

By-Laws of
**Last Frontier Amateur Radio Society,
Inc.**

an Alaska Nonprofit Corporation

Founded: November 8th, 2022

By-Laws Amended on April 16th, 2024



ARTICLE I
NAME, OBJECT AND CORPORATION

Section 1. Corporate Name. The name of this Corporation is the Last Frontier Amateur Radio Society, Inc. The corporation may also use the name Last Frontier ARS. It is organized as a non-profit amateur radio club within the meaning of section 501(c)(7) of The Internal Revenue Code of 1986 (26 U.S.C. 501(c)(7)) and section 5 of Part 97 of the FCC Regulations supporting The Communications Act of 1934 (47 C.F.R. 97.5(d)(2)).

Section 2. Inclusion of Articles of Incorporation. The Articles of Incorporation of the Corporation shall be made part of these Bylaws as if they were recited verbatim herein, and every provision of the Articles of Incorporation shall be a provision of these Bylaws.

Section 3. Purpose. It shall be the Corporation's purpose to further the exchange of information and cooperation between members, to promote radio knowledge, fraternalism, and individual operating efficiency. Additionally, the Corporation's purpose will be to conduct club programs and activities so as to advance the general interest and welfare of amateur radio anywhere in Alaska. The Corporation will strive to maintain the integrity, honesty, and selfless service that comes with amateur radio by setting a standard that is to be unprecedented for our time. Our most important service to the amateur radio community will be providing license examinations using delivery methods that meet the growing needs of Alaska's citizens. We will maintain a strict, exclusive focus on Alaska to ensure the challenges of amateur radio are met with a continued understanding of our unwavering commitment to the Last Frontier.

Section 4. Membership. Full membership is open to licensed amateur radio operators that maintain a valid Alaska Driver License or State Identification Card issued by the Alaska Division of Motor Vehicles. Alternatively, those holding a valid amateur radio license with legitimate and verifiable ties to Alaska are also eligible. Those ties are subject to approval by the Board. Potential members must also be in good standing with the Federal Communications Commission and those with an interest in Amateur Radio. A Member is defined as a person who has been confirmed and accepted by the Board of Directors and successfully paid their membership dues. Partial

membership is granted to amateur radio operators who reside outside Alaska. Partial members have no voting rights within the Corporation. Applications for full or partial membership can be submitted at any time but are presented to the Board of Directors at regular meetings. Applications for membership shall strictly adhere to the honesty, integrity, and moral character of amateur radio as set forth in Part 97 of the FCC Rules. All members who are Alaska residents have one vote in club elections.

Admission into the Corporation is confirmed by two-thirds vote of the Board of Directors. Membership renewals must also be confirmed by two-thirds vote of the Board of Directors. No board member or club member of the Corporation shall receive compensation for work done on behalf of the club. New club members of the Corporation are prohibited from voting in any elections during the first sixty days after being approved by the Board. To expressly protect the Corporation's integrity as an amateur radio club, the Board of Directors reserves the right to screen applicants to determine membership eligibility. The Board of Directors shall establish written policy pertaining to membership eligibility requirements and shall be reviewed bi-annually. Changes to this section shall require a two-thirds vote from the Board of Directors.

Section 4.1 Membership Dues. The Board of Directors may set the necessary [annual] membership dues, which may not be increased by more than 25% of its current level without consent of two-thirds of the membership. Any dues shall be collected in U.S. dollars. All membership dues shall be payable October 1st of each year annually. New members that join the Corporation from September 1st through January 31st will pay the full membership rate. New members that join the Corporation from February 1st through May 31st will pay 75% of the full membership rate. New members that join from June 1st through August 31st will pay 50% of the full membership rate during the course of our club year. They will have their membership dues pro-rated, to ensure fairness and transparency for all.

Section 5. Prohibited Activities. The Corporation is a charitable corporation under §501(c)(7) of the Internal Revenue Code. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize, impair or defeat the corporation's status as a charitable corporation under the Internal Revenue Code or the regulations issued

under the Code. Similarly, the Corporation is a nonprofit corporation under the laws of Alaska. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize, impair or defeat the corporation's status as a nonprofit corporation under Alaska law.

