



National Amateur Radio Alliance

Bylaws

Revision 25.11.20

ARTICLE 1 - PURPOSES

The purposes of The National Amateur Radio Alliance (NARA) are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the National Amateur Radio Alliance shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The National Amateur Radio Alliance serves as a central hub of resources for amateur radio operators and focuses on these key areas:

1.1 Resources To provide essential support and tools that enhance the amateur radio experience, including assistance with licensing, access to technical information, and modern resources that meet the evolving needs of today's amateur radio community.

1.2 Engagement To foster community connections and active participation in amateur radio through on-air activities, events, awards programs, and initiatives that bring operators, clubs, and organizations together to build a stronger, more vibrant amateur radio community.

1.3 Outreach To promote amateur radio to new audiences, support youth involvement in the hobby, and raise awareness of amateur radio's value and contributions to society through community events, media efforts, partnerships, and public education initiatives.

1.4 Advocacy To support coordinated advocacy efforts on behalf of amateur radio operators, provide tools and resources to help individuals and clubs engage with policymakers, and collaborate with other organizations when legislative or regulatory issues arise that affect the amateur radio service.

1.5 Emergency Preparedness To establish and maintain amateur radio networks and programs that support communications in times of emergency and for public service; to develop and provide training opportunities, resources, and certification programs that prepare and equip amateur radio operators to serve effectively as emergency communicators.

ARTICLE 2 - OFFICES & NATIONAL HEADQUARTERS

2.1 Registered Office The principal office of The National Amateur Radio Alliance shall be maintained in Tennessee at a location chosen by the Board of Directors.

2.2 Other Offices The National Amateur Radio Alliance may also have offices in other places if needed for its organized purpose, as determined by the Board.

ARTICLE 3 - REGIONS & TERRITORIES

3.1 Purpose of Regional Structure To maintain local impact, foster effective emergency communications coordination, and ensure geographic representation, NARA organizes its membership into regions and territories aligned with the Federal Emergency Management Agency (FEMA) regional structure.

3.2 Regions NARA recognizes and aligns with the following ten regions:

Region 1 - Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont

Region 2 - New Jersey, New York, Puerto Rico, U.S. Virgin Islands

Region 3 - Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, West Virginia

Region 4 - Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee

Region 5 - Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin

Region 6 - Arkansas, Louisiana, New Mexico, Oklahoma, Texas

Region 7 - Iowa, Kansas, Missouri, Nebraska

Region 8 - Colorado, Montana, North Dakota, South Dakota, Utah, Wyoming

Region 9 - Arizona, California, Hawaii, Nevada, American Samoa, Guam, Northern Mariana Islands

Region 10 - Alaska, Idaho, Oregon, Washington

3.3 Regional Representatives Each of the ten regions shall elect one Regional Representative to serve as a liaison between members in that region and the National Board of Directors. Regional Representatives shall be elected by the voting members within their respective region according to procedures established by the Board in the Schedule of Elections and Procedures document. Regional Representatives must meet the qualifications set forth in Section 5.2 for Directors, except that Regional Representatives need only have been members for six months prior to nomination. Regional Representatives shall serve four-year terms and may serve no more than two consecutive terms as a Regional Representative.

3.4 Regional Advisory Council The ten Regional Representatives shall collectively form the Regional Advisory Council, which serves in an advisory capacity to the National Board of Directors. The Regional Advisory Council does not have governing authority but provides insight, feedback, and recommendations on matters affecting the amateur radio community across all regions. The Regional Advisory Council may be consulted on matters including but not limited to: strategic planning, policy development, membership concerns, emergency preparedness initiatives, and other matters as determined by the National Board. The Regional Advisory Council shall meet at least quarterly, either in person or by electronic means, and shall elect from among its members a Chair and Vice Chair to coordinate meetings and communication with the National Board.

3.5 Regional Advisory Council Voting and Procedures When the Regional Advisory Council is required to vote on matters such as Board vacancy approvals, a quorum shall consist of six (6) of the ten Regional Representatives. Actions requiring Regional Advisory Council approval shall be determined by a majority vote of those present and voting at a meeting where a quorum is established. The Chair of the Regional Advisory Council shall provide written notice to all Regional Representatives at least seven (7) days prior to any meeting, except in cases of emergency, where twenty-four (24) hours' notice may be given. Notice may be delivered by electronic mail or other electronic means.

