

BYLAWS of A.W.A. ELECTRONIC COMMUNICATION MUSEUM

Adopted 11/11/2001

ARTICLE I - THE CORPORATION

Section 1. Name.

The Corporation shall be known as: A.W.A. Electronic Communication Museum.

Section 2. Offices.

The principal office of the Corporation shall be located in Monroe County, New York. The Corporation may also have offices at such other places within or outside the State of New York as the Board of Trustees may from time to time determine or the activities of the Corporation may require.

Section 3. Purposes.

The Corporation shall have such purposes as are now or hereafter set forth in its Charter.

ARTICLE II - MEMBERSHIP

Section 1. Designation of Members.

The members of the Corporation shall consist of all persons who are members in good standing of the Antique Wireless Association, Inc. (the "Association"). Any person who becomes a member of the Association shall automatically become a member of the Corporation, and any person who ceases to be a member of the Association shall automatically cease to be a member of the Corporation.

Section 2. Annual Membership Meeting.

An annual membership meeting shall be held in the month of November of each year, at such time and place as may be designated by the Board of Trustees of the Corporation and stated in the notice of the meeting. At the annual meeting, the members shall elect trustees, receive the annual report and transact such other business as may properly come before the meeting.

Section 3. Annual Report.

At the annual membership meeting, the Director and the Treasurer shall present an annual report showing in appropriate detail the following information:

- (a) The financial information described in Article III, Section 6 of these Bylaws;
- (b) A summary of the activities of the Corporation during the preceding year;
- (c) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the preceding year, and the place where the names and addresses of the current members can be found.

The annual report shall be filed with the minutes of the annual meeting.

Section 4. Special Membership Meetings.

Special membership meetings for any purpose may be called by the Director of the Corporation and shall be called by the Director or the Secretary within fourteen (14) days of receipt of a written request from ten percent (10%) or more of the members. Such request shall state the purpose or purposes for the proposed meeting, which shall be held not less than two nor more than three months thereafter. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such meeting.

Section 5. Place of Meetings; Organization.

All membership meetings shall be held at a convenient location determined by the Board of Trustees of the Corporation. At each membership meeting, the Director, or, in his or her absence, the Deputy Director, shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the members present, shall keep complete and accurate minutes of the meeting.

Section 6. Notice of Membership Meetings; Waivers.

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by first class mail to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a member at his or her address as it appears on the record of members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address. Mailed notices can appear in the Old Timers Bulletin, provided that publication is sent in timely fashion by first class mail to all members of the Corporation.

(b) Formal notice of meeting need not be given to a member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 7. Quorum of Members.

(a) The presence in person or by proxy of one hundred members, or, if less, one-tenth of the total number of members of the Corporation, shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent members if the time and place is announced at the meeting adjourned.

Section 8. Action by the Members.

(a) Each member shall be entitled to one vote on each matter properly submitted to the members for action at any meeting of the members. Unless otherwise required by law or these Bylaws, the vote of a majority of members present in person or by proxy at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the members.

(b) Every member entitled to vote at a meeting of members may authorize another member or members of the Corporation to attend and act for him or her by proxy. Every proxy must be in writing and signed by the member granting the

proxy or that member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member who granted it, except as otherwise provided by law.

(c) Any action required or permitted to be taken by the members may be taken without a meeting if all the members consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members shall be filed with the minutes of the proceedings of the members.

Section 9. Property Rights of Members.

The members shall not have any rights or interests in or to the property or assets of the Corporation.

ARTICLE III - BOARD OF TRUSTEES

Section 1. Power of Board of Trustees.

The Corporation shall be managed by its Board of Trustees, which shall establish all general policies governing its operations.

Section 2. Number, Election and Term of Trustees.

(a) Until changed by amendment of these Bylaws, the number of trustees shall be no less than five and no more than twenty-five, with the exact number to be established by a vote of two-thirds of the entire Board. As used in these Bylaws, "the entire Board of Trustees" means the total number of trustees which the Corporation would have if there were no vacancies on the Board.

