

# **NAB** Bylaws

NATIONAL ASSOCIATION OF BROADCASTERS

(Effective June 2010)

National Association of Broadcasters  
1771 N Street, N.W.  
Washington, DC 20036-2891

## ARTICLE I — NAME

The name of this Association shall be the National Association of Broadcasters.

## ARTICLE II — OBJECT

The object of this Association shall be to foster and promote the development of the arts of aural and visual broadcasting in all its forms; to protect its members in every lawful and proper manner, from injustices and unjust exactions; to do all things necessary and proper to encourage and promote customs and practices which will strengthen and maintain the broadcasting industry to the end that it may best serve the public.

## ARTICLE III — BROADCASTING DEFINED

The word "Broadcasting" as used herein is defined as over-the-air utilization of electromagnetic waves in a non-common carrier capacity on a primary allocation basis for the dissemination to the public of information and/or entertainment programming appealing to the aural or visual sense or both.

## ARTICLE IV — MEMBERSHIP

### Section 1. DEFINITION OF MEMBERSHIP.

There shall be two kinds of members: Active and Associate.

#### A. Active Membership - Applications.

(1) Active Members shall be designated as Radio Members and Television Members, respectively. Except as hereinafter provided, any individual, partnership, firm, corporation or network which is engaged in the operation of a broadcasting station, or network, or which holds a construction permit for such a station, within the United States or its dependencies, shall, subject to the approval of the Radio Board of Directors or of the Television Board of Directors, respectively, as hereinafter provided, be eligible to Active Membership in this Association to the extent of one membership for each such station and/or network which he/she or it operates, or for which he/she or it holds a construction permit. Each such membership shall be classified as Radio Membership, if the station or network is an Amplitude Modulation or Frequency Modulation station or network; or as a Television Membership if the station or network is a television station or network.

(2) All applications for Active Membership shall be accompanied by payment of one month's dues.

(3) For membership purposes, a radio network shall be defined as an individual, entity or corporation which offers an interconnected program service via simultaneous transmission of regularly scheduled programs and commercials daily to at least 100 affiliated radio stations in 35 or more states, and which owns directly at least six radio stations, or whose owners collectively own at least six radio stations. A television network shall be defined as any person, entity or corporation which offers an interconnected program service on a regular basis for 15 or more hours per week to at least 25 affiliated television licensees in 10 or more states, and which owns directly at least five television stations, or whose owner or owners each owns at least five television stations.

#### B. Associate Membership — Applications.

(1) Any individual, partnership, firm or corporation engaged in a business or profession connected with radio or television broadcasting for which The Board of Directors establishes a category of membership eligibility but which is not eligible for Active Membership, shall, subject to the approval of The Board of Directors be eligible to Associate Membership in the Association.

(2) Any applications for Associate Membership shall be accompanied by payment of one year's dues in advance.

### Section 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP.

**A. Active Members.** An Active Member, in good standing, upon payment of all required dues, registration and/or other fees, shall have, as hereinafter provided, (1) the right to cast one vote for or on account of each Active Radio and/or Television Membership, on all appropriate occasions; (2) the right to attend all national and district conventions and membership meetings; (3) the privilege of the floor at such meetings; (4) except as otherwise provided, the right to be nominated and elected by the membership, and to serve, as a member of such board or boards of directors of the Association as his/her classification of membership shall entitle him/her; (5) the right to serve, upon appointment by the President, as a member of committees of the Association; (6) the right to exercise such other privileges and to receive such services of the Association as may be prescribed for Active Members.

**B. Associate Members.** An Associate Member shall have such rights and privileges as may be prescribed from time to time by The Board of Directors.

### Section 3. LIMITATIONS ON MEMBERSHIPS.

**A. Networks.** When a radio network owns and operates one or more radio broadcasting stations, a prerequisite for Radio Membership of such a network, in this Association, shall be that all such owned and operated radio stations shall also be in membership. When a television network owns and operates one or more television broadcasting stations, a prerequisite for Television Membership of such a network, in this Association, shall be that all such owned and operated television stations shall also be in membership.

**B. All Stations Must Be Members.** Individuals, partnerships, firms or corporations that operate two or more radio broadcasting stations and desire Radio Membership in the NAB must make any and all such radio broadcasting stations members of the NAB. This provision is effective immediately for incoming NAB members and is effective July 1, 2006 for existing NAB members.

