

QUARTER CENTURY WIRELESS ASSOCIATION, INC. BYLAWS
(Herein referred to as “QCWA”)

ARTICLE I
MEMBERSHIP

Section 1. There shall be the following classes of Membership:

- (a) Regular Membership
- (b) Family Membership
- (c) Life Membership
- (d) Honorary Membership

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

- (a) Regular Members shall hold full rights and voting privileges.
- (b) 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 voting privileges of membership.
- (c) 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.
- (d) 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 QCWA.
2. Honorary Members may not vote or hold a position on 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 physical and intellectual property and affairs of the QCWA 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 QCWA and promote its best interests. It may retain general management responsibilities, appointing an Office Manager or other employees and or private contractors 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 QCWA 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 QCWA shall serve for a term of three (3) years or until a successor is duly elected, whose term ends the same time as the Board member they succeeded.

Section 6. A vacancy in the Board of Directors shall be deemed to occur upon the death or resignation of a member, upon termination of QCWA membership or upon a Board Member's refusal to act. Such vacancies shall be filled with an appointment by a majority vote of the Board of Directors.

Section 7. The Board of Directors, at its discretion, may select 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 QCWA in their custody.

Section 9. Robert's Rules of Order shall govern meetings of the Board of Directors and of the QCWA.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Members and 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 and Member's Meetings. 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 Meeting of Members, copies of any updated sections of the Director Policy Manual, Bylaws or any other relevant documentation for posting on the QCWA website.

Section 4. The Treasurer shall be responsible for the funds of the QCWA, 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 QCWA 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 QCWA 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 QCWA under the direction of the President and/or the Board of Directors.

Section 2. The QCWA's membership list 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 the QCWA Board of Directors. 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 at the Annual Meeting of Members. Those candidates who were not contested will not be listed on the ballot.

Section 2. No member may qualify for election to be an Officer or Director of the QCWA unless the candidate shall have been a member in good standing continuously for more than two (2) years immediately preceding the nomination date and maintained throughout the subsequent term of office. Family members may not serve as an Officer or Director at the same time. Each member candidate must have e-mail and adequate Internet access for teleconference meeting capability.

Section 3. A Nomination Committee to select eligible candidates for the office of President, Vice-President, Secretary, Treasurer and Directors shall be appointed by the President no later than June 30th preceding the year of elections. The Nomination Committee shall report to the President, Secretary and Office Manager by November 15th of the year prior to election year. The committee will then be discharged.

Section 4. Nominations of candidates for the position of Officer or Director proposed after November 15th of the year prior to election year 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 December 15th of the year prior to 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. A candidate will not appear on the ballot unless he or she submits in writing a 350 word maximum campaign statement and provides a photo to the Office Manager by January 15th of election year. Candidates shall be announced in the March issue of the QCWA Journal along with a link to the QCWA Website with their biographical outline and photo.

Section 6. A private electronic voting administrator (EVA) shall e- mail an electronic ballot with voting instructions by March 1st of election year to each member in good standing as of February 1st of election year. The instructions will include a notice that the casting of an electronic ballot will be an authorization (proxy) given to the Secretary of the QCWA, or his or her delegate, to vote the member's choice of candidate, as well as all other matters that may come to a vote at the Annual Meeting of Members. The authorization (proxy) shall be invalid eleven (11) months after the date it is given. In the event the e-mail sent to the member bounces the EVA will attempt a second electronic mailing. A member without an e-mail address may request a ballot from the Office Manager.

The ballot will include a notice that the casting of the ballot will be an authorization (proxy) given to the Secretary of the QCWA, or his or her delegate to vote the member's choice of candidate, as well as all other matters that may come to a vote at the Annual Meeting of Members. The authorization (proxy) shall be invalid eleven (11) months after the date it is given.

The electronic voting platform shall be open until March 31st of election year.

Section 7. The results of the election will be announced at the Annual Meeting of Members and published on the QCWA website and in the QCWA Journal

Section 8. The term of Officers and Directors shall start on July 1st 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. Chapters are forbidden to offer Life Membership to anyone not already a Life Member of the Quarter Century Wireless Association, Inc.
- (b) In order to obtain a charter, a new chapter must have a minimum of five (5) members.
- (c) The Constitution and Bylaws of each chapter must be consistent with and not contradict the principles of the Constitution and Bylaws of the Quarter Century Wireless Association, Inc.
- (d) Each chapter shall elect from within its membership a President/Chair, 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 may assess and collect any local dues and 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 of this article.

ARTICLE VIII
FINANCIAL OBLIGATIONS

Section 1. All obligations incurred by the QCWA shall be solely corporate obligations and no personal liability whatsoever shall attach to or be incurred by, any Member, Officer or Director of the QCWA 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 bylaws may be amended by a two-thirds vote of the Board of Directors.

Section 2. Petitions to change the Bylaws 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 bylaws become effective after being published on the QCWA Website.

Revised: May 4, 2023 by action of the Board of Directors