Section 6. Nonpartisan Corporation and Neutrality. Because the mission of the Corporation involves the interaction with individuals of all different backgrounds, it is critical that the Corporation not permit itself to be associated with partisan causes, and that the Corporation have a policy of strict neutrality with regard to all electoral issues. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize either the nonpartisan character or the neutrality of the Corporation.

ARTICLE II

Board of Directors

Section 1. Composition. The Board of Directors ("the Board") shall consist of a minimum of five and a maximum of eleven persons.

Section 2. Eligibility. At least three fifths of the Board of Directors must physically reside, and be a registered voter in Alaska with the express intent to remain indefinitely, as defined by Alaska Statute 01.10.055 and 15 Alaska Administrative Code 23.143. A Board Member who has valid and verifiable ties to Alaska may also serve as a "Resident", pending unanimous board approval. Should a board member relocate outside Alaska and plan to return as a resident defined by law, a notarized affidavit must remain on file attesting to such plans of returning, otherwise the position will be vacated and replaced with an eligible person. Two fifths of the Board of Directors who reside outside Alaska may serve if 75% of the eligible voting members approve their service.

Section 2.1. Extenuating Circumstances. Should a board member who is an Alaska Resident be forced to temporarily relocate out of state due to conditions outside their immediate control, a certified letter carefully describing the situation must be presented. Upon receipt of the letter, an emergency board meeting shall be called within ten (10) days of receipt. This meeting shall be called to deliberate on the

letter's authenticity. At a minimum, the certified letter must satisfy the following conditions:

- a.) The board member is a legally established Alaska resident as defined by state law, or has valid and verifiable ties to the state;
- b.) The board member has clearly presented their situation that requires temporary relocation beyond their control;
- c.) The board member has provided satisfactory evidence of their intent to return to Alaska within a reasonable period of time;
- d.) The letter has been certified by an individual of competent jurisdiction within the United States.

The emergency board meeting will carefully review all aforementioned items listed above for completeness and clarity. Should there be a request for additional information, the board member in question shall furnish any missing details to the board within ten (10) working days. If the letter satisfies the need for an emergency meeting under this subsection, an initial decision on the circumstances shall be made. A temporary approval of 90 days shall be given by unanimous approval of the board and issued in the form of a board resolution, not more than five (5) working days of the decision being made.

Section 2.2. Extended leave of absence. As prescribed in Subsection 2.1 above, a board member who is an Alaska resident may be forced to extend their leave of absence from the state for reasons that are out of direct control of the person directly affected. Should an extension be required, another emergency board meeting shall be called within five (5) working days of the temporary approval's expiration date to establish legitimacy of a continued leave of absence from the state with the intent to remain a resident of Alaska. Additional documentation shall be required, and contain the following items, at a minimum:

- a.) The board member is a legally established Alaska resident as defined by state law, or has valid and verifiable ties to the state;
- b.) The board member has clearly presented their situation that requires an extended leave of absence beyond their control;

- c.) The board member has provided satisfactory evidence of their intent to return to Alaska within 36 months if approved by the board;
- d.) The letter has been certified by an individual of competent jurisdiction within the United States.

During the emergency board meeting, all of the aforementioned will be carefully reviewed for completeness and clarity. Should there be a request for additional information supporting an extended leave of absence, the board member in question shall furnish any missing details to the board within ten (10) working days. If the documentation that has been provided satisfies the need to allow an extended leave of absence as an Alaska resident, a vote shall be cast by the remaining board members. To issue an extended leave of absence for a board member who is an Alaska resident, a unanimous vote is required. Should a unanimous vote happen, a board resolution shall be issued and recorded by the Secretary giving the board member in question a 36 month period of absence from Alaska and retain the position as a resident of the state.

Section 2.3. Expiration of extended absence; removal. Anyone serving in the capacity of a board member who has been outside Alaska for more than 36 months having no valid and verifiable ties or has not returned to the state, shall be removed as an eligible board member claiming Alaska residency. A special election shall be called to fill the vacated position within sixty (60) days and the board shall establish guidelines for candidates and cast a vote for those eligible to do so within the Corporation.

