

OLD OLD TIMERS CLUB, INC.

CONSTITUTION

ARTICLE I

Section 1. The name of the organization is Old Old Timers Club, Inc. (OOTC, Inc.)

Section 2. Its purposes are:

- a. To operate exclusively for charitable, educational and scientific purposes, entitling the corporation to exemption under the provisions of Section 501 (c)(3) of the Internal Revenue Service Code of 1954, as amended; specifically to gather and chronicle historical facts regarding the development of wireless communication with special emphases on contributions by individuals without regard to race, color or religious leaning; and to provide and administer an educational assistance fund to aid worthy students majoring in scientific and engineering studies.
- b. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 N-PCL together with the power to solicit grants and contributions for corporate purposes.
- c. This corporation shall not, directly or indirectly, engage in or include among its purposed any activities forbidden in Not-For-Profit Corporation Law, Section 404(b)-(p) of Executive Law Section 757.
- d. No part of the income of the corporation shall inure to the benefit of any member, trustee, Director, Officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes) and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- e. No part of the activities of the corporation shall be to carry on propaganda, or otherwise attempting in any significant way to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- f. In the event of dissolution of the corporation, all remaining assets and properties of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of Rhode Island.
- g. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excessive business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE II

Membership

Section 1. The membership shall consist of those qualified or eligible persons under Section 2 who have signed the Certificate of Incorporation together with all persons who are hereafter received in or elected to membership as herein provided.

Section 2. Any person is eligible for membership who is presently licensed under the provisions of Part 97 of the Rules of the Federal Communications Commission or licensed in the amateur service of their country of residence, and who provides evidence of personal wireless communication at least 40 years prior to making application.

Section 3. The classes of membership and fees are those prescribed in the By-Laws.

Section 4. Any member may withdraw from the Club by presenting the Executive Secretary a written statement of resignation.

Section 5. Any member in the Club may be expelled for violation of the By-Laws of the Club or for other reasons adjudged by the Board prejudicial to the best interests of the Club. The Board shall provide the member a written summary of charges to be considered. The member will have 60 days following posting of the summary to provide a written explanation of circumstances involved. The board will have 60 days after receipt of the member's statement to reach a decision. Expulsion may be effected by a two-thirds vote of the Board of Directors present at any duly called meeting. A resigned or expelled member forfeits all rights and privileges of the Club.

ARTICLE III

Government

Section 1. Management of the Club's affairs is vested in the Board of Directors who shall be elected as specified in the By-Laws.

Section 2. The governing body of the Club shall be the Board of Directors.

Section 3. The Officers of the Club shall consist of a President who shall serve as Chairman of the Board, Vice President, Executive Secretary and Treasurer. Selection of the Officers shall be as specified in the By-Laws.

Section 4. The Board of Directors shall, where practicable, meet at least once annually or syllabus proceedings may be initiated at the call of the President.

Section 5. Should a vacancy occur among the Officers or Board of Directors, such vacancy shall be filled for the unexpired term by the Board of Directors as prescribed in the By-Laws.

Section 6. Action leading to recall of any officer of OOTC may be initiated by petition, submitted to the Executive Secretary. The petition must be signed by 25 members in good standing and must contain a statement of charges. Consideration of the petition must be initiated within 60 days of its receipt. The board of Directors must, upon review of the charges take appropriate action. A majority vote of the full Board is required for recall.

Section 7. The president shall be a member ex-officio of all Committees.

ARTICLE IV

Meetings

Section 1. Meetings of the Club may be held throughout the year at the call of the President.

ARTICLE V

Financial Obligations

Section 1. Financial obligations shall not be incurred on behalf of the Club except by approval of the Board of Directors as defined in the By-Laws.

Section 2. All obligations incurred by the Club shall be corporate obligations and no personal liability shall be attached to, or incurred by any member, Officer or Director of the Club by reason of such corporate obligation.

