

**CONSTITUTION  
OF  
THE RADIO CLUB OF AMERICA, INC.**

**ARTICLE 1**

**NAME AND PURPOSE**

SEC. 1. The name of the organization shall be THE RADIO CLUB OF AMERICA, Inc.

SEC. 2. Its purpose shall be:

- a. To operate exclusively for charitable, educational and scientific purposes, entitling the corporation to exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, and more specifically to study and contribute to the development of radio communication programs and provide a scholarship fund for needy and worthy students for the study of radio communications.
- b. In furtherance of its corporate purpose, the corporation shall have all general powers enumerated in Section 502 N-PCL together with the power to solicit grants and contributions for corporate purposes.
- c. Nothing shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any activities mentioned in the Not-For-Profit Corporation Law, Section 404(b)-(p) of Executive Law Section 757.
- d. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private Individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes) and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- e. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- f. In the event of dissolution, all the remaining assets and properties of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.
- g. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excessive business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such a manner as to

subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

## **ARTICLE II**

### **MEMBERSHIP**

- SEC. 1. The membership of the Club shall consist of those persons who have signed the Certificate of Incorporation together with all persons who are hereafter received in or elected to membership as herein provided.
- SEC. 2. Any person is eligible for membership who has been interested in the investigation of the principles of radio communication and in radio operation for at least one year.
- SEC. 3. The classes of membership and the fees therefor will be prescribed in the By-Laws.
- SEC. 4. Any member may withdraw from the Club by presenting to the Secretary a written statement of resignation.
- SEC. 5. A member may be expelled for violation of the By-Laws of the Club or for other causes prejudicial to the best interest of the Club. Such expulsion may be effected by two-thirds vote of the Board of Directors at a duly called meeting.

Any resigned or expelled member forfeits all rights and privileges of the Club.

## **ARTICLE III**

### **GOVERNMENT**

- SEC. 1. The general management of the Club shall be vested in the Board of Directors who shall be elected as provided in the By-Laws.
- SEC. 2. The governing body of the Club shall be the Board of Directors comprising the Officers and fourteen Directors.
- SEC. 3. The Officers of the Club shall consist of a President, Vice President, Secretary and Treasurer, and such other Officers as the Board from time to time may designate.
- SEC. 4. The Board of Directors shall meet at least once a year and at the call of the President. At least one-half of the Board members shall be present to constitute a quorum.
- SEC. 5. If a vacancy occurs among the Officers or In the Board of Directors, such vacancy shall be filled for the unexpired term by the Board of Directors.
- SEC. 6. The President shall be a member ex-officio of all Committees.

## **ARTICLE IV**

### **MEETINGS**

- SEC. 1. The Club shall hold an Annual Meeting before the end of each calendar year at a time and place to be designated by the Board of Directors.
- SEC. 2. Other meetings of the Club may be held throughout the year, the time and place to be designated by the Board of Directors.

## **ARTICLE V**

### **FINANCIAL OBLIGATIONS**

- SEC. 1. No financial obligations shall be incurred on behalf of the Club except with the approval of the Board of Directors as covered in the By-Laws.
- SEC. 2. All obligations incurred by the Club shall be solely corporate obligations and no personal liability whatsoever shall be attached to, or be incurred by any member, Officer or Director of the Club by reason of any such corporate obligation.

## **ARTICLE VI**

### **AMENDMENTS**

- SEC. 1. Proposed amendments to this Constitution must be reduced to writing and signed by no less than twenty-five Members or Fellows and be submitted to the membership who shall vote thereupon by letter ballot. The amendment shall be adopted if seventy-five percent of the votes received are in favor of such action, the polls having been open at least one month after mailing to qualified membership notices of the proposed amendments.

