

**BYLAWS
OF
ACADEMY OF HOSPITALITY INDUSTRY ATTORNEYS
A Colorado Nonprofit Corporation
*Amended through October 17, 2024***

ARTICLE 1

OFFICES

Section 1.1 PRINCIPAL OFFICE. The principal office of the corporation shall be in such location as the Board of Directors may from time to time approve.

Section 1.2 OTHER OFFICES. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 2

PURPOSES AND LIMITATIONS

Section 2.1 GENERAL PURPOSES. This corporation is a nonstock, nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act (hereinafter the “Act”). The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 2.2 SPECIFIC PURPOSE. The specific, nonprofit purposes of the corporation are the following:

(a) To promote and preserve the interests of the attorneys engaged in providing legal services to those in the hotel, restaurant, hospitality, meeting, convention, travel, tourism and related industries (“Industries”).

(b) To promote local, state and federal legislation and regulatory policies advantageous to these Industries; and

(c) To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Act, subject to the limitations imposed by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”).

ARTICLE 3
MEMBERS

Section 3.1 CLASSES AND QUALIFICATIONS.

(a) The corporation shall have two (2) classes of members.

(i) GENERAL MEMBERS. Any attorney providing services to any business, association or legal entity in the Industries is eligible to apply for General membership. The Board may adopt specific additional criteria for membership as it deems necessary. General members shall have the right to vote on the election of Directors, on any matters which these Bylaws specifically make subject to membership vote, and on any other matters that the Board of Directors, in its discretion, presents to the members for decision.

(ii) ASSOCIATE MEMBERS - Emerging Leaders. Any attorney with a growing focus on the hospitality industry legal practice that does not yet meet membership requirements for General Membership is eligible to apply for Associate membership. The Board may adopt specific additional criteria for membership as it deems necessary. Associate members shall not have the right to vote on the election of Directors, on any matters which these Bylaws specifically make subject to membership vote, or on any other matters that the Board of Directors, in its discretion, presents to the members for decision.

(b) CO-FOUNDERS. Any person who is or becomes a general member of the corporation within sixty (60) days from the date of adoption of the corporation's initial Bylaws shall be considered a co-founder of the corporation.

Section 3.2 APPLICATION FOR MEMBERSHIP.

(a) Persons wishing to join the corporation shall file an application for membership at the principal office of the corporation or at such place as may be designated, together with payment of annual dues.

(b) An application for membership shall be accepted or rejected in writing by the Board. In the case of a rejection, the dues tendered with the application shall be returned with a letter of explanation from the corporation within sixty (60) days after receipt of the application.

Section 3.3 DUES AND ASSESSMENTS.

(a) OBLIGATION OF PAYMENT. Each member must pay, within the time and on the conditions set by the Board of Directors, the dues in amounts to be fixed from time to time by the Board of Directors.

(b) GOOD STANDING. Those members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

(c) DUES. The dues shall be established by the Board of Directors. Such dues are payable upon application for membership, and for each succeeding year, are due by January 1 of such year. The subsequent year's dues may be pro-rated, in the Board's discretion, for any new member renewing membership in the succeeding year.

(d) REFUNDS. No dues or assessments will be refunded, except as provided in Section 3.2(b), or in extraordinary cases by an affirmative vote of at least three-fourths ($\frac{3}{4}$) of the members of the Board of Directors.

Section 3.4 TERMINATION AND SUSPENSION.

(a) CAUSES OF TERMINATION. A membership shall be terminated on occurrence of any of the following events:

(i) Resignation of the member on reasonable notice to the corporation;

(ii) Failure of the member to pay dues as set by the Board of Directors within sixty (60) days after they become due and payable;

(iii) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(iv) Expulsion of the member under Section 3.4(c) of these Bylaws based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the corporation.

