

Metropolitan Coordination Association, Inc.

CONSTITUTION

ARTICLE I: NAME

The name of the corporation shall be **Metropolitan Coordination Association, Inc.**, hereinafter referred to as the CORPORATION. For public relations, and other similar related purposes, it may be known as "MetroCor."

ARTICLE II: PURPOSES

The CORPORATION shall exist to promote and encourage cooperation a) among Amateur Radio Operators in achieving the coordinated use of that portion of the radio frequency spectrum allocated by the Federal Communications Commission to the Amateur Radio Service and to amateur radio auxiliary and repeater communications; b) with the Federal Communications Commission in the application of the rules governing the Amateur Radio Service; and c) by Amateur Radio Operators with public emergency management agencies and private disaster relief agencies during times of need.

To facilitate the purposes listed above, the CORPORATION shall a) provide and maintain a usage database; b) cooperate with bona fide outside entities on publication and distribution of same; c) review spectrum utilization on all Amateur Radio Service frequencies above 29.5 MHz within the CORPORATION's Geographic Jurisdiction; d) cooperate with adjacent coordination bodies; e) provide a voluntary forum for the facilitation of dispute resolution; and f) establish a membership base comprised of individual Amateur Radio Operators. The By-Laws shall delineate the Geographic Jurisdiction to be served by the CORPORATION.

The CORPORATION shall also promote and encourage interest in the Amateur Radio Service, and particularly Amateur Radio auxiliary and repeater communications, and all allied sciences, for the benefit of the public at large and the Members of the CORPORATION, as provided for in Article III, but not for the pecuniary profit or financial gain of its Members, Directors, or Officers except as permitted under Article 5 of the Not-for-Profit Corporation Law of the State of New York.

The CORPORATION shall function as a non-profit, charitable, tax-exempt entity, in accordance with Section 501 (c)(3) of the Internal Revenue Code of the United States and as a Type A corporation pursuant to Section 201 of the Not-for-Profit Corporation Law and under other applicable Laws, Rules, and Regulations of the State of New York.

Notwithstanding any other provision of these Articles, the CORPORATION is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings 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), and no member, trustee, officer of the CORPORATION, or any private individual shall be entitled to share in the distribution of any of the CORPORATION assets upon dissolution of the CORPORATION.

No substantial part of the activities of the CORPORATION shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501 (h)] or participating in, or intervening in (including publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the CORPORATION shall, after all necessary expenses thereof, be distributed to another organization exempt under IRC Section 501 (c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York. The By-Laws shall provide for distribution of said assets and property.

In any taxable year in which the CORPORATION is a private foundation as described in IRC Section 509 (a), the CORPORATION shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the CORPORATION shall not a) engage in any act of self-dealing as defined in IRC Section 4841 (d); b) retain any excess business holdings as defined in IRC Section 4943 (c); c) make any investments in such manner as to subject the CORPORATION to tax under Section 4944; or d) make any taxable expenditures as defined in IRC Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III: MEMBERSHIP

The By-Laws shall provide for Membership in the CORPORATION, specify the classes thereof, specify the rights and prerogatives of same, and provide for Revocation of Membership.

ARTICLE IV: BUSINESS MEETINGS

An annual Business Meeting shall be held during the month of April at the discretion of the Board of Directors to certify election results and to transact CORPORATION business. Additional Special Business Meetings may be held at the discretion of the Board of Directors to transact CORPORATION business provided that notice of said meeting is postmarked or otherwise transmitted, including electronically, to each member of the Board of Directors no less than ten (10) days prior to the meeting date. The Board of Directors shall also meet in the month of October and may also meet at other times, at its discretion, provided that all Officers are notified no less than twenty-four (24) hours in advance of the meeting.

A quorum, for the purposes of transacting any and all CORPORATION business at any meeting, except as may be otherwise specified in this Constitution and By-Laws, shall be deemed to be a majority of the Board of Directors.

ARTICLE V: DUES AND ASSESSMENTS

The Board of Directors shall be empowered to levy and collect dues and assessments, as appropriate, and in accordance with the By-Laws.

All Members shall be charged annual Dues in accordance with the By-Laws. Dues shall be due and payable each April 1st for the following Fiscal Year, as defined in Article VII. All voting rights, and rights and prerogatives of Membership are automatically suspended if Dues and Assessments are not received by the Board of Directors prior to July 1st.

Assessments may be levied upon Members of the CORPORATION to maintain its financial stability. Such Assessments must be approved by a majority of the Board of Directors at any meeting. Total Assessments for a Fiscal Year shall be no greater than the amount of annual Dues for Members.

ARTICLE VI: OFFICERS

The CORPORATION shall be governed by elected Officers comprising a Board of Directors. The Board of Directors of the CORPORATION shall include an elected President, Treasurer, and Secretary.

All Officers must be Members of the Corporation. The Board of Directors will perform, and be responsible for, the leadership duties of the CORPORATION. Each voting member of the Board of Directors shall have one (1) vote.

The By-Laws shall provide for the Nomination, Election, and Terms of Officers; Powers and Duties of Officers and the Board of Directors; the appointment of committees and Honorary Officers; the filling of vacancies due to the resignation, removal, death, or disability of an Officer; procedures for Removal of an Officer; and initial elections.

ARTICLE VII: FISCAL YEAR

The Fiscal Year for the CORPORATION shall begin on July 1st of each year and shall end on June 30th of the following year.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Except where otherwise specified in this Constitution and By-Laws, Robert's Rules of Order shall be the authority at all CORPORATION proceedings.

ARTICLE IX: AMENDMENTS

This Constitution and By-Laws may be amended by the following procedure:

A written amendment proposed by any Member must be transmitted and delivered, by any practical means, to the Secretary of the CORPORATION. Notice of receipt of a proposal to amend this Constitution or the By-Laws shall be transmitted to each member of the Board of Directors in a manner consistent with required meeting notices provided for in Article IV. Said amendment proposal shall be read and entered into the meeting minutes at this and at the following meeting. The proposed amendment shall then be voted upon at this second meeting. If approved by a 2/3 majority of the Board of Directors, a referendum shall be conducted by mail vote. The amendment proposal shall be considered to be adopted if it is then approved by a simple majority of Member votes received.

The same procedure shall be used to propose and ratify amendments to the By-Laws, except that no referendum shall be required and that any By-Laws amendment proposal shall be considered to be adopted if approved by a 2/3 majority of the Board of Directors.

ARTICLE X: INCORPORATION AND LEGAL ADDRESS

The CORPORATION shall incorporate and maintain a legal and mailing address in, New York at:

MetroCor
P O Box 107
New York, New York 10008-0107

ARTICLE XI: ADOPTION

This Constitution and By-Laws are hereby adopted this 1st day of July, 2000, in the City of New York, Borough of Manhattan, County of New York, State of New York, by the undersigned founders and Charter Members of the CORPORATION, by order of the Membership.

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