

BY-LAWS For Colorado Addicted Trailbuilders Society

FEIN: 47-3005948

Created: 2016



Annotations

| | |
|---------------------------------------|------------------|
| FEIN Received: | February 3, 2015 |
| Bylaws Drafted: | March 2015 |
| Reviewed and revised: | December 7, 2016 |
| Approved by new BOD: | December 7, 2016 |
| Notarized: | _____ |
| Sent to Colorado Sec of State: | _____ |

Definitions:

1. AOI: Articles of Incorporation
2. CATS: Colorado Addicted Trailbuilders Society
3. FEIN: Federal Employer Identification Number
4. Organization/Association/Corporation is synonymous. Reference to such descriptions may occur throughout the document; for legal purposes construct.
5. Officers are official positions on the board
6. "Members-at-large" are Directors on the Board
7. Member's term is inclusive. CATS and Directors are members.
8. Directors, Board, or Board of Directors (BOD) is synonymous

Index

| | |
|---------------------|--|
| ARTICLE I | Purposes of the Corporation |
| ARTICLE II | Territory |
| ARTICLE III | Members |
| ARTICLE IV | Board of Directors |
| ARTICLE V | Officers |
| ARTICLE VI | Meetings |
| ARTICLE VII | Contracts, Loans, Checks and Deposits |
| ARTICLE VIII | Indemnification |
| ARTICLE IX | Nondiscrimination |
| ARTICLE X | Books and Records |
| ARTICLE XI | Fiscal Year |
| ARTICLE XII | Corporate Seal |
| ARTICLE XIII | Waiver of Notice |
| ARTICLE XIV | Donations |
| ARTICLE XV | Amendments |
| ARTICLE XVI | Termination |

ARTICLE I

Purposes of the Organization

As set forth in the Articles of Incorporation, *Colorado Addicted Trailbuilders Society (CATS)* is organized exclusively for charitable and educational purposes. These purposes include:

Section 1.01 To provide quality services and products for our partner agencies in designing, and repairing trails and other projects as assigned.

Section 1.02 CATS offers specialized training and educational overview for all volunteers in trail design, restoration, maintenance, enhancement, crew leadership, and other outdoor projects.

Section 1.03 CATS endeavors to promote land stewardship and imparting trail skill sets. All CATS volunteers are provided the opportunity to share in a partnership with nature allowing for a memorable outdoor experience for current and future generations.

ARTICLE II

Territory of Operations

The principal working area of Colorado Addicted Trailbuilders Society shall be located within the state of Colorado, primarily in northern portions of the state. Other chapters of CATS may reside in the state of Colorado.

ARTICLE III

Members

Section 3.01 Members The Colorado Addicted Trailbuilders Society shall have no voting members. The entire voting power for all purposes shall rest in the Board of Directors. The Colorado Addicted Trailbuilders Society shall have no capital stock.

Section 3.02 Classes of persons designated as members Any person who participates in seven sanctioned outdoor CATS events will be considered a potential new member of the CATS association. New members will be automatically added to an email distribution list in order to receive important CATS information and to be informed about new upcoming events (unless they request not to receive such information).

- a) **Probationary Period:** Volunteers need to attend a total of five trail events [not required to be consecutively], receive on the job training, and comply with all CATS rules and regulations.
- b) **Full Membership:** Attending five trail events allows CATS Officials/Crew Leaders to assess potential candidates, behavior, attitude, and willingness to adopt CATS protocols, standards, and trail expertise. It should be understood that the number of events attended does not equate to automatic membership. Membership is granted after the probationary period subsequently followed by a review of the evaluation of the candidate's trail skills knowledge, trail building standards and overall proficiency.
- c) The candidate is appraised by all the Crew Leaders and Field Director for endorsement.
- d) To maintain membership in good standing, a member will need to attend four events per year thereafter.

