

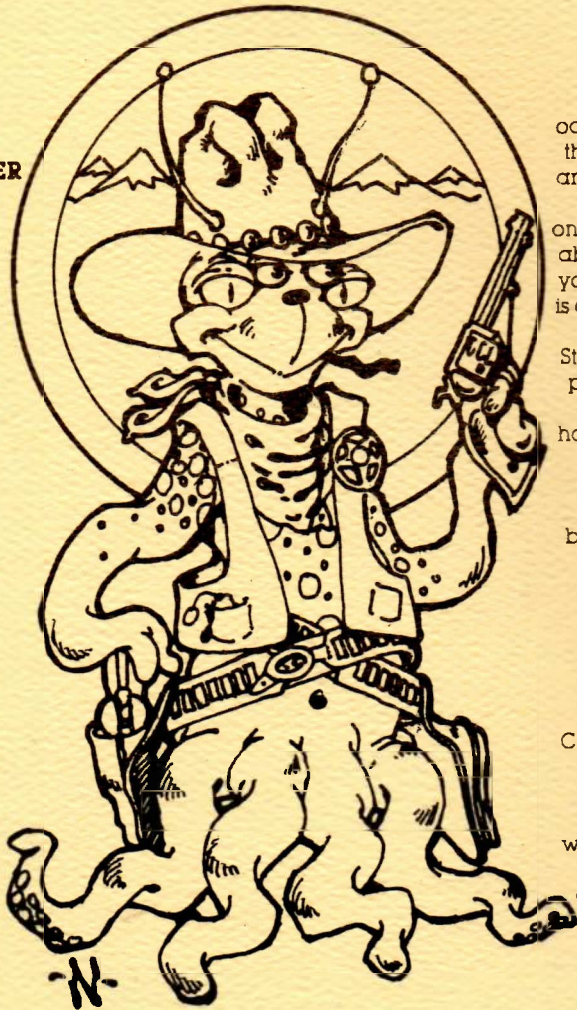
# DER TWISTONS



# DENVER in 1981

## WHY DENVER IN '81 PROMISES TO BE THE BEST WORLDCON EVER

**OUR CITY**—Denver is centrally located, 1,000 miles closer to fans in the East, Midwest, Britain and Europe than any other bidding city. The downtown area is compact and clean, with wide streets and bustling energy. Within a five to ten minute walk from our hotel one can view the State Capitol building, the spacious Civic Center, the Denver Mint, the new Denver Art Museum, the Colorado State Museum, the Judicial Heritage Center—to name just a few of the attractions. The Mile High City snuggles close to the Front Range of the magnificent Rocky Mountains; the foothills are less than 30 minutes' driving time from downtown. Mountain bus tours are available.



**OUR COMMITTEE**—An experienced committee is essential to hosting a successful Worldcon. By 1981, various individuals of our 20-member committee will have been involved in 13 successive MileHiCons and at least two Penulticons in this city alone, as well as having either sponsored or assisted with such other cons as the small but very fannish Karvalcon, YuccaCon and FortCon in Fort Collins, AmberCon in Wichita, Kansas . . . In addition, many of us will have put in volunteer work on Iguanacon, Seacon and Noreascon. But that's only half the story of our experience. In our mundane identities we include an attorney, two college professors, a government comptroller, a journalist, a commercial artist, several organizational managers, assorted computer programmers and engineers, a few bright-eyed students, a housewife and a librarian. One thing we all have is a lot of enthusiasm for seeing that the Denver in '81 Worldcon comes off right!

**A SPECIAL BONUS**—Denvisions/Thin Air Wonder Stories is our very own publication—a 40-page zine with two halves and two covers, done up in the old Ace Doubles style. One half is full of serious stuff—our Worldcon philosophy, our committee insights and other facts and figures worth knowing. The other half is a showcase, edited by Denver authors Edward Bryant and Peter Allerman, crammed full of the odd-ball humor and the literary talents of DENVENTION II backers. Getting a copy is easy—All pre-supporting members of the Denver in '81 bid receive one.

