

ROCKY MOUNTAIN GUIDES ASSOCIATION

A Colorado Nonprofit Corporation

BYLAWS FOR GOVERNMENT OF THE CORPORATION

Adopted May 11, 1993
Amended October 20, 1997
Amended January 15, 1998
Amended November 2, 2000
Amended October 9, 2003
Amended October 6, 2005
Amended March 1, 2007
Amended April 2, 2009
Amended May 6, 2010
Amended April 4, 2011
Amended December 3, 2012
Amended August 22, 2013
Amended June 2, 2014
Amended April 6, 2015
Amended May 6, 2020

Rocky Mountain Guides Association

A Colorado Nonprofit Corporation

INCORPORATION AND LEGAL HISTORY

The Corporation was originally organized in 1988 as an unincorporated association under the name "Rocky Mountain Chapter of The Professional Guides Association of America," the latter being a nonprofit educational association organized and incorporated in the District of Columbia. The Corporation so acted until the filing of the Articles of Incorporation on May 10, 1993, at which time it incorporated under the name "Rocky Mountain Guides Association" as an independent, nonprofit corporation organized and acting under and pursuant to the Constitution and Laws of the State of Colorado.

ARTICLE I OFFICES

Section 1.1 **PRINCIPAL OFFICE.** It is intended that the principal office be and remain located within the State of Colorado. The Corporation may have such other offices as the Board of Directors may designate, or as the business of the Corporation may require from time to time.

Section 1.2 **REGISTERED OFFICE.** The registered office of the Corporation, 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.

ARTICLE II MEMBERSHIP

Section 2.1 **ELIGIBILITY.** Any person or organization fulfilling the requirements specified in any one of the membership categories set forth below is eligible to apply for membership in this Corporation. Members who continue to fulfill the requirements for membership in one of the membership categories shall be eligible to continue membership by prompt payment of the annual dues applicable to their membership category. A Professional Member may be required by the Membership Committee or the Board of Directors to demonstrate their compliance with the requirements for continued membership.

Section 2.2 **APPLICATION AND RENEWAL.** Applications for new Members and annually renewing Members will be considered by the Membership Committee upon submission of the appropriate completed application form and dues amount to the Chairperson of the Membership Committee. The Membership Committee shall evaluate the initial or continuing eligibility for membership and membership category of the applicant in the manner provided in Section 6.2 of these Bylaws. The Membership Committee Chairperson shall submit the names and membership category of those applicants whose eligibility and membership category are verified to the Board of Directors at the next Regular Meeting of the Board of Directors. The applicants whose names are so submitted shall be Members of the Corporation in their membership category from and after the date of said Meeting of the Board of Directors, unless specific contrary action is taken by the Board of Directors at the meeting at which such names and categories are submitted. No applicant shall be admitted to membership in the Corporation until such time as an application for membership has been verified and the membership fee, if any, and dues for the current Dues Year, as established by the Board of Directors, have been paid.

Section 2.3 **MEMBERSHIP CATEGORIES.** Classes or categories of membership are as follows:

(a) **PROFESSIONAL.** Individuals who function as tour guides, tour managers/directors, docents, instructors, and driver/guides for at least fifty (50) hours in the calendar year prior to application for membership, are eligible to become Professional Members. In order to continue in subsequent years as a Professional Member, an individual must remain significantly active professionally as a tour guide, tour manager/director, docent, instructor, and/or driver/guide, and/or pursue continuing professional education by means of attending or teaching at regular and/or special Membership educational meetings, seminars, tours, classes, and/or independent study, or a combination of these or substantially similar activities to sustain or improve professional qualifications. Professional

Members no longer active as tour guides or otherwise not eligible to continue as Professional Members are eligible to become and continue as Associate Members for as long as they may wish.

(b) ASSOCIATE. Individuals seeking to become active as tour guides, tour managers/directors, docents, instructors, and driver/guides who have not yet satisfied the requirements for Professional Membership, former Professional Members, and any other persons interested in and supportive of the objectives and purposes of the Corporation, are eligible to become and continue as Associate Members as long as they may wish. Persons in this category of membership are eligible to convert to Professional Member at any time upon fulfilling the requirements to become or continue as Professional Members.

