

**BYLAWS
OF
SILICON MOUNTAIN MACINTOSH USER GROUP**

(Revised January 2014)

ARTICLE I. ORGANIZATION

Purpose

1.01 The purpose for which this corporation is organized is to function as a charitable and educational organization organized exclusively for pleasure, recreation, education and other non-profitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future Federal Tax Code. More specifically such purpose includes, but is not limited to, mutual learning and education of members of the public who share an interest in personal computers, through personal contact, commingling, fellowship, and the exchange of ideas and information.

Operation

1.02 No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that this Corporation shall be authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Section 1.01 hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for public vote. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding section of any future Federal Tax Code.

Distribution of Assets Upon Dissolution

1.03 Upon dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of Sections 501 (c)(3) or (c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding sections of any future Federal Tax Code, or shall be distributed to the Federal government, or to the Colorado State government or other state government, or to a local governmental body or other non profit organization, within or without of the State of Colorado, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

ARTICLE II. OFFICES

Principal Office

2.01 The principal office for the transaction of the activities, affairs and business of the Corporation ("principal office") is located at 2100 Wood Avenue, Colorado Springs, El Paso County, Colorado 80907.

Change of Principal Office

2.02 The Board of Directors may change the principal office of the Corporation from one location to another in El Paso County. Any such change in location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

ARTICLE III. MEMBERS

Classes, Rights and Qualification of Membership

3.01 The Corporation shall have five classes of Members as follows: "Regular Members", "Dual Members", "Complimentary Members", "Sponsoring Members" and "Honorary Life Members". The benefits conferred on each membership, and the dues or fees payable by each, shall be as determined from time to time by the Board of Directors, provided that the dues or fees shall be equal for each member of each class.

3.01(a) A Regular Member shall be those persons dedicated to the purposes of the Corporation who pay the dues or fees as are established by the Board of Directors of the Corporation, and own, use, and/or are interested in learning about, personal microcomputers, and shall be subject to Section 3.02 of these Bylaws. Regular Members shall have only one vote per membership.

3.01(b) Dual Membership shall be two persons dedicated to the purposes of the Corporation who pay the dues or fees as are established by the Board of Directors of the Corporation, and own, use, and/or are interested in learning about, personal microcomputers, and shall be subject to Section 3.02 of these Bylaws. Dual Members shall have two votes per membership.

3.01(c) Complimentary Members shall be those persons who, in the opinion of the Board of Directors, have performed services for the Corporation, warranting their appointment as Complimentary Members. Complimentary Members shall be entitled to all rights normally granted to a Regular Member except the right to cast a vote. The Complimentary Member shall be exempt from the responsibilities required of any member including the payment of fees or dues.

3.01(d) Sponsoring Members shall be those persons or businesses that encourage, foster and promote widespread use of microcomputers, endorse the purpose of the Corporation, and who pay the dues or fees as are established by the Board of Directors of the Corporation. Sponsoring Members shall be exempt from the responsibilities required of any member, have their names or place of business published in the Corporation's newsletter/website, and shall be entitled to all rights normally granted to a Regular Member except the right to cast a vote.

3.01(e) Honorary Life Members shall be those persons who, in the opinion of the Board of Directors, have performed services for the Corporation, warranting their appointment as Honorary Life Members. Honorary Life Members shall be entitled to all rights normally granted to a Regular Member. The Life Member shall be exempt from the payment of dues or fees.

Admission to Membership

3.02 Any person qualified for Membership under Section 3.01 of these Bylaws shall be admitted to Membership only on the approval by the Board of Directors (or a Membership committee thereof established by the Board) of an application submitted by such person in such form and in such manner as shall be prescribed by the Board or such committee and the payment of the dues specific in Section 3.03 of these Bylaws.

Dues and Fees

3.03 The dues or fees payable to the Corporation by the Members shall be in such amounts and payable at such times as shall be determined from time to time by resolution of the Board of Directors (or a Membership committee thereof established by the Board). Dues or fees for the initial year of Membership may be higher than the ongoing dues and shall be payable at the time the application for Membership is made. No dues or fees once paid shall be refundable for any reason.

