

ARTICLES OF INCORPORATION

OF

VIENNA WIRELESS SOCIETY, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter two, Title 13.1 of the Code of Virginia and to that end set forth the following:

ARTICLE I

This educational, scientific and non-profit corporation shall be known as Vienna Wireless Society, Inc., hereinafter referred to as the Corporation.

ARTICLE II

The Corporation is organized exclusively for scientific 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The scientific and educational purposes for which the Corporation is organized shall be the carrying out of programs in the public interest by means of:

- A. Conducting lectures, demonstrations, meetings, and other activities to advance the general interest and welfare of amateur radio and as a source of information to the general public.
- B. Encouraging the development of skills and knowledge in the art and practice of radio communications and electronic technology.
- C. Promoting activities that utilize communications skills and knowledge while serving the public interest and welfare.
- D. Furnishing radio facilities and repeaters that can be used for amateur radio communications, in both normal times and in times of emergency, and to conduct experiments by suitably equipped and authorized amateur radio stations.

ARTICLE III

Membership in the Corporation shall be open to any individual or to any organization interested in the purposes of this Corporation as set forth in Article II.

The classes of membership in the Corporation shall be designated as follows:

- A. A member shall be a person who demonstrates interest in the furthering of the purposes of the Corporation. A Member shall have all rights and privileges and shall be entitled to vote in the elections of the Board of Directors.
- B. A Member Organization shall be a recognized organization, institution, association, partnership, or corporation which participates constructively in the activities of the

Corporation. A Member Organization shall be entitled to one vote in the election of the Board of Directors and shall have all rights and privileges afforded to Members except the right to hold office.

To qualify for membership, individuals desiring to become Members must submit an application agreeing to support the purposes of the Corporation, furnish their mailing address and telephone number and submit the required dues.

Organizations desiring to become Member Organizations must submit an application agreeing to support the purposes of the Corporation, name their designated representative, furnish the representative's mailing address and telephone number, and submit the required dues.

All Members and Member Organizations shall pledge to adhere to the best of their ability to: Articles of Incorporation, the Bylaws of the Corporation, and all applicable Federal Communication Commission rules and regulations. Membership approval requires a majority vote of the Members and Membership Organizations present at a meeting.

ARTICLE IV

The Board of Directors shall be Members elected in the manner specified in the Bylaws.

ARTICLE V

The internal affairs of the Corporation shall be managed by the Board of Directors in accordance with the Bylaws. The officers shall be elected by majority vote of the Board of Directors.

ARTICLE VI

The initial registered office of the Corporation in Fairfax County is 3416 Surrey Lane, Falls Church, Virginia 22042.

ARTICLE VII

The name of the initial registered agent of the Corporation is William W. Bailey, Esq., a member of the Virginia State Bar and a resident of Fairfax County of Virginia, whose address is 3416 Surrey Lane, Falls Church, Virginia 22042.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors is five (5). The names and addresses of the persons who are to serve as initial Directors are as follows:

Kenneth B. Anderson
2404 Rockbridge Street
Vienna, Virginia 22180

Warren Hayes
5038 Linette Lane
Annandale, Virginia 22003

Arthur E. Kimberly
203 Locust Street, SW
Vienna, Virginia 22180

George Miller
8366 Forrester Boulevard
Springfield, Virginia 22152

William M. Moran
109 Mill Street, NE
Vienna, Virginia 22180

Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys fees, imposed upon or reasonable, incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights which he may be entitled under any Bylaw, agreement or otherwise.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 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 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Internal Revenue Law); or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law).

ARTICLE X

The Bylaws of the Corporation shall be adopted by majority vote of the Board of Directors. Amendments to the Bylaws shall require majority of the Board of Directors.

ARTICLE XI

Upon the desolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation by the donation as a gift of said remaining assets to the Foundation of Amateur Radio, Incorporated, Washington, D.C., a tax exempt organization, for the use by the Foundation of Amateur Radio, Inc., in any manner it deems appropriate.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

Note: This document is from the official VWS Club files circa 1983 and includes approved amendments made 1977 through 1983. No further admendments found in the files Michael A. Aimone, Secretary, VWS Dec 4, 2021