

BY-LAWS
ARTICLE I
MEMBERSHIP

Section 1 There shall be the following classes of Membership:

- (a) U.S. Membership.
- (b) International Membership.
- (c) Family Membership.
- (d) Life Membership.
- (e) Honorary Membership.

Section 2. The classes of membership are defined as follows:

- (a)
 - 1. U.S. shall be those members having a U.S. zip code mailing address.
 - 2. U.S. Members shall hold full rights and privileges of membership including receipt of all regular publications of The QCWA Journal.
- (b)
 - 1. International Members shall be all members who do not have a U.S. zip code mailing address.
 - 2. International Members shall hold full rights and privileges of membership with the exception of receiving publications.
 - 3. Publications such as the QCWA Journal, Membership Directory and Hot Line Report may be purchased upon payment of the amount established periodically to cover costs of printing and mailing of the appropriate publications.
- (c)
 - 1. Family Membership may be granted or renewed, upon request, to an eligible husband or wife, brother or sister, son or daughter, father or mother, of another member living at the same address and paying dues in accordance with Article II. The full dues paying member whose relationship establishes eligibility for Family Membership shall be referred to hereinafter as a "Primary Member".
 - 2. Family Members shall hold full rights and privileges of membership with the exception of receiving publications throughout the duration of the Primary Member's membership. Upon the death of the Primary Member, regular publications will be passed on as "survivors benefits" to one Family Member for the duration of the primary membership period. Regular publications of a deceased Primary Life Member will be passed on to one Family Member for the duration of that member's life.
 - 3. Family Members shall receive a ballot for each election.
- (d)
 - 1. Life Membership shall be granted to those members whose dues have been paid or granted for life. Life membership fees shall be based upon 15 times the current annual dues.
 - 2. Life membership shall be granted to a member when 75 years have passed since the member was first issued a license to operate an amateur radio station.
- (e)
 - 1. Honorary Membership may be granted by action of the Board of Directors in recognition of outstanding service rendered by persons not otherwise eligible for membership in the Association.
 - 2. Honorary Members shall receive regular publications
 - 3. Honorary Members may not vote or be elected to the Board of Directors.

Section 3. A person eligible for membership may apply by making application on the form prescribed and submitting the application to the General Manager for approval. Upon approval, the applicant shall be notified of membership acceptance.

ARTICLE II DUES

Section 1. The Board of Directors shall establish dues for the various membership options. The current dues shall be published in each issue of the QCWA Journal.

Section 2. There shall be no dues or entry fee for Honorary Membership.

Section 3. Any member whose dues have not been received by the Association within three months after expiration shall be dropped from all membership lists. A member in good standing is one whose dues are current and paid.

Section 4. Each applicant accepted for membership shall be assigned a membership number in numerical sequence. This number shall not be knowingly reassigned to another member.

Section 5. Applicants for membership who were former members shall be reinstated and reissued their original membership number upon payment of current dues. No member shall knowingly be assigned more than one membership number.

ARTICLE III BOARD OF DIRECTORS

Section 1. The Board of Directors shall have control over the property and affairs of the Association and shall fix its policies. It shall have the power to hold meetings, appoint committees, suspend, censure and take all necessary and proper steps to carry out the principles of the Association and promote its best interests. It may retain general management responsibilities, appointing a General Manager and such other employees as may be considered necessary and fix their compensation, or it may contract for general management service.

Section 2. Meetings of the Board of Directors and the regular meetings of the Association may be held within any state of the United States or as authorized by the Board of Directors.

Section 3. Special meetings of the Board of Directors may, at the call of the President, be convened and action taken by mail or telephonic communications.

Section 4. No Officers or Directors shall receive remuneration for their services in any capacity. This is not to preclude reimbursements for documented expenses approved by the QCWA Board from time to time.

Section 5. Each Officer and Director of the Association shall serve for a term of two (2) years or until a successor is duly elected.

Section 6. A vacancy in the Board of Directors shall be deemed to occur upon the death or resignation of a member or upon a Director's refusal to act. Such vacancies shall be filled by nomination and election by a majority vote of the Board of Directors.

Section 7. The Board of Directors, at its discretion, may elect individuals to sit as Advisors to the Board. Such individuals may have a voice but not a ballot on the Board and may receive reimbursement for documented expenses only as specifically authorized by the Board.

Section 8. Upon termination of their term of office, Directors shall, within 30 days, return to the General Manager all property of the Association in their custody, including their copy of the Director's Guide.

Section 9. Robert's Rules of Order shall govern meetings of the Board of Directors and of the Association in all cases which are applicable. In the absence of any Standing Rules, the policies and procedures in the Director's Guide shall serve as Standing Rules.

ARTICLE IV DUTIES OF OFFICERS

Section 1 The President shall preside at all meetings of the Association and of the Board of Directors. The President shall, with the assistance of the General Manager, carry out the mandates and directives of the Board of Directors. The President shall appoint such committees as the Board of Directors shall consider expedient or necessary.

Section 2. In the absence of the President, the Vice President shall perform the duties of the President. In the absence of both the President and Vice President, the Board of Directors shall select a member of the Board to assume the duties of the president.

Section 3. The Secretary shall record the proceedings of all meetings of the Board of Directors. The Secretary shall promptly furnish copies of the minutes of these meetings to all members of the Board and a summary for publication in The QCWA Journal. The Secretary shall be responsible for maintaining the corporate status of the Association, filing all corporate reports and certificates which may be required.

Section 4. The Treasurer shall be responsible for the funds of the Association and shall be accountable to the Board of Directors. The Treasurer shall prepare a proposed operating budget for submission to the Finance Committee and the Board of Directors prior to each Annual Meeting of the Board of Directors.