Assessments

3.04 Memberships shall be non-assessable.

Number of Members

3.05 There shall be no limit on the number of Members the Corporation may admit, except that the number of Sponsoring Members may be limited by the Board of Directors.

Membership Records

3.06 The Corporation shall keep, in any form capable of being converted into written form, a Membership record containing the name, address, and class of each Member. The record shall also contain the fact of termination and the date on which such Membership ceased. Such record shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law.

Certificates of Membership

3.07 The Corporation shall have the right to issue identity cards or similar devices to Members, which shall serve the purpose of identifying Members.

Non Liability of Members

3.08 A Member of the Corporation shall not solely, because of Membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Transferability of Memberships

3.09 Neither the Membership in the Corporation nor any rights in the Membership may be transferred.

Termination of Membership - Causes

3.10 The Membership and all rights of Membership shall automatically terminate on the occurrence of any of the following

causes:

- 3.10 (a) Voluntary resignation by the Member;
- 3.10 (b) Expiration of the period of time for which the Membership was issued;
- 3.10 (c) Death of the Member;
- 3.10 (d) Nonpayment of dues; or
- 3.10 (e) Expulsion of the Member due to any action taken by a Member, which in the good faith opinion of the Board of Directors (or the Membership committee thereof), is materially or seriously detrimental to the welfare of the Corporation.

Effect of Termination

3.11 All rights of a Member in the Corporation and in its property shall cease upon the termination of such Member's Membership. Termination shall not relieve the Member from any obligation for charges incurred, services or benefits rendered, dues, or fees. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IV. MEETINGS OF MEMBERS

Place

4.01 Meetings of Members shall be held at such location within the State of Colorado as may be designated from time to time by the officers of the Corporation.

Meetings of Members

4.02 The Corporation shall hold three (3) types of Meetings of Members as follows: "Annual Meetings," "Special Meetings," and "Regular Meetings". The purpose, frequency and nature of each type of meeting varies.

4.02 (a) The Annual meeting of Members shall be held in the month of December of each year at 7:00 p.m., unless the Board fixes another date or time and so notifies the Members as provided in Sections 4.03 and 4.04 of these Bylaws, for the purpose of transacting such proper business as may come before the meeting. If the election of Directors does not occur at such annual meeting of the Members (or without a meeting by written ballot pursuant to Section 4.10(d) of these Bylaws), the Board shall, or five (5) percent of the Members may, cause the election of Directors to be held at a special meeting of Members called and held as soon as it is reasonably possible after the adjournment of the annual meeting of Members.

4.02 (b) A Special Meeting of Members may be called by the Board or the President of the Corporation, or by five (5) percent of the Members. They may be called and held for the election of Directors under the provisions of Section 4.02(a) of these Bylaws or for transacting other such proper business as may come before the meeting.

4.02 (c) Regular Meetings of the Members shall be held on a monthly basis for the purpose of educating the membership and general public about the use and benefits of personal microcomputers. They shall be held at such time and place as is determined from time to time by the Board or the President of the Corporation. Except that regular Members may, providing a quorum is present, elect a Director to fill a Board vacancy under the provisions of Section 5.13(c) of these Bylaws, no corporate business shall be transacted at regular meetings.

Notice of Meetings

4.03 (a) Notice of Annual or Special meetings of Members shall be in writing or transmitted by computer and shall be given at least ten (10) but not more than ninety (90) days before the date of the meeting to each Member who, on the record date for notice of the meeting, is entitled to vote thereat. The notice shall be delivered either personally, by electronic mail, by publication in the monthly newsletter, or by first class mail, postage prepaid, and shall be addressed to the Member at the address of such Member appearing on the books of the Corporation or at the address given by the Member to the Corporation for the purpose of notice, including the electronic mail address of such Member. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of Members.

4.03 (b) In the case of a Special Meeting called for by the membership under the provisions Section 4.02(b) of these Bylaws, notice shall be sent to Members forthwith and in any event within twenty (20) days after the request was received and in accordance with Section 4.03(a).

4.03 (c) No annual or special meeting of Members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

4.03 (d) Notice of Regular meetings of members shall be published in the corporate newsletter/website/e-mail.