Individuals, partnerships, firms or corporations that operate two or more television broadcasting stations and desire Television Membership in the NAB must make any and all such television broadcasting stations members of the NAB. This provision is effective immediately for incoming NAB members and is effective July 1, 2006 for existing NAB members.

**C. Membership Termination - Reinstatement.** Any member who resigns or is dropped from membership shall be ineligible for reinstatement until all indebtedness to the Association has been fully paid, provided that, for good and sufficient cause, reinstatement of membership may be made under conditions to be prescribed by the President. A report fully setting forth the causes for each reinstatement shall be submitted in writing to the appropriate Board of Directors.

### Section 4. DURATION.

Except as hereinafter otherwise provided, new memberships which shall not be for a shorter period than six months, unless suspended or revoked, shall commence upon the date of receipt of application, subject to the ratification by the appropriate Board of Directors. After the expiration of six months, such memberships shall continue in full force, unless suspended or revoked, until receipt of written notice of resignation; provided, however, that for good and sufficient cause, the Secretary-Treasurer may, with the approval of the President, waive the resignation notice. A report, fully setting forth the causes for each waiver, shall be submitted in writing to the appropriate Board of Directors.

### Section 5. LOSS OF MEMBERSHIP.

**A.** Any member who, for a period of three months, has failed to pay the dues incident to his/her membership shall be dropped from membership; provided that, for good and sufficient cause, membership may be extended, thereafter, under conditions to be prescribed by the President.

**B.** Any membership may be suspended and/or revoked by the appropriate Board of Directors for any act which in the judgment of such Board constitutes a willful violation or breach of any of the provisions of the Charter or Bylaws or which contravenes the objectives of this Association, or reflects discredit upon the industry, by a two-thirds vote of the entire membership of the appropriate Board of Directors by secret ballot at a regular or special meeting; provided, however, that no such vote shall be taken until such member shall have been advised in writing, by registered mail, of the charges preferred against him/her at least 15 days before such vote by the appropriate Board of Directors.

Such statement shall be accompanied by a notice of the time and place of the meeting of the appropriate Board of Directors, at which such matter will be considered, and the member or his/her or its representative shall have the right to appear before such Board of Directors and be heard in answer to the charges before final action shall be taken.

#### **Section 6. CERTIFICATION AND QUALIFICATIONS OF REPRESENTATIVES.**

Each Active Member shall certify upon the call of the Secretary-Treasurer of the Association, the name of one person for each Active Membership; which person shall be an owner, partner, officer or executive whose time is devoted principally to the broadcasting business of each such Active Membership. Such person, while so certified, may, as hereinafter provided, represent, vote and act for and on behalf of such membership.

#### **Section 7. WAIVER.**

By application for, and/or acceptance of, membership in the Association, every member shall be deemed to have waived, and does thereby waive for himself/herself or itself, his/her, or its successors or assigns, in case of his/her or its loss or suspension of membership for any reason from the Association, as hereinbefore provided, all rights and privileges of membership of any nature whatsoever and to all claims, if any, of every nature and description, to any property of the Association, or to any fees, dues or charges paid to the Association and to any and all claims for damages for or because of such suspension, or otherwise.

### *ARTICLE V — DUES*

#### **Section 1. RADIO MEMBERS.**

Each Radio Member shall pay dues in accordance with such schedule or classification, at such times, and under such conditions as may be determined annually by the Radio Board.

#### **Section 2. TELEVISION MEMBERS.**

Each Television Member shall pay dues in accordance with such schedule or classification, at such times, and under such conditions as may be determined annually by the Television Board.

#### **Section 3. COMBINATION DUES.**

The Board of Directors may establish Combination Dues Plans upon such terms and conditions as will, in its judgment, serve the best interests of the entire membership.

#### **Section 4. ASSOCIATE MEMBERS.**

Each Associate Member shall pay dues in accordance with such schedule or classification, at such times and under such conditions, as may be determined from time to time by The Board of Directors.

### *ARTICLE VI — BOARD OF DIRECTORS*

#### **Section 1. THE BOARD OF DIRECTORS.**

There shall be a Board of Directors of the National Association of Broadcasters, herein referred to as The Board of Directors, which shall

consist of all members of the Radio and Television Boards and the Chairman of The Board and the President.

**A. Radio Directors.** The Radio Board shall be constituted of all directors who represent Radio Members.

**B. Television Directors.** The Television Board shall be constituted of all directors who represent Television Members.

