

(UPDATE IN PROGRESS)

BY-LAWS OF THE ANTIQUE WIRELESS ASSOCIATION, INC.

INTRODUCTION

The following are the By-Laws of the Antique Wireless Association, Inc., hereafter referred to as the Association, and abbreviated as the AWA. This is a Not-For-Profit Corporation under the laws of the State of New York.

The purposes of the Association are as outlined in the Certificate of Incorporation.

ARTICLE I  
MEMBERSHIP

Section 1. Classes of Membership

a. Individual Member: Any person who wishes to engage in one or more of the purposes of the Association as listed in the Certificate of Incorporation. Formal application for membership shall be requested by such person and submitted for acceptance by the membership secretary.

b. Honorary Member: A person selected by the by affirmative vote of two-thirds of the Board for outstanding work in radio history or for service to the Association. This shall be considered an indefinite membership unless terminated for just cause by the Association or by resignation of the Member.

There shall be no dues or other fees for Honorary Membership.

c. Life Member: Life membership in the Association shall be offered to any person who pays a lump sum to the Secretary, such sum to be established by the Board, and recorded under Procedural Documents.

Section 2. Dues

Membership dues shall be established by action of the Board of Directors at a duly called meeting, as directed by these By-Laws and applicable Procedural Documents. Such action shall be documented in the Minutes of the meeting. Dues shall be published in the Official Journal of the Antique Wireless Association, also known as The Old Timer's Bulletin, or the OTB.

Section 3. Termination of Membership

Causes and procedures for termination of membership are:

a. Any member may withdraw from the Association by submitting to the Secretary a written statement of resignation. Except under special circumstances or by action of the Board, any dues which have been paid will not be returned.

b. Non-payment of dues in a timely manner shall be cause for automatic termination of membership, without any further action by the Board. Membership may be renewed upon application to the Secretary and payment of current dues.

c. If a member is considered to have acted in a manner prejudicial to the interests of the Association, or misrepresents the Association, or intentionally commits any act or omission in the name of the Association which casts the Association in a negative light, said member is a candidate for expulsion from the Association. Said member shall be given notice and a right of hearing before the Board. Expulsion of a member shall be by an affirmative vote of two-thirds of the Board members present at a regularly scheduled board meeting. Dues shall be pro-rated and any remaining dues shall be returned to the said person.

d. Any resigned or expelled member forfeits all rights and/or privileges of membership in the Association.

Section 4. Dual Membership

All persons who become members of the Association automatically become members of the AWA Electronic Communication Museum. Termination of membership in the Association automatically terminates membership in the Museum.

ARTICLE II  
OFFICES

The principal office of the Association shall be located at the office of record of the Secretary of the Association. The offices of the President and the other officers shall be located at their offices of record, which may be within or without the State of New York. All official correspondence shall be directed to the appropriate offices listed in each issue of the Journal.

ARTICLE III  
GOVERNMENT

Section 1. The governing body and general management of the Association shall be vested in the Officers and the Board of Directors, hereinafter designated as the Board, who shall be elected as provided in the By-Laws.

Section 2. The Officers of the Association shall consist of a President, First and Second Vice Presidents, Secretary, and Treasurer. ( NOTE: The Director and Curator of the Museum cannot be officers in the Association.) The Officers serve at the pleasure of and under the general direction of the Board. No person who serves as an officer of the Museum may concurrently serve as an officer of the Association.

Section 3. The Board shall meet at least twice a year, and at the call of the President. At least two-thirds of the Board members shall be present to constitute a quorum.

Section 4. The Board shall number not less than three or more than twenty-five directors, inclusive of the elected Officers.

Section 5. If a vacancy occurs among the Officers or in the Board, the vacancy may be filled as directed in the By-Laws.

Section 6. The President and Vice-Presidents shall be members ex-officio of all Committees.

Section 7. The Curator and Director of the Museum shall be members of the Board. However, no more than one-third of the Board of the Association may consist of individuals who concurrently serve as trustees or officers of the Museum.

Section 8. Each board member shall have one vote at a meeting of the Board.

ARTICLE IV  
MEETINGS

Section 1. Meetings: Meetings of the Members of the Association shall be held at such place at the discretion of the Board of Directors as discussed and authorized in a prior meeting.

