

CONSTITUTION
OF
THE BLOWTORCH OF PARMA AMATEUR RADIO CLUB

An Ohio Nonprofit Organization and 501(c)(3) Entity

INITIAL 15-JAN-2025

PREAMBLE

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio and in the establishment, maintenance, and operation of a premier Amateur Radio UHF repeater for routine and emergency communications, said repeater to be known as *The Blowtorch of Parma, The Jim Snell W8DRZ Memorial Repeater*, do hereby constitute ourselves **THE BLOWTORCH OF PARMA AMATEUR RADIO CLUB** ("*The Club*") and enact this Constitution.

This Constitution shall serve as the foundational document for *The Blowtorch of Parma Amateur Radio Club*. This Constitution sets out the fundamental principles by which *The Blowtorch of Parma Amateur Radio Club* is governed and constitutes the supreme governing law of *The Club*, providing the framework for its governance and operation. The framework set forth in this Constitution, and the basic structure, powers, and limitations of *The Club*, shall be and remain inviolate, subject only to amendment as provided in this Constitution and in accordance with duly-enacted bylaws. No rule, regulation, or bylaw shall conflict with the purposes and powers enumerated and granted in and under this constitution. Any rule, bylaw, regulation, or action that violates or conflicts with the provisions of this Constitution shall be null and of no effect.

It shall be the express purpose of *The Blowtorch of Parma Amateur Radio Club* to further the exchange of information and cooperation between members; to promote radio knowledge, fraternalism, and individual operating efficiency; to provide emergency communications services to the community; and to conduct Club programs and activities so as to advance the general interest and welfare of Amateur Radio in the community.

The Blowtorch of Parma Amateur Radio Club is a nonprofit corporation duly organized under the laws of Ohio; it is to be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,

including for such purposes the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE I: NAME AND LOCATION

I.1 CORPORATE NAME

- I.1.1 The name of this incorporated non-profit organization shall be *The Blowtorch of Parma Amateur Radio Club*, ("the Club") consistent with the Articles of Incorporation filed and recorded with the Ohio Secretary of State.

I.2 PRINCIPAL OFFICE

- I.2.1 The Club's principal office shall be located in the state of Ohio, with the specific address to be determined by the Board of Directors.

I.3 REGISTERED AGENT

- I.3.1 The Club shall at all times maintain a registered statutory agent in the state of Ohio as required by law.

ARTICLE II: PURPOSES AND POWERS

II.1 TAX-EXEMPT STATUS

- II.1.1 *The Blowtorch of Parma Amateur Radio Club* is a corporation organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code.

II.2 SPECIFIC PURPOSES

- II.2.1 The specific purposes of *The Club* shall be:
- To further the exchange of information and cooperation between members

- To promote radio knowledge, fraternalism, and individual operating efficiency
- To provide emergency communications services to the community
- To conduct Club programs and activities so as to advance the general interest and welfare of Amateur Radio in the community
- To establish, maintain, and operate amateur radio repeater systems
- To provide education and training in amateur radio technology and practices

II.3 **POWERS**

- II.3.1 *The Blowtorch of Parma Amateur Radio Club* shall have all powers granted to nonprofit corporations under Ohio law, subject to the limitations imposed by its tax-exempt status and this Constitution.

II.4 **LIMITATIONS**

- II.4.1 No substantial part of the activities of *The Blowtorch of Parma Amateur Radio Club* shall involve lobbying or political campaign activities. No part of the net earnings shall inure to the benefit of any private individual.

ARTICLE III: MEMBERSHIP

III.1 **MEMBERSHIP CLASSES**

- III.1.1 *The Club* shall have members as provided in the Bylaws. The rights, privileges, and obligations of members shall be as set forth in the Bylaws.
- III.1.2 In addition to the categories, classes, and types of membership created in accordance with the Bylaws, a *Charter Membership* is hereby created.