(b) Trustees shall be elected by a majority vote of the members at the annual membership meeting. No more than 50% of the Trustees of the Corporation may consist of persons who concurrently serve on the Board of Directors of the Antique Wireless Association, Inc.

(c) The trustees shall be divided into three classes of approximately equal size, which shall be elected at the annual membership meeting on a rotating basis. Trustees shall be elected at each annual membership meeting to succeed those incumbent trustees whose terms of office expire that year and shall be elected to serve a term of three years and until their successors are duly elected and qualified, except that a trustee may be elected for a term of less than three years if necessary for the purpose of maintaining approximately equal class sizes.

(d) Trustees shall be eligible to serve an unlimited number of consecutive terms.

Section 3. Resignation and Removal of Trustees.

(a) Any trustee of the Corporation may resign at any time by giving written notice to the Director or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any trustee may be removed from the Board without cause by vote of the members or with cause by vote of the members or by vote of a two-thirds majority of the other trustees, provided there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting at which such action is taken.

Section 4. Newly Created Trusteeships and Vacancies.

Newly created trusteeships resulting from an increase in the number of trustees and vacancies occurring for any reason shall be filled by vote of the members. A trustee elected to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is elected and takes office.

Section 5. Annual Meeting.

The annual meeting of the Board of Trustees shall be held after the annual membership meeting each year at a convenient time and location designated by the Board. Notice of the annual meeting shall be given to each member of the Board at least ten days prior to the meeting by hand delivery, mail, E-mail or telefax.

Section 6. Annual Report.

The Board of Trustees shall direct the Director and the Treasurer to present at its annual meeting an annual report verified by the Director and the Treasurer or by a majority of trustees, or certified by an independent public or certified public accountant, showing in appropriate detail the following:

- (1) The assets and liabilities, including any trust funds, of the Corporation as of the end of the preceding fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes during said fiscal period.

This report shall be filed with the records of the Corporation and a copy thereof entered in the minutes of the meeting.

Section 7. Regular Meetings.

Regular meetings of the Board of Trustees shall be held at least twice each year at such times and places as may be determined from time to time by the Director. Notice of regular meetings shall be given to each member of the Board at least five days prior to the meeting by hand delivery, mail, E-mail or telefax.

Section 8. Special Meetings.

Special meetings of the Board of Trustees may be called at any time by the Director and shall be called by the Secretary if requested in writing by one-fifth of the entire Board of the Corporation. Notice of special meetings shall be given to each member of the Board at least three days prior to the meeting by hand delivery mail, E-mail or telefax. Said notice shall state the purposes, time and place of the special meeting, and no business other than that specified in the notice may be transacted at the special meeting.

Section 9. Waivers of Notice.

Notice of a meeting need not be given to any trustee who submits a signed waiver of notice, whether before, at or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 10. Place of Meetings.

The Board of Trustees may hold its meetings at such place or places within or outside the State of New York as the Board of Trustees may from time to time by resolution determine.

Section 11. Quorum and Adjourned Meetings.

(a) A majority of the trustees constituting the entire Board shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any trustee(s).

(b) A majority of the trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time and place, provided that at least three days written notice of the adjourned meeting is mailed or delivered to all trustees. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted at the originally scheduled meeting.

Section 12. Action by the Board of Trustees.

(a) Each trustee shall have one vote regarding any corporate action to be taken at a meeting of the Board. Except as otherwise provided by law or these Bylaws, the vote of a majority of the trustees present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board of Trustees.

(b) Any one or more members of the Board, or of 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.

(c) Whenever under the Not-For-Profit Corporation Law the Board of Trustees is required or permitted to take any action by vote, such action may be taken without a meeting if all trustees unanimously consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board shall be filed with the minutes of its proceedings.

Section 13. Organization.

