

**AMENDED AND RESTATED
CONSTITUTION AND BYLAWS
OF THE
TRI-LAKES MONUMENT RADIO ASSOCIATION**
February 17, 2025

Preamble

We previously formed a nonprofit unincorporated association for the following purposes:

- To secure for ourselves the pleasures and benefits of an association of people interested in amateur radio and promoting the use of amateur radio;
- To provide education, instruction, and training to those interested in amateur radio and interested in improving and developing knowledge about electronics and communications using amateur radio; and
- To benefit our community by providing instruction about how communications should be made during times of local or national emergencies, and by providing such emergency communications, all in compliance with applicable laws, rules and regulations.

In consideration of the foregoing, we have previously adopted and amended our Constitution and Bylaws and we do hereby amend and restate our Constitution and Bylaws and adopt them as the Tri-Lakes Monument Radio Association Constitution and Bylaws.

Article 1 - Name

The name of this Association is: **Tri-Lakes Monument Radio Association** ("Association").

Article 2 - Location

The principal office of the Association shall be in El Paso County, Colorado. This location may be moved to any other location as the Members may formally approve.

Article 3 - Purposes

3.1. The Association is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3.2. In addition, the Association has been formed for the following purposes:

- a. To provide education and training classes on amateur radio to the public so that students may successfully pass Federal Communications Commission ("FCC") amateur radio examinations and receive appropriate FCC amateur radio licenses;

- b. To provide amateur radio Volunteer Examiner Services to those seeking FCC Amateur Radio licenses;
- c. To promote the value of the Amateur Radio Service as a voluntary, noncommercial communications service, particularly with respect to providing emergency communications during time of man-made or natural disasters or other emergencies;
- d. To provide educational and technical advice to members of the Association and to the general public, regarding equipment and operating practices for anyone interested the Amateur Radio Service; and
- e. To provide public relations and public information regarding the Amateur Radio Service.

3.3. Notwithstanding any other provisions contained herein, the powers of the Association are restricted as follows:

- a. The Association shall not conduct or carry on any activities except for those permitted to be conducted or carried on by [1] an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or [2] an organization, the contributions to which are deductible under any applicable sections of the Internal Revenue Code.
- b. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and may reimburse reasonable expenses incurred furtherance of the purposes set forth herein.
- c. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3.4. Notwithstanding any other provision of this Constitution and Bylaws, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.

Article 4 - Nondiscrimination

The Association shall not discriminate against any person, including any officer, member, prospective member, student, examinee, or otherwise, based on race, color, religion, creed, marital status, sex, sexual orientation, national or ethnic origin, age, disability, genetic information, or any other reason.

Article 5 - Membership

5.1. Any person may request to become a member of the Association (including by signing in at any meeting of the Association) and such person shall become a member of the Association, effective as of the next occurring meeting of the Association, but only after receiving the approval of two officers. A person who signs the attendance roster at a meeting shall be deemed to have requested admission as a member or if a person mentions the desire to be a member if that person attends the meeting virtually. A member is in good standing if they attend at least one meeting of the Association per year and pays membership dues (if any). The Secretary will revise the membership list from time to time to remove anyone who hasn't attended a meeting in the prior year.

5.2. Any two officers of the Association may deny or revoke a membership for just cause. Any person who is denied membership or whose membership has been revoked by two of the officers may request a membership vote on being admitted as a member and upon the affirmative vote of a majority of the members present at a properly constituted meeting shall be admitted as a member.

5.3. Membership also may be revoked for just cause by a three-fourths (3/4) majority vote of the members present at a properly constituted meeting.

5.4. Members have the right to run for an elected Association office, provided they are at least 18 years of age and have been a member in good standing for at least one year prior to the election. Any member may chair or serve on committees, make or second motions, engage in debate or discussions, and vote on all matters that come before the Association in any properly constituted meeting.

5.5. A member may request the Officers to call and hold a Special Meeting.

Article 6 - Officers

6.1. The officers of this Association shall consist of a President, Vice President, Secretary and Treasurer. The positions of Secretary and Treasurer may be filled by the same person. Each officer must hold a current amateur radio license issued by the FCC.

- a. The President shall preside at all meetings. He/she shall enforce due observance of this Constitution and Bylaws; decide all questions of order;

sign all official documents (except documents signed or witnessed by the Secretary or as may be otherwise authorized by the members) and perform all other duties pertaining to the office of the President. The President shall also have the power to appoint members to Association committee positions as the need arises.

- b. The Vice President shall temporarily assume the duties of the President or the Secretary/Treasurer in the event of either one's absence. In addition, he/she shall oversee all club activities, and foster the advancement of the Association's interests.
- c. The Secretary shall keep a record of the proceedings of all meetings, keep a roster of members, submit membership applications, carry on all correspondence, read communications at each regular meeting, and be responsible for the notification to all members of meetings. The Secretary shall keep the Constitution and Bylaws of the Association and have the same with him/her at each meeting. He/she shall note all amendments, changes and additions to the Constitution and Bylaws and shall permit these to be reviewed by a member upon request.
- d. The Treasurer shall keep an accurate account of all donations and monies received and expended by the Association; and shall pay all bills when authorized by the President or Vice President in the latter's place. The Treasurer shall submit an itemized statement of receipts and disbursements at each Regular meeting. The Treasurer shall be the primary signatory of checks written against the Association accounts and the recipient of dues and other financial and real assets of the Association. At the expiration of the term, the Treasurer shall turn over all items and records belonging to the Association to his/her successor.