# THE RADIO CLUB BY-LAWS

## ARTICLE I

### MEMBERSHIP

- SEC. 1. The membership of the Club shall consist of the following grades: a. Regular Members—Members who are not fully retired; b. Retired Members—Members who are at least 65 years of age and fully retired; c. Student Members—Members who are full-time students at an accredited academic institution; d. Senior Members; e. Fellows; f. Life Members; g. Honorary Members; and h. corporate members. All members shall be entitled to all privileges of the Club except that Honorary Members and Corporate Members may not hold office or be elected to the Board of Directors.
- SEC. 2. A person may apply for membership by making application on the form prescribed by the Board of Directors and submitting same to the Club with the entrance fee and initial dues payment. Each applicant for membership shall be considered by the Membership Committee. The Membership Committee has all authority delegated by the Board of Directors to accept or reject any applicant, except any applicant that has previously had their membership terminated for other than failure to pay dues, which persons may only be reinstated pursuant to a decision of the Board of Directors.
- SEC. 3. Members in good standing for a previous two year period may make application to the Membership Committee to become a Senior Member, which application must be supported by written sponsorship by two or more members in good standing. The Membership Committee will review the application to determine the applicant's eligibility and if the Membership Committee determines that the applicant is ineligible to become a Senior Member the Membership Committee will inform the applicant. If the Membership Committee determines that the applicant is eligible to become a Senior Member, the Membership Committee will report the application to the Executive Committee for consideration. Elevation to the grade of Senior Member is pursuant to a majority vote of the Executive Committee.
- SEC. 4. Elevation to the status of Fellow is by invitation only to those persons who have been a member in good standing for the previous five years and whose contributions to the art and science of radio communications are deemed outstanding by the Club. Nominations for Fellow must be submitted in writing to the Awards Committee and must be supported in writing by at least two members in good standing. The Awards Committee will report to the Board of Directors the names of all nominees for Fellow, including any relevant information regarding each nominee. Invitations to persons to become a Fellow will be made pursuant to a majority vote of the Board of Directors.
- SEC. 5. An Honorary Member shall be a person of high professional standing who is interested in the activities of the Club. The status of Honorary Member shall be awarded pursuant to a majority vote of the Executive Committee.
- SEC. 6. Corporate Members are members which are business organizations interested in supporting the Club. Applications to become a Corporate Member shall be reviewed by the Membership Committee for eligibility. Eligible applicants will be recommended to the

Executive Committee which can approve the application by majority vote. Corporate Members are non-voting members of the Club.

- Sec. 7. Membership records shall be made available to any Officer, member of the Board of Directors or committee chair upon request to the Secretary or Executive Secretary. Membership records shall not be used for any commercial purpose unless authorized by vote of the Board of Directors. A list of current members, containing as a minimum the members' names, amateur radio call signs (if any), city, state or province and/or country shall be made available at least yearly to all club members.

## ARTICLE II

### ENTRANCE FEE AND DUES

- SEC. 1. Initial entry fees and annual dues payable by all categories of membership other than Life Membership and Honorary Members shall be determined by the Board of Directors.
- SEC. 2. Members not residing in the United States will pay an annual surcharge to offset the cost of correspondence, which amount shall be determined by the Board of Directors. The Treasurer shall direct the sending of all solicitations for payment of dues.
- SEC. 3. All members in good standing shall be furnished with membership documents bearing the signature of the Secretary.
- SEC. 4. All persons who initially become members on or after October 1 shall have their dues credited to the following calendar year as though their membership commenced on December 31.
- SEC. 5. Any member whose dues becomes more than two months in arrears shall be notified by the Executive Secretary or the Board of Director's designee. Any member whose dues becomes more than four months in arrears shall be deemed to no longer be in good standing with the Club and shall be notified by the Executive Secretary or the Board of Director's designee. Any member whose dues becomes more than six months in arrears shall have their membership considered by the Board of Directors for further action and/or investigation. The Board of Directors maintains the right to temporarily excuse any member's nonpayment of dues or to create a payment schedule to relieve any member's arrearage.
- SEC. 6. Every person admitted to the Club shall be considered to belong thereto and liable for the payment of all dues until such person shall have resigned, been expelled, or have been relieved therefrom by the Board of Directors.
- SEC. 7. Any Member, Senior Member or Fellow not in arrears shall be exempt for life (a Life Member) from the payment of dues under the following conditions: (a) a Club member in good standing for the previous three (3) years and upon payment of twenty-five (25) times the then current annual dues; or (b) a Club member in good standing for the previous three (3) years and who is Sixty (60) years or more of age and upon the payment of fifteen (15) times the then current annual dues; or (c) a Club member for twenty (20) years and upon payment of fifteen (15) times time the then current annual dues. Nothing herein shall alter any existing Life Member's status.

**ARTICLE III  
OFFICERS AND DIRECTORS**

- SEC. 1. The Board of Directors shall manage the affairs of the Club in conformity with the provisions of the Constitution and the By-Laws. It shall direct the care and appropriation of the funds of the Club and generally direct its business. It may appoint an Executive Secretary and fix compensation therefor. Except for all authority specifically delegated hereunder, the Board of Directors shall be responsible for all Club activities. Directors shall serve without compensation or remuneration for services to the Club.
- SEC. 2. The Officers shall consist of a President, Executive Vice President, Vice President, Vice President/Counsel, Vice President/Co-Counsel, Treasurer, and Secretary, which Officers shall serve without compensation or remuneration for services to the Club.
- SEC. 3. The Officers shall serve for a term of one (1) year or until their successors are duly elected, the term of each to commence on January 1<sup>st</sup> following such election. However, by majority vote of the Board of Directors the President, Executive Vice President and Vice President will serve a second consecutive term of one (1) year, but no more. The Executive Vice President shall succeed the President and the Vice President shall succeed the Executive Vice President. To be eligible to serve as Vice President, a member must have previously held office as an Officer or Director of the Club. The President, Executive Vice President and Vice President shall not be eligible to serve again in their respective elected positions for three (3) years after the expiration of their term, except the aforementioned one year extension by majority vote of the Board of Directors. Directors of the Club shall serve for the term of two (2) years or until their successors are duly elected, the term of each to commence on January 1<sup>st</sup> following such election. One-half (½) of the fourteen (14) members of the Board of Directors shall be elected each year.
- SEC. 4. The Executive Committee shall consist of the President, Executive Vice President, Vice President, Vice President/Counsel, Vice President/Co-Counsel, Treasurer, Secretary, and up to five (5) Directors or committee chairmen as may be appointed by the President. The President shall inform all Board members of each appointment to the Executive Committee.
- SEC. 5. The Executive Committee shall carry out only the specific responsibilities that are authorized by the Board of Directors in the interim period between meetings of the Board of Directors and those duties delegated hereunder. These responsibilities shall include directing the Club's activities in conformity to actions taken by the Board of Directors, receiving reports from Officers and committees (as available), and responding to matters arising out of the day-to-day operations of the Club as are reasonable and appropriate. The Executive Committee shall not control the care and appropriation of the funds of the Club. All actions of the Executive Committee shall be subject to the approval of the Board of Directors. Meetings of the Executive Committee may occur telephonically or electronically and votes may be cast via email.
- SEC. 6. By a two thirds vote of the Board of Directors, any member may be expelled or suspended from the Club. By a two thirds vote of the Board of Directors, any Officer or Director may be removed from their position for cause, including incapacity, dereliction of duty, illegal activity or such actions which are deemed injurious to the Club. If a Director is removed, the position will remain vacant until the next election. If an Officer is removed or dies, the Board of Directors may select a *pro tem* to fill that vacancy until the next election of Officers.

**ARTICLE IV**  
**DUTIES OF OFFICERS**

- SEC. 1. The President shall have all duties associated with the general supervision of the Club which duties shall include but not be limited to presiding at all meetings of the Club and the Board of Directors, ensuring that the actions of the Board are made effective in governing and supporting the organization, speaking to the media on behalf of the Club, encouraging the creation and presentation of committee reports and agendas for the efficient operation of meetings of the Board of Directors, appointing chairmen of such committees as the President or Board of Directors shall deem necessary, providing oversight to each committee's activities, and taking such actions as represent the overall objectives of the Club. The performance of the President's duties shall be at the behest of and accountable to the Board of Directors. The President may call special meetings of the Board of Directors or and shall call special meetings of the Board of Directors upon request by at least seven (7) Board Members with a minimum of fourteen (14) days notice. The President shall determine when a meeting of the Executive Committee shall be called with a minimum of (10) days notice. All special meetings of the Board of Directors and meetings of the Executive Committee may be held telephonically or electronically and voting by officers and directors may be done via email.
- SEC. 2. The Executive Vice President shall be deemed the President-elect to serve at the expiration of the President's term of office. The Executive Vice President will otherwise assist the President in the performance of the President's duties.
- SEC. 3. The Executive Vice President, Vice President, Vice President/Counsel, Vice President/Co-Counsel, in that order, shall assume all duties of the President during the President's absence from meetings or when the President is otherwise unable to perform such duties. In the event of all of the foregoing Officers' inability to perform such duties, a Chairman pro tem shall be appointed by majority vote of those members present at the meeting.
- SEC. 4. The Treasurer shall be responsible for the funds of the Club, including without limitation, collections of all dues and contributions to the Club, overseeing all accounts and investments and funds of the Club, payment of all debts and obligations of the Club, and recording all financial transactions of any kind made by the Club, which foregoing duties shall be performed at the behest of and made accountable to the Board of Directors. The Treasurer shall report on the Club's financial status at each meeting of the Board of Directors and provide such written reports to the President or the Financial Committee as either might require. In the event that the Board of Directors determines that the Club's books should be audited, the Treasurer shall assist and cooperate with the auditor and the Financial Committee to cause such audit to be performed in a timely manner.
- SEC. 5. The Secretary shall be generally responsible for the records of the Club, conducting the administrative operations of the Club which duties shall be performed at the behest of and made accountable to the Board of Directors. The Secretary shall duly record or cause to be recorded by the Executive Secretary the Minutes of meetings of the Board of Directors, the Executive Committee or such other meetings as the Secretary may attend in their capacity. The Secretary shall cause the timely publication of all Minutes to all members of the Board of Directors. The Board of Directors shall be deemed the custodian of all records of the Club, and the records may be created, received or physically stored at any location such as with the Executive Secretary of the Club or other location in accord with the directions of the Board of Directors.

- SEC. 6. The President, within fourteen (14) days after the Annual Meeting of the Club, shall appoint from the membership chairmen for the following standing committees: (a) Awards; (b) Banquet; (c) Constitution & By-Laws; (d) Finance; (e) Grants-in-Aid; (f) Meetings; (g) Membership; (h) Papers; (i) Publications; (j) Publicity; (k) Nominations and Elections; (l) Fellows; (m) Education and (n) Youth Activities. Each chairman for each committee will be responsible for directing the activities of that committee, including (i) communicating with their committee members the necessary actions to be taken; (ii) creating a budget or projection of costs to perform the committee's functions and presenting such requests for allocation of funds to the Board of Directors for its consideration; (iii) overseeing the expenditure of any funds allocated for the operation of the committee, in cooperation with the Treasurer; (iv) encouraging other members to join the committee to assist in performing the committee's duties (including representatives of Corporate Members), and naming such persons as members; and (v) preparing such reports as are necessary and required for consideration by the President, the Board of Directors or the Executive Committee, as applicable. Committee chairmen shall be deemed to have discretion in the performance of the committee's duties and are entitled to make reasonable and necessary decisions that facilitate the operation of their committee, which decisions do not conflict with the Club's Constitution, By-laws or any previous decision made by the Board of Directors. Notwithstanding the foregoing, all decisions made by the committee chairmen remain subject to the authority of the Board of Directors.

#### **ARTICLE V NOMINATIONS AND ELECTIONS**

- SEC. 1. The report of the Committee shall be submitted to the membership no later than September 1 in each year together with a ballot form. The Nominating Committee shall submit eligible candidates for Vice President, Vice President/Counsel, Vice President/Co-Counsel, Treasurer, and Secretary, and one-half (1/2) of the Directors each year, representing the expired terms of sitting Board Members. In the event of a Director's resignation, removal or death that leaves a vacancy on the Board, the Nominating Committee will submit additional candidates names sufficient to fill the vacancy.
- SEC. 2. Notwithstanding the foregoing Section 1, a petition signed by fifty (50) members in good standing may be submitted to the Secretary no later than July 1st of each year, nominating any eligible member in good standing for any office or directorship to be filled at the Annual Meeting. The Elections Committee will verify the petition and if found in order, the member nominated by petition will be included on the next ballot for officers and directors.
- SEC. 3. The election of the candidates shall be by written ballot vote by the members in good standing voting before the closing of the polls. The polls shall close on November 1 of each year. Those candidates receiving the highest number of votes shall be deemed elected for each position.
- SEC. 4. Honorary Members and persons representing Corporate Members are not eligible to hold office as either Officers or Directors, however, individuals who are employed by Corporate Members may become eligible by becoming a Regular Member in their own name.

**ARTICLE VI  
CLUB EMBLEM**

- SEC. 1. The emblem of the Club shall be that shown in the margin. This emblem shall be made in the form of a pin and may be purchased from the Executive Secretary.
- SEC. 2. The emblem for Fellow shall be the reverse of that for Member, or as approved by the Board of Directors. The emblem for Senior Member shall be as approved by the Board of Directors.
- SEC. 3. Honorary Members shall be presented with the Club pin.



**ARTICLE VII  
SECTIONS AND AFFILIATED ORGANIZATIONS**

- SEC. 1. SECTIONS may be formed on approval of the Board of Directors. The requirements for a SECTION shall be:
- a. A SECTION must have at least fifteen (15) members residing in the same geographical area, or who are members of an organization affiliated with The Radio Club of America, Inc.
  - b. Each SECTION member must be a member in good standing of The Radio Club of America, Inc., and shall remit the prescribed annual dues directly to the Club.
  - c. SECTION members shall be governed by the Constitution and By-Laws of The Radio Club of America, Inc.
  - d. Each SECTION may elect its own officers and Board of Directors, which shall include a Chairman and Secretary who shall correspond with the Radio Club of America, Inc., and keep the Club currently informed of the activities of the SECTION.
  - e. Each SECTION must be financially self-supporting. It may have such local business and social meetings as it wishes, the purpose of which shall conform to the principles of The Radio Club of America, Inc., as expressed in the Constitution and By-Laws.
  - f. Each SECTION member may attend all meetings and functions of The Radio Club of America, Inc., and enjoy all its benefits and privileges.
- SEC. 2. Kindred non-profit organizations may affiliate with The Radio Club of America, Inc. upon approval of the Board of Directors. The general requirements for affiliation shall be:
- a. The affiliated organization must have at least twenty-five (25) members in good standing, and must agree to be bound by the Constitution and By-Laws of The Radio Club of America, Inc.
  - b. Each member of the affiliated organization shall qualify as a member in good standing of The Radio Club of America, Inc. and shall remit the prescribed annual dues directly to The Radio Club of America, Inc.
  - c. The affiliated organization may elect its own officers and Board of Directors, which shall include a President and Secretary, who shall correspond with the Radio Club of America, Inc., and keep the Club informed of the activities of the affiliated organization

- d. The affiliated organization must be financially self-supporting. It may have such local business and social meetings as it wishes, the purpose of which shall conform to the principles of The Radio Club of America, Inc., as expressed in the Constitution and By-Laws.
- e. Each member of the affiliated organization may attend all meetings of The Radio Club of America, Inc., and enjoy all its benefits and privileges.

**ARTICLE VIII  
AMENDMENTS**

- SEC. 1. These By-Laws may be amended from time to time by affirmative vote of a majority of the Board of Directors at any regularly called meeting of the Board of Directors.
- SEC. 2. Any amendment to these By-Laws shall be deemed effective upon the date that the Board of Directors meets and makes such amendment.
- SEC. 3. By majority vote of the Board of Directors, any portion of these By-Laws may be waived in reaction to specific circumstances, except those actions taken by the Board of Directors requiring a two-thirds majority vote.