Section 3.03 Termination of membership Members may ask to terminate their membership in CATS at any time and/or request to stop receiving email notifications from CATS. In addition, if a member fails to participate in any CATS event for a period of at least one year their membership may be terminated at the discretion of the CATS Board of Directors.

- a) A majority vote of the Board of Directors will be needed in most cases to remove a member of CATS.
- b) CATS members may be have their membership terminated for various reasons:
 - 1) Lack of attendance. [Sect. 3.02]
 - 2) Safety Issues.
 - 3) Vulgar, unethical behavior.
 - 4) Non-compliance of CATS bylaws, AOI, Rules and Regulations, motto, and organizational protocols.
 - 5) Harassment of any kind.
 - 6) Substance abuse while involved in any CATS program/event.
 - 7) Other actions injurious to CATS, its members or other volunteers.
- c) Appeals and rebuttals can be addressed to the Board of Directors in writing.

ARTICLE IV

Board of Directors

Section 4.01 General Powers The financial business and affairs of the Colorado Addicted Trailbuilders Society shall be managed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Colorado Addicted Trailbuilders Society Bylaws.

Section 4.02 Number The number of voting Directors of the Organization, which shall not be less than five (5) not more than eleven (11), shall be fixed from time to time by the Directors serving in office. The term of office of a Director shall be two years, with the opportunity to be reelected. Members, as defined in Section 3.02, may serve as Directors on the Board of Directors.

Section 4.03 Composition The Board of Directors will consist of these Officers: President, Vice President, Secretary, Treasurer, and Field Director. [See Article V] Composition of the Board should contain of two trail volunteers and the remaining Directors will be considered 'members-at-large' and may be tasked from time to time with appointments to duties such as: fundraising, volunteer management, recruitment and retention, grant writing, and other volunteer assignments at the discretion of the President.

Section 4.04 Election and Term of Office The first Board of Directors of the Colorado Addicted Trailbuilders Society shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

The initial Board of Directors shall serve staggered terms of one and two years. Thereafter, Board members shall serve two-year terms. Election of Directors shall occur at each annual meeting of the Board of Directors. A service year is considered the beginning of a calendar year, [January of each year]. The terms of Directors shall be staggered so that approximately half, but not less than one-third, or not more than two-thirds, of individual Directors are elected at each annual meeting. Each Director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected. Should a vacancy occur, a majority vote of approval will be required of the remaining Directors of the Board for the replacement Director to fulfill the vacated position. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected.

Section 4.05 Qualifications Directors need to be residents of the northern Colorado area insomuch as to not prohibit their attending BOD meetings or carrying out their prescribed duties herein defined. Candidates need to be eighteen years of age, citizens of the United States of America, of good character, mentally and legally sound, and have the desire and attitude to be a Director. Potential Directors need to meet membership requirements as outlined in [Sect. 3.02].

Section 4.06 Recruitment of Directors for the Board A Nominating Committee made up of the President, and two additional Directors appointed by the Board shall be responsible for recruiting new Directors. The Nominating Committee shall analyze the Board's needs', evaluate performance of Directors due for reelection, gather names of other prospective Directors, and review a prospective slate of candidates with the rest of the Board. After approval of such slate of candidates, the Nominating Committee shall schedule interview appointments with approved candidates. Each interview shall include the presence of at least two (2) members of the committee. During the interview the candidate shall be informed of the roles, responsibilities, and requirements for a 'Director of this Board.' The present elected officer's duties will be explained likewise. A written statement of intent and qualifications will be required from the prospective candidate. A decision of the status [accept/decline] of a prospective candidate must be made by the Board in a timely fashion, which shall not be later than the next meeting of the Board of Directors. Should the candidate be accepted by the Board, the Nominating Committee shall schedule a meeting with the new Director to familiarize him or her with the organization, staff, and operations of CATS. This recruitment process shall begin on January 1 of each year with a completion date of March 1 of same year.

