BY-LAWS OF THE RADIO CLUB OF AMERICA, INC.

ARTICLE I.

MEMBERSHIP

SEC. 1. The membership of the Club shall consist of those listed in Section 5 of this Article. All members shall be entitled to all privileges of the Club except that Honorary Members, Corporate Members, and Student Members under the age of eighteen (18) 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 an application on the form prescribed by the Board of Directors and submitting the 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. 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. 4. Membership Grades

4.1 A Member is the standard grade of membership.

4.2 A Student Member shall be a Member who is a full-time student at a primary or secondary school or at an accredited academic institution.

4.3 A Family Membership shall include a Student Member, as defined above, and at least one adult parent or guardian, all being members of one family unit. One designated adult member of each Family Membership shall be entitled to vote on behalf of the Family Membership in all elections, and to hold office / be on the Board of Directors if so elected.

4.4 A Life Member is a Member of any individual membership grade (excluding Family Membership and Corporate Members) who has paid the additional dues as outlined in Article II, Section 7, and is thereafter exempt from paying any more dues.

4.5 A Fellow is any Member or Life Member who has met the requirements in Article 1, Section 4.

4.6 A Retired Member shall be a member who has ceased full time employment in the wireless industry or in their major area of employment, regardless of age.

4.7. 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.

4.8. Corporate Members are Members who 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. 5. Membership records shall be made available to any Officer, member of the Board of Directors or committee chair upon request to the Secretary or Administrative Director. Membership records shall not be used for any commercial and/or political purpose

unless authorized by a vote of the Board of Directors. A list of current members, containing as a minimum, the members' names, email address, wireless expertise area, city, state or province and/or country, and amateur radio call signs (if any), shall be made available at least yearly to all club members.

SEC. 6. By a 2/3 vote of the Board of Directors any Member, Officer, or Director may be removed, expelled, or suspended from the Club for reasons of illegal activity, or actions which injure or seriously impede Club affairs, per Article III, Section 9.1.

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, upon initially becoming a member or achieving another membership grade, shall receive a membership document acknowledging their current membership grade.

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 January 1.

SEC. 5. Any member whose dues become more than eighteen (18) months in arrears shall be notified by the Administrative Director or the Board of Director's designee that their membership has been suspended. Any member who has previously resigned or has been suspended for non-payment of dues may be restored to their previous member status upon approval by the Board of Directors without being required to repay back

dues. The Board of Directors maintains the right 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 in good standing can become a Life Member under the following conditions:

7.1 They are a Member in good standing for the previous three (3) years and upon payment of twenty-five (25) times the then-current annual dues; or

7.2 They are a Member or Retired Member in good standing for the previous three (3) years and are Sixty-five (65) years or more of age and upon the payment of fifteen (15) times the then current Member annual dues, whichever is applicable to the Member's grade at the time of the Life Membership application; or

7.3 They are a Member in good standing for twenty (20) years and upon payment of fifteen (15) times the then-current annual membership dues.

7.4 Nothing herein shall alter any existing Life Membership.

7.5 Payments for Life Membership may be made over a period of four (4) quarters prior to being accepted as a Life Member.

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 Administrative Director to assist in the work of the club, and fix

compensation therefor. The title Administrative Director is not an elected director position and has no voting privileges. 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.

3.1 However, by majority secret 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.

3.2 The Executive Vice President shall automatically succeed the President and the Vice President shall automatically succeed the Executive Vice President if the President or Executive Vice President should not be voted to serve a second term, be removed, resign or become deceased prior to the completion of their term. The resulting vacancy shall be filled by the provisions under Article III, Section 6.

3.3 To be eligible to serve as Vice President, a member must have previously held office as an Officer or Director of the Club.

3.4 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.

SEC. 4. 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. 5. 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.

5.1 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.

SEC. 6. If an Officer is removed, resigns or passes away, the Board of Directors may select a *pro tem* officer to fill that vacancy until the next election of Officers.

6.1 Such a *pro tem* officer must meet the requirements of Article III, Section 3.3.

6.2 The *pro tem* officer's position ends at the end of the term of the person that they replaced.

6.3 If the *pro tem* officer whishes to permanently hold an officer position, they must run for election.

6.4 If any person serves in a *pro tem* position and is later elected to the same position, their term as *pro tem* will not count towards term limits.

SEC. 7. If a Director is removed or resigns or passes away, the Board of Directors shall fill all vacant positions with *pro tem* 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.

7.1 The *pro tem* director's position ends at the end of the term of the person that they replaced.

7.2 If the *pro tem* director wishes to permanently hold a director position, they must run for reelection.

7.3 If any person serves in a *pro tem* position and is later elected to the same position, their term as *pro tem* will not count towards term limits.

