



*The Oldest Mountain Bike Club in the World - Since 1983*

## **BYLAWS OF CRESTED BUTTE MOUNTAIN BIKE ASSOCIATION** *Rev. 2020*

### **ARTICLE I – GENERAL**

#### **1.1 Name**

The corporation shall be called the Crested Butte Mountain Bike Association (hereinafter as CBMBA).

#### **1.2 Registered Office**

The registered office of the corporation shall be located at 427-D Red Lady Avenue, P.O. Box 782, Crested Butte, Colorado 81224, and the registered agent of the corporation shall be the Executive Director.

#### **1.3 Fiscal Year**

The Fiscal year shall of the Corporation shall commence on the first day of January and end on the last day of December.

### **ARTICLE II – CORPORATE PURPOSE**

#### **2.1 Nonprofit Purpose**

The corporation is organized exclusively for charitable, educational, and recreational purposes as defined in Section 501 (c) (3) of the Internal Revenue Code.

#### **2.2 Mission and Purpose**

- a. CBMBA's Mission is to build, maintain, and advocate for sustainable trails and to steward the landscape of Crested Butte and beyond.
- b. CBMBA works to balance recreation with conservation, minimizing the environmental impacts of trails when possible.
- c. CBMBA believes that recreation engenders authentic connections to the environment and seeks to use recreation as a tool for environmental awareness.

#### **2.3 Programs**

- a. CBMBA works with public lands agencies, landowners, easement holders, municipal governments, and other stakeholders (hereinafter as Partners) to provide community trail workdays for volunteers which may consist of building new trails and recreation amenities, doing trail maintenance, conducting resource mitigation, decommissioning non-system trails, undergoing educational training, and more. All programs are designed to create better experiences and connect CBMBA's membership or any persons of the general public to the environment by means of stewardship and community collaboration.
- b. CBMBA provides regular trail workdays throughout the year for any and all persons, families, individuals, or entities.
- c. CBMBA works alongside our Partners to provide educational and healthy outdoor experiences.
- d. CBMBA created the Crested Butte Conservation Corps (hereinafter as CBCC) in 2017 to provide a stewardship arm and seasonal trail crew to fulfill and realize our mission and purpose, and to protect the backcountry, open space, public lands, and surrounding areas of Crested Butte for the future enjoyment of generations.
  - a. Mission and Purpose: To provide for the best possible backcountry experiences in the forms of stewardship, advocacy, education, and resource maintenance to ensure a sustainable and healthy future for our precious natural surroundings.
  - b. To provide the adequate means of care and stewardship of lands, given the growing numbers of backcountry users and impacts.
  - c. To assist our Partners with the support needed to mitigate the impacts from recreation, and to find mutual benefit from said support.
- e. CBMBA has established women's specific workdays to enable more women to get involved with trail maintenance and trail building, and to develop a more balanced membership and user base.
- f. CBMBA works with our Partners to permit and gain permission to provide winter trail amenities free to the general public, based on restrictions of existing travel management, for the purposes of winter travel including but not-limited to fat biking, Nordic skiing, backcountry skiing, snowshoeing, running, walking, and snowmobiling.
- g. CBMBA collaborates and is proud to work alongside our various Partners on community efforts, events, and committees to advocate for sustainable and healthy forests and open spaces, with a focus on responsible recreation alongside conservation for the benefit of future generations.
- h. CBMBA schedules and organizes group rides in an effort to bring the community together and celebrate the efforts of the organization and it's its volunteers.

- i. CBMBA is an equal opportunity employer. In accordance with anti-discrimination law, it is the purpose of this policy to effectuate these principles and mandates. CBMBA prohibits discrimination and harassment of any type and affords equal employment opportunities to employees and applicants without regard to race, color, religion, sex, age, national origin, disability status, protected veteran status, or any other characteristic protected by law. CBMBA conforms to the spirit as well as to the letter of all applicable laws and regulations.

#### 2.4 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or person whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **ARTICLE III - MEMBERSHIP**

#### 3.1 Eligibility for Membership

Any person who is aligned with and supports the mission and purpose of CBMBA, its programs, its efforts, or its goals are eligible for membership. All members in good standing shall be entitled to all rights and privileges of membership in the club and shall be eligible to hold office in the club.

#### 3.2 Categories of Membership (category names are subject to change)

- a. Steel Level - \$30
- b. Aluminum Level - \$50
- c. Titanium Level - \$100
- d. Carbon Level - \$250+
- e. Trail Advocate - \$500+
- f. Trail Steward - \$1000+
- g. Trail Hero - \$2500+

#### 3.3 Dues

Membership dues may be paid annually based on the Fiscal Year or annual subscription.