Section 3. Purpose of Board. The purpose of the Board of Directors is to formulate policy for the productive development of the Corporation. The Board of Directors will also be responsible for the operations of our amateur radio license testing program. It shall be the duty of a Public Affairs Officer to represent the Corporation in matters before the public except in cases where authority has been reserved by the Board to itself or delegated to another committee.

Section 4. Officers. The officers shall consist of a President, Vice President, Secretary/Treasurer and such other officers that are to be deemed necessary by the Board.

Section 5. President. It shall be the duty of the President to preside at meetings of the Board and of the Executive Committee. Subject to the approval of the Board, the President shall appoint and fill vacancies on committees other than the Executive Committee. The President shall have such additional duties as the Board may provide from time to time.

Section 6. Vice President. The Vice President serves as the presiding officer in the absence of the President at meetings of the Board and Executive Committee, and assists the President. The Vice President shall have such additional duties as the Board may provide from time to time.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall supervise or perform the maintenance of the books and records of the Corporation, a true and accurate record of proceedings of the Board and the Executive Committee, and an accurate account of all moneys received and disbursed by the corporation. The Secretary/Treasurer shall have such additional duties as the Board may provide from time to time.

Section 8. Directors. The Board will consist of at least one director to provide guidance on matters pertaining to the Corporation and be permitted voting rights at board meetings pursuant to this Section.

Section 9. Elections. Elections are to be held on the third Tuesday in September, or on a date when practical as needed. Full, paid and current members who are Alaska residents are eligible to vote. Partial members, thus residing outside Alaska, do not have voting rights in any Corporation election. An election may be requested by at least one existing member. Each member shall be able to cast as many votes as there are elected positions to fill. Election to the Board of Directors shall occur for the candidate receiving the largest plurality of votes and continue to the next largest plurality until all positions are filled.

Should there be a tie vote for any position where there are more candidates than elected positions remaining, the membership will vote again, considering only those candidates and with each member casting a number

of votes equal to the number of positions remaining. If a board member is removed per Section 17 of this Article, that position shall remain vacant until the next election, or be filled by nomination with someone who is in good standing with the Corporation.

Section 10. Terms of Office. Board of Director positions begin their term of service on October 1st and expires on September 30th, three years later.

Section 11. Vacancies. Vacancies occurring in any office shall be filled by the Board at its next regular meeting or special meeting. Any vacancy shall be filled only for the unexpired term of the vacant office.

Section 12. Regular Meetings. The Board shall conduct not less than four regular meetings annually. The first regular meeting in each calendar year shall occur the third Friday in January, and each subsequent meeting thereafter be held on the third Friday of April, July and October, respectively. Should a regularly scheduled meeting occur on a holiday that is officially recognized in Alaska, it will be up to the Board of Directors to choose an alternate day, if two or more Directors object to participating on a holiday. Notice of the date, time and place of each regular meeting shall be given by the Secretary or the Secretary's designee in writing to all Board members. Notice of any regular meeting shall be given not less than ten nor more than thirty days in advance of the date of the meeting.

Section 12.1. Per majority vote of the Board of Directors on Friday, January 20th, 2023 all board meeting minutes, agendas, notices and other document related deliveries shall be disseminated by electronic mail, to be done by the Secretary at a time that is prudent.

Section 12.2. The Secretary or the Secretary's designee is permitted to accept a waiver of notice of a regular or special meeting of the Board given by electronic mail, provided that the Secretary or the Secretary's designee is reasonably satisfied of the authenticity of the electronic mail message.

Section 13. Special Meetings. Special meetings of the Board may be held at such place and time as shall be stated in the notice of meeting whenever called in writing by the President. Notice of any special meeting shall

be given by the Secretary not less than ten nor more than thirty days in advance of the date of the meeting. Notice of any special meeting of the Board shall be accompanied by an agenda of business to be conducted at the special meeting. No business of the Corporation shall be conducted at a special meeting of the Board unless it appears in the agenda accompanying the notice, except with the consent of all of the then-current members of the Board.