#### **Section 2. NUMBER OF DIRECTORS.**

The number of elected and appointed directors constituting the Board of Directors shall not exceed 63, including the Chairman of The Board and the President. The number of directors constituting the Radio Board shall not exceed 35. The number of directors constituting the Television Board shall not exceed 26.

#### **Section 3. CLASSIFICATION OF DIRECTORS.**

**A. Television Directors.** There shall be elected to the Television Board, directors representative of television stations in a number to be fixed from time to time by the Television Board of Directors. In addition, six seats may be appointed by the Executive Committee as at-large directors. The procedures for the appointment of these six seats shall be determined by the Executive Committee and reviewed by The Board of Directors every two years. In addition, at the direction of the Board of Directors, the Television Board may appoint two Directors to the Television Board, in order to ensure a broad and diverse representation of broadcasters and audiences served. These appointments shall be for a two-year term, subject to reappointment in accordance with any term limits that may apply. Eligibility to serve on the Board shall be in accordance with Section 5 of this article. These special appointments shall be re-established by the Board of Directors each four years if they are needed to achieve a broad and diverse representation on the Television Board.

**B. Radio Directors.** There shall be elected to the Radio Board one director representing Radio Members from each Radio District. For this purpose, the United States and its dependencies shall be divided into such number of districts as the Radio Board may from time to time determine. The Radio Board shall designate the geographic areas which constitute each of the districts.

In addition, 10 seats will be available to the Radio Board for the appointment of Directors for two-year terms, subject to reappointment in accordance with any term limits that may apply, to ensure a broad and diverse representation of broadcasters and audiences served on the Radio Board. The Radio Board will establish procedures to decide which of the 10 seats will be filled, as well as for the appointment process. Eligibility to serve on the Board shall be in accordance with Section 5 of this Article. The Executive Committee will meet immediately following each annual Board election to evaluate make-up of the Board resulting from the election, from retiring Directors and from other composition changes. The Executive Committee will present its recommendations for use of the special seats to the Radio Board for approval.

**C. Network Directors.** Up to six nationwide television networks, in membership, with advice and consent of the Board Chair and the Executive Committee, may designate a representative to serve on the Television Board, and any such representative shall also serve on the Board of Directors. The procedures for the appointment of these six seats shall be determined by the Executive Committee and reviewed by the Board of Directors every two years. Eligibility to serve on the Board shall be in accordance with Section 5 of this Article. When there are fewer than six Network Directors, the Executive Committee may fill these seats on an interim basis to avoid empty seats.

#### **Section 4. TERM OF OFFICE.**

The term of office for all directors elected or designated subsequent to the effective date of these Bylaws, except the Chairman of The Board and the President, shall be two years, commencing with the first regular meeting of The Board following the Annual Convention at which their election or designation is certified and ending immediately prior to the first regular meeting of The Board following the close of the second Annual Meeting following their assumption of office. The Radio Directors from "odd" numbered districts, shall take office in "odd" numbered years; and those from "even" numbered districts, in "even" numbered years.

## **Section 5. DIRECTORS' ELIGIBILITY, NON-ELIGIBILITY, VACANCIES.**

**A.** Except as herein otherwise provided, any person who is duly certified by an Active Member as eligible for nomination and election to The Board of Directors, shall be eligible to serve as a Director of the Association: (1) The certifying member must be in good standing; (2) Only one eligible person each may be certified or nominated by each member, station or group for the Television Board, and no more than two eligible persons may be certified or nominated by each member, station or group for the Radio Board (See Article VI, Section 5 C, line one); (3) The person certified or nominated must be part of (a) a member station in good standing for at least six months as of the date of certification or nomination, or (b) a group with all of its stations in membership and good standing for at least six months as of the date of certification or nomination; or (c) if part of a station that is owned by a group, all group stations must be in membership and good standing for at least six months as of the date of certification or nomination; or (d) if part of a combined radio and television group, all radio and television stations within the group must be in membership and good standing for at least six months as of the date of certification or nomination. (4) The person nominated to a district directorship must have a place of broadcasting business in such district in order to qualify as eligible for nomination and election from that district.

**B.** No person shall be eligible to serve concurrently as a director representing both radio and television.

**C.** Except as provided in Section 3(C) of this Article, no individual, partnership, firm, corporation, organization, network, or company shall be represented by more than one person at the same time as a Director on the Television Board or by more than two persons at the same time as a Director on the Radio Board provided, however, that at least one of these Radio Directors shall represent a Radio District.