ARTICLE VI

Amendments

Section 1. Proposed amendments to this Constitution may be initiated by a two-thirds majority of the Board of Directors or by petition signed by no less than twenty-five members in good standing. Petitions by membership shall be submitted, in writing, to the Executive Secretary who will advise the Board of the petition. Notice of the petition will be published in an early edition of the Club's SGT together with a ballot. The amendment will be adopted if two-thirds of the votes received favor such action, the polls having been open for at least 60 days after mailing of the ballot to all members eligible to vote.

OLD OLD TIMERS CLUB BY-LAWS

ARTICLE I

Membership

Section 1. The membership of the Club shall consist of the following grades: Members, Life Members, Associate Members, International Members and Honorary Members. Members in good standing shall be entitled to all privileges of the Club except that Associate and Honorary Members may not hold office or be elected.

Section 2. A person eligible for membership may apply by application to the Executive Secretary on the most recent edition of the form prescribed by the Board of Directors submitting with it the entrance fee and initial dues payment.

Section 3. A member is one enrolled on or after May 1, 1993 receiving all OOTC privileges upon payment of prescribed annual dues.

Section 4. Life Members are those enrolled before May 1, 1993 receiving all OOTC privileges upon payment of prescribed annual dues. Payment of annual dues is voluntary and membership is continuous. If annual dues are not submitted, Life Members will not receive publications or ballots. They will have continuous listing on all membership rolls.

Section 5. Associate members are those eligible for membership with exception of holding a valid Amateur license.

Section 6. International Members are those who do not have U.S. Zipcode address assignments. International Members are accepted to membership upon payment of the current entrance fee and one year's dues. They will have all OOTC privileges for the first year of membership. Payment of further dues, while voluntary, is encouraged and will sustain all rights. International membership is continuous, not subject to inactive status. If annual dues are not submitted, International Members will not receive publications and will not be provided with ballots for elections. They will have continuous listing on all membership rolls.

Section 7. An Honorary Member shall be any person whose contributions to the art or science of electronic communications have been recognized by the Board of Directors.

Section 8. Membership may be granted by the Executive Secretary after determining that information specified in the Constitution, Article II, Section 2 has been provided and is complete and factual.

Section 9. Members of OOTC as of January 1, 1950 are regarded as Charter Members.

ARTICLE II

Fees and Dues

Section 1. Entrance and membership fees shall be established by the Board of Directors and will be published in each issue of Spark Gap Times (SGT) and in the current edition of the approved membership application form. Such fees shall entitle the member to receive, but not be limited to, all Old Old Timers Club publications, the Club pin, membership certificate, membership stamps, decal, and membership card.

Section 2. Honorary members are exempt from payment of dues and fees.

Section 3. Each applicant accepted for membership shall be assigned a membership number issued in serial order. The number shall not knowingly be reassigned to another member.

Section 4. Any member, or life member whose dues have not been received by three months after expiration shall be so notified by mail. Voting privileges and OOTC publications will be discontinued after a 90-day interval following expiration of OOTC dues.

Section 5. Any member may reinstate to full OOTC privileges without penalty, upon payment of at least one years' dues.

ARTICLE III

Officers and Directors

Section 1. The Board of Directors have responsibility for the affairs of the Club in conformance with the provisions of the Constitution and By-Laws. It shall direct the care and disbursement of the funds of the Club. It will appoint an Executive Secretary and fix compensation. It may appoint an Executive Committee to carry out certain responsibilities during any period the Board is not in session. It may designate past Officers and Directors to honorary non-voting positions.

Section 2. The offices of President, Vice President, Executive Secretary and Treasurer are filled by a vote of the Board as constituted following election of Directors in odd years.

The officers may be elected wholly, or in part, from the membership of the Board of Directors, or from the official list of members in good standing at the time of the election. Officers elected from membership will not have a vote on matters before the Board. All Officers are elected by a majority vote of the Board of Directors. The Officers shall serve for two years beginning January 1 of each even-numbered year, or until their successors have been properly elected and installed. There is no limitation to the number of terms an Officer may serve. Should a vacancy occur among the Officers or Board of Directors, such vacancy shall be filled for the unexpired term by a majority vote of the Board of Directors.