To become a pre-supporting member, send \$1.00 to the address below. You'll be joining the more than 600 others who have already invested in what promises to be the greatest Worldcon ever—**DENVER IN 1981**.

**OUR FACILITIES**—The downtown Denver Hilton occupies the area between the central business district and the State Capitol buildings, and is bordered on one side by a huge park; it's about as ideally situated as you can imagine. The hotel is a 20-minute trip by shuttle bus or limousine from Stapleton International Airport and only a mile away from the Trailways/Greyhound bus depot. The Hilton has a total of 850 guest rooms, and the four overflow hotels within a two-block radius bring the total to over 2,400. The Hilton's 45,000 square feet of function rooms, including the 17,000 square-foot Grand Ballroom, can be supplemented by the 5,000-seat outdoor Greek Theatre in Civic Center Park across the street, and the 1,500-seat Centre Theatre next door. The hotel is within easy walking distance of literally scores of eating places, in all price ranges, including five restaurants in the hotel itself and a giant McDonald's next door.

**P.O. BOX 11545 DENVER, CO 80211**

# **DEN** **VISIONS**

Number 3

PETER S. ALTERMAN, editor

**Chair... 2**

**By-Laws 3**

**SEACON  
issue  
1979**

Designed and produced by Phil Normand and AD-VENTURE graphics

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# ...word

Don C. Thompson

The editor of this publication decided that it should include a page or two of comment from the chairman of the Denver in '81 Bidding Committee.

As of this writing, of course, we don't know for certain whether Denver has won the bid or not, but for several months now (and for various reasons, not the least of which is 900 pre-supporting members), we have been going on the assumption that we would win. So I guess what I should write about is how we made our effort to win.

We made a key decision long ago (like two or three years) when a few Denver area fans first decided that we would like to have a DENVENTION II 40 years after DENVENTION I.

We were advised at that time by someone whose opinion we (at that time) respected, that we would have to indulge in a "hard sell" campaign in order to win the bid for the World SF Convention in 1981. We were told we would have to spend a LOT of money on advertising, that we would have to send someone to every regional con in the country for the two-year period preceding the voting, and that we would have to twist people's arms to get them to vote for Denver, and that we would have to make some enemies, and we'd have to make some deals, Etc.

At a crucial meeting soon after we recieved that advice, we sat around looking at each other and tossing a few comments back and forth, until finally Fred Goldstein expressed the consensus:

"We haven't got all that much money. Damn few of us have either the time or the money to get to many cons, and we don't twist people's arms -- that is just not our style. We are NICE people. Let's make people want to come to Denver because we are nice and because Denver is a nice place, and because people know we can put on a good con."

We took it from there.

To show that we could put on a good con, we had to actually do it. We bid on WESTERCON for '79 and were clobbered, so we decided to put on our own con.

PENULTICON I, in November of 1977, got goood reviews in the fan press. It was mellow, it was cool, it was smooth. It had Leigh Brackett, Fred Pohl and Bruce Pelz as Guests of Honor. And Ed Bryant as toastmaster. We were encouraged to do it again.

PENULTICON II was held over the Memorial Day weekend of 1979 and it was bigger and better than the first one. This time we had not only two pro GoHs (C.J. Cherryh and Chip Delany) but two fan GoHs (Don and Maggie Thompson of Cleveland. We wanted to get it settled once and for all who the REAL Don Thompson is, but we never did). Again we got glowing reviews, and we felt we had to do it at least one more time. PENULTICON III is scheduled for February 1980.

As for advertising-- letting people know what pleasant people we are -- Peter Alterman had an inspiration. Instead of shotgunning our advertising, he argued, we ought to concentrate on a single project: a sort of pre-progress report in the style of a fanzine, filled with informative and entertaining stuff about the committee and our plans. The committee agreed, but we had a power struggle over the title. Ed Bryant wanted to call it THIN AIR WONDER STORIES. Charlotte Donsky suggested DENVISIONS. After about 5½ minutes of bitter debate, we compromised, as we usually do on divisive issues.