- a) At any time, BOD positions may open due to resignations [of the immediate nature or given with proper notice] and thereby the process of establishing a nominating committee for replacement may be accelerated by the current President.
- b) For the sake of convenience, candidates may be selected, nominated, and screened by an active BOD as opposed to a select nominating committee as stated in [Sect 4.06].
- c) Candidates may be asked to attend monthly BOD meetings, present themselves orally, and submit a written statement of intent.

Section 4.07 Performance of Duties A Director of the Board of the Colorado Addicted Trailbuilders Society shall perform his or her duties as outlined herein. A Director serving in any capacity within the Board (committees, projects, special events) shall serve in good faith in a manner reasonable and prudent to be in the best interest of CATS. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in Items (a), (b), and (c) of this Section 4.07. He or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question and holds that information from the Board. Those persons and groups whose information, opinions, reports, and statements a Director is entitled to rely upon are:

a) One or more Officers or employees of the Colorado Addicted Trailbuilders Society whom the Director reasonably believes to be reliable and competent in the matters presented;

b) Counsel, public accountants, or other person's as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

c) A committee of the Board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or By-laws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 4.08 Duties Defined The Board of Directors essentially overlooks the financial responsibilities of the Organization by procuring monies for expenditures, funding projects/campaigns, and providing for donations to other like-minded associations. The duties of a Director on the Board are:

a) Attend designated BOD meetings.

b) Vote on essential business items as requested.

c) Support the vision of CATS.

d) Serve on committees as directed.

e) Public Relations: providing information to media outlets and updating social media.

f) Recruiting and retaining members: for the Board and the trail volunteers.

- g) Preparing budgets: allocation of monies for designated projects, expenditures.
- h) Coordinate fundraising activities as directed by the Board.
- i) Filing paperwork: with government agencies and IRS.
- j) Ensuring good working relationship with the Field Director of CATS.
- k) Establishing good relationships with other BOD of trail groups.

Section 4.09 Conflict of Interest. Definition: A conflict of interest exists when a Director could profit from a decision, or when, a Director's fiduciary obligation to the Corporation could be in conflict with his or her obligation to another organization or individual, or while a Director has a competing fiduciary interest. Conflicts of interest may occur when the Corporation enters into transactions with not-for-profit organizations as well as those that are undertaken with profit-making entities.

At a minimum, in any conflict situation, the following will occur:

- a) **Disclosure:** Directors in decision making roles should make known their personal or family affiliations with organizations doing business with the Colorado Addicted Trailbuilders Society. Directors should make any potential difficulties, or conflicts of interest, known to fellow Directors so as to preempt any potential conflicts that may arise.
- b) A conflict of interest may be defined by CATS BOD who belongs to another trail or outdoor organization as a volunteer or Director that such relationship causes CATS discredit or financial loss; use of CATS members or services for benefit of another organization; reveals CATS sensitive materials, accounting documents, or trail training materials (without permission of the CATS BOD).
- c) Abstention from discussion and voting: A Director who has an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between CATS and the other group. Such Directors should recuse themselves from any situations in which conflicts of interest could influence decision making. If said Director(s) leave(s) a Board meeting during the time such a topic is being discussed, they should ask that their absence be recorded in the minutes.

Section 4.10 Evaluations of Directors Each year the President, or his or her designee, may initiate a process to evaluate the performance of any and all Directors with the objective of identifying their effectiveness as a member of the Board.

Section 4.11 Quorum of Directors and Action by the Board Unless a greater proportion is required by law, a simple majority of the voting Directors in good standing, then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.12 Voting Each Director shall have one vote in all matters. All voting at meetings shall be done personally and no proxy votes shall be allowed.

Section 4.13 Compensation Directors shall not receive any compensation from Colorado Addicted Trailbuilders Society for services rendered to the Colorado Addicted Trailbuilders Society as members of the Board. Directors may be reimbursed for personal expenses incurred in the performance of their duties to the Colorado Addicted Trailbuilders Society, in reasonable amounts based on policies approved by the Board, payable from the treasury.

