

CONSTITUTION
OF
PENN WIRELESS ASSOCIATION

ARTICLE I. **NAME**

The name of the corporation shall be "PENN WIRELESS ASSOCIATION INC."

ARTICLE II. **PURPOSES**

The purposes for which this corporation is formed are:

(1) The primary purposes are to operate a non-profit corporation for the education and scientific purposes as follows:

(a) To educate and increase the proficiency of its members and the public in the science of radio communication.

(b) To provide for dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.

(c) To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service during periods of emergency.

(d) To encourage and sponsor experimental activities in radio communication and electronics to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.

(e) To promote the elevation of standards of practice and ethics in the conduct of amateur radio communication.

To assist in carrying out their primary purposes, this Corporation maintains, and intends to continue to maintain, an active affiliation with the American Radio Relay League, Inc., of Newington, Conn., the national non-profit organization of radio amateurs.

(2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Pennsylvania, including the power to contract, rent, buy or sell personal or real property, provided, however that this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(3) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III. NON PROFIT PURPOSES

This corporation is organized pursuant to the Non-Profit Corporation Law of the Commonwealth of Pennsylvania. This corporation does not contemplate pecuniary gain of profit to the members thereof, and it is organized for non-profit purposes.

ARTICLE IV. HEADQUARTERS

The county in the Commonwealth of Pennsylvania where the principal office for the transaction of business of this corporation is to be located is the County of Bucks.

ARTICLE V. MANAGEMENT

The general management of the affairs of this corporation shall be under the control, ~~supervisions~~supervision, and direction of the Board of Directors. The current list of officers shall be made public.

ARTICLE VI. BY-LAWS

The qualifications of members of this corporation, the different classes of membership, if any, the voting and other rights of members, the amount of dues payable, the number of directors and officers and the method of their election and other details of the internal operation of this corporation shall be as set forth in the By-Laws.

ARTICLE VII. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and scientific purposes, and no part of its net income or assets shall ever inure to the benefit of any director, ~~officer~~officer, or member thereof or to the benefit of any private individual. Upon the dissolution or winding up of this corporation, its assets remaining, after payment of, or provision for the payment of, all debts and liabilities shall be distributed to The American Radio Relay League, Inc., if it is then in existence and exempt under Section 501(c) (3) of the Internal Revenue code; but if it is not then in existence or exempt, to another organization which is organized and operated exclusively for education and scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII. AMENDMENTS

Section 1-

Proposed amendments to this Constitution and by-laws must be submitted in writing at a regular meeting of the Association, and published in at least one issue of the Bulletin thereafter. They may be voted on at the subsequent regular meeting. Twenty percent (20%) of current membership shall constitute a quorum for a vote, which shall be by secret ballot. The amendment may be adopted if 70% of the members present vote in favor of such amendment by secret ballot.

BY LAWS
of the Constitution of
PENN WIRELESS ASSOCIATION

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ARTICLE I. MEMBERSHIP

Section 1 – Eligibility

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All persons interested in amateur radio and desirous of securing amateur licenses, regardless of age, sex, ~~ereed~~creed, or color shall be eligible for membership.

~~Section 2~~Section 2 – CLASS OF MEMBERSHIP:

(a) Members – A member shall be one who holds a valid amateur license issued by any recognized government. A member whose amateur license is permitted to expire shall retain his/her full membership, all other requirements being met, for a period not to exceed one year after which time he/she will be ineligible for full membership.

(b) Honorary Members – An Honorary Member shall be a person of high professional standing, or one who has rendered some single service to the Association and who is personally interested in the activities of the Association. He/she shall have all rights and privileges of membership except voting.

~~(c) Non Resident Members – Non Resident Members shall be those meeting all qualifications of membership, but who are unable to participate regularly in Association activities due to distance. Non Resident Members may not vote. The Executive Board shall individually consider Non Resident applications.~~

~~(d) Student Members – A Student Member shall be a full-time student who meets all qualifications for Member grade. Student members shall have all rights and privileges of membership.~~

~~(e)~~ Associate members – An Associate member shall be a person who is interested in amateur radio and who has signified by word and deed his/her intent to secure a license. Members becoming unlicensed and losing their full membership shall automatically become Associate Members. Associate Members may not vote.