We used both titles, in an upside-down-from-each-other format, like the old Ace Doubles used to do (and like this thing you're reading now). We think the publication won us some votes.

We have done some advertising in carefully selected places, such as the SEACON progress reports and in a few con program books, but we haven't tried to saturate the fan press with our advertising campaign.

We think our ads have been very effective and have won us some votes.

We have sent as many people as possible to as many cons as possible, and within our limited budget we have given bidding parties. We established a reputation for our mellow bidding parties. They've won us some votes.

But in sending people to cons we did not focus on the parties. We sent receipt books with all those people, and copies of DV-TAWS. Without twisting any arms at all, we persuaded a large number of people to support the Denver bid.

In my opinion, it's the personal contact that has done most to persuade voting fandom that Denverites are indeed nice people, as well as being competent.

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BY-LAWS OF DENVENTION, INC.

ARTICLE I

CHANGE OF REGISTERED OFFICE AND AGENT

The Corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State of Colorado a notice of the change in compliance with the applicable Colorado statute.

ARTICLE II

MEMBERS

Section 1. Membership. Any person interested in science fiction shall be eligible to apply for membership in the Corporation. New membership applications shall be accepted or rejected by the Board of Directors in its sole discretion. If a membership application is accepted, the person applying for membership, upon the payment of a membership fee in an amount to be fixed by the Board of Directors, shall become a member and shall be issued a Membership Certificate.

Section 2. Annual Meeting. The annual meeting of the membership shall be held on the 3rd Thursday of January in each year, beginning with the year 1979 at the hour of 7:30 p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day.

Section 3. Special Meetings. Special meetings of the membership for any purpose, unless otherwise prescribed by statute, may be called by the President, the Board of Directors, or two percent or more of the membership entitled to vote at such meeting, by the giving of notice in writing as hereinafter described.

Section 4. Place of Meeting. The designated place of the annual meeting shall be in Denver, Colorado; provided that the Board of Directors may designate any other place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting. In the event the meeting is to be held other than the designated place for the annual meeting, a written notice must be mailed to all members specifying the new place, which may be either within or without the State of Colorado, as the place for the holding of such meeting. If no designation is made, the place of meeting shall be the above named designated place.

Section 5. Notice of Meeting. Written notice shall not be required for annual meetings held in the designated place at the designated time. However, written notice stating the place, day, and hour of other meetings and, in the case of special meetings, written notice stating the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the books of the Corporation with postage thereon prepaid.

Section 6. Voting Record. The officer or agent having charge of the membership books of the Corporation shall make, at least ten days before each meeting of the membership a complete record of the members entitled to vote at the meeting or any adjournment thereof, arranged in alphabetical order with the address of each member. The record, for a period of ten days before such meeting, shall be kept on file at one of the homes of the secretary of the Corporation, whether within or outside Colorado, and shall be subject to inspection by any member for any purpose germane to the meeting at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member for any purpose germane to the meeting during the whole time of the meeting. The original membership books shall be prima facie evidence as to who are the members entitled to examine the record books or to vote at any meeting of the members.

Section 7. Quorum. Fifteen of the outstanding Membership Certificates of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If a quorum is present, the affirmative vote of the majority of the Membership Certificates represented at the meeting and entitled to vote on the subject matter shall be the act of the membership unless the vote of a greater number is required by law, in which event the statutes of the State of Colorado shall control. If less than fifteen of the outstanding Membership Certificates are represented at a meeting, a majority of the Membership Certificates so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Proxies. At all meetings of the membership, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact and notarized. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, but in no event shall a proxy be irrevocable.

Section 9. Voting of Membership Certificates. Each outstanding Membership Certificate entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the membership, but voting shall not be cumulative.

