

BYLAWS

COLORADO MOUNTAIN CLUB A NONPROFIT CORPORATION

AMENDED AND RESTATED, April 21, 2016

ARTICLE I-- OFFICES

Section 1.1 **PRINCIPAL OFFICE.** The principal office of the Colorado Mountain Club (the "CMC") 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:

- Establishing, reviewing, and approving changes in the programs of the CMC consistent with its mission.
- Overseeing and approving the budget of the CMC and establishing policy guidelines for the management of the endowment, all investments, and major fundraising efforts.

- Authorizing the purchase, management, and sale of all land, buildings, or major equipment for use of the CMC.

- Authorizing the construction of new buildings and major renovations of existing CMC buildings.

- Authorizing on behalf of the CMC the incurring of debts and securing thereof by mortgage and pledge of real and personal property both tangible and intangible.

- Authorizing any changes in membership fees and all charges within the CMC.

- Authorizing Officers or agents of the CMC to solicit and/or accept gifts or bequests on behalf of the CMC.
- Appointing, supervising, and removing the Executive Director on such terms and conditions relating to compensation and performance as the Board may deem advisable.

Section 3.2 PERFORMANCE OF DUTIES. A director of the CMC shall perform his or her duties as a director, 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 director 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 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 so performs his or her duties shall not have any liability by reason of being or having been a director of the CMC. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

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

Section 3.3 NUMBER, TENURE, AND QUALIFICATIONS. The number of directors of the CMC shall be a minimum of seven, each representing one of at least seven local group subdivisions of the CMC. Each director shall hold office for a period of three years or until his or her successor shall have been appointed and qualified. Directors must be 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.

Directors 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 directors will be elected at the July meeting of the Board and start their term of office at the beginning of the fiscal year, October 1.

Directors serve a three-calendar year term unless they are completing the unfilled term of a vacating Director. A Director can serve no more than six consecutive years on the Board, after which a break of at least two years is required.

Section 3.4 REGULAR MEETINGS. The regular meeting of the Board shall be held on the third Saturday of April, July and October and the fourth Saturday of January unless another date is substituted by notice in accordance with Section 3.6 of these Bylaws. The Board shall meet at least four times each year. Whenever practical, Board meetings shall be held on Saturdays in order 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 directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board called by them.

Section 3.6 NOTICES. Written notice of any special meeting of directors shall be given as follows:

By mail to each director at his or her residence or business address at least three days prior to the meeting; or

By email at least two days prior to the meeting; or

By personal delivery at least 24 hours prior to the meeting to the business address or residence address of each director, or in the event such notice is given on a Saturday, Sunday, or holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed delivered when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director 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 directors 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 directors 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 directors 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 DIRECTORS. Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every director either: (a) votes for such action; or (b) votes against such action; or (c) abstains from voting. Each director 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 means of telephone conference or similar communications equipment 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 director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director 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 director 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 director 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 director 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 director 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, directors missing more than 50% of the Board meetings in a given year will 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 Director 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 director who fails to meet this requirement.

Section 3.15 COMPENSATION. Directors as such shall not receive any stated salaries for their services, 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 director from serving the CMC in any other capacity and receiving compensation therefor.

Section 3.16 PRESUMPTION OF ASSENT. A director 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 director who voted in favor of such action.

ARTICLE IV-- OFFICERS

Section 4.1 NUMBER. The officers of the CMC shall be President, Vice President, Secretary, and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person.

Section 4.2 ELECTION AND TERM OF OFFICE. The officers of the CMC shall be elected annually at the July 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 be the chief executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the CMC. He or she 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 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 shall also serve as a member of the State Council and act in that function as a liaison between this board and the Council. 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) keep the minutes of the proceedings of the members and of the Board in one or more books 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) be 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 post office 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 shall: (a) have charge and custody of and be responsible for all funds and securities of the CMC; (b) receive and give receipts for moneys due and payable to the CMC from any source whatsoever, and deposit all such moneys in the name of the CMC in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties 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 BONDS. If the Board by resolution shall so require, any officer or agent of the CMC shall give bond to the CMC in such amount and with such surety as the Board may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 4.11 SALARIES. The officers shall serve without salary.

Section 4.12 LOANS TO OFFICERS. No loans shall be made by the CMC to any officer or director 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 allow, to the extent practical, member direction and influence in the election of new members of the Board; and 2) to assure and facilitate effective communication between membership in local CMC groups and the Board. In order to accomplish these two purposes, the State Council shall perform the following actions:

5.1.1.1 Regarding Election of Board Members: Elect new members of the Board consistent with the provisions regarding the Nominating Committee of the CMC contained in Section 5.5 of these Bylaws. Notice of this meeting and the names of the Director nominees shall be sent to State Council members at least ten days prior to the State Council meeting at which the vote is scheduled. The directors shall be elected by the State Council members attending that meeting so long as a quorum of voting members is present.