Section 14. Quorum. A quorum shall consist of a minimum of three members of the Board, if the total number of Board members is five. Should there be seven members of the board, a quorum shall be established by a minimum of five members being present. Should there be nine members of the board, a quorum shall be established by a minimum of six members being present. Should there be eleven members on the board, a quorum shall be established by a minimum of eight members being present. Should there be a quorum established by an even number of Board members, one must recuse themselves from any vote where a tie exists.

Section 15. Presiding Officer. The President, or in his or her absence the Vice President, shall preside at regular and special meetings. The President or Vice President shall be entitled to vote on all issues coming before the Board, unless otherwise disqualified.

Section 16. Voting. Each position on the Board of Directors shall have one vote. A person can not hold more than one position on the Board. The Station Trustee positions are not elected positions. The Station Trustee shall have one vote in board decisions if they do not hold another office. The Station Trustee may hold another board position, if necessary. The Station Trustee shall have one vote in any club related proceeding only if that person holds a position on the Board. Station Trustees may select their successor. If a Station Trustee leaves without a named successor, the board may appoint any member of the Corporation to that position.

Section 16.1. Attendance at meetings. Attendance by each board member at meetings is strongly encouraged to ensure the person's voice is heard on any issue that requires a vote. If a board member is not going to be present, a written notice of their absence must be submitted to the President within two (2) working days of the scheduled board meeting, otherwise it will be classified as "unexcused". If the board

member has more than 3 unexcused absences, the sitting Board reserves the right to hold a vote to immediately remove and replace that member from the Board of Directors.

Section 17. Removal of Directors. Any director of the Board may be removed, with or without cause, by a two-thirds vote of the Board.

Section 17.1. Any director who files an application for candidacy for elective office at any level of government shall be deemed to have resigned from the Board of Directors, and shall be disqualified immediately from serving a director of the Corporation, without action by the Board of Directors.

Section 17.2. Any director who is appointed or placed in elective office otherwise than through public election, shall be disqualified immediately upon appointment through that office.

Section 17.3. Any director who is charged with a serious crime or misdemeanor which, in the judgment of the Board of Directors, carries a risk of damage to the reputation of the Corporation, may be removed for cause.

ARTICLE III HONORARY BOARD

Section 1. Creation of Honorary Board. The Board may create an Honorary Board of the Corporation by written resolution implementing this Article.

Section 2. Composition, Qualifications. The Honorary Board shall consist of those persons deemed by the Board of Directors to bring or to have brought important contributions, skills, values, credentials or benefits to the Corporation which further the corporate purposes of the Corporation. There shall be no limit on the number of members of the Honorary Board.

Section 3. Term. Members of the Honorary Board serve at the pleasure of the Board.

Section 4. Authority. The Honorary Board shall have no authority to act on behalf of or in the name of the Corporation.

ARTICLE IV
EXECUTIVE COMMITTEE

Section 1. Creation of Executive Committee. The Board may create an Executive Committee of the Corporation by written resolution implementing this Article. The Board may terminate the existence of the Executive Committee of the Corporation by written resolution. Termination of the existence of the Executive Committee shall not affect any action taken by the Executive Committee prior to termination.

Section 2. Composition; Selection. The Executive Committee shall consist of at least three members of the Corporation. Members shall be selected by the Board of Directors and approved by a majority vote at a regular meeting. Members of the Executive Committee shall serve for terms of one year.

Section 3. Authority. Except when the Board is meeting at a regular meeting or special meeting, the Executive Committee shall have all of the powers and authority of the Board which the Board may delegate to an executive committee under Alaska law, except that the Executive Committee shall have no authority to do or perform any of the following acts:

Section 3.1. The Executive Committee may not do, perform or authorize any action or inaction which would jeopardize, impair or alter the existence of the non-profit corporation, the non-profit character of the corporation, or the tax-exempt status of the corporation, including, without limitation, the status of the corporation under the Internal Revenue Code, §501(c)(7).

Section 3.2. The Executive Committee may not amend or alter the Bylaws or Articles of Incorporation of the corporation.