Section 10. Informal Action by the Membership. Any action required to be taken at a meeting of the membership, or any other action which may be taken at a meeting of the membership, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by seventy-five percent of the membership entitled to vote with respect to the subject matter thereof.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The initial number of Directors of the Corporation shall be 3. Each Director shall hold office continuously until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Directors need not be residents of the State of Colorado or members of the Corporation, but must be natural persons of at least eighteen years of age.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, or upon consent of the Board of Directors at the same time and place, jointly with the annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram or by telephone call made by the Secretary of the Corporation. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his or her address as it appears on the books of the Corporation, with postage thereon prepaid. Any director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action of such majority, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other directors, shall always be as valid and effective in all respects as if otherwise duly taken by the Board of Directors.

Section 8. Removal. Any director elected or appointed by the membership may be removed by a majority vote of the membership whenever in its judgment the best interests of the Corporation would be served thereby.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the membership called for that purpose.

Section 10. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated compensation as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section 1. Titles. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two or more of these offices may be held by the same person, except that no one person may hold the office of President and Secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by a majority vote of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. President. The President (also known as Chairman) shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the membership and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, Membership Certificates of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Secretary. The Secretary (also known as Coordinator) shall issue notices of all meetings of the membership and directors, shall keep minutes of all such meetings, and shall record all proceedings. He or she shall have custody and control of the corporate records and books, excluding the books of account, together with the corporate seal if any. He or she shall make such reports and perform such other duties as may be consistent with his or her office or as may be required of him or her from time to time by the President or the Board of Directors.

Section 7. The Treasurer. The Treasurer shall have custody of all moneys and securities of the Corporation and shall have supervision over the regular books of account. He or she shall deposit all moneys, securities, and other valuable effects of the Corporation in such banks and depositories as the Board of Directors may designate and shall disburse the funds of the Corporation in payment of just debts and demands against the Corporation, or as they may be ordered by the Board of Directors, and shall render such account of his or transactions as may be required of him or her by the President or the Board of Directors from time to time and shall otherwise perform such duties as may be required of him or her by the President or the Board of Directors.

The Board of Directors may require the Treasurer to give a bond indemnifying the Corporation against larceny, theft, embezzlement, forgery, misappropriation, or any other act of fraud or dishonesty resulting from his or her duties as Treasurer of the Corporation, which bond shall either be a corporate bond or may be a personal bond and shall be in such amount as appropriate resolution or resolutions of the Board of Directors may require.

Section 8. Assistant Officers. Any assistant officers elected or appointed by the Board of Directors shall serve at the will of the Board and shall perform such duties as delegated by the Board.

Section 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation; but no officer shall receive any salary or compensation for his or her services unless and until the Board of Directors authorizes and fixes the amount and terms of such salary or compensation.



ARTICLE V

MEMBERSHIP CERTIFICATES

Section 1. Membership Certificates. Each holder of a Membership Certificate of the Corporation shall be entitled to a certificate signed by the President or Vice-President and also by the Secretary or an assistant secretary of the Corporation. The Certificates shall be in such form, not inconsistent with the Articles of Incorporation, as shall be prepared or approved by the Board of Directors. All certificates shall be consecutively numbered. The name of the person owning the Certificates represented thereby, with the number of such Certificates and the date of issue, shall be entered on the Corporation's books, and no Certificate shall be valid unless it be signed by the President or Vice-President and by the Secretary or an assistant secretary of the Corporation. The seal, if any, of the Corporation affixed to stock certificates may be facsimile. The signature of officers as above described on any such Certificate may be facsimile if the Certificate is countersigned by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation.

Section 2. New Certificates. All Certificates surrendered to the Corporation shall be cancelled and no new Certificate shall be issued, except in the case of a lost Certificate, and then only upon posting a bond of indemnity in such form and with such surety or sureties and for such an amount as shall be satisfactory to the Board of Directors and upon producing by affidavit of otherwise such evidence of loss or destruction as the Board of Directors may require, until the former Certificates have been surrendered and cancelled.

Section 3. Transfer of Certificates. Membership Certificates of the Corporation shall not be transferred.