~~(d)~~ Complimentary Membership – A Complimentary Member shall be a newly licensed Amateur of any class. Such membership shall have a term of three (3) months and shall confer privileges as determined by the Executive Board. Complimentary membership shall be granted at the discretion of the Board and shall be exempt from payment of dues.

~~(e)~~ Life Membership - A life member shall be a member who has been a member in good standing for a period of at least thirty (30) consecutive years. A Life Member no longer pays dues and has all rights and privileges of full membership.

Section 3- APPLICATION for MEMBERSHIP

Applicants for membership shall submit a completed application to the Membership Committee along with appropriate dues. Applications shall be considered at a subsequent meeting of the Executive Board. New members shall be approved by 75% vote of members present. Honorary Members shall be elected without application by unanimous action of all members of the Executive Board.

Section 4- ARRL MEMBERSHIP

The Executive Board shall be required to maintain affiliation of the Association with the American Radio Relay League. Members and applicants for membership shall be encouraged to secure and maintain ARRL membership.

Section 5- EXPULSION of MEMBERS

A member of any class may be expelled for an act or acts prejudicial to the objectives or stature of the Association. Such expulsion shall be considered by a quorum of the Executive Board, and, if approved, passed by 70% vote by secret ballot of members present at a regular meeting. The subject member must be informed of such pending action prior to the indicated Executive Board meeting, and he/she may attend that meeting.

~~ARTICLE HARTICLE II~~ **OFFICERS**

Section 1 ~~___~~ ~~—OFFICERS~~

The officers of the Association shall be President, Vice President, ~~Corresponding Secretary~~, Recording Secretary, and Treasurer.

Section 2 ~~___~~ ~~—ELIGIBILITY for OFFICE~~

Any voting member in good standing who has been a member for at least one year shall be eligible for elected office.

Section 3 ~~___~~ ~~—TERM of OFFICE~~

The officers shall be elected for a term of one year at the annual September meeting by secret ballot of the paid-up members ~~present~~.

Section 4 ~~___~~ ~~—START of TERM~~

New officers start their term of office at the meeting subsequent to the election meeting, at which time all records shall be turned over to them by the outgoing officers.

Section 5 ~~___~~ ~~—VACANCIES~~

- (a) Vacancies occurring between elections shall be filled by eligible members:
- (b) Vacancy in the office of President shall be filled by the Vice President.
- (c) Other offices – Vacancy in the offices of Vice President, ~~Corresponding Secretary~~, Recording Secretary, or Treasurer shall be filled by appointment by the President, with approval of the Executive Board. Such appointments shall not be permanent until ratified by majority vote of the Members present at the subsequent regular meeting.

Section 6 ~~___~~ ~~—REMOVAL of REMOVAL OFFICERS of OFFICERS~~

Officers may be removed on motion by a 70% vote of members present at a regular meeting following publication and notification of all members. Twenty percent (20%) of current membership shall constitute a quorum for a vote, which will be by secret ballot. Notwithstanding, an officer shall be removed immediately upon loss of license due to governmental punitive action or upon loss of voting privileges.

Section 7 ~~___~~ ~~—RESIGNATION OF OFFICERS~~

Any Officer wishing to resign his/her post shall resign either by submitting written notice to the Board, or verbally by notifying two members, one of which must be an elected officer. Any such resignation shall be effective immediately.

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ARTICLE III NOMINATION and ELECTION of OFFICERS

Section 1 ~~— Nominating Committee~~ NOMINATING COMMITTEE

At each June meeting the President shall appoint a Nominating Committee consisting of three members, at least one of whom shall be from the Executive Board. The duties of the Nominating Committee shall be to present a slate of officers considered capable and available for the offices; to call for nominations at the meeting prior to the Election Meeting; to conduct the election.

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Section 2 ~~— Floor Nominations~~ FLOOR NOMINATIONS

At the August meeting the Nominating Committee shall present the names of the nominees and solicit additional nominations. Nominations shall be opened one office at a time.

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~~Section 3~~ Section 3 — ELECTIONS

Subsequent to the August meeting the Committee will draft a ballot with a list of nominees for each office, ~~and allowing provision for write-in votes.~~ The ballots will be distributed to each member in good standing with a unique code to identify each member. The membership committee will provide a list of eligible voters and voter registration code. Members attending the election meeting should bring their ballots with them. Members who cannot attend the election meeting can return their ballots by return mail no later than one week prior to the election meeting. Ballots will also be accepted by electronic mail directed to any member of the Election Committee and including the unique voter registration code no later than two days prior to the election meeting. Electronic ballots will be printed and presented to the Election Committee on the evening of the elections. Non-electronic ballots will remain sealed until all ballots are received and ready to be tallied. All election information is considered confidential and may not be discussed outside the Election Committee and the Membership chairperson. Twenty percent (20%) of current membership shall constitute a quorum for conducting elections. Elections will be tabled until a quorum is established at a subsequent meeting of the Association.

