

COLORADO TRAFFIC LEAGUE INC.
ARTICLES OF INCORPORATION

PREAMBLE

These Articles of Incorporation are hereby adopted in accordance with C.R.S. 7-122-101 and C.R.S. 7-122-102 as the constitution and governing document of Colorado Traffic League Inc.

ARTICLE I

Name

- 1.01** The name of the corporation is **Colorado Traffic League Inc.** hereinafter referred to as “the Company” or “the Corporation”.

ARTICLE II

Duration

- 2.01** The period of the Corporation’s durations is perpetual.

ARTICLE III

Purpose

3.01 The purpose for which the Corporation is organized is to conduct any and all lawful business for which non-profit corporations can be organized pursuant to Colorado statues including but not limited to:

- a) Providing communications assistance to governmental, charitable and other qualified organizations
- b) The promotion, operation and support of Amateur Radio routine emergency response activities
- c) To further the exchange of information and cooperation among members
- d) To promote radio knowledge and fraternalism and to advance the interest and welfare of Amateur Radio in the community.

3.02 The Corporation is organized to operate exclusively for purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Powers

4.01 The Corporation has the power to engage in any lawful activity under the corporation code of the State of Colorado, including opening and operating a bank account.

ARTICLE V

Incorporator and Registered Agent

5.01 The name of the incorporator and registered agent is:

Zeke William Ragsdale

5.02 The street address of the incorporator and registered agent is:

**5966 South Helena Street
Centennial, CO 80016-1036**

ARTICLE VI

Principal Office and Mailing Address

6.01 The complete street address of the designated principal office is:

**5966 South Helena Street
Centennial, CO 80016-1036**

6.02 The complete mailing address of the designated principal office is:

**PO Box 460432
Aurora, CO 80046-0432**

ARTICLE VII

Form and Authorized Shares

7.01 The Company is formed as a Colorado non-profit corporation and no shares will be issued at any time during the existence of the Company. No part of the income or net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any other private individuals.

ARTICLE VIII
Directors and Officers

8.01 The Corporation's officers shall be president, vice president, secretary, and treasurer each of which shall be a director and collectively shall comprise the board of directors of the Corporation. The officers shall serve for a term of two years or until their successors are duly elected. Terms for the president and treasurer shall begin and end coincident with the date of the Annual Meeting of even numbered years (2016, 2018, 2020...). Terms for the vice president and secretary shall begin and end coincident with the date of the Annual Meeting of odd numbered years (2015, 2017, 2019...).

8.02 No director or member of the Company shall receive compensation from the Company for any duties, work, work product, or service in any capacity. Members and directors may be reimbursed for out-of-pocket expenses personally paid while conducting the Company business or purchasing items or equipment at the direction of the Company.

ARTICLE IX
Bylaws

9.01 The board of directors shall adopt the bylaws of the Corporation. The membership may amend the bylaws at any time by the provisions therein.

ARTICLE X
Meetings

10.01 The Company shall hold an annual meeting at a time and place specified in the bylaws for the election of officers and to vote on all matters properly brought before the members. Any five (5) members or three (3) directors can request a special meeting if necessary to vote on matters where time is of the essence. Any such request shall be communicated to the secretary of the Company. Notice of any meeting of the Company will be communicated to all members of good record to be received not less than fourteen (14) days in advance of said meeting.

ARTICLE XI
Indemnification

11.01 The Corporation does indemnify any director, officer, and member of the Corporation from any liability regarding the Corporation and the business of the Corporation, unless the person fraudulently violated the law or maliciously conducted acts to damage or defraud the Corporation, or as otherwise provided under applicable law.

ARTICLE XII
Dissolution

12.01 The Corporation maybe dissolved upon a three fourths (3/4) majority vote of the Full Members (as defined in the bylaws) present at any meeting, provided that notice of the dissolution has been delivered to all Full Members at least 30 days in advance of the meeting and provided that a quorum of at least fifty percent (50%) of the voting membership is present.

12.02 In the event of either voluntary of involuntary dissolution of the Corporation, the assets of the Corporation shall be distributed to another non-profit Corporation or government entity or subdivision of a government entity providing emergency relief services to the general public. The choice of such entity shall be in the sole discretion of the Board of Directors serving at the time of dissolution of the Corporation. In the event that there are no members of the Board of Directors, then any court of competent jurisdiction shall have authority to distribute the assets in accordance with the existing law pertaining to dissolution of non-profit organizations.

