

**BYLAWS  
OF  
Eagle County Climbing Coalition**  
a Colorado nonprofit corporation

Adopted 2/21/2023

**ARTICLE 1 – Offices**

1.1 Principal Office. The principal office and place of business of the Corporation in the State of Colorado shall be designated from time to time by the Corporation. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation in Colorado may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2 – Board of Directors**

2.1 Qualifications; Election; Tenure.

(a) Members of the Board of Directors of the Corporation shall be natural persons at least eighteen years of age or older. The directors, who need not be residents of the State of Colorado, shall manage the affairs of the Corporation. The initial Board of Directors shall be Five (5) in number. The Board of Directors may increase or decrease the size of the board and elect directors to fill vacancies thereby created at any meeting for which notice of such proposed action was given.

(b) All directors shall be elected by the Board of Directors when there is a vacancy on the Board.

(c) Directors shall be elected for a three year term and shall hold office until the next annual meeting of the Board of Directors occurring at the expiration of their terms and until their successors have been elected. Qualified Directors may be elected for successive terms. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term. The term of a director filling a vacancy expires at the end of the unexpired term that such director is filling.

(d) The directors may appoint from time to time individuals as honorary or advisory members of the Board of Directors. Honorary and advisory members may attend meetings of the Board of Directors, but otherwise shall have no rights as directors.

2.2 Annual Meeting. An annual meeting of the Board of Directors shall be held in the first quarter of each calendar year, or on such other date and at such time and at such place as the Board of Directors may determine. The annual meeting of the Board of Directors shall be for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting does not affect the validity of any corporate action. Notice of the annual meeting shall be given in accordance with Section 2.12, but such notice need not state the purpose of the meeting.

2.3 Regular Meetings. The Board of Directors may provide by notice to all other Directors the time and place, either within or outside Colorado, for the holding of regular meetings without other notice.

2.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Special meetings shall be held at such time and place, either within or outside Colorado, as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the State of Colorado unless a majority of the board has so authorized.

2.5 Quorum, Voting.

(a) A quorum at all meetings of the Board of Directors shall consist of a majority of the Board of Directors. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided otherwise by the 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 of Directors.

(b) For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another director who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

(c) A director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment, or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

2.6 Vacancies. Any vacancy in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy even though the directors remaining in office constitute fewer than a quorum of the Board of Directors.

2.7 Committees.

(a) The Board of Directors may designate from among its members, by a resolution adopted by a majority of the entire Board of Directors, one or more committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution. No such committee shall have the power or authority to elect, appoint or remove any director, amend, restate, alter, or repeal the Articles of Incorporation, amend, alter or repeal these or any other Bylaws of the Corporation, approve a plan of merger, approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, other than in the usual and regular course of business, or to take any other action prohibited by law.

(b) The Board of Directors may establish by resolution one or more committees, advisory boards, auxiliaries, or other bodies of any kind with such rules of procedure as the Board may provide. Such committees may provide such advice, service and assistance as requested, but may not exercise any power or authority reserved to the Board of Directors.

(c) The following Committees have been established by the Directors: N/A. Each Committee Chairs shall also be a Director. Committee Chairs shall serve a one year term and may serve up to a three year consecutive term by vote of the Directors.

2.8 Resignation. A director may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A director who resigns may deliver a statement to that effect to the Colorado Secretary of State.

2.9 Removal. Any member of the Board of Directors may be removed with or without a cause by a majority of the directors then in office. If a director fails to attend more than two unexcused Board Meetings and six excused Board Meetings, they shall be removed by the Board by majority vote.

2.10 Action without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waived the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. The action shall be effective only if there are writings that describe the action, signed by all directors, received by the Corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

2.11 Compensation. No member of the Board of Directors shall receive any compensation for serving in such office, provided that the Corporation may reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

2.12 Notice. Notice of the date, time, place and purpose of any special meeting or any other meeting for which notice is required shall be given to each director at least two days prior to the meeting. Notice may be given orally in person or by telephone or may be given in writing by U.S. Mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. If mailed, such notice shall be deemed received and to be effective on the earlier of (i) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, provided that the return receipt is signed by the director to whom the notice is addressed. If notice is give orally in person or by telephone it is effective when communicated. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and time of machine confirmation of delivery. Notice may be mailed to the last address known to the Corporation. If a director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by U.S. mail, electronic mail or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

2.13 Waiver of Notice. A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the director. Such waiver shall be delivered to the corporate Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the

directors later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

2.14 Telephonic Meetings. The Board of Directors may permit any director (or any member of any committee designated by the board) to participate in a meeting of the Board of Directors or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

2.15 Standard of Conduct for Directors and Officers. Each director and officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the board, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the Corporation, and with the care of an ordinarily prudent person in a like position would exercise under similar circumstance. In the performance of their duties a director or officer 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 the persons designated below. However, a director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer shall not be liable to the Corporation or its members for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this Section.

