

# CONNECTICUT SPECTRUM MANAGEMENT ASSOCIATION, INCORPORATED

## *Articles of Incorporation*

BE IT KNOWN, That we, the subscribers, do hereby associate ourselves as a body politic and corporate, pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock, and the following are our articles of incorporation:

**Article 1.** The name of said corporation shall be CONNECTICUT SPECTRUM MANAGEMENT ASSOCIATION, INCORPORATED.

**Article 2.** The purposes for which said corporation is formed are the following:

It shall be the purpose of the Connecticut Spectrum Management Association, Incorporated, a non commercial, not for profit, non-stock corporation, to promote cooperation in spectrum management and frequency allocations to Connecticut amateurs outlined in the following bylaws, to promote amateur radio communication, which is non commercial radio communication by or among amateur radio stations solely with a personal aim and without pecuniary or business interests, and having a purpose as expressed in the Rules of the Federal Communications Commission, 47 C.F.R. 97.1 et seq. or the corresponding provisions of any subsequent Federal Communications Laws. CSMA is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the CSMA shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause above.

CSMA shall not use any substantial part of its activity in the carrying out of propaganda, or attempting to influence legislation. CSMA will be an apolitical organization and will not support any candidate or campaign.

Notwithstanding any other provision of this document, CSMA shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future feral tax code, or 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.

**Article 3.** The said corporation is located in the Town of Southington, County of Hartford and State of Connecticut and the principal office is at Main Street, Southington, Connecticut.

**Article 4.** The name of the agent upon whom process may be served is Paul Gibson, residing at 31 Santana Drive, Manchester, CT 06040-7001.

**Article 5.** Upon dissolution of CSMA, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of CSMA 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.

Originally dated at Southington, Connecticut, the 13<sup>th</sup> day of January 2002 AD.

Amended dated at Newington, Connecticut, the 2<sup>nd</sup> day of June 2002 AD.

# CONNECTICUT SPECTRUM MANAGEMENT ASSOCIATION, INCORPORATED

## *Articles of Incorporation*

### By-Laws Section

#### ARTICLE I

##### MEMBERSHIP and ACTIVITIES

**Section 1.** All persons interested in amateur radio shall be eligible for membership.

**Section 2.** Full voting membership is automatically accorded to all amateurs who possess a valid FCC license of any amateur class and that is a resident of, or have full time emitters located in, the State of Connecticut. Proof of which rests upon each amateur attending meetings where they part take in a vote or have sent a proxy vote in their behalf. The proof shall consist of a valid copy of their FCC license, their signature and location and call sign of their emitter if they reside outside of the state.

**Section 3.** Sustaining membership is granted to those who hold full voting membership and who have paid their yearly dues. Sustaining membership entitles each paid member to mailings, notification of meetings, and other correspondence deemed necessary to the continuance of business.

**Section 4.** Associate membership shall be available to all unlicensed but interested applicants who do not qualify for voting membership, provided:

They shall not be eligible to vote in regular or special meetings. The number of persons holding associate membership shall in no case exceed the number of members holding full voting privileges.

**Section 5.** Applications for Sustaining membership and Associate membership may be submitted at a regular meeting and shall express willingness by the applicant to abide by the Constitution and by-laws and such rules as shall from time to time be promulgated by the Corporation.

**Section 6.** Upon the dissolution of the Corporation, all equipment that the Corporation owns will be sold at a fair market price. Any and all money and any and all left over equipment will be donated to a charitable organization, under IRS 501 (c) (3), and/or educational institution / school, subject to the approval of a Justice of the Supreme Court of the State of Connecticut. At no time will any member, officer, trustee, or associate member share in the distribution of any of the association's assets on dissolution of the association. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization).

**Section 7.** It shall be the goal of this Association to collect, disseminate, coordinate, and maintain records of use of frequency spectrum for all Amateurs and potential Amateurs in and adjoining, but not limited to, the geographical boundaries of Connecticut. The dissemination of exact location of emitters shall be up to the discretion of executive committee.

**Section 8.** It shall not be a substantial part of the activities of the association to carry on propaganda, or have any political affiliation, do any political campaigning (except as otherwise provided by IRC 501 (h)), or participating in or intervene in (including the publication or distribution of statements) any way on the behalf or opposition to any candidates for any public office.

**Section 9.** Limitations: Notwithstanding any other provisions of these articles, this Corporation is organized exclusively for one or more purposes as specified in 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under IRC 501 (c) (3) or the corresponding provisions of any subsequent Federal Tax Laws.

**Section 10.** The Corporation or its designate will communicate with other affected area spectrum, “band” coordinators before issuance of any emitter coordination.

**Section 11.** A member may be expelled, upon receipt of a petition signed by at least 20 sustaining members and approved by a majority of the board. Board members may not sign the petition. A motion to remove the member must be made at that regular meeting. At the next regular meeting, and then by a two-thirds majority vote of the membership present, the member may be expelled. Membership shall be notified by mail or email at least two weeks in advance of the meeting. A prorated portion of the collected dues will be refunded to the expelled member.

## **ARTICLE II**

### **OFFICERS**

**Section 1.** The Officers of this association shall be, President, Vice-president, Secretary and Treasurer. The office of Treasurer and Secretary may be combined.

Directors-There shall be four Directors elected for a term of two years. The directors were originally elected for one year terms and this change was voted by the membership on October 8, 2000. There is one Director for each of the 203 and 860 area codes (including future overlaid area codes) whose two year term will start January 1, 2001 and two at large whose two year terms will start on January 1, 2002. The Board of Directors shall appoint a Web Page Coordinator to serve as a voting member of the Board of Directors for a term of two years beginning on January 1 of the year.