~~Section 4~~ Section 4 — MAJORITY REQUIRED

A majority of votes of the Members present shall be required for election of officers. Should no nominee receive a majority, a runoff of the nominees having the largest plurality shall be held. The runoff shall be of two nominees unless tie votes require more than two. Subsequent runoffs shall be required until a nominee receives a simple majority.

ARTICLE IV **DUTIES OF OFFICERS**

~~Section 1~~ Section 1 — PRESIDENT

The President shall be in charge of all Association affairs. He/she shall preside over regular and special meetings of the membership. He/she shall cause the Treasurer's records to be audited annually at the expiration of the Treasurer's term.

Section ~~23~~ — VICE PRESIDENT

The Vice President shall serve in lieu of the President in the latter's absence at any function where the latter would preside. The Vice President shall be in charge of activities.

~~Section 4~~ — CORRESPONDING SECRETARY

~~—The Corresponding Secretary prepares written correspondence for Association affairs as directed by the President and Vice President.~~

Section ~~35~~ — RECORDING SECRETARY

The Recording Secretary shall prepare and maintain records of Association functions, including regular meeting, special meetings, Executive Board meetings, radio activities, social activities sponsored by the Association, and public service activities under Association sponsorship. He/she shall provide an annual summary of minutes to the Historian for permanent records.

Section ~~46~~ — TREASURER

The Treasurer shall have custody of all funds of the Association. He/she will accept all income and distribute fees at the direction of the Board. The treasurer will be in charge of the PayPal account (or similar executive board approved online payment system) and report all dues income to the Membership Committee. The Treasurer is responsible for filing necessary documents annually- with the IRS and the state of Pennsylvania in order to maintain non-profit status.

ARTICLE V EXECUTIVE BOARD

Section 1 — COMPOSITION

The Executive Board shall consist of all elected officers, the immediate Past President plus Committee Chair ~~persons~~ ~~men~~ as appointed by the President with approval of all elected officers. There shall be a minimum of nine (9) members of the Executive Board.

Section 2 — EXECUTIVE BOARD MEETINGS

Executive Board meetings shall be held monthly at times and places mutually agreeable to the members thereof. Special meetings may be held at the discretion of the President.

Section 3 — EXECUTIVE BOARD FUNCTION

The Executive Board shall manage the affairs of the Association in conformity with the provisions of the Constitution. It shall direct the care and appropriation of funds of the Association; recommend Honorary Members; exercise discretionary powers in the general direction of the Association affairs and business; take measures to advance the interest of the Association.

Section 4 — QUORUM

Five (5) members of the Executive Board shall constitute a quorum.

Section 5 — A R R L AFFILIATION

The Executive Board shall be responsible for maintaining affiliation with the American Radio Relay League.

Section 6 — ATTENDANCE and ACTIVITY

Any Executive Board member who misses three consecutive Executive Board meetings may be asked to resign unless a majority of the Executive Board considers the ~~duties~~ ~~duties.~~ he/she is to perform are maintained. In the event of any vacancy occurring among the elected officers, all members must be notified of the ensuing appointment and the impending ratification.

ARTICLE VI **COMMITTEES**

Section 1 REGULAR COMMITTEES

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The following committees shall be formed. The respective chairperson~~men~~, when approved shall automatically be Executive Board members, and shall have all rights and privileges and be subject to all obligations so attached. These appointments shall expire with the installation of a new elective board. However, committee appointments may continue at the discretion of the President.

(a) MEMBERSHIP – shall maintain and expand the membership of the Association. Shall cause all visitors to be greeted at meetings and activities. Shall contact new amateurs in the area; including new licensees and persons moving into the area, and issue invitations to Association functions. The Membership committee shall maintain a database with information on all members and notify members when their dues are due. The membership committee shall collect appropriate dues and remit same to the treasurer.

(b) PUBLIC RELATIONS – shall inform press and broadcast media of Association activities and secure all possible public mention of same. Shall release such information as will benefit the amateur image locally.