**D.** No person shall serve on The Board of Directors for more than three terms of two years each consecutively, and a person terminating service on The Board shall not serve again for a period of two years. No individual, partnership, firm, corporation, organization, network or company shall have a representative serve on the Radio Board from the same Radio District for more than three terms consecutively. This limitation shall not prevent persons designated by television networks to serve as their representatives and the six seats appointed by the Executive Committee pursuant to Article VI, Section 3 (A), from continuing to serve in such capacity, nor shall this limitation apply to the Chairman of The Board, or the President.

**E.** No person shall continue, for more than 60 days, as a Director and/or nominee for election if his/her status has changed such that he/she would no longer be eligible as a candidate for the directorship; in such case, a vacancy shall be declared by the Secretary- Treasurer, to be filled in accordance with the provision of Section 7.

## **Section 6. NOMINATION AND ELECTION OF DIRECTORS.**

**A. Television Directors.** Television Directors, exclusive of television network representatives and Board appointed seats, shall be nominated and elected by mail balloting, pursuant to procedures approved by the Television Board of Directors.

**B. Radio Directors.** Radio Directors, exclusive of Board appointed seats, shall be nominated and elected by mail balloting, pursuant to procedures approved by the Radio Board.

## **Section 7. VACANCIES.**

**A. Vacancies on the Radio or Television Board.** In the event of a vacancy on the Radio Board, the Radio Board Chairman, with advice and consent of the Radio Executive Committee and the Chairman of the Board, shall appoint a Director within 30 days of the vacancy occurring, to serve in that office for the remainder of the original Director's term. In the event of a vacancy of an elected seat on the Television Board of Directors, the Television Board Chairman, with advice and consent of the Television Executive Committee and the Chairman of the Board, shall appoint a Director within 30 days of the vacancy occurring to serve in that office for the remainder of the original Director's term.

**B. Network Vacancies.** Vacancies of network directors shall be filled by designation by the appropriate networks, with the advice and consent of the Chairman of the Board.

**C. Election to Succeeding Term.** If a person is elected for the succeeding term to a directorship which is vacant, such person shall serve out the unexpired term of his/her predecessor.

**D. Inapplicability of Three-Term Limitation.** In the case of a person who has not served on The Board of Directors during the preceding two years, serving out the unexpired term of a former Director shall not constitute a term within the meaning of the three-term limitation imposed in Section 5 (D) of Article VI, except where the unexpired term encompasses all of the regularly scheduled meetings of The Board during that term.

## **Section 8. POWERS OF THE BOARDS.**

**A. The Board of Directors.** The Board of Directors shall have power to determine the overall policies of the Association with respect to matters of general interest to all members, including but not limited to, the following: (1) to take title to real and personal property in the name of the Association; (2) to borrow money on behalf of the Association; (3) to execute mortgages and trust deeds on such property to secure payment of same; (4) to encourage the organization of state associations; (5) to elect a Chairman of The Board and a President; (6) to direct its officers to do all things necessary to carry out the policies, functions and activities of the Association; (7) to establish a fiscal year for the Association; (8) to approve the annual budget of the Association for the fiscal year; (9) to establish a pension plan for the executives and employees of the Association; (10) to establish combination dues plans; (11) to pass on applications for Associate Membership; (12) to suspend or terminate such membership; (13) to prescribe services available to Associate Members; (14) to determine dues for Associate Membership (15) to call special meetings of The Board of Directors; (16) to designate the location of the principal corporate office of the Association; (17) to designate such other offices, as it may determine to be necessary; (18) to adopt an official seal; (19) to submit Bylaws amendments to the qualified voting membership of the Association for referendum vote; (20) to delegate such of its powers as it may legally do and which it may deem advisable to the Radio Board and the Television Board.

**B. Radio Board.** The Radio Board shall have power: (1) to exercise such authority as is specifically provided for it in these Bylaws; (2) except as otherwise provided, to determine policies and procedures with respect to the particular interests of its Radio Members; (3) to determine the dues payable by the Radio Members; (4) to pass on applications for Radio Membership in the Association; (5) to suspend or terminate such membership by a two-thirds vote; (6) to allocate funds received from dues of Radio Members; (7) to recommend to The Board of Directors, action which in the opinion of the Radio Board should be taken by The Board of Directors, in the interest of all the members of the Association; (8) to designate the geographic areas which constitute the Radio Districts; (9) to determine election procedures for the Radio Board and to fill vacancies thereon in accordance with these Bylaws; (10) to determine the time and place of Radio Board meetings; (11) to call special meetings of the Radio Board and Radio Membership; (12) to elect a Chairman and First and Second Vice Chairmen upon such terms and conditions as it may deem proper.

