**BYLAWS**

 **OF**

 **THE RADIO TECHNICAL COMMISSION**

 **FOR MARITIME SERVICES**

 **ARTICLE I**

 *Name and Location*

*Section 1:* The name of this organization shall be the Radio Technical Commission for Maritime Services, hereinafter referred to as the RTCM.

*Section 2*: The Headquarters and Executive Office of the RTCM shall be located in the greater Washington, D.C. metropolitan area.

 **ARTICLE II**

 *Objectives*

*Section 1: General.*  The principal objective of RTCM is to foster the expansion and dissemination of current knowledge about maritime telecommunications, thereby improving the technical quality and the practical applications of maritime telecommunications for the benefit of all concerned in the private and public sectors. "Telecommunications," as used herein, means any transmission, emission or reception of signs, signals, writing, images and sounds or intelligence of any nature by wire, radio, optical and other electromagnetic or visual systems.

*Section 2: Specific Objectives*. The objectives of the RTCM shall include:

a. Instructing the public on maritime telecommunications by promoting ideas and exchanging information on maritime telecommunications.

b. Instructing the public on maritime telecommunications by facilitating the development and exchange of views on a national and international basis on maritime telecommunica­tions and related matters between and among government, private industry and the general public.

c. Studying and preparing standards, reports and recommendations on maritime telecommunica­tions practices, needs, and technologies with a view toward improving the efficiency and capabilities of maritime telecommunications services.

d. Suggesting ways to keep rules and regulations to the minimum essential for effective maritime telecommunica­tions.

e. Making recommendations on important issues involving maritime telecommunications.

f. Pursuing any other activity consistent with its general objective and its status as a  501(c)(3) tax exempt organization.

 **ARTICLE III**

 *Scope of Activities*

*Section 1: General*. The RTCM is organized exclusively for tax exempt non-profit purposes. The actions and activities of the RTCM are intended to be such as to qualify the RTCM as an exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law and, as may be applicable, the corresponding provision, if any, in the Revenue Laws of other countries.

*Section 2: Activities Precluded*.

a. The RTCM shall not lend its name or influence to or for any commercial enterprise.

b. The RTCM is not organized for profit and no part of its net earnings shall inure to the benefit of its members, directors, or officers except that the RTCM shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred in furtherance of the objectives set forth herein.

c. No substantial part of the activities of the RTCM shall involve the carrying on of propaganda or otherwise attempt­ing to influence legislation, except to the extent Section 501(c)(3) tax exempt organizations are permitted, and the RTCM shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

d. Notwithstanding any other provisions of these articles, the RTCM shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law.

 **ARTICLE IV**

 *Membership*

*Section 1: General*. Membership in the RTCM shall be open to all persons and organizations without discrimination having a bona fide and active interest in furthering the objectives of the RTCM. Membership classes and qualifications are delineated in Section 2 following.

*Section 2: Classes of Membership*. The RTCM shall have the following classes of membership.

a. Personal membership shall be open to all persons whom the Board of Directors determines are not eligible for Or­ganizational Membership.

b. Organizational membership shall be open to all organiza­tions, both government and non-government interested in furthering the objectives of RTCM.

c. Student membership shall be open to students in post-secondary school level educational or vocational training provided such students are not employed on a full-time basis.

d. Honorary membership shall be conferred on any person so designated by the Board of Directors as having made outstanding con­tributions to the advancement of maritime telecommunica­tions.

*Section 3: Administration of Membership*

a. The election to membership in all classes shall be by majority vote of the Board of Directors and the decision of the Board as to eligibility shall be final.

b. Membership applications shall be made in writing by submitting the membership application form to the President of the RTCM.

c. In the case of applications for organizational memberships, the membership application form shall list the names of individuals who will participate in RTCM activities. The member organization may revise this list from time to time.

d. Any member may withdraw from the RTCM by tendering a written resignation.

e. Any member failing to pay an annual dues invoice in a timely manner shall be dropped from the membership roll, unless in exceptional circumstances, the Board of Directors votes to retain the member for a specified period, by a vote of 2/3 of the members of the Board present and voting.

f. Any member may be dropped for cause by a vote of 2/3 of the Board of Directors present and voting, or, having been dropped, may be reinstated by a 2/3 vote of the Board of Directors present and voting.