#### 3.4 Membership Management

The Deputy Development Director of the Corporation will manage, amend, and correspond with the Membership and oversee all activities associated with Membership including renewals, new members, and lapsed/expired members.

#### 3.5 Membership Participation

Besides participation in the programs, membership may attend Regular Meetings and are encouraged to attend the Annual Meeting where the Board of Directors is receptive of comments, feedback, suggestions, and participation in Committees or the Advisory Board.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **4.1 General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **4.2 Number, Tenure, Requirements, and Qualifications**

- a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) and no more than eleven (11) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.
- b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the Board present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 4.6 of this Article.
- c. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- d. Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a two-year term as submitted by the Directors.
- e. Potential members of the Board of Directors shall be individuals compelled by the mission and purpose of the corporation and shall show meaningful intent and desire to join said Board of Directors.
- f. Board members are not term-limited and can serve consecutive terms, except in the case of the Officers, who can succeed themselves in their respective office for two (2) terms only as provided by section 5.5 of this article. An Officer may step down from his/her executive position to a regular member of the Board, and after two (2) years, may apply or be nominated for an executive position again. An Officer may change his/her executive position, from which point the terms start anew.
- g. Doug Bradbury is a member of the Board of Directors, ad finum.
- h. Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year. Via physical presence, phone call, or proxy.

- i. A Board of Director, upon being absent for a scheduled meeting, may provide his or her proxy vote in conjunction with doing the proper due diligence into the matter of the vote and in an effort to rightfully serve their duty as a Director of the Board.
- j. Each member of the Board of Directors shall, at a minimum, contribute financially at the amount of at least a current annual membership. She/he shall take a vested interest in realizing the mission and purpose of the corporation, and she/he will gather the support, partnerships, and collaborations needed to further said mission/purpose.
- k. Each member of the Board of Directors should make as many CBMBA volunteer/community workdays as possible, including leading the coordination and logistics for at least one workday each year alongside the administrative staff or CBCC.

#### 4.3 Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held the first (1<sup>st</sup>) Friday of June of each calendar year, prior to the Annual Kickoff Party, at a location designated by the Executive Committee and the Staff. Regular meetings shall be held the third (3<sup>rd</sup>) Thursday of each month of the Fiscal Year. Both the Regular and Annual Meetings may change the date, time, and location of said meetings per discussion and the needs of the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days, prior to the meeting date.

#### 4.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

#### 4.5 Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, email, or by written notice.

#### 4.6 Quorum

Upon eleven (11) Board of Directors positions filled, then a quorum shall exist with a minimum of seven (7) members of the Board of Directors. Upon nine (9) or less Board of Director positions filled, then a quorum shall exist with a minimum of five (5) members of the Board of Directors, and shall be necessary at any meeting to constitute a quorum to transact business. A lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### 4.7 Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 4.2 of this Article by the Annual Meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the

vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 4.2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 4.14 of this Article in these by-laws.

#### 4.8 Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors and the term of the filled vacancy will be re-evaluated and renewed with a Board of Directors vote at the Annual Meeting.

#### 4.9 Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### 4.10 Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

#### 4.11 Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

#### 4.12 Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein.

#### 4.13 Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President and Executive Director by reference to Robert's Rules of Order.

#### 4.14 Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a majority vote of the members of the Board of Directors if, in their judgment, the best interest of the Corporation would be served thereby. Each

member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 4.2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 4.7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **ARTICLE V – OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board, and are collectively known as the Executive Committee.

### **5.1 President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a) He/She shall preside at all meetings of the Executive Committee, and have general and active management of the business of the Corporation.
- b) He/She shall have general and active management of the business of any Committees and Advisory Councils.
- c) He/She shall see that all orders and resolutions of any Committees and Advisory Councils are brought to the Board of Directors.
- d) He/She shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- e) He/She shall submit a written or verbal report of the operations of the Corporation and its programs at the Annual Meetings, and shall report to the Board all matters that may affect the corporation or its programs.
- f) He/She shall be ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **5.2 Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a) He/She shall have the duty of chairing Committees and Advisory Councils and such other duties as may, from time to time, be determined by the Corporation.

### **5.3 Secretary**

The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a) He/She shall record all votes and minutes of all proceedings electronically and in a legible and orderly manner.
- b) He/She shall send the finished and edited comments to the Staff, upload the minutes to a cloud based sharing network, and be sure that all Board of Directors and Officers are in good standing and have access to said minutes.
- c) In the absence of the Secretary at Regular or Annual Meetings, a staff member or volunteer Board of Director shall record all votes and minutes of the proceedings, and work with the Secretary to distribute the minutes per the above-mentioned duties.