Section 4. Closing of Books. The membership books may be closed by the Board of Directors for a period not exceeding 50 days prior to any meeting of the membership or the Board of Directors may, not more than 50 days prior to the holding of any such meeting, set the date for determining members entitled to notice of and to vote at such meeting and only members of record on such day shall be entitled to notice or to vote at such meeting. If the Board of Directors does not close the membership books or no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of the membership, the tenth day prior to the meeting date shall be the record date for such determination of membership. When a determination of members entitled to vote at any meeting of the membership has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 5. Regulations. The Board of Directors shall have power and authority to make all such rules and regulations as they deem expedient concerning the issue, transfer, and registration of Membership Certificates of the Corporation. The Board of Directors may appoint a Transfer Agent and a Registrar and may require all stock certificates to bear the signature of such Transfer Agent or such Registrar.

Section 6. Restrictions on Certificate. The Board of Directors may restrict any Membership Certificate issued by making the Certificates redeemable or by restricting the transfer of the Certificates, under such terms and in such manner as the Directors may deem necessary and as are not inconsistent with the Articles of Incorporation or the laws of the State of Colorado.

ARTICLE VI

FINANCES

Section 1. Moneys. The moneys, securities, and other valuable effects of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies as the Board of Directors shall designate and shall be drawn out or removed only as may be authorized by the Board of Directors from time to time.

Section 2. Contracts. The Board of Directors may authorized any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

ARTICLE VII

SEAL

The Board of Directors may provide a corporate seal. If such seal is provided, it shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "SEAL, Colorado", and shall be entrusted in the care of the Secretary or such other officer of the Corporation as the Board of Directors shall designate.

ARTICLE VIII

NOTICES

Section 1. Requirements. Whenever a notice shall be required by the Statutes of Colorado or by these By-Laws, such notice shall be given in writing by depositing the same in the United States mail in a postpaid, sealed envelope addressed to the person for whom such notice is intended to his or her home or other address, as the same shall appear on the books of the Corporation. The time of mailing shall be deemed to be the time of giving such notice. A waiver of any notice in writing, signed by a member, director, or officer, whether before, at or after the time stated in such waiver for holding a meeting, shall be deemed the equivalent of suly giving such notice.

Section 2. Presence. The presence of any officer at a meeting, or the presence of any member or director at a meeting, unless such presence is for the sole purpose of objecting to the holding of such meeting on the ground that it is not lawfully held or convened, shall in all events be considered a waiver of notice thereof; and failure to vote thereat shall not defeat the effectiveness of such waiver.

Section 3. Ratification. The ratification or approval in writing of the minutes of any meeting of the membership or the Board of Directors shall have the same force and effect as if the ratifying or approving officer, director, or member were present in person at said meeting.

