

BYLAWS OF

The Grand County Wilderness Group (a Colorado nonprofit corporation)

The undersigned natural person(s) of age, acting as the Board of Directors of The Grand County Wilderness Group, hereby adopt the following Bylaws governing The Grand County Wilderness Group. For purposes of these Bylaws, the term "Corporation" refers to "The Grand County Wilderness Group," a Colorado nonprofit Corporation.

ARTICLE I – MEMBERSHIP

Section 1. Definition. Any natural person may become a Member of the Corporation, for purposes of financially contributing to the Corporation, and for purposes of participation in events and functions held by the Corporation.

Section 2. Qualifications. Any natural person may become a Member of The Grand County Wilderness Group, upon filing an application form including such information as the Board of Directors may deem pertinent for membership in the Corporation, and upon payment of annual dues in an amount established each year by the Board of Directors.

Section 3. Member Rights. Members of the Corporation may attend all functions of the Corporation, and have the right to cast one (1) vote in questions put before the membership of the Corporation.

Section 4. Limitations. Members may not act or serve as agents of the Corporation, unless they serve on the Board of Directors or as an Officer of the Corporation.

Section 5. Meetings. The Members may hold meetings from time to time as they may desire, and shall hold an annual meeting each year, with the first annual meeting in 1999, within the State of Colorado, at such time in the months of March, April, or May, and at such place as may be designated in the notice of annual meeting, for the purpose of electing Directors, and for the transactions of such other business as may properly be brought before the meeting. At any meeting for the purpose of electing Directors, nominations may be made from the floor.

Section 6. Notice of Meetings. Notice of the time, place and purpose of every meeting of members shall be delivered personally or mailed not less than ten days nor more than sixty days previous thereto to each member of the corporation, at such member's post office address appearing upon the records of the Corporation or at such other address as shall be furnished in writing by him or her to the Corporation for such

purpose. Such further notice shall be given as may be required by law or by these Bylaws. Any meeting may be held without notice if all members entitled to vote are present in person or by proxy, or if notice is waived in writing, either before or after the meeting, by those not present.

Section 7. Quorum. One-third of members in good standing, and entitled to vote, who are present in person or by proxy, shall, except as otherwise provided by law or by these Bylaws, constitute a quorum at all meetings of the members; if there be no such quorum, the members may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 8. Organization of Meetings. Meetings of the members shall be presided over by the Chairman of the Board, if there be one, or if the Chairman of the Board is not present, by the President, or if the President is not present, by a chair to be chosen at the meeting. The Secretary of the Corporation, or in the Secretary of the Corporation's absence, an Acting Secretary shall act as Secretary of the meeting. Minutes must be obtained from all meetings and recorded and archived with the Secretary of the Corporation within five (5) days after the meeting. The minutes from the meetings must be signed by the chair of the meeting, and the acting secretary at the meeting.

Section 9. Voting. At each meeting of the members every member in good standing shall be entitled to one vote in person or by proxy. Elections of Directors shall be determined by a plurality of the votes cast and, except as otherwise provided by the Articles of Incorporation, or these Bylaws, all other action shall be determined by a majority of the votes cast at such meeting. Each proxy to vote shall be in writing and signed by the member.

At all elections of Directors, the voting shall be by ballot or in such other manner as may be determined by the members present in person or by proxy entitled to vote at such election. With respect to any other matter presented to the members for their consideration at a meeting, any member entitled to vote may, on any question, demand a vote by ballot.

A complete list of the members entitled to vote at each such meeting, arranged in alphabetical order, with the address of each, shall be prepared by the Secretary and shall be open to the examination of any member at the time and place of the meeting during the whole time thereof.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of members may be taken without a meeting, without prior notice and without a vote, if, prior to such action, a written consent or consents thereto, setting forth such action, is signed by the members of the Corporation, entitled to vote thereon, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

ARTICLE II – DIRECTORS

Section 1.a. Number, Quorum, Term, Vacancies, Removal. After the first annual meeting of the Corporation, the Board of Directors of the Corporation shall consist of at least five (5) persons. The number of Directors may be changed by a resolution passed by at least two thirds of the whole Board, or by a Resolution passed by at least a majority of the Members of the Corporation.