ARTICLE XIII
Amendment

13.01 This constitution maybe amended at any regular or special meeting by a three fourths majority vote provided that fifty percent (50%) of the voting membership is present. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting.

- END -

Colorado Traffic League Inc.

By-Laws

Enacted June 27, 2015

Article I Name

Section 1.01 Name: The company Colorado Traffic League Inc. is referred to as the “League” throughout this document.

Section 1.02 Protection and Use of Name: The name, acronym, logo, and any other labels of the League shall be the sole possession of the League. Use of or reference to any of these names is prohibited unless authorized in writing by the President.

Article II Purpose

The purpose for which the League is organized is to conduct any and all lawful business for which non-profit corporations can be organized pursuant to Colorado statues including but not limited to:

- a) Providing communications assistance to governmental, charitable and other qualified organizations
- b) The promotion, operation and support of Amateur Radio routine emergency response activities
- c) To further the exchange of information and cooperation among members
- d) To promote radio knowledge and fraternalism and to advance the interest and welfare of Amateur Radio in the community.

Article III Offices and Headquarters

The League may have, or use, offices at locations that the Board of Directors may approve. The official contact person shall be the registered agent of the company, decided by the President with the individual’s consent. Subject to future revision by the registered agent at any time without any requirement for amendment or other formalities, the mailing address for the CTL is: *Colorado Traffic League Inc., PO Box 460432, Aurora, CO 80046-0432.*

Article IV Membership

All persons interested in Amateur Radio communications shall be eligible for membership. Membership is open to all people, even those whom have not obtained an amateur radio license. Membership shall occur upon such terms as the League shall provide in its by-laws.

Article V Officers

Sec. 1. The officers of this League shall be President, Vice-President, Secretary and Treasurer.

Sec. 2. Only a Full Member is eligible to hold or run for office.

Sec. 3. The officers of this League shall be elected for a term of two years by the members present during a September meeting who hold Full Member status. The President and Treasurer will be elected during the September meeting of even numbered years (2014, 2016, etc.) The Vice President and Secretary will be elected during a September meeting of odd numbered years (2015, 2017, etc.)

Sec. 4. A person may not hold the same office for more than three, full, consecutive two-year terms or eight consecutive years, whichever comes first.

Sec. 5. Officers may be removed from office by any one or more of the following six means:

- A) The officer's voluntary resignation of the office.
- B) A three-fourths vote of the full membership at a special or regular member meeting.
- C) Election of the officer to another officer position.
- D) Death or otherwise long-term incapacitation of the officer.
- E) An officer reaching the term limit as stated in Sec. 4.
- F) Revocation of League membership via member expulsion.

Sec. 6. Vacancies occurring between regular, September elections must be filled by special elections. This may occur either at a regularly scheduled member meeting or in a special meeting, but shall be held within 45 days following the first day of the office vacancy.

Sec. 7. In the case that an officer is unavailable for a temporary period, the officer may designate another individual to act on his behalf and perform his duties. This designee cannot be another currently serving officer, with the exception of the Vice President acting during the President's temporary absence. A designee must be a Full Member of the League in good standing.

Sec. 8. No person may hold more than one office simultaneously. Election to a second office immediately and automatically removes the officer from the prior office.

Article VI Duties of Officers:

Sec. 1. The President shall preside over all meetings, and conduct them according to the adopted rules. He shall enforce due observance of these by-laws, decide all questions of order, sign all official documents adopted by the League, and perform all other duties pertaining to the office of President. The President also makes the final decision regarding formal, written appeals, as detailed in the by-laws. The President decides who the registered agent of the corporation is, provided that the individual consents to that role. The registered agent or may not be the President himself. If the registered agent of Colorado Traffic League Inc. no longer wants to fulfill that role, it is up to the President to locate a willing replacement and see to it that the change is made with the Colorado Secretary of State in a timely manner.

Sec. 2. The Vice-President shall assume all the duties of the President in his temporary absence. The Vice-President shall immediately and automatically vacate the Vice-Presidency and assume

the office of the President until the next scheduled Presidential election if the President's office is permanently vacated mid-term, and the Vice President office will need to be filled pursuant to Article V, Sec. 7. The Vice-President shall also organize or delegate League activities, plan and/or recommend contests for operating benefits, and advance League interest and activity as approved by the League. He shall maintain close liaison with the ARRL Section Emergency Coordinator to further League participation in the Amateur Radio Emergency Service (ARES).

