

Active Amateurs Radio Group of South Carolina

Proposed Amendment 1 to the By-Laws

AMENDMENT TO THE BY-LAWS OF ACTIVE AMATEURS RADIO GROUP OF SOUTH CAROLINA

This Amendment to the By-Laws of Active Amateurs Radio Group of South Carolina (the "Club") is made this November 1st, 2024.

WHEREAS, the Board of Directors of the Club has determined that it is in the best interest of the Club to provide for the indemnification of its directors, officers, employees, and agents;

NOW, THEREFORE, the By-Laws of the Club are hereby amended by adding the following new Article:

Article [XV] - Indemnification

Section 1. Indemnification of Directors and Officers

The Active Amateurs Radio Group of South Carolina (the "Club") shall indemnify any person 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 (other than an action by or in the right of the Club) by reason of the fact that the person is or was a director, officer, employee, or agent of the Club, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 2. Determination of Indemnification

Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties

to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 3. Advance Payment of Expenses

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit, or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Club as authorized in this Article.

Section 4. Insurance

The Club may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Club against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Club would have the power to indemnify such person against such liability under the provisions of this Article.

This Amendment was duly adopted by the Board of Directors of the Club on NOVEMBER 1st, 2024.

IN WITNESS WHEREOF, the undersigned, being the duly elected and qualified Secretary of the Club, has executed this Amendment as of the date first written above.

_____ Signature on file _____

Glenn Gianino, Secretary

Approved: 11/01/2024

_____ Signature on file _____

Howard Germroth, President