

BYLAWS
HamCon Colorado, Inc.
February 24, 2024

I. QUALIFICATIONS FOR DIRECTORS

1. Every Board member shall:
 - a) hold a valid amateur radio license issued by the Federal Communications Commission
 - b) be a member in good standing of the ARRL.
 - c) be a member of an affiliated club in the Colorado Section, Rocky Mountain Division, of the ARRL.
 - d) must agree to participate within the committee and assume assignments to assist in producing a specific convention under the direction of the Chairman of the Board of HamCon Colorado, Inc.
 - e) maintain all the above conditions or they will be terminated immediately.

II. BOARD OF DIRECTORS

1. The Colorado ARRL Section Manager appoints an ARRL Assistant Section Manager for Conventions as the Chairman of the Board. The ARRL Colorado Section Manager and Assistant ARRL Section Manager for Conventions Directors' terms are commensurate with their terms of office with the ARRL.
2. The Chairman of the Board and the ARRL Colorado Section Manager shall appoint the Vice Chairman, Secretary, and Secretary/Treasurer. These three Directors will serve their term between convention periods and can be reelected by the ARRL Colorado Section Manager and the Assistant ARRL Section Manager prior to the next convention period or to fill a vacancy.
3. Additional Directors of HamCon Colorado, Inc. shall be nominated and voted upon by the Board. These Directors will serve their term between conventions periods and shall be reelected by the Colorado Section Manager and Chairman of the Board at the first meeting of the new convention period or to fill a vacancy.
4. Each Board member shall have one vote.
5. The Chairman of the Board shall not cast a vote in regular meetings unless to break a tie.

6. The ARRL Rocky Mountain Division Director will be invited to all meetings as an ex-officio Board Member with all rights except for voting.

III. MEETINGS

1. Board meetings may be called by the Chairman of the Board or by any two Directors at any reasonable time.
2. A quorum shall be a majority of the total number of directors present at the meeting. A quorum shall be sufficient for the transaction of business, except as to those matters for which a different vote is required by law.
3. Robert's Rules of Order shall govern as to all parliamentary matters at any meeting of members or directors.
4. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent thereto. Consent may be recorded by any means and should be retained during the period between conventions known as the "Convention Period." Consent shall have the force and effect as a unanimous vote of such directors.

IV. MANAGEMENT

1. The management of HamCon Colorado, Inc. shall be by the Chairman of the Board who shall preside at all meetings of the Board of Directors, and act as Chief Executive Officer of the Corporation, with such powers and duties the Board may prescribe.
2. The Chairman of the Board may appoint one or more general Committee Chairpersons to preside over and manage conventions, technical, educational, social functions or activities as the corporation may, from time to time, engage in. Such general Committee Chairpersons shall report to the Chairman of the Board.
3. The Chairman of the Board may appoint such assistants as he/she may require with all such appointments revocable by the Board of Directors as necessary.
4. There shall be no salaried or otherwise compensated employees of this corporation; PROVIDED, that this shall not preclude the reimbursement by the corporation of the expenses of any person

reasonably incurred in the carrying out of such duties and responsibilities as the Board of directors, or the Chairman of the Board acting under the authority delegated by the Board, may properly authorize.

V. SPONSORING ORGANIZATIONS

1. Sponsoring organizations are affiliated clubs in the Colorado Section, Rocky Mountain Division, of the ARRL.
2. A sponsoring organization shall donate a portion of the initial funding to HamCon Colorado, Inc. to assist in establishing a Treasury for the purpose of conducting conventions and other educational activities.
3. Sponsors will have continuing membership on the advisory committee for as long as they support the purposes of HamCon Colorado, Inc. as contained in Article 3 of the Revised Articles of Incorporation.
4. In the event that the treasury falls below sustainable levels to support future events, Sponsors may be requested to make additional contributions.

VI. ADVISORY COMMITTEE

1. The Advisory Committee shall be comprised of the Board of Directors, all appointed Committee Chairpersons and one member from each sponsoring organization.
2. The Chairman of the Board of Directors shall chair the Advisory committee. The Advisory Committee's purpose is to steer the direction of conventions and assist in the production of events.
3. Advisory Committee meetings shall be held on a regular schedule in-person and/or online as determined on the first meeting.

VII. DONATIONS

1. Donations may be accepted at any time from any individual or organization for any amount.
2. Donors, other than SPONSORING ORGANIZATIONS (Section V), in compliance with IRS requirements, will receive no goods, services or other consideration in exchange for their contribution. HamCon Colorado, Inc. has applied to become a 501(c)(3) charitable organization and when such is approved donations will tax deductible to the fullest extent of the law.

VIII. CONFLICT OF INTEREST POLICY

Any interested party with any actual or possible conflict of interest must disclose the existence of the interest and all material facts. The directors shall meet and discuss the interest and material facts with the interested party, who then shall leave the meeting while the disinterested directors discuss and vote on the transaction or arrangement involving the possible conflict of interest taking into account what is in the best interest and benefit of HamCon Colorado, Inc. and is fair and reasonable. The directors will make reasonable efforts to obtain a more advantageous transaction or arrangement with a disinterested party that would not give rise to a conflict of interest. The directors shall take appropriate disciplinary and corrective action with any interested party who fails to disclose an actual or possible conflict of interest.

IX. AMENDMENTS

These Bylaws may be amended by the Board at any meeting thereof, except as to matters required by law to be held in a particular way with a 50% majority.

X. DISSOLUTION

1. If at any meeting, the Board determine by a simple majority that it is necessary to terminate the Corporation, the Chairman shall notify the Directors informing them of that decision and calling for a special meeting at least 15 days after the notification.
2. The agreement to terminate HamCon Colorado, Inc. shall be by a two thirds (2/3) majority of the Directors present at said special meeting.
3. The assets of HamCon Colorado, Inc. shall be distributed in accordance with Articles of Incorporation Article XII.
4. HamCon Colorado, Inc. shall be considered formally dissolved on the date of the Treasurer's final distribution of funds.

XI. APPLICABLE STATUTES

Where these Bylaws conflict in any way with or fail to cover matters prescribed by the General Nonprofit Corporation Law, the Revenue and Taxation Code or other provisions of the Law of the State of

Colorado, the law shall govern these Bylaws shall be deemed automatically amended to conform with it.