Sec. 3. The Secretary shall keep a record of the proceedings of all meetings, maintain the roster of members, periodically remove inactive members from the roster in a process consistent with the by-laws, process membership applications, carry on correspondence, read communications at each meeting, and send (via mail, telephone, or electronic media) meeting notices to each member. The Secretary shall maintain a confidential list of any expelled members and shall make that list available to Board of Directors upon request. The Secretary shall safeguard a copy of constitution and/or by-laws of the League, and have the same with him at every meeting. The secretary will also safeguard, for historical record, any documentation that the League has acquired that validates ARRL, ARES, or NTS recognition of nets in which the League regularly participates. The Secretary shall note all amendments, changes and additions on the constitution or by-laws and shall permit it to be consulted by members upon request. The Secretary or his designee makes the final decision of whether or not quorum has been reached during meetings, as defined in this constitution and by-laws. At the expiration of his term the Secretary shall turn over all items belonging to the League to his successor.

Sec. 4. The Treasurer shall record all contributions to the League in terms of monies or other valuable consideration; keep an accurate account of all such contributions received and expended; make this account available for review at any time by the Board of Directors; safeguard any funds or assets within League control; and pay no bills without proper authorization (by the League or at least two members of the Board of Directors). At the end of each calendar year he shall submit an itemized statement of disbursement and receipts to the Board of Directors. The Treasurer is responsible for coordinating and ensuring the timely filing of all tax filings with the IRS to attain and maintain good standing as a non-profit. The Secretary is responsible for coordinating and ensuring the payment of the company's pecuniary liabilities. The Secretary is responsible for coordinating the opening and closing of bank or brokerage accounts. At the end of his term he shall turn over everything in his possession belonging to the League to his successor.

Sec. 5. The Board of Directors consists of the President, Vice President, Secretary and Treasurer. This Committee will make day to day decisions, including authorizing any payments, in the interim between regular meetings.

Article VII Meetings

Sec 1. The annual meeting for elections must occur in September of each year, consistent with Article V, Sec. 2.

Sec 2. Regular member meetings shall be held regularly according to a weekly, monthly, quarterly, or annual schedule as decided by the Board of Directors. Meetings may be held at a particular, physical location in Colorado or the form of an on-air net.

Sec 3. The President may, from time to time, call a special meeting, occurring between regular member meetings. Only such business as the President designates shall be transacted in a special

meeting. The Board of Directors shall send notices of the special meeting, and a summary of the business to be transacted, so that they arrive not less than 24 hours before the meeting. Such notification may be in the form of mail, telephone, or electronic media.

Sec 4. At any of the three types of meetings mentioned above, a minimum of one-third of the Full Member membership that the Secretary has recorded at the time of the meeting shall constitute a quorum for the transaction of business. Where meetings are held via radio, check-ins at the beginning of the meeting shall establish the quorum. Proxy votes are accepted for in-person meetings provided that a Full Member brings a physical copy of a statement assigning voting rights for that member, dated for that particular meeting date. If the Secretary or his designee decides that quorum has not been reached in the member meeting, the meeting can still continue on an informal basis, with no actions that would require member vote such as elections of officers.

Article VIII Dues

Members are invited to support the activities of the League by contributing monies, services, equipment and materials toward promotion of the goals of the League. The League, by majority vote of those present who hold Full Membership status at any regular meeting, may recommend that voluntary dues shall be deemed necessary for the business of the organization. Dues shall never be a requirement for membership. All such voluntary contributions to the League and its goals shall be reported to the Treasurer or his designee for record keeping.

Article IX Standards for Membership

League officers, NTS Net Managers, Official Relay Stations, ARRL officials, ARES members, the Colorado Council of Amateur Radio Clubs (CCARC) Frequency Coordinator, and all League members shall work together to ensure all members are operating within FCC regulation and good practice. This includes frequency use, signal quality, RF output and interference. Intentional abuse of FCC regulations, blatant disregard of common accepted procedures, or other disruptive behavior contrary to the traffic handling goals of the group shall be grounds for expulsion from the League in a process defined in the by-laws.

Article X Amendments

This constitution or by-laws may be amended by a two-thirds vote of the total membership who holds Full Member status according to the most recent membership roster from the Secretary. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting. The most current edition of Robert's Rules shall govern proceedings.