3.6 NARA Territories For purposes of Board representation and organizational governance, FEMA regions are combined into three NARA territories:

Eastern Territory - FEMA Regions 1, 2, 3, and 4 (All states from Maine through Tennessee, including Puerto Rico and the U.S. Virgin Islands)

Central Territory - FEMA Regions 5, 6, and 7 (All states from Illinois through Nebraska)

Western Territory - FEMA Regions 8, 9, and 10 (All states from Colorado through Alaska and Hawaii, including U.S. Pacific territories)

3.7 Territory Representatives Each territory shall elect one Territory Representative to serve on the National Board of Directors as specified in Article 5. Territory Representatives are voting members of the National Board of Directors and are distinct from Regional Representatives who serve on the Regional Advisory Council.

3.8 Member Assignment Members shall be assigned to regions and territories based on their primary residence or, in the case of organizational members, their principal location of operations.

3.9 Regional Coordination The Board may establish state representatives, committees, or networks within regions to support local activities, emergency preparedness, and member engagement. Such positions and structures shall be defined and addressed in additional documents adopted by the Board.

3.10 Boundary Adjustments The Board may adjust regional or territorial boundaries as necessary to reflect membership changes, FEMA realignments, or organizational needs, provided such adjustments are approved by majority vote.

ARTICLE 4 - MEMBERSHIP

4.1 Classes and Qualifications The Board of Directors shall determine and set forth the qualifications, dues, terms, renewal periods, and other conditions of each class of member in a separate document, adopted by the Board of Directors. There shall be the following classes of members who have full voting rights:

1. Individuals: Individual members shall consist of those individuals who pay dues and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time. This category also includes individuals listed under family memberships or those enrolled in a 65+ membership, unless otherwise specified.
2. Youth: Youth memberships shall consist of individuals 18 years old and under who pay dues and meet any additional requirements for youth membership as may be imposed by the Board of Directors from time to time. Youth members shall have full voting rights equal to those of Individual members, including the right to vote on all governance matters, such as Board elections, bylaw amendments, and other matters presented to the membership. Youth members may serve on committees, but are not eligible to serve as Directors until they reach 18 years of age.

The Board may establish additional non-voting membership classes, which shall also be outlined in the Membership Guide.

4.1.1 Membership Applications All membership applications and renewals shall be submitted to the Secretary for processing. The Secretary is authorized to approve applications that meet the established membership criteria. Applications that raise concerns about an individual's suitability for membership shall be forwarded to the Board of Directors for review and decision. Applications for non-voting membership may also be forwarded to the Board of Directors for review.

4.1.2 Membership Renewal and Continuity The Secretary shall provide written notice to members regarding membership expiration at least thirty (30) days in advance. Any membership renewed within thirty (30) days after expiration shall be considered continuous without interruption.

4.2 Voting Rights Only members specified in Section 4.1 and whose membership is in good standing shall have the right to vote at the annual meeting of members (hereafter referred to as the National

Convention), and only on items presented to the members by the Board. Voting may occur at the National Convention or by written or electronic ballot as provided in Section 4.5.

4.2.1 Voting in Elections Elections for the National Board of Directors shall be held every two years. To ensure continuity of leadership, National Board positions shall be elected on a rotating basis so that only certain positions are subject to election in each cycle. The specific rotation of Directors shall be maintained in a separate document entitled the *Schedule of Elections and Procedures*, adopted by the National Board.

Voting members have the right to vote for 5 of the 7 National Board of Directors positions, which consist of voting for each of the four National Officers (President, Vice President, Treasurer, Secretary) and the Territory Representative for the territory in which the member resides. Elections shall be held in the fourth quarter of even-numbered years, adhering to specific dates and procedures established in the *Schedule of Elections and Procedures*.