Contents of Notice

4.04 The notice shall state the place, date, time and the general purpose of the meeting, and shall comply with Title 7 Article 126 of the Colorado Revised Statutes. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Members.

Waivers, Consents, and Approvals

4.05 The transactions of any meeting of Members at which corporate business is conducted, however called and noticed, and wherever held, shall be as valid as though they had been taken at a meeting duly held after regular call and notice, if a quorum is present in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records.

Quorum

4.06 A quorum at any meeting of Members shall consist of ten percent (10%) of the Regular Members, represented in person or by proxy; provided, however, that if any annual or special meeting is actually attended in person or by proxy by less than one third of the Regular Members, the only matters that may be voted on are those of which notice of their general nature was given as provided under Section 4.04 of these Bylaws.

Loss of Quorum

4.07 The Members present at a duly called or held annual or special meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Regular Members to leave less than a quorum, if such action taken (other than adjournment) is approved by at least a majority of Regular Members required to constitute a quorum.

Adjournment for Lack of Quorum

4.08 In the absence of a quorum, any annual or special meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented at such meeting either in person or by proxy, but no other business may be transacted except as provided in Section 4.07 of these Bylaws.

Voting of Membership

Entitlement

4.09 (a) Each Regular Member and each Dual Member are entitled to one vote on each matter submitted to a vote of the Members. Complimentary and Sponsoring Members shall not be entitled to vote on any matter submitted to a vote of the Regular Members.

Record Date of Membership

4.09 (b) The "record date" determines which Members are entitled to notice of a meeting of Members and which Members are entitled to vote at annual or special meetings of Members. The "record date" shall be the first day of the month in which the meeting is to be held.

Cumulative Voting

4.09 (c) Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

Member Voting

4.09 (d) Members entitled to vote shall have the right to vote either in person or by absentee ballot or by a written proxy executed by such person or their duly authorized attorney-in-fact and filed with the Secretary of the Corporation, except as otherwise expressly provided in these Bylaws, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof. Every proxy shall continue in full force and effect until it expires or is revoked by the person executing it prior to the vote pursuant thereto.

Action Without Meeting by Written Ballot

Ballot Requirements

4.10 (a) Subject to the limitations specified in Section 4.10 (b) of these Bylaws, any action which may be taken at any meeting of Members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

4.10 (a) (i) The Corporation distributes a written ballot to every Member entitled to vote on the matter;

4.10 (a) (ii) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation;

4.10 (a) (iii) The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

4.10 (a) (iv) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Regarding Elections of Directors

4.10 (b) Directors may be elected either at the annual meeting of Members, at a special meeting of Members, or by written ballot without a meeting, at the option of the Board of Directors.

Solicitation of Ballots

4.10 (c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in 4.03 of these Bylaws and/or of voting by written ballot set forth in Section 4.10 (d) of these Bylaws. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Voting by Written Ballot

4.10 (d) The form of written ballot distributed to ten (10) or more Members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the Member solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which Directors to be voted on are named therein as candidates and which is marked by a Member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of Director.

Revocation of Ballot

4.10 (e) A written ballot may not be revoked.

Conduct of Meetings of Members

Chairperson

4.11 (a) The President of the Corporation or, in the absence of the President, the Vice President of the Corporation or, in the absence of the Vice President, any other Director or officer, shall and preside over annual or special meetings of the Members.

Secretary of Meetings

4.11 (b) The Secretary of the Corporation shall act as the Secretary of annual or special meetings of Members; provided that in the absence of the Secretary of the Corporation, the Chairperson of the meeting of Members shall appoint another person to act as Secretary of the meeting.

Rules of Order

4.11 (c) The Robert's Rules of Order, as may be amended from time to time, shall govern the those portions of meetings of Members in which corporate business is transacted, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the Corporation, or the law.

Inspectors of Election

Appointment

4.12 (a) In advance of any annual or special meeting of Members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairperson of any meeting may, and on request of any Member or Member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall always be an uneven number. If appointed at a meeting on the request of one or more Members or proxies, the majority of Members represented in person or by proxy shall determine the number of inspectors to be appointed.