(c) BUSINESS. Corporations, partnerships, and other organizations and individuals not eligible for Professional Member and interested in and supportive of the objectives and purposes of the Corporation and involved in the tourism industry are eligible to become Business Members.

(d) STUDENT. Persons studying and preparing to become tour guides, tour managers/directors, instructors, docents, and driver/guides, by attending credited classes or pursuing credited independent study in tourism, are eligible to become and continue as Student Members upon such terms and conditions for such period or periods as may from time to time be approved by the Board of Directors for such individuals. The Membership Committee shall verify student status annually, and report the results to the Board of Directors.

(e) FRIEND. Friend Membership is reserved for a person neither directly nor indirectly involved in the tourism industry, who is a spouse or domestic partner of a Professional, Associate, Business, or Retired Member. Each Friend Member must be sponsored by a Professional, Associate, Business, or Retired Member with whom the Friend Member has a familial relationship. Only one Friend Member may be sponsored by a Professional, Associate, Business, or Retired Member during a Membership Year.

(f) RETIRED. Individuals holding membership in the Corporation for at least five (5) years, and who are no longer active in the tourism industry, are eligible for membership in this category. In addition, the surviving spouse or domestic partner of a Professional, Associate, Business, or Retired Member is eligible for Retired Membership.

(g) OTHER. The Board of Directors, in its discretion in individual cases, may create Honorary Member, Life Member, and such other types of memberships as it may deem proper and appropriate, to honor those persons who have rendered extraordinary and outstanding service to or on behalf of the Corporation. Such membership may be of such duration, upon such terms, conditions, and limitations, and with such privileges, as are determined by the Board of Directors.

Section 2.4 MEMBERSHIP TERMINATION. The membership of any individual or organization may be terminated by action of the Board of Directors, if such termination is deemed in the best interests of the Corporation.

Section 2.5 VOTING. Each Professional Member, Associate Member, and Business Member is entitled to cast one vote on each matter submitted to a vote of the Members and for each position on the Board of Directors to be filled by vote of the Members. All other membership categories are non-voting Members. Neither cumulative voting nor voting by proxy shall be allowed in any election under the Articles of Incorporation or these Bylaws. By action of the Board of Directors in each case, voting by remote means may be permitted in elections of Officers/Directors and in elections for amendment to the Articles of Incorporation or proposed plans of merger, consolidation, or dissolution. It is specifically PROVIDED, HOWEVER, that (a) the election of Officers/Directors by remote means shall require at least a majority of the votes which Members are entitled to cast in the election, and (b) elections by remote means on amendments and plans shall require the affirmative vote of at least two-thirds of the votes which Members are entitled to cast on such questions.

Section 2.6 ANNUAL AND REGULAR MEETINGS OF THE MEMBERS. The Annual Meeting of the Members shall be held at such date, time, place, and means during the month of April of each year as shall be established by the Board of Directors for the purpose of electing Officers/Directors and for the transaction of such other business as may come before the Meeting. If the election of Officers/Directors

shall not be held on the day designated herein for any Annual Meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the Members called for the purpose as soon thereafter as may be convenient.

It is intended that Regular Meetings of Members be held monthly at such date, time, place, and means as may be designated by the Board of Directors. Such Meetings may be suspended for one or more months by action of the Board of Directors. The primary purposes of the Regular Meeting of the Members are:

- (a) The continuing education of the Members,
- (b) The discussion of various matters of interest and concern to the Members, and
- (c) The transaction of such business of the Corporation affecting the general Members as may be referred to the Members by the Board of Directors.

Section 2.7 SPECIAL MEETINGS OF THE MEMBERS. Special Meetings of the Members may be called by the Board of Directors, the President, the Vice President, or by not less than ten percent (10%) of the Members entitled to vote at the Meeting. Calls for Special Meetings of the Members shall specify the date, time, place, and means at which said Meeting is to be held, and the object or objects of such Meeting. No other business than that specified in the Call shall be considered at any such Meeting, except that any person or group of persons empowered to call such a Meeting may, in the same manner, add items to the agenda and notice for consideration at any such Meeting.

