

**AMENDMENT NO. 1
TO
AMENDED AND RESTATED BYLAWS
OF
BOULDER NORDIC CLUB**

Pursuant to the provisions of Article XI of the Bylaws of Boulder Nordic Club, the Board of Directors hereby amend the Bylaws as follows:

I. The following Section 10 shall be added to Article IV of the Amended and Restated Bylaws of Boulder Nordic Club:

10. Action of Board Without Meeting. Notwithstanding any provision to the contrary in these Bylaws, any proposed action to be taken at a meeting of the Board of Directors may be taken without a meeting if:

- a. Notice is transmitted in writing to each director stating:
 1. the proposed action to be taken;
 2. the time by which a director must respond;
 3. that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice; and
 4. that any director shall have the right to demand in writing that action not be taken without a meeting; and
- b. Affirmative votes in writing for such action equal or exceed a majority of directors in office, provided that any director who has voted may revoke such vote by the time stated in the notice of proposed action; and
- c. No director has demanded in writing that such proposed action not be taken without a meeting other than a demand that has been subsequently revoked.

A writing by a director under this Section 10 shall be in a form sufficient to inform the Club of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand, or revocation relates. Any communications under this section may be transmitted or received by the Club by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication.

Any action taken pursuant to this Section 10 has the same effect as actions taken at a meeting of directors. All writings made pursuant to this Section 10 shall be filed with the minutes of meetings of the Board of Directors.

II. Section 2 of Article VI of the Bylaws shall be deleted in its entirety and the following substituted in lieu thereof:

2. Election and Term of Office. The officers of the Corporation shall be elected for terms of one year, at the first regular or annual meeting of the Board of Directors

following 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.

CERTIFICATION

The above Amendment No. 1 was approved by the Board of Directors at a meeting of the Board of Directors on October 11, 2017.

A handwritten signature in black ink, appearing to read 'Ingrid Alongi', written over a horizontal line.

Ingrid Alongi, Secretary