*Section 4: Rights and Privileges of Membership*

a. All members shall receive information and documents of general interest as they become available, and may participate in meetings of the Assembly and Special Committees. Special Committee participants and mailing list members are entitled to all documents associated with the Committee work or area of interest including final standards, reports and recommendations. Distribution of documents and information will normally be via E-mail, Websites, or through other appropriate technologies.

b. Personal and Organizational Members may attend meetings of the Board of Directors and the Standing Committees.

c. Voting rights of the various membership classes are as prescribed in pertinent sections of the Bylaws.

 **ARTICLE V**

 *Organizational Structure*

*Section 1: General*. The RTCM organizational structure shall consist of the general membership known as the Assembly, the Board of Directors, the Officers, the Staff, the Technical Advisors, and the Standing and Special Committees. Meetings of the foregoing shall be conducted in accordance with Robert's Rules of Order.

*Section 2: The Assembly*

a. *Membership*: All Members of the RTCM are members of the Assembly. Organizational Members shall each have one vote at proceedings of the Assembly. It is presumed that a representative of an Organizational Member present at the Annual Meeting has the authority to vote for the organization, unless the President has been notified to the contrary by the person recorded in the RTCM records as the organization’s primary or alternate representative.

b. *Annual Meeting*

 (1) The Assembly shall hold an annual business meeting at such time and place as specified by the Board of Directors. Notice of time and place of the meeting shall be furnished to all members of the RTCM at least 90 days in advance of the meeting.

 (2) The Assembly shall, at its annual business meeting, elect the Board of Directors to serve for the follow­ing year.

c. *Voting*

 (1) In selecting members of the Board of Directors: a quorum shall be 15% of the members.

 (2) In any case in which a quorum is not obtained, the current Board of Directors shall elect Directors in sufficient numbers to provide a full Board for the following year.

*Section 3. The Board of Directors*

a. *Term of Office*. The Board of Directors elected at the Annual Assembly business meeting shall take office at the meeting and shall serve until the next Annual Assembly business meeting.

b. *Number and Composition of the Board*. The number of Directors shall be of such number as determined by the Board, but in any event not less than 15. The composition of the Board shall be such as to provide appropriate representation for all the diverse interests within the RTCM membership.

c. *Authority and Responsibilities*. The Board of Directors shall be the governing body of the RTCM. It shall have plenary control and direction of all business affairs of the RTCM and fiduciary responsibility to the RTCM. It shall have the power to amend these Bylaws, to fill casual vacancies in its membership pending the next annual business meeting of the Assembly, to select the Officers of the RTCM and to carry out such other functions as may be assigned by these Bylaws. To this end, the Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable. The Board shall administer the election and retention of members in accordance with Section 3(a) of Article IV.

d. *The Chairman and Vice Chairman of the Board*. The Chairman and Vice Chairman of the Board of Directors shall be elected by the Board. The Chairman shall preside at meetings of the Board and shall perform the duties usual to his office. The Vice Chairman shall act for the Chairman in his absence and shall perform other duties usual to his office.

e. *Meetings*. The Board shall meet at least four times each year at a time and place to be designated by the Chairman of the Board.

f. *Voting*

 (1) In extraordinary circumstances, as determined by the Chairman of the Board, or the Vice Chairman, acting for the Chairman, a vote may be taken by telephone conference call.

 (2) A quorum at meetings of the Board of Directors or at telephone conference calls shall obtain when there are present at least 1/3 of the voting membership of the Board present or by proxy. Board members may participate by teleconference or videoconference.

 (3) In extraordinary circumstances, a member of the Board may exercise their voting rights for any meeting of the Board by written proxy. However, no person may hold more than one proxy at any Board meeting.

*Section 4.: Executive Committee*

a. *Composition.* The Executive Committee shall consist of the Chairman of the Board, Vice-Chairman of the Board, the President (ex-officio without vote), Secretary, Treasurer, and General Counsel.

b. *Authority and Responsibility.* The Executive Committee is empowered to act in the place of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by these bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or E-mail, or at the next Board meeting. The Executive Committee shall be responsible to the Board of Directors for ensuring the proper management and operation of RTCM. If a majority of the Executive Committee members determines that the President, Secretary, or Treasurer is unable to perform the duties of his or her office effectively, it may make an appointment, pro tempore, to fill the unexpired term of such officer. The Executive Committee may assign the duties and respon­sibilities of such Officer to a person selected by it for the duration of an Officer's incapacity.