**C. Television Board.** The Television Board shall have power: (1) to exercise such authority as is specifically provided for in these Bylaws; (2) except as otherwise provided, to determine policies and procedures with respect to the particular interests of its Television Members; (3) to determine the dues payable by the Television Members; (4) to pass on applications for Television Membership in the Association; (5) to suspend or terminate such membership by a two-thirds vote; (6) to allocate funds received from dues of Television Members; (7) to recommend to The Board of Directors, action which in the opinion of the Television board should be taken by The Board of Directors in the interest of all members of the Association; (8) to fill vacancies on the Television Board in accordance with these Bylaws; (9) to determine the time and place of Television Board Meetings; (10) to call special meetings of the Television Board; (11) to elect a Chairman and First and Second Vice Chairmen upon such terms and conditions as it may deem proper.

**D. Delegation of Powers.** The Board of Directors delegates to the Radio Board and the Television Board the powers set forth in Section 8 (B) and (C) of Article VI of these Bylaws and except to the extent necessary to carry out its powers as required by law or as set forth in the Articles of Incorporation and Bylaws of the Association shall limit its actions to matters of general interest to all its Radio and Television Members.

**E. Independent Board Action.** If either the Radio Board or the Television Board reports an action, such action must be approved by the Joint Board of Directors in order to become Association policy. In the event the Joint Board fails to approve such action by the reporting Board, a recess of up to one hour shall be called by the Joint Board Chairman, following which a second vote on the action of the reporting Board shall be taken. If the action is not approved on the second vote, the issue shall be the subject of a third vote at the next Joint Board meeting. If the action fails on the third and final vote, then The Board seeking approval may pursue the action as a Radio or Television Board issue with the full financial and logistical support of the Association on that issue.

#### **Section 9. MEETINGS OF THE BOARDS.**

**A.** The Board of Directors shall meet, regularly, at least once a year.

**B.** The Radio Board and the Television Board may meet at such times and places as a majority of each Board, respectively, may determine.

**C.** The Chairman of the Board or the President may at any time, on at least 48 hours' written notice, call a meeting of The Board of Directors, the Radio Board, or the Television Board. Similarly, the Chairman of the Radio Board and the Chairman of the Television Board may call a meeting of their respective boards upon 48 hours' written notice. Upon written request of one-third of the membership of any such Boards, addressed to the Secretary-Treasurer, and setting forth a specific subject or subjects to be considered, the Secretary-Treasurer shall call a meeting of such Board and give at least five days' written notice thereof.

**D. Weighting of Votes.** Voting during meetings of the Joint Board shall be weighted to reflect equality of the Radio and Television Boards. The ratio of the weighting shall be determined by dividing the number of television seats eligible to vote into the number of radio seats eligible to vote. Prior to each Joint Board meeting, the Secretary-Treasurer shall calculate the voting ratio and report it to the Chairman of the Joint Board.

#### **Section 10. QUORUMS.**

A majority of the Board of Directors shall constitute a quorum for the election of officers and all other purposes unless herein otherwise provided. A majority of the membership of the Radio Board or the Television Board shall constitute a quorum for a meeting of such respective Boards.

#### **Section 11. DUTIES OF DIRECTORS: REMOVAL**

**A. Fiduciary Duty of Directors.** Each Director shall be deemed to have a fiduciary duty towards the Association and shall, in connection with their actions as Directors, act in the best interests of the Association. This responsibility of Directors includes the following:

**(1) Avoidance of Conflicts of Interest.** Directors shall not participate in negotiating the terms of any business transaction between the Association and any entity by which they are employed or in which they have a substantial interest. Any transaction between the Association and such an entity, other than in the ordinary course of the Association's business, shall be disclosed to the Board.

**(2) Duty of Loyalty and Confidentiality.** Directors shall maintain in confidence all non-public information, proceedings and data of the Associations. While Directors may take positions that differ from the position of the Association, they shall not in so doing utilize non-public information or data that they obtained through their service on the Board.