Duties

4.12 (b) The inspectors of election shall perform the following duties:

4.12 (b) (i) Determine the number of Regular Memberships eligible to vote, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

4.12 (b) (ii) Receive votes, ballots, or consents;

4.12 (b) (iii) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

4.12 (b) (iv) Count and tabulate all votes and consents;

4.12 (b) (v) Determine when the polls shall close;

4.12 (b) (vi) Determine the result; and

4.12 (b) (vii) Do such acts as may be proper to conduct the election or vote with fairness to all Members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Election Certification By Inspectors

4.12 (c) The decision, act, or certificate of a majority of the inspectors is effective in all respects as the decision, act, or certificate of all.

Report and Certificate

4.12 (d) On request of the Chairperson or any Member or Member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE V. DIRECTORS

Powers

5.01 (a) General Corporate Powers. Subject to the provisions of Colorado Law and any limitations in these bylaws relating to action required to be approved by the members, the business and affairs of the organization shall be managed, and all corporate powers shall be exercised, by or under the Board of Directors.

5.02 (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

5.02 (b) (i) Select and remove all appointed officers, agents, and employees of the Corporation; prescribe any duties or powers for them that are consistent with law and with these bylaws; and fix their compensation.

5.02 (b) (ii) Change the principal executive office or principal business office in the El Paso County from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Colorado; and designate any place within or outside the state of Colorado for the holding of members' meeting or meetings, including annual and special meetings.

5.02 (b) (iii) Adopt, make, and use an organizational seal; prescribe the forms of membership identity cards; and alter the forms of the seal and identity cards.

5.02 (b) (iv) Incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Number and Positions

5.03 The Corporation shall have not less than three (3) or more than ten (10) Directors. The number of Directors shall be fixed from time to time, within the limits specified in this Section, by an amendment to this Bylaw duly adopted by approval of the Members. The Board of Directors shall consist of President, Vice-President, Secretary, Treasurer and Director(s) at large. A Director may hold more than one position, except the positions of President and Secretary, or President and Treasurer.

Qualification

5.04 The Directors of the Corporation shall be Regular Members of the Corporation.

Terms of Office

5.05 (a) The term of office of a Director shall be one year, from the first day of the month following the meeting at which such Director is elected until the last day of the month in which a successor is elected.

5.05(b) Any Director elected to fill a vacancy created by a Director resigning or being removed from office before their term expires, shall serve until the term of office of the person being replaced would have expired.

5.05 (c) In the event a Director is removed at a special meeting of the Members called and held as prescribed by Section 4.02(b), or is recalled under the provisions of Section 5.11(b) of these Bylaws, such Director shall hold office until their removal or their successor is elected and no longer.

Nomination

5.06 Any person qualified to be a Director may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. The date for close of nominations shall be, in the case of elections held at the annual meeting, at the conclusion of last regular meeting prior to the annual meeting, and in the case of elections by written ballot, prior to printing and distributing written ballots for the election of Directors. A nomination for the Board may not be made after the date set for close of nominations.

Election

5.07a Directors shall be elected at an annual meeting as prescribed by Section 4.02 of these Bylaws, or by written ballot, as authorized by Section 4.10 of these Bylaws. The candidate receiving the highest number of votes for each position on the Board of Directors shall be elected. Any Director not elected to an officer's position shall be considered a Director-at-large. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these Bylaws.

5.07b In the event the number of candidates is less than or equal to the number of vacant Officer and Director positions open for election, no election will be necessary. Candidates indicating their desire to serve in the capacity of an Officer or Director will be deemed elected for the ensuing term of office. If the number of candidates exceeds the number of available Officer or Director positions an election must be held in accordance with Section 5.07a.

Compensation

5.08 Directors, officers and members of committees shall serve without compensation; but may receive reimbursement for actual and necessary expenses incurred on behalf of the Corporation, as may be determined by resolution of the Board of Directors to be just and reasonable.

Board Meetings

Call of Meetings

5.09 (a) Meetings of the Board may be called by the President, Vice President, Secretary, or any two (2) Directors.

