

## Minutes of a Special Meeting

### Of the Members

### Of Socorro Amateur Radio Association

The following action is hereby take by unanimous consent of the members of Socorro Amateur Radio Association, or was taken by an affirmative vote of at least two-thirds (2/3) of those members present (in person or by proxy) at a special meeting (at which a quorum was present) regularly called upon notice properly given for the purpose of considering the resolution:

**RESOLVED** that the Members of Socorro Amateur Radio Association do hereby adopt the following Amendments to the Articles of Incorporation:

1. Article Three of the Articles of Incorporation of Socorro Amateur Radio Association is hereby amended to read in its entirety, as follows:

**ARTICLE THREE:** *The purposes for which the corporation is organized are:*

A. To operate a non-profit corporation exclusively for charitable, educational and scientific purposes including, where appropriate, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code and as that section may be amended, or the corresponding section of any future federal tax code.

B. To educate and train its members and the public at large in the science of radio communications.

C. To organize and train units of licensed radio amateurs to be capable of establishing and maintaining radio communications as a public service during periods of emergency and natural disaster.

D. To have and exercise all rights and powers conferred upon non-profit corporations under the laws of the State of New Mexico, including the power to contract, rent, buy, or sell personal and real property; provided, however, that this corporation shall not engage in any activities or exercise

any powers that are not in the furtherance of the primary purposes of this corporation or which would jeopardize recognition of exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, and as that section may be amended, or the corresponding section of any future federal tax code.

E. To establish and ensure that no substantial part of the activities of this corporation shall consist of the dissemination of propaganda, the influence of legislation, the participation or intervention in any political campaign including the publishing or distribution of statements on behalf of any candidate for public office.

F. To establish and ensure that this corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and as that section may be amended, or the corresponding section of any future federal tax code.

G. Notwithstanding any of the above purposes or any other provision of these Articles, the corporation shall not carry on any 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 federal tax code.

2. A new Article Seven is hereby added to the Articles of Incorporation to read as follows:

**ARTICLE SEVEN:** *The intention of the incorporators is that this corporation shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code and, for that purpose, the corporation shall:*

A. Absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office.

B. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.

C. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.

D. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purposes.

E. Not engage in activities that are illegal or violate fundamental public policy.

F. Restrict its legislative activities in accordance with Section 501(c)(3) or the corresponding section of any future federal tax code.

G. No substantial part of the activities of the corporation shall 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.

3. A new Article Eight is hereby added to the Articles of Incorporation:

**ARTICLE EIGHT:** *The members shall not derive pecuniary benefit from the corporation:* 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 the purpose clause hereof.

4. A new Article Nine is hereby added to the Articles of Incorporation to read as follows:

**ARTICLE NINE:** *If for any reason, including dissolution, the assets of the corporation are distributed:* The assets or the proceeds from their disposition shall be distributed for one or more exempt purposes to such organization or organizations as are described by the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, or under the provisions of any similar and appropriate sections of succeeding United States Internal Revenue laws in force at the time of such disposition 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 of by the District Court of the county 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 and operated exclusively for such purposes.

**IN WITNESS WHEREOF** the foregoing resolution was adopted by unanimous consent of the members of Socorro Amateur Radio Association, or by vote of at least two-thirds (2/3) of the members present at a special meeting (in person or by proxy at

which a quorum of the members was present) regularly called upon notice properly given for the purpose of considering the resolution, this 27 day of SEPTEMBER, 2006.

**SOCORRO AMATEUR RADIO ASSOCIATION**

By: Vernon Leavitt  
President

Attest:

E. Bell  
Secretary

**AND**

**If by unanimous consent, attach a list with the signatures of all members.**