Section 2.8 NOTICE OF MEETINGS OF THE MEMBERS. Notice of all Regular and Special Meetings of the Members stating the date, time, place, and means of the Meeting, and in case of a Special Meeting, the purpose or purposes for which the Meeting is called, shall be given (1) in writing in the Newsletter, or (2) in writing by a separate mailing at least ten (10) days prior to the day of said Meeting, or (3) by email at least ten (10) days prior to the day of said Meeting. Such mailed or emailed Notice shall be deemed delivered when deposited in the United States mail addressed to the Member at their home or business address, or when sent by email to the address as it appears on the records of the Corporation.

Section 2.9 WAIVER OF NOTICE. When any Notice is required to be given to any Members or Officer/Director of the Corporation under the provisions of Colorado Law, the Articles of Incorporation, or these Bylaws, a Waiver of Notice thereof in writing signed by the person entitled to such Notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such Notice. Attendance at a Meeting by an Officer/Director or Member, unless specifically and solely to object to lack of Notice, or to object to the transaction of any business on the grounds that the Meeting was not lawfully called or convened, shall constitute a Waiver of Notice of such Meeting.

Section 2.10 ELECTION OF OFFICERS/DIRECTORS. At each Annual Meeting of the Members, Officers/Directors shall be elected to serve for the terms provided in these Bylaws and until their successors are duly elected and qualified, unless they sooner resign or are removed pursuant to these Bylaws. Election of Officers/Directors shall be by a majority of the Members attending the Annual Meeting of the Members who are entitled to vote, provided that if a Quorum of Members entitled to vote is not represented, such Meeting may be adjourned by the Members present for a period not exceeding sixty (60) days at any one adjournment. Each Member entitled to vote at such election has the right to vote one vote each for as many persons as there are Officers/Directors to be elected. Cumulative voting and voting by proxy shall not be allowed in the election of Officers/Directors.

Section 2.11 QUORUM OF MEMBERS AND MANNER OF ACTION. Unless otherwise provided in the Articles of Incorporation, or by applicable Colorado Law, a number equal to twenty percent (20%) of the total number of Members entitled to vote shall constitute a Quorum at any Annual, Regular, or Special Meeting of the Members. In accordance with these Bylaws, only Professional, Associate, and Business Members shall be entitled to vote. If a Quorum is present, as declared by the President, the affirmative vote of the majority of the Members present and entitled to vote on a matter shall be the act of the Members, unless the vote of a greater proportion or number is required by Colorado Law, the Articles of Incorporation, or these Bylaws. Parliamentary procedures as set forth in the most current available edition of Robert's *Rules of Order* shall govern all deliberations at Meetings of Members and of Officers/Directors.

Section 2.12 MEETING OF ALL MEMBERS. If all of the Members who are entitled to vote shall meet at any date, time, place, and means, either within or outside the State of Colorado, and consent to the holding of a Meeting at such date, time, place, and means, such Meeting shall be valid without Call or Notice, and at such Meeting any Corporate action may be taken.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors. The Officers of the Corporation, as hereinafter set forth, shall be the Directors of the Corporation, and shall be referenced herein as Officer/Director or Officers/Directors.

Section 3.2 PERFORMANCE OF DUTIES. An Officer/Director of the Corporation shall perform their duties as an Officer/Director, including duties as a member of any Committee of the Board of Directors upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing their duties, an Officer/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 or groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but they shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs their duties shall not have any liability by reason of being or having been an Officer/Director of the Corporation. Those persons and groups upon whose information, opinions, reports, and statements an Officer/Director is entitled to rely are:

- (a) One or more Officers/Directors or employees of the Corporation whom the Officer/Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the Officer/Director reasonably believes to be within such person's professional or expert competence; or
- (c) A Committee of the Board of Directors upon which they do not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which Committee the Officer/Director reasonably believes to merit confidence.