Place and Time of Meetings

5.09 (b) Meetings of the Board shall be held at such time and place as is determined from time to time by the Board. Meetings shall be held upon at least four (4) business days notice by first class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally, by telephone, or electronic mail. Notice of any meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

5.09 (c) One-half of the authorized number of Directors, or three (3) Directors, whichever is greater, constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

5.09 (d) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

Conduct of Meetings

5.09 (e) The President of the Board, or, in the absence of the President the Vice President of the Board, or, in the absence of the Vice President any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Board, or, in the absence of the Secretary, any person appointed by the presiding officer shall act as Secretary of the meetings of the Board. Members of the Board may participate in a meeting through use of conference telephone, computer modem, or similar communications equipment, so long as all Members participating in such meeting can identify the source of each comment.

Adjournment

5.09 (f) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

5.10 Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the Members of the Board individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a vote of such Directors.

Removal of Director

Removal for Cause

5.11 (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

5.11 (a) (i) The Director has been declared of unsound mind by a final order of court;

5.11 (a) (ii) The Director has been convicted of a felony; or

5.11 (a) (iii) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 15-1-1002 of the Colorado Revised Statutes on Directors who perform functions with respect to assets held in charitable trust; or

5.11 (a) (iv) The Director has failed to attend three of any four consecutive Directors' meetings.

Recall by Members

5.11 (b) Recall of a Director may be sought by a petition signed by 10% or more of the Regular Members. The petition shall state the reason for the recall and shall be filed with the Corporation at its official mailing address. The memberships and signatures on such petitions shall be verified by the Secretary of the Corporation before the recall shall become effective. The recall shall become effective when the Secretary shall have filed with the President a certificate of verification of the petition for recall. The petition and the Secretary's certification shall be filed with the Corporation's minute book. Notice of the results of the petition shall be to all members and to the Board of Directors and officials of the organization.

Removal Without Cause

5.11 (c) Any or all of the Directors may be removed without cause if:

5.11 (c) (i) Where the Corporation has fewer than fifty (50) Members, such removal shall be approved by a majority of all Members; or

5.11 (c) (ii) Where the Corporation has more than fifty (50) Members, such removal shall be approved by the Members in accordance with the Colorado Revised Statutes.

Resignation of Director

5.12 Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board

Causes

5.13 (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the Members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

5.13 (b) Except as otherwise provided in these Bylaws and except for a vacancy created by the removal of a Director pursuant to Sections 5.11(a) and 5.11(b) of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Filling Vacancies by Members

5.13 (c) Board vacancies created by removal or recall of Directors pursuant to Sections 5.11(a) and 5.11(b) of these Bylaws, shall be filled only by the approval of the Members. The Members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE VI. OFFICERS

Corporate Officers

6.01 The officers of the Corporation shall be the Directors, duly elected in accordance with Sections 5.03 and 5.07 of these bylaws, and shall be the President, Vice President, Secretary, Treasurer. The President is the chief executive officer of the Corporation. Any number of offices may be held by the same person, except the offices of President and Secretary or President and Treasurer.

Duties

6.02 (a) The President shall manage the day to day operations of the Corporation, in accordance with these bylaws and direction from the Board.

6.02 (b) The Vice President shall in the absence of the President, perform the President's duties and other duties as assigned.

6.02 (c) The Secretary shall record and report minutes of Regular Meetings and perform other duties as assigned.

6.02 (d) The Treasurer shall maintain the corporate financial and membership records and report the financial and membership status to the Board and Members on periodic basis and perform other duties as assigned.

Appointed Officers

6.03 The Board of Directors may appoint other officers with such titles and duties as may be necessary to conduct day-to-day business. Appointed officers shall serve at the direction of the President. Any appointed officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract which the officer is a party.

Committees

6.04 The Board, by resolution adopted by a majority of the Directors, provided a quorum is present, may create one or more committees, each consisting of one or more Members, to serve at the direction of the President and the pleasure of the Board. Appointments to committees shall be by majority vote of the Directors then in office. The Board may appoint one or more Members as alternates, who may replace any absent committee member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board except that no committee, regardless of Board resolution, may:

6.04 (a) Take any final action on any matter that, under the Colorado Nonprofit Mutual Benefit Corporation Law, also requires approval of the Members or approval of a majority of all Members;

- 6.04 (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- 6.04 (c) Fix compensation of the Directors for serving on the Board or on any committee;
- 6.04 (d) Amend or repeal Bylaws or adopt new Bylaws;
- 6.04 (e) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- 6.04 (f) Create any other committees of the Board or appoint the members of committees of the Board;
- 6.04 (g) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- 6.04 (h) With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its Directors or between the Corporation and an entity in which one or more of its Directors have a material interest, subject to the special approval imposed by Section 15-1-1002 of the Colorado Revised Statutes.