(b) SUSPENSION OF MEMBERSHIP. A member may be suspended or expelled, under Section 3.4(c) of these Bylaws, based on the good faith determination by the Board of Directors or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the

corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

(c) PROVISION FOR EXPULSION OR SUSPENSION. If grounds appear to exist for expulsion or suspension of a member under Sections 3.4(a)-3.4(b) of these Bylaws, the procedure set forth below shall be followed:

(i) The member shall be given thirty (30) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice, including but not limited to electronic notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the expulsion or suspension should take place. Failure to provide a written response, or an oral reply, or make an appearance shall enable the Board to effect expulsion, sanctions or suspension.

(iii) The Board of Directors, committee or authorized person shall decide whether or not the member shall be suspended, expelled, or sanctioned in some other way. The decision of the Board of Directors, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within six (6) months after the date of the expulsion, suspension, or termination.

Section 3.5 MEETINGS OF MEMBERS.

(a) PLACE OF MEETING. Meetings of the members shall be held at any place designated by the Board of Directors.

(b) ANNUAL MEETING. An annual meeting of members shall be held in the fourth quarter of each year, unless the Board of Directors fixes another date or time and so notifies members as provided in Section 3.5(d) of these Bylaws. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to Section 3.5(d) of these Bylaws.

(c) SPECIAL MEETINGS.

(i) PERSONS AUTHORIZED TO CALL. A special meeting of the members for any lawful purpose may be called at any time by the Board of Directors, the President, or five percent (5%) or more of the members.

(ii) CALLING MEETINGS. A special meeting called by any person or persons (other than the Board of Directors) entitled to call meetings shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 3.5(d) of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors. The meeting date shall be not less than thirty-five (35) nor more than seventy-five (75) days after the receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice pursuant to Section 3.5. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

(iii) PROPER BUSINESS OF SPECIAL MEETING. Only that business which was generally set forth in the notice of the special meeting may be transacted at a special meeting.

(d) NOTICE REQUIREMENTS FOR MEMBERS MEETINGS.

(i) GENERAL NOTICE REQUIREMENTS. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given, in accordance with Section 3.5(d)(iii) of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, or (2) for the annual meeting, those matters that the Board of Directors, at the time notice is given, intends to present for action by the members, but except as provided in Section 3.5(c)(iii) of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(ii) NOTICE OF CERTAIN AGENDA ITEMS. Approval by the members of any of the following proposals, other than by unanimous approval, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) amending the Articles of Incorporation; or
- (2) electing to wind up and dissolve the corporation.

(iii) MANNER OF GIVING NOTICE. Notice of any meeting of members shall be in writing and shall be not less than ten (10) nor more than thirty-five (35) days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, or by other means of written communication (including electronic mail), charges prepaid. The notice shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if sent to the member by first class mail or other written communication to the corporation's principal office.

(e) QUORUM.

(i) PERCENTAGE REQUIRED. Ten percent (10%) of members entitled to vote shall constitute a quorum for the transaction of business at any meeting of members.

(ii) LOSS OF QUORUM. Subject to Section 3.5(e)(i) of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(f) ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of a majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the

meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(g) VOTING.

(i) ELIGIBILITY TO VOTE. Persons entitled to vote at any meeting of members are those voting members under Section 3.1 who are in good standing as of the record date determined under Section 3.7 of these Bylaws.

(ii) MANNER OF CASTING VOTES.

Votes may be cast by ballot in person during an AHIA meeting where Board elections are held. If a member in good standing cannot attend the AHIA meeting at which the election will be conducted and requests a ballot via electronic mail during the period so designated by the board and then returns such completed ballot prior to the voting deadline designated by the board, that ballot will be counted as if the member was present for the Board elections.

(iii) APPROVAL BY MAJORITY VOTE. If a quorum is present, the affirmative vote of a majority, or in the case of an election of directors, of a plurality, of the members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles of Incorporation, or these Bylaws.

