

**RICO ALPINE SOCIETY, INC.  
BY-LAWS**

**ARTICLE I  
CORPORATE POWERS**

**SECTION 1: PURPOSES AND POWERS**

This organization shall be known as the Rico Alpine Society, Inc., (hereinafter referred to "Society") and the purposes of the Society are:

- (a) To promote education, appreciation, and involvement of the general public in the natural alpine environment in the Rico area;
- (b) To organize and exist exclusively for charitable, educational, and lessening the burden of government purposes within the meaning of section 501(c)(3) of the Internal Revenue Code;
- (c) To sponsor and support all volunteer activities related to the purposes of the Society;
- (d) To exercise any and all powers conferred by Colorado Revised Statutes ("C.R.S") §7-123-102 **General Powers** and other powers as conferred by C.R.S. §7-123-101 *et. seq.* and the Colorado Revised Nonprofit Corporation Act as may be amended from time to time for the purposes stated herein which are not inconsistent with the purposes stated in Section 1(b) above.

**SECTION 2: SEAL**

The Society shall have a logo incorporating the words: "Rico Alpine Society."

**ARTICLE II  
MEMBERSHIP**

**SECTION 1: CATEGORIES AND DUES**

The membership of the Society shall consist of one category and shall be for the calendar year. Every member who is 18 years or older in age shall be entitled to have one vote. Dues shall be as follows:

Individual:	\$ 10.00
Household:	\$ 15.00
Sponsor Membership:	\$ 100.00 "Expectation"
	\$ 500.00 "Blackhawk"
	\$1,000.00 "El Diente"

**SECTION 2: REFUNDS**

There shall be no refunds of moneys paid for or toward memberships in the Society.

**SECTION 3: ASSETS**

All property and assets of the Society shall belong to the Society's regular members. The Society is restricted in that no part of the net earnings or assets shall inure to the benefit of any

individual, Director or other private party except as reasonable compensation for services rendered.

### ARTICLE III GENERAL MEETINGS

#### SECTION 1: ANNUAL MEETING

- (a) **Annual Membership Meeting**: A meeting of the general membership shall be conducted at a time and place designated by the Board of Directors during the months of June, July, August, or September or as soon thereafter as possible. At that meeting, the President, Secretary and Treasurer shall report on the accounts and general business of the Society, and such other business shall be transacted as may be brought before the meeting.
- (b) **Notice**: The Secretary shall mail, at least three weeks prior to the annual meeting, a notice of the annual meeting, an agenda, a list of candidates for vacancies on the Board of Directors, and a proxy assignment form to each paid member of the Society. The proxy assignment form shall be for the purposes of constituting a quorum and of assigning voting rights to another member. Holders of proxies shall be entitled to one voter per proxy in the conduct of all legal business to come before the annual meeting including the election of Directors. Proxies may be passed from one person to another so long as the original assignee in each case has duly executed a proxy assignment form.
- (c) **Quorum**: At any annual meeting, or any special meeting of the general membership, five per cent (5%) or more of the total membership shall constitute a quorum. If five per cent (5%) or more of the total membership is present in person or by proxy, a quorum will be deemed to be present, and all business transacted at a meeting so constituted shall be valid as if all of the regular members of the Society were present and voting. At the annual meeting, the Secretary shall call the roll at the opening of the meeting and should there be no quorum present, the President shall adjourn the meeting to any day within one month thereafter, and shall repeat this process until a quorum is obtained. In the meantime, the Board of Directors shall conduct the business of the Society.

#### SECTION 2: ORDER OF BUSINESS

The order of business at the annual meeting shall be as follows:

- (a) Consideration of the minutes of the previous meeting of the Board of Directors.
- (b) Report of officers.
- (c) Miscellaneous business.
- (d) Conduct of election to fill vacancies on the Board of Directors.

#### SECTION 3: SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

- (a) **Special Meeting Called by Directors**: Special meetings of the general membership may be called by the Board of Directors with at least a fourteen (14) day notice having been given. Notice of said meetings shall be given by mail and shall include a proxy assignment form.