Section 5. Upon the termination of their term of office, Officers shall, within 30 days, return to the General Manager all property of the Association in their custody, including the copy of the Director's Guide.

ARTICLE V GENERAL MANAGER

Section 1. The General Manager shall be appointed by the Board of Directors. The General Manager shall: manage the affairs of the Association under the direction of the President and/or the Board of Directors; attend all meetings of the Board but without vote; collect monies due the Association and as directed shall deposit them in a QCWA account or turn them over to the Treasurer; furnish to the Board of Directors such reports as may be required; conduct the general correspondence of the Association and keep full records; be the General Manager of the Association's publications; and prepare and submit to each Annual Meeting of the Board of Directors a comprehensive report of progress and status of the affairs of the Association.

Section 2. The Association's directory, year book, membership lists or other membership mailing facilities shall not be sold nor be made available to any non-member or organization without the prior approval of the Board of Directors. The General Manager shall have authority, without prior approval of the Board, to supply mailing labels to candidates nominated for a National office. Mailing labels will be supplied at a cost basis as determined by the General Manager.

Section 3. Subscriptions to the QCWA Journal may be accepted by the General Manager from persons not qualified for membership, upon receipt of payment of the fees prescribed in the current Director's Guide.

ARTICLE VI
NOMINATIONS AND ELECTIONS

Section 1. The regular election of Officers and eight (8) Directors shall be held in even numbered years.

Section 2. No member may qualify for nomination to be an Officer or Director of the Association unless the candidate shall have been a member in good standing continuously for more than two (2) years immediately preceding the nomination. Each member candidate must have direct access to either e-mail or fax capability

Section 3. A Nominating Committee to select eligible candidates for the office of President, Vice President, Secretary, Treasurer and/or appropriate Director positions shall be appointed by the President, subject to approval of the Board of Directors, no later than October of the appropriate years. The Nominating Committee shall report to the Secretary and General Manager by June 15th. The Committee will then be discharged. Nominations made by this Committee shall be reported in the Fall issue of The QCWA Journal along with a call for petitions from the membership for additional nominations.

Section 4. Nominations of Officers and Director candidates may be submitted by the membership by petition signed by at least 25 members in good standing. Such petitions shall be received by the General Manager by December 15th of the appropriate year. Upon receipt of such a petition, the General Manager shall, upon verifying the validity of the petition and the eligibility of the candidates, cause the names of the candidates to be placed on the ballot along with those submitted by the Nominating Committee. Publication of the list of all eligible candidates shall be made in the Spring issue of The QCWA Journal.

Section 5. Each candidate shall submit in writing a brief biographical outline to the General Manager by January 1st. This biographical outline shall be published in the Spring issue of The QCWA Journal.

Section 6. Ballots shall be mailed by April 1st of each election year to each member in good standing. The polls shall be open no less than 60 days after the date of ballot mailing. Election of those candidate positions which are contested shall be by written ballot vote of a plurality of the members voting before the close of the polls on July 15th Those candidates who were not contested will not be listed on the ballot.

Section 7. The President shall, with the approval of the Board of Directors, appoint two or more tellers to count the ballots. The tellers shall certify in writing the results of the ballot count for each candidate to the Secretary and to the General Manager. There shall be an automatic recount of ballots when the margin of election to office is less than 5% between affected candidates.

Section 8. Results of the election shall be published in the Fall issue of The QCWA Journal. Candidates shall be notified of the results of the balloting via telephone within 24 hours of certification by the General Manager.

Section 9 The term of Officers and Directors shall start on 1 September following the election.

ARTICLE VII
CHAPTERS

Section 1. Chapters may be formed upon the approval of the Board of Directors.

Section 2. The requirement for a Chapter shall be as follows:

- (a) Each Chapter member must be a member in good standing of the Quarter Century Wireless Association, Inc.
- (b) In order to obtain a Charter a new Chapter must have five (5) members.
- (c) The Constitution and By-laws of each Chapter must be consistent with the principles of the Constitution and By-laws of the Quarter Century Wireless Association, Inc.
- (d) Each Chapter shall elect from within its membership a President/Chairman, Secretary and Treasurer. The office of Secretary and Treasurer may be combined. The Secretary shall be responsible for maintaining correspondence between the Chapter and QCWA Headquarters and shall file the Annual Chapter Report.
- (e) Each Chapter should assess and collect dues and shall maintain a membership roster. Each Chapter should have a minimum of two meetings a year, of which one will be the Annual Meeting. Additional business and/or social meetings should be encouraged.
- (f) QCWA Chapters may not become affiliated with any other organization without prior approval of the QCWA Board of Directors.
- (g) Chapters which fail to comply with all of the above requirements may have their charters suspended or withdrawn. Such Chapters may be reinstated upon application indicating they can again meet the requirements.

ARTICLE VIII
FINANCIAL OBLIGATIONS

Section 1. All obligations incurred by the Association shall be solely corporate obligations and no personal liability whatsoever shall attach to or be incurred by, any member, Officer or Director of the Association by reason of any such corporate obligations.

Section 2. Expenditures on line items in the Annual Budget which will exceed the amounts previously adopted will require the prior approval of the President and Vice President.

ARTICLE IX
AMENDMENTS

Section 1. These By-laws may be amended by a two-thirds vote of the Board of Directors present at any regularly called meeting of the Board of Directors.

Section 2. Petitions to change the By-laws may be submitted to the Secretary upon signature of at least 200 members in good standing on January 1st of the year of submission of the Petition. The Board of Directors must consider and vote upon said petition at the next succeeding meeting of the Board of Directors.

Section 3. The membership shall be advised of any amendment to these Bylaws at least sixty (60) days prior to its becoming effective.