

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 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 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 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 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 5 other members in good standing. There may be any number of candidates nominated for the Board of Directors positions.

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 - AMENDMENTS TO BYLAWS

These Bylaws may be amended from time-to-time by a 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 and approved for publishing on the NCI website.)