(h) WRITTEN WAIVER OR CONSENT. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any members' meeting. However, if action is taken or proposed to be taken for approval of any of those matters specified in Section 3.5(d)(ii), then the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(i) WAIVER BY ATTENDANCE. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at

the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.6 ACTION BY WRITTEN BALLOT WITHOUT A MEETING. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following:

(a) SOLICITATION OF WRITTEN BALLOTS. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 3.5(d)(iii) of these Bylaws. All solicitations of votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirement; (ii) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) provide the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time within which to return the ballot to the corporation. Any written ballot shall provide that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election, of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(b) NUMBER OF VOTES AND APPROVALS REQUIRED. Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including those ballots that indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required. For approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) REVOCATION. A written ballot may not be revoked.

(d) FILING. All written ballots shall be filed with the Secretary of the corporation and maintained in the records for at least three (3) years.

Section 3.7 RECORD DATE FOR NOTICE, VOTING, AND OTHER ACTIONS.

(a) RECORD DATE DETERMINED BY THE BOARD OF DIRECTORS.

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting or by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board of Directors may, in advance, fix a record date. The fixed record date for notice of a meeting or by written ballot shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting or the date on which the first written ballot is mailed, respectively. The fixed record date for voting at a meeting shall not be more than sixty (60) days before the date of the meeting. The fixed record date for any other action shall not be more than sixty (60) days before that action.

(b) RECORD DATE NOT DETERMINED BY THE BOARD.

(i) RECORD DATE FOR NOTICE FOR VOTING. If not otherwise fixed by the Board of Directors, the record date for determining members (i) entitled to receive notice of a members' meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (ii) to vote at the meeting shall be the day on which the meeting is held.

(ii) RECORD DATE FOR OTHER ACTIONS. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

(c) MEMBERS OF RECORD. A person holding a membership at the close of business on the record date shall be a member of record.

Section 3.8 PROXIES.

(a) RIGHT OF MEMBERS. Each member entitled to vote shall have the right to do so either in person or by any other member or members entitled to vote who are authorized by a written proxy, be signed and dated by the person and delivered to the Secretary of the corporation.

(b) FORM OF SOLICITED PROXIES. If the corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or

group of related matters. Such proxy shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(c) REQUIREMENT THAT GENERAL NATURE OF PROXY BE STATED. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members. Matters for which a vote of the members is required include amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets; or dissolution of the corporation.

(d) REVOCABILITY. A validly executed proxy shall continue in full force and effect until (i) revoked by the member executing it, before the vote is cast under that proxy, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted. A proxy shall be valid only for voting at the first meeting held on or after the date of the proxy. A member may revoke a proxy by (i) a writing delivered to the Secretary of the corporation stating that the proxy is revoked, (ii) a subsequent proxy executed by that member and presented to the meeting, or (iii) that member’s personal attendance and voting at the meeting.

Section 3.9 ELECTION OF DIRECTORS.

(a) NOMINATIONS. The Board of Directors shall authorize a method for nominating qualified candidates from among the members entitled to vote, for election to the Board; such nomination method must give every member entitled to vote a reasonable opportunity to make nominations, but may also include nominations by the Board.

(b) NOMINATIONS FROM THE FLOOR. If there is a meeting of members to elect Directors, any member entitled to vote who is present at the meeting in person or by proxy may place names in nomination.

(c) SOLICITATION OF VOTES. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(d) USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No corporate funds may be expended to support a nominee for Director.

ARTICLE 4

DIRECTORS

Section 4.1 GENERAL POWERS OF THE BOARD OF DIRECTORS. Subject to any limitations provided by law regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 4.2 SPECIFIC POWERS AND DUTIES. The Board of Directors shall have the following powers and duties:

(a) To accept or refuse, with absolute discretion, any gift offered to the corporation;

(b) To invest and manage, directly or through agents or advisors, the funds and other assets of the corporation;

(c) To select and remove, or employ and discharge all officers, agents and employees of the corporation and to fix their compensation, if any;

(d) To prescribe such powers and duties for such with the officers, agents and employees as are consistent with the Articles of Incorporation, these Bylaws, and applicable law; and to supervise all such persons to ensure that their duties are properly performed;

