

Metropolitan Coordination Association, Inc.

BY-LAWS

1. MEMBERSHIP AND AFFILIATION

Membership in the CORPORATION shall be made available at the discretion of the Board of Directors to individuals who possess an Amateur Radio License and have an interest in the Purposes of the CORPORATION, as set forth in Article II of the Constitution. All Members shall be eligible to be elected to the Board or Directors. Each Member shall be entitled to one (1) vote in any election of Officers or referendum and to additional benefits as shall be from time to time provided. All Members shall be required to adhere to all the requirements of the Constitution and these By-Laws.

Further, the CORPORATION shall support and encourage bona fide not-for-profit Amateur Radio Clubs and other similar entities to affiliate with the CORPORATION for mutual benefit. The Board of Directors shall have sole discretion to develop and execute rules and procedures for Affiliation and determine those benefits which may inure to Affiliates.

2. DUES

All Members shall be required to pay Dues on an annual basis. Fees for all Coordinations and Memberships is hereby set at the rate displayed below. Monies collected shall be used to help defray CORPORATION expenses.

	Primary Coordination Fee	Additional Coordination Fee	1 st Year Dues	Subsequent Yearly Dues
Coodination & Membership	\$15.00	\$5.00	\$5.00	\$20.00
Coordination Only	\$15.00	\$5.00	X	X
Membership Only	X	X	\$20.00	\$20.00

Both elected as well as appointed Officers of the Board of Directors shall not be required to pay membership dues while in office.

3. TERMS OF OFFICERS AND RESPONSIBILITIES

a. The President shall be elected by majority vote of the Members to a three-year term. The President shall be the Chief Executive Officer of the CORPORATION, hold one (1) vote on the Board of Directors, appoint Committee Chairpersons, and resolve all questions of order. He shall serve as Chairman/Chairwoman of the Board of Directors and preside over all meetings, or may, at his/her sole discretion, choose to designate another member of the Board of Directors as Chairman/Chairwoman of the Board and/or preside over meetings.

b. The Treasurer shall be elected by majority vote of the Members to a three-year term, except that the initial election only shall be for a four (4) year term. The Treasurer shall be the Chief Financial Officer of the CORPORATION, hold one (1) vote on the Board of Directors, receive, disperse, and account for all CORPORATION funds and report same regularly to the Board of Directors and annually to Members, and annually provide the Board of Directors with a proposed budget and a full statement of accounts. The Treasurer shall be authorized to open, maintain, and close various bank accounts, as approved by the Board of Directors, for the purpose of the regular conduct of CORPORATION business. In addition, the Treasurer will act in an advisory capacity to the President and perform other tasks as assigned from time to time by the President. In case of the absence or disability of the President, the Treasurer shall assume the duties of the President as Acting President until such time as the President declares his/her ability to resume the duties of the Office. In case of the death, resignation, or removal of the President, the Treasurer shall automatically become President of the CORPORATION, fill out the remaining term, and immediately assume the duties of same. The President shall then appoint a new Treasurer, subject to majority approval of the Board of Directors.

c. The Secretary shall be elected by majority vote of the Members to a three-year term, except that the initial election only shall be for a two (2) year term. The Secretary shall be the Chief Record keeping and Corresponding Officer of the CORPORATION, hold one (1) vote on the Board of Directors, keep minutes of all meetings, maintain all outside correspondence, and act as Parliamentarian for all CORPORATION meetings. In addition, the Secretary will act in an advisory capacity to the President and perform other tasks as assigned from time to time by the President. In case of the absence or disability of the Treasurer, the Secretary shall assume the duties of the Treasurer as Acting Treasurer until such time as the Treasurer declares his/her ability to resume the duties of the Office. In case of the death, resignation, or removal of the Treasurer, the Secretary shall automatically become Treasurer of the CORPORATION, fill out the remaining term, and immediately assume the duties of same. The President shall then appoint a new Secretary, subject to majority approval of the Board of Directors. In case of the absence or disability of the Secretary, the President shall appoint a Member as Acting Secretary to assume the duties of the Secretary until such time as the Secretary declares his/her ability to resume the duties of the office. In case of the death or resignation of the Secretary, the President shall then appoint a new Secretary, subject to majority approval of the Board of Directors.

d. Honorary Officers may be appointed by the Board of Directors to recognize those persons who have, in the opinion of the Board of Directors, provided meritorious service to the CORPORATION or the Amateur Radio Service at large. Honorary Officers need not be Members of the CORPORATION and shall hold no vote on the Board of Directors or as Members except as provided for in these By-Laws.

e. Directors are appointed by the president to serve at his or her discretion. Appointment or dismissal of Directors must be approved by a two thirds majority of the Board of Directors. Directors have full voting privileges on the Board of Directors.

