

BYLAWS

OF

COLORADO PARKS AND RECREATION ASSOCIATION

July 21, 2014

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**AMENDED AND RESTATED BYLAWS
OF
COLORADO PARKS AND RECREATION ASSOCIATION**

**Article I.
Offices; Governing Documents**

1.01 Business Offices.

The principal office of the Colorado Parks and Recreation Association (“CPRA”) shall be located at the address designated as such in the online records of the Colorado Secretary of State. CPRA may change the location of its principal office at any time by making the appropriate filing with the Colorado Secretary of State. CPRA may have such other offices as the Board of Directors (the “Board”) may designate or as the affairs of CPRA may require.

1.02 Registered Office.

The Corporation shall have and continuously maintain in the State of Colorado a registered agent and a registered agent address, which shall be the street address and mailing address (if different) of the registered agent’s primary residence (for an individual) or usual place of business (for an individual or entity).

1.03 Governing Documents.

The governing documents of CPRA shall be its Articles of Incorporation, these Bylaws, and its Manual of Policies and Procedures, as in effect from time to time (collectively, the “Governing Documents”).

**Article II.
Members**

2.01 Categories of Membership.

CPRA shall have the categories voting and non-voting members designated below. Each member that has the right to vote on membership issues shall be entitled to vote in the election of Board Officers and at-large directors, on any matter requiring membership approval under the Colorado Revised Nonprofit Corporation Act (the “Act”), the Articles of Incorporation or these Bylaws, and on any other matter submitted to a vote of the voting membership by resolution of the Board.

(a) Professional Membership. This membership category is open to any individual who's primary source of employment is in the parks, open space, recreation, leisure or therapeutic fields, including any educator working at a post-secondary educational institution in one or more of those fields. Professional members are eligible to run for elected office of CPRA and to vote on membership issues. Membership belongs to and shall be held in the name of the individual, regardless of who pays the dues.

(b) Student Membership. This membership category is open to any part-time or full-time student pursuing courses or degrees in the parks, open space, recreation, leisure or therapeutic fields. Student members are not eligible to run for elected office of CPRA or vote on any membership issue.

(c) Ally Membership. This membership category is open to (i) part-time or seasonal employees, retirees or individuals who have an interest in the parks, open space, recreation, leisure or therapeutic field, but whose primary source of employment may not be in that field (referred to as "individual ally members"); (ii) sport teams, swim clubs, summer camps and similar organizations who wish to participate in any CPRA activity or sport (referred to as "agency ally members"); and (iii) like-minded, nonprofit organizations who wish to be associated with CPRA (referred to as "industry ally members"). Ally members are not eligible to run for elected office of CPRA or vote on any membership issue.

(d) Industry Partner Membership. This membership category is open to any commercial business selling, consulting on or promoting parks, open space, recreation, leisure or therapeutic products or services. Industry Partner members are not eligible to run for elected office of CPRA or vote on any membership issue.

Whenever the term "members" is used in these Bylaws without further modification, it refers to all members of every category. Whenever the term "voting members" is used, it refers only to the members with the right to vote on membership issues. Whenever the term "good standing" is used, it refers to a member whose dues are current (subject to the one-month grace period provided in Section 2.04) and whose membership has not been suspended or terminated.

2.02 Admission and Renewal.

New members of any category may be admitted at any time, and existing members may renew their membership, by submitting the appropriate application and paying the appropriate dues. A person wishing to be considered for a particular membership category, who does not otherwise meet the criteria, may petition the Board for approval. Membership shall be based on a calendar year.

2.03 Annual Dues.

The Board shall determine the annual membership dues, which may vary by category of membership. The Board shall also determine such rules and procedures for the manner and method of payment, the discount or waiver of dues in appropriate cases, a tiered pricing system for multiple memberships within a single agency or organization, the collection of delinquent dues, and the proration or refund of dues in appropriate cases, as the Board deems necessary or appropriate.

2.04 Suspension and Termination.

Membership shall terminate automatically by death, dissolution, voluntary withdrawal or failure to pay the required membership dues, subject to a one-month grace period. In addition, CPRA may suspend or expel any member for cause, which includes violation CPRA's policies and rules or any conduct that is contrary to the best interests of CPRA. Such suspension or expulsion shall be by two-thirds vote of the entire Board. At least *twenty days* prior to final action being taken by the Board with respect to a member, a statement of the charges and notice of the time and place of the meeting of the Board at which the charges will be considered shall be sent to the member, by any method of delivery permitted under the Act, to his/her last recorded address. The member shall have the opportunity to appear in person or through his/her representative and present any defense to such charges before action is taken. The meeting shall be at least *five days* before the effective date of the suspension or expulsion.