(e) To conduct, manage and control the business and affairs of the corporation, and to make such rules and regulations for that purpose as are consistent with the Articles of Incorporation, these Bylaws, and applicable law;

(f) To borrow money and incur indebtedness for to be notes, the purpose of the corporation, and to that end to cause to be executed and delivered in the corporate name, promissory notes, deeds of trust, mortgages, pledges or other evidences of indebtedness;

(g) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for such consideration as may be lawful;

(h) To remove as a Director of the corporation any Director that is not in good standing with the corporation, has failed to attend a sufficient number of meetings of the Board of Directors, which number will be determined by the Board of Directors in consideration of all relevant information, so as to limit or adversely impact the conduct of business of the Board of Directors in the ordinary course or for any of the causes for termination or suspension under Section 3.4(a) or Section 3.4(b) of these bylaws; and

(i) To adopt and use a corporate seal; to prescribe the forms of membership certificates; and to alter the forms of the seal and certificates.

Section 4.3 COMPOSITION OF THE BOARD OF DIRECTORS. The number of Directors of the corporation shall be not more than eight (8) except as provided in Article 5. The number of directors may be increased or decreased at any time by a majority vote of the members, but shall never be less than one (1). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 4.4 ELECTION AND TERMS OF OFFICE OF DIRECTORS.

(a) Board members shall serve for a term of three (3) years, and shall serve until the election and qualification of a successor, unless they sooner resign. Terms shall be staggered so that, insofar as is possible, one-third ($\frac{1}{3}$) of the Directors shall be elected each year.

(b) If a vacancy occurs prior to expiration of a Director's term, the Board may designate a member to fill the vacancy for the balance of the term. Each Director, including a Director designated to fill a vacancy or elected at a special members' meeting or by written ballot or unanimous consent without a meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may be re-elected for successive terms, but no Director shall serve more than two (2) consecutive full terms.

Section 4.5 VACANCIES ON THE BOARD OF DIRECTORS.

(a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director, suspension or expulsion of the member; or

(i) whenever the number of authorized Directors is increased, and

(ii) whenever the members fail to elect the full authorized number of Directors to be voted for at a regular or special meeting.

(b) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, disbarred or

suspended by any court or bar association, or been found by a final order or judgment of any court to have breached any fiduciary duty to the corporation, imposed under the Act.

(c) Directors may be removed only by vote of two thirds ($\frac{2}{3}$) of the voting members represented at a membership meeting at which a quorum is present.

Section 4.6 RESIGNATIONS. Any Director may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later effective date. If a Director's resignation is effective at a later time, the Board may designate a successor to take office as of the date when the resignation becomes effective.

Section 4.7 DIRECTORS' MEETINGS.

(a) PLACE OF MEETING. Meetings of the Directors shall be held at such place as may be designated from time to time by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another adequately.

(b) REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held without call or notice on such dates and at such times as may be fixed by the Board.

(c) SPECIAL MEETINGS AND NOTICE. Special meetings of the Board for any purpose may be called at any time by the President, Secretary, or any two Directors. Special meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

(i) By personal delivery of written notice;

(ii) By first-class mail, postage prepaid or electronic mail;

(iii) By telephone, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate that notice promptly to the Director; or

(iv) By facsimile or overnight delivery services, charges prepaid. All such notices shall be given or sent to the Director's address or telephone or facsimile number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting. Notices by personal delivery, telephone, facsimile, telegraph, or overnight delivery shall be given at least

seventy-two (72) hours before the time set for the meeting. The notice shall state the time and place of the meeting. The notice need not specify the purpose of the meeting.

Section 4.8 QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly-held meeting at which a quorum is present shall be the act of the Board.

Section 4.9 WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed, or wherever held, are as valid as though the meeting had been duly held after proper call and notice provided (i) a quorum is present, and (ii) each Director not present signs, either before or after the meeting, a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs such a waiver, consent or approval. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

Section 4.10 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 4.11 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. However, the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an interested Director, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 4.12 BOARD COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, and provided that a quorum is present, appoint one (1) or more committees. A committee shall consist of two (2) or more Directors. The Board of Directors may delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the corporation, except as specified by the Act.

