

Dear Board and State Council members: Respectfully, the Governance Committee is presenting a refresh of the CMC Bylaws for adoption.

The Committee focused on ensuring our bylaws reflect the current structure and activities while embedding our vision and strategic planning work over the past 2 years. While our focus was in making sure the bylaws reflect our vision, we also conducted a great deal of “wordsmithing” to modernize antiquated language.

We made significant updates to the: General Powers and Duties of the Board, The State Council sections, and the Committee descriptions primarily to reflect our current structures and duties.

Summary of key additions or changes:

1. Introduction - We added the first sections to ensure we kept our focus on the vision and mission in all Club documents.
2. Article III - We added these sections in an easy to read, bulleted list to clarify high-level general powers, conflicts of interest statement, and performance duties of the Board of Directors. Some of these sections required updating to current standards.
3. Article IV - We updated the Officers descriptions, terms, and duties to reflect current structure and duties. Removed requirement for bonds.
4. Article V - We updated the Committees and State Council sections clarify role in nomination process, and to reflect current structure and duties. The State Council section was reviewed and approved by State Council. Updated paragraph numbering and consistent reference to groups.
5. Article VI thru XV - These sections did not change materially, and were amended only to modernize language.

I'd like to thank Jeff Flax, Courtney Green, Matt Stevens, and Keegan Young for their time, focus, and expertise on this task!

Yours,

Chantal Unfug
Chair, Governance Committee

BYLAWS

COLORADO MOUNTAIN CLUB “CMC” A NONPROFIT CORPORATION

AMENDED AND RESTATED, Date of Adoption October 2020. Amendment made to Section 3.3 on July 27, 2022.

At its core, CMC supports Colorado’s mountains and community. That’s what we’ve been doing for more than 100 years, and it’s what we’ll continue to do. Every piece of the Club —every goal, metric, and action item— serves one or more of our core values. CMC’s four core values are: Community, Education, Conservation & Stewardship, and Adventure.

COMMUNITY. Passionate people are the bedrock of our mountain community and all our work. We are a welcoming and vibrant club that values our community.

EDUCATION. Our commitment to outdoor training and education is our legacy. By equipping Coloradans with the skills and confidence they need to move through the mountains, we honor and safeguard the people we love.

CONSERVATION AND STEWARDSHIP. Stewarding and conserving wild spaces is at our core. We proactively protect these landscapes so that future generations can enjoy them.

ADVENTURE. We know mountains can provide dramatic, life-changing experiences. We offer countless recreational, educational, and conservation-focused opportunities that inspire a passion for challenge in the outdoors.

The mission statement of the Colorado Mountain Club was written in 1912 and has remained unchanged for over 100 years, which is to:

- Unite the energy, interest, and knowledge of the students, explorers, and lovers of the mountains of Colorado;
- Collect and disseminate information regarding the Rocky Mountains on behalf of science, literature, art, and recreation;
- Stimulate public interest in our mountain area;
- Encourage the preservation of forests, flowers, fauna, and natural scenery; and
- Render readily accessible the alpine attractions of this region.

ARTICLE I-- OFFICES

Section 1.1 PRINCIPAL OFFICE. The principal office of the Colorado Mountain Club in the State of Colorado shall be located at 710 Tenth Street, Golden Colorado 80401. The corporation may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the CMC may require from time to time.

Section 1.2 REGISTERED OFFICE. The registered office of the CMC, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the board of directors described in ARTICLE III, below.

ARTICLE II-- MEMBERS

Section 2.1 MEMBERS. Although the CMC is a membership organization, the CMC shall not have corporate members.

