

**BY-LAWS
OF
AMATEUR RADIO ADVANCEMENT GROUP
A NONPROFIT CORPORATION**

TABLE OF CONTENTS

ARTICLE I – Title	2
ARTICLE II – Organization	2
ARTICLE III – Membership	2
ARTICLE IV – Board of Directors.....	3
ARTICLE V – Officers.....	3
ARTICLE VI – Meetings	4
ARTICLE VII – Committees.....	5
ARTICLE VIII – Corporate Records.....	5
ARTICLE IX – Loan of Corporate Equipment.....	5
ARTICLE X – Financial Reviews	6
ARTICLE XI – Equipment / Tangible Asset Review	6
ARTICLE XII – Amendment of the By-Laws.....	6
ARTICLE XIII – Loans and Rights and Interests in Assets	7
ARTICLE XIV – Borrowing Monies and Pledging Assets	7
ARTICLE XV – Removal from Office.....	8
ARTICLE XVI – Expulsion from Membership	9
ARTICLE XVII – Bonding	10
ARTICLE XVIII – EXCULPATION	10
ARTICLE XIX – Indemnification	10
ARTICLE XX – Parliamentary Authority	12
ARTICLE XXI – Dissolution	12

ARTICLE I – Title

- 1.1 The title of the corporation is AMATEUR RADIO ADVANCEMENT GROUP.

ARTICLE II – Organization

- 2.1 The Corporation is organized and incorporated as a non-profit corporation according to the laws of the State of Alabama for the purpose of:
- 2.1.1 Securing resources including both financial and tangible in support of the following objectives:
- a) Assisting and serving others through the use of amateur radio both in emergency and non-emergency situations in which normal lines of communication are disrupted or otherwise unavailable.
 - b) Promoting education and training for prospective and current amateur radio operators by providing opportunities for both education and hands-on training.
 - c) Promoting public knowledge and understanding of the value and benefits of amateur radio and similar science and technology.
- 2.1.2 Providing resources to amateur radio organizations and/or licensed amateur radio operators in support of the purposes stated above. The provisioning of any corporate resources to others will be bound by the rules and regulations of the Internal Revenue Service (IRS) in order to properly maintain the 501(c)3 status.

ARTICLE III – Membership

- 3.1 Membership in the corporation shall be limited to natural persons who share an interest in and wish to promote the general purposes and objects of this corporation. Membership shall be one class.
- 3.2 Annual dues in an amount set by the board of directors may be required for membership in this corporation, which said dues shall be used to promote the general purposes and objects for which this corporation is formed. Said dues shall be sufficient to create membership only when accompanied by an application for membership has been made and accepted by the Board of Directors.

ARTICLE IV – Board of Directors

- 4.1 Initially the Board of Directors shall consist of three (3) Directorships. The first Board of Directors shall be as stated in the Articles of Incorporation as filed with the Secretary of State of the State of Alabama. At the first Annual Meeting of the membership, the Board of Directors shall be increased to six (6) Directorships. The members of the corporation shall, by majority vote, elect the six (6) Directors to commence serving as Directors at said first meeting of the membership, with two (2) of said Directors elected for a term of one (1) year, two (2) of said Directors elected for a term of two (2) years and two (2) of said Directors elected for a term of three (3) years. Thereafter, upon the expiration of the term of each Director, the membership of Amateur Radio Advancement Group shall, at the Annual Meeting and by majority vote, elect a successor Director of the corporation for a term of three (3) years.
- 4.2 The Board of Directors shall elect from among them a chairman to perform the customary duties of a Chairman of the Board. The election of the chairman shall be for a term of one year. A chairman may be replaced at any time by the board with a two-thirds vote of the entire board membership.

ARTICLE V – Officers

- 5.1 The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. No person shall hold two (2) offices, except that the office of secretary and the office of treasurer may be held by one person.
- 5.2 Officers of the corporation shall be elected at the first regular meeting of the Board of Directors of the corporation and shall serve for a period of one year, or until their successors shall be chosen, but any Officer may be removed by the Board of Directors at any time with or without cause and with or without notice or hearing. Effective January 1, 2024, to be elected an Officer of the corporation, a person must be a member of Amateur Radio Advancement Group and must have been a member for the most recent twelve calendar months prior to the election. There is no restriction on a director also serving as an officer of the corporation.
- 5.3 The duties of the officers of the corporation shall be as follows:

- a) The President – shall preside at all meetings of the corporation, serve as the chief executive of the corporation, and call special meetings of the corporation and its membership as the need arises.
- b) The Vice-President – shall serve as President in the absence of the President.
- c) The Secretary – shall keep the books and records for the corporation, with the exception of financial records which shall be kept and maintained by the Treasurer.
- d) The Treasurer – shall receive and disburse funds for the corporation and keep and maintain financial records. No less than quarterly, the Treasurer shall also provide to officers and members of the Board of Directors standard financial reports consisting of Profit and Loss, Balance Sheet, and Cash Flow reports. Other reports may be provided from time to time as appropriate or as requested. Summary financial reports shall be provided to all members annually.

ARTICLE VI – Meetings

- 6.1 The Annual Meeting of the membership of the corporation shall be scheduled by the directors and held at a place designated by the Directors. The president shall preside over such meetings. Membership meetings are not required more often than annually. A special meeting of the membership may be called by any three members of the Board of Directors. The Secretary shall, by US Mail or by electronic communications, notify the membership at least seven (7) days in advance of any meeting of the membership. A quorum for any membership meeting shall consist of the smaller of twenty-five (25) persons or twenty-five (25) percent of the membership. No action shall be taken by the membership unless a quorum is present.
- 6.2 The Board of Directors shall meet no less than annually at a location selected by the Chairman of the Board. These regular meetings shall be scheduled a minimum of fourteen (14) calendar days in advance. All directors shall be notified via any written medium (USPS, email, or facsimile). A quorum shall consist of two-thirds of the members of the Board of Directors. No action shall be taken by the Board of Directors unless a quorum is present.
- 6.3 Special meetings of the Board of Directors may be called by the Chair of the Board or by any two (2) board members. In the event of a special called meeting, a minimum of three (3) calendar days notice shall be given by email or facsimile. The notice shall specify the time, location and agenda of the called meeting. The agenda of a special called meeting shall include only items which if deferred to the next regular board meeting could cause harm to the organization or the assets of the organization. Board

members may participate any the meeting either in person or via electronic means in which all participants can fully interact (e.g. conference call). A quorum shall consist of two-thirds of the members of the Board of Directors. No action shall be taken by the Board of Directors unless a quorum is present.

ARTICLE VII – Committees

- 7.1 The President or the Chairman of the Board of Directors may appoint ad-hoc committees with specific tasks and charters from time to time as needs and issues warrant. The duration of these interim committees shall not exceed the term of the person appointing the committee.

ARTICLE VIII – Corporate Records

- 8.1 All records of the Corporation shall be safeguarded and stored in a manner appropriate to and befitting their importance, status and value. The Secretary shall be responsible for the safeguarding of the records.
- 8.2 Corporate records shall not be disseminated or distributed to anyone or any organization unless specifically authorized by the President or his/her designee.

ARTICLE IX – Loan of Corporate Equipment

- 9.1 The President, or designee, with advice from the Board of Directors, shall determine which, if any, corporate equipment may be loaned out and the guidelines under which the designated equipment may be loaned. Any loan of assets must be consistent with the stated purpose of the Corporation as stated in Article I of these By-Laws. The guidelines will at a minimum contain a description of the conditions under which any given piece of equipment any be loaned and the maximum duration of any such loan. The listing of any outstanding loaned equipment shall be reviewed by the Board of Directors quarterly.

ARTICLE X – Financial Reviews

- 10.1 As soon as possible after the end of the corporation’s fiscal year, but not later than the end of the first quarter of each new fiscal year, the Chairman of the Board of Directors shall with the advice of the President, appoint a committee of three (3) to review all the corporations accounts. The committee shall consist of two members of the Board of Directors and a third person who is neither an officer nor a member of the board of directors.
- 10.2 The review must be completed in time to file all the required information concerning the corporation’s finances with the appropriate civil authorities. Upon completion of the review, the report may be inspected by the members and it shall be incorporated into the corporation’s permanent records.

ARTICLE XI – Equipment / Tangible Asset Review

- 11.1 In the third quarter of the fiscal year, the President shall appoint a committee to conduct a physical inventory of the corporation’s equipment and tangible assets. This review should be conducted in time to present a report to the officers and board of directors at sixty (60) days prior to the end of the fiscal year.
- 11.2 Following the receipt of the report, the Treasurer with the concurrence of the President shall recommend to the Board of Directors any adjustments to reflect loss, destruction, or any other act that has caused true value of an asset to not be correctly reflected in the accounts of corporation. Upon approval of the Board of Directors, the Treasurer can be instructed to make such accounting adjustments. These adjustments, if any, shall be made in the same fiscal year as that in which the most recent physical inventory was conducted.

