

QCWA 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.
- (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.
- (c)
 1. Family Membership may be granted upon request to an eligible family 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.
- (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 20 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 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 to Headquarters. If accepted, the applicant shall receive an acceptance letter and membership card, or notification will be given if not accepted.

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 at Headquarters by their expiration date will have their status changed to delinquent in the administration database at midnight, and will be denied access to the Members Only Web page. A member in good standing is one whose dues are current.

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. Application 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 an Office Manager or other such employees as may be considered necessary and fix their compensation, or it may contract for general management services.

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 in compliance with New York State law.

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 three (3) 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 vote 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 Headquarters all property of the Association in their custody.

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.

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 Office 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 to the Webmaster. The Webmaster will also receive copies of the minutes of the Annual Members' meeting, copies of any updated sections of the Director Policy Manual, By-Laws or any other relevant documentation for posting on the QCWA Website.

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 Administration and Finance Committee and the Board of Directors prior to each Annual Meeting of the Board of Directors. The Treasurer shall be responsible for maintaining the corporate status of the Association filing all corporate reports and certificates which may be required.

Section 5. Within 30 days of termination of their term of office, Officers shall return to Headquarters all property of the Association in their custody.

ARTICLE V OFFICE MANAGER

Section 1. The Office Manager shall be appointed by the Board of Directors. The Office Manager shall manage the affairs of the Association under the direction of the President and/or the Board of Directors.

Section 2. The Association's 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 Office 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 Office Manager.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. The regular election of Officers and five (5) Directors shall be held every three (3) 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. No family member may serve as an Officer or Director at the same time, effective with the 2017 election year. Each member candidate must have direct access e-mail and telephone conference meeting capability.

Section 3. A Nomination Committee to select eligible candidates for the office of President, Vice-President, Secretary, Treasurer and Director positions shall be appointed by the President, subject to approval of the Board of Directors, no later than August 31st preceding the year of elections. The Nomination Committee shall report to the President, Secretary and Office Manager by February 15th of election year. The Committee will then be discharged.

Section 4. Nominations of Officer and Director Candidates proposed after February 15th may be submitted by the membership by petition signed by at least 15 members in good standing. Such petitions shall be received by the Office Manager by March 15th of election year. Upon receipt of such a petition, the Office 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 names submitted by the Nomination Committee.

Section 5. Each candidate shall submit in writing a 350 word maximum biographical outline and provide a photo to the Office Manager by March 15th of election year. All eligible candidates shall be announced in the April issue of the *QCWA Journal* along with a link to the QCWA Website of this biographical outline and photo.

Section 6. The Office Manager shall mail ballots by April 1 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 15. Those candidates who were not contested will not be listed on the ballot.

Section 7. The President shall, no later than February 28th of election year and with the approval of the Board of Directors, appoint two or more tellers to count the ballots. Tellers shall be appointed from a chapter which does not have a candidate running for election. The tellers shall certify in writing the results of the ballot count for each candidate to the President, Secretary and Office Manager by July 31st of election year. There shall be an automatic recount of the ballots by the appointed tellers when the margin of election to office is less than 5% between affected candidates, and report these results to the President, Secretary and Office Manager. Any individual, who is in office or running for an office, including the Office Manager, shall not be eligible for teller duties.

Section 8. Results of the election shall be published in the September issue of the *QCWA Journal* and on the QCWA Website. The Office Manager shall notify candidates of the results of the balloting within 24 hours of the teller's certification.

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.
- (f) 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.
- (g) QCWA Chapters may not become affiliated with any other organization without prior approval of the QCWA Board of Directors.
- (h) 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 all line items as approved in the Annual Budget, which exceed the line amounts previously adopted, will require prior approval of an affirmative vote of a two-thirds vote of the Board of Directors if by so doing the budget bottom line is negatively impacted, as covered in the Constitution Article V, Section 1.

ARTICLE IX AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the Board of Directors.

Section 2. Petitions to change the By-Laws may be submitted to the Secretary upon signature of at least 15 members in good standing on January 1st of the year of submission of the petition. After the petition signatories are verified it will be placed on the agenda and acted upon by the Board of Directors.

Section 3. Amendments to these By-Laws become effective after being published on the QCWA Website.