*Section 5:* *The RTCM Officers*

a. *The President*. The President shall be elected by the Board of Directors for a one-year term and shall be responsible to the Board for the overall management and operation of the RTCM. He shall report directly to the Chairman of the Board and shall keep the Chairman informed of significant issues. He shall be a member, ex officio, of the Board of Directors and of all Committees.

b. *The Secretary*. The Secretary shall be elected by the Board of Directors from within the member­ship of the Board for a one-year term. The duties of this officer shall be such as his or her title by general usage would indicate.

c. *The Treasurer*. The Treasurer shall be elected by the Board of Directors from within the membership of the Board for a one-year term. The Treasurer shall be custodian of the funds of RTCM under the direction of the President. The Treasurer shall deliver an annual fiscal report to the President for presentation to the Board of Directors and such other special fiscal reports as the Board of Directors may call for.

d. *The General Counsel*. A General Counsel may be elected by the Board of Directors for a one-year term to serve as the legal advisor for the RTCM. If there is no General Counsel, the Board of Directors may engage outside counsel to represent or advise RTCM in legal matters as may be required.

*Section 6: The RTCM Staff*. Within the limitations of the budget, and subject to such guidance as may be provided by the Board of Directors, the President shall have discretion to hire and dismiss staff and to establish terms and conditions of employment.

*Section 7: The Technical Advisors*

a. *Appointment*. A Technical Advisor shall be an individual who, because of special expertise in matters of concern to the RTCM, has been elected by the Board of Directors to serve as a consultant on such matters.

b. *Remuneration*. Technical Advisors shall serve without remuneration.

c. *Duties and Functions*. The primary duties and functions of a Technical Advisor are as follows:

 (1) To advise the RTCM on matters referred for opinion,

 (2) To keep the RTCM informed of developments and trends on matters which may be significant to the application and utilization of maritime telecommunications, and

 (3) To recommend courses of action which would be pursued in the investigation and study of specific subjects.

*Section 8: Consultants*. Within the limitations of the budget, and subject to such guidance as may be provided by the Board of Directors, the President shall have discretion to engage paid consultants to carry out specified projects.

*Section 9: Standing Committees*

a. *The Membership Committee*

 The Chairman shall appoint a Membership Committee to develop strategies for membership growth and retention to maintain an active program of membership cultivation.

b. *The Budget and Finance Committee*

 The Budget and Finance Committee shall be chaired by the Treasurer. The Chairman shall appoint a Budget and Finance Committee to advise the Board of Direc­tors, on the annual budget and to make recommenda­tions. The Committee may perform such other duties in connection with the finances of RTCM as the Chairman may determine from time to time.

c. *The Assembly Planning Committee*

 (1) The Chairman and members of the Committee shall be appointed by the Chairman of the Board.

 (2) The duties and functions of the Committee shall be to develop plans for the assembly.

d. *The Nominating Committee*

 (1) The Chairman and members of the Committee shall be appointed by the Chairman of the Board. All Committee members shall be members of the RTCM. Members of the Board of Directors may serve as chairman or member of the Nominating Committee.

 (2) The duties and functions of the Nominating Committee shall be to prepare a slate of candidates for election to the Board of Directors at the next annual Assembly Business Meeting.

e. *The Oversight or Steering Committees*

 (1) Chairmen and members of oversight or steering committees may be appointed by the Chairman of the Board as deemed necessary from time to time.

 (2) The duties and functions of oversight or steering committees shall be to maintain general cognizance over government and non-government activities in areas of technological and/or policy interest to the RTCM membership. Such committees shall keep the Board of Directors advised of significant activities in the areas under their cognizance and shall make recommendations as to areas for study by Special Committees of the RTCM.

*Section 10: Special Committees*

a. *General*: The standards, reports and recommendations con­stituting a principal activity of the RTCM shall be done by committees working on particular assignments, which shall be known as Special Committees. Special Committee Chairs shall report to the Board of Directors in person or through the President.

b. *Establishment*: The Board of Directors shall establish Special Committees to perform special tasks. Terms of Reference of the Committees shall be approved by the Board of Directors and shall include provisions for dissolution of the Committee upon acceptance by the Board of its final report, standard, and/or recommendation. Special Committees responsible for standards in use by government or industry continue in existence for as long as needed to ensure that those standards can be maintained as current and relevant. The Board of Directors may dissolve such Special Committees only when maintenance of their standards is no longer required.