4.2.2 Voting by Written or Electronic Ballot Any action which may be taken at the National Convention or special meeting of the members may be taken without a meeting if the National Amateur Radio Alliance (Corporation) delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed under State Nonprofit Corporation Law (hereafter referred to as "Act"), as amended, and shall be conducted as follows:

The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.

The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting.

Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.

All solicitations for votes by written or electronic ballot shall indicate the number of the responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.

To the fullest extent allowed by state law, written ballots may be delivered to members and received from members by electronic mail.

4.3 Membership Termination A member may voluntarily terminate their membership at any time by providing written notice to the Secretary. Such termination shall take effect upon receipt of the notice by the National Amateur Radio Alliance. Members who voluntarily terminate their membership forfeit any prepaid dues and lose all membership rights and privileges immediately upon termination of their membership.

4.4 Member Removal & Appeal A member may be removed from membership by a vote of at least five (5) Directors, but only for cause. "Cause" shall include, but is not limited to, the following: (a) willful misconduct or actions detrimental to the interests, reputation, or mission of the organization; (b) failure to pay required dues or fees after reasonable notice and a period to cure; (c) violation of any policies, codes of conduct, or rules established by the organization; or (d) engagement in illegal or unethical activities that reflect poorly upon the organization or its members. Prior to removal, the member shall be provided with written notice of the proposed action, the grounds for removal, and an

opportunity to respond, either in writing or in person, before the National Board makes its final determination.

If the National Board votes to remove a member, the member may appeal the decision to the full voting membership. The appeal must be submitted in writing to the Secretary within thirty (30) days of the National Board's decision.

The appeal will be presented at the National Convention or a duly called special meeting of the members, provided that a quorum, as defined in Article 7, Section 7.2.3, is present. The member may speak or submit a written statement. Reinstatement requires a majority vote of the members present and voting. The decision of the membership shall supersede the decision of the National Board and shall be final.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 Management and Delegation of Authority The affairs of The National Amateur Radio Alliance shall be managed by a National Board of Directors in accordance with these Bylaws and any resolutions duly adopted by the Board. The Board is authorized to delegate any of its powers, duties, or functions, except those expressly reserved by law or these Bylaws, to a committee of the Board, an individual Director, employees, or agents of the organization. Delegation of authority shall be approved by a majority vote of the Board. Such delegation may be general or specific, and may be revoked at any time by resolution of the Board. All actions taken pursuant to such delegated authority shall be subject to the oversight and review of the Board, and the Board retains the right to rescind any action taken under delegated authority.

5.2 Qualifications of Directors Each Director shall be at least 18 years of age, be a United States citizen residing in the United States, and hold a current FCC amateur radio license of General class or higher. Directors must have been members of the National Amateur Radio Alliance for at least one year prior to the official opening of nominations. No Director may be related by blood or marriage to any other Director serving on the National Board.

5.3 Number, Election, and Terms of Directors The National Board of Directors shall consist of four National Officers and three Territory Representatives. The Directors shall be elected for terms of four years by the Members eligible to vote, according to the schedule prescribed in the document entitled Schedule of Elections and Procedures. No Director shall serve more than two consecutive or non-consecutive four-year terms in the same Board position, and no Director shall serve more than three four-year terms total across all Board positions during their lifetime. In the case of Directors appointed to fill a vacancy under Section 5.12, partial terms of less than two years shall not be counted toward these term limitations.

5.4 Director Removal

5.4.1 Removal by Board or Members Any Director, including National Officers and Territory Representatives, may be removed from the Board, with or without cause, by the affirmative vote of at least five (5) of the seven (7) voting Directors. National Officers may also be removed by a majority vote of all Members with voting rights at any duly convened meeting of the Members. Territory Representatives may also be removed by a majority vote of Members with voting rights residing within their respective territory at any duly convened meeting of those Members.

5.4.2 Member Petition for Recall A petition by members to recall a Director may be submitted in writing to the Secretary, provided it is signed by at least five percent (5%) of Members eligible to vote,

or one hundred (100) such Members, whichever is greater. The petition must clearly identify the Director to be removed. The Secretary shall verify the validity of the petition within two (2) weeks of receipt. Upon verification of a valid petition, the Secretary shall schedule a meeting of the Members with voting rights to consider the petition. Such meeting shall be held no later than thirty (30) days after the completion of the verification period.