ARTICLE XII – Amendment of the By-Laws

- 12.1 These By-Laws may be amended from time to time by the Corporation as follows:
- (a) Proposed amendment or addition to the By-Laws may be initiated by any member, director or officer and must be submitted in writing to the President at least thirty (30) days in advance of presentation for adoption by vote on said amendment or addition. The president shall communicate the proposed amendment or addition to the board of directors within seven (7) days of receipt of such proposal.

- (b) At the next regular or special meeting, the Board of Directors will vote on the proposed amendment. Proxy votes must be written, signed, sealed and delivered to the secretary prior to the start of the meeting in which the vote is taken. A proxy vote will clearly indicate the item to be decided and the member's intended affirmative or negative vote on the issue. Any proxy in which the issue being decided is not indicated or no voting intention is indicated will not be accepted.
- (c) If the Board of Directors approves the proposed amendment or addition by a two-thirds majority vote, the amendment or addition shall become effective ninety (90) days following the vote. The membership shall be notified of such change within thirty (30) days following the vote of the Board of Directors.
- (d) A special meeting of the membership may be called for the sole purpose of voting to overturn the vote of the Board of Directors with regard to the By-Laws. Such a meeting must be called prior to the effective date of the change as specified in paragraph (c) above. The meeting may only be called by written notice signed by no less than five voting members of the organization. At said meeting, a vote of a three-fourths majority of the voting members present is required to overturn and nullify the decision of the Board of Directors.

ARTICLE XIII – Loans and Rights and Interests in Assets

- 13.1 Amateur Radio Advancement Group will make NO loans to any of its directors, officers, or members other than incidental loans of equipment as are allowed and specified under Article IX of these By-Laws.
- 13.2 No member, officer, or director shall have any vested right, interest, or privilege in or to the assets, functions, or affairs of Amateur Radio Advancement Group, or any right interest, or privilege which may be transferable or inheritable, or which will continue if his/her membership ceases.

ARTICLE XIV – Borrowing Monies and Pledging Assets

- 14.1 The borrowing of monies by the Corporation and/or the pledging of the assets of the Corporation may only be authorized by a vote two-thirds of the Board of Directors. This shall apply to any such transaction between the Corporation and one or more members, other individuals, organizations, or institutions. Execution of the approved borrowing and/or pledging of assets shall require the signature of the President and one additional officer of the Corporation.

ARTICLE XV – Removal from Office

- 15.1 The President or Vice-President may, after advice from the Board of Directors, remove any officer or Board of Directors member, including each other, from the duties of their office for the following reasons:
- (a) If, in his (or her) current term, an officer or Board of Director member is absent at fifty percent (50%) of the regular meetings of the Board of Directors and regular meetings of the membership.
 - (b) Failure to maintain the necessary qualifications to be a member of the organization.
 - (c) Inability to be bonded, or to retain bonding, in accordance with Article XVII (Bonding).
 - (d) Gross misconduct in the performance of official duties as determined by a majority vote of the Board of Directors.
- 15.2 Any officer or Board of Director removed from their office or board seat retains membership within the organization unless expelled from the organization. Should expulsion from the organization be deemed necessary, then expulsion shall be handled as specified in Article XVI (Expulsion from Membership).
- 15.3 In the cases of absence and failure to maintain membership qualifications, the accused officer or Board of Director member shall be removed by a simple majority vote of the other members of the Board of Directors.
- 15.4 In the event a club officer or Board of Directors member can no longer be bonded in accordance with Article XVII (Bonding), his (or her) office or Board of Directors seat shall immediately be declared vacant.
- 15.5 In the case of gross official misconduct:
- (a) The accusation being made shall be presented in writing to a member of the Board of Directors.
 - (b) An officer or Board of Directors member accused of gross official misconduct may be suspended from duties associated with said office by a unanimous vote of the remaining members of the Board of Directors.
 - (c) An accused officer's duties shall be assumed by an acting officer, to be chosen by a simple majority vote of the remaining members of the Board of Directors. If the accused officer is the President, the Vice-President shall become acting president

and the acting officer shall fill the temporarily vacant office of Vice-President. The acting officer must be a Board of Directors member who is not already an officer of the organization.

