

Amendment to the Articles of Incorporation
and
Initial Bylaws
of
Los Alamos Amateur Radio Club, Inc.

Pursuant to the provisions of Sections 53-8-12 and 53-8-37 NMSA 1978 of the Nonprofit Corporation Act, the Los Alamos Amateur Radio Club, Inc. adopts the following Initial Bylaws and Amendment to its Articles of Incorporation and submits these to the State of New Mexico Corporation Commission:

A: Los Alamos Amateur Radio Club, Inc. is the name of the Corporation.

B: Amendment to the Articles of Incorporation / Initial Bylaws

Amendment to the Articles of Incorporation

The purpose of this Amendment is to clarify the existing Los Alamos Amateur Radio Club, Inc. Articles of Incorporation by explicitly adopting language and practices suggested by the Internal Revenue Service (Publication 557, rev Jan 1995) for 501(c)(3) corporations. Specifically:

Add to Article II: The Los Alamos Amateur Radio Club, Inc. is organized exclusively for the charitable and educational purposes associated with the development and use of amateur radio. These charitable purposes include the utilization of communication capability in support of emergencies, disasters, and search and rescue missions, as well as the educational purpose of improving radio communication skills and capabilities of members.

Replace the last paragraph of Article II with: 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 II hereof. 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, the Corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Replace Article IV with: The intended duration of the Corporation is perpetual. However, if the Corporation is dissolved, assets shall be distributed to one or more Internal Revenue Service 501(c)(3) organizations (or the corresponding section of any future federal tax code) engaged in furthering amateur radio or other public charitable emergency services.

Replace Article V with: The Corporation indemnifies the officers or directors against expenses, costs, and attorneys' fees actually and reasonably incurred in their defense in any action, suit, or proceeding, civil or criminal, to which they are made parties by reason of being or having been officers or directors). If an officer or director so indemnified shall be proved guilty of negligence or misconduct in performance of his/her duties, he/she must reimburse the Corporation for any sums paid on his/her behalf as a result of the indemnification.

Initial Bylaws

Article I: Membership. All persons interested in Amateur Radio shall be eligible for membership. Full members are persons holding an Amateur Radio Operator's License who have paid current dues. Associate members are persons not holding an Amateur Radio Operator's License but having paid current dues. Only full members may vote or hold elective position.

Article II: Board of Directors. The Governing body of the Los Alamos Amateur Radio Club (LAARC) shall be the Board of Directors which shall consist of the Officers, the Station Trustee, and three members elected at large. The Board shall have the power to formulate Club policies in all activities and shall take whatever action is required to implement such policies, subject to membership approval, and shall conduct an annual audit prior to installation of new officers. The Board shall be elected in December for a term of one year. Vacancies occurring between elections must be filled by special ballot at the first regular meeting after the vacancy occurs. The Board shall meet whenever requested by the President. A quorum shall consist of four (4) members of the Board present at any meeting.

Article III: Officers. The Officers of this Club shall be: (1) a President, (2) a Vice-President and activities manager, (3) a Secretary-Treasurer, and (4) a Station Trustee. The President shall preside at all meetings of this Club, and conduct the same according to the rules adopted, enforce due observance of the Articles of Incorporation and Bylaws, decide all questions of order, sign all official documents that are adopted by the Club, and perform all customary duties pertaining to the office of the President. The Vice-President shall assume all the duties of the President in the absence of the latter. The Secretary-Treasurer shall keep a record of the proceedings of all meetings, keep a roll of members, carry on all correspondence, and read communications at each meeting. The Secretary-Treasurer shall also receive, account for, and receipt all monies received and expended, and, at the expiration of the term of office, turn over all Club property to the Board. The Station Trustee shall supervise the operation of the LAARC station W5PDO. The Station Trustee will be responsible for good operating procedure, station logs, station maintenance, and compliance with FCC regulations. An Officer may be removed from office by bringing formal cause at a regular meeting, if approved

by majority vote. Written notification shall be made to the Officer concerned and final disposition voted at the following regular meeting by a two-thirds majority.

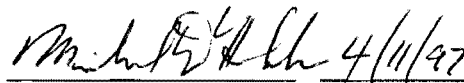
Article IV: Meetings. There shall be regular and special meetings. At all meetings a simple majority of full members present may transact business, except as herein noted, however if less than 50% of the full members are present, any member may demand that the business be delayed until the next regular meeting.

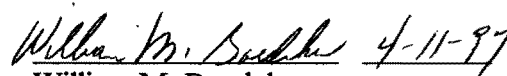
Article V: Finances. The Club shall maintain its treasury by methods deemed currently expedient by a simple majority.

Article VI: Amendments. Proposals for amendments shall be submitted in writing and approved by majority vote. Amendments may be adopted at the following regular meeting if approved by a two-thirds majority.

C: The Amendment to the Articles of Incorporation was adopted by the membership at a meeting on 11 April 1997. A quorum was present at the meeting and the Amendments above received more than two-thirds of the votes of members present at the meeting or represented by proxy. The Initial Bylaws above were adopted by the Board of Directors and also approved by two-thirds of the votes of members present at the above meeting.

Executed by:


Michael D. Holder
President
Los Alamos Amateur Radio Club, Inc.


William M. Boedeker
Secretary-Treasurer
Los Alamos Amateur Radio Club, Inc.

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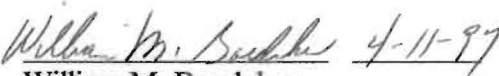
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