

**Bylaws
of
Rocky Mountain BBQ Association**

**Article 1
Offices**

Section 1. Principal Office

The principal office of the Corporation is located in Pueblo County, State of Colorado.

Section 2. Change of Address

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

New Address: _____

Section 3. Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of Directors may, from time to time, designate.

**Article 2
Nonprofit Purposes**

Section 1. IRC Section 501(c)7 Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)7 of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be:

- a. to educate the public concerning barbecue techniques and methods;
- b. to maintain a website which informs the members and interested parties of barbecue events, methods and current information;
- c. to sponsor seminars and other educational events where members and the public may meet to exchange ideas and to learn advanced preparation techniques and methods;
- d. to conduct various barbecue activities to demonstrate barbecue methods and showcase experienced barbecue cooks and equipment;
- e. to engage in other activities related to cooking, barbecue and smoking.

Article 3 Directors

Section 1. Number

The Corporation shall have seven Directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state and a member in good standing.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- c. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed, or faxed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Each Director shall hold office for a period of two years and until his or her successor is elected and qualifies.

Section 6. Compensation

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Place of Meetings

Meetings shall be held such place as may be designated from time to time by resolution of the Board of Directors.

Section 8. Regular Meetings

Regular meetings of the Directors shall be held at least quarterly at a time and place determined by the Board of Directors.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
- b. **Special Meetings.** The Secretary of the Corporation shall give at least one-week prior notice to each Director of each special meeting of the board. Such notice may be oral or written, may be given personally, by e-mail, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum for Meetings

A quorum shall consist of four of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Vacancies on the Board will be filled in the following manner:

1. If the vacancy occurs within 60 days of the last election, the Board will offer the position to the next highest vote recipient. The person will fill the position for the remaining length of the vacancy.
2. If the next highest vote recipient declines the position, the Board can offer the position to the following highest vote recipient based on the percentage of votes received; otherwise, the Board will fill that position by approval. If there is not an acceptance from people that were in the election, that position may be filled by approval of the Board of Directors for the remaining length of the vacancy.
3. If the vacancy occurs after 60 days, that position will be filled by approval of the Board of Directors for the remaining length of the vacancy.
4. If the number of Directors in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Directors”

Section 15. Action Without a Meeting

Any action required to be taken or which may be taken at a meeting of the Board of Directors, Executive Committee, or other committee of the Directors of this Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors, Executive or other committee members, entitled to vote with respect to the subject matter thereof.

A vote taken via email will require a motion and a second; a 48 hour period for further discussion can follow if necessary. The Directors of this Corporation will then vote their position on the motion within 24 hours. Results of votes taken via email will be captured and documented in meeting minutes.

Section 16. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Section 17. Board of Director's Code of Conduct at Events {Amendment: August 21, 2008}

All board Directors and Officers of the Corporation shall abide by the following code of conduct while at events:

1. Responsibility should be exercised when attending any sanctioned barbecue event. As a board member, your actions should represent the organization.
2. In the presence of members of the general public at a competition, a board member needs to ensure that their language is appropriate.
3. In the presence of members of the general public at a competition, a board member should strive to not be intoxicated-(being in a temporary state in which one's physical and mental faculties are significantly impaired by an excess of alcohol). If a board member wishes to imbibe, said board member needs to do so in moderation and not draw any embarrassment to the contest organizer, RMBBQA members, and the organization.
4. All local laws will be respected and abided by.
5. A board member should strive to be a source of information for any event organizer, so long as it does not interfere with said board member's cooking schedule.
6. Board members are still to adhere to the Membership Code of Conduct.

7. Failure to adhere to this code of conduct may result in the removal of a board member, probation as a member, suspension as a member, or removal from the membership roster.

Fraudulent or illegal conduct includes, but is not limited to, any oral or written misrepresentation of facts, misappropriation of funds, theft, or any other dishonest acts. Fraudulent or illegal conduct committed in the name of the RMBBQA is grounds for an immediate removal from the membership roster.

Article 4 Officers

Section 1. Designation of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Qualifications

Any member of the Board of Directors in good standing may serve as officer of this Corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and, if this Corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary

The Secretary shall:

- Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- Keep at the principal office of the Corporation or at such other place as the board may determine a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney; on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the Directors of the Corporation.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer

The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
- Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- Prepare, or cause to be prepared, the financial statements to be included in any required reports.

- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Article 5 Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of two board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 6 Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

Article 7

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office or at such other place as the board may determine:

- a. Minutes of all meetings of Directors, committees of the board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 8

IRC 501(c)7 Tax Exemption Provisions

Section I. Prohibition against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers or other private persons, except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 2. Distribution of Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of Pueblo County, Colorado, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 9 Amendment of Articles and Bylaws

Section 1. Amendment

Members of the Corporation shall not have the right to vote on amendments to the Articles of Incorporation of the Corporation. Except as may otherwise be specified under provisions of law, the Articles of Incorporation may be amended by approval of the Board of Directors, and these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors, provided that, if any amendment to or repeal of the Articles of Incorporation or Bylaws has been approved by the Board of Directors within the preceding twelve month period, any new amendment to or repeal of the same shall require a two-thirds vote of a quorum of the Directors.

Article 10 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Colorado Secretary of State and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 11 Members

Section 1. Determination and Rights of Members {Amendment: September 25, 2010}

The Corporation shall have the following membership classes: Personal Membership (Single Vote); Team/Family Membership (Two Votes); RMBBQA Cup Sponsor (Non-Voting); a Personal Lifetime Membership (Single Vote); and a Team/Family Lifetime Membership (Two Votes). No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members

The qualifications for membership in this Corporation are as follows: Anyone over age 18 who wishes to promote barbecue.

Section 3. Admission of Members

Applicants shall be admitted to membership upon filing a completed application for membership, payment of annual dues, and approval by the Board of Directors or the membership committee. All meetings regarding approval of membership by the Board of Directors or the membership committee will be private with no guests permitted. All actions by the committee or the Board of Directors regarding approval of new members will be done in executive session with no minutes taken.

Section 4. Fees and Dues {Amendment: September 25, 2010}

The annual dues payable to the Corporation by members shall be as follows: Personal Membership - \$30 and Team/Family Membership-\$50. Members resigning during the year will not be entitled to any refund of dues. The Personal Lifetime Membership shall be \$300 and is valid for the life of the Member. The Team/Family Lifetime Membership shall be \$500 and is valid for the life of the two designated members. Members resigning with the lifetime membership will not be entitled to any refund of dues. The RMBBQA Cup Sponsor class of membership is a non-prorated annual membership of \$250.00.

Section 5. Number of Members

There is no limit on the number of members the Corporation may admit.

Section 6. Membership Book

The Corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office or such other location authorized by the Board of Directors.

Section 7. Elimination of Annual Meeting

The requirement of an annual meeting of members of this Corporation eliminated.

Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising wherefrom. All rights of membership cease upon the member's death.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- If this Corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, not less than five days prior to the effective date of the termination or expulsion, upon a determination by the Board of Directors that the member has engaged in

conduct materially prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall not receive a refund of dues already paid for the current dues period.

- All rights of a member in the Corporation shall cease on termination of membership as herein provided.

Section 10. Code of Conduct {Amendment: August 21, 2008}

Each member is personally responsible for ensuring he or she conducts themselves in a high standard to ensure and secure public confidence and support. All members are responsible for their actions and for conducting themselves with integrity.

Any failure on the part of a member to meet any of the standards embodied in this Code of Conduct will be subject to action by the Board of Directors of the RMBBQA. Action(s) may include: “probation” period, suspension, or removal from the membership roster of the RMBBQA.

Action will be taken at a RMBBQA Board Meeting and the member in question will be allowed to go into an executive session with the board prior to a determination being made on action to be taken.

Fraudulent or illegal conduct

Fraudulent or illegal conduct includes, but is not limited to, any oral or written misrepresentation of facts, misappropriation of funds, theft, or any other dishonest acts. Fraudulent or illegal conduct committed in the name of the RMBBQA is grounds for an immediate removal from the membership roster.

Section 11. Privacy {Amendment: 20 March 2010}

The Corporation shall keep all personal information given by its members, as part of the application process, within the Corporation and used for only official Corporation business (i.e., membership renewal, mailing of awards, Corporation announcements, etc.).

Upon consent of the member, the Corporation may give out member information to RMBBQA contest organizers.

Upon consent of the member, the Corporation may give out member information to BBQ-related activities or organizations.