Meetings and Actions of Committees

6.05 Meetings and actions of committees shall be governed by procedures and guidelines established by the Board of Directors.

ARTICLE VII. CORPORATE RECORDS, REPORTS AND SEAL

Keeping Records

7.01 In accordance with Section 7-24-109 of the Colorado Revised Statutes the Corporation shall keep adequate and correct records of account and minutes of the corporate proceedings of its Members and Board. The Corporation shall also keep a record of its Members giving their names and addresses and the class of Membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

7.02 The Corporation shall notify each Member yearly of the Member's right to receive a financial report pursuant to Title 7 of the Colorado Revised Statutes. Except where the Corporation does not have more than one hundred (100) Members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a Member the Board shall promptly cause the most recent annual report to be sent to the requesting Member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following:

- 7.02 (a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
- 7.02 (b) A statement of the place where the names and addresses of the current Members are located; and
- 7.02 (c) Any information concerning certain transactions and indemnifications required by Title 7 of the Colorado Revised Statutes.
- 7.02 (d) The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

7.03 The Corporation shall furnish annually to its Members a statement of any transaction or indemnification described in Title 7 of the Colorado Revised Statutes, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.02 of these Bylaws.

Corporate Seal

7.04 The Board of Directors shall adopt a corporate seal. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VIII. AMENDMENT OF BYLAWS

Membership Rights Limitation

- 8.01 Subject to the rights of Members under Sections 8.04 and 8.05 of these Bylaws, the Board of Directors may adopt, amend, or repeal Bylaws unless the action would:
- 8.01 (a) Materially and adversely affect the Members' rights as to voting, dissolution, redemption, or transfer;
 - 8.01 (b) Increase or decrease the number of Members authorized in total or for any class;
 - 8.01 (c) Effect an exchange, reclassification, or cancellation of all or part of the Memberships; or
 - 8.01 (d) Authorize a new class of Membership.

Changes to Number of Directors

- 8.02 Once Members have been admitted to the Corporation, the Board of Directors may not, without the approval of the Members, specify or change any Bylaw provision that would:
- 8.02 (a) Fix or change the authorized number of Directors;
 - 8.02 (b) Fix or change the minimum or maximum number of Directors; or
 - 8.02 (c) Change from a variable number of Directors to a fixed number of Directors or vice versa.

High Vote Requirement

8.03 If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

Members' Approval Required

- 8.04 Without the approval of the Members, the Board of Directors may not adopt, amend, or repeal any Bylaw that would:
- 8.04 (a) Increase or extend the terms of Directors;
 - 8.04 (b) Allow any Director to hold office by designation or selection rather than by election by a Member or Members;
 - 8.04 (c) Increase the quorum for Members' meetings;
 - 8.04 (d) Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - 8.04 (e) Authorize cumulative voting.

Amendment by Members

- 8.05 New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the Members voting, provided, however, that any such adoption, amendment, or repeal also requires approval by the Members of a class if that action would:
- 8.05 (a) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
 - 8.05 (b) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
 - 8.05 (c) Increase or decrease the number of Memberships authorized for that class;
 - 8.05 (d) Increase the number of Memberships authorized for another class;
 - 8.05 (e) Effect an exchange, reclassification, or cancellation of all or part of the Memberships of that class; or
 - 8.05 (f) Authorize a new class of Memberships.

Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repeated except by vote of that greater number. No amendment may extend a Director's term beyond that for which the Director was elected.

End of Bylaws

I certify that the foregoing Bylaws were adopted, in accordance with the laws of the State of Colorado, the majority of the members present, and by unanimous vote of the Board of Directors on January 7, 2014.

(Original signed)

January 7, 2014

Loran "Skip" Mundy, Treasurer

Date