Frequency Coordinator-The Board of Directors shall appoint a Frequency Coordinator (FC) or Coordinators. The FC or FCs shall serve at the pleasure of the BOD and shall at least once a year produce an updated copy of the database to the President. Prior to a new FC taking over he or she will serve a six-month training period with the cooperation of the outgoing FC. The database shall be equally the property of the FC and the CSMA and each shall have all rights.

Board of Directors-The President, Vice President, Secretary, Treasurer and Web Page Coordinator and the four Directors shall comprise the Board of Directors.

Web Page Coordinator-The Board of Directors shall appoint a Web Page Coordinator to serve as a voting member of the Board of Directors for a term of two years beginning on January 1 of the year.

Officers and Directors shall serve for a term of two years with the exception noted above in order to stagger the terms of office of the Directors. Note that ALL term limits were expanded to three years (still staggered/overlapped) in September 2006.

**Section 2.** Elections: The CSMA general membership shall have an annual election In October, November or December of each year for the terms of office that are scheduled to expire on December 31 of that year.

**Section 3.** Vacancies occurring between elections must be filled by special ballot at the first regular meeting after which the withdrawal or resignation is announced.

**Section 4.** Officers may be removed, upon receipt of a petition signed by at least 20 sustaining members and/or by a majority of the board. A motion to remove the officer must be made at that regular meeting. At the next regular meeting, and then by a two-thirds majority vote of the total membership present, the officer may be removed. Membership shall be notified by mail or email at least two weeks in advance of the meeting.

## **ARTICLE III**

### **DUTIES OF OFFICERS**

**Section 1.** The President shall preside at all meetings for this corporation, and conduct the same according to the rules adopted and shall enforce due observance of this Constitution and by-laws; decide all questions of order; sign all Official documents that are adopted by the corporation, and none other, and perform all customary duties pertaining to the office of President. The President may appoint such special committees, as the president may deem necessary for the conduct of the business of the association. At the expiration of their term, turn over everything in their possession belonging to the association to their successor.

**Section 2.** The Vice President shall assume all the duties of the President in the absence of the latter. In lieu of an Information manager, the Vice-President shall assume all such responsibilities. At the expiration of their term, turn over everything in their possession belonging to the association to their successor.

**Section 3.** The Secretary shall keep a record of the proceedings of all meetings; keep a roll of members; submit applications for membership; carry on all correspondence; read communications at each meeting. The secretary shall, at the expiration of their term, turn over everything in their possession belonging to the association to their successor. It shall be the duty of the Secretary to keep the Constitution and By-Laws of the Connecticut Spectrum Management Association and have the same present at every regular and special meeting. The Secretary shall cause all amendments, changes and additions to be noted thereon and shall permit the same to be consulted by members upon request.

**Section 4.** The Treasurer shall receive and give receipt for all money paid to the association; they shall keep an accurate account of all moneys received and expended. The Treasurer shall pay no bills without proper authorization by executive committee. At each regular or executive committee meeting they shall submit an itemized statement of disbursements and receipts. The moneys shall be kept in either the association's checking or savings account. It shall be the duty of the Treasurer to send a notification to members before their dues are to expire; that their dues renewal shall be due upon the expiration date of May 30<sup>th</sup> (a friendly reminder). The Treasurer, at the expiration of their term, must turn over everything in their possession belonging to the association to their successor.

**Section 5.** The Information Manager shall organize and disseminate spectrum use information as may be approved by the association. The information Manager will bring forth members who will be approved by a majority vote of membership present, called Band Information coordinators. It shall be the duties of each Band Information coordinator to collect, collate, contact adjoining or adjacent coordinating Bodies, follow the adopted Connecticut Spectrum Band Plan, and keep an accurate record of full time emitters. The Information manager will also form a committee at large that will bring information about modes of operation. This committee will be composed of interested members representing various modes of FCC sanctioned emissions. The information Manager shall also maintain close liaison with the ARRL Section Manager, Information officer.

## **ARTICLE IV**

### **MEETINGS**

**Section 1.** Regular meetings shall be held on such days as the membership may decide, at such time and location as the President shall order. No written notice shall be required for regular meetings except to Sustaining Members. Special meetings shall be called by the President upon written notice request of any 10 Sustaining members of the association. Written notices shall be sent to all paid members and their appropriate means of communication shall be used to inform all amateurs in Connecticut of the special meeting and the business to be transacted. Such written notice shall be so sent that in the ordinary postal delivery, or email, they shall arrive at least one week before the time therein set for the meeting. Only such business as is designated in the said notice shall be transacted at such special meetings.

**Section 2.** At all meetings not less than five sustaining members, shall constitute a quorum for the transaction of business.

**Section 3.** The Annual Meeting of the Association shall be held in October of each year.

## **ARTICLE V**

### **DUES**

**Section 1.** The Connecticut Spectrum Management Association by majority vote of those present at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization within its objectives as set forth in the preamble hereof. Nonpayment of such dues or assessments shall be cause for sustaining members to lose such privileges as specified by the term “sustaining membership”.

Members whose dues are 60 days in arrears shall be notified of such by the Treasurer and dues brought up to date. A member failing to do so in 30 days after the notice may be put on the inactive list of sustaining members.

## **ARTICLE VI**

### **MEMBERSHIP ASSISTANCE**

**Section 1.** The Association shall establish appropriate rules to minimize interference in operation between stations of its members; it shall act as only a disseminator of information for disposition of any disputes between members where reported interference is caused by any amateur station operation in the area of association. The Association through designated BAND INFORMATION COORDINATORS, INTERFERENCE, PUBLIC RELATIONS and OPERATING COMMITTEES may provide technical support to its members concerning equipment design and operation, clean signals, uniform practice, and absence of spurious radiation’s from member stations. The association may also maintain a program to foster and guide public relations in those channels favorable to amateur work.