Section 4.14 Absence Each Director is expected to communicate with the President in advance of all Board meetings stating if he/she is not able to attend or participate by conference telephone or other agreed-upon means of communication. Any Director who is absent from [three] successive Board meetings without proper notice shall be deemed to be a Director in 'poor standing' [with loss of voting privileges]. Unless the Board affirmatively votes to retain that Director on the Board; the position shall be declared vacant. Except under special circumstances with proper notice given to the President, a Director may be absent at the discretion of the President.

Section 4.15 Removal and Resignation A Director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the BOD, when it is in the best judgement of the Colorado Addicted Trailbuilders Society.

To be removed:

a) A Director must have violated any ruling stated in Articles of Incorporation or these bylaws [Sect. 3.03] & [Sect 4.09b]; or been adjudicated a felon outside the workings of CATS;

or determined to give blatant/detrimental criticism of CATS to media outlets; or proven other disgraceful acts/things that bring discredit to CATS.

b) A select committee has found sufficient evidence of a Director's performance does not meet the Board standards or lacks responsibilities of the goals and directives set forth in the Articles of Incorporation (AOI), and bylaws; then the recommendation for dismissal will be presented to the Board for a vote.

c) A thirty (30) day notice will be given to the Director in the advance of a Board vote. Within this thirty (30) day notification period, the Director in question may send any correspondence or rebuttal in regards to the Board's evaluation to the President. Correspondence or rebuttal information gathered will be presented to the BOD before the vote. The Director in question may present themselves before the Board before the vote.

d) Except as otherwise required by law, a Director may resign from the Board at any time by giving thirty (30) written notice to the Board. Such resignation shall take effect at the time specified in the written notice.

Section 4.16 Honorary Directors The Board may appoint Honorary Directors and/or Directors Emeriti. The terms of such appointments shall be determined by a majority vote of the Directors then serving.

ARTICLE V

Officers

Section 5.01 Number The Officers of the Colorado Addicted Trailbuilders Society shall be President, Vice President, a Secretary, Treasurer, and Field Director. Such other Officers and assistant Officers as deemed necessary will be elected by the Board or in special circumstances temporarily appointed by the President. Any two or more Officer positions may be held by the same person, except that the position of President and Treasurer may not be held by the same person. Other conditions exist as stated in [Sect. 5.01a/b].

- a) The office of President and/or Treasurer cannot be occupied by the same family [husband/wife, offspring, and/or relative member] as it would create a conflict of interest.
- b) The President cannot be the Vice President.

Section 5.02 Election and Term of Office The President, Vice President, Treasurer, Secretary, and Field Director shall be active members of CATS and in good standing with the Colorado Addicted Trailbuilders Society and elected by the Board of Directors. Each Officer shall hold that office, until the expiration of his or her term of office, until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall have resigned or shall have been removed in the manner hereinafter provided. All other Officers if not elected serve, at the pleasure of the President for the said term at the time of their appointment.

Section 5.03 Removal Any Officer may be removed by the Board of Directors whenever in the judgment of the Board such removal protects the best interests of the Colorado Addicted Trailbuilders Society. Any Officer can be removed from position due to failure of their duties and responsibilities in accordance with the Articles of Incorporation (AOI) and these bylaws.

Removal of an Officer from the Board follows the same procedures for a Director outlined in [Sect 4.15].

Section 5.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Powers and Duties

Section 5.05 President. The President shall provide oversight of all activities of the Colorado Addicted Trailbuilders Society; execute all instruments in its behalf; oversee the Nominating Committee for the Board of Directors; preside at all meetings of the BOD; call such other meetings as shall be deemed necessary; appoint creation of sub-committees and chair person; oversee all media and public relations propagation; be responsible for scrutiny of designated special task groups/projects; perform all duties incident to the Office of President and such other duties as may be prescribed by the BOD from time to time, except those duties specifically vested in other Officers of the Colorado Addicted Trailbuilders Society. The President shall have voice and vote on all issues of the Colorado Addicted Trailbuilders Society.