SEC. 8 Actions of the Board of Directors or Executive Committee may occur at scheduled or at specially called meetings (per Article IV, Section 1) can be held either in person or by virtual methods and votes may be cast via email.

SEC. 9. 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 the VP Counsel and VP Co-Counsel. If either is absent or their roles are not filled, voting shall be conducted by additional Board members chosen by a majority vote of the Board of Directors.

SEC. 10. The non-officer directors shall separately amongst themselves, at the November meeting each year, nominate and choose by secret ballot an Ombudsman director from amongst the existing non-officer Directors. The said Ombudsman 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 Ombudsman director is an internal designation within the Board.

SEC. 11. Only currently serving Board Members may attend meetings of the Board of Directors unless approved by either the President or by a 2/3 majority of the Board after a written request is received stating their name and purpose for attending the Board Meeting.

SEC. 12. 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. 13. 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 suitably 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.

1.1 The performance of the President's duties shall be at the behest of and accountable to the Board of Directors.

1.2 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.

1.3 The President shall determine when a meeting of the Executive Committee shall be called or upon the request of at least three Executive Committee members, or upon the request of at least five Board Members, with a minimum of (10) days' notice, except in unusual circumstances where a rapid opinion from or decision by the Executive Committee is needed.

SEC. 2. The President, by January 31st of each year, 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. Additional ad hoc committees may also be appointed.

2.1 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.

2.2 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.

2.3 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 and the Vice President shall assist the President in the performance of their 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 that all of the foregoing Officers are unable 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.

5.1 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.

5.2 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.

5.3 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.

5.4 The Treasurer is authorized to work with the Administrative Director in the performance of duties, including the reporting and recording of financial transactions and the execution of authorized disbursements of less than $5,000.

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.

SEC. 7. The Vice President Counsel shall be an attorney licensed to practice in at least one U.S. state or the District of Columbia who provides legal advice and opinion on legal matters to the Board of Directors as required.

7.1 The Vice President Co-Counsel shall be an attorney licensed to practice in at least one U.S. state or the District of Columbia who assists the Vice President Counsel in providing legal advice and opinion on legal matters to the Board of Directors as required.

ARTICLE V.

NOMINATIONS AND ELECTIONS

SEC. 1. The Nominating Committee shall submit eligible candidates for Executive Vice President, 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 an Officer's or 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, Section 1, a petition signed by twenty-five (25) 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.

ARTICLE VI.

CLUB EMBLEM

SEC. 1. The emblem of the Club and its use shall be approved by the Board of Directors.

ARTICLE VII.

CHAPTERS AND AFFILIATED ORGANIZATIONS

SEC. 1. Chapters may be formed on approval of the Board of Directors. The requirements for a Chapter shall be:

1.1 A Chapter must have at least ten (10) members residing in the same geographical area. Additionally a Chapter can include members of any Partner Organization to RCE, providing that at least a majority of the Chapter's members are RCA members.

1.2 Each Chapter 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.

1.3 Chapter members shall be governed by the Constitution and By-Laws of The Radio Club of America, Inc.

1.4 Each Chapter 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 Chapter.

1.5 Each Chapter 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.

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:

2.1 The affiliated organization must have at least twenty-five (25) members in good standing.

2.2 A Memorandum of Understanding (MOU) will be signed by both organizations signifying the reason for the partnership, what each party brings to the partnership, and other details. The MOU shall specifically state that each organization is a separate entity and not legally responsible to the other.

ARTICLE VIII.

AMENDMENTS

SEC. 1. These By-Laws may be amended from time to time by affirmative vote of a two thirds (2/3) vote 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 two thirds (2/3) vote of the Board of Directors, any portion of these By-Laws may be waived in reaction to specific circumstances.

REFERENCES

The following are additional sources of information pertaining to the operations of the Club beyond that contained in the Bylaws:

1 **RCA Constitution**, the current version of which should at all times be posted on the RCA website.

2 **RCA Articles of Incorporation** in the state of New York, dated 1928, which should be at all times posted on the RCA website.

3 **RCA Club Operations Handbook**, which is held by RCA's Administrative Director, and in the future may be available on the RCA website to Board members. This Handbook lists common practices of the Board, basic instructions for new committee chairs, recent Board decisions, and other information.

4 **Board member Non-Disclosure Agreement (NDA)**, available from RCA's Administrative Director, and in the future may be available on the RCA website to Board members.

5 **Board member Conflict of Interest agreement**, available from RCA's Administrative Director, and in the future may be available on the RCA website to Board members.

6 **Board of Directors Roles & Responsibilities**, can be found on the RCA website at:

https://www.radioclubofamerica.org/content.aspx?page_id=22&club_id=500767&module_id=466367