By-Laws:

1.01 All applicants for membership and all members shall have a recognizable interest in the furtherance of the purpose of the League as set forth in Article II and these by-laws.

1.02 Membership Categories. There shall be the following two categories of membership:

A) *Full Member* – To apply for full membership, an individual must simply be an active participant by meeting at least 1 of the following requirements on the Colorado Traffic Net:

- 1) Act as Net Control Station for two NTS nets
- 2) Deliver three formal NTS messages
- 3) Originate two formal NTS messages
- 4) Deliver one and originate one formal NTS message

B) *Associate Member (Non-voting)* - To apply for an Associate Membership, an individual must demonstrate an interest in traffic handling, which shall be established by attending and participating in two League member meetings or Colorado Traffic Nets within a three month period.

Once an individual has met any of the criteria for each of the two categories above (A or B), the individual is eligible for membership consideration. Full Membership is a prerequisite for holding a League office, to vote in elections of officers, or to conduct any other official League business. Applications for either category of membership shall be submitted to the Secretary for approval and addition to the roster. Alternately, a simple majority of present voting members during a member meeting may substitute for Secretary approval.

1.03 Membership Term is valid for as long as the member remains an active participant that has not been expelled. Full and Associate membership remains active as long as the member remains an active contributor as deemed by the Secretary, consistent with the terms of active participation stated in section 1.02 A and B for the two respective membership types. The Secretary may also downgrade a Full Member to Associate Member for the same reason. The Secretary cannot, however, unilaterally revoke the membership of another serving officer.

1.04 Expulsion from the League requires that three of the four officers of the Board of Directors to agree that a person has clearly violated the Standards of Membership stated in Article IX. Expulsion is not required to be adjudicated during a member meeting. Officers and even nonmembers are also eligible for League expulsion. Although there is no expiration period for League expulsion, the Board of Directors has the ability to lift expulsion and return a previously expelled member back to good standing by the unanimous agreement of all four officers.

1.05 Inactive Member Appeal. If an individual believes that his membership was improperly removed or downgraded due to inactivity, the easiest course of action is to simply start participating again, then petition the Secretary. However, the individual may submit a formal, written appeal to the President who has final discretion to overturn the individual's roster removal or downgrade. If the President overrides the Secretary's decision to remove a member, the Secretary must add the individual back to the membership roster. The President shall not override

the Secretary's decision to remove a member before the member has submitted a formal, written appeal to the President.

Amendment I

Enacted Saturday, June 27, 2015

This Amendment establishes that the CTL will gain and maintain its status as an ARRL affiliated club and comply with all ARRL standards of club affiliation. To this end, this amendment establishes a quota that holds a minimum percentage of CTL full, voting members that are also ARRL members. Specifically, the ARRL requires that affiliated clubs maintain a certain ratio of the CTL's full, voting members that are also ARRL members. The ARRL may choose to change the requirements at any time. However, at the time that this amendment is written, the ARRL requires that "at least 51%" of the voting members in an affiliated club also be ARRL members.

Therefore, the CTL Secretary is henceforth responsible for regularly reviewing and monitoring the ratio of CTL full members that are ARRL members. The Secretary will monitor as often as necessary to ensure that the CTL stays in compliance with the ratio that the ARRL prescribes. The Secretary may, at his discretion, add an additional percentage to the quota as a buffer, not to exceed 9% more than the amount that the ARRL requires, in order to ensure that the CTL stays in compliance with the requirements with some room to spare.

Note that this Amendment intentionally adds a potential exception to the language in Article VIII that reads, "Dues shall never be a requirement for membership." If and when the Secretary finds that CTL membership has fallen below quota, the Secretary must downgrade enough full members who are not ARRL members to non-voting associate members. The Secretary will downgrade on a first-in-first-out basis, establishing a waiting list to return to full membership, until the quota is reached. The Secretary will notify any downgraded member, and explain that they will be reinstated as full members if they join the ARRL or remain on the waiting list until the ratio improves.

- END -

History

informational only

Colorado Traffic League club original club constitution was enacted on Sunday, September 11, 2014.

The original constitution for club was adapted as by-laws Saturday, June 27, 2015 to make the language compatible with pending incorporation as Colorado Traffic League Inc.

Articles of Incorporation for Colorado Traffic League Inc. were filed with The Colorado Secretary of State Tuesday, July 14, 2015.