**(b) Special Meeting Called by Members:** The membership may call for a special meeting of the general membership on written application of ten (10) members to the President. The purpose of said meeting shall be stated in said application, and the said special meeting shall be confined to the purpose or purposes advertised. The Board of Directors must schedule the special meeting within forty-five (45) days of the receipt of the application, giving the aforementioned fourteen (14) day notice to all voting members.

## **ARTICLE IV ELECTION**

### **SECTION 1: TERMS AND CONDITIONS**

The annual election of the Board of Directors shall be conducted at the annual meeting. The term for members of the Board of Directors shall be three years. The terms of the Board of Directors shall be staggered such that three seats shall be filled by election in both 2006 and 2007, three seats shall be filled by election in 2008, and such staggered terms shall repeat thereafter. The vote shall be taken by secret written ballot of the membership present in person or by proxy at the annual meeting. The established and appointed Board of Directors as of June, 2003, shall serve as the Board of Directors until the annual meeting in 2005. At the annual meeting in 2005 all positions of the Board of Directors shall be subject to election. At the initial election to establish staggered terms in 2005 the candidates with the three highest number of votes shall be elected for three year terms, the candidates with the next three highest number of votes shall be elected for two year terms, and the candidates with the next three highest number of votes shall be elected for a one year term.

### **SECTION 2: NOMINATIONS**

The President shall, at least sixty (60) days previous to the election announce the vacancies on the Board of Directors. He shall request written response from members interested in filling the openings to be returned to the Secretary within two (2) weeks time. Nothing herein contained shall preclude the writing in of qualified names not listed on said ballot, and write-in votes for qualified members shall be counted in the conduct of the election.

### **SECTION 3: NOTICE AND SUPERVISION**

The Secretary or the Society shall supervise the election, and shall – at least thirty (30) days prior to the annual meeting – mail to all paid members a notice of the annual meeting, an agenda, a list of candidates and a proxy assignment form.

### **SECTION 4: BALLOTING**

Each member shall be entitled to cast one ballot, either in person or by proxy, in the annual election. Ballots are to be distributed at the annual meeting upon verification of credentials by the Secretary.

### **SECTION 5: COUNTING:**

Two members of the Board of Directors, appointed by the President, shall count the votes at the annual meeting, and report to the President in writing the names of the Directors elected, and the number of votes for each candidate. A plurality of the votes cast at the annual meeting shall elect, and the President shall declare the results prior to adjournment of the annual meeting.

**SECTION 6: TIES**

In case two or more candidates shall have received an equal number of votes and two or more candidates cannot be elected, a ballot shall be taken at the annual meeting between such candidates having an equal number of votes only, and the candidate or candidates receiving the higher number of votes shall be declared duly elected.

**SECTION 7: UNEXPIRED TERMS**

In the event that there shall be vacancies on the Board of Directors other than for the regular three year term, the candidate receiving the highest number of votes after full-term vacancies are filled shall be given the longest un-expired term available, the next highest, the second longest unexpired term, and so forth.

**SECTION 8: LIMITATIONS**

There shall be no limitations expressed or implied upon the number of consecutive terms a Director may serve. No member shall be nominated or be eligible to be elected to the Board of Directors unless he or she shall be a regular member of the Society in good standing with voting status.

**ARTICLE V  
BOARD OF DIRECTORS**

**SECTION 1: DEFINITION, QUORUM AND VOTING**

The management of the affairs of the Society shall be vested in a Board of Directors consisting of nine (9) regular members, seven (7) of whom must be full time residents of the Town of Rico. This Board of Directors will be elected as provided in the Articles of Incorporation and as herein provided, subject to the laws of the State of Colorado and these By-Laws. At meetings of the Board of Directors, five Directors shall constitute a quorum, all Directors having one vote. All decisions of the Board of Directors shall be by majority vote of the Directors present. Action may be taken without a quorum under the provisions of C.R.S. §7-127-107 as amended.