3.1.2.1 This is a limited membership granted to the incorporators and founders who took on the financial obligations and responsibility of forming and organizing *The Blowtorch of Parma Amateur Radio Club*, and individuals who have selflessly devoted their time, money, and technical expertise to the operation and maintenance of *The Club's* 444.050 MHz open repeater, which is operated under the Club's callsign W8DRZ and recognized as *The Blowtorch of Parma*. Charter Members shall be listed in the Club records.

3.1.2.2 Charter members shall have the right to hold office, the right to vote, and all *Club* membership privileges, provided they maintain their amateur radio licenses in good standing and do not materially violate any provision of *The Club's* Constitution, Bylaws, or Conflict of Interest Policy.

III.2 **VOTING RIGHTS**

III.2.1 Members entitled to vote shall be those holding valid amateur radio licenses and meeting the requirements established in the Bylaws.

III.3 **MEMBER AUTHORITY**

III.3.1 Members with voting privileges as provided in the Bylaws shall have the authority to:

- Elect the Board of Directors
- Exercise such other powers as may be provided in the Bylaws

III.4 NON-DISCRIMINATION STATEMENT AND POLICY

III.4.1 Directors, officers, members, and agents of *The Blowtorch of Parma Amateur Radio Club* shall not discriminate on the basis of race, color, religion, sex, age, sexual orientation, marital status, national origin, disability, or status as a veteran.

ARTICLE IV: DIRECTORS

IV.1 AUTHORITY

IV.1.1 The affairs of *The Blowtorch of Parma Amateur Radio Club* shall be managed by a Board of Directors who shall exercise all corporate powers except those reserved to the members.

IV.2 NUMBER AND TERMS

IV.2.1 The number, qualifications, and terms of Directors shall be as provided in the Bylaws.

IV.3 ELECTION

IV.3.1 Directors shall be elected by the members in the manner provided in the Bylaws.

IV.4 VACANCIES

IV.4.1 Vacancies on the Board of Directors shall be filled as provided in the Bylaws.

ARTICLE V: OFFICERS

V.1 REQUIRED OFFICERS

V.1.1 *The Blowtorch of Parma Amateur Radio Club* shall have a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided in the Bylaws.

V.2 SELECTION AND TERMS

V.2.1 Officers shall be selected by the Board of Directors for such terms and with such qualifications as provided in the Bylaws.

V.3 DUTIES

V.3.1 The duties and responsibilities of officers shall be as provided in the Bylaws.

ARTICLE VI: CLUB CALL SIGN AND REPEATER TRUSTEE

VI.1 CLUB CALL SIGN AND REPEATER TRUSTEE

VI.1.1 A Club Call Sign and Repeater Trustee shall be appointed by the Board of Directors to serve as trustee for any club station license issued by the FCC. The Club Call Sign and Repeater Trustee must meet all requirements set forth in the Bylaws for that position. The Club Call Sign and Repeater Trustee shall serve continuously with *The Club* station license unless or until that trustee is replaced by the Board of Directors.

VI.1.2 The duties and responsibilities of the Club Call Sign and Repeater Trustee shall be those established by the Board of Directors and contained in the Bylaws; however, at a minimum, the Club Call Sign and Repeater Trustee shall oversee compliance with FCC regulations and immediately report any noncompliance; ensure that all licenses are timely renewed; and serve as the *The Club's* liaison with the FCC.

VI.1.3 Club Call Sign and Repeater Trustee shall have no policy-making authority except as provided in the Bylaws.

VI.2 REPEATER COMMITTEE

VI.2.1 A Repeater Committee shall be established by the Board of Directors to supervise operation and maintenance of *The Club's* repeater systems. The Repeater Committee shall consist of the Club Call Sign and Repeater Trustee as chairman, and such other radio or technical personnel as may be appointed by the Board of Directors in accordance with the *The Club's* Bylaws.

ARTICLE VII: MEETINGS

VII.1 ANNUAL MEETING

VII.1.1 *The Blowtorch of Parma Amateur Radio Club* shall hold an annual meeting of members for the election of Directors and transaction of other business.