Section 2. Types of Meetings:

a. Annual Membership Meeting. An annual meeting of the Members shall be held on the second Sunday of November of each year, at which time the members shall transact such business as may properly come before the meeting. The date, time and place shall be determined by the President, and listed in the Notice of Annual Meeting in the Journal of the Antique Wireless Association, also known as The Old Timer's Bulletin or the OTB, which shall be given at least ten and not more than 50 days before the meeting. The Notice shall be given by first-class mail, and will be considered given when postmarked.

b. Regional Meetings. As authorized by the Board, regional meetings may be held during the year. No official business of the Association shall be conducted at these meetings.

c. Board Meetings. The Board of Directors shall meet regularly twice a year, during the months of May and November, at such locations within New York State and on the dates established by the Board. The time and place of the regular meetings shall be listed in the OTB at least 30 and not more than 100 days prior to each meeting. A quorum of not less than 2/3 of the board members of record must be present so business can be conducted. (NOTE: "within New York State" is in our certificate of incorporation.)

d. Special Meetings. Special meetings of the Board of Directors and/or the members of the Association may be called by the President, with at least ten days prior notice to the Board members for the special Board meeting. A special meeting of the membership of the Association may be called by the President with at least ten but not more than 50 days published notice in the Journal for members. The notice will state the purpose or purposes of the meeting.

e. Annual Conference. An annual conference of the members may be held for the presentation of historical papers, display of historical artifacts, and other appropriate activities at the discretion of the Board.

f. All board and membership meetings are open for observation to any member of the Association in good standing. Any member may actively participate in the Annual Membership meeting.

g. The standing executive committee is made up of officers of the corporation.

Section 3. Procedure: Robert's Rules of Order shall be used unless inconsistent with these By-Laws.

Section 4. Voting: Voting by the members of the Board shall not be by proxy.

#### ARTICLE V FINANCIAL OBLIGATIONS

Section 1. No financial obligations shall be incurred on behalf of the Association, by any person, except by prior approval of the Board of Directors, with the exception that Officers and Board members may purchase such items as are normally associated with the legitimate performance of their respective job functions, not to exceed an amount as established by the Board for a single purchase, and as detailed in the Procedural Documents.

Section 2. All obligations incurred by the Association shall be solely corporate obligations, and no personal liability whatsoever shall be attached to, or be incurred by, any Officer or Board Member, by reason of any such corporate obligations.

#### ARTICLE VI AMENDMENTS TO THE BY-LAWS

Section 1. The By-Laws may be amended or changed.

Section 2. To do this, the proposed amendment or change must be reduced to writing, detailing the proposed amendment or change, the reason for the proposal, and signed and dated by the person proposing the amendment or change.

Section 3. The person proposing must be a Board member or an Officer of the Association in good standing.

Section 4. The proposal must be filed with the Secretary.

Section 5. The proposal shall be circulated in writing, by the Secretary, to all Officers and Board members at least 30 days and not more than 100 days prior to the next regular Board meeting.

Section 6. At the designated Board meeting the proposal will be discussed and modified as indicated. A 2/3 affirmative vote of the Board members present will allow the process to proceed.

Section 7. The proposal will then be submitted by the Secretary to the corporate attorney for his review and comment.

Section 8. The proposal, if amended, will then be circulated to the Board members as above.

Section 9. Voting on the amendment or change will take place at the next scheduled meeting of the Board. A 2/3 affirmative vote of the Board members of record will signify acceptance of the amendment or change to the By-Laws.

Section 10. The action will be reported in the Journal.

Section 11. Voting shall not be by proxy.

#### ARTICLE VII DUTIES OF OFFICERS

Section 1. The President shall serve as Chairman of the Board of Directors and shall preside at all Board meetings. He shall represent the Association in all official capacities.

Section 2. Committees:

a. Nominating Committee: The President shall appoint a nominating committee at the annual May Board meeting, consisting of one of the vice presidents and two other Board members in good standing. This should be a standing committee, and should report to the President at least four weeks in advance of the annual November Board meeting.

b. The President may appoint such other standing committees and special committees as are necessary to conduct the business of the Association. The President is authorized to establish an executive committee selected from the Board members to assist him in the expeditious handling of business matters between Board meetings.

Section 3. In the event the President is unable to attend and conduct a meeting, it would become the obligation of the First Vice President, if present; if not, the Second Vice President, then the normal line of succession of officers.

Section 4. The Secretary will exercise the normal duties of that office, which includes keeping and maintaining the minutes of meetings (unless otherwise designated by the Board), keeping the membership and other records and such other duties as may be agreed upon with the President. Certain duties may be contracted out with the approval of the Board.

