

CONSTITUTION AND BYLAWS OF NO-CODE INTERNATIONAL

ARTICLE I - NAME OF ORGANIZATION

The name of the organization is No-Code International (“NCI”).

ARTICLE II - PURPOSE OF NCI

NCI is dedicated to the abolition of the Morse code testing requirement as a prerequisite for any class of Amateur Radio License, in all countries in the world. NCI will lobby various associations, governmental, and administrative officials and Boards of Directors worldwide, to accomplish abolition of Morse Code testing.

In addition, NCI may choose to publicly comment on matters where Morse code policy directly or indirectly influences amateur radio policies. Examples of topics on which NCI may make comment are licensing structures, band plans and spectrum issues, and especially where operating privileges of no-code amateur licensees are affected. A two thirds (2/3) vote in favor by the Board of Directors is needed to authorize NCI to publicly comment on amateur radio issues where there is an indirect influence of Morse code policy.

ARTICLE III - MEMBERSHIP AND DUES

Membership is open to any individual person, in any nation, currently licensed in the Amateur Service or not, who sincerely believes that Morse Code testing should be eliminated as a prerequisite for any class amateur license in any nation. Membership is not open to entire clubs, associations, or other Boards of Directors. However, NCI may affiliate with other clubs, associations, or Boards of Directors by a majority vote of the NCI Board. The terms and conditions of affiliation with each organization will be decided by a majority vote of the Board of Directors, as will the termination of any affiliation.

Dues, if any, shall be established in December of each year by the NCI Board of Directors for the following calendar year. Membership dues may be waived by the Board of Directors only for a single-year at a time. If no member dues are assessed for a given year, the Board may solicit voluntary donations and contributions from members for that year.

ARTICLE IV - MEMBER REMOVAL FOR CAUSE

An NCI member may be removed/expelled from the organization by a two thirds (2/3) vote of the Board of Directors.

Cause for removal shall include:

1. Non-Payment of dues past the Board of Directors established deadline (If dues are assessed by the Board for the current year).
2. Openly making statements in any public forum, opposing the primary goal of NCI, abolition of mandatory Morse code testing in order to hold an amateur license.
3. Any activity which the Board of Directors believes is not in accordance with the NCI prime objective.
4. Submitting a falsified membership application to NCI for the purpose of being disruptive of the organization, as defined by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS GOVERNING BOARD OF DIRECTORS; ELECTIONS

A. Board of Directors

The governing body of NCI shall be a Board of Directors, including an Executive Director. Membership on the Board of Directors shall be for a two-year term. The initial Board of Directors shall consist of 10 members. The Board of Directors may be expanded at any time, by a two thirds (2/3) vote of the existing Board of Directors membership, up to a maximum of 19 members. A new member on an expanded Board may be either appointed, by two thirds (2/3) vote of the Board of Directors, or elected through the next normal general election process. No Board of Directors member can serve beyond the current term without being re-elected in the General Election for the subsequent term. The number of Board of Directors members to be elected in a General Election shall not exceed the maximum number of directors serving, at any one time, since the previous election.

In the event there are not more nominations than the maximum number of Board of Directors members who served, at any one time, since the previous election, all nominees will automatically become members of the Board of Directors on the first day of the subsequent term.

In the event that a member of the Board of Directors is unable to complete his/her term, the Board of Directors shall name a replacement member to serve out that member's term.

Members of the first Board of Directors, shall be established by Bruce Perens and Fred Maia, the founding Directors of NCI. All members of the first Board shall serve until the first general election.

B. Elections

Elections shall be set at a time and place to be established by the first Board, but no later than April 15, 2000. All current members in good standing as of December 31st of the previous year are eligible to vote in an NCI election. Elections may be held electronically via the Internet, or by conventional mail, or a combination of the two as established by the Board. Election shall be of those receiving a plurality of votes.

Candidates for Director may be any member in good standing, who has access to electronic mail, and shall be nominated by any member in good standing, along with supporting nominations by a minimum of five (5) other members in good standing. There may be any number of candidates nominated for the Board of Directors positions.

C. Directors to be non-compensated volunteers

All members of the Board of Directors, including the Executive Director, must serve on a purely voluntary basis and may not collect any form of compensation or profit in any way from their positions.

D. Reimbursement of Directors for Reasonable Out-of-Pocket Expenses

All members of the Board of Directors, including the Executive Director, may, upon submission of proper receipts and documentation, and with the approval of the majority of the Board of Directors, be reimbursed from the NCI treasury for reasonable out-of-pocket expenses incurred in the performance of their duties. All expenditures in excess of Fifty US Dollars (\$50.00) shall be pre-approved by the Board of Directors.