The initial Board of Directors shall hold office until the first annual meeting of the members of the corporation, at which time a successor Board of Directors shall be elected. Such successor directors and all directors elected thereafter shall be classified by dividing them, into three classes, with each class consisting as nearly as possible of one-third of the members of the whole Board of Directors. The initial division shall be done randomly in a non biased manner, and shall occur after the election of the Directors at the first annual meeting of the Members of the Corporation. Each director shall be classified as either first class, second class or third class. The directors of the first class of directors shall hold office until the second annual meeting of the members of the Corporation, at which time the successors of the first class of directors shall be elected for a term of three years. The directors of the second class shall hold office until the third annual meeting of the members of the Corporation; and the directors of the third class shall hold office until the fourth annual meeting of the members of the Corporation. At each annual election of directors, the successors to the class of directors whose terms shall expire in that year shall be elected directors for a term of three years, so that the term of office of one class of directors shall expire each year, but each director of whatever class shall hold office until the director's successor shall be been elected and qualified. Except with respect to their respective terms of office, all directors shall have equal powers. In case of any increase in the number of directors, each class shall be respectively increased so that after such increase, each class shall consist as nearly as possible of one-third of the members of the whole Board of Directors. In case of any decrease in the number of directors, each class shall consist as nearly as possible of one-third of the members of the whole Board of Directors; provided, however, no decrease in the number shall have the effect of shortening the term of any incumbent director. Nothing contained herein shall be deemed to restrict the power of the members of the Board of Directors to remove a director for cause.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected

for the unexpired term of the director's predecessor in office. The term of office of a director elected to fill a directorship by reason of an increase in the number of directors shall continue only until the next regular election of directors.

Any one or more of the Directors of the Corporation may be removed either with or without cause at any time by a vote of the members of the Corporation entitled to vote, and thereupon the term of the Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled by a vote of the members as provided in these By-Laws.

Section 1.b. Non-voting Board Members

The Board of Directors shall include two non-voting classes.

1) Ex-Officio Board Members.

The Board of Directors may include *ex-officio* Board Members, as determined from time to time by the Board of Directors. Such members are not members of the GCWG, but individuals who work for or represent organizations which share GCWG's mission of assisting the U.S. Forest Service in the preservation, protection, improvement and public understanding of wilderness areas in Grand County. A vote of at least $\frac{3}{4}$ of the Board of Directors is required for an individual to become an *ex-officio* Board of Directors. Ex officio Board Members shall participate fully on the Board of Directors, except that they may not offer motions, vote, be elected to be an officer of GCWG, or be included to establish a quorum.

2) Board Members Emeritus

The Board of Directors may include one or more Board members Emeritus. The Board of Directors shall nominate, for approval by a majority of the GCWG membership at the annual meeting or other duly noticed meeting of the membership. The individual nominated for the position of Board of Directors Emeritus must be a previous Board member. The basis for nominating the individual as a Board Members Emeritus shall include but be limited to the following:

- a) Were the efforts of this person a primary cause of keeping the GCWG a strong supporter of wilderness in Grand County;
- b) As a result of this individual's efforts as a GCWG member, has he/she created a legacy that will last for years to come;
- c) Has this person's efforts been so great that they have inspired others to equal dedication.

Board Members Emeritus shall participate fully on the Board of Directors, except that they may not offer motions, vote, be elected to be an officer of GCWG, or be included to establish a quorum.

Section 2. Meetings, Notice. An annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the corporation and at the place of such annual meeting, without call or formal notice. All other meetings of the Board of Directors shall be held at such place within the State of Colorado, as may from time to time be fixed by Resolution of the Board, or as may be specified in the call or in a waiver of notice thereof. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board, and special meetings may be held at any time upon the call of one director, by written notice, duly served on or sent or mailed to each director not less than four days before such meeting. Any meeting may be held without notice, if all directors are present, or if notice is waived in writing, either before or after the meeting, by those not present.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation by this means shall constitute presence in person at a meeting.