5.4.3 Due Process Rights The Director who is the subject of removal proceedings shall be given the opportunity to be heard and to have an official statement entered into the record prior to any vote on removal. The Director who is the subject of removal proceedings shall not preside over or vote in any proceedings concerning their removal.

5.4.4 Appeal Process Any Director removed by action of the Board may file a petition of appeal to the Members. Such petition must be filed with the Secretary within thirty (30) days of the Board's decision. The appeal shall be presented at the next National Convention or a special meeting of the Members, but no later than 90 days from the date the petition was received, provided that a quorum as defined in Article 7, Section 7.2.3 is present. The Director may speak or submit a written statement in support of reinstatement. Reinstatement shall require a majority vote of the Members present and voting. The decision of the membership shall supersede the decision of the Board and shall be final.

5.5 Quorum A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the National Board, unless a greater number is required by the Act or these Bylaws.

5.6 Vote Each Director, except for the president, shall be entitled to one (1) vote. The President votes only to break ties.

5.7 Unanimous Consent of Directors in Lieu of Meeting Any action that may be taken at a National Board meeting may be taken without a meeting if written consent(s) setting forth the action are signed by all Directors and filed with the Secretary of the National Amateur Radio Alliance.

5.8 Evaluation The Directors shall conduct a self-evaluation of the National Board's performance at least once every two years. This evaluation shall take place during the first quarter of the evaluation year and shall focus on identifying opportunities to improve the National Board's effectiveness.

5.9 Compensation No Director, by reason of their position or office, shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation from the National Amateur Radio Alliance for duties other than as a Director.

5.10 Employment of Staff The National Board of Directors may hire staff, contractors, or other personnel as necessary to support the operations and programs of NARA. The National Board shall establish and maintain written policies governing the terms of employment, duties, oversight, and authority of such personnel. All staff shall operate under the direction of the National Board or its designees, and their responsibilities shall align with the mission and goals of the organization.

5.11 Resignations Any Director may resign from their position at any time by submitting a written resignation. Such resignation shall take effect upon receipt by the National Amateur Radio Alliance, unless a later effective date is specified in the resignation. Acceptance of the resignation by the National Board of Directors shall not be necessary to render the resignation effective.

5.12 Filling Vacancies

In the event of a vacancy on the National Board due to removal, resignation, death, or incapacity, the remaining Directors may appoint a qualified individual to fill the vacancy, provided the appointee meets all qualifications set forth in Section 5.2. Any vacancy must be filled within sixty (60) days of its occurrence.

5.12.1 Appointment Process The Board shall notify the Chair of the Regional Advisory Council of the appointment within seven (7) days. The appointed individual shall serve provisionally pending approval by the Regional Advisory Council.

5.12.2 Regional Advisory Council Approval The Regional Advisory Council must vote to approve or reject the appointment within thirty (30) days of notification. Approval requires a majority vote of Regional Representatives present and voting at a meeting where a quorum is established as defined in Section 3.5. If the Regional Advisory Council approves the appointment, the individual shall continue serving until the next regularly scheduled election for that position. If the Regional Advisory Council rejects the appointment or fails to act within thirty (30) days, the appointment is void and the Board must either appoint a different qualified individual or call a special election.

5.12.3 Special Elections In lieu of appointment, the National Board may call a special election at its discretion to fill the vacant position. Individuals elected through special election assume office immediately upon certification of election results and serve until the next regularly scheduled election for that position. Board positions filled by special election do not require approval by the Regional Advisory Council.

5.12.4 Term Limit Considerations In the case of Directors appointed or elected to fill a vacancy under this Section, partial terms of less than two years shall not be counted toward the term limitations specified in Section 5.3.

ARTICLE 6 - NATIONAL BOARD POSITIONS

6.1 Officer Positions and Elections The officers of the National Amateur Radio Alliance shall include a President, one or more Vice-Presidents, a Secretary, and a Treasurer. During the fourth quarter of even-numbered years, Members have the opportunity to elect officers to replace those whose terms will expire at 11:59 am on the first Tuesday of the following fiscal year. Officers shall be elected by a majority vote. Newly elected officers shall begin their terms starting at noon on the first Tuesday of the following fiscal year. Term limits for all Directors, including Officers, are specified in Section 5.3.