ARTICLE III-- BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the CMC shall be managed by its Board of Directors (the “Board”) consistent with these Bylaws and the Colorado Mountain Club Charter. The Board’s powers shall include but not be limited to the following essential tasks:

- Approve the budget.
- Review and authorize personnel policies
- Review and approve:
 - plans of CMC reorganization, growth, and contraction.
 - major asset sales and acquisitions.
 - plans for construction, renovation, or demolition of significant CMC assets.
 - gift acceptance policies.
 - plans to do major borrowing and economic transactions.
 - CMC’s investment policy and plans to open banking and other financial accounts.
 - major changes in retirement, benefits, and compensation for key employees.
 - amendments to these Bylaws.
 - changes in the organization’s name and address.
 - changes in the number, composition, qualifications, authority, or duties of the board of directors; and in the number, composition, qualifications, authority, or duties of the organization’s key employees.
- Provide and be prepared to receive complaints and allegations of wrongdoing that affect the senior staff—including both by omission or commission, and conflicts of interest.
- Discharge and replace its members for reasons authorized by these Bylaws.
- Create committees and hire consultants.
- Add and dissolve CMC Groups
- Set policy and review the status of its own membership for independence, conflict of interest, self-dealing, competence, and performance of duties.
- Be prepared to authorize lawsuits by the organization, receive them, and dispose of them by settlement agreed upon by them, if necessary.
- Authorize liability, bonding, and other insurance and indemnification.
- Authorize collaborations, other commitments of the organization, and their terms.
- Require accountability, transparency, loyalty, and conformity by key employees, and protect the identity and integrity of the organization.
- Request dissolution and carry out its terms.

3.2 PERFORMANCE OF DUTIES.

The fundamental legal duties of each individual Board member include:

Duty of Care — Each Board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.

Duty of Loyalty — Each Board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization’s needs come first.

Duty of Obedience — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

A CMC individual Board member shall perform his or her duties, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the CMC, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Board member is responsible for:

- Determining and advocating for CMC's mission and purposes.
- Selecting the Executive Director.
- Supporting and evaluating the Executive Director.
- Ensuring effective planning.
- Monitoring and strengthening programs and services through policy and guidance.
- Ensuring adequate financial resources.
- Building and sustaining a competent Board.
- Ensuring legal and ethical integrity.
- Enhancing the organization's public standing.

A Board member 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 below in paragraphs (a), (b), and (c) of this Section 3.2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs his or her duties shall not have any liability by reason of being or having been a CMC Board member. Those persons and groups on whose information, opinions, reports, and statements a Board member is entitled to rely upon are:

- (a) One or more employees of the CMC whom the Board member reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters that the Board member 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 these Bylaws, as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence.

Section 3.3 NUMBER, TENURE, AND QUALIFICATIONS. The number of Board members of the CMC shall be a minimum of seven, with geographic representation from the local groups' State Council of the CMC. Board members must be a member of CMC and a natural person 18 years of age or older, but need not be residents of the State of Colorado. To maintain this minimum composition, the Nominating Committee (*see* Section 5.5, below) shall ensure that sufficient nominees are available. There shall be no more than twenty-five serving Board members at any one time.

Board members shall be elected from the nominees submitted to the State Council by the Nominating Committee and from floor nominations from State Council members on the day of the election. New Board members will be elected at the September meeting of the Board and start their term of office at the beginning of the fiscal year, October 1.

Board members serve a three-year term, unless they are completing the unfilled term of a vacating Board member. A Board member may serve up to eight consecutive years on the Board.

Section 3.4 REGULAR MEETINGS. The Board shall meet at least four times each year, and will hold meetings to encourage transparency of Board business and to facilitate the attendance of CMC members who are not members of the Board.

Section 3.5 SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President or any two Board members.

Section 3.6 NOTICES. Notice of any special meeting of the Board shall be given by electronic means and/or mail to each Board member at his or her residential or business address at least three days prior to the meeting. If by email, such notice shall be deemed delivered when sent. Any Board member may waive notice of any meeting. The attendance of a Board member at any Board meeting shall constitute a waiver of notice of such meeting, except where a Board member 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 special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 3.7 QUORUM. A majority of the current number of Board members, fixed by or determined pursuant to Section 3.3 of this ARTICLE III, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

Section 3.8 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

Each Board member shall have one vote on any given issue.

