice-President shall serve as secretary or treasurer for the purpose of conducting business.
3. **SECRETARY-TREASURER:** The Secretary-Treasurer shall attend all meetings of the Association membership, and disseminate the minutes of such. He/She shall promptly disseminate such minutes following each meeting. He/She shall keep reports on all meetings of Association committees, unless otherwise notified by the President. He/She shall submit applications for membership and keep a current list of Association members. The Secretary-Treasurer shall have other powers and perform such other duties as President may assign from time to time. Notwithstanding these provisions and required

duties, the office of Secretary – Treasurer shall be united as one elected office, or the Association may choose to divide duties into two elected offices as deemed necessary.

- a. He/She shall, in general, perform all duties incident to the office of Secretary-Treasurer, subject to the control of the Association.
 - b. He/She shall keep a current list of Association membership and shall supply such list as needed.
 - c. He/She will keep the Articles of Association and any other organizational documents created in the normal execution of the purpose of the Association and provide copies at all meetings. He/She will cause all amendments, changes, and additions to be noted therein and will permit the same to be consulted by Association on request.
 - d. He/She will have control of all funds of the Association subject to such regulations as may be prescribed by the Association elected officers. He/She may endorse on behalf of the Association for collection, checks, notes, and other obligations and shall promptly deposit the same and any other receipts received in cash in such banks or other depositories as shall be designated by the Association. The Secretary-Treasurer shall enter regularly on the Books of the Association, to be kept by him/her for that purpose, full and accurate account of all monies and properties received, and all monies and obligations paid or incurred for the account of the Association and shall exhibit such books for inspection to the Association at all reasonable times.
 - e. He/She shall also provide a report of the current financial condition of the Association at each Association meeting. He/She will, at the end of his/her term of office, relinquish to his/her successor everything in his/her possession belonging to the Association.
 - f. The Secretary-Treasurer may select a person to perform the physical duties of his/her office, however, the Secretary-Treasurer is responsible for the proper management of the office in any event.
4. **VACANCIES:** In the event of death, resignation, or inability to serve of any elected officer, a special Association meeting will be called by the President, or in the absence of a President, by the Vice President, to select a new officer to serve the remaining current term of office.
5. **REMOVAL FROM OFFICE of Elected Officer:** Any elected officer may be removed from office for conduct deemed detrimental to the Association or to the Amateur Radio Service in general, following a hearing before the Association. The hearing before the Association may not be scheduled until at least thirty (30) days after a special committee, consisting of not less than two (2) elected officers and two (2) Association members at large, appointed by the President, has investigated the alleged conduct and recommended a hearing by the Association. If the President is the person to be removed, then the Vice-President shall preside and assume the duties of the President until the hearing and any subsequent proceedings are concluded. A two-thirds (2/3) majority of those Association members present (except the Officer in question) at an Association meeting shall

terminate the elected Officer in question depending upon the recommendation of the committee.

6. **REMOVAL FROM ASSOCIATION of Association Member:** Notwithstanding the volunteer nature of the Association, any member of the Association may be removed from the membership, and requested to not participate in activities of the Association, for conduct deemed detrimental to the Association or to the Amateur Radio Service in general, following a hearing before the Association. The hearing before the Association may not be scheduled until at least thirty (30) days after a special committee, consisting of not less than two (2) elected officers and two (2) Association members at large, appointed by the President, has investigated the alleged conduct and recommended a hearing by the Association. A two-thirds (2/3) majority of those Association members present (except the member in question) at an Association meeting shall void the membership in question depending upon the recommendation of the committee.

Board of Directors

The aforementioned elected officers of the Association will be designated as the Association Board of Directors. In the event the elected office of Secretary-Treasurer is split, as allowed in this document, the Board will consist of (4) four elected officers serving as members; otherwise the Board will consist of (3) three elected officials. Notwithstanding the provisions herein with regards to volunteer membership, the Board of Directors may select additional representatives to the Board of Directors, from the membership-at-large; not to exceed (6) six total members of the Board of Directors.