Section 3.3 NUMBER, TENURE, AND QUALIFICATIONS. The number of Officers/Directors of the Corporation is five (5) and shall hereafter be as determined by the Board of Directors and ratified by the Members of the Corporation. All Officers/Directors shall be elected for one (1) year terms at the Annual Meeting of the Members of the Corporation. The terms of office of Officers/Directors shall begin on June 1 following their election. Each Officer/Director shall hold office until their successor shall have been elected and qualified, unless the Officer/Director sooner resigns or is removed pursuant to these Bylaws.

Section 3.4 REGULAR MEETINGS OF THE BOARD OF DIRECTORS. The Board of Directors shall provide, by resolution, the time and place for the holding of Regular Meetings of the Board of Directors without other notice than such resolution. Members of the Corporation may attend Regular Meetings of the Board of Directors. Members may speak only upon recognition of the President. Only the Officers/Directors may vote.

Section 3.5 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Officers/Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the date, time, place, and means, for holding any Special Meeting of the Board of Directors called by them.

Section 3.6 NOTICE OF SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Notice of any Special Meeting of the Board of Directors shall be given as follows:

By mail to each Officer/Director at their address as set forth in the membership records of the Corporation at least ten (10) days prior to the meeting; or

By telephone at least twenty-four (24) hours prior to the meeting to each Officer/Director at the telephone number or one of the telephone numbers set forth in the membership records of the Corporation.

By email to each Officer/Director at their email address as set forth in the membership records of the Corporation at least seven (7) days prior to the Meeting.

If mailed, such Notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with first class postage thereon affixed. If telephoned, such Notice shall be deemed delivered when given directly to the Officer/Director or left for the Officer/Director on telephone answering equipment answering at the Officer's/Director's number. If emailed, such Notice shall be deemed delivered when sent to the email address with response requested. In all cases a personal response from the Officer/Director is required for such Notice to be effective. Notice may be waived in the manner provided in Section 2.9 of these Bylaws. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the Notice or Waiver of Notice of such Meeting unless specifically required by Colorado Law or these Bylaws.

Section 3.7 QUORUM OF THE BOARD OF DIRECTORS. Three (3) Officers/Directors, or one more than one half of the number of Officers/Directors fixed by or pursuant to Section 3.3 of this Article III, whichever is the greater number, 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 Officers/Directors present may adjourn the Meeting from time to time without further Notice.

Section 3.8 ACTION OF THE BOARD OF DIRECTORS. Except as otherwise required by law or by the Articles of Incorporation, the act of a majority of the Officers/Directors present at a Meeting at which a Quorum is in attendance shall be the act of the Board of Directors. All Meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent available edition of Robert's *Rules of Order*.

Section 3.9 ACTION OF THE BOARD OF DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors or by a Committee thereof at a Meeting, may be taken without a Meeting, but only in full compliance with the provisions of Colorado Revised Statutes, Title 7, Article 128, Section 202, as the same may be amended or replaced, for governance of Colorado nonprofit corporations and with the adopted Policies of the Corporation.

Section 3.10 PARTICIPATION BY ELECTRONIC MEANS. Any Members of the Board of Directors or any Committee designated by such Board of Directors may participate in a Meeting of the Board of Directors or Committee by means of telephone conference call or other electronic means 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 VACANCIES. Any vacancy occurring in the Board of Directors shall be filled in the manner provided in Section 4.4 of these Bylaws.

Section 3.12 RESIGNATION. An Officer/Director of the Corporation may resign at any time by giving written Notice to the President or to the Secretary of the Corporation. The resignation shall take effect upon receipt of the Notice or at a later time as specified in such Notice. Unless otherwise specified in said Notice, acceptance of such resignation shall not be necessary to make it effective. An Officer/Director may be deemed to have resigned for failing to attend three (3) or more Meetings of the Board of Directors without good cause shown, as determined by the Board of Directors, or for failing to fulfill the other obligations of their Office as Officer/Director of the Corporation as specifically set forth in these Bylaws, or as may be reasonably specified from time to time by the President or the Board of Directors. Such resignation shall be effective upon and at the time such failure to attend Meetings or fulfill obligations is confirmed by an affirmative vote of the Board of Directors. The Officer/Director concerning whom such vote is taken shall not be entitled to participate in the vote upon their resignation.