Article 12 Election of Board of Directors

Section 1. Length of Director Service

Directors are not limited in the number of terms they may serve. The original Board of Directors shall at the organizational meeting draw straws to determine which members shall have initially one year or two year terms. Initially three Directors will have a one 3 year term and two Directors will have a two-year term.

Section 2. Nomination for Expiring Positions {Amendment 2 May 2010}

In September of each year Board of Directors will accept self-nominations from members in good standing of the Corporation for expiring positions on the Board of Directors. Self-nominations will be accepted for a three-week window, starting the first of the month. These members in good standing will present their intent to run and a short position statement to the Board of Directors, upon which their name will be added to the primary ballot.

The self-nomination period will be followed immediately by a two-week primary vote, open to all members in good standing of the Corporation. The primary election will select up to but not more than the number of candidates necessary for a full and fair final election. Incumbents will not run in the primary election.

Results of the primary election will be announced to the Corporation membership no later than 30 days prior to the start of the final election.

Section 3. Reserved {Amendment 2 May 2010}

Section 4. Ballots for open Board of Director Elections

The organization will within sixty days from the end of the year cause voting authorization codes to be emailed to each member in good standing for the online election to the Board of Directors and any other matter brought by the Board to the membership for approval. The ballot shall:

- a. set forth the proposed action;
- b. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted, and
- c. shall specify the time frame when online voting will take place. The time frame set shall afford members a reasonable time within which to place their vote online.
- d. On matters other than the election of Directors, be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

In order to be entitled to vote for the election to the Board of Directors and any other matter brought by the Board to the membership for approval, an individual must be a member in good standing of the Corporation on the last day of calendar month preceding the mailing of the ballot for such election. One twentieth of the number of Members of the Corporation entitled to vote shall constitute a quorum for voting for the election to the Board of Directors and any other matter brought by the Board to the membership for approval. Cumulative voting for election of Directors, or for any other matter which may come before the membership, shall be denied. Candidates receiving the highest number of votes in support of such candidacy shall be elected to fill the expiring positions on the Board of Directors as to the winner of each open position and any special measures voted on by the membership.

Section 6. Certification of Election by Board of Directors

At the next meeting of the Board of Directors following the election the Board will certify the winner(s) of the election. The new member of the Board of Directors will begin service following certification.

Article 13 Non-liability and Indemnification

Section 1. Non-liability of Directors

The Directors, officers, employees and members of the Corporation shall not be personally liable for the acts, debts, liabilities or other obligations of the Corporation.

Section 2. Indemnification

To the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, any person who shall at any time serve, or have served, as Director, Officer, employee or agent of the Corporation, or who is or was serving at the Corporation's request as a Director, Officer, partner, member, manager,

trustee, employee, fiduciary, or agent of any other Corporation, partnership, joint venture, trust, entity, or enterprise, and the heirs, legal representatives and successors of such persons, shall be indemnified and held harmless by the Corporation against all reasonable expenses, including attorney's fees, incurred in connection with any proceeding in which such person may be involved by virtue of being or having been a Director, Officer, employee or agent of the Corporation, or serving at its request as above set forth, and shall further indemnify and hold harmless such person from any liability incurred as a result of such proceeding. As used in this Article: the term "liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expense incurred with respect to a proceeding; the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal; and the term "party" includes an individual who was, is, or is threatened to be made a named defendant or a respondent in a proceeding. The Corporation, to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, and in the manner therein provided for, shall pay for or reimburse all reasonable expenses incurred by such indemnified person in advance of the final disposition of the proceeding and in a manner which will provide timely payment by such person of such expenses. The Corporation may purchase and maintain insurance on behalf of persons who are or were a Director, Officer, employee, fiduciary, or agent of the Corporation, or who are or were serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, fiduciary or agent of any other Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Colorado Revised Nonprofit Corporation Act, and any limitation upon the ability or obligation of the Corporation to indemnify such person shall not affect such person's rights to the benefits of and defense under the terms of any such insurance policy. No amendment, modification, repeal, or deletion of the terms of this Article shall affect or diminish the rights of the parties entitled to the benefits of its provisions arising directly or indirectly out of any acts, omissions, or occurrences prior to such amendment, modification, repeal or deletion.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this Corporation.