



**CONSTITUTION
OF
THE 3905 CENTURY CLUB, INC.**

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PREAMBLE:

We the members of the 3905 Century Club, Inc., extending the hand of fellowship to all licensed amateur radio operators, everywhere, who hold operating privileges in the portions of the radio spectrum in which this club conducts net operations, desiring to establish an organization to set policy and adjudicate conflicts that may, from time to time, occur; wishing to preserve and enhance the basic simplicity of the original 3905 Century Club net; and forever DO ORDAIN THIS CONSTITUTION FOR: THE 3905 CENTURY CLUB, INC.

ARTICLE I. EXECUTIVE

- A. The executive authority for 3905 Century Club, Inc. in accordance with the laws of the State of Florida is hereby vested in a Board of Directors, composed of 11 Directors as specified in the Articles of Incorporation. The Board of Directors may delegate its authority to persons or groups, on either an ad hoc or permanent basis but it must retain the overall responsibility for any such delegated authority.
- B. All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation.
- C. Each Area Director may appoint an Assistant Area Director to serve in the absence of the Area Director. The Assistant Area Director may vote in place of the Area Director.
- D. Matters appropriately presented to the Board of Directors are decided by a simple majority, requiring votes from one-half or more of the eligible Club Officers participating in the vote.
 - 1. Motions that specify an implementation date shall become effective on that date.
 - 2. Motions that do not state an effective date become effective on the first day (UTC) of the following month which begins at least 15 days following the date of the adoption.
- E. A member of the Board of Directors elected by special election, special circumstances election, or appointed, to fill a vacancy on the board, shall become eligible to vote on issues brought before the board immediately after confirmation by the Board of Directors, of his or her election or appointment.
- F. A meeting of the Board of Directors will be deemed to have a quorum if seven or more members are present, including Club Officers eligible to vote, Assistant Area Directors representing their respective Area Directors, and proxy representatives or proxy documents for the President, Vice President or Area Directors.

ARTICLE II. **ADMINISTRATIVE**

- A. The Club shall be administered by a group of officers and directors as specified in the Articles of Incorporation:
 - 1. Eleven Area Directors, one representing each US call area and one representing DX, each having one vote on the Board of Directors.
 - 2. A President, who shall represent the Club administration before the Board of Directors, and who has one vote with the Board, exactly as if the President were an elected Area Director.
 - 3. A Vice President, who shall act in the President's stead during the President's absence, and who has one vote with the Board, exactly as if the Vice President were an elected Area Director.
 - 4. A Secretary.
 - 5. A Treasurer.
- B. Any Club officer elected under Articles I and II above, may be further elected or appointed to any other Club position, BUT, in no case shall one person concurrently hold more than one voting office.
- C. The Board of Directors shall not appoint any of their own members to a position whose term continues beyond the expiration date of the Board which makes the appointment, except that the tenure of Secretary and Treasurer may be extended up to two weeks during the Board transition at the beginning of each fiscal year.
- D. Other Necessary Functions:
 - 1. A Club Registered Agent, who shall reside in and provide the registered office address in the state of Florida, where the Club is Incorporated. Performs duties as provided in Florida Statutes.
 - 2. Other volunteer positions as described in the Bylaws.

ARTICLE III. **ADJUDICATION**

- A. The adjudication of the validity of QSOs and associated questions shall be the function of (1) The call area awards manager, (2) The call area director, or (3) The full Board of Directors, in that order.
- B. All other conflicts shall be brought before the Board of Directors for adjudication.
- C. The decision of the Board of Directors is final.

ARTICLE IV. **NET CONTROL STATIONS**

- A. The Net Control Stations, and their alternates, are dedicated volunteers and their real-time policy decisions on the nets shall be considered to stem from the Board of Directors.

ARTICLE V. **MEMBERSHIP**

- A. Membership in The 3905 Century Club, Inc. is open to all properly licensed amateur radio operators who have privileges in the portions of the radio spectrum in which the Club conducts operations.
- B. Charter members of the Club are those members whose participation and financial support in the early days of the Club resulted in its success. A list of charter members shall be maintained, in perpetuity, by the Club Secretary. Charter members are encouraged to include an appropriate notation of their status on their QSL cards.
- C. Club members who are elected or appointed to Club office are encouraged to so note on their QSL cards.

ARTICLE VI. **AFFILIATION**

- A. The 3905 Century Club, Inc. is not affiliated.

ARTICLE VII. **BYLAWS**

- A. Bylaws of The 3905 Century Club, Inc. will be separately promulgated by the Board of Directors. Amendments to the Bylaws will carry on the basis of a simple majority of the Board of Directors meeting under the provisions of Article I of the constitution.

ARTICLE VIII. **ELECTION OF DIRECTORS, PRESIDENT and VICE PRESIDENT**

- A. The election of Area Directors, President and Vice President shall be conducted as set forth in the Bylaws.
- B. As soon as practicable after their election, the Board of Directors shall elect one of their members as Chairman. Thereafter, he shall preside over the meetings of the Board of Directors, for the term of that Board.
- C. The term of office and dates of election of the Area Directors, President and Vice President shall be as set forth in the Bylaws.

ARTICLE IX. **FISCAL YEAR**

- A. The fiscal year of The 3905 Century Club, Inc. shall begin on the 1st day of March and terminate on the last day of February next following.

ARTICLE X. **GENERAL**

- A. The 3905 Century Club, Inc., its nets, officers and members shall scrupulously observe all applicable laws and regulations, and shall utilize good operation practices, at all times.

ARTICLE XI. **AMENDMENT**

- A. Proposed amendments to this Constitution shall be moved and seconded and then tabled at a meeting of the Board of Directors. Such proposed amendments shall then

be posted on the Club's official website and notice that an amendment is posted on the Club's website shall be announced on each of the club's phone nets for a period of 3 weeks before being considered by the Board of Directors. During this time period, the Club Information Officer shall provide a hard copy of the proposed amendment to members by mail at club expense upon request. Thereafter, an amendment shall become part of this Constitution upon approval by a two-thirds majority vote of the entire Board of Directors.

CHANGES AND UPDATES

DATE	ARTICLE
12/12/2015	EDITS TO II.A.(2), DELETED II.A.(3), EDITS to VIII, VIII.A, VIII.C, EDITS to XI.A
05/14/2016	EDITS TO XI.A Added a missing paragraph at “Proposed amendments to this Constitution ...”
12/01/2020	DELETED II.A.(2).c and MOVED to II.B.1, DELETED II.A.(2).d, EDITS to II.A.(2).e
03/01/2024	REPLACED I and II IN THEIR ENTIRETY