Section 3.13 REMOVAL. Any Officer/Director or Officers/Directors of the Corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act. In all cases where removal of an Officer/Director is considered, the prime concern shall be how the best interests of the Corporation will be served.

Section 3.14 STATEMENT OF PERSON NOT AN OFFICER/DIRECTOR. Any person named as holding a position in the Corporation as an Officer/Director or otherwise in a document on file with the Secretary of State of the State of Colorado may, if such person does not hold such position, deliver to said Secretary of State for filing a statement setting forth: (a) the person's name; (b) the name of the Corporation; (c) information sufficient to identify the document in which such person is so named; and (d) the date on which the person ceased to hold such position or a statement that the person did not hold such position.

Section 3.15 COMPENSATION, LOANS. Officers/Directors shall not receive compensation for their services, but nothing herein shall preclude any Officer/Director from receiving reasonable reimbursement for expenses said Officer/Director may incur in acting in furtherance of Corporation programs and purposes for or on behalf of the Corporation. No loans shall be made by the Corporation to any Officer/Director of the Corporation.

ARTICLE IV OFFICERS

Section 4.1 NUMBER. The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and Director at Large, and each of such Officers shall also be a Director of the Corporation. Such other Officers/Directors or Assistant Officers/Directors as may be deemed necessary may be appointed by the Board of Directors, PROVIDED, HOWEVER, such other Officers/Directors or Assistant Officers/Directors shall not be Officers/Directors of the Corporation.

Section 4.2 QUALIFICATIONS OF OFFICERS/DIRECTORS. All Officers/Directors of the Corporation shall be voting Members of the Corporation in good and regular standing.

Section 4.3 TERM, NOMINATION, AND ELECTION OF OFFICERS/DIRECTORS. All Officers/Directors shall be elected for one (1) year terms at the Annual Meeting of the Members of the Corporation. The terms of office of Officers/Directors shall begin on June 1 following their election. Each Officer/Director shall hold office until their successor shall have been duly elected and qualified, unless the Officer/Director sooner resigns or is removed pursuant to these Bylaws.

Nomination of one or more voting Members as candidates for each of the positions as Officer/Director shall be made by the Nominating Committee and presented at the Regular Meeting of the Members held in March each year, and/or may be presented in the March newsletter, as determined and authorized by the Board of Directors. Additional nominations of voting Members as candidates shall be permitted by other voting Members from the floor at the March Regular Meeting of the Members, or otherwise received in writing by the Chairperson of the Nominating Committee at or prior to close of the March Regular Meeting of the Members. All candidates shall be given a written description of the Office to which they have been nominated and its duties, and shall have consented in writing to serve, if elected, prior to being placed on the ballot by a date established by the Board of Directors.

In the alternative, the election of Officers/Directors may be made by mailed or emailed ballot, if specifically authorized in each case by the Board of Directors, as provided in Section 2.5 of these Bylaws and in the resolution of the Board of Directors calling said election.

Section 4.4 VACANCIES. A vacancy in the office of President shall be filled by the Vice President for the remainder of the term. Vacancies in all other offices shall be filled by appointment by the Nominating Committee subject to approval by the Members at the next Regular Meeting of the Members.

Section 4.5 PRESIDENT. The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. Specifically, but not by way of limitation, the President shall appoint all Committee Chairpersons, and shall be an *ex-officio* member of all Committees, except the Nominating Committee. The President shall appoint the members of the Financial Review Committee and the Nominating Committee, subject to the approval of the Board of Directors. The President shall preside at all Meetings of the Members and of the Board of Directors. They may sign with the Secretary, or any other proper Officer/Director of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in such cases where the signing and execution thereof shall be expressly delegated by

the Board of Directors or by these Bylaws to some other Officer/Director or Agent of the Corporation, 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 may be prescribed by the Board of Directors from time to time.