ARTICLE VI

Accounting and Records

The fiscal year of the Association shall be January 1 through December 31 of each year. All minutes, correspondence, financial records, and other documents of the Association shall be preserved by the Officers. Records that have ceased to be of use for the conduct of the affairs of the Association may be turned over for preservation to a depository designated by it, or discarded.

ARTICLE VII

Committees

For the purposes of carrying out the intent of the Association, Committees shall be formed. The members of the Committees shall be members of the Association in good standing, and be confirmed at least every one (1) year, as part of planning of the annual Hamfest event. All committees formed should report to the Association as a whole as to their meetings, and discussions pertaining to the functionality of their specific committee. Such communications may be carried out in person at meetings, via electronic mail (E-Mail), social media, or website.

Each committee shall choose a Chairperson to organize and hold committee meetings. The President may choose committee members, committee chairpersons, and choose to remove

likewise any Committee Chairman, or Committee Member for neglect of duty or for conduct detrimental to the committee or Association as provided for in this document.

Two-thirds (2/3) of the committee membership constitute a quorum of a specific committee meeting.

ARTICLE IIX

Meetings

Association membership meetings shall be held no less than one per year. For planning purposes of the annual event, membership, or committee meetings shall be called as deemed necessary. Committee Chairpersons may call committee meetings as needed. The President may call Association membership meetings as needed. Meetings of the Elected Officers, or Board of Directors may be held at the discretion of the President, to discuss any issues of the Association. Any of the meetings set forth in this document may be held in person at a location mutually agreed upon, via E-Mail, telephone conference call, or other technological means agreed upon by the meeting attendees. Minutes of the aforementioned meetings shall become part of the record of the Association, and submitted to the Association Secretary for recording.

ARTICLE IX

Voting

Each Association Member has one (1) vote on Association business.

Notwithstanding the provisions of any other part of this document, any officer may interrupt ordinary parliamentary procedure at any time to conduct a non-binding straw vote on any issue, whether or not that issue is under discussion at the time of the interruption.

The President or other presiding chair at any meeting of the Association may table any motion to a future date or may refer that motion to an existing committee or appoint a committee to take up any motion tabled at a meeting provided he/she does so prior to taking a binding vote. No further discussion or action may be made on a motion that has been tabled and/or referred to a committee until that committee delivers the motion back for discussion and consideration or tables the motion. Should a committee postpone a vote on a motion that motion is not eligible to be brought back up at any meeting or by any other committee until a final vote and disposition has been reached by the committee considering said motion.

ARTICLE X

Parliamentary Procedures

ROBERT'S RULES OF ORDER shall serve as parliamentary authority in the absence of Articles of Association rules.

ARTICLE XI

Prohibited Actions and Motions

Association Members or Elected Officers shall be prohibited from certain actions as outlined below and as set by the Association and included in the minutes of Association meetings.

No Member or Elected Officer of the Association may introduce a motion whose intent or effect could result in the following:

1. Appointing or recommending any other entity to become the body to coordinate and execute a local Hamfest within the area encompassing Tuscaloosa County Alabama.
2. Allowing any other entity to choose or elect any officer or director of the Association.
3. The Association accepting, recognizing, or following the bylaws or policies and guidelines of any other entity.
4. Merging the Association with or into any other entity.
5. Any action contrary to the Articles of Association, Federal, and/or State laws and regulations.

ARTICLE XII

Amendments of Documents

This Article of Association, or any subsequent associational documentation formed in the normal operation of the Association, may be amended by a two-thirds (2/3) majority vote of the Board of Directors at a meeting.

ARTICLE XIII

Dissolution

In the event of the dissolution of the Association, the motion to dissolve must be made by a member of the Board of Directors, and be approved by a (2/3) two-thirds of the Board Members. In this instance, all Board Members must be present, and verbally cast a vote. At dissolution, all property, funds, and other assets shall be transferred to whatever organization or organizations operated exclusively for charitable, educational, and/or scientific purposes as the Association may determine, provided such organization or organizations qualify as tax-exempt under the Internal Revenue Code of the United States.