Section 5.06 Vice President. The Vice President shall in the event of absence, disability, resignation, or death of the President, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be

assigned to him or her by the President or by the Board of Directors. The Vice President may be asked to chair BOD meetings, or other meetings in the event the President cannot attend.

Section 5.07 Secretary. The Secretary shall:

- a) Keep the minutes of the proceedings of the meetings of the Board of Directors by means of electronic recording and storage in a suitable database.
- b) See that all minutes of such meetings are duplicated and distributed to all Directors in a timely fashion; any Director without computer connectivity will receive said minutes via United States Postal System.
- 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 all the Colorado Addicted Trailbuilders Society Records.
- e) Keep a roster of current contact information for each Director which shall be furnished to the Secretary by such Director.
- f) Assist with paperwork requests from Board members and sub-committee [fliers/surveys...]
- g) Assist in social media support for Colorado Addicted Trailbuilders Society.
- h) File revised bylaws as a result of the Bylaws Review Committee and/or approval of the BOD with the appropriate governmental agencies as needed.
- i) Record the results of any voting done by electronic means. See [Sect. 6.07(5)].
- j) In general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the BOD.

Section 5.08 Treasurer. The treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities, reports, filings, balance sheets of the Colorado Addicted Trailbuilders Society.
- b) Receive and give receipts for monies in the name of the Colorado Addicted Trailbuilders Society deposited in such banks, trust companies or other depositories.

c) Provide year-to-date financial statement to the Board of all income revenues and outgoing expenditures of the Colorado Addicted Trailbuilders Society; and present a simple balance sheet.

d) Prepare yearly operating budgets with or without the assistance of a budget committee.

e) Ensure proper allocations of grant monies as specified in the grant directives.

f) Prepare an end of year financial report for presentation to the Board and/or other governmental agencies that require such disclosure.

g) Fill out all the required tax forms and paperwork each year for the IRS.

h) Prepare and file the necessary forms/paperwork for the 501c3 non-profit renewal.

i) In general perform all of the duties incident to the Office of Treasurer and other such duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

Section 5.09 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 5.10 Field Director The Field Director of CATS will perform the day-to-day, week-to-week operations of the organization. This position warrants a seat on the BOD with voting privileges. The Field Director scopes out work projects, maintains a close contact and relationship with partnering agencies, assigns projects, prepares timelines and work schedules, assists in recruiting efforts, sets up Crew Leaders in the field, organizes training for trail and Crew Leadership, and attends meetings for planning/management. The Field Director is directly responsible to the President and BOD and provides undeviating supervision of the entire CATS program.

Section 5.11 Bonds. If the Board of Directors by resolution shall so require, any Officer of the Colorado Addicted Trailbuilders Society shall give bond to the Colorado Addicted Trailbuilders Society in such amount and with such surety as the BOD may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 5.12 Salaries. The Officers shall serve without salary.

Section 5.13 Loans to Officers. No loans shall be made by the Colorado Addicted Trailbuilders Society to any Officer or Director of the Colorado Addicted Trailbuilders Society.

Section 5.14 Terms of Office. The term of office for all Officers of the Colorado Addicted Trailbuilders Society shall be until the end of their term as a Director; unless the Office is other than President, Vice President, Secretary, Treasurer, and Field Director and has been acknowledged to be a shorter term at the time of appointment by the President or Board of Directors. For the first year of existence, the President and Treasurer shall serve a two year term. The Vice President, Secretary and Field Director shall serve a one year term. All other BOD – classified as ‘members at large’ shall serve a two year term. After the first year, all officers of the board shall serve a two year term with staggered elections to ensure steadiness with the board.