Section 4.6 VICE PRESIDENT. The Vice President shall, in the absence of the President or in the event of the inability or refusal of the President 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. In addition, the Vice President shall also perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 4.7 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the Meetings of the Members and of the Board of Directors in one or more books provided for the purpose; (b) give or 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 Corporation and see that the Seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its Seal is duly authorized; (d) keep or cause to be kept a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) keep or cause to be kept attendance records of the Members; (f) conduct the general correspondence of the Corporation as directed by the President; and (g) in general perform all duties incident to the Office of the Secretary and such other duties as from time to time may be delegated or assigned to them by the President or by the Board of Directors.

Section 4.8 TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) disburse funds only upon the authorization of the Board of Directors or the Members; (d) submit written reports at each Regular Meeting of the Board of Directors and submit books and records for review as soon as possible after January 1 of each year; (e) file any tax or other reporting forms required; (f) oversee registration at Meetings and collection of Meeting fees; and (g) perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 4.9 DIRECTOR AT LARGE. The position of Director at Large is intended to be filled by the immediate past President, if they are willing and able to so act. If not, another Member is to be nominated by the Nominating Committee. The Director at Large shall serve as a Member of the Nominating Committee, if available. They shall also perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 4.10 BONDS OF OFFICERS/DIRECTORS. If the Board of Directors by resolution shall so require, any Officer/Director or Agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices. The cost of such bonds shall be borne by the Corporation.

ARTICLE V CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 5.1 CORPORATE CONTRACTS. The Board of Directors may authorize any Officer/Director or Officers/Directors, and/or Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5.2 CORPORATE LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and approved by vote of the Members. Such authority may be general or confined to specific instances.

Section 5.3 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 Corporation shall be signed by such Officer/Director or Officers/Directors, Agent or Agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. No Officer/Director or Agent shall have any personal liability for corporate obligations.

Section 5.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select and authorize by appropriate resolution.

Section 5.5 GIFTS TO THE CORPORATION. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purposes of the Corporation. However, in each instance it should be made clear to the donor that contributions or donations to the Corporation may not be deducted as a charitable contribution for federal income tax purposes by such donor.

ARTICLE VI COMMITTEES

Section 6.1 COMPOSITION OF COMMITTEES. The Standing Committees shall consist of a Chairperson (or Editor in the case of the Newsletter) and as many members as the Committee Chairperson feels are necessary to carry out the objectives of the Committee, except that the Nominating Committee shall consist of not less than three (3) members, one of whom shall be the Director at Large, if available. Chairpersons shall be appointed by the President. Members of each Standing Committee shall be appointed by the Committee Chairperson, except for the Financial Review Committee and the Nominating Committee members, who shall be appointed by the President subject to the approval of the Board of Directors. The President or the Board of Directors shall also have authority to establish other Committees, from time to time, on a permanent or temporary basis, to serve such functions as may be deemed necessary and appropriate to further the purposes of the Corporation. Members of such other Committees shall be appointed by the President subject to the approval of the Board of Directors.

Section 6.2 DUTIES AND FUNCTIONS OF COMMITTEES. Each Committee makes recommendations to the Board of Directors regarding the Committee's area of responsibility. A Committee is not empowered to act on behalf of the Corporation without approval by the Board of Directors. It is the responsibility of each Committee Chairperson to provide regular reports to the Board of Directors as requested by the Board of Directors. The Standing Committees and their duties and functions shall be as follows:

(a) EDUCATION. The Education Committee shall recommend, plan, arrange, and supervise educational programs, familiarization trips, and other courses and activities related to the purposes of the Corporation. Records are to be kept of Member participation in such activities and reports, including financial data on revenue, costs, and expenses of each activity, shall be promptly made to the Board of Directors.