#### 5.4 Treasurer

The Treasures duties shall be:

- a) It shall be the duty of the Treasurer to assist in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.
- b) He/she shall work with the staff and the bookkeeper to realize quarterly reports for updating and oversight, reporting to the Board of Directors.
- c) Alongside the Staff, he/she shall report at Regular Meetings to the Board of Directors, a general oversight of current financial position and performance per the annual fiscal budget, to the best of his/her ability and with the pertinent general information and direction from the Executive Director.
- d) He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

#### 5.5 Election of Officers

The Board of Directors shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. The election shall be held at the Annual Meeting of the Board of Directors. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the Annual Meeting.

- a. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms, unless it is agreed upon by a quorum present of the Board of Directors and said Officer, to continue in their respective capacity for another term.
- b. An Officer may step down from their executive position to a regular member of the Board, and after two (2) years, may apply or be nominated for an executive position again.

#### 5.6 Removal of Officer



The Board of Directors with the concurrence of a majority of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No Officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### 5.7 Vacancies

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

### **ARTICLE VI - COMMITTEES**

#### 6.1 Committee Formation

The Board of Directors may create Committees as needed to oversee and fulfill the mission and purpose of the Corporation. Examples may be, but not limited to, a Finance, Fundraising, or Merchandise Committee.

#### 6.1 Committee Responsibility and Duty

A committee sanctioned by the Board of Directors will convene at their convenience, and with or without the presence of Staff, Executive Committee, or Board of Directors.

- a. They will report to Staff, Executive Committee, and/or to the Board of Directors.
- b. They shall not be allowed to vote on matters related to operations or programs of the Corporation.

#### 6.2 Executive Committee

The four Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

### **ARTICLE VII – CORPORATE STAFF**

#### 7.1 Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board.

- a. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation and its programs, maintain the properties of the Corporation, hire, discharge, and determine the

salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.

- b. No Officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all Committees.
- c. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors.
- d. The Executive Director may be hired or removed at any meeting of the Board of Directors upon an affirmative vote of the majority of the quorum present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.
- e. The Executive Director shall provide Regular and Annual Meeting notice, location, and needs no less than seven (7) days prior to the meeting, and shall provide meeting materials including but not limited to the agenda, minutes, Director Report, and Staff Update with notice for said meeting no less than (2) days prior to the meeting date. Meeting content, agendas, reports, and updates may vary based on schedules, programs, and availability to meet.
- f. The Executive Director shall be provided with an annual review by the Board of Directors, at the discretion and timing of the Executive Committee.

#### 7.2 Development Director

The Executive Director shall hire a Development Director who shall serve at the will of the Executive Director.

- a. The Development Director shall report directly to the Executive Director and work closely alongside the Executive Director to help fulfill the mission and purpose, along with the programs of the Corporation.
- b. The Development Director will specifically oversee membership and sponsorship fulfillment, pursue development and financial sustainability, and help maintain the day to day operations of the Corporation.
- c. The Development Director shall be provided with an annual review by the Executive Director at a date concurrent with the hiring of said Development Director.

#### 7.2 Additional Corporate Staff

Growth within the organization may create the need for additional positions like operations and facilities, program staff, or other needs that may arise. The Executive Director or the Board of

Directors may present this potential position to the Board for review and discussion, and ultimately employ the Executive Director to begin scoping and hiring for the position.

## **ARTICLE VIII – CONFLICT OF INTEREST AND COMPENSATION**

### **8.1 Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Board of Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **8.2 Definitions**

#### **a. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **8.3 Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  1. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
  1. If Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 8.4 Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was

present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### 8.5 Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### 8.6 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### 8.7 Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### 8.8 Use of Outside Experts

When conducting the periodic reviews as provided for in section 8.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE IX. IDEMNIFICATION**

### **9.1 General**

To the full extent authorized under the laws of the State of Colorado, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **9.2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **9.3. Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE X. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XI. AMENDMENTS**

### **11.1 Articles of Incorporation**

The Articles may be amended in any manner at any Regular, Annual, or Special Meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director at least two (2) days in advance of such a meeting if delivered personally or by email. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of a majority of directors then in office.

### 11.2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any Regular, Annual, or Special Meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each Director within the time and the manner provided for the giving of notice of Board of Director Meetings.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all Executive Officers of the Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 19th day of May, 2020.

DocuSigned by:

  
787DE17E4C1E4BC...


Steve Thompson, President

DocuSigned by:

  
1B4C99EBDAB34A7...

Doug Bradbury, Vice-President

DocuSigned by:

  
792E522892BC47C...

Lisa Cramton, Secretary

DocuSigned by:

  
AB72BB4AD073484...

Marco White, Treasurer