

**BYLAWS
OF
BOULDER NORDIC CLUB
(A Colorado Nonprofit Corporation)
AMENDED AND RESTATED November 4th, 1992**

**ARTICLE I
NAME**

The name of this organization is the Boulder Nordic Club.

**ARTICLE II
PURPOSES**

The purposes of the Boulder Nordic Club include, but are not limited to: (1) encouraging and promoting nordic skiing, including raising funds for same; (2) promoting, arranging and holding any and all kinds of nordic ski contests, exhibitions and competitions; (3) providing, constructing, developing, acquiring, leasing, owning, operating and maintaining facilities, real property, and equipment for promotion of nordic skiing; (4) engaging in related activities pursuant to any legal purpose.

**ARTICLE III
MEMBERSHIP**

1. Classes of Members. The Board of Directors may establish different classes of membership as is practical and prudent from time to time.
2. Appointment of Members. Any responsible individual paying his or her dues shall thereby be appointed a member. Memberships shall be for one year and shall run from October 1 through September 30 or balance thereof.
3. Voting Rights and Power to Govern. Each member who is eighteen years or more of age shall be entitled to one vote on each matter submitted to a vote of the members, and shall be eligible to hold office.
4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.
5. Other Rights. Members shall be informed of activities and progress of the Club through annual or, at the discretion of the Board of Directors, more frequent reports. They may attend meetings of the Board of Directors as observers. They may inspect the records of the

Club. Members should support the Club and participate in its efforts in every way possible.

ARTICLE IV BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of the elective officers, ex-officio, and not less than five nor more than twenty members at large, as determined by the Board. The members at large shall be chosen, insofar as possible, to represent the varied interests of concern to the Club and shall be Club members. All board members shall serve for terms of one year from the date of their election, or until a successor is elected or qualified. A person elected to fill a vacancy before the expiration of a term shall complete the term.

2. General Powers and Responsibilities. The Board of Directors shall be responsible for all business of the Club and shall determine matters of policy not determined by the membership. It shall have charge of all finances and operations of the Club. It shall have general charge of all meetings and elections. It may fill any vacancy in an office until the next regular election.

3. Delegation of Authority. The Board of Directors may, at its discretion, establish committees, employ personnel, and authorize any officer, employee, or agent to enter into contracts, bind, and act for and in the name of the Club in any matter in which the Board may act.

4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately before, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board without other notice than such resolution.

5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President. The President will call a meeting when so requested in writing by any four Directors.

6. Notice. Notice of each meeting of directors, whether annual, regular or special, shall be given to each director.

7. Quorum. Fifty percent of the Board shall constitute a quorum for the transaction of business by the Board of Directors. Three members shall constitute a quorum for the transaction of business by the Executive Committee. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting from time to time until a quorum shall be present.

8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the directors present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these bylaws.

9. Emergency Provision. At the call of the Chairman, the Board of Directors may transact business without a meeting, provided that such business is authorized under this Article, and

provided that any such actions taken shall be with the prior written consent of a majority of the Board of Directors.

ARTICLE V EXECUTIVE COMMITTEE

1. Composition. There shall be an Executive Committee which shall consist of not more than five members of the Board of Directors, including all the elective officers. The members at large shall be designated by the Board. All the members of the Board of Directors may attend meetings of the Executive Committee without power of vote. Action taken at any such meeting will be reported at the next scheduled meeting of the Board of Directors.

2. Powers. The Executive committee shall have and may exercise, when the Board of Directors is not in session, all the powers of the Board that may lawfully be delegated, provided that the Committee shall not make final determinations of policy. Such determinations of policy as may be made on an interim basis shall be referred to the Board of Directors for approval in a meeting or by mail vote.

ARTICLE VI OFFICERS

1. Officers. The officers of the club shall be a President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be combined into one office.

2. Election and Term of Office. The officers of the Corporation shall be elected for terms of one year, at the annual meeting of members. If the election of officers shall not be held at that meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. 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.

4. President. The President shall be the principal executive officer of the Club and shall have general responsibility for the functioning of the Club between meetings of the Board of Directors or the Executive Committee. He shall arrange for and preside at meetings of the Club membership, Board of Directors, and Executive Committee, and appoint members of committees in the manner and to the extent provided for by the bylaws or by resolution of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these, bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such

other duties as may be prescribed by the Board of Directors from time to time.

5. Vice President. The Vice President shall exercise the functions of the President in his absence, or in his inability or refusal to act.

6. Secretary. The Secretary shall be responsible for the keeping of minutes of all meetings of the Club membership, Board of Directors, and Executive Committee, and for the performance of all other duties normally pertaining to the office of the Secretary.

7. Treasurer. The Treasurer shall be responsible for all funds and for keeping the books of the Club, and for advising the Board of Directors and the Executive Committee on fiscal matters.

8. Additional Duties. Each officer shall perform any other duties directed by the Board of Directors.

ARTICLE VII MEETINGS OF MEMBERS

1. Annual Meetings. An annual meeting of the members shall be held on the first Tuesday of October of each year, at the hour of 7:30 p.m., or at such other time to be selected each year by the Board of Directors, for the election of directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Colorado, such meeting shall be held on the next succeeding business day. If the election of the Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these bylaws shall not invalidate any action taken by the Board of Directors or officers of the corporation.

2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

3. Place of Meeting. Meetings of members shall be held at such place or places, within or without the State of Colorado, as may be designated in the notice of the meeting. If no place is designated in the notice, the place of meeting shall be the registered office of the corporation in the State of Colorado.

4. Notice. Notice of any membership meeting of the Club shall be sent to all members not less than seven nor more than fifty days in advance of the date of the meeting.

5. Quorum. Fifteen members shall constitute a quorum for the transaction of business by the membership of the Club. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting from time to time until a quorum shall be present.

6. Nominations. The Board of Directors, in its discretion, may appoint a nominating committee, consisting of at least two members of the Club, to present nominations for elected officers and directors to be acted upon at the annual meeting, or other meeting at which elections are to be held. Nominations also may be presented by members at the annual meeting. The consent of the nominee shall be obtained before his name is presented for consideration.

7. Manner Of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these bylaws.

8. Proxies. Proxies shall not be allowed.

ARTICLE VIII FISCAL POLICIES

1. Fiscal Year. The fiscal year for all business transactions of the Club shall be from October 1 of one year through September 30 of the following year.

2. Depositories. The Board of Directors is authorized to establish such accounts with banks, trust companies, and other financial institutions as the Board of Directors may deem appropriate.

3. Disbursements. Disbursements shall be made only in accordance with a specific authorization or a general budget approved by the Board of Directors and on such terms, including appropriate provisions for bonds, as may-be established by the Board.

ARTICLE IX INDEMNIFICATION

1. Indemnification. The Club will indemnify any director, officer, or employee, or former director, officer or employee of the Club or any person who may have served at its request as a director, officer, or employee of another corporation, whether for profit or not for profit, against liability incurred by that person in the performance of his or her duties. This indemnification shall apply to any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding arising out of their service to the Club or to another organization at the Club's request. The Club may maintain insurance to protect itself, any director, officer, or employee against any such liability, cost or expense incurred in connection with any such suit, action, or proceeding. The Club shall have the right to approve any settlements or legal expenses incurred in connection with any such suit, action or proceeding. This indemnification shall be to the fullest extent now or hereafter permitted by the Colorado Nonprofit Corporation Act or other law.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract or in its Articles of Incorporation.

**ARTICLE X
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a majority of the Board of Directors voting at a duly called meeting, provided that notice of the subject of the proposed amendment has been provided to all board members at least seven days prior to the meeting at which it is considered.