Section 3. Committees. The Board of Directors may, at its discretion, by a Resolution passed by a majority of the whole Board, designate from among its members one or more Committees which shall consist of one or more Directors. The Board may designate one or more Directors as alternate members of any such Committee, who may replace any absent or disqualified member at any meeting of the Committee. Such Committees shall have and may exercise such powers as shall be conferred or authorized by the Resolution appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board shall have power at any time to change the membership of any such committee, to fill vacancies in it, or to dissolve it.

Section 3 A. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. They shall have powers and duties as determined, from time to time, by the Board of Directors. They are authorized to approve matters between meetings, as set forth in Section 3 B of these By-Laws.

Section 3 B. Voting Between Meetings.

a) Upon unanimous approval by all Board members present at a properly called meeting of the Board of Directors, when it is determined that a matter must be acted on prior to the next scheduled meeting, the Board may authorize the Executive Committee to consider and act on said matter. The decision made by the Executive Committee shall have the same force and effect as if all Board members had made the same decision.

b) In the event a matter comes to the attention of a Board member that that member feels should be acted upon by the Board prior to the next scheduled Board meeting that member shall inform the Executive Committee of said matter. The

Executive Committee shall, at its discretion, determine whether to consider and act on said matter. If the Executive Committee decides to act on said matter. The decision made by the Executive Committee shall have the same force and effect as if all Board members had made the same decision.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent or consents thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent or consents is filed with the minutes of proceedings of the Board or Committee.

Section 5. Compensation. No compensation, monetary or otherwise, shall be provided to the members of the Board of Directors.

Section 6. Powers. The Board of Directors have complete control of the Corporation and its actions. The Board of Directors exercises its power through the adoption of Resolutions by a majority, and such adopted Resolutions are recorded by the Secretary, including the vote tally, for permanent record.

ARTICLE III – OFFICERS

Section 1. Titles and Election. The officers of the Corporation, who shall be chosen by the Board of Directors at its annual meeting, shall be a President, a Treasurer, and a Secretary. The Board of Directors from time to time may elect a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers and agents as it shall deem necessary, and may define their powers and duties. In accordance with Colorado statute, the offices of the President and the Secretary may never be held by the same person at the same time.

Section 2. Terms of Office. Officers shall hold office until their successors are chosen and qualify.

Section 3. Removal. Any officer may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. If the office of any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or

otherwise, the directors may choose a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 6. Chairman of the Board. The Chairman of the Board of Directors, if one be elected by the Board, shall preside at all meetings of the Board of Directors, and the Chairman shall have and perform such other duties as from time to time may be assigned to the Chairman by the Board of Directors; the Chairman shall be selected from the members of the Board of Directors, and shall retain the privilege to vote on all matters before the Board.

Section 7. President. The President shall be the chief executive officer of the Corporation. The President shall exercise the powers and perform the duties usual to the chief executive officer and, subject to the control of the Board of Directors, shall have general management and control of the affairs and business of the Corporation; the President shall appoint and discharge employees and agents of the Corporation (other than officers elected by the Board of Directors); and the President shall see that all Orders and Resolutions of the Board of Directors are carried into effect. The President shall have the power to execute bonds, mortgages and other contracts, agreements and instruments of the Corporation, and shall do and perform such other duties as from time to time may be assigned to the President by the Board of Directors .

Section 8. Vice Presidents. If chosen, the Vice Presidents, in the order of their seniority, shall, in the absence or disability of the President, exercise all of the powers and duties of the President. Such Vice Presidents shall have the power to execute bonds, notes, mortgages and other contracts, agreements and instruments of the Corporation with concurrence of the President, and shall do and perform such other duties incident to the office of Vice President and as the Board of Directors, or the President shall direct.