The designated persons on whom a director or officer are entitled to rely are: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or any person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; or (iii) a committee of the Board of Directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

2.16. Conflict of Interest Policy. A majority of the Board of Directors and a majority of the members of any committee designated by the board shall consist of persons who have no financial interest in the affairs of the Corporation. Persons deemed to have a financial interest in the affairs of the Corporation include persons receiving grants or compensation (other than reimbursement of expenses) from the Corporation; independent contractors for services with the Corporation; persons with a financial relationship with such an independent contractor or grantee (such as owners or employees of the independent contractor or grantee); and close family members of the foregoing.

If a director, officer, or committee member has a financial interest conflicting with the interest of the Corporation in any matter (such as whether to enter into a contract with, or make a grant to, such individual or an organization with which such individual is associated), then the individual must bring the conflict to the attention of the other directors, officers, and committee members and refrain from deliberating or voting in any decision with respect to the matter.

### **ARTICLE 3 – Officers**

3.1 General. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. All officers shall also be a Director. Any individual may hold more than one office. The Board of Directors may appoint such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties, as set forth in the Bylaws or as from time to time may be determined by the Board of Directors. Except as expressly prescribed by the Bylaws, the Board of Directors or the officer or officers authorized by the board, shall from time determine the procedure for the appointment of officers, their authority and

duties, provided that the Board of Directors may change the authority and duties of any officer who is not appointed by the board. All officers shall be natural persons who are twenty one years or older.

3.2 Powers and Duties. The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.

(a) The President shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the general direction and control of the Board of Directors, have the general supervision, direction, and control over the business and affairs of the Corporation and its officers, agents, and employees. The President may sign, with the Secretary or any Assistant Secretary or any other proper officer of the Corporation designated by the Board of Directors, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Corporation. She/he shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

(b) The Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. In the absence of the President, the Vice-President, if any (or, if more than one, the Vice-Presidents in the order designated by the Board of Directors, or if the board makes no such designation, then the Vice-President designated by the President, or if neither the board nor the President makes any such designation, the senior Vice-President as determined by first election to that office), shall have the powers and perform the duties of the President.

(c) The Secretary shall keep accurate minutes of the proceedings of the Board of Directors and of any committees of the Board of Directors; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records and of the seal of the Corporation and shall attest the affixing of the seal of the corporation when authorized by the Board of Directors; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Directors or the President. Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

(d) The Treasurer shall be the principal financial officer of the Corporation, shall have the charge and custody of and be responsible for all funds and securities of the Corporation, shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors, shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Board of Directors. The Treasurer shall make an annual financial report to the Corporation at the annual meeting of the Board of Directors. With the approval of the Board of Directors, the Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duties incident to the Treasurer's office. Assistant Treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

3.3 Selection and Terms of Office. All officers of the Corporation shall be elected by the Board of Directors at the annual meeting and shall hold office for a one year term or until the first of the following occurs: a successor shall have been duly appointed and qualified; death; resignation; or removal from office. An officer may be reelected for up to three consecutive one year terms.

3.4 Compensation. No compensation shall be paid to officers of the Corporation for serving in such capacity. The Corporation shall reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation.

3.5 Resignation and Removal. An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer or agent elected may be removed at any time with or without cause by the Board of Directors or by an officer or officers authorized by the board to do so. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Colorado Secretary of State. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.

3.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors, or by the officer or officers authorized by the board, for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Board of Directors, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Directors, or officer or officers authorized by the board provide that the successor shall not take office until the effective date. In the alternative, the Board of Directors, or officer or officers authorized by the Board of Directors, may remove the officer at any time before the effective date and fill the resulting vacancy.

#### **ARTICLE 4 – Indemnification**

The Corporation shall indemnify to the maximum extent permitted by law any person who is or was a director or officer of the Corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director or officer of the Corporation or because he is or was serving another entity as a director or officer, partner, trustee, employee, fiduciary or agent at the Corporation's request. The Corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

#### **ARTICLE 5 – Contracts, Loan, and Deposits**

5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Corporation.

5.3 Contract, Drafts and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board of Directors may select.

5.5 Investment Managers. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

5.6 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

**ARTICLE 6 – Amendments**


These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation by a majority vote of all directors.

**ARTICLE 7 – Miscellaneous**

7.1 Seal. The board of directors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words, “Seal, Colorado”.


7.2 Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Colorado Revised Nonprofit Corporation Act.

The above Bylaws of Eagle County Climbing Coalition were approved and adopted by the Board of Directors on the 21st day of February, 2023.


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Secretary

Board of Directors

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Timothy Nottingham

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Larry Moore

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Dave Koetzel

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Joe Drew