

# Articles of Incorporation of Florida Amateur Spectrum Management Association, Inc.

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*A Non-Profit Organization*

## **ARTICLE I – NAME**

**SECTION 1:** The name of the organization shall be the Florida Amateur Spectrum Management Association, Inc.

**SECTION 2:** The Short Name of the organization shall be **FASMA** and shall be interchangeable with the Name.

## **ARTICLE II – PRINCIPAL OFFICE**

**SECTION 1:** The mailing address of this corporation shall be: 501 80<sup>th</sup> Ave, St Pete Beach, FL 33706

## **ARTICLE III – PURPOSE**

**SECTION 1:** This corporation is organized for the purpose of promoting Amateur Radio in the public interest through the following stated policies:

- A. To foster interest in Amateur Communications and to improve the state of the art.
- B. Conducting scientific research in emerging technologies with applicability to Amateur Radio spectrum management practice.
- C. To collect and disseminate technical and operational information among the member organizations and the amateur community.
- D. To achieve solutions to problems facing our members through the collective talents of the membership.
- E. To research and recommend technical standards, operational standards, policies and coordination through the facilities as directed by the membership through the bylaws and other written policies.
- F. To be a representative voice for members and other licensed amateurs in the State of Florida regarding band planning and coordination of operation.
- G. To operate in the public interest by encouraging participation and cooperation with public service agencies of any state or municipality; and the United States Government and its agencies.
- H. To provide other assistance and services as may be within the scope of the board.

- I. Promoting cooperation with the ARRL, the National Association for Amateur Radio; Amateur Radio Emergency Service; and other organizations involved with the protection of the public during times of emergency.

**SECTION 2:** This section shall be governed by 47 U.S.C § 97.1, Basis and purpose of amateur radio.

**SECTION 3:** In furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities, and shall be subject to all liabilities conferred or imposed by law upon corporations of this nature, and shall be subject and have all the benefits of all general laws with respect to corporations.

## **ARTICLE IV – BOARD OF DIRECTORS**

**SECTION 1:** The board of directors shall be elected in accordance with the bylaws.

**SECTION 2:** The officers who shall be elected shall manage the legal affairs of the corporation in accordance with the bylaws. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

## **ARTICLE V – INITIAL BOARD OF DIRECTORS**

**SECTION 1:** This corporation shall have six (6) Directors constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3).

**SECTION 2:** The names and addresses of the Initial Board of Directors of this corporation are:

- A. Bryan Fields, W9CR, 501 80<sup>th</sup> Avenue, Saint Pete Beach, FL 33706
- B. Mike Gonzalez, N2FSU, 653 Crabtree Court, Lehigh Acres, FL 33974
- C. Ryan Owens, KJ4SHL, 6604 Camden Bay Drive, Tampa, FL 33635
- D. Jon Pearl, W4ABC, 5881 42<sup>nd</sup> Avenue, Saint Petersburg, FL 33709
- E. Lu Romero, W4LT, 6611 Ambassador Drive, Tampa, FL 33615
- F. Steve Zingman, N4IRS, 9807 Southwest Pueblo Terrace, Palm City, FL 34990

**SECTION 3:** The initial board shall serve until such time as bylaws are adopted, and the members deem FASMA a functional “frequency coordinator” as defined in 47 U.S.C § 97.1.

## **ARTICLE VI – MEMBER AUTHORITY**

**SECTION 1:** This is fundamentally a member’s organization. The board shall have no authority to remove members from the organization except as provided under the bylaws with a showing of just cause.

**SECTION 2:** With a 2/3 vote of the membership, the FASMA board and bylaws shall be dissolved. The assembled members shall elect a new board after action taken pursuant to this section.

**SECTION 3:** By a vote of 3 or more of the Initial Board of Directors listed in Article V, Section 2, the current FASMA board shall be dissolved. The Initial Board Members supporting shall constitute a replacement board until the pressing matters facing the corporation are resolved and a replacement board is elected by the members in accordance with the bylaws.

## **ARTICLE VII – OPEN RECORDS REQUIRED**

**SECTION 1:** Meetings and records are subject to the Florida Sunshine Law as referenced in Chapter 286 of the Florida Statutes. Members shall have the right to record any meeting of FASMA, and the board is instructed to make audio or video of meetings available via suitable means to the membership and other interested parties.

**SECTION 2:** Members have the right to view, copy, and be provided all corporate records.

A. Records should be provided in their original electronic format if requested.

## **ARTICLE VIII – REGISTERED AGENT**

**SECTION 1:** The name and Florida street address of the registered agent is:

Johnny Bardine, 4437 Central Avenue, St. Petersburg, FL 33713

## **ARTICLE IX – INCORPORATOR**

**SECTION 1:** The name and address of the Incorporator is:

Bryan Fields, 501 80<sup>th</sup> Ave, St Pete Beach, FL 33706

## **ARTICLE X – EFFECTIVE DATE**

**SECTION 1:** The effective date of this corporation shall be: March 17, 2017

## **ARTICLE XI – INTRIGRATION/AMENDMENT**

**SECTION 1:** These Articles of Incorporation shall supersede any written bylaws. In the event of a conflict between bylaws, other written policy or, board action, these Articles of Incorporation shall prevail.

**SECTION 2:** These Articles of Incorporation may be amended by a 2/3 vote of the members and unanimous vote of the board.

A. Article V, Section 3 may not be amended or changed other than by unanimous consent of the initial board of directors.

## **ARTICLE XII – REVENUE**

**SECTION 1:** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services tendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof.

**SECTION 2:** The corporation shall not in any way, directly or indirectly carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise.

**SECTION 3:** Notwithstanding any other provisions 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 of 1954 (or the corresponding provision of any future 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE XIII – DISSOLUTION**

**SECTION 1:** Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all or the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, education, religious, 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**SECTION 2:** Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office or the 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.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

\_\_\_\_\_

Date: \_\_\_\_\_

Signature of Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

\_\_\_\_\_

Date: \_\_\_\_\_

Signature of Registered Agent