The Board may use such rules it deems practical and effective in conducting its meeting, to include Robert's Rules of Order or an abbreviated version thereof.

Section 3.9 INFORMAL ACTION BY BOARD MEMBERS. Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken electronically or without a meeting if each and every Board member either: (a) votes for such action; or (b) votes against such action; or (c) abstains from voting. Each Board member or committee member who delivers a writing described in this Section 3.9 shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 3.10 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board or any committee designated by such Board may participate in a meeting of the Board or committee by any means 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.

Section 3.11 PROXY VOTING. For purposes of determining a quorum of the Board with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Board member may be deemed to be present at a meeting and to vote if the Board member has granted a signed written proxy to another Board member who is present at the meeting, authorizing the other Board member to cast the vote that is directed to be cast by the written proxy with respect to the

particular proposal that is described with reasonable specificity in the proxy. (In accordance with C.R.S. § 7-128-205(4).)

Section 3.12 VACANCIES. Any vacancy occurring in the Board may be filled by appointment by the remaining Board members. A Board member appointed to fill a vacancy shall serve until his or her successor is appointed for the unexpired term of his or her predecessor in office or, if no successor is appointed, until the end of the unexpired term of his or her predecessor in office.

Section 3.13 RESIGNATION. Any Board member of the CMC may resign at any time by giving written notice to the President or the Secretary of the CMC. The resignation of any Board member shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.14 REMOVAL. Any Board member of the CMC may be removed at any time, with or without cause, in the manner consistent with the Colorado Revised Nonprofit Corporation Act and by a vote of the Board at a regularly scheduled or special board meeting after written notice of such action has been sent to the Board member whose removal is being considered. The reason for such removal and the number of Board members voting for or against the removal or abstaining shall be included in the minutes of the Board meeting. The results of the vote to remove a Board member shall be sent to the State Council. Notwithstanding the above, Board members missing more than 50% of the Board meetings in a given year may be removed from the Board by the President at the end of that year and their vacated position shall be filled through the recommendation of the Nominating Committee pursuant to Section 5.4, followed by a vote of the Board at its next meeting. Proxies, while strongly encouraged in the event a Board member is unable to attend a meeting, shall not count toward fulfilling the 50% requirement. The Board may consider special circumstances and vote to retain a Board member who fails to meet this requirement.

Section 3.15 COMPENSATION. Board members, as such, shall not receive any stated salaries for their service but, by resolution of the Board, may receive a payment for the reasonable expenses of attendance at each meeting; but nothing herein shall preclude any Board member from serving the CMC in any other capacity and receiving compensation therefor.

Section 3.16 PRESUMPTION OF ASSENT. A Board member of the CMC who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented 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 CMC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

Section 3.17 CONFLICTS OF INTEREST.

Annually, Board members and Officers shall review and sign a Conflict of Interest form. Whenever a Board member or Officer has a financial or personal interest in any matter coming before the Board of directors, the affected person shall a) fully disclose the nature of the interest; and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is

in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE IV-- OFFICERS

Section 4.1 NUMBER. The Officers of the CMC shall be President, Vice President, Secretary, and Treasurer (collectively, the "Officers"). Such other Officers as may be deemed necessary may be elected or appointed by the Board.

Section 4.2 ELECTION AND TERM OF OFFICE. The Officers of the CMC shall be elected annually at the September Board meeting and begin their term of office at the start of the fiscal year, October 1. Officers serve a term of one year with the option to extend their term a second year with Board approval.

If the elections of Officers are not held at such meetings, such elections shall be held as soon thereafter as practicable. Notwithstanding the foregoing, each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 4.3 REMOVAL. Any Officer or agent may be removed by the Board at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section 4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4.5 PRESIDENT. The President shall, when present, preside at all meetings of the members and of the Board. He or she may sign, with the Secretary or any other proper officer of the CMC thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments, which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the CMC, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as provided by these Bylaws and as may be prescribed by the Board from time to time. He or she shall be an ex-officio member of all Board or state level committees, and advisory councils. All appointments made by the President shall be reported to the next following meeting of the Board and shall be confirmed or rejected by the Board.