Section 5. The Treasurer will exercise the normal duties of that office, which shall include the handling of all monies received and expended by the Association, and the accounting and preparation of the financial statements and the proposed budgets. If necessary, the accounting and financial statements preparation may be contracted out with the agreement of the Board. He/she will then be responsible for any necessary communications with the accountant. The Treasurer shall report the status of all financial affairs to the President and the Board upon request. The Board may establish a Finance Committee to assist the Treasurer in overseeing reports, investments, and accounting methods, and audits according to the laws of the State of New York governing not-for-profit organizations.

Section 6. The Vice-Presidents will perform such management duties as designated by and agreed upon with the President.

#### ARTICLE VIII

## NOMINATIONS AND ELECTIONS

### Section 1. Nominations and Elections

a. The Nominating Committee shall be responsible for selecting nominees for officers and board members of the Association, and shall report their recommendations for Board members to the Membership Meeting, and their recommendations for Board officers to the Board of Directors at the November Board meeting. All Board members and Officers and nominees must be members of the Association in good standing.

b. All Board members shall be elected by a plurality vote of the membership present at the Membership meeting. All Officers shall be elected by a majority vote of the Board of Directors of record at the November Board meeting.

c. In the event more than two persons are nominated for any office, then plurality voting of the Board members present shall apply. The nominee who receives the largest number of votes shall be declared elected. In the case of a tie vote, a run-off election will be held and the person receiving the majority of votes shall be declared elected.

### Section 2. Terms of Service

a. All officers shall serve for a term of two years. Board members are elected for a term of three years, with approximately 1/3 being elected annually. Officers shall serve until their successors are declared duly elected. All shall be willing and able to attend at least two Board meetings each year.

b. In the event an officer is unable to complete his term, a replacement shall be nominated and voted upon by the Board to fill the unexpired term. Acceptance shall be by a majority vote of the Board members present.

### Section 3. Proxy Voting

a. At the membership meeting voting may be by proxy in order to meet the requirements of the laws of the State of New York governing such elections. Every member entitled to vote at a meeting of members to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. A proxy may be delivered to the holder thereof by mail, telegram, or cablegram, provided that it shall either set forth or be submitted with information from which it can be reasonably determined that the proxy was authorized by the member. Every proxy shall be revocable at the pleasure of the member executing it, and no proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy.

b. In any board meeting voting may not be by proxy.

c. Any one or more members of the Board, or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

d. Voting by members of the Board to elect officers may not be by proxy.

e. All proxy forms must be originated by a committee of Board members selected by the President.

## ARTICLE IX CHAPTERS

Section 1. A group of persons, no less than fifteen, may petition the Board of the Association (AWA) to be recognized as a Chapter of the Association.

Section 2. If it is an existing organization, the petitioners must include all of the board members and officers of the organization. If it is a new organization, it is required that each member be a member of the Association. Each petitioner also must be a member of the Association in good standing. Other existing members of the applicant group need not be members of the Association, but all subsequent members of the group once it is approved for AWA Chapter status must be members of, or in the process of joining, the Association. Such members are not required to extend their membership in the AWA after the first year. On January 1 of each year, the Chapter must demonstrate that a majority of the Chapter members are members of the

Association. If not done, the Board of the Association may not renew the relationship.

Section 3. As part of the application process, the applicant group must submit a copy of their constitution and by-laws to the Secretary of the AWA for review and approval by the Board. These must be compatible with the principles of the Certificate of Incorporation and By-Laws of the AWA. Any subsequent changes in the Chapter by-laws must be submitted for review by the AWA Board, which can, from time to time, request copies of the Chapter by-laws to assure compliance with this section. The AWA Secretary will maintain on file all chapter applications and reports.

Section 4. A group requesting Chapter status must submit proof that they carry satisfactory liability insurance. Minimums are to be established by the Board upon recommendations by legal and insurance professions, and must include coverage for property damage, single-person incident, and multiple-persons incident. Recommended minimums, subject to change, will be listed in the Procedural Documents section of the By-Laws. The Association must be named on the Chapter policy as co-insured and the Association must receive and have on file a copy of the paid receipt. Failure to receive this receipt will cause the relationship to be dissolved.

Section 5. The Chapter must submit a letter to the AWA stating that they hold the Association harmless from any action taken by, or events managed by, the Chapter. These letters will remain on file with the AWA Secretary. In any joint Association/Chapter event, the Association's liability insurance will provide protection to the AWA. While it is not required, it is recommended for legal and liability reasons that a prospective chapter be incorporated.

Section 6. The Association will not be financially obligated to a Chapter, or be responsible for its debts and obligations.

Section 7. The Association will grant Chapter Status, in writing, with copies of any requirements deemed desirable by the Board, to successful applicants. Chapters can state publicly, and it is recommended, that they are Chapters of the Association.