The Directors may elect or appoint other officers or assistant officers as they deem appropriate. Such additional officers or assistant officers shall not be considered members of the Board of Directors, shall not serve as or replace Directors, and shall not have voting rights on the Board of Directors.

6.2 Multiple Roles Any two or more offices may be held by the same person temporarily only in the event of a vacancy, except for the offices of President and Secretary, which may not be held by the same person under any circumstances.

6.3 Duties

6.3.1 President The President shall preside over and moderate all meetings of the Board of Directors and general membership meetings. The President shall generally supervise the business of the National Amateur Radio Alliance and shall execute documents on behalf of the National Amateur Radio Alliance. The President shall ensure that the actions of the Board are implemented and that all official policies are executed as directed. The President, with guidance from the Board of Directors,

represents NARA in its work with the public, donors, and government agencies and officials. The President also serves as the official spokesperson for the Board on matters of NARA policy. The President does not vote on matters before the Board except to cast the deciding vote in the event of a tie.

6.3.2 Vice President The Vice President supports the President and may represent NARA when the President is unavailable or delegates the responsibility. The Vice President may also assist with public relations, donor outreach, and communication with government officials as needed. The Vice President shall be an ex officio Member of every National Amateur Radio Alliance committee.

6.3.3 Secretary The Secretary is responsible for keeping accurate records of all meetings of the National Board of Directors. The Secretary shall distribute draft meeting minutes to all National Board members within twenty-one (21) days after the meeting, and shall make approved minutes available to NARA Members upon request. The Secretary maintains NARA's official documents, including bylaws and policies, and ensures that required meeting notices are sent. The Secretary is also responsible for maintaining NARA's legal and corporate status, including filing any reports or documents as required by law.

6.3.4 Treasurer The Treasurer is responsible for managing NARA's finances, which includes keeping accurate financial records, overseeing income and expenses, and ensuring that all funds are handled responsibly. The Treasurer prepares and presents regular financial reports to the National Board of Directors and provides a financial report at all regular National Board meetings. The Treasurer is authorized to sign checks and other legal documents related to NARA's finances, as needed to carry out their duties. They are also responsible for ensuring that all required tax filings and financial reports are completed on time. The Treasurer may work with staff, bookkeepers, or accountants to support the financial health of the National Amateur Radio Alliance.

6.3.5 Territory Representatives Territory Representatives represent and advocate for the interests and concerns of members within their territory. They serve as a communication link between the National Board of Directors and members in their territory, and support and coordinate with state and regional representatives. Territory Representatives monitor and report on regional activities, member engagement, and emerging needs while promoting NARA programs and initiatives throughout their territory. They participate in National Board decisions with equal voting authority as other Directors.

6.4 Officer Succession If the President is unable to serve due to resignation, death, or incapacity, the Vice President shall step in as acting President until the National Board appoints a replacement. If both the President and Vice President are unable to serve, the Secretary shall serve as acting President, followed by the Treasurer if the Secretary is also unavailable, until the National Board can appoint replacements.

ARTICLE 7 - MEETINGS AND NOTICE

7.1 General Provisions

7.1.1 Place of Meetings Meetings of the National Board of Directors may be held at any location determined by the National Board. Meetings may take place either in person or via online platforms.

7.1.2 Notice of Meetings When written notice is required for Board of Directors meetings or general membership meetings, it may be delivered personally, by first-class or express mail, or by electronic mail. Electronic mail shall be the default method of notice delivery unless a member requests otherwise. Notices must be sent to the address or email listed in the National Amateur Radio Alliance's records.

If sent by mail, notice is considered given when it is placed in the U.S. mail. If sent by email, notice is considered given when it is sent. All notices must include the date, time, location (or online access information), and any other required details as specified in these Bylaws or applicable law.