ARTICLE 5

OFFICERS

Section 5.1 NUMBER AND QUALIFICATIONS. The officers of the corporation shall be a President, President-Elect, Secretary, and Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers.

Section 5.2 ELECTION, TERM OF OFFICE. The President shall be elected by and from the Board of Directors for a two (2) year term. Other officers shall be elected by and from the Board of Directors for terms of one (1) calendar year, with the President-Elect being elected in the second year of the President's term. 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. Officers other than the President and President-Elect may be elected for successive terms. If the term of office for the President or President-Elect extends beyond the expiration of his or her term as a Director, he or she shall be permitted to remain as a voting member of the Board of Directors until the expiration of his or her term as President or President-Elect, notwithstanding the limitation on the number of Directors constituting the Board of Directors expressed elsewhere in these Bylaws, and the Directorship position formerly occupied by the President or President-Elect shall be considered vacant and subject to the procedure in Section 5.7 herein..

Section 5.3 REMOVAL AND RESIGNATION.

(a) Without prejudice to any rights of an officer under any contract of employment, the Board may remove any officer with or without cause.

(b) Without prejudice to any rights of the corporation under any contract of employment, 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 have

effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.

Section 5.4 PRESIDENT. The President shall be the general manager and chief executive officer of the corporation. The President shall, if present, preside at all members' meetings and at all Board meetings. He or she shall perform such other powers and duties as may from time to time be assigned by the Board of Directors.

Section 5.5 SECRETARY. The Secretary shall:

(a) Certify and keep or cause to be kept at the principal office of the corporation, or at such other place as the Board of Directors may order, the original and a copy of the Bylaws, as amended;

(b) Keep or cause to be kept at the office of the corporation, or at such other places the Board of Directors may order, a book of minutes of all meetings of the Directors, its committees and members, recording therein the time and place of holding, whether regular or special and, if special how authorized, notice thereof given, the names of those present and the proceedings thereof;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) Be custodian of the records and any seal of the corporation;

(e) Upon application, exhibit at all reasonable times to any Director the Bylaws and minutes of all meetings of the Board of Directors; and

(f) Generally perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Directors or the other officers of the corporation.

Section 5.6 TREASURER. The Treasurer shall be the chief financial officer of the corporation and shall:

(a) Receive and have charge of all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as the Board of Directors may prescribe;

(b) Receive and give receipt for monies due and payment to the corporation from any source whatever;

(c) Disburse or cause to be disbursed the funds of the corporation as the Board of Directors may prescribe, subject to countersignature by another person under terms designated by the Board.

(d) Keep and maintain adequate accounts of the name of the depositories and business transactions including liabilities, receipts, disbursements, corporation's properties and business transactions including accounts of the assets, liabilities, receipts, disbursements, gains and losses; and

(e) Generally perform all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned by the Board of Directors or the other officers of the corporation. The Treasurer may delegate some or all of these duties to the Executive Director but shall have responsibility for review and oversight of the Executive Director's performance of these duties.

Section 5.7 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 appointed at the discretion of the Board may or may not be filled, at the Board's discretion.

Section 5.8 EXECUTIVE DIRECTOR. The Board may appoint and fix compensation for an Executive Director, who shall be in charge of the day-to-day functioning of the corporation's activities and shall perform such duties as may be specified from time to time by the Board.

ARTICLE 6

STANDING COMMITTEES

Section 6.1 ESTABLISHMENT OF COMMITTEES. The Board of Directors may establish standing committees to deal with issues and areas of major importance to the operations and goals of the corporation.

Section 6.2 COMMITTEE MEMBERSHIP. Each standing committee shall be chaired by a individual appointed by a vote of the Board of Directors. The committee chair need not be a member of the Board of Directors, but, if not, a member of the Board of Directors shall be appointed as liaison to the committee. The President shall be an ex-officio member of each standing committee. The Board of Directors shall appoint additional members to such

committees from among the members of the corporation who are eligible to vote, and shall have the authority to revoke membership on such committees for adequate cause.