6.2. As noted in Article 5.4, any member who is over the age of 18 and is a member in good standing, for at least one year prior to the elections, is eligible to run for elected office. To run for office a member must be nominated and seconded by two members.

6.3. Officers of this Association shall be elected for a period of one year. There is no term limit.

6.4. Elections of officers shall be held annually at a regular meeting. Officers are elected by a simple majority of the members present.

6.5. Vacancies shall be filled by special elections at the first regular meeting following a position becoming open. Should no one be found to fill a vacancy the remaining officers may appoint a member as an "interim officer" until the position can be filled.

6.6. An officer may be removed by a three-fourths (3/4) vote of the members present at a properly constituted meeting. A motion for the removal of an Officer may be made, seconded, and discussed at a Regular or Special Meeting and shall be open for further discussion and voted on at the next following Regular Meeting.

6.7. A new or additional officer position may be added as needed with a three-fourths (3/4) majority vote of the members present at a properly constituted meeting. Any new or additional Officer position must be proposed by an officer. Any such proposal must include a description of the duties of the new position.

Article 7 - Meetings

7.1. Regular meetings shall be held periodically, at least once per quarter, and the Association shall try to hold meetings monthly, excluding the month of December in each year.

7.2. Any member, with the consent of two (2) officers, may call a Special Meeting.

7.3. All meetings for the purpose of conducting Association business must be announced to the membership at least seven (7) days prior to that meeting. Additionally, the purpose of any Special meeting must be included in the announcement.

7.4. A reasonable attempt to inform all members of a meeting must be made. Such an attempt may include, but not be limited to, personal contact, a general announcement on the Association's on the air net, a general e-mail, or mailing. Notices of meetings may also be posted on the Association's website.

7.5. A meeting shall be deemed to be properly constituted if notice has been given as required and at which, at least two officers and five members are in attendance. While most attendees will attend meetings in person, the Association has determined that meetings may be attended virtually, over video conferencing or some other medium. A person shall be deemed to have attended the meeting if that person can hear the business being conducted and those attending in person can hear the person attending virtually.

7.6. A quorum shall be defined as all members present at a properly constituted meeting.

Article 8 - Meeting Procedures

8.1. All Association business items shall be conducted in accordance with Robert's Rules of Order.

8.2. Except as noted elsewhere, all voting decisions shall be decided by a simple majority of the members present at a meeting, including members attending virtually.

Article 9 - Amendments

9.1. Any member of the Association may propose amendments to this Constitution and Bylaws.

9.2. Proposals for an amendment to the Constitution and Bylaws shall be submitted in writing at a Regular or Special meeting. A motion on the proposal must be made, seconded, and discussed and shall be open for further discussion and voted on at the next following Regular Meeting.

9.3. Amendments to the Constitution and Bylaws shall require the affirmative vote of a three-fourths (3/4) majority vote of the members present at a properly constituted meeting.

Article 10 - Dues

At present, the Association does not require the members to pay dues. The Association may impose dues as a condition of membership, but only upon the affirmative vote of at least a three-fourths (3/4) of the members present at a properly constituted meeting.

Article 11 - Association Trustee and License

11.1. The Association may maintain one or more Club Station Licenses.

11.2. The Association's Club Station Licenses are the sole property of the Tri-Lakes Monument Radio Association.

11.3. One or more Association Trustees are responsible for establishing and maintaining the Association's Club Station License(s), including making any appropriate filings with the FCC.

11.4. Any Trustee shall be appointed by the President in writing. The President may remove any such Trustee at any time but shall promptly notify the members that the Association has appointed a new trustee.

11.5. An Association Trustee serves as long as he or she is an Association member, or until he or she resigns or is terminated.

Article 12 - Committees

The President may establish standing and ad hoc committees as needed. Such committees shall have no authority to act on behalf of the Association unless specifically authorized to do so by the affirmative vote of the members at a regularly constituted meeting of the members.

Article 13 - Dissolution

13.1. A motion for dissolution must be made, seconded, and discussed at a Regular or Special Meeting and shall be open for further discussion and voted on at the next following Regular Meeting.

13.2. Subject to the provisions of this Article, the Association shall be dissolved upon a vote for dissolution from a three-fourths (3/4) majority of all the members of the Association present at the second meeting called for the purpose of voting on dissolution (i.e., the motion shall be filed at one meeting and discussed and then discussed and voted on at the second meeting).

13.3. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the extent permitted by Section 501(c)(3) and the rules thereunder, shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

In witness whereof, the President and Secretary of the Association have executed and delivered this Amended and Restated Constitution and Bylaws of the Tri-Lakes Monument Radio Association, and hereby certify that these have been properly adopted by the membership of the Association to be effective as of the ____ day of _____, 2025.

Printed Name and Title

Signature