7.1.3 Remote Participation in Meetings Any participant may join a meeting of the National Board of Directors, committees, or general membership meetings by means of conference telephone, video conferencing, or other similar communications technology by which all persons participating in the meeting can simultaneously hear and, where applicable, see each other. Such participation shall constitute in-person attendance at the meeting, provided that all participants can communicate effectively throughout the meeting. Participants joining remotely must have reliable connectivity and must be able to participate in voting procedures. The meeting chair shall establish protocols to ensure remote participants can fully engage in discussion and voting.

7.1.4 Parliamentary Procedure On questions of order and procedure not otherwise determined by these Bylaws, the provisions of the current edition of *Robert’s Rules of Order, Newly Revised* govern procedures.

7.2 Member Meetings

7.2.1 Annual Meeting (National Convention) There shall be an annual meeting of the members, known as the National Convention, held at such date, time, and place as the Board shall determine. The National Convention may be held in person, online, or in a hybrid format, provided that all members can hear each other and participate in real time. Members shall receive not less than 45 days' prior written notice of the Annual Meeting.

7.2.2 Special Meetings Special meetings of the members may be called by the President of the National Board or upon the request of 34% of the voting members. Members shall receive not less than 14 days' prior written notice of special meetings. The notice shall state the purposes of the special meeting.

7.2.3 Member Meeting Quorum and Voting Each voting member in good standing shall be entitled to one vote on any matters presented before the members at any duly convened meeting of the members. A quorum shall be deemed present when ten percent (10%) of the total number of voting members are represented, either in person or by proxy. Actions requiring member approval shall be determined by a majority vote of those present and voting at a meeting where a quorum is established and shall constitute the action of the members.

7.3 National Board Meetings

7.3.1 Quarterly Meetings Quarterly meetings of the Board shall be held as determined by the Board. Directors shall receive not less than 30 days' prior written notice of quarterly meetings.

7.3.2 Annual Board Meeting The meeting held in the third quarter shall be called the Annual Board Meeting. Directors shall receive not less than 30 days' prior written notice of the Annual Board Meeting.

7.3.3 Special Meetings Special meetings of the National Board may be called by the President or by the agreement of three Directors of the National Board at any time. At least ten (10) days' notice stating the time, place, and purpose of any special meeting shall be given to the other Members of the National Board.

7.3.4 Emergency Meetings In cases of genuine emergency requiring immediate National Board action, emergency meetings may be called by the President or by the agreement of four Directors with as little as twenty-four (24) hours' notice. For purposes of this section, a 'genuine emergency' includes but is not limited to: imminent legal action requiring Board response; natural disasters or catastrophic events affecting NARA operations, assets, or members; sudden loss of key personnel requiring immediate succession decisions; urgent regulatory or compliance deadlines; or immediate threats to NARA's tax-exempt status or legal standing. Emergency meetings may consider only matters directly related to the emergency that necessitated the meeting. Notice must specify the emergency circumstances and be delivered by the most expeditious means available, including telephone, email, or text message. A majority of Directors must be present for any emergency meeting, and any actions taken must be ratified at the next regular National Board meeting.

7.3.5 Waiver of Notice All National Board members may waive their right to notice in writing or verbally, either before or after the meeting. For a meeting to proceed without proper notice, all National Board members must waive their right to notice. Written waivers may be delivered by email, letter, or other written communication to the Secretary. Verbal waivers may be given during the meeting and shall be recorded in the meeting minutes. Attendance at a meeting constitutes a waiver of notice unless the person attends solely to object that the meeting was not properly called. A waiver of notice is effective whether given before or after the meeting to which it relates, and need not specify the business to be transacted or the purpose of the meeting unless specifically required by these Bylaws.

7.4 Meeting Documentation

7.4.1 Meeting Minutes The Secretary shall prepare written minutes of all Board of Directors meetings and general membership meetings. Minutes must include the date, time, location, attendees, major discussions, all motions made, voting results, and any other significant actions taken. Minutes from emergency meetings shall clearly state the nature of the emergency and the specific actions taken. Draft minutes shall be distributed to all Board members within fourteen (14) days after the meeting. Minutes shall be considered approved when adopted by a majority vote at the next regular meeting of the Board of Directors, or by written consent of the Board via electronic methods. Approved minutes shall be maintained in NARA's official records and made available to members upon request in a timely manner.