At each meeting of the Board of Trustees, the Director, or, in his or her absence, the Vice Director, shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the trustees present, shall keep complete and accurate minutes of the meeting.

Section 14. Attendance at Meetings.

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof.

Section 15. Compensation.

The members of the Board of Trustees shall receive no compensation for their services, but trustees may be reimbursed for reasonable expenses incurred in the performance of Corporation duties.

Section 16. Property Rights.

No trustee of the Corporation shall, by reasons of that position, have any rights to or interests in the property or assets of the Corporation.

ARTICLE IV - COMMITTEES

Section 1. Standing Committees.

(a) Until changed by amendment of these Bylaws, the Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these Bylaws, each Standing Committee shall consist of at least three trustees. Except for the Executive Committee (if any), which shall be elected at the annual meeting of the Board, each Standing Committee shall have its members appointed annually by the Director from among the trustees of the Corporation, subject to the approval of the Board. The Director shall be an ex-officio voting member of each Standing Committee. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the members of any action requiring membership approval;
- (ii) The filling of vacancies on the Board of Trustees or any committee;
- (iii) The fixing of compensation of trustees for serving on the Board or any committee;
- (iv) The amendment or repeal of these Bylaws or the adoption of new Bylaws; or
- (v) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) The Corporation shall have those Standing Committees described in the Corporation's Policy Manual, as amended from time to time, plus an Accessioning Committee and a Nominating Committee, as follows.

(i) The Accessioning Committee shall consist of at least three trustees plus the Director, ex officio. The Accessioning Committee shall make all decisions regarding the collection of artifacts, equipment, documents, etc. maintained at the museum operated by the Corporation.

(ii) The Nominating Committee shall consist of at least three trustees plus the Director, ex officio. The Nominating Committee shall submit to the annual membership meeting a slate of candidates for election to the Board of Trustees. In the event that any of those nominees are not approved by the members, the Nominating Committee shall propose additional candidates until the members have elected a sufficient number of trustees to succeed all incumbents whose terms of office are then expiring and to fill all other vacancies on the Board.

Section 2. Special Committees.

The Board of Trustees, by resolution adopted by a majority of the entire Board, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by the Director from among the trustees of the Corporation, subject to the approval of the Board, and the Director, or his or her designee, may attend all meetings.

Section 3. Committees of the Corporation.

The Board of Trustees, by resolution adopted by a majority of the entire Board, may create Committees of the Corporation, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Committees of the Corporation shall be appointed by the Director, subject to the approval of the Board. Each

Committee of the Corporation shall include at least one trustee, and the Director, or his or her designee, may attend all meetings.

Section 4. Meetings.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Notice shall be given to all members of the committee not less than three days before each meeting by hand delivery, mail, E-mail or telefax. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The activities of a committee shall be deemed to have been ratified after its minutes are presented to and accepted by the Board.

Section 5. Quorum.

Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

Section 6. Manner of Acting.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Any one or more members of a committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Action by a committee shall be taken by majority vote at a meeting or without a meeting by unanimous written consent.

ARTICLE V - OFFICERS

Section 1. Description.

The officers of the Corporation shall be a Director, one or more Deputy Directors, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except the offices of Director and Secretary. The officers shall serve without compensation at the pleasure of the Board, but may be reimbursed for reasonable expenses incurred in performing duties for the Corporation.

Section 2. Election and Terms of Officers.

The officers shall be elected by the Board of Trustees at the annual meeting of the Board. No person who serves as an officer of the Antique Wireless Association, Inc. may concurrently serve as an officer of the Corporation. Unless a different term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend for one year after his or her election and until his or her successor is elected or appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

Section 3. Additional Officers.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Trustees may from time to time determine.

Section 4. Removal of Officers.

Any officer may be removed by vote of a two-thirds majority of the Board of Trustees, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting at which such action is taken.

Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Board of Trustees, the Director or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies.

A vacancy in any office of the Corporation shall be filled by the Board of Trustees.

Section 7. Director.