(b) CERTIFICATION. The Certification Committee shall develop a plan for Certification and Recertification of professional tour guides and tour managers/directors, to be submitted to the Board of Directors for approval. This plan shall be calculated to assure that the Certified guide is knowledgeable about the area. After adoption of a plan, the Committee will be charged with the implementation and execution of the plan and making recommendations for changes in it, as necessary, for consideration by the Board of Directors.

(c) NEWSLETTER. The Newsletter Committee shall see to the editing, publication, and distribution of a periodic newsletter for the Members to include, but not be limited to, information about the Corporation, its activities and meetings, notices, and such other material as may be of interest and benefit to the Members.

(d) MEMBERSHIP. The Membership Committee shall receive applications and dues for new and renewal memberships, evaluate the applications, and make recommendations to the Board of Directors as to the appropriate membership category for prospective and renewing Members. The Committee shall make appropriate membership application forms available to all Members and

prospective Members; keep accurate records of Members; notify the Secretary, the Email Distribution Committee, and the Newsletter Editor of all additions, deletions, and changes in Members; and transfer all dues collected to the Treasurer. The Committee shall monitor attendance at Regular and Special Meetings of the Corporation.

(e) PROGRAM. The Program Committee is responsible for planning and carrying out the program for the monthly Regular Meetings of the Members, including, but not limited to, selection of sites, securing and introducing speakers, and sending appropriate notes of appreciation to those who have presented or sponsored programs.

(f) NOMINATING. The Nominating Committee shall nominate one or more candidates for each office to be filled; provide each candidate, whether nominated by the Committee, from the floor at the October Regular Meeting, or otherwise, in writing at or prior to the October Regular Meeting of the Members, with written information about the Office and its duties for which the candidate has been nominated; obtain written consents to serve if elected from each candidate; and assist the Officers/Directors in the conduct of the election.

(g) FINANCIAL REVIEW. The Financial Review Committee shall review the books and accounts of the Treasurer as soon as possible after January 1 of each year, returning the same to the Treasurer or the newly elected Treasurer no later than January 31 of said year. At the same time, a written report of the Committee's review and any recommendations it may have shall be submitted to the Board of Directors.

(h) PUBLIC RELATIONS. The Public Relations Committee shall act as an outreach to the general public, the media, government officials, and tour related industries and companies from the Corporation concerning its purposes and activities.

(i) WEBSITE. The Website Committee shall oversee the RMGA Website. The Website shall serve as a resource for travel industry businesses wishing to hire RMGA Members; provide a means of communication to and among RMGA Members; provide information as to the benefits of and process for becoming an RMGA Member; and serve as a resource for RMGA organizational documents. The Committee's duties shall include, but not be limited to, maintaining, updating, and enhancing the Website; ensuring its accuracy and security; providing documentation; and meeting the objectives of the Website defined in the original scope document as set forth above. The Website address is <<http://www.rockymountaintourguides.com/>>

(j) EMAIL DISTRIBUTION. The Email Distribution Committee shall be responsible for disseminating, within twenty-four (24) hours of receipt, all email communication sent to the Committee for the Members and shall send said emails to all Members of the Corporation, irrespective of membership category. The Committee shall not alter the emails to be sent, nor restrict or modify the number of people to whom the message shall be sent, unless directed in either case by the Board of Directors. The Membership Committee shall be responsible for providing the Email Distribution Committee with the most current roster on a continuing basis. The Board of Directors shall retain the right to monitor and, as appropriate, manage the flow of information to the Members.

ARTICLE VII BOOKS AND RECORDS

Section 7.1 GENERAL. The Corporation shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors; and shall keep, at its registered office or principal office in Colorado, a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation shall be available for inspection by any Member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII DUES AND FEES

Section 8.1 ESTABLISHMENT. The Board of Directors shall annually determine the Dues and/or Fees for the next Dues Year. The annual membership dues for each category of members shall be

established in an amount consistent with the needs of the Corporation to carry out its purposes and programs.

Section 8.2 DUES YEAR. The Dues Year shall be the calendar year commencing January 1 and ending December 31 of each year.

