

THE RADIO CLUB OF AMERICA, INC. BY-LAWS

ARTICLE I

MEMBERSHIP

- SEC. 1. The membership of the Club shall consist of the following grades: a. Regular Members; b. Age sixty-five plus Members—Members who are at least 65 years of age; 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, may not be elected to the Board of Directors nor be entitled to vote.
- 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, or Broadcast, or the Radio Club of America, Inc. are deemed outstanding by the Club. Nominations for Fellow must be submitted in writing to the Fellows Committee and must be supported in writing by at least two members in good standing. The Fellows 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.
- 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 July 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. Any member whose dues becomes more than eighteen months in arrears shall have their membership suspended. The Board of Directors maintains the right to 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 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 Regular or Age sixty five plus Club member in good standing for the previous three (3) years and who is Sixty-five (65) years or more of age and upon the payment of fifteen (15) times the then current Regular or Age sixty five plus member annual dues; or (c) a Club member for twenty (20) years and upon payment of fifteen (15) times the then current annual dues. Nothing herein shall alter any existing Life Member's status. Payments for Life Membership may be made over a period of four (4) quarters prior to being accepted as Life Members.
- SEC. 8. Any member who has previously resigned or has been suspended for non-payment of dues may be restored to their previous member status without being required to repay back dues.

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 1st following such election. However, by majority vote of the Board of Directors, prior to when the

nominations and elections process begins, the President, Executive Vice President and Vice President may serve a second consecutive term of one (1) year, but no more. The Executive Vice President shall automatically succeed the President and the Vice President shall automatically succeed the Executive Vice President at the end of their respective terms, or if the President or Executive Vice President should resign or become deceased prior to the completion of their term. 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. 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 (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 chairpersons 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. If a Director is removed or resigns or passes away, the Board of Directors shall fill all vacant positions with replacements until the term(s) expire(s). The replacements shall be filled first by the persons who had run for Director in the previous election but had not won, in order by the number of votes each received. If this process does not fill all the vacant seats, then they shall be filled by some other means approved by a majority of the Board. 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, such actions which are deemed injurious to the Club, or for actions which seriously impede the progress of Club affairs. If an Officer is removed, resigns or dies, the Board of Directors may select a *pro tem* officer to fill that vacancy until the next election of Officers. If any person serves in a *pro tem* position and is later

elected to or assumes the same position, their term as *pro tem* will not count towards term limits.

- SEC. 7. Actions of the Board of Directors or Executive Board may occur at scheduled Board meetings or may occur by telephone or electronically and votes may be cast via email.
- SEC. 8. Upon motion by any board member, a secret ballot will be required for any action to be taken by the Board of Directors, which voting will be conducted by two members of the Nominations and Election Committee. On matters concerning a personnel issue, including the removal, extension of term or suspension of an Officer, Director or member, the Board of Directors voting must be by secret ballot, and the person involved, after being given an opportunity to speak, may be asked to leave the discussion. The votes received by the two Nominations and Election Committee members will be destroyed after the decision is recorded by the secretary.
- SEC. 9. The non-officer directors shall separately amongst themselves, at the November meeting each year, nominate and choose by secret ballot a director from amongst the existing non-officer Directors. The said director shall be appointed solely to assist the non-officer directors to consider sensitive personnel issues that may involve one or more officers. The said director is an internal designation within the Board.
- SEC. 10. Only currently serving Board Members may attend meetings of the Board of Directors unless approved by either the President or a 2/3 majority of the Board after a written request is received stating their name and purpose of attending the Board Meeting.
- SEC 11. The Club has a long and prestigious history in the wireless industry, and all officers, board members, and club members should be treated with the utmost respect. Officers and board members will ensure that all club deliberations, business, and correspondence are conducted with decorum and courtesy.
- SEC. 12. If a director does not attend two Board of Directors meetings (in person and/or virtual) over an 18- month time period or less, the President, with the agreement of a majority secret ballot of the Executive Committee, shall have the right to have that Director removed from their position with immediate effect. If the person concerned is on the Executive Committee, they shall not have a vote in this decision. This removal process shall not be invoked if the director has a suitable strong reason for not attending. The validity of the reason shall be decided solely by the Executive Committee.

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 chairpersons 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 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 President, within fourteen (14) days after the Annual Meeting of the Club, shall appoint from the membership, chairpersons for the following standing committees: (a) Awards; (b) Banquet; (c) Constitution and By-Laws; (d) Finance; (e) Grants-in-Kind; (f) Meetings; (g) Membership; (h) Papers; (i) Publicity; (k) Nominations and Elections; (l) Fellows; (m) Education and (n) Youth Activities. Each chairperson 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; (v) appointing a committee vice chair; and (vi) preparing such reports as are necessary and required for consideration by the President, the Board of Directors or the Executive Committee, as applicable. Committee chairpersons 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 chairpersons remain subject to the authority of the Board of Directors.

- SEC. 3. 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. 4. 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 Chairperson *pro tem* shall be appointed by majority vote of those board members present at the meeting for the duration of the meeting.
- SEC. 5. 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. The Club Treasurer is authorized to sign checks up to \$5,000. Any checks in excess of that amount must be authorized in writing or by email by the President, or in the event of the President's being unable to authorize the check within 2 business days, then authorization by the Executive Vice President is acceptable as long as the President is notified
- SEC. 6. 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.

**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 Article V Sec 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 or electronic 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 and its use shall be approved by the Board of Directors.

**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 Chairperson 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 or specially 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.