- (d) If a Board of Directors member is removed, the vacancy on the Board shall be handled as specified in Article IV (Board of Directors).
- (e) An accused officer or Board of Directors member shall be notified by registered mail, with return-receipt requested, of his (or her) suspension from duties if he (or she) is not present at the meeting in which his (or her) suspension from duties is affected.

ARTICLE XVI – Expulsion from Membership

- 16.1 Any member who willfully and knowingly violates any of the organizations published practices and procedures as detailed in the organizations handbook or who fails to maintain qualifications for membership as specified in Article III (Membership), shall be liable for expulsion from the organization. Upon expulsion, any member, officer or appointee shall immediately turn over any and all records, assets, equipment, and information belonging to, or necessary for the continuing activities of the organization. Once a member is expelled, re-admittance to the organization as a member shall only occur upon a unanimous affirmative vote of the entire Board of Directors of the organization.
- 16.2 The Board of Directors may, by a unanimous vote, make an accusation of misconduct against any member of the organization. Such an accusation of misconduct may be made by the Board of Directors either on its own initiative, or upon receipt, either directly from the petitioners or through the President, of a petition for an accusation of misconduct. Any such petition must be signed by at least five (5) members of the organization in good standing and must be accompanied by credible evidence of wrongdoing.
- 16.3 The accused member must be notified of the accusation of misconduct by certified mail, return-receipt requested.
- 16.4 The accused member shall make a rebuttal of the accusation against him (or her) to the Board of Directors. If the accused member fails to present a rebuttal within thirty (30) days of the notification, the accused member’s membership shall be terminated.
- 16.5 If the accused member gives a rebuttal, the Board of Directors after review, can refuse the rebuttal and by a two-thirds majority vote to expel the member. This action is effective immediately.

- 16.6 Any request for deviation from the “timeline” in these processes shall be made in writing to the Board of Directors and may be approved by a majority vote.

ARTICLE XVII – Bonding

- 17.1 Amateur Radio Advancement Group shall purchase bond for all corporation officers, Board of Directors members and all the members of committees which control any monies, property, equipment or other assets belonging to the Corporation. The Board of Directors shall periodically review the coverage and determine the appropriate levels of coverage.

ARTICLE XVIII – EXCULPATION

- 18.1 Pursuant to Section 10-11-1, e. Seq., Code of Alabama (1975), all non-compensated officers of Amateur Radio Advancement Group shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the organization except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article XVIII, the term “officer” shall include the organization’s officers, directors and trustees, and the members of any other governing body of the Corporation.

ARTICLE XIX – Indemnification

- 19.1 Amateur Radio Advancement Group shall indemnify an officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such an officer or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by an officer of the Corporation in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted

without reference to his ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Corporation.

- 19.2 The Board is hereby empowered to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in this Article XIX, Paragraph 1, who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of Amateur Radio Advancement Group, or is or was serving at the request of Amateur Radio Advancement Group as a director, trustee, officer, employee or agent of another corporation partnership, joint venture, trust or other profit or non-profit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Paragraph 1.
- 19.3 Amateur Radio Advancement Group will purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article XIX, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not Amateur Radio Advancement Group would have power to indemnify against such liability under the provisions of Article XIX.
- 19.4 In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Paragraph 1 of this Article XIX shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.
- 19.5 The provisions of this Article XIX shall be applicable to all actions, claims, suits or proceeding commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article XIX shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

19.6 For purposes of this Article XIX, the term “officer” shall include the Corporation’s officers, directors and trustees, and the members of any other governing body of the Corporation and any reference herein to directors, officers, employees or agents shall include former directors, trustees, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE XX – Parliamentary Authority

20.1 The rules contained in “Roberts Rules of Order Revised” shall govern in all cases to which they are applicable, and in which they are NOT inconsistent with these By-Laws.

ARTICLE XXI – Dissolution

21.1 Dissolution of the corporation shall be governed by the rule of the Alabama Non-Profit Act. The assets of the corporation, in the process of dissolution, shall be applied as specified in Article XII of the ARTICLES OF INCORPORATION OF AMATEUR RADIO ADVANCEMENT GROUP.

IN WITNESS WHEREOF, the undersigned have set their hands on this, the ____ day of _____, 2022.

John A. Outland, Director

Ken E. Adkisson, Director

Jefferson J Drew, Director