**B. Removal.** A Director may be removed from the Board for violation of his or her duty to the Association by a majority vote of the Board of Directors. Directors shall be permitted to speak in their own behalf before a removal decision is taken, but the Board shall not be required

to utilize any particular procedures before removing a Director. Removal of a Director shall not affect the membership in the Association of his or her station or group.

### *ARTICLE VII — OFFICERS OF THE ASSOCIATION*

#### **Section 1. NAMES OF OFFICERS.**

The Officers of the Association shall be the Chairman of The Board, the President, and the Secretary-Treasurer.

#### **Section 2. POWERS AND DUTIES OF THE OFFICERS.**

**A. Chairman of The Board.** At the first regular meeting of The Board of Directors following each Annual Convention, The Board shall elect a Chairman, whose duty it shall be to preside at meetings of the Association and of The Board of Directors. The Chairman shall have such other duties and responsibilities under such terms and conditions as may be prescribed by The Board of Directors.

To be eligible for the Office of Chairman, a person must be a present or past member of The Board. The Chairman shall be elected by a simple majority vote of The Board members present and voting. The term of office for the Chairman shall be one year, starting with the date of his/her election, with eligibility for reelection to a second one-year term. The Chairman shall, in any event, serve until a successor is elected. The Chairman shall assume his/her presiding duties at the meeting following the meeting of his/her election. In the absence of the Chairman, the members may choose a Chairman Pro Tem by simple majority vote of the members present for the sole purpose of presiding over the meeting.

**B. President.** At the first regular meeting of The Board of Directors following each Annual Convention, The Board shall vote whether or not to retain a President by a simple majority vote of The Board members present and voting. In addition to the powers and duties otherwise specified in the Bylaws, the President shall have the following powers and duties:

**(1) Policies.** It shall be the duty of the President to execute faithfully the policies determined by The Board of Directors, the Radio Board and the Television Board, and to assist such Boards at all times in the determination of policies.

**(2) Management.** The President shall be responsible for the management of the affairs of the Association including, but not limited to, the direction and supervision of the officers, except members of The Board of Directors, and the employment, direction and supervision of all other personnel. He/she may make and execute for and on behalf of the Association, ordinary insurance or maintenance contracts for a period of more than one year, but contracts for employment shall not exceed one year without the approval of the Executive Committee.

**(3) Annual Report and Budget.** The President shall, annually, make the following presentations: (a) to The Board of Directors, a report on the progress of the Association's work and expenditures to date, an estimate of expenditures necessary to carry on the work of the Association for the remainder of the fiscal year and his/her estimate of budget requirements for the program of the Association during the ensuing fiscal year; (b) to the Radio Board and to the Television Board his/her estimate of separate budget requirements for their respective programs for the ensuing fiscal year.

**(4) Preside at Meetings.** The President may preside at meetings of the Association and of The Board of Directors, the Radio Board and the Television Board at the request of such Boards.

**(5) Appointment and Membership on Committees.** The President and Chairman of The Board shall name the members of all committees, from the members or employees of members of the Association, and shall prescribe their duties, procedures and methods of keeping records of their proceedings, a copy of which records shall be transmitted to the Secretary-Treasurer. The President shall also be a member ex officio, with right to vote, of all committees.

**(6) Additional Powers and Duties.** The President shall have such other powers and duties as may, from time to time, be prescribed by The Board of Directors consistent with his/her contract of employment.

**C. Presidential Vacancy.**

**(1)** Should the President resign, be removed from office by a vote of The Board, or become incapacitated so that he/she is unable to perform his/her duties, the Executive Committee shall serve as a Presidential Search Committee. The immediate Past Joint Board Chairman shall serve as Chairman and a voting member of the Presidential Search Committee. No member of the Search Committee shall be eligible for consideration as President. It shall be the duty of the Search Committee to recruit, select, negotiate with, and hire a President.

**(2)** During any vacancy in the Office of the President, such as resignation or death, the Executive Committee shall designate a person to serve as President of the Association with full authority and adequate compensation. If, in the opinion of the Executive Committee, the President is unable to perform his/her duties for any reason, the Executive Committee shall meet and designate a person to perform the duties of the Office of President until such time as it shall deem that the President is able to resume his/her responsibilities.