The President oversees and provides guidance to the Executive Director (ED) and, in coordination with the Board of Directors, ensures the ED is able to execute his or her duties to fulfill the mission of the organization. The President may delegate any or all of his or her duties as chief executive officer to a duly appointed Executive Director.

Section 4.6 VICE PRESIDENT. The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, 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. The Vice President, or other officer designed by the President, shall also serve as a liaison between the State Council and the Board. The 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.

Section 4.7 SECRETARY. The Secretary shall: (a) approve the minutes of the proceedings of the members and of the Board and ensure the CMC maintains records provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) ensure the CMC is the custodian of the corporate records and of the seal of the CMC, and see that the seal of the CMC is affixed to all documents the execution of which on behalf of the CMC under its seal is duly authorized; (d) keep a register of the contact address of each Board member, which shall be furnished to the Secretary by each such Board member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board. If both the President and Vice President are unable to preside or act, for any reason, the Secretary shall 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 as outlined in Section 4.5 above, until the President and Vice President resume their duties or the Board selects replacement(s).

Section 4.8 TREASURER. The Treasurer chairs the Finance Committee of the Board, and (a), in cooperation with that committee, reviews and approves all financial procedures and reporting for the organization, including banking, audits, and investments; (b) reviews CMC staff financial decisions; and (c), in general, performs all of the duties incident to the office of Treasurer and such other as from time to time may be assigned to him or her by the President or by the Board.

Section 4.9 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Secretaries and Assistant Treasurers, to the extent they may be deemed necessary and so elected or appointed by the Board, 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.

Section 4.10 SALARIES. The Officers shall serve without salary or compensation.

Section 4.11 LOANS TO OFFICERS. No loans shall be made by the CMC to any Officer or Board member of the CMC.

ARTICLE V—STANDING COMMITTEES AND OTHER COMMITTEES

Section 5.1 STATE COUNCIL: The State Council of the CMC shall be a standing committee of the CMC Board.

5.1.1 PURPOSE AND DUTIES: The purposes of the State Council are: 1) to assure and facilitate effective communication between membership in CMC Groups and the Board; and 2) represent CMC Group councils as voting members of the Board of Directors. In order to accomplish these two purposes, the State Council shall perform the following actions:

5.1.1.1 Regarding Election of Board Members: Assist in the election of new members of the Board through participation on the Nominating Committee of the CMC contained in Section 5.5 of these Bylaws. The State Council may provide additional nominees for the Board to the Nominating Committee. The names of the nominees shall be sent to State Council members for their consideration and advice to the Board.

5.1.1.2 Regarding Member Communication: The State Council shall:

- Encourage communication and cooperation among the local CMC Groups and between the CMC Groups and the broader organization;
- Provide input and feedback to the Board of Directors on policy issues and the concerns of the CMC Groups
- Periodically review the goals and objectives of the State Council, consistent with its Charter, these Bylaws, and the CMC Strategic Plan.
- Review and recommend changes in the programs of the CMC, consistent with its mission;
- Proactively seek input and suggestions from CMC Groups to provide to the Board, to help guide and reinforce the CMC strategy, vision, and program delivery in support of all CMC members;
- Recommend long term goals for state committees;
- Attend scheduled State Council meetings in-person, or via videoconference or teleconference; and
- Perform other duties as provided in these Bylaws, or as requested by the Board, its President, or the Chair of the State Council.

5.1.2 REGULAR MEETINGS AND ATTENDANCE: Meetings of the State Council shall be held at least four times a year at a time and place determined by the State Council. Advance notice of any meeting of at least ten days shall be given to all State Council members. Any member of the CMC may attend meetings of the State Council and, with the permission of the State Council, shall be entitled to speak at such meetings

5.1.3 SPECIAL MEETINGS. Special meetings of the State Council may be called by or at the request of the Chair of the State Council, any two state councilors, or the President of the Board.