During any period of suspension, or after termination or expulsion, a member shall not be entitled to exercise the rights and privileges of membership, including without limitation the right to vote or hold office.

2.05 Transfer of Membership.

CPRA membership is not transferable, except that an individual member whose dues were paid by his/her agency or organization may transfer his/her membership to another individual within that same agency or organization meeting the qualification requirements for membership, by providing written notice to CPRA. In any event, members shall have no ownership rights or beneficial interests of any kind in the property of CPRA.

2.06 Meetings and Notice.

(a) Annual Meeting. An annual meeting of the members shall be held during the Fall of each year at the time and place determined by the Board, for the purpose of installing the newly elected Board Officers and at-large directors, and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting as required by

these Bylaws shall not work a forfeiture or dissolution of CPRA or invalidate any action taken by the Board or officers of CPRA, and in such case, new officers shall assume office commencing on September 15 of that year.

(b) Special Meetings. A special meeting of the voting members, for any purpose, may be called by the President and shall be called by the President or the Secretary upon the written request of a majority of all directors or voting members having at least *twenty percent* of the votes entitled to be cast at such meeting.

(c) Place of Meetings. Each meeting of the members shall be held at a location in Colorado designated in the notice of meeting, or, if no place is designated, at the principal office of CPRA.

(d) Notice of Meetings. Except as otherwise prescribed by the Act, written notice of each meeting of the members stating the place, date and time of the meeting, and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered no fewer than *ten days* in the case of a regular meeting or *twenty days* in the case of a special meeting (or if, in either case, notice is mailed by other than first class, certified or registered mail, no fewer than *thirty days*) nor more than *sixty days* before the date of the meeting, either personally, by mail or private carrier, or by facsimile, electronic transmission or any other form of wire or wireless communication, by or at the direction of the President or the Secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of CPRA, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. If the foregoing methods of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published.

(e) Waiver of Notice. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

(f) Meetings by Electronic Media. Any or all of the members eligible to participate in a meeting may participate in that meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

2.07 Quorum and Voting.

Except as otherwise required by the Act, the Articles of Incorporation or these Bylaws, *ten percent* of the voting members entitled to vote on a matter shall constitute a quorum of the voting members with respect to such matter, and except for the election of Board Officers, an action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action. The election of Board Officers is covered in Article IV. If less than a quorum of the voting members are represented at a meeting, a majority of the voting members so represented may adjourn the meeting from time to time for a period not to exceed *sixty days* at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified. Each voting member is entitled to one vote on each matter submitted to a vote of the voting members. Neither proxy voting nor cumulative voting shall be permitted. The Board shall not be required to prepare a members' list in connection with any meeting of the members. Members may vote pursuant to a voting agreement only if such agreement is filed with the Secretary prior to such vote.

2.08 Action by Written Ballot.

(a) Any action that may be taken at any meeting of voting members may also be taken without a meeting by complying with this Section 2.08. The Secretary shall distribute one ballot in writing to each voting member. The ballots shall be mailed or delivered in the manner required by Section 2.06(d). All solicitations of votes by ballot shall (i) state the number of responses needed to meet the quorum requirement, (ii) state the percentage of approvals necessary to pass the measure or measures, (iii) specify the time by which the ballot must be received to be counted, and (iv) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter. Each ballot so distributed shall (i) set forth the proposed action, (ii) give the voting members an opportunity to specify approval or disapproval of each proposal, and (iii) provide a reasonable time in which to return the ballot to CPRA. Ballot responses may be by written document or electronic method of conveying a vote as set by the Secretary. Approval by ballot shall be valid only when (i) the number of votes cast by the voting members by ballot (excluding ballots that are marked in a manner that indicates authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the

number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot without a meeting. A ballot may not be revoked. All ballots shall be filed with the Secretary and maintained in the corporate records for at least one year. Action taken under this Section 2.08 shall have the same force and effect as action taken at a meeting of the voting members and may be described as such in any document.