Section 3.3. The Executive Committee may not elect officers, and may not elect or remove directors, except that the Executive Committee may fill vacancies caused by the resignation or withdrawal of officers and directors pending the next regular or special meeting of the Board. Officers or directors appointed to vacancies by the Executive Committee shall be named as “director pro tem” or “officer pro tem.” If the Executive Committee exercises its authority to remove officers, removal must be by a two-thirds vote.

Section 3.4. The Executive Committee may not fill vacancies on the Executive Committee, except that the Executive Committee may appoint persons as members of the Executive Committee pro tem, to serve until the next regular or special meeting of the Board.

Section 4. Meetings; Quorum. The Executive Committee shall meet from time to time at such intervals as directed by the President or Vice President of the Corporation. A meeting of the Executive Committee may be held on twenty-four hours written or electronic mail notice to the Executive Committee members. A majority of the Executive Committee members shall constitute a quorum.

Section 5. Presiding Officer. The President of the Corporation, or in his/her absence the Vice President, shall preside at all meetings.

Section 6. Voting. Each member of the Executive Committee shall be entitled to cast one vote. The presiding officer may vote on all matters as to which he/she is not disqualified. Except as provided in the Bylaws, the Articles of Incorporation or Alaska law, all matters shall be resolved by majority vote.

ARTICLE V

VOLUNTEER EXAMINER PROGRAM

Section 1. Authority. The Last Frontier Amateur Radio Society shall establish a license testing program that directly reflects our core purpose which is to serve Alaska and play a critical role in administering examinations. The Volunteer Examiner Program shall be established under the explicit authority of this Article.

Section 2. Oversight of the Volunteer Examiner Program. The Corporation's Volunteer Examiner Program shall be under the strict oversight of a Chairman. The Chairman shall be responsible for all operations relating to the Volunteer Examiner Program. To serve as Chairman, the person must hold a valid Amateur Extra class amateur radio license and be a United States Citizen. The Chairman is not required to be an Alaska Resident, however must be willing to operate under the official time zone as

defined in these By-Laws, thus being Alaska Time. The Chairman shall be selected by a majority vote of the Board of Directors and serves at their pleasure. The Chairman can be removed at any time, should there be sufficient cause to pursue termination of their service.

Section 3. Exam delivery. Delivery and administration of amateur radio license examinations shall be made available by any practical means based on the needs of a specific exam session being sponsored by the Volunteer Examiner Program. Examination delivery will include a paperless option, thus being web based and computerized. It shall also include the option of being delivered by paper hard copy. Should the Federal Communications Commission enact a requirement that all examinations be administered electronically, the Corporation shall no longer use paper hard copies. The Last Frontier ARS shall enact a practical means of exam delivery that satisfies our commitment to serving the citizens of Alaska.

Section 4. Policies and Procedures. A document clearly outlining the policies and procedures for the Volunteer Examiner Program shall be made available to anyone who plans to serve as an accredited Volunteer Examiner in the Program. Prior to releasing the document to a new Volunteer Examiner, they will be responsible for signing an agreement. At a minimum, the agreement must ensure the following statements are present:

Section 4.1. Non-Disclosure Clause. I understand and acknowledge the VE Handbook is intellectual property of the Last Frontier Amateur Radio Society, Inc. and distribution is expressly prohibited without the written, signed consent of the Chairman. Should I be found to distribute the VE Handbook without the Chairman's written consent, I will be in violation of the Alaska Uniform Trade Secrets Act (Alaska Statutes 45.50.910 - 45.50.945) and subject to civil litigation in an Alaska court of law.

Section 4.2. Violation of items in VE Handbook. I understand if I am found to be in violation of any items contained in the VE Handbook, disciplinary action may be taken.

Section 4.3. Time Zone of Operation. I understand the official time zone of operation is Alaska Time and it's my responsibility to

maintain knowledge of the time difference based on my physical location. I understand all correspondence will be given based on our official time zone of operation.

Section 4.4. Written Examination of Proficiency. I acknowledge that I must take and pass a written examination proving my understanding of Part 97 and the policies of the Last Frontier Amateur Radio Society, Inc. VE Program prior to being eligible to serve at any session.

Section 4.5. Maintaining Volunteer Examiner Status. I understand I must retake the VE Examination every 24 months to keep my certification active in the VE program.