**D. Secretary-Treasurer.** At the first regular meeting of The Board of Directors following each Annual Convention, The Board shall vote whether or not to retain a Secretary-Treasurer by a simple majority vote of The Board members present and voting. The Secretary-Treasurer shall act under the supervision of the President, in the performance of all his/her duties as follows:

**(1)** In his/her joint capacity, as Secretary-Treasurer, he/she shall be the custodian of the properties of the Association, of the Charter, of the Bylaws, and of all other permanent records of the Association; he/she shall submit to the President an annual report covering the functions and performances of his/her office.

**(2)** He/she shall act as Secretary of the Association, The Board of Directors, the Radio Board and the Television Board; he/she shall give notice of all meetings of the entire Association and of the several Boards; he/she shall attend such meetings, and make (or have made) and safely keep a record of all proceedings thereof. In the event he/she is unable to attend any such meeting, the President may designate an alternate to act in his/her stead.

**(3)** He/she shall act as Treasurer of the Association; he/she shall collect all dues, and other monies owing to the Association, place them in approved depositories, and make disbursements thereof as authorized by the President; he/she shall make a monthly report to the President, of all receipts and disbursements; at the end of each fiscal year, he/she shall cause to be made, by certified public accountant, an audit of the Association's finances and shall submit the same, promptly, to the President.

**(4)** He/she shall have such other duties and responsibilities as may be specified by the President, pursuant to the provisions of the Bylaws.

**Section 3. BONDS.**

Each officer or other employee of the Association, entrusted with the custody or handling of its funds or other property, shall furnish, at the expense of the Association, a fidelity bond, approved by The Board of Directors.

*ARTICLE VIII — EXECUTIVE COMMITTEE*

**Section 1. COMPOSITION.**

At the first regular meeting of The Board of Directors following each Annual Convention, The Board shall appoint an Executive Committee composed of the Chairman of The Board, the Chairman and the First and Second Vice Chairmen of the Radio Board, the Chairman and the First and Second Vice Chairmen of the Television Board, a Television Network Representative, a Major Group Radio Representative, and the President, plus such nonvoting members as determined by The Board. No more than one person of each member station or group of stations may serve on the Executive Committee simultaneously.

**Section 2. POWERS OF THE EXECUTIVE COMMITTEE.**

The Executive Committee shall be empowered to act for The Board of Directors between meetings of The Board. Expenditures on any item or issue, not contained in the approved budget for the current fiscal year, shall not exceed, without the prior approval of the Board, an amount to be set annually by the Board as part of the regular budgeting process.

**Section 3. REPORTS TO THE BOARD.**

A report on all actions taken by the Executive Committee shall be forwarded promptly to all members of The Board.

*ARTICLE IX — CONVENTION AND MEETINGS OF THE ASSOCIATION*

**Section 1. ANNUAL.**

An Annual Convention of the Association may be held at a time and place to be determined by the Executive Committee. Written notice of such convention shall be sent to each member at least 30 days prior thereto.

*ARTICLE X — MISCELLANEOUS*

**Section 1. CORPORATE OFFICE.**

The principal corporate office of the Association, as required by law, shall be located at 7 West Tenth Street, in the City of Wilmington, County of New Castle, in the State of Delaware, or at such other place or places as The Board of Directors shall from time to time designate, in accordance with the provisions of law.

**Section 2. EXECUTIVE AND OTHER OFFICES.**

The Executive Office of the Association shall be located in the City of Washington, District of Columbia. The Association may have such other offices as The Board of Directors may determine from time to time.

**Section 3. SEAL.**

The Association shall have a seal of such design as The Board of Directors may adopt.

**Section 4. RULES OF ORDER.**

The meetings and proceedings of this Association shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

*ARTICLE XI — AMENDMENTS*

The Bylaws of this Association may be amended, repealed or altered in whole or in part by a majority referendum vote upon submission by The Board of Directors to the qualified voting membership in such manner as The Board may prescribe. Furthermore, upon petition signed by not less than five (5) per centum of the active membership of the Association proposing amendments of the Bylaws filed with the Secretary-Treasurer at least 30 days prior to any meeting of The Board of Directors, The Board shall at such meeting provide for the submission of such proposals in accordance with the provisions of this article.

*ARTICLE XII – DISPUTE RESOLUTION*

Members aggrieved by an action of The Board of Directors may submit their objections to a formal process of dispute resolution consistent with the procedures adopted by The Board of Directors. Such appeals shall be limited to complaints that the action of The Board of Directors violated the NAB's mission, its Bylaws or one of its core values.