Section 6.3 DUTIES AND RESPONSIBILITIES. The precise duties and responsibilities of each standing committee shall be those approved by the Board of Directors from time to time.

ARTICLE 7

CORPORATE RECORDS AND REPORTS

Section 7.1 MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office or at such other place as the Board of Directors may order:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board of Directors, and committees of the Board;
- (c) A record of each member's name and address; and
- (d) A copy of the corporation's books and records, Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members or his or her agent or attorney of the corporation at all reasonable times during office hours for any proper purpose at any reasonable time.

Section 7.2 MEMBERS' INSPECTION RIGHTS.

(a) Each and every member eligible to vote shall have the following inspection rights for a purpose reasonably related to such person's interest as a member:

(i) To inspect and copy the records of members' names and addresses during usual business hours on five (5) days written prior demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(ii) To obtain from the Secretary, upon written demand and tender of a reasonable charge, a list of names and addresses of members entitled to vote for the election of Directors as of the most recent record date for which this list has been compiled, or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after (i) the demand is received, or (ii) the date specified in the demand as the date as of which the list is to be compiled.

(b) Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

(c) On written demand to the corporation, any member may inspect, copy, or make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

Section 7.3 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. The inspection may be made in person by the Director's attorney or agent.

ARTICLE 8

DISSOLUTION

Section 8.1 The corporation shall not be voluntarily dissolved except by approval of the Board of Directors. Upon the dissolution of the corporation's affairs, or upon the abandonment of the corporation's activities due to its impracticable or inexpedient nature, the assets of the corporation then remaining in the hands of the corporation shall be distributed, transferred, conveyed, delivered and paid over to any other nonprofit organization in this or any other state having a similar or analogous character or purpose.

ARTICLE 9

FISCAL YEAR

Section 9.1 FISCAL YEAR OF THE CORPORATION The fiscal year of the corporation shall end on December 31 of each year.

ARTICLE 10

CONSTRUCTION

Section 10.1 CONSTRUCTION Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Colorado law shall govern the construction of these Bylaws.

ARTICLE 11

AMENDMENTS

Section 11.1 AMENDMENT OF BYLAWS.

(a) AMENDMENT BY BOARD OF DIRECTORS.

(i) MEMBERSHIP RIGHTS LIMITATION. Subject to the rights of members as provided by law and the limitations set forth below, the Board may, by the affirmative vote of at least two-thirds ($\frac{2}{3}$) of its members, adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a Director beyond that for which the Director was elected.

(ii) CHANGES TO NUMBER OF DIRECTORS. Once members have been admitted to the corporation, the Board may not, without the approval of the voting members, specify or change any Bylaws provision that would:

- (1) Fix or change the authorized number of Directors,
- (2) Fix or change the minimum or maximum number of Directors, or
- (3) Change from a fixed number of Directors to a variable number of Directors or vice versa.

(iii) MEMBERS' APPROVAL REQUIRED. Without the approval of the voting members, the board may not adopt, amend, or repeal any Bylaws that would:

- (1) Increase or extend the terms of Directors;
- (2) Allow any Director to hold office by designation or selection rather than by election by the members;
- (3) Increase the quorum for members' meetings;
- (4) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (5) Authorize cumulative voting.

(b) AMENDMENT BY MEMBERS. New bylaws may be adopted, or these Bylaws may be amended or repealed, by an affirmative vote of two-thirds ($\frac{2}{3}$) of the members present and voting. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of such proportion. No amendment may extend the term of a specific Director beyond that for which the specific Director was elected except as provided herein.

ARTICLE 12

EFFECTIVE DATE

Section 12.1 EFFECTIVE DATE. Amendments to these Bylaws shall become effective upon their adoption unless the Directors shall specify that they are to become effective at a later date.

Approved by the membership October 17, 2019.