4. POWERS OF THE BOARD OF DIRECTORS

In addition to the authority and responsibilities conveyed upon the Officers, the Board of Directors collectively shall be empowered to:

- a. promote cooperation with Federal and voluntary agencies advocating coordination of that portion of the electromagnetic spectrum allocated to the Amateur Radio Service;
- b. promote compliance with Part 97 of the Federal Communications Commission's Rules governing the Amateur Radio Service;
- c. represent the CORPORATION's interests at related meetings, activities, and events;
- d. negotiate and execute contracts for services as necessary and other documents in the best interests of the CORPORATION;
- e. receive and review applications for Membership;
- f. levy and collect Dues and Assessments in accordance with the Constitution and these By-Laws;
- g. hold meetings to conduct the business of the CORPORATION as provided for in the Constitution and these By-Laws;
- h. create and dissolve committees and appoint Honorary Officers and Members as provided for in these By-Laws;
- i. schedule and organize all activities of the CORPORATION; and
- j. assume other tasks as may be, in the opinion of the Board of Directors, deemed to be in the best interests of the CORPORATION and consistent with the Purposes set forth in Article II of the Constitution.

The Board of Directors shall have the authority to direct the day to day operations of the CORPORATION. All bills and expenses incurred by the CORPORATION and its Officers and Board of Directors in the conduct of CORPORATION business will be paid at the discretion of the Board of Directors.

5. NOMINATION AND ELECTION OF OFFICERS

The Board of Directors shall annually appoint an Election Committee as herein provided. The Election Committee shall oversee the annual election of a CORPORATION Officer. One (1) Officer will be elected to a three-year term each year, except the first year.

Candidates for Office shall be nominated and elected in accordance with the Constitution and these By-laws. Nominees for Office must be Members of the CORPORATION in good standing. The candidate receiving the highest number of votes shall be declared the winner. In the event of a tie, a runoff election between two candidates receiving the highest vote pluralities will be held to determine a winner, in accordance with Robert's Rules of Order. Terms of office shall begin on July 1st following election.

Initial elections for the first Officers of the CORPORATION shall be elected following the ratification of this Constitution and By-Laws. Prospective Officers shall be nominated and seconded from among those members present at the ratification meeting. The initial Officers will be deemed to be elected to initial terms specified in this Constitution and By-Laws upon receiving the votes of a simple majority of those Members present.

All subsequent nominations and elections shall be in accordance with the following:

- a. In January of each year, the Secretary shall solicit nominations for the Office to be elected that year, as the term of the incumbent is to expire on the subsequent July 1, in a notice that shall include the name of the incumbent. On any date between the appearance of the solicitation for same and noon Eastern Time on the second Friday of February of any election year, any Member may request official nominating petition forms. To constitute a valid nomination, the original copy of such an official nominating petition form as provided by the Secretary must name a Member of the CORPORATION as a candidate for Office; must be signed by five or more Members of the CORPORATION; must be accompanied by a statement signed by the candidate attesting to his eligibility, willingness to run, and willingness to assume the Office if elected; and must be filed with the Secretary no later than noon Eastern Time on the third Friday of March of that year. Only original documents shall be accepted by the Secretary, and he/she is not authorized to accept facsimiles of any kind. The Secretary shall immediately acknowledge the receipt of nominations to the candidate, and shall forward the nominations to the Election Committee.
- b. The Election Committee shall delete the name of any nominee who may be ineligible to run for election and the name of any that may withdraw by written communication. The remaining names shall be listed on a ballot, in alphabetical order. If there be but one eligible nominee, the Election Committee shall declare him elected without balloting by the Membership. If there be more than one eligible nominee, then on or before April 1 of each year the Secretary shall send by mail to every person who on the tenth day of March of that year was a Member of the CORPORATION, a ballot listing the candidates for Office, and a return envelope, soliciting a vote for one name. The ballot shall contain a copy of the appropriate By-Laws affecting the election process.
- c. The Election Committee shall appoint a committee of three tellers including at least one Member of the Board of Directors. No Officer or Director whose name appears on the ballot shall be eligible to serve as a teller. The Election Committee shall arrange for a Certified Public Accountant to certify the results of the balloting. Any candidate or their single representative shall be accorded reasonable opportunity to satisfy himself/herself of the correctness of the count reported by the committee. Ballots, to be counted, shall reach the mailing address established for their return no later than noon Eastern Time on the third Friday of May. No outer envelopes marked as containing ballots shall be opened until the meeting of the committee of tellers held for the purpose of counting the ballots. The committee of tellers shall meet at a location of their choice as soon thereafter as possible and in the presence of each other shall open the envelopes containing ballots and shall count the vote, after first eliminating the ballot of anyone disqualified from voting. They shall forthwith prepare and sign in the name of the Election Committee a report of the results of the vote, declaring duly elected as the new Officer the candidate for office receiving the greatest number of votes therein; and they shall turn over all their records and ballots to the Secretary for presentation at the next Annual Meeting of the Board of Directors.
- d. If there be no eligible nominee, the procedure provided for herein shall be repeated three months later and if there again be no eligible nominee, the person then holding the Office shall continue in office for the remainder of the new term, subject to the Constitution and these By-Laws, until the next regular election for that Office.

6. GEOGRAPHIC JURISDICTION

The CORPORATION's Jurisdiction shall be (in the State of New York) the Counties of Bronx, Kings, Nassau, New York, Orange, Putnam, Queens, Richmond, Rockland, Suffolk, Sullivan, Ulster, Westchester, and (in the State of New Jersey) the Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Passaic, Somerset, Sussex, Union, Warren, and other counties adjacent to these areas whose Amateur Radio Operators wish to be served.

The Board of Directors shall be empowered to review and either ratify or reject responsible requests for the CORPORATION's services in those areas not specified above.

Notwithstanding incorporation in the State of New York, the CORPORATION shall seek approvals as necessary in other States to facilitate the conduct of business as provided for in the Constitution and these By-Laws. The Secretary shall maintain addresses and/or agents for the CORPORATION as may be necessary.

7. REVOCAION OF MEMBERSHIP

Membership in the CORPORATION may be revoked for actions grossly inconsistent with its purposes, by unanimous vote of the Board of Directors. Such individuals disputing such Revocation may request "Alternative Dispute Resolution" (ADR), the cost of which shall be shared equally between the CORPORATION and such Revoked Members.

No refund of Dues or Assessments shall be payable to any Member whose membership in the CORPORATION is revoked as provided for in these By-Laws.

8. REMOVAL FROM OFFICE

Members of the Board of Directors may be removed from Office for actions grossly inconsistent with its purposes, by unanimous vote of the remaining members of the Board of Directors. Such individuals disputing such Removal may request "Alternative Dispute Resolution" (ADR), the cost of which shall be shared equally between the CORPORATION and such Removed Officers.

9. HONORARY MEMBERS

The Board of Directors shall be empowered to appoint Honorary Members to recognize those persons who have, in the opinion of the Board of Directors, provided meritorious service to the CORPORATION or the Amateur Radio Service at large. Honorary Members shall not be considered voting members of the CORPORATION except as Members provided for in the Constitution and these By-Laws.

10. DISSOLUTION

Should the CORPORATION dissolve, the Board of Directors shall be empowered to liquidate all assets and property to satisfy any and all outstanding liabilities. Charter documents shall be returned to the Secretary of State of the State of New York in accordance with the Laws, Rules, and Regulations of the State of New York.

Any assets remaining after necessary expenses shall be distributed to the ARRL Foundation, Inc. of Newington, Connecticut, or to any organization which may lawfully succeed it, in accordance with Section 501 (c) (3) of the Internal Revenue Code of the United States, or corresponding provisions of any subsequent Federal tax laws.