Section 8.3 PAYMENT. Dues shall be due and payable on January 1, and are delinquent if not paid by January 31. If delinquent, the Member's membership in the Corporation shall be terminated without further action or notice. Persons joining for the first time shall pay the full amount of the annual dues if joining prior to July 1 of said Dues Year and one-half of the annual dues amount if joining after July 1 of said Dues Year. The Board of Directors in its discretion may make different or special provision for persons first joining during all or a part of the last quarter of the fiscal year. Persons whose memberships are terminated for nonpayment of dues may be reinstated upon application only by recommendation of the Membership Committee and approval of the Board of Directors after payment of dues for the current Dues Year in full without reduction.

ARTICLE IX FISCAL YEAR

Section 9.1 The Fiscal Year of the Corporation shall be the calendar year beginning on January 1 and ending on December 31 of each year.

ARTICLE X AMENDMENTS

Section 10.1 These Bylaws may be altered, amended, added to, or repealed in accordance with the provisions of the Articles of Incorporation.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 11.1 APPLICABLE LAW. The provisions of Colorado Law, particularly Colorado Revised Statutes, Title 7, Articles 121 to 137, inclusive, and such other provisions of Title 7 as are applicable, shall govern and apply to this Corporation.

Section 11.2 CORPORATE SEAL. The Seal of the Corporation shall consist of two concentric circles, between which shall be the name of the Corporation and the word "Colorado" and in the center of which shall be inscribed the words "Corporate Seal," which Seal, as impressed on the margin hereof, is hereby adopted as the Seal of the Corporation.



Adopted May 11, 1993. Amended October 20, 1997; Amended January 15, 1998; Amended November 2, 2000; Amended October 9, 2003; Amended October 6, 2005; Amended March 1, 2007; Amended April 2, 2009; Amended May 6, 2010; Amended April 4, 2011; Amended December 3, 2012; Amended August 22, 2013; Amended June 2, 2014; Amended April 6, 2015; and Amended May 6, 2020.

Rocky Mountain Guides Association
A Colorado Nonprofit Corporation



ATTEST:

By s/ Sherry Moon
President

s/ Nancy Brueggeman
Secretary

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

I, Nancy Brueggeman, the duly qualified and acting Secretary of Rocky Mountain Guides Association (the "Corporation"), a nonprofit corporation organized and existing under the laws of the State of Colorado, DO HEREBY CERTIFY:

That as such Secretary I have custody of the corporate records of the Corporation including records of minutes of the Meetings of the Board of Directors;

That as such Secretary I caused the actions of the Board of Directors of the Corporation taken at a duly authorized Regular Meeting of the Board of Directors held at Glendale, Colorado, on Monday, the 6th day May, 2020, at the hour of 10:00 A.M. to be recorded;

That the annexed is a true and correct copy of the previously approved Bylaws, as adopted May 11, 1993; and subsequently amended October 20, 1997; January 15, 1998; November 2, 2000; October 9, 2003; October 6, 2005; March 1, 2007; April 2, 2009; May 6, 2010; April 4, 2011; December 3, 2012; August 22, 2013; June 2, 2014; April 6, 2015, and May 6, 2020 with the amendments to Articles II, III, IV, and VI thereof which were submitted to the Board of Directors for adoption and approval, which amendments were adopted and approved by a majority vote of those Board Members present, being more than a majority vote of the Directors present at said Special Meeting of the Board of Directors duly called and held on Wednesday, May 6, 2020; that a Quorum was present; that the said Bylaws have not since been amended, modified, or rescinded;

That said Meeting of the Board of Directors of the Corporation held on Wednesday, the 6th day of May 2020, was called by the President of the Corporation, and due notice of the Meeting was given;

That on the date of said Meeting, and on the date of this certificate, the Corporation was, and still is, a nonprofit corporation in good standing in the State of Colorado.

Given under my hand as such Secretary and the Seal of said Corporation at Glendale, Colorado, this 6th day of May 2020.



s/ Nancy Brueggeman
Secretary