ARTICLE VI

Meetings

Section 6.01 Annual and Regular Meetings. The Board of Directors shall normally hold an annual meeting during the month of March of each year, or on such other date soon thereafter as may be determined by the BOD, for the purpose of electing Directors and Officers, and for transactions or other business as may come before the meeting and provide, by resolution, the time and place, within the State of Colorado, for the holding of regular meetings without other notice than such resolution. The BOD shall conduct additional business meetings (at least one additional meeting per year) which are open to members of CATS and the public as guests (no voting privileges).

Section 6.02 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A motion may be made at a meeting where quorum is not present, and that motion can later be voted upon and confirmed by email and/or telephone. All meetings of the BOD shall be governed by the procedural rules set forth in the most recent edition of Roberts' Rules of Order Newly Revised {RRONR}.

Section 6.03 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors in good standing. The

person or persons authorized to call special meetings of the BOD may fix any place, with reasonable accommodations within or outside of Colorado as the place for holding any special meeting of the BOD called by them. Special meetings need a reason/purpose to be called. A quorum is needed to conduct this meeting and the President should be in attendance. Notice has to be given as noted in 6.05.

Section 6.04 Special Combination Meetings. Special Combination Meetings may be authorized by the President in periods of slow activity and holiday considerations that make previously scheduled meetings unattainable. Thirty days (30) notification is required to all Directors.

Section 6.05 Notice. Written notice of the time and place of the annual meeting shall be sent to each Director to his or her residence, place of business, or via email to his or her email address as designated by such Director, at least seven (7) days, but not more than thirty (30) days, prior to the date of such meeting. Written notice of any special meeting of Directors shall be given as follows: by US or electronic mail, or by fax transmission to each Director at his or her residence at least seven-days prior to the meeting; or by personal delivery or telegram at least forty-eight hours prior to the meeting to the residence of each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Notice by fax transmission is deemed delivered when transmitted by the sending fax machine with receipt notice. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice of such meeting. Notice of the time and place of upcoming regular meetings shall be contained within the meeting notes of the last meeting of the Board of Directors. The meeting notes from each regular meeting shall be sent to each Director at his or her residence, place of business, or via email to his or her email address, as designated by such Director, not more than twenty five (25) days following such prior meeting. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or annual meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 6.06 Informal Action by Directors. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by

all of the Directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 6.07 Participation by Electronic Means. Any Director of the Board or any committee designated by such Board may participate in a meeting of the BOD or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. When a specific order of business requires action sooner than the next regular board meeting, the BOD may conduct a call for data, special attention to subjects in question, or vote (to address that order of business) electronically—by e-mail.

Any Director may alert the Board of the need to conduct urgent business via email. An electronic e-mail meeting proceeds this way:

1. The President calls an e-mail board meeting to order by announcing the business to be conducted and asking for a motion to be made.
2. Once a motion is made and seconded, the President sets a time frame for discussion and announces when he/she will call for a vote.
3. To be considered a decision by a quorum of the board, a majority of the BOD must vote: yes, no, and abstain are valid votes.
4. The e-mail meeting should be conducted in the same fashion as a gathered meeting of Director with all the reports and announcements for the good of the order.
5. The Secretary records the order of business and the total vote for any electronic meeting.

Section 6.08 Committees. The Board of Directors may, by resolution at any meeting of the Board, designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an Advisory Council and/or honorary groups. The terms of appointment and expectations of service of any advisory or honorary group shall be determined by the BOD.

Section 6.09 Presumption of Assent. A Director of the Colorado Addicted Trail builders Society who is present at a meeting of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have acquiesced to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of

the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Colorado Addicted Trailbuilders Society or to all members of the BOD by electronic means within 48 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 7.01 Contracts. The Board of Directors may authorize any Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Colorado Addicted Trailbuilders Society, and such authority may be general or confined to specific instances.