- Section 3. Officers or Directors, with exception of the Executive Secretary, shall not receive remuneration for their services.
- Section 4. The OOTC President may from time to time appoint with approval of the OOTC Board, highly motivated and dedicated OOTC members as International Directors. These appointments shall be honorary, advisory in nature, without voting rights on the Board of Directors.
- Section 5. The Directors of the Club shall serve a term of two years or until their successors are elected. The term of each to begin on January 1 following their election. Directors representing FCC districts 1 3 5 7 9 shall be elected in even numbered years and take office January 1 of odd numbered years. Directors representing FCC districts 2 4 6 8 0 shall be elected in odd numbered years and take office on January 1 of even numbered years.
- Section 6. An executive Committee shall be appointed by the Board of Directors to consist of the Treasurer, the Executive Secretary and two of the Directors. The Executive Committee shall carry out specific responsibilities authorized by the Board of Directors in the interim between meetings or consultations. The Executive Committee will not control the care and appropriation of OOTC Funds. All Committee actions are subject to review by the Board of Directors.

ARTICLE IV

Duties of Officers

- Section 1. The president shall have general supervision of the Club which shall include but not be limited to appointing such committees as are deemed necessary.
- Section 2. The Vice President shall assist the President in performance of the President's duties and in the absence of the President, shall assume the duties of the President.
- Section 3. The Treasurer shall be responsible for the funds of the Club, receiving a monthly report of all dues and funds received. He will review the bank statements and attest to the authenticity of all disbursements. The Treasurer will be responsible for an annual audit of OOTC funds and expenditures and shall prepare an annual financial report to be published in SGT.
- Section 4. The Executive Secretary shall function in compliance with terms defined in the Corporate Charter as follows: "the corporate powers for the carrying on of the general and routine business of the Corporation shall be delegated to an Executive Secretary, who shall have in addition such further powers as shall be delegated to him in specific cases. He shall sign all contracts and property transactions, real and personal." He shall record minutes of all Corporate actions.

ARTICLE V

Nominations and Elections

- Section 1. Petitions for election to the Board of Directors shall be coordinated through the Office of the Executive Secretary. Petitions to nominate by membership will be published in each issue of SGT beginning with the January issue of each year. Each

issue of SGT will list progress of the development of a slate of candidates for each office of Director to be filled.

Section 2. Candidates for the office of Director must be members in good standing at the time of their nomination.

Section 3. Nominations for the offices of Director may be made by any member in good standing. Both the member and the nominee must be residents of the same FCC district. Nominations of Director for each district must be endorsed by at least 3 members in good standing and residing in the district. All nominations should be made as early as possible so that they can be published in SGT. All nominations and endorsements must be in writing addressed to the Executive Secretary. The period for proposing nominations and making endorsements will close on September 30 of each year. All properly endorsed nominations will be added to the official ballot to be mailed to members in the October issue of SGT. The polls close November 30 of each year.

Section 4. No candidate may be nominated for office without their concurrence.

ARTICLE VI

Chapters

Section 1. Chapters of OOTC may be formed on approval by the Board of Directors.

- a. A chapter must have at least 10 members living in the same geographical area.
- b. Each chapter member must be a member in good standing with the Old Old Timers Club, Inc and who shall remit dues directly to the Old Old Timers Club.
- c. Chapters will be governed by the Constitution and By-laws of the Old Old Timers Club, Inc.
- d. Each chapter may elect its own Officers and Board of Directors, which shall include a President and a Secretary who will correspond with Old Old Timers Club, Inc., and keep the Club informed of activities of the chapter.
- e. Each chapter must be financially self supporting. The chapter may have social and business meetings as desired, the purposes of which shall conform to the principles of OOTC, Inc. It shall make every effort to publish a periodical to its members reporting on chapter activities. It shall provide an annual report of membership and activities to OOTC, Inc.

ARTICLE VII

Amendments

Section 1. These By-laws may be amended from time to time by affirmative vote of a two-thirds majority of the Board of Directors.

Section 2. Petitions to the Board of Directors for modification of the By-laws may be submitted to the Executive Secretary with the signatures of 25 or more members in good standing at the time of submission. The board of Directors must act on the petition within 60 days of its submission.

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