**SECTION 2: ELIGIBILITY**

No member shall be eligible for any office of the Society, nor shall any member of the Board of Directors be entitled to vote, who is delinquent in payment of membership fees.

**SECTION 3: MEETINGS**

There shall be a regular meeting of the Board of Directors at least once quarterly at a time and place decided by the Board. Special meetings of the Board of Directors shall be called at any time by the Secretary on order of the President or on order of any three Directors. The Secretary shall give each Director notice of such meeting at least twenty-four (24) hours previous to the time thereof. Members of the Board of Directors are entitled to cast their votes on business items by written proxy. Meetings of the Board of Directors may be conducted by conference call.

**SECTION 4: ORDER OF BUSINESS**

The order of business at meetings of the Board of Directors shall be as follows:

- (a) Roll call of members.
- (b) Consideration of minutes of the previous meeting.

- (c) Consideration of financial reports.
- (d) Old business.
- (e) New business.
- (f) Adjournment.

Robert's Rules of Order shall apply at all meetings of the Society.

**SECTION 5: FUNCTIONS**

The Board of Directors shall generally conduct, manage and control the affairs and business of the Society, and make rules and regulations therefor, consistent with the By Laws and the laws of the State of Colorado, and in accordance with the Articles of Incorporation on file with the Secretary of State of the State of Colorado.

**SECTION 6: EMPLOYEES**

The Board of Directors alone shall have the power to select and remove the employees of the Society, prescribe their duties, and fix their compensation.

**SECTION 7: DIRECTOR COMPENSATION**

The Board of Directors shall be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation and those compensation decisions will be made by the unpaid majority serving on the Board. The Board of Directors may be reimbursed for costs incurred related to the activities of the Society.

**SECTION 8: RULE MAKING AND INTERPRETATION**

The Board of Directors shall have the power and authority to make rules of conduct for the members of the Society and for the use of the Society's property. On all questions as to the interpretation of the by-laws and rules of the Society, the decision of the Directors shall be final unless rescinded by fifty-one percent (51%) of the regular members voting at a meeting of the general membership.

**SECTION 9: INDEBTEDNESS, ASSESSMENTS, ASSETS**

- (a) **Operations:** The Board of Directors of behalf of the Society shall provide for the maintenance, operation and improvement of the Society and its properties and holdings, and shall secure such equipment and material as they deem necessary and proper. The Board of Directors shall have the power to create such indebtedness as they deem necessary.
- (b) **Assessments:** The Board of Directors does not have the right to make assessments against the regular membership beyond the establishment of an annual membership fee. All property and assets of the Society shall belong to the Society's regular members. The Society is restricted in that no part of the net earnings or assets shall inure to the benefit of any individual, Director or other private party except as reasonable compensation for services rendered.
- (c) **Property Risk:** All personal and private property left on the premises of this Society shall be at the owner's risk, and no responsibility for safekeeping or loss shall be attached to the Society. As exception to this provision shall be those items loaned to the Society for display, copying, research, study or other use.

**(d) Dissolution:** In the event dissolution shall become necessary, distribution of Society assets and holdings shall be governed by C.R.S. §7-134-102 and §7-134-105 or applicable succeeding legislation.

**SECTION 10. COMMITTEES**

The Board of Directors shall authorize the President to appoint such standing or other committees as in its judgement are necessary for the property operation and management of the Society.

**SECTION 11. VACANCIES**

Whenever a vacancy for any reason occurs in the office of Director, such vacancy shall be filled by appointment among the remaining members of the Board of Directors and a plurality of votes among the remaining Directors shall be deemed sufficient. A Director so appointed shall hold office until the Director or a successor is elected to fill the un-expired term at the next annual meeting.

