

QUARTER CENTURY WIRELESS ASSOCIATION, INC.
CONSTITUTION

ARTICLE I
NAME AND PURPOSES OF THE ASSOCIATION

Section 1. This Association shall be known as the QUARTER CENTURY WIRELESS ASSOCIATION, INC.

Section 2. The purposes of the Association shall be:

- (a) To promote friendship and cooperation among Amateur Radio (Wireless) operators who were licensed as such at least a quarter of a century ago.
- (b) To operate exclusively for charitable, educational and scientific purposes entitling the Association to exemption under the provision of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and more specifically to promote interest in Amateur Radio Communications and the advancement of the electronic art, making use of the reservoir of knowledge and experience represented within the membership of QCWA for the benefit of all Radio Amateurs and the furtherance of the Public welfare through Amateur Radio Communications; to provide a scholarship fund for worthy students who are radio amateurs.
- (c) In the furtherance of its corporate purposes, the Association shall have all general powers enumerated in Section 202 N-PCL, together with the power to solicit grants and contributions for corporate purposes.
- (d) Nothing herein shall authorize this Association, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-profit Corporation Law, Section 404 (b)(p) of Executive Law, Section 757.
- (e) No part of the income of the Association shall inure to the benefit of any member, director or officer of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no member, director or officer of the Association or any private individual shall be entitled to share in the distribution of the Association's assets on dissolution of the Association.
- (f) No part of the activities of the Association shall include participating in or intervening in (including the publication or distribution of statements for) any political campaign on behalf of any candidate for public office or engaging in any substantial way, directly or indirectly, in carrying on propaganda or otherwise attempting to influence legislation.
- (g) In the event of dissolution, all the remaining assets and property of the Association 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.
- (h) The Association shall distribute its income for each taxable year at such a 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 Association shall not (a) engage in any act of self dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the Association 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

- Section 1. The membership of the Association shall consist of those persons who have signed the Certificate of Incorporation, together with all persons who are hereafter received into or elected to membership as hereinafter provided.
- Section 2. Any person is eligible for membership who submits satisfactory proof that he or she is at present a licensed Amateur Radio (wireless) operator, that he or she was licensed as such twenty-five or more years prior to making application and who, upon submitting an application, is approved as provided in the By-Laws of the Association.
- Section 3. The classes of membership and the fees are as prescribed in the By-Laws.
- Section 4. Any member may withdraw from membership in the Association by presenting to the General Manager a written statement of resignation.
- Section 5. A member may be expelled for violation of the By-Laws of the Association or for other cause prejudicial to the best interests of the Association. Such expulsion may be effected by affirmative vote of two-thirds of the Board of Directors at a duly called meeting.
- Section 6. Any resigned or expelled member forfeits all right and/or privileges of the Association.

ARTICLE III GOVERNMENT

- Section 1. The general management of the affairs of the Association shall be vested in the Board of Directors, who shall be elected as provided in the By-Laws.
- Section 2. The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer.
- Section 3. The Board of Directors shall consist of the following elected officials: The President, the Vice President, the Secretary, the Treasurer and a number of Directors at large as specified in the By-Laws, and the immediate past-president of the Association who shall remain as a voting member of the succeeding Board for a period of one term. An elected official is one who has been elected by the membership in accordance with Article VI of the Bylaws.
- Section 4. The Board of Directors shall meet at least once each year and at the call of the President. At least one half of the Board members shall be present to constitute a quorum.
- Section 5. If a vacancy occurs among the Officers or Directors, such vacancy shall be filled for the unexpired term by a majority vote of the Board of Directors.
- Section 6. The President shall be a member ex-officio of all committees except the Nominating Committee.

ARTICLE IV
MEETINGS

Section 1. The Association shall hold an annual meeting at a time and place to be designated by the Board of Directors (Changed by vote of members July 2008)

Section 2. The purpose of the Annual meeting shall be a report of the Board to the general membership, the installation of Officers and Directors elected during the year and such other business as may be deemed necessary.

ARTICLE V
FINANCIAL OBLIGATIONS

Section 1. No financial obligations shall be incurred on behalf of the Association except by prior approval by affirmative vote of two-thirds of the Board of Directors as covered in the By-Laws.

ARTICLE VI
AMENDMENTS

Section 1. Amendments to this Constitution may be initiated by a majority vote of the Board of Directors or by petition submitted to the Secretary by at least five percent (5%) of the members in good standing on January first of the year of submission of the petition, provided that no more than 25% of the signatures to the petition be from any one call sign area. Proposed amendments, submitted by valid petition must be acted upon by the Board no later than the next meeting of the Board. Ballots shall carry a statement of the return date limit, which shall be no less than 60 days after the date of the mailing. Approval of the amendment by at least two thirds of the members voting shall be necessary for its enactment.

Section 2. The President, with the approval of the Board of Directors, shall appoint two or more tellers to count the ballots for the amendment. The Tellers shall certify in writing to the President and the General Manager the results of the ballot count.