VII.2 REGULAR MEETINGS

VII.2.1 Regular meetings of members and Directors shall be held as provided in the Bylaws.

VII.3 SPECIAL MEETINGS

VII.3.1 Special meetings may be called as provided in the Bylaws.

VII.4 QUORUM

VII.4.1 Quorum requirements for meetings shall be as established in the Bylaws.

ARTICLE VIII: FINANCIAL ADMINISTRATION

VIII.1 FISCAL YEAR

VIII.1.1 The fiscal year of *The Club* shall be the calendar year.

VIII.2 FINANCIAL CONTROLS

VIII.2.1 The Board of Directors shall establish appropriate financial controls and oversight mechanisms as detailed in the Bylaws.

VIII.3 TAX-EXEMPT COMPLIANCE

VIII.3.1 All financial activities shall comply with requirements for maintaining tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

VIII.4 CONFLICT OF INTEREST POLICY

VIII.4.1 The Board of Directors shall adopt a *conflict-of-interest* policy. The stated purpose of such policy shall be “to protect the tax-exempt status of *The Blowtorch of Parma Amateur Radio Club*” or words to that effect. Every director, officer, trustee, Board-appointee, and agent of *The Blowtorch of Parma Amateur Radio Club* must acknowledge receipt of the policy and agree to comply with it.

ARTICLE IX: AMENDMENT OF CONSTITUTION

IX.1 AMENDMENT PROCESS

IX.1.1 This Constitution may be amended by a two-thirds vote of the Board of Directors, provided that:

- Written notice of the proposed amendment has been given to all members at least thirty (30) days prior to the meeting
- The proposed amendment is consistent with *The Blowtorch of Parma Amateur Radio Club's* tax-exempt purposes
- Quorum requirements are met

IX.2 EFFECTIVE DATE

IX.2.1 Amendments shall become effective immediately upon adoption unless otherwise specified in the amendment.

ARTICLE X: DISSOLUTION

X.1 DISSOLUTION AUTHORITY

- X.1.1 *The Blowtorch of Parma Amateur Radio Club* may be dissolved only upon two-thirds vote of the Board of Directors at a properly noticed meeting where quorum requirements are met.

X.2 ASSET DISTRIBUTION

- X.2.1 Upon dissolution, after payment of all liabilities and obligations, the remaining assets shall be distributed exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as follows:
- To the federal government or state/local government for public purposes;
 - To organizations qualifying as tax-exempt under Section 501(c)(3) of the Internal Revenue Code; or
 - As determined by a court of competent jurisdiction.

X.3 PROHIBITED DISTRIBUTIONS

- X.3.1 No part of the assets shall be distributed to any member, director, officer, or private individual except as reasonable compensation for services rendered.

ARTICLE XI: GENERAL PROVISIONS

XI.1 BYLAWS

- XI.1.1 The Board of Directors shall adopt Bylaws consistent with this Constitution to govern the detailed operations of *The Club*.

XI.2 PARLIAMENTARY AUTHORITY

XI.2.1 Robert's Rules of Order Newly Revised shall govern proceedings except where inconsistent with this Constitution, the Bylaws, or Ohio law.

XI.3 SEVERABILITY

XI.3.1 If any provision of this Constitution is held invalid, the remaining provisions shall continue in full force and effect.

XI.4 CONFLICT OF LAWS

XI.4.1 This Constitution shall be governed by Ohio law and federal tax law applicable to tax-exempt organizations.

CERTIFICATE OF ADOPTION OF CONSTITUTION

We, the undersigned incorporators, certify that this Constitution was duly adopted on 15 January 2025 and constitutes the fundamental governing document of *The Blowtorch of Parma Amateur Radio Club*.

Incorporator:

Gerald Baron, KE8SVK

Date

Incorporator:

Dale J. Martin, KJ8DM

Date

Incorporator:

Leone Sirna, KB8VBR

Date

Incorporator:

William (Bill) Chaikin, KA8VIT

Date