5.1.4 MEMBERSHIP, REMOVAL, AND VACANCIES: Each CMC Group council shall select a member of its council to serve on the State Council for a three-year term, which may be renewed once for a second, three-year term. Terms begin in October (consistent with the terms of the Board of Directors and the CMC fiscal year). Not more than five State Council members, chosen as the State Council determines appropriate, will serve concurrently as Board members, attending Board meetings and reporting on State Council business. Any State Council member may be removed by a two-thirds vote of all State Council members. Vacancies on the State Council shall be filled by their respective CMC Group in accordance with a process determined by the CMC Groups.

5.1.5 OFFICERS: The State Council may elect a State Council Chair and other officers as it determines appropriate.

5.1.6 VOTING AND USE OF PROXY: Each member of the State Council shall have one vote and only members of the State Council have the right to vote on matters considered at the State Council's meetings. State Council members may designate any member of the State Council to act as a proxy for a State Council member at any meeting of the State Council. All forms of proxy designation must conform to Section 3.11 of these Bylaws.

5.1.7 MOTIONS TO BE HEARD: Any motion concerning CMC policy, program, procedure, or

financial issues approved by the State Council shall be considered by the Board. Such motions shall be presented to the Board President for inclusion on the agenda of a future Board meeting as soon as such inclusion is practicable.

Section 5.2 FUND DEVELOPMENT COMMITTEE: Led by the Fund Development Committee Chair, in close collaboration with the Executive Director and assigned CMC staff liaisons, the Fund Development Committee is responsible for assisting and supporting the fundraising activities of the Club to underwrite programs and activities sponsored by the CMC. Membership on this Committee is not expressly limited, but for practical considerations should be kept to a number that allows the Committee to be nimble and responsive. Membership is open to CMC Board members and Club Members-at large, subject to the determination of the Fund Development Committee Chair and the Executive Director.

Section 5.3 GOVERNANCE AND NOMINATING COMMITTEE: The Governance and Nominating Committee consists of three to five members (Board members and Club members-at large) appointed by the President and ratified by the Board. The Governance and Nominating Committee reviews all CMC governance documents and CMC policies, and recommends to the Board needed revisions, amendments, deletions, and additions. Each year the Governance and Nominating Committee shall nominate candidates to fill the vacancies on the Board that arise as a result of the expiration of terms or otherwise. The list of nominated candidates shall be presented to the State Council and voted upon as set forth in Section 5.1.1.1, above

Section 5.4 RISK MANAGEMENT COMMITTEE: The Risk Management Committee will provide direction for the CMC to utilize, consistent with modern governance models, aligning with CMC Mission and Vision in the Strategic Plan. The Risk Management Committee shall assist the Board with all aspects of matters relating to the organizational and operational risks of the CMC. The Committee shall be comprised of at least two Board members and at least three non-Board members. The chair will be selected by the President of the Board. Committee members will be approved by the Risk Management Committee with emphasis on maximizing representation from the CMC Groups, the State Council, and as diverse a membership as possible. The President and Vice President of the Board are ex-officio members of the Committee and the ED is a non-voting ex-officio member of the Committee.

Section 5.5 FINANCE COMMITTEE: The Finance Committee consists of three to five Board members appointed by the President and is chaired by the Treasurer. The Finance Committee shall be responsible for the oversight of all of the CMC's financial affairs and of any investments made by the CMC, and shall verify that investments are made in accordance with the investment policies and guidelines of the CMC.

Section 5.6 EXECUTIVE COMMITTEE: The Executive Committee is comprised of the President, Vice-President, Secretary, and Treasurer of the Board, and such other Board members as selected by the President and approved by the Board. The designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

Section 5.6.1 AUTHORITY. The Executive Committee, when the Board is not in session, shall have and may exercise the full authority of the Board except to the extent, if any, that such authority shall be limited by the resolution delegating authority to the Executive Committee and except also that the Executive Committee shall not have the authority of the Board in reference to amending the Articles

of Incorporation; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of all or substantially all of the property and assets of the Club; dissolving the Club; electing or appointing new Board members; terminating or hiring the Executive Director; or amending these Bylaws.

