

**ARTICLES OF INCORPORATION OF  
MINNESOTA WIRELESS ASSOCIATION**

We, the undersigned, for the purpose of forming a nonprofit corporation under the provisions of Chapter 317A of Minnesota Statutes, otherwise known as the Minnesota Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this Corporation is **Minnesota Wireless Association**

**ARTICLE II: REGISTERED OFFICE ADDRESS**

The location of the registered office of this Corporation in the State of Minnesota shall be at:

2013 6TH AVE SE  
AUSTIN, MN 55912

**ARTICLE III: PURPOSE**

This Corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including and for the advancement of Amateur Radio operation and science.

The objectives of this Corporation shall include, but shall not be limited to, the following:

1. To promote good amateur radio operating techniques and technological skills through the shared interest of amateur radio contesting. This is achieved by participating in a variety of amateur radio activities as a means of broadening individual capabilities, improving operating methods, and testing advanced equipment or antennas;
2. Foster research, experimentation, design and building of radio devices, antennas and support equipment;
3. Dissemination of technical, educational and scientific information relating to electronic communication by providing a forum via meetings, website, and email reflector for exchanging ideas;
4. Promotion of general interest in Amateur Radio communication;

5. Focus on advancing the amateur radio art in all its forms;
6. Develop Amateur Radio communication skills to provide electronic communications in the event of disasters or other emergencies;
7. The furtherance of the public welfare.

None of the provisions of these Articles shall be construed to permit this Corporation to carry on any business, or hereafter to exercise any power, or to do any act, which a corporation now or hereafter organized under the Minnesota Nonprofit Corporation Act may not at any time carry on, exercise or do; nor shall this Corporation carry on any business or exercise any power in any state, territory, or country which under the laws thereof this Corporation may not lawfully carry on or exercise.

#### **ARTICLE IV — EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. 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 purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities 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 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 tax code.

#### **ARTICLE V: MEMBERSHIP / BOARD OF DIRECTORS**

All persons who have obtained an amateur radio license and who are interested in Amateur Radio contest communications and operation shall be eligible for membership as determined as provided in the Club Bylaws. Membership shall be open to anyone who agrees to abide by the Articles of Incorporation, Bylaws, and any other policy and

procedure set forth by the Board of Directors of the Club. Membership may not be denied because of race, creed, color, religion, gender, sexual orientation, political affiliation, marital status or any other reason that would be biased or prejudicial.

The management of the affairs of the Corporation shall be vested in a Board of Directors as defined by the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation. The process for the election and removal of officers will be as defined in the Bylaws.

The Board of Directors may take action without meeting as defined in the Bylaws.

Members of the Board of Directors shall serve until their successors are duly elected and qualified or removed as provided in the Bylaws.

## **ARTICLE VI — PERSONAL LIABILITY**

No member, Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

## **ARTICLE VII: DURATION/DISSOLUTION**

The duration of existence of this Corporation shall be perpetual until dissolution.

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in such manner to:

- 1) ARRL, The National Association for Amateur Radio®, 225 Main Street, Newington, CT, 06111
- 2) or if the ARRL is not in existence, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of this 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 VIII: AMENDMENTS TO ARTICLES AND BYLAWS**

The Articles of Incorporation may be amended by the affirmative vote of two-thirds of the members present at an official membership meeting, provided that notice of the proposed amendment shall have been communicated via email or mail, or any other reasonable means, to the members at least 30 days prior to the meeting at which the amendment is proposed to be adopted.

**ARTICLE IX: INCORPORATOR**

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we have executed these Articles of Incorporation this 4th day of April 2024.

Incorporator Name **Vernon E Lippert**

Incorporator Signature \_\_\_\_\_

Incorporator Address, City, State, ZIP **2013 6<sup>th</sup> AVE SE, Austin, MN 55912**

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