

Bylaws of Rocky Mountain Ham Radio Inc.
Approved June 29, 2024

1. Meetings.

The annual meeting shall be held at a time and place determined by the officers of the corporation for the purposes of the election of officers and all other business properly brought before the membership. The date and location for any Special Meeting shall be at the discretion of the board of directors. All meetings will be conducted in accordance with Robert's Rules of Order. A quorum consists of the members present at any regular or special meeting with the exception of a motion for dissolution or amendment to the Articles of Incorporation.

2. Officers – Method of Election and Duties

The officers/directors of this corporation shall be a president, a Vice President, a Secretary, a Treasurer and a Chief Technical Officer. The directors may create and appoint additional officers upon unanimous affirmative vote which position shall be elected in subsequent years. Officers/Directors must be a member in good standing with tenure of at least one (1) year. Officers/Directors shall be elected during the annual meeting and hold office for a period of at least one (1) year or the time between annual meetings until successors are named. Nominations may be submitted to the Nominating Committee in advance of the annual meeting and nominations shall be accepted from the floor during the annual meeting. Should there be more than one candidate for a given office, voting shall be by ballot and the candidate with a simple majority shall be declared elected. Any vacancy shall be filled by appointment by the President unless two (2) officers dissent. Any vacancy in the office of the President shall be filled by the Vice President.

The duties of the officers are as follows:

The President shall preside at all meeting. He/she shall enforce due observance of this Constitution and By-Laws, decide all questions of order, sign all official documents adopted by the Company, make appointments to committees and perform all other duties pertaining to the office of President.

The Vice President shall assume all the duties of the President in his/her absence. He/she shall organize the activities of the Company, plan and recommend participation in contests, and advance the Company interest and activity. He/she shall maintain liaison with the ARRL Colorado Section Emergency Coordinator to further participation of the Company in the Amateur Radio Emergency Service.

The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, submit membership applications to the Board of Directors for approval, carry out all correspondence, read communications at each meeting, and mail or email meeting notices to each member. He/She will maintain an up-to-date copy of the

Articles of Incorporation and Bylaws of the Company and ensure copies are available for inspection by any member at all meetings. The Secretary will communicate any proposed amendments to the Articles of Incorporation or Bylaws to all members concurrent with any Notice of Meeting. At the expiration of his/her term he/she shall turn over all items belonging to the Company to his/her successor.

The Treasurer shall receive and issue receipt for all monies paid to the Company, keep an accurate account of all monies received and expended, and pay bills as authorized by the Board of Directors. At the end of each quarter, he/she shall submit an itemized statement of disbursements and receipts to the Board of Directors. At the annual meeting, the Treasurer shall present a report of the Company's finances, audited in accordance with paragraph 5a of these Bylaws, to the Board of Directors. At the end of his/her term of office he/she shall turn over everything in his/her possession belonging to the Company to his/her successor.

The Chief Technical Officer shall be responsible for the technology used by the company in the conduct of its operations. He/she shall make recommendations for the methods, equipment selection and technical procedures to be employed by the Company.

3. Board of Directors - Duties and Removal from the Board

The Board is authorized to make all major financial budgetary decisions for the growth and expansion of the Company; and approval of operating expenditures requiring more than \$2,500. An Executive Committee consisting of the President, as COO, Board Chairman as CEO, Treasurer as CFO, and the Chief Technical Officer will be empowered to conduct the necessary budgeting and authorization of expenditures for the operation of the Company not to exceed \$2,500 at any one time. A director can be removed upon a motion, second and three fourths vote of the board of directors.

4. Membership

All persons holding a valid, renewable Amateur Radio license shall be eligible for full membership. Membership shall be by application and approval of the Board of Directors.

Membership is granted upon donation of time and effort to the betterment of Amateur Radio through the efforts of the Company. From time to time, the Board of Directors will review participation to determine continued membership. All full members are eligible to vote at any regular or special meeting, offer motions and speak in support of or in opposition to any motion brought before the membership.

5. Committees

The following standing committees shall exist:

a. Audit Committee

The Treasurer shall chair the audit committee and appoint one other director; the President shall appoint one other director. The committee may meet in person or via electronic means to review/audit the financial statements of the Company at least 14 days prior to the Annual Meeting. At the conclusion of this review, all three directors will sign a statement attesting to the accuracy of the financial statements of the Company.

b. Nominating Committee

The Vice President will appoint a member or director to chair the nominating committee. The nominating committee will accept nominations for officers/directors of the Company by mail, email and directly from members during the Annual Meeting. The nominating committee will conduct the election of officers/directors and appoint tellers to count ballots.

6. Conflict of Interest Policy

Any interested party with any actual or possible conflict of interest must disclose to the directors 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 Rocky Mountain Ham Radio 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.

7. Amendments

These Bylaws may be amended by a majority vote. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the following regular meeting.