Section 5. Types of exam sessions. Under the auspice of the Volunteer Examiner Program, various ways to administer exams under strict compliance with 47 CFR Part 97 shall include the following types of sessions:

Section 5.1. In-Person. This is where all applicants and at least 3 accredited Volunteer Examiners are in the same room.

Section 5.2. Hybrid In-Person. This is where all applicants and a minimum of 1 accredited Volunteer Examiner are in the same room, with at least 2 additional Volunteer Examiners in attendance monitoring remotely by video.

Section 5.3. Proctored Remote. This is where 1 applicant is in the same room with 1 vetted individual serving as a Proctor, while 3 accredited Volunteer Examiners are monitoring remotely by video.

Section 5.4. Fully Remote. This is where 1 applicant with two video feeds are in the same room and at least 3 accredited Volunteer Examiners monitoring remotely by video.

Section 6. Volunteer Examiner Recruitment and Requirements for Service. The Last Frontier Amateur Radio Society, Inc. shall establish policy for the recruitment, retention and incentivization of continued service within the Program itself. Recruiting preference will be given to Alaska residents as defined by Alaska Statute 01.10.055 and 15 Alaska Administrative

Code 23.143, respectively. Should there be an added need for Volunteer Examiners who reside outside Alaska, the Volunteer Examiner Program will accept and process applications from non-residents with a legitimate desire to serve in the Program. All Volunteer Examiners who plan to administer remote examinations with Last Frontier ARS must not actively serve in an identical capacity with another organization. Should any active, or potential Volunteer Examiner serve administer remote examinations with another organization shall be immediately ineligible for service with Last Frontier ARS.

Section 7. Administration of license exams to applicants physically outside Alaska. The Volunteer Examiner Program may, at the Chairman's sole discretion, allow for license examinations to be administered for those physically outside Alaska. Examinations being administered under this Section may be undertaken if the exam session itself is hosted per Sections 5.3 or 5.4 of this Article. Regularly scheduled exam sessions administered per this Section are at the sole discretion of the Chairman and can be discontinued at any time if the Chairman deems it necessary to ensure proper function of the Program. Administration of license examinations to applicants physically outside Alaska that qualify under Sections 5.1 or 5.2 of this Article are not being offered by the Volunteer Examiner Program.

Section 8. Selection of, and partnership with a Volunteer Examiner Coordinator; changing Volunteer Examiner Coordinators. The Corporation's Volunteer Examiner Program will seek a partnership with a Volunteer Examiner Coordinator that best fits the purpose and mission of the Corporation, as defined herein. It will be the Chairman's responsibility to provide guidance on his or her proposed selection of a Volunteer Examiner Coordinator to be used as part of our license examination service and provide those details to the Board of Directors. Approval of a partnership with a Volunteer Examiner Coordinator shall require a two-thirds vote of the Board of Directors. Changing the Corporation's affiliated Volunteer Examiner Coordinator shall require a two-thirds vote of the Board of Directors and a memorandum of understanding must be submitted to the departing Volunteer Examiner Coordinator within ten (10) days of a decision being made.

Section 9. Petitioning the Federal Communications Commission. Pursuant to this Section, the Last Frontier Amateur Radio Society

reserves full authority in petitioning the Federal Communications Commission regarding any subject matter expressly pertaining to the amateur radio service.

ARTICLE VI **OTHER PROVISIONS**

Section 1. Ratification. The business of any meeting, however called and noticed, and wherever held, shall be as valid as those at a meeting duly called and noticed, if a quorum is present provided that either before or after the meeting each of the members of the board or committee not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes for that meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2. Conduct of Meetings by remote conferencing. The Board, and any other committee may conduct any meeting via telephone, or by video conferencing, unless otherwise forbidden by law.

Section 3. Conflicts of Interest. It is the policy of the Corporation to require complete disclosure of any material conflict of interest. Any officer or director of the Corporation with a material financial interest or other conflict of interest (“a conflict of interest”) in an item or items of business of the Corporation shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the President or Vice President, the conflict of interest shall be disclosed to the Board or to the Executive Committee at which it occurs. After disclosure, the officer or director may not vote on any matter involving the conflict of the interest without the consent of the Board or the Executive Committee at which it occurs.