5.1.1.2 Regarding Member Communication: The State Council shall:

- a. Encourage communication and cooperation among the local CMC groups and between the Local CMC groups and the state organization;
- b. Advise the Board on policy issues and local CMC group concerns;
- c. Periodically review the goals and objectives of the CMC consistent with the purpose of the CMC as noted in its Charter;
- d. Review and recommend changes in the programs of the CMC consistent with its mission;
- e. Review and evaluate the overall performance of the Board;
- f. Recommend long term goals for state committees;
- h. Perform other duties as provided in these Bylaws or as requested by the Board or President.

5.1.2 MEETINGS AND ATTENDANCE: Meeting of the State Council shall be held at least twice yearly 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 MEMBERSHIP, REMOVAL, AND VACANCIES: The State Council shall consist of one member selected by each local CMC group by a process determined by each local CMC group. Each State Council member must be a CMC member in good standing. 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 local CMC group in accordance with a process determined by the local CMC groups;

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

5.1.5 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.

5.1.6 MOTIONS TO BE HEARD: Any motion concerning CMC policy, program, procedure, or financial issue 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 JOINT DEVELOPMENT COMMITTEE: The Joint Development Committee is comprised of up to 12 members, with up to four each appointed by the boards of the CMC and the CMC Foundation. The Development Committee shall be responsible for guiding and reviewing the fund-raising, marketing, and promotion of the CMC and the development of an endowment to help fund the CMC's programs and activities.

Section 5.3 GOVERNANCE AND POLICY COMMITTEE: The Governance and Policy Committee consists of three to five members (Board and non-Board members) appointed by the President and ratified by the Board. The Governance and Policy Committee reviews all CMC governance documents and CMC policies, and recommends to the Board needed revisions, amendments, deletions, and additions.

Section 5.4 FINANCE COMMITTEE: The Finance Committee consists of three to five members (Board and non-Board members) appointed by the President and ratified by the Board. The Treasurer is the chair of this Finance Committee. The Finance Committee shall be responsible for the oversight of all of the CMC's financial affairs and of investments made by the CMC, and shall verify that investments are made in accordance with the investment policies and guidelines of the CMC. The Finance Committee, or a subcommittee thereof, shall also serve as the audit committee.

Section 5.5 NOMINATING COMMITTEE The Nominating Committee is an independent committee, consisting of five members, of whom two must be current Board members and two must be current State Council members. The President appoints the members of the Nominating Committee who are also Board members. Thus, no action is required by the Board. Each year the 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 5.6 EXECUTIVE COMMITTEE: The Executive Committee is comprised of the President, Vice-President and three Board members nominated by the President and approved by the Board. In addition, and due to the importance of finances to the operation of the CMC, the Treasurer shall serve on the Executive Committee in an ex officio capacity. 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 all of the authority of the Board except to the extent, if any, that such authority shall be limited by the resolution appointing 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; recommending to the members the sale, lease, or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; recommending to the members a voluntary dissolution of the CMC or a revocation thereof; electing or appointing new Board members; or amending these Bylaws .

Section 5.6.2 TENURE AND QUALIFICATIONS. Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board following his or her designation and

until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

Section 5.6.3 MEETINGS. Regular meetings of the Executive Committee may be held without notice at such time and places 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 or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address. 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 a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Section 5.6.6 VACANCIES. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board.

Section 5.6.7 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 5.6.8 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. It shall keep regular minutes of its proceedings and report the same to the Board for its information at the Board meeting held next after the proceedings shall have been taken.

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 evidences 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 evidences 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.

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.

ARTICLE VII-- NONDISCRIMINATION

The officers, directors, committee members, employees, and persons served by the CMC shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

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.

ARTICLE IX-- BOOKS AND RECORDS

The CMC shall keep correct and complete books and records of account 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 mailed to all Board members at least ten (10) days before the meeting.

ARTICLE XIV—STATE COUNCIL INDEPENDENCE

Notwithstanding the foregoing ARTICLE XIII, no amendment may be made to Sections 5.1 or 5.5 of these Bylaws, or to this ARTICLE XIV, without the prior approval of the State Council.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of ten (10) pages, including this page, constitute the Bylaws of the Colorado Mountain Club, adopted by the Board of Directors of the corporation as of April 21, 2016.

_____, Secretary