Section 7.02 Loans. No loans shall be contracted on behalf of the Colorado Addicted Trailbuilders Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Colorado Addicted Trailbuilders Society shall be signed by such Officer or Officers, of the Colorado Addicted Trailbuilders Society and in such manner as from time to time be determined by resolution of the Board of Directors. Either the President of the Colorado Addicted Trailbuilders Society or the Treasurer shall have authority to make expenditures of up to \$200 without prior approval of the Board. Any single expenditure in excess of \$200 shall require prior approval of a majority of the Board.

Section 7.04 Deposits. All funds of the Colorado Addicted Trailbuilders Society not otherwise employed shall be deposited from time to time to the credit of the Colorado Addicted Trailbuilders Society in such banks, trust companies or outlets as the Board sees fit.

Section 7.05 Gifts. The Board of Directors may accept on behalf of the Colorado Addicted Trailbuilders Society, gifts, bequests or devises for the general purposes of or for any special purposes of the Colorado Addicted Trailbuilders Society.

ARTICLE VIII

Indemnification

Section 8.01 Scope.

(a) Unless otherwise prohibited by law, the Colorado Addicted Trailbuilders Society shall indemnify any Director or Officer, any former Director or Officer, any person who may have served at its request as a Director or Officer of another Corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, Officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Colorado Addicted Trailbuilders Society for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Colorado Addicted Trailbuilders Society.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, or employee; provided, however, that such Director, Officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the

power of the Colorado Addicted Trailbuilders Society to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Colorado Addicted Trailbuilders Society would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Colorado Addicted Trailbuilders Society indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Colorado Addicted Trailbuilders Society is deemed to be a private foundation within the meaning of 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE IX

Nondiscrimination

The Officers, Directors, committee members, volunteers, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, political association, marital status, physical handicaps, national origin and sexual orientation.

ARTICLE X

Books and Records

The Corporation shall keep correct and complete records of all business related to the Corporation including, but not limited to, accounting and business transactions, Directors meetings, and committee proceedings.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall end on the last day of December, commencing with January 1st of the New Year.

ARTICLE XII

Corporate Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Colorado Addicted Trailbuilders Society and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Non Profit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Donations

All proceeds received by the Colorado Addicted Trailbuilders Society are to be considered donations, and will be declared as gifts and receive to the donor's full tax donation consideration under the applicable laws governing the state of Colorado.

ARTICLE XV

Amendments

These By-laws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors in good standing based on the recommendations of a special Bylaws Review Committee appointed by the President yearly/bi-yearly. In addition:

1. The Board gives written notice of intent to alter amend, or repeal the Bylaws and/or adopt new Bylaws at least ten (10) days before the meeting at which the they intend to change the Bylaws.
2. The Board presents any proposed amendment or change in the Bylaws at a regular or special Board meeting, and not vote on the amendment or change until the following regular or special meeting.

ARTICLE XVI

Termination of the Colorado Addicted Trailbuilders Society

1. Regardless of the reasons for dissolving the Colorado Addicted Trailbuilders Society, steps are needed to file all the necessary paperwork with the Secretary of the State incorporated and with the Federal IRS and abide by the most current rules from the State's Attorney General's office.
2. A vote of two-thirds of the Board of Directors is needed in favor of dissolution.

3. All assets (property, investments, and treasury) must be properly and legally liquidated.

4. All outstanding debts, bills, liens, expenses, payments for goods and services received must be satisfied. All residual monies must be donated to Lory State Park, specifically: trails maintenance.

CERTIFICATE

President of Colorado Addicted Trailbuilders Society

Robert Johnson

9th Dec 2016

I hereby certify that the foregoing amended By-laws, consisting of twenty-three (23) pages constitute the By-laws of the Colorado Addicted Trailbuilders Society, adopted by the Board of Directors of the Corporation as on the _____

Notary Seal and signature

The foregoing instrument was acknowledged before me this 9th day of December, 2016 by Robert Johnson.

My Commission expires 8/5/2019

Laurie Gibson

LAURIE GIBSON
NOTARY PUBLIC - STATE OF COLORADO
Notary Identification # 20154030611
My Commission Expires 8/5/2019