

Note: The Kendall Amateur Radio Society “Articles of Incorporation” were filed with the Texas Secretary of State’s Office on May 18,1993. In the terminology used in the current Texas Business Organization Code, the Articles of Incorporation are the Kendall Amateur Radio Society’s “Certificate of Formation”. The 1993 Articles of Incorporation were amended for the first time by a Certificate of Amendment filed on October 6, 2022.

This document is a combination of the original articles which have not been amended and those articles which were amended or added by the October 6, 2022 Certificate of Amendment. It does not include information from the original Articles of Incorporation (article eight) where the information has been superseded over the years by filings with the Texas Secretary of State’s office.

The Kendall Amateur Radio Society Articles of Incorporation As Amended on November 3, 2022

Article One – Name

The name of the corporation is: *Kendall Amateur Radio Society*.

Article Two – Nonprofit Status

The filing entity is a Texas Nonprofit Corporation.

Article Three – Duration

The period of the corporation’s duration is perpetual.

Article Four – Purposes

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, and in pursuance thereof shall:

1. Provide, when corporation funds permit, scholarships for individuals for post-secondary school education;
2. Promote the knowledge of Amateur Radio Service in the community;
3. Provide free educational programs open to the public on the utilization of amateur radio and qualifying for an FCC Amateur Radio Operator license;
4. Provide testing services open to the public to obtain an FCC Amateur Radio License or upgrade an existing FCC Amateur Radio License;
5. Provide free amateur radio telecommunications repeater equipment open for public use which complies with FCC Part 97 regulations;
6. Provide free education and training open to the public in the use of emergency amateur radio communications; and,
7. Provide amateur radio communications for disaster communications.

Article Five – Registered Office and Agent

The street address of the initial registered office of the corporation is:

26721 Quail Grove Lane
Boerne, TX 78006

The name of its initial registered agent at such address is:

Claude T Nelson

Article Six – Board of Directors

President:	Benjamin Koener
Vice President:	Mark E. Rosier
Secretary:	Claude T. Nelson
Treasurer:	Mark A. Seamans
Director:	Donald B. Udel
Director:	Marsh J. Pronneke
Director:	Brad D. Moore

Article Seven – Governing Documents. The corporation’s governing documents and their order of precedence are as follows

1. The Texas Business Organizations Code, including but not limited to Title 1 – General Provisions, Title 2, Chapter 20 – General Provisions and Chapter 22, Nonprofit Corporations.
2. The Certificate of Formation as it may be amended from time to time. In case of an inconsistency between the Certificate of Formation and the Texas Business Organizations Code, the provisions of the Texas Business Organizations Code as it applies to nonprofit corporations shall control.
3. The corporation’s bylaws. In case of inconsistency between the corporation’s bylaws and Texas Business Organizations Code, the Texas Business Organizations Code as it applies to nonprofit corporations shall control. In case of inconsistency between the bylaws and the Certificate of Formation as it may be amended from time to time, the Certificate of Formation shall control.

Revised November 3, 2022

Article Nine – Restrictions.

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 Article Four hereof. The corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article Ten – Dissolution.

Upon the dissolution of the corporation, assets shall be distributed to another 501(c)(3) organization with similar purposes or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Article Eleven – Amendments.

The Certificate of Formation (these Articles of Incorporation) may be amended in accordance with the Texas Business Organizations Code as it applies to nonprofit corporations. The corporation's bylaws may be amended by the voting members in accordance with the manner specified in the bylaws.

Article Twelve – Officers.

1. The officers are the President, the Vice President, the Secretary, and the Treasurer, elected as specified in the Bylaws.
2. Additional officers may be appointed by the Board of Directors as specified in the Bylaws.
3. The duties of the officers will be as specified in the Bylaws.
4. An officer may be removed from office in the manner specified in the Bylaws.
5. A vacant officer position will be filled as specified in the Bylaws.

Article Thirteen – Board of Directors.

1. The corporation will be managed by the board of directors.
2. The President, Vice President, Secretary, and Treasurer are automatically directors of the corporation in addition to their duties as officers.
3. Three directors in addition to the President, Vice President, Secretary, and Treasurer will be elected as provided in the Bylaws and will serve staggered three-year terms so that one of the additional directors will be elected each year.
4. A director may be removed from office in the manner specified in the Bylaws.
5. A vacant director position will be filled as specified in the Bylaws.

Article Fourteen – Meetings

1. Regular meetings of the members and of the Board of Directors will be scheduled as specified in the Bylaws and will be held at least once every three months.
2. Special meetings of the members and the Board of Directors will be called as specified in the Bylaws.
2. Meetings of the members or the Board of Directors may be held electronically as specified in the Texas Nonprofit Corporation Law, Section 22.002.

This revision was approved at the November 3, 2022 regular member meeting.

Entered in the KARS records
By Jim Nelson W6TIR, Secretary
November 3, 2022