7.4.2 Electronic Mail Any action that must or may be taken in writing under these Bylaws or applicable law, including unanimous written consent, is valid if sent and received by electronic mail.

ARTICLE 8 - COMMITTEES

8.1 Committees of the Board The Board may create one or more committees made up of one or more Directors and any number of individual Members or a combination of member classes. These may include standing committees for ongoing functions or ad hoc committees for specific tasks. These committees are tasked with working on specific responsibilities or areas of interest related to the organization's mission. Committees provide focused attention, specialized knowledge, and support to help the Board make informed decisions. Each committee must have a Chair or Vice Chair who is a Director. Committees may be granted certain powers by the Board, but they cannot: a. Fill vacancies on the Board, b. Change or repeal the Bylaws, c. Overturn or reverse decisions made by the Board, d. Take action on matters assigned to another committee by the Bylaws or by the Board.

All committees must report their findings, suggestions, recommendations, and proposed changes to the Board for review and final approval. Committee recommendations shall not be implemented without prior Board approval, except where the Board has explicitly delegated implementation authority to the committee.

The Board reserves the right to dissolve any committee or advisory board at its discretion.

8.2 Committee Appointments and Meetings Unless otherwise specified by the Board or these Bylaws, the President shall have the authority to appoint and remove Members of all committees. Committee Members may include Directors, individual Members, youth members, or individuals from other member classes, as appropriate to the committee's function and purpose.

All committee members shall receive at least seven (7) days' written notice of committee meetings. The committee Chair or, in their absence, the committee Vice Chair, shall be responsible for sending notice of committee meetings. If neither the Chair nor the Vice Chair is available, the Secretary may send notice on behalf of the committee. Notice may be delivered by the same methods specified in Article 7.1.2 for meetings and must include the date, time, location (or online access information), and agenda items to be discussed.

8.3 Advisory Boards The National Amateur Radio Alliance may establish Advisory Boards to provide guidance, insight, and specialized expertise on key areas of focus. Advisory Boards are not governing bodies and have no authority to make decisions that legally bind the National Amateur Radio Alliance. They serve in a consultative capacity, offering input, research, and recommendations to the Board of Directors and officers.

Advisory Boards may include Directors, Members, community leaders, subject-matter experts, or other individuals whose experience and perspectives align with the mission and goals of the National Amateur Radio Alliance. These boards may be established for a specific ongoing purpose or as temporary working groups for time-limited projects.

The roles, responsibilities, and scope of each Advisory Board will be defined by the Board of Directors or the President at the time of formation. Advisory Boards may be asked to prepare reports, evaluate proposals, participate in strategic planning discussions, or assist with outreach, education, or public engagement efforts.

The President or the Board may appoint and remove Advisory Board Members as needed. While Advisory Boards do not vote on corporate matters, their contributions are valued and intended to strengthen the quality and effectiveness of the organization's work.

ARTICLE 9 - LIABILITY AND INDEMNIFICATION

9.1 Limitation of Liability To the fullest extent permitted by applicable law, a Director of the National Amateur Radio Alliance shall not be personally liable for monetary damages for any action taken, or for any failure to take action, in the capacity of Director, except in circumstances where: a. The Director has breached or failed to perform the duties of their office in accordance with the standards of conduct prescribed by the applicable provisions of the law; and b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This protection does not apply to criminal acts or to personal responsibility for taxes under local, state, or federal law.

9.2 Indemnification The National Amateur Radio Alliance shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Determination of Entitlement to Indemnification Unless ordered by a court, any indemnification under Section 9.2, or as otherwise permitted by law, shall be made by the National Amateur Radio Alliance only upon a determination that such indemnification is appropriate under the circumstances. This determination must be based on a finding that the Officer or Director has satisfied the applicable standard of conduct as set forth in that section.

Such determination shall be made in one of the following ways: a. By a majority vote of a quorum of the Board of Directors consisting solely of Directors who are not parties to the action or legal action; b. If such a quorum is not available, or if a majority of such quorum of disinterested Directors so directs, by the written opinion of independent legal counsel; or c. By a majority vote of the Members entitled to vote on the matter.

