

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 or suspended for violation of the By-Laws of the Club or for other causes prejudicial to the best interest of the Club. Such expulsion or suspension may be effected as indicated in the corporate By-Laws.

Any resigned, expelled or suspended 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 as indicated in the corporate By-Laws .
- SEC. 6. The President shall be a member ex-officio of all Committees.

ARTICLE IV

MEETINGS

- SEC. 1. The Club shall hold a meeting annually 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.