ARTICLE IX

AMENDMENTS

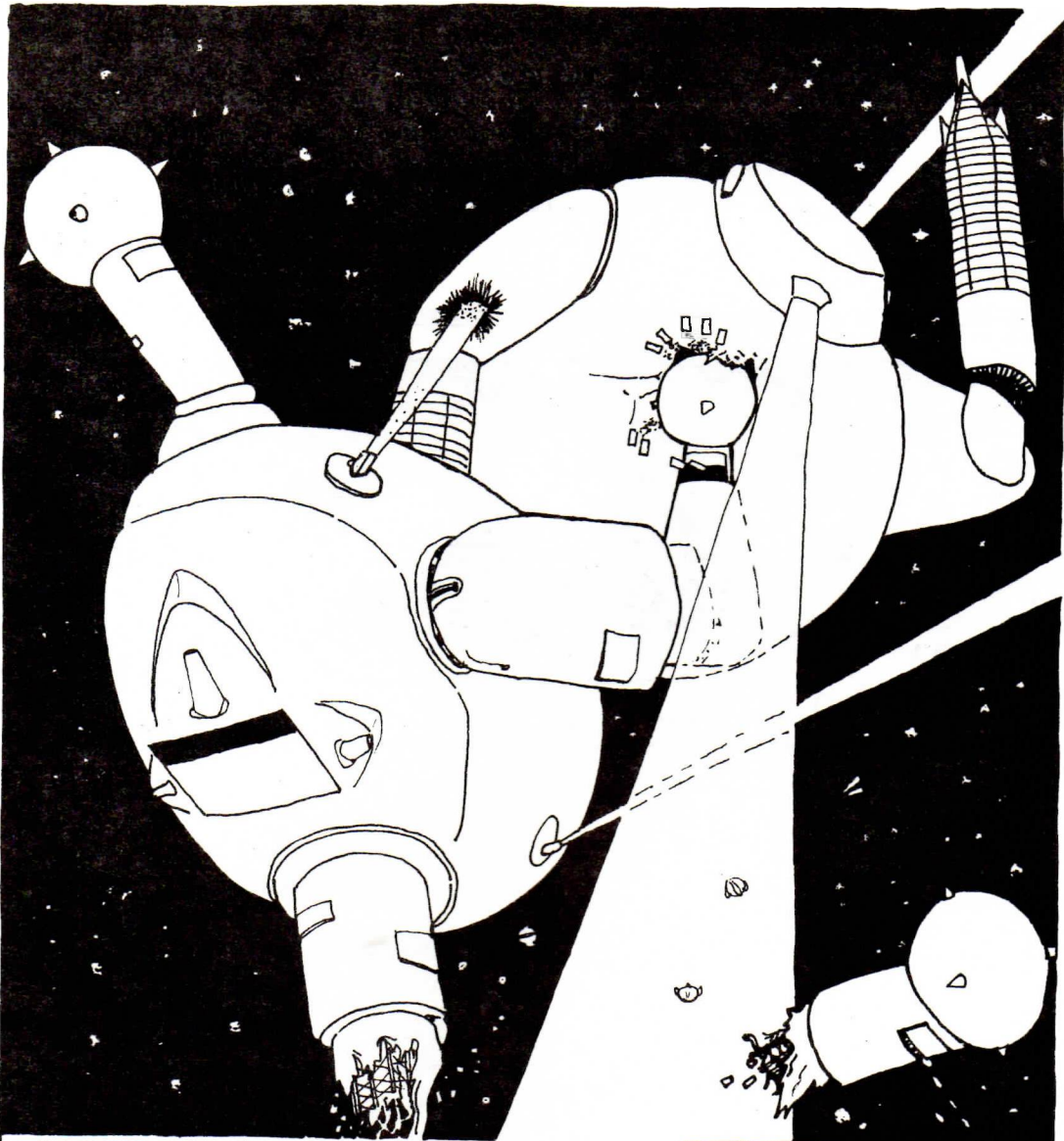
These By-Laws may be amended, altered, or repealed by the Board of Directors by resolution of a majority of the Board, or may be altered, amended or repealed at any regular or special meeting by a majority of the members entitled to vote at such meeting; provided, however, that the notice of such meeting of the membership shall contain a statement of the proposed alteration, amendment, or repeal.

ARTICLE X

INDEMNIFICATION

Section 1. Agreement to Indemnify. Any person (including the heirs, executors and administrators of such a person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgement in its favor), by reason of the fact that (a) he or she is or was a director or officer of the Corporation, or (b) he or she is or was a director or officer of the Corporation and is or was serving at the request of the Corporation and is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, if, as and to the extent authorized by the laws of the State of Colorado, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense of settlement of such action, suit or proceeding. The Corporation may indemnify any person (including the heirs, executors and administrators of such person) who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided by the foregoing sentence. The indemnification provided by this Article X and by the laws of the State of Colorado shall not be deemed exclusive of any other rights which any person indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

Section 2. Liability Insurance. To the extent permitted by the Colorado Corporation Code, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a direcotr, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Colorado Corporation Code.



**FORT CON 2! FEB 8-9 1980!** Rockwell Hall ~ CSU

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