**SECTION 12. INDEMNIFICATION**

Any person (or his or her estate) made or threatened to be made a part of any action, suit or proceeding by reason of the fact that he or she is or was an officer or Director of this Society shall be indemnified by this Society against any liability and reasonable expense incurred by him or her in connection with the defense or settlement of such action, except in relation to matters as to which it is judged by the Court that such officer or Director is liable for negligence or misconduct in performance of his or her duties.

**ARTICLE VI  
OFFICERS**

**SECTION 1: PRESIDENT**

It shall be the duty of the President to preside at all meetings of the Society and Board of Directors, to see that the by-laws and such regulations as may be adopted by the Society are enforced, to supervise generally all affairs of the Society and, at the annual meeting, to make a report of the accounts and general business of the Society during the previous year. The President shall appoint all committees by and with advice and consent of the Board of Directors, and shall be ex-officio a member of the same. The President shall sign jointly with the Secretary all contracts, bonds and/or other instruments of writing, and shall cosign with the Treasurer or his agent all checks.

**SECTION 2: VICE PRESIDENT**

In the absence or inability of the President to act, the vice President shall perform all the duties of the President. If the President or vice President shall be absent from any meetings, the Secretary shall call the meeting to order and a temporary President shall be chosen from the Board of Directors members present at the meeting.

**SECTION 3: SECRETARY**

The Secretary shall keep a record of the proceedings of the Board of Directors, and of the Society, in a book kept for such purpose, and shall cooperate with the Treasurer in keeping the book of accounts of the Society. The Secretary shall assist in collection of the funds for the

Society and conduct official correspondence of the Society. The Secretary shall sign all contracts. The Secretary will attend to such other business as may belong to the duties of the office, or as he or she may be directed by the Board of Directors. The Secretary shall cause these By-Laws to be duplicated, and shall furnish a copy thereof to each member upon request at such time and in such form as the Board of Directors deems advisable.

**SECTION 4: TREASURER**

The Treasurer, or his or her agent, appointed at the annual meeting by the Board of Directors after election of Directors, shall be custodian of the Society funds. The Treasurer shall deposit said funds in some depository under the instructions of the Board of Directors. The Treasurer shall sign all the Society's checks in settlement of accounts payable incurred for current expenses of the Society, after the approval of said accounts by the President of the committee having charge of the department in which such indebtedness was incurred, and shall cosign with the President all checks. The Treasurer shall keep a book of accounts of the Society with the cooperation of the Secretary. In all cases, the elected Treasurer shall submit a statement of accounts once quarterly at the regular meeting of the Board of Directors. The Treasurer shall perform such other duties as may properly belong to the office or as he or she may be directed by the Board of Directors.

**ARTICLE VII  
AMENDMENTS**

- (a) **Amendments:** The power to repeal or amend any of these by-laws and adopt new by-laws is hereby delegated to the Board of Directors by an affirmative vote of five members (C.R.S. §7-122-106 and §7-130-201). This power shall not be exercised in any case except after two weeks written notice mailed by the Secretary to each regular member of the Society. Such notice shall be accompanied by a copy of the proposed changes or amendments.
- (b) **Objection by Members:** If ten (10) regular members shall, before the meeting at which the by-law is to be repealed, adopted, or amended, notify the Secretary in writing they object to the repeal, adoption or amendment, such by-law shall not be repealed, adopted amended except by a vote of fifty-one percent (51%) of the regular members present in person or by proxy at an annual meeting of the Society, or a special meeting of the general membership called for that purpose.
- (c) **No Objection by Members:** If ten (10) regular members do not before such meeting of the Board of Directors notify the Secretary in writing that they object, the Board of Directors shall have the power at said meeting to repeal, adopt or amend the by-laws mentioned in the notice given the regular members in accordance with the provisions of such notice.

**THESE AMENDED BY-LAWS OF THE RICO ALPINE SOCIETY, INC., ARE HEREBY ADOPTED ON THE 13<sup>th</sup> DAY OF JUNE, 2003:**

**BY:** \_\_\_\_\_  
**President**

**ATTEST:** \_\_\_\_\_  
**Secretary**