The Director shall be the chief executive officer of the Corporation and shall generally supervise all affairs of the Corporation. The Director shall preside at all meetings of the members or the Board of Trustees at which he or she is present. The Director shall also perform such other duties as may be assigned to him or her from time to time by the Board.

Section 8. Deputy Director(s).

The Corporation shall have at least one Deputy Director and may have multiple Deputy Directors, in which case they shall be designated First Deputy Director, Second Deputy Director, etc. In the event the Director is absent or otherwise unable to act, his duties shall be assumed by the Deputy Director or, if there are multiple Deputy Directors, the Deputy Director with the lowest designation.

Section 9. Secretary.

It shall be the duty of the Secretary to supervise the preparation of minutes of all meetings of the members, the Board of Trustees and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Corporation's members, trustees and officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Secretary shall attend to corporate correspondence and perform all the duties customarily incidental to his or her office and such other duties as may be assigned to him or her by the Board of Trustees or the Director.

Section 10. Treasurer.

It shall be the duty of the Treasurer to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Trustees, and participate in preparing the annual report of the Corporation. The Treasurer

shall perform such other duties as may be assigned to him or her by the Board of Trustees or the Director.

ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board of Trustees, except as these Bylaws otherwise provide, may authorize any officer(s), agent(s), or employee(s), in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Trustees, or expressly authorized by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, all credit card receipts, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VII - GENERAL

Section 1. Seal.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 2. Books and Records.

There shall be kept at the museum operated by the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Trustees and its committees, (3) a current list of the members, trustees and officers of the Corporation and their residence addresses, (4) a copy of the Corporation's Charter, and (5) a copy of these Bylaws.

Section 3. Indemnification.

The Corporation shall, to the fullest extent permitted by law under the particular circumstances, indemnify its trustees, officers, employees and other personnel.

Section 4. Insurance.

The Corporation shall not be obligated to purchase trustees' and officers' liability insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by vote of a majority of the entire Board of Trustees.

Section 5. Ethical Standards.

All actions of the Corporation's Board of Trustees and staff shall be such that they avoid an apparent as well as an actual conflict of interest with any aspect of the Corporation's operation and its collection. The Corporation has adopted the Code of Ethics written by the American Association of Museums as published by them in 1994.

ARTICLE VIII - GIFTS

Section 1. Acceptance of Gifts.

The Board of Trustees may accept or reject on behalf of the Corporation any gift, grant, bequest or devise for the general purposes or for any special purpose of the Corporation. Unless the terms of a gift, grant, bequest or devise expressly provide otherwise, it shall be deemed irrevocable.

Section 2. Conditions and Limitations.

Any person who shall give, grant, bequeath or devise money to the Corporation may make such gift subject to such conditions, limitations, specifications and provisions as to the use of the principal or income as he or she may see fit and may specify such uses for the principal or the income as he or she may desire, provided such conditions, limitations, specifications and provisions are consistent with the general purposes of the Corporation.

Section 3. Funds and Accounts.

All property received and accepted by the Corporation shall become a part of the Corporation's property and, subject to any limitations, conditions or legal requirements, may be commingled with other assets of the Corporation. However, such property may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitations, or instructions of the gift, grant, bequest, or devise require a separate fund or account or whenever the Board of Trustees, in its judgment, determines that such property should be placed in a separate and distinct fund or account.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of November of each calendar year and end on the last day of October.

ARTICLE X - RULES OF ORDER AND BYLAW CHANGES

Section 1. Rules of Order.

Meetings of the members, the Board of Trustees and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these Bylaws.

Section 2. Bylaw Changes.

These Bylaws may be amended or repealed by vote of a two-thirds majority of the members of the Corporation at any meeting thereof or by vote of a two-thirds majority of the entire Board of Trustees at any meeting thereof, provided that a full statement of the proposed change appears in the notice calling the meeting and that notice is given to each member or trustee at least ten days prior to the meeting.