E. Executive Director Empowered to Expend Funds for Routine Expenses

The Executive Director, charged as he is in ARTICLE VI, herein, with maintaining the day to day operations and finances of the organization, shall be empowered to expend funds directly from the NCI treasury for such ongoing and normal expenses as postage, office supplies used for NCI business, web site hosting costs, etc. Any expenditure of this nature in excess of Two Hundred and Fifty US Dollars (\$250.00) shall be pre-approved by a majority of the Board of Directors and all expenditures shall be reported monthly to the Board of Directors as a whole, along with copies of bank statements showing such transactions and the ending balance in the NCI treasury account.

ARTICLE VI - EXECUTIVE DIRECTOR; ELECTION, DUTIES, APPOINTED AD-HOC COMMITTEES, APPOINTED AD-HOC OFFICERS

The Board shall annually elect an Executive Director from among its members by a majority vote. This election shall be held annually during the first week of May, for the following year.

The Executive Director's term shall be for one year. The Executive Director shall serve for a maximum of three consecutive elected terms.

In the event that the Executive Director is unable to serve out his/her term, the Board of Directors shall, by majority vote, select another member to serve out the remaining term of the retiring Executive Director.

The Executive Director shall ensure that the organization is functioning properly on a day-to-day basis. This includes assigning tasks to Board members, and establishing ad-hoc committees of Board members to:

1. Ensure the NCI Internet web-site is maintained properly,
2. correspondence is prepared and mailed as required,
3. position papers are drafted for Board of Directors and member review,
4. public positions are prepared for news release,
5. Morse code test circumstances around the world are monitored for changes,
6. dues and other funds are collected and expended appropriately.
7. Prepare (semi-annual) financial statements.
8. Solicit member input on policy issues.
9. Maintain a hard-copy record of Board of Directors motions and results of votes taken.

Committees shall be established by the Executive Director only for the term needed, and shall dissolve automatically upon completion of their assigned tasks. No standing committees shall be maintained.

Other ad-hoc officers may be appointed by the Executive Director, with the concurrence of a majority of Board of Directors members. These ad-hoc officers may include the following, who shall be selected from among the Board of Directors.

1. Assistant Executive Director
2. Secretary

Directors appointed to these ad-hoc offices shall have demonstrated skills and abilities needed to carry out the duties of their offices.

ARTICLE VII - PUBLIC RELATIONS OFFICER

The board may appoint a public relations officer for the purpose of coordinating NCI's public image. This officer shall serve at the pleasure of the Board of Directors, until removed or replaced by a Board resolution. The Public Relations Officer may be any NCI member.

A nominee for the public relations officer position shall be able to demonstrate previous experience in public relations for an organization of at least 100 members or a business employing at least 10 people. The officer shall coordinate NCI's presentation in all public forums, and in general shall be in charge of NCI's public image.

ARTICLE VIII - OPERATING RULES OF NCI

A. Meetings

Meetings of the Board of Directors shall be at the call of the Executive Director, but not less than quarterly. These meetings may be conducted electronically via Internet e-mail, voice teleconference, or on-site in person. If done electronically, each Board of Directors member shall be copied on each e-mail sent. Informal meetings of Board of Directors members may be held on the Internet e-mail. As a matter of courtesy, all Board of Directors members should be copied on matters concerning policy, in informal discussions.

General Membership meetings shall be held at the call of a majority of the Board of Directors, at a place and time to be established. Regular General Membership meetings are not required.

B. Conduct of Board of Directors Meetings

1. Presiding

The Board of Directors meetings shall be conducted informally by the Executive Director.

2. Procedural

Robert's Rules of Order (RRO) shall be used only as a general guideline in the conduct of meetings. When meeting electronically, concessions or adjustments may be made to RRO procedures, if approved by a majority of the Directors participating, to ensure timely participation by all available members of the Board of Directors.

3. Agenda

The Executive Director shall publish to all Board of Directors members, an Agenda for the following "official" Board of Directors meeting, at least 7 days in advance of the scheduled meeting.

4. Quorum

A quorum of the Board of Directors shall consist of at least six voting members.

5. Voting

The Board of Directors may vote electronically on all issues and matters before the Board of Directors, including changes to the Bylaws.

ARTICLE IX – NATIONAL CHAPTERS

The Board of Directors may, as it deems desirable, stimulate the formation of "National Chapters" of NCI worldwide for the purpose of building membership, more effectively lobbying national administrations, and more effectively communicating with the membership in areas where English is not the dominant language. To that end:

1. Each National Chapter shall have a Chairman who serves as a liaison between the NCI Board of Directors, the local membership in his/her country, and his/her national telecommunications regulatory agency.
2. Each National Chapter Chairman shall initially be appointed from suitably screened volunteers by the NCI Board of Directors to facilitate the formation of National Chapters.
3. The term of office for a National Chapter Chairman shall be nominally two (2) years and shall commence on or before May 1st of the first year and end on April 30 of the second year.
4. A National Chapter Chairman may be replaced by the NCI Board of Directors at its discretion (causes for replacement could include, but are not necessarily limited to: death or incapacity, inactivity, behavior which the NCI Board deems to be harmful to the image/credibility of NCI, etc.)
5. A National Chapter Chairman may also be recalled upon a motion by the National Membership in his/her country, initiated in the form of a petition to the NCI Board of Directors which is signed by no less than either:
 - a) ten (10) members in good standing for countries where membership totals thirty (30) members or greater, or
 - b) thirty percent (30%) of the members in good standing from countries with less than thirty (30) members.
 - c) causes for recall could include, but are not necessarily limited to: death or incapacity, inactivity, behavior which the national membership deems to be harmful to the image/credibility of NCI, etc.
 - d) Upon receipt of such a petition, the NCI Board of Directors shall poll the membership of the country in question via e-mail on the question of whether the applicable National Chairman should be removed and replaced. A simple majority shall be determine whether the National Chairman in question shall be remain in office or be removed from office.

6. Should a National Chairman be recalled from office, the NCI Board of Directors shall appoint a new Chairman to fill out the remaining term of the recalled National Chairman, considering recommendations from the petitioners who initiated the removal of the previous National Chairman.
7. National Chairmen shall be responsible to, and take direction from, the NCI Board of Directors on matters of policy.
 - a) While National Chairmen may prepare writings, presentations, and other forms of lobbying materials for submission or presentation to their national telecommunications regulatory agencies, other government officials, local radio clubs, and their national IARU society, ALL such submissions should be submitted to the NCI Board of Directors for review and approval PRIOR TO SUBMISSION or PRESENTATION, in order to assure that NCI presents a consistent policy on an international basis.
 - b) Materials submitted to the NCI Board of Directors for approval shall be submitted as a faithful translation to English of materials prepared in a non-English local language.
 - c) The Board of Directors recognizes that administrative rules, customs, and the "political climate" regarding amateur regulations vary from country to country and will afford the National Chapters considerable leeway in the composition of such lobbying materials, consistent with remaining within the chartered policy objectives set by the Board of Directors and maintaining the dignity and professionalism necessary to uphold the international image and credibility of NCI.
8. At the discretion of a National Chairman, he or she may elect to either appoint an Executive/Advisory Committee subject to approval/confirmation by the NCI Board of Directors or to propose to the Board of Directors for its approval, a plan for accepting nominations from the National Membership and holding local elections for such an Executive/Advisory Committee.
 - a) A National Executive/Advisory Committee may consist of up to four (4) NCI members in good standing residing in the country in question.
 - b) Members of a National Executive/Advisory Committee may serve in functions such as Secretary, Treasurer (for the purpose of managing any funds collected locally for the purpose of defraying local expenses such as printing and postage, local web site hosting expenses, etc.), liaison to the National IARU Society, or simply as general advisors and assistants to the National Chairman.

- c) Members of a National Executive/Advisory Committee may, upon submission of proper receipts/documentation and with the approval of the National Chairman and the majority of the National Executive/Advisory Committee, be reimbursed from locally collected funds for reasonable expenses incurred in the performance of their duties.
 - d) National Chairmen and members of National Executive/Advisory Committees must serve on a purely voluntary basis and may not collect any form of compensation or profit in any way from their positions.
9. If a National Executive/Advisory Committee is appointed or elected, the terms of office for its members shall be the same as the term of office for the National Chairman.
10. A member of a National Executive/Advisory Committee may be removed from office and replaced under the same general terms and conditions as outlined for the replacement of a National Chairman in items 4), 5), and 6) above.
11. Each National Chairman (and National Executive/Advisory Committee, if any) shall submit and certify to the NCI Board of Directors accurate financial reports outlining any contributions received to defray local expenses, expenditures, and an accounting of funds on hand in a local treasury (if any) on a calendar quarterly basis. Such accountings of National Chapter finances shall be reported in US dollar value at the prevailing exchange rate at the time of the report.

ARTICLE X - AMENDMENTS TO BYLAWS

These Bylaws may be amended from time-to-time by a two thirds (2/3) affirmative vote of the Board of Directors. An amendment shall be moved and seconded, at least 7 days prior to official voting.

No amendment shall be proposed which is in conflict with ARTICLE II.

(As ratified by the Board of Directors on April 8, 2000 and approved for publishing on the NCI website.)

Summary of changes as of latest date of ratification:

- Added sections C, D, and E to Article V, stipulating that Directors serve on a purely volunteer basis, authorizing reimbursement of reasonable out-of-pocket expenses to Directors, and authorizing the Executive Director to make normal, routine expenditures from the NCI treasury account.
- Added new Article IX providing for the formation of, structure of, and rules for National Chapters.
- Renumbered former Article IX (Amendments to Bylaws) to Article X.