2.09 Membership Committees.

The Board or the President, to the extent such authority is delegated by the Board to the President, may establish standing or ad hoc committees of the members, and may dissolve any such committee, in accordance with the Manual of Policies and Procedures. Such standing or ad hoc committees shall have the name, purposes and responsibilities, and shall be composed of such members and have such officers, as provided in the instrument or charter creating such committee or as provided in the Manual of Policies and Procedures. Rules governing procedures for meetings of any such standing or ad hoc committee and for the conduct of such committee's affairs shall be as provided in the instrument or charter creating such committee or the Manual of Policies and Procedures. No standing or ad hoc committee shall have authority to incur any corporate expense or make any representation or commitment on behalf of CPRA unless express authority is provided in the instrument or charter creating such committee or the Manual of Policies and Procedures, or unless express approval is given by the Board or the President.

2.10 Interest Sections.

(a) Establishment. The Board may establish interest sections in accordance with the Manual of Policies and Procedures. An interest section is defined as a job-related interest group, which draws upon and serves a group of people who hold similar positions and who have similar interests as related to their duties and responsibilities in the fields of parks, open space, recreation, leisure or therapeutic services.

(b) Advisory Council. CPRA shall have an advisory council, composed of one representative from each interest section, as designated or appointed by that interest section. The advisory council members shall be allowed to attend and participate in all regularly scheduled meetings of the Board (except any part held in executive session), and shall be responsible for keeping communication open between the Board and the interest sections. The representatives of the interest sections shall report all pertinent information and actions of their respective interest sections to the Board, and keep their interest section members informed of the business affairs of CPRA.

(c) Interest Section Membership. The only qualification for membership in any interest section shall be CPRA membership and the payment of any dues or fees assessed by the interest section.

(d) Officers; Bylaws; Committees. Each interest section shall select a chair and such other officers as it deems appropriate. To serve as chair, an individual shall be a member in good standing of CPRA. Each interest section shall have the power to adopt its own bylaws not inconsistent with CPRA's Governing Documents, but no such bylaws shall become effective unless and until approved by the Board. Each interest section may establish such committees, task forces and other bodies as it may determine (however, references elsewhere in these Bylaws to "committees" shall not be deemed to refer to any such committee, task force or other body).

(e) Funding. No interest section shall have authority to incur any corporate expense or make any representation or commitment on behalf of CPRA unless express authority is provided in the bylaws of the interest section (as approved by the Board) or the Manual of Policies and Procedures, or unless express approval is given by the Board or the President.

(f) Board Review. The Board shall, from time to time, review each interest section to determine whether it is necessary or appropriate to continue such interest section. The Board may discontinue any interest section in accordance with the Manual of Policies and Procedures.

Article III.

Board of Directors

3.01 General Powers.

Except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, the Board of Directors.

3.02 Number and Composition.

CPRA shall have from four to seven voting directors, with the specific number to be determined by the Board. Each Board Officer elected pursuant to Article IV shall automatically be an ex officio, voting director, so long as he/she serves in such office or capacity. The remaining voting directors shall be considered "at-large" directors and shall be elected in accordance with this Article III. The Executive Director shall be an ex officio, non-voting director of CPRA.

3.03 Qualifications and Tenure.

(a) Qualifications. Each at-large director shall be a voting member in good standing and eligible to hold office as provided in Article II, and shall be either be a resident of or have his/her primary source of employment in Colorado, throughout his/her tenure.

(b) Tenure. At-large directors shall serve for staggered, two-year terms. For this purpose, at-large directors shall be divided into two groups, each group to be as nearly equal in number as possible, with the election of one group being held in even years and the other group being held in odd years. If one group is larger, that group shall be elected in even years (insofar as the Secretary/Treasurer is elected in odd years). At-large directors shall assume office upon their installation at the annual meeting of the members held after their election, and shall continue to serve until the second annual meeting following their election, and thereafter until their successors have been elected and qualified, or until their earlier death, resignation or removal.

3.04 Nomination and Election.

(a) Nomination. Each year, the Board or a committee designated by the Board shall nominate a slate of candidates to fill open at-large director positions, which arise because of term expiration, an increase in the number of at-large director positions or otherwise. To be eligible for nomination, an individual shall have been a member in good standing of CPRA for at least one year preceding his/her nomination. Otