

# **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 or full-time students at an accredited academic institution; 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. They shall be entitled to all privileges of the Club except that Honorary Members may not hold office or be elected to the Board of Directors.
- SEC. 2. Each applicant for membership shall be considered by the Membership Committee and its recommendation shall be submitted to the Executive Committee. If the applicant is approved by the Executive Committee, the Executive Secretary or his/her designate shall notify the applicant of election to membership.
- SEC. 3. A person eligible for membership may apply by making application on the form prescribed by the Board of Directors to the Membership Chairman and submitting with the application the entrance fee and initial dues payment.
- SEC. 4. A Senior Member shall have been a member of the Club for at least two (2) years and whose contributions to the art and science of radio are such as to qualify for the grade of Senior Member.
- SEC. 5. Each application for Senior Membership must be supported by written sponsorship of two (2) or more members in good standing individually to the Senior Membership Chairman.
- SEC. 6. Elevation to the grade of Senior Member shall be made by a majority vote of the Executive Committee. Elevation or transfer to the grade of Fellow or Honorary Member shall be by a majority vote of the Board of Directors.
- SEC. 7. A Fellow shall have been a member of the Club for at least five (5) years and/or a Senior Member for at least two (2) years and one whose contributions have been outstanding with extraordinary qualifications in the art and science of radio and electronics. The five and two years referenced above may be waived by a majority vote of the Board of Directors.
- SEC. 8. Elevation to the status of Fellow is by invitation only. If such person is not a Senior Member, his/her sponsor must submit a Senior Member form to the Executive Committee for recommendation to the Board of Directors.
- SEC. 9. An Honorary Member shall be a person of high professional standing who is interested in the activities of the Club.
- SEC. 10. Membership Records shall be made available to any officer, board member 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 member's name, amateur radio callsign (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 Members and Honorary Members shall be as follows:

Membership category	Initiation fee	Annual dues rate	3-year dues rate
Regular	\$ 50*	\$ 50	\$135
Retired	\$ 25*	\$ 32	\$ 75
Student	\$ 10	\$ 20	n/a
Senior	\$ 40	\$ 50	\$135

\* New members in addition must initially pay three (3) years dues in advance.

International Members shall be subject to an additional \$15 annual surcharge. Life Members and Honorary Members shall be exempt from payment of annual dues. The Treasurer is responsible for notifying each member of the amount due.

SEC. 2. [Deleted]

SEC. 3. All members in good standing shall be furnished with permanent membership documents bearing the signature of the Secretary.

SEC. 4. All persons elected to membership on or after October 1 of any year shall pay dues to be credited to the following three-year period.

SEC. 5. Any Member, Senior Member or Fellow whose dues become two months in arrears shall be so notified by the Executive Secretary. Should dues then become four months in arrears, notification by the Executive Secretary will again be made. Should dues then become six months in arrears, the name shall be submitted to the Board of Directors for further action. The Board of Directors may, however, for sufficient cause temporarily excuse from payment of annual dues any Member, Senior Member or Fellow or extend the time for payment.

SEC. 6. Every person admitted to the Club shall be considered to belong thereto and liable for the payment of all dues (except as per SEC. 7 of this Article) 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 from the payment of dues under the following conditions: (a) a Club member for at least three (3) years and upon payment of twenty-five (25) times the then current annual dues; or (b) a Club member for at least three (3) years and 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 the then current annual dues.

Grandfather Amendment: Existing members who have already attained Life status under the previous provision will retain all Life member benefits.

## 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; act upon applications for membership as heretofore provided; elect Honorary Members; exercise discretionary power in the election to the grade of Fellow, and take measures to advance the interests of the Club and generally direct its business. It may appoint an Executive Secretary and fix compensation therefor. It may appoint an Executive Committee to carry out certain specific responsibilities in the interim period between meetings of the Board of Directors. It may designate past Officers and Directors to honorary non-voting status.
- SEC. 2. The Officers shall consist of a President, Executive Vice President, Vice President, Vice President/Counsel, Vice President/Co-Counsel, Treasurer, and Secretary.
- SEC. 3. No Officer or Director shall receive remuneration for his services in any capacity.
- SEC. 4. 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 1st following such election. However, at the option of the Board the President, Executive Vice President and Vice President shall be eligible to serve a second consecutive term of one (1) year. 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 current term. 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 1st following such election. One-half (1/2) of the fourteen (14) members of the Board of Directors shall be elected each year. All Officers and Board of directors are required to attend one Board Meeting a year, and if two consecutive board meetings are missed, the Board shall have the right to appoint a replacement.
- SEC. 5. The Executive Committee, appointed by the Board of Directors, shall consist of the President, Executive Vice President, Vice President, Vice President/Counsel, Vice President/Co-Counsel, Treasurer, Secretary, not to exceed five (5) members of the Board of Directors other than the Officers, and such other members of the Club as may be appointed by the Board of Directors upon the recommendation of the President.
- SEC. 6. 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. These responsibilities shall include approval of new applications for membership, approval of elevation to the grade of Senior Member, arrangements for meetings and general direction of the Club's operations including those of the Treasurer and the Secretary. 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.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

- SEC. 1. The President shall have general supervision of the Club which shall include but not be limited to presiding at meetings of the Club and the Board of Directors and the appointment of such committees as the President or Board of Directors shall deem necessary. The President shall call special meetings of the Board of Directors upon request of at least (7) seven Board Members and with a minimum of 14 days notice.
- SEC. 2. The Executive Vice President shall 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, collecting and receiving all dues and funds; and accountable to the Board of Directors, which shall include but not be limited to making such payments for the Club as directed by the Board of Directors and reporting on the Club's financial status at each meeting of the Board of Directors.
- SEC. 5. The Secretary shall be responsible for the records of the Club, conducting the administrative operations of the Club and shall be generally responsible to the Board of Directors. Duties shall include but not be limited to duly recording the Minutes of the meetings of the Board of Directors, the Executive Committee, and the proceedings of all other meetings; and maintaining custody of all applications of persons admitted to membership as well as all other necessary records of the Club.
- SEC. 6. The President, within fourteen (14) days after the Annual Meeting of the Club, shall appoint from the membership 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, and (k) Nominations and Elections Committee.

## **ARTICLE V**

### **NOMINATIONS AND ELECTIONS**

- SEC. 1. The report of the Committee shall be submitted to the membership no later than September 1<sup>st</sup> of each year. A ballot form shall be mailed to the membership no later than October 10<sup>th</sup> of each year. 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.
- SEC. 2. Notwithstanding the foregoing, a petition signed by twenty-five (25) members in good standing may be submitted to the Secretary no later than July 1<sup>st</sup> of each year, nominating any eligible member in good standing for any office or directorship to be filled at the Annual Meeting.

- SEC. 3. The election of the candidates shall be by written ballot vote of a majority of the members in good standing voting before the closing of the polls. The polls shall close on November 1<sup>st</sup> of each year.

## 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.