Section 5.6.3 MEETINGS. Regular meetings of the Executive Committee may be held without notice at such time and place as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date, and hour of the meeting, which notice may be written, electronic, or oral. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 5.6.4 QUORUM. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 5.6.5 INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action required or permitted to be taken by the Executive Committee at an in person or electronic meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be voted upon by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Section 5.6.6 RESIGNATIONS AND REMOVAL. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the CMC and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6.7 PROCEDURE. The President, or his/her designee, shall be the presiding officer of the Executive Committee. The Executive Committee may fix its own rules of procedure which shall not be inconsistent with these Bylaws.

Section 5.7 OTHER COMMITTEES. Other committees having and exercising the authority of the Board in the management of the CMC may be appointed in such manner as may be designated by a resolution adopted by a majority of the Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Board and the President shall appoint the members and fill vacancies. Any member thereof may be removed by the President whenever in his or her judgment the best interests of the CMC shall be served by such removal.

ARTICLE VI-- CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 6.1 CONTRACTS. The Board 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 CMC, and such authority may be general or confined to specific instances.

Section 6.2 LOANS. No loans shall be contracted on behalf of the CMC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 6.3 CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the CMC shall be signed by such Officer or Officers, agent or agents of the CMC and in such manner as shall from time to time be determined by resolution of the Board.

Section 6.4 DEPOSITS. All funds of the CMC not otherwise employed shall be deposited from time to time to the credit of the CMC in such banks, trust companies, or other depositories as the Board may select or authorize.

Section 6.5 GIFTS. The Board may accept on behalf of the CMC any contribution, gift, bequest, or devise for the general purposes of or for any special purposes of the CMC, in accordance with the CMC gift acceptance policies.

ARTICLE VII-- NONDISCRIMINATION

The Officers, Board members, committee members, employees, members, and persons served by the CMC shall be selected entirely on a nondiscriminatory basis with respect to race, religion, creed, ancestry, sex, gender, (including gender nonconformity and status as a transgender or transsexual individual), age (40 and over), sexual orientation, physical or mental disability, citizenship, genetic information, past, current or prospective service in the uniformed services, color, national origin, marital or veteran status, or any other protected status recognized by applicable federal, state, or local law.

ARTICLE VIII—OPEN ATTENDANCE AT MEETINGS

Any member of the CMC may attend meetings of the Board and, with the permission of the Board, shall be entitled to speak at such meetings. Only Board members shall have a vote. Attendance of non-Board members at executive sessions of the Board may be restricted by a resolution of the Board.

ARTICLE IX-- BOOKS AND RECORDS

The Office of the Executive Director shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board.

ARTICLE X-- FISCAL YEAR

The fiscal year of the CMC is October 1 to September 30.

ARTICLE XI-- CORPORATE SEAL

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

ARTICLE XII-- WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, under the provisions of the Colorado Revised Nonprofit 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 XIII-- AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority of the Board members present at any meeting of the Board at which a quorum is present, provided that the text of the proposed amendment or amendments has been provided to all Board members prior to the meeting.

ARTICLE XIV— INDEMNIFICATION

The CMC shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Board member, committee member, or employee of the CMC against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the CMC; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the CMC and the indemnified board member, directors, and employees.

ARTICLE XV—STATE COUNCIL INDEPENDENCE

Notwithstanding the foregoing ARTICLE V, no amendment may be made to Sections 5.1 or 5.3 of these Bylaws, or to this ARTICLE XV, without the prior approval of the State Council.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of xx (x) pages, including this page, constitute the Bylaws of the Colorado Mountain Club, adopted by the Board of Directors of the corporation as of XX, XX 2020

Secretary

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