(c) TRUSTEE – ~~shall maintain records of all Association equipment, and issue same as directed by the Executive Board. He/she~~ shall be the nominal licensee of the Association station. He/she shall maintain all logs of the Association station and furnish license copies for activities in which the Association call shall be used. Shall cause the Association call to be maintained in force. Shall cause the Association call to be used in all activities such as Field Day, expeditions, hunts, and the like, in preference to an individual member's call.

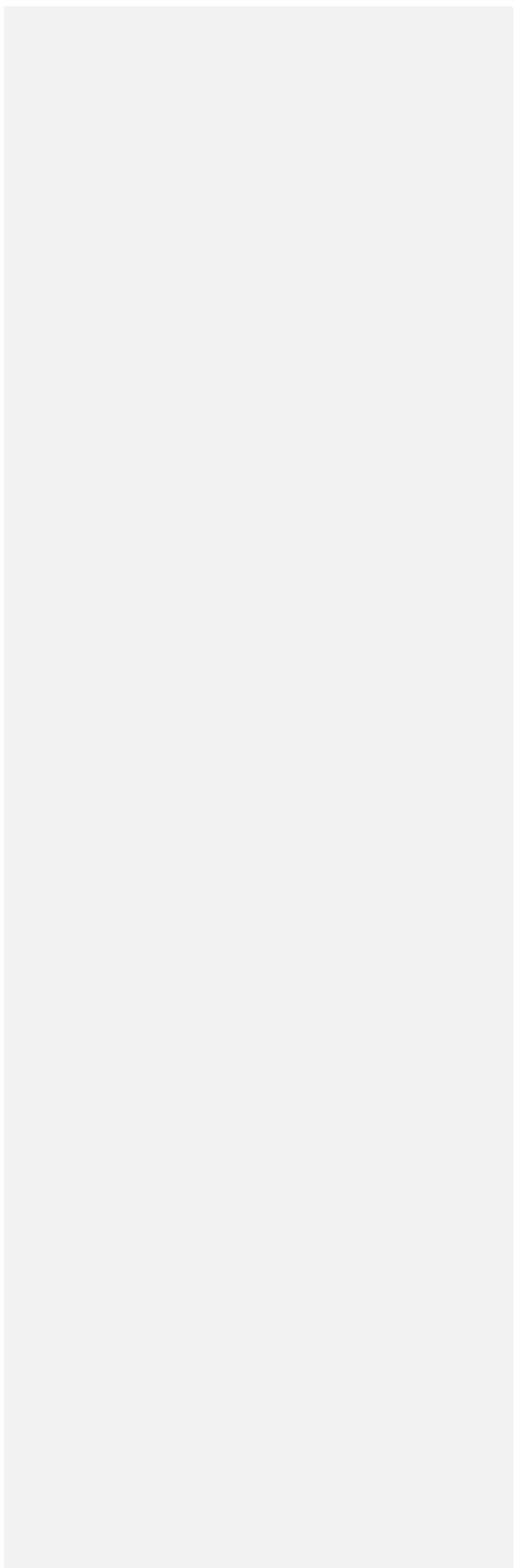
(d) MANAGING EDITOR – shall publish an Association Bulletin. He/she shall be responsible for editorial policy in the Bulletin ~~and on the PWA web site~~. The Bulletin shall be the journal of Association news and be notice of meetings. Articles furnished by members shall be edited as required and published. Other material germane to Amateur radio shall be published at the discretion of the Managing Editor.

(e) EMERGENCY – shall formulate plans for area and Association activity in case of emergency. Association membership shall not be required for participation in emergency plans and activities. The Emergency Chairperson~~man~~ shall attempt to obtain an appointment as Emergency Coordinator from the S. E. C. and coordinate participation in all drills and exercises.

(f) PROGRAM – shall ~~organize presentations, projects, and demos prepare programming~~ for meetings and special events. The ~~chairman~~ chairperson shall submit a yearly tentative schedule at ~~the an November~~ Executive Board meeting.

(g) ACTIVITIES – The Vice President shall be ~~the~~ Activities Chairperson~~Chairman~~. He/she shall coordinate all special events. He/she shall cause all logs of the Association station to be furnished to the Trustee.