Section 3.1. If a matter before the Board of Directors or the Executive Committee involves a “disqualified person” as that term is defined in §4958 of the Internal Revenue Code and regulations thereunder, then the Board of Directors or Executive Committee shall satisfy the requirements of §4958 as to that “disqualified person,” including, but not limited, to the requirements that apply to conflicts of interest and the “safe harbor” standards with regard to the “disqualified person.”

Section 3.2. Any disclosure or action with regard to a conflict of interest shall be entered into the permanents of the meeting at which it occurs. Those minutes shall be considered for approval at the next meeting of the Board of Directors or Executive Committee at which a quorum is present.

Section 4. Permanent Standing Committees. Permanent Standing Committees may be created by the Board or the Executive Committee. Members of the Executive Committee shall be appointed by the Board with a majority vote. All Standing Committees shall be chaired by Board members, but the members themselves need not be directors of the corporation. Each committee President and committee member will continue to serve in that capacity until a successor has been appointed, unless the President ceases to be a member of the Board or the committee is terminated.

Section 5. Other Committees. Other committees of a temporary character may be appointed by the President, subject to approval by the Executive Committee.

Section 6. Indemnification of Officers and Directors. The Board or the Executive Committee may provide for the Corporation to indemnify, hold harmless and defend the officers and directors of the Corporation in the event that claims are asserted against them for their actions and activities on behalf of the Corporation, according to the terms and conditions of this section.

Section 6.1. In the discretion of the Board or the Executive Committee, the indemnification may be insured by suitable insurance coverage. The Corporation shall have no duty to indemnify, hold harmless or defend any officer or director in any criminal proceeding involving the conduct of that officer or director at or for the Corporation. In the event of a criminal conviction of an officer or director involving the actions or activities of the officer or director on behalf of the Corporation, all duties to indemnify, hold harmless or defend that officer or director in any non-criminal proceeding shall cease.

Section 7. Equipment and Property. Unless purchased with funds from the Corporation's treasury, all equipment used by the Corporation remains the property of the respective trustee. No rights shall affix to the

equipment by virtue of its use by the Corporation or its members nor shall the ownership rights of the trustee be diminished. All equipment purchased by the Corporation itself, from its treasury, remain property of the Corporation and likewise, no right of ownership attaches to such by the appointed trustee (or his successor).

Section 8. Time Zone of Operation. The Corporation shall use the Alaska Time Zone for all operating purposes. All correspondence, scheduling and other items requiring an assigned time follow the utilization of the Alaska Time Zone. No other time zone shall be used by the Corporation.

ARTICLE VII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members of the Board present and voting at a regular or special meeting.

ARTICLE VIII

FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 through September 30.

Section 2. Accounting Standards. The books and accounts shall be kept in accordance with sound accounting practices.

Section 3. Checks, Drafts and Notes; Contracts. Unless the Executive Committee or the Board provides otherwise by resolution, no check, draft, note or contract involving more than One Hundred Seventy-Five Dollars (\$175.00) may issue without the signature of the two officers of the Board of Directors.

ARTICLE IX
DISSOLUTION

Dissolution of the Last Frontier Amateur Radio Society, Inc., whether voluntary or with cause, shall follow the requirements to cancel the club station license(s) as directed by the Federal Communications Commission and filed in a timely manner. A written application to the Alaska Division of Corporations, Business and Professional Licensing via certified mail informing of said dissolution will be sent within ten (10) days of dissolving the Corporation. A recommendation for the distribution of assets shall be made in a resolution approved by a single majority of the members present at a duly called meeting held ninety (90) days prior to dissolution.

ARTICLE X
RATIFICATION

These By-Laws are hereby ratified and amended on this 16th day of April, 2024 with the current voting Board of Directors being as follows:

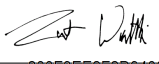
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Brandin Hess, AL0B
President

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Solveig Henry, AL9E
Vice-President & Treasurer

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Grant Williams, K4UUQ
Secretary

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George Gumfory, KL5RD
Director

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Charles Andrews, W5AD
Director