9.4 Advancement of Expenses The National Amateur Radio Alliance shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a legal action unless such legal action is brought against the person by or in the right of the National Amateur Radio Alliance, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such legal action, upon receipt of a written agreement on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the National Amateur Radio Alliance.

9.5 Continuing Right to Indemnification The rights to indemnification and the advancement of expenses provided under this Article shall continue as to a person who has ceased to be a Director or Officer of the National Amateur Radio Alliance and shall inure to the benefit of that person's heirs, executors, administrators, and legal representatives.

9.6 Other Legal Rights This section does not limit any other legal rights the National Amateur Radio Alliance may have to indemnify individuals under the law.

ARTICLE 10 - AMENDMENTS/DISSOLUTION

10.1 Bylaws The Bylaws may be amended by a majority vote of the Board at any duly convened meeting after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby. Such notice shall be provided to the Members at least 60 days in advance, with a 30-day comment period during which time Members shall have the opportunity to review and submit comments or feedback regarding the proposed amendments prior to the meeting at which the amendments will be considered.

Members with voting rights may propose amendments to the Bylaws by submitting a petition signed by at least five percent (5%) of Members eligible to vote, or one hundred (100) such Members, whichever is greater. The Board shall review and consider such proposals during the next scheduled meeting.

10.2 Member Action on Bylaw Amendments

All petitions submitted under this section must include the printed name, signature, and membership number of each signing member. The Secretary shall verify the validity of petition signatures and notify the petitioners within fourteen (14) days of receipt whether the petition meets the requirements of this section.

10.2.1 Petition to Present Rejected Amendments to Membership

If the Board rejects a member-proposed amendment, members may petition to bring the amendment directly to the voting membership. A petition signed by at least ten percent (10%) of voting members, or two hundred (200) voting members, whichever is greater, filed within sixty (60) days of the Board's rejection, shall require the Board to present the amendment to the membership for a vote at the next National Convention or at a special meeting called for this purpose. The Secretary shall provide all voting members with notice of the vote, including the text of the proposed amendment, at least thirty (30) days prior to the vote. Adoption requires a majority vote of members present and voting at a meeting where a quorum is present. If adopted, the amendment supersedes the Board's rejection.

10.2.2 Member Override of Board-Approved Amendments

Members may override a Board-approved amendment by petition and vote. A petition signed by at least ten percent (10%) of voting members, or two hundred (200) voting members, whichever is greater, must be filed with the Secretary within sixty (60) days of the Board's decision. Upon verification of a valid petition, the Secretary shall notify the membership of the proposed override and call a special meeting to be held within sixty (60) days. The Secretary shall provide notice to all voting members at least fourteen (14) days prior to the special meeting. A majority vote of members present and voting at a meeting where a quorum is present shall override the Board's amendment and nullify it. The override decision is final and binding.

10.3 Dissolution Upon the dissolution of the National Amateur Radio Alliance, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the National Amateur Radio Alliance, dispose of the residual assets of the National Amateur Radio Alliance exclusively for exempt purposes of the National Amateur Radio Alliance in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the National Amateur Radio Alliance is then located, for such purposes or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11 - MISCELLANEOUS

11.1 Fiscal Year The fiscal year of the National Amateur Radio Alliance shall begin on the first day of January and end on the last day of December.

11.2 Policies The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

11.3 Headings In interpreting these Bylaws, the headings of articles shall not be controlling.

11.4 Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State in which the National Amateur Radio Alliance is incorporated.

Certification:

We, the undersigned, are the initial Board of Directors of this association, and we consent to, and hereby do, adopt these Bylaws as the Bylaws of The National Amateur Radio Alliance, Inc.

ADOPTED AND APPROVED by

Board Member

Mikel Turner	Mikel Turner	2026-01-21
Name	Signature	Date
Josiah Russell	Josiah Russell	2026-01-21
Name	Signature	Date
Ronald Gilbert	Ronald Gilbert	2026-01-21
Name	Signature	Date