Section 9. Secretary. The Secretary shall be responsible for the recording of all sessions of the Board in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall affix the corporate seal to any instrument requiring it, and when so affixed, it shall be attested by the signature of the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer who may affix the seal to any such instrument in the event of the absence or disability of the Secretary. The Secretary shall have and be the custodian of the books, records and papers of the Corporation (other than financial) and shall see that all books, reports, statements, certificates and other documents and records required by law are properly kept and filed.

Section 10. Treasurer. The Treasurer shall be the-Chief Financial Officer of the Corporation and have the care and custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors, and shall have the power to endorse for deposit or collection all

notes, checks, drafts, and other obligations for the payment of money to the Corporation or its order. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Directors whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer is responsible for ensuring that yearly tax statements and filings, along with any other tax or financial related requirements pertaining to the corporation's nonprofit status, are prepared accurately and timely.

Section 11. Duties of Officers may be Delegated. In case of the absence or disability of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of the, of such officer to any other officer, or to any director.

ARTICLE IV - CHECKS, NOTES, EXECUTION OF INSTRUMENTS

Section 1. Checks, Notes, Execution of Instruments. All checks and drafts on the Corporation's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, may be signed by the President, any Vice President or the Treasurer and may also be signed by such other officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Board of Directors.

ARTICLE V - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year will follow the calendar year and shall be from January 1 through December 31.

Section 2. Corporate Seal. The seal of the Corporation shall be circular in form and contain the name of the Corporation, and the year and state of its incorporation. Such seal may be altered from time to time at the discretion of the Board of Directors.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members. Board of Directors, committees of the Board and other committees appointed by the Board, and shall keep at its registered office in the State of Colorado a record of the names and addresses of the members. All books and records of the Corporation may be inspected by any member or member's agent or attorney, for any proper purpose at any reasonable time.

Section 4. Notice

- 1) Whenever, under the provisions of law, or of the Certificate of Incorporation or these By-laws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his or her address as it appears on the records of GCWG, with postage thereon prepaid. Unless written notice by mail is required by law, the Certificate of Incorporation, or another provision of these By-laws, and subject to the provisions below relating to notice by electronic transmission to Members, written notice may also be given by electronic mail, telecopy, commercial delivery service, or similar means, addressed to such Director or Member at his, her, or its address as it appears on the records of GCWG.
- 2) Notice given pursuant to this Section shall be deemed given: (1) if by facsimile telecommunication when directed to a facsimile number at which the Member or Director has consented to receive notice; (2) if by electronic mail to a Member or Director, when directed to an electronic mail address at which the Member or Director has consented to receive notice and; (3) if by a posting on an electronic network together with separate notice to the Member or Director of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; (4) if by in-hand delivery or oral notice, at the time it is actually given; (5) if by mail, three days after the same shall be deposited in the United States mail; and (6) if by commercial delivery carrier or similar means for overnight delivery, one day after the same shall be deposited with the carrier. An affidavit of the Secretary or other agent of GCWG that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.
- 3) Without limiting the foregoing, GCWG adopts electronic mail as its principal source of communication with its Members. Each Member acknowledges and agrees that GCWG shall not be under any obligation (except as required by law or these By-laws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion.

ARTICLE VI – AMENDMENTS

Section 1. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted, at any meeting of the Board of Directors by the vote of no less than two-thirds of the entire Board; provided that any such action by the Board may be reviewed and vetoed by a majority of the Members of the Corporation, acting within thirty days from such action by the Board of Directors, and at a meeting of the Members, assembled in accordance with these Bylaws.

Any proposal to amend or repeal these Bylaws or to adopt new Bylaws shall be stated in the notice of the meeting of the Board of Directors or in the waiver of notice thereof.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of The Grand County Wilderness Group, a Colorado Non-profit corporation, duly adopted, and in effect on May 1, 1999.

Dated: 1 May 1999

Revised: 1 January 2016



Bob Saint

President

The Grand County Wilderness Group, a Colorado nonprofit Corporation



Christine Lee

Secretary

The Grand County Wilderness Group, a Colorado nonprofit Corporation