c. *Membership*: The Board of Directors shall designate the Chairman of Special Committees. The Chairman, and members shall normally be members of the RTCM. Non-members of the RTCM may be invited to serve subject to approval of and under such circumstances as may be prescribed by the Board of Directors. The Chairman and Vice Chairman of the Board and the President shall be members, ex officio, of all Special Committees.

d. *Voting*: Only RTCM Member Organizations shall have the right to vote on Special Committee standards, reports and recommendations. Each Member Organization shall have one vote and decisions to approve standards, reports and recommendations shall be by majority vote. For this purpose at least 20% of the Member Organizations on the Committee shall constitute a quorum, including votes returned as abstentions. Detailed voting procedures on standards shall be set forth in a document approved by the Board of Directors setting forth RTCM’s Standards Development Policies.

*Section 11: Mailing Lists*. The President shall establish mailing lists of members interested in particular maritime telecommunications subjects of interest. These mailing lists may be assembled from dissolved Special Committees, or may be simply for the purposes of monitoring subjects of interest. Mailing Lists may be elevated to Special Committee status in accordance with the provisions of Section 10 of this Article.

 **ARTICLE VI**

 *Dues*

*Section 1: Establishment*. Dues and admission fees, if any, for each class of membership shall be established by the Board of Directors. The Board may prescribe more than one category of dues requirements within any membership class.

*Section 2: Payment*. Payment of membership dues shall be on an annual basis.

*Section 3: Delinquency*. Any member of the RTCM delinquent in dues for a period of ninety (90) days from the time due shall be notified of such delinquency and suspended from further ser­vices. If payment is not made within the succeeding sixty (60) days, the delinquent member may be dropped from the rolls in accordance with Article IV.3.e, and thereupon forfeit all rights and privileges of membership.

*Section 4: Refunds*. No dues shall be refunded to any member whose membership terminates for any reason.

 **ARTICLE VII**

 *Finance*

*Section 1: Fiscal Year*. The fiscal period of the RTCM shall be the period from October 1 through the following September 30.

*Section 2: Bonding*. Trust or surety bonds shall be furnished to cover the officers and employees of the RTCM as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the RTCM.

*Section 3: Budget*. A Budget of the proposed income and expenditures for each fiscal year shall be prepared by the Budget and Finance Committee. This proposed budget shall be submitted to the Board of Directors at least thirty days (30) days before the beginning of the fiscal year covered. The Board of Directors shall approve a budget prior to the beginning of the fiscal year.

*Section 4: Audit*. The accounts of the RTCM shall be audited at least once each fiscal period by a Certified Public Accountant.

*Section 5: Corporate Obligations*. No obligation shall be incurred on behalf of the RTCM except by the President, as authorized by the Board of Directors, or, in the protracted absence of the President, by the Chairman or Vice Chairman of the Board of Directors. All obligations incurred by the RTCM shall not attach to, or be incurred by, any member, employee, officer or director of the RTCM by reason of such obligation.

*Section 6: Financial Accounts*. Accounts with appropriate financial institutions shall be maintained by the President as required to properly handle RTCM receipts and expenditures. The President is authorized to execute appropriate papers to accomplish this, pursuant to action of the Board of Directors. All monies received by the RTCM shall be deposited in such accounts. Withdrawals from such accounts shall be signed by the President, or, in the protracted absence of the President, by the Chairman or Vice Chairman of the Board of Directors, or the Treasurer.

*Section 7: Financial Reports*. Financial Reports shall be furnished to the Board of Directors by the President quarterly, on a fiscal year cumulative basis unless otherwise determined by the Board of Directors.

 **ARTICLE VIII**

 *Indemnification*

*Section 1: Indemnification*. Each director, officer, or employee of the RTCM shall be indemnified by the RTCM against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer or employee except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or office or employee may be entitled, under any Bylaw, agreement, or vote of the Board of Directors.

**ARTICLE IX**

 *Amendments*

*Section 1: Amendments*. These Bylaws may be amended, in whole or in part, by the Board of Directors by an affirmative vote of a simple majority of those present at any meeting of the Board at which a quorum is present, provided that notification of the proposed amendment has been transmitted to all members of the Board at least twenty (20) days prior to the meeting at which the vote is taken.

 **ARTICLE X**

 *Dissolution*

*Section 1: Dissolution*. On dissolution of the RTCM, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

*Approved by the RTCM Board of Directors at its meeting on September 23, 2013, and recorded in the Board minutes, RTCM Paper 220-2013-BD-506.*