Section 8. The Association may, from time to time, provide benefits to Chapters. Such benefits will be approved by the AWA Board, and will be recorded in the minutes of the meetings. Any benefits granted will be extended to all existing Chapters which enjoy tax-exempt status or meet similar criteria.

Section 9. Each Chapter shall report annually, during the month of January, in writing to the Association, their compliance with the provisions above. A list of the officers and members shall be included, and shall detail their individual membership status in the Association. A copy of the insurance receipt shall be included.

Section 10. A Chapter which fails to comply with the above requirements may have its chapter status suspended or withdrawn. Said Chapter may be reinstated upon application indicating that it can again meet the requirements.

#### ARTICLE X AWA ELECTRONIC COMMUNICATION MUSEUM

The Antique Wireless Association, Inc. recognizes that the AWA Electronic Communications Museum is administratively a distinct and separate entity, but at the same time has close historical and working relationships with the AWA. On that basis the AWA Inc. recognizes obligations in general, including financial, to the Museum.

These relationships are as follows:

1. The Museum will have its own officers and Board of Trustees. However, because of our unique situation, the New York law will permit an overlap of Trustees with the Board of Directors of the AWA, not to exceed one-third as specified by the Board of Regents. No more than one-third of the Board of the AWA shall consist of

trustees and officers of the Museum, and the AWA and the Museum must have separate officers.

2. The Museum will have its own By-Laws.

3. It is understood that a member of the AWA automatically becomes a member of the Museum and will remain so while he is a member of AWA.

4. The AWA will support the finances of the Museum to the extent as specified at regular intervals by the Board of Directors of the AWA.

#### ARTICLE XI

##### PUBLICATIONS, PRINTED OR OTHER MEDIA

Section 1. The Association as part of its purposes encourages publications of material relevant to the history of electric and electronic communication.

Section 2. The Official Journal of the Antique Wireless Association, also known as The Old Timer's Bulletin or the OTB, shall be published four times a year and mailed to the members, as a part of their membership.

Section 3. Other published material, such as the printed AWA Review or electronic media may be made available to the members at a price to be established.

Section 4. All published material, as defined above, except as specifically licensed to the AWA by others, shall be deemed the intellectual property of the Association, and permission to republish shall follow guidelines as established by the Board and listed under Procedural Documents.

#### ARTICLE XII

##### DISSOLUTION OF THE ASSOCIATION

Section 1. The Association may be dissolved by an affirmative two-thirds vote of the membership, provided that the affirmative votes shall at least equal a quorum.

Section 2. In the event of dissolution, under the direction of the Board, all monies and tangible assets shall be transferred to a like not-for-profit or non-profit organization such as the ARRL Foundation Inc., the Smithsonian Institution, the Henry Ford Museum or a similar organization, subject to an order of a Justice of the Supreme Court of the State of New York.

Section 3. Such action of dissolution shall apply only to the Antique Wireless Association, Inc. and shall in no way obligate the AWA Electronic Communication Museum, Inc.

#### ARTICLE XIII

Section 1. The Association shall indemnify its directors, officers, employees and other personnel to the fullest extent permitted by law.

Section 2. The Association may purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

#### PROCEDURAL DOCUMENTS

Section 1. Definition. As an example, the By-Laws could state that "an annual meeting of members of the Association shall be held, where business of common interest to all members will be brought to the attention of the members."

A Procedure Document will answer the question of where the meeting will be, and the mechanics of the meeting, any voting, etc. These points can easily be changed as conditions, such as finances, dates, geography, etc. dictate.

Section 2. Changes. These may be made upon the approval of the board. A majority vote of the Board members present at a regular meeting of the Board will suffice to pass a procedure document.

Section 3. Emergency Action. If, because of time constraints, a procedure must be implemented before the next Board meeting, the President, with the approval of the executive committee, is authorized to take such action as is necessary for the business of the Association to proceed, until the next scheduled Board meeting.

#### PROCEDURAL DOCUMENTS IMPLEMENTED BY THE BOARD

1. November, 1999. Life Membership Dues: At a regular meeting of the Board, dues for life membership were established at 20 times the annual dues.

2. November, 1999. Insurance Coverage for Chapters: Under Section 4 of Article IX, recommended liability insurance minimums for chapters to maintain are \$100,000 for property damage, \$500,000 for single-person incident, and \$1000,000 for multiple-persons incident. Accepted by the Board.

3. May, 1999. Museum Management Manual, dated April 1999, approved for use. (NOTE: While this statement refers to the Museum, the action was taken by the combined boards and is included here.)