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(h) VOLUNTEER EXAMINATION CHAIRPERSON - Shall obtain materials as necessary and solicit members to maintain a staff for the purpose ~~of conducting~~ conducting Amateur radio license examinations on a regular basis.

(i) HISTORIAN - Shall maintain permanent records of the Association including all legal documents, records of Association activities compiled by the Recording Secretary, and other documentation as directed by the President.

(j) EDUCATION- The Education director shall be responsible to help and maintain a program to help with new amateurs and amateur upgrades. The Education Committee may decide to run study sessions code/theory classes, create study guides ~~and materials or code tapes~~ or whatever means necessary to help potential/present club members. The Director should coordinate his/her or efforts with the VE Committee.

(k) PROPERTY MANAGER- Shall maintain records of all Association equipment, and issue same as directed by the Executive Board.

Section 2 SPECIAL COMMITTEES

The following committees shall be formed. The respective chair~~person~~ shall be requested to attend Executive Board meetings at the discretion of the President, but shall not automatically be voting members of the board.

(a) AWARDS – shall issue and record all achievement and merit awards; prepare and issue QSL cards for the Association station.

(b) REFRESHMENTS – shall secure appropriate food and drink for regular meetings and shall report expenditures to the ~~Treasurer.~~ Treasurer.

(c) SPECIAL EVENTS – A chair~~person~~ shall be appointed for each particular event such as Field Day, Banquet, etc. Each such chair~~person~~ shall report to the Vice President. Such appointments shall terminate after conclusion of the respective event and appropriate reporting of same. Chair~~persons~~ shall prepare and submit log copies to contest sponsors.

(d) SERGEANT-AT-ARMS – shall act as directed by the President to maintain decorum at Association functions.

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~~ARTICLE VI~~ARTICLE VII ~~-DUES~~ -DUES

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~~Section 1~~ Section 1 - MEMBERS and ASSOCIATE MEMBERS

The annual full membership dues shall be determined by the Executive Board and approved as prescribed in the AMENDMENTS section of this document.

~~12~~ Dues are payable within the first three (3) months of the fiscal year which shall begin June 1. Dues for new members are payable upon submission of application for membership."

~~Removed via amendment "Associate members and members other than the first of the same family, living in the same household, shall pay dues at the rate of 50% of full member dues, payable as above, providing the primary member be a full member in good standing. Notwithstanding, the total dues for all family members of the same household shall not exceed 200% of the current single full member dues."~~

~~Section 2~~ Section 2 - OTHER DISCOUNTED DUES MEMBERSHIPS

~~Removed via amendment "Students, retired persons and other members without full time employment shall pay dues at the rate of 50% of full member dues. Notwithstanding, any other discounted dues structure will not be combined to reduce any individual member dues to less than 50% except as covered in section 1."~~

~~----- Dues for student members and for associate members who are full time students shall be at the rate of 50% of the full member dues.~~

~~Section 3~~ Section 3 - NON RESIDENT MEMBERS

~~Removed via amendment "Dues for Non Resident Members shall be 50% of the full member dues."~~

~~Section 2~~ ~~12 add~~ Section 2 - DUES PRO-RATED/SPECIAL ARRANGEMENTS

~~The initial dues for new members shall be pro-rated quarterly: 75% after 1 September; 50% after 1 December; 125% after 1 March, which shall be payment to 1 June of the year proximal. Notwithstanding, the minimum payment shall be at 50% of the annual full member dues.~~

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~~Section 4~~ Section 4 - SPECIAL ARRANGEMENTS

Special Arrangements for payment may be made at the discretion of the Membership Committee.

~~Section 3~~ ~~Section 5~~ Section 3 - MEMBERSHIP CARD

Every member, upon payment of his/her dues shall be furnished a membership card noting date of dues expiration.

3-Section ~~46~~ 46 — ~~NEW MEMBERS~~ NEW MEMBERS

The dues of new members are due upon submission of application. New member dues shall be available for full refund if membership is withdrawn during the first three (3) months for any reason.

Section ~~57~~ 57 — DELINQUENT DUES

Any member delinquent three months in dues will be dropped from membership rolls, and may be reinstated only upon payment of dues for the time he/she was delinquent, but back payments shall not exceed one year's dues in addition to the current dues.

Section ~~68~~ 68 — RESIGNATION

Any member wishing to resign shall submit written notice prior to being dropped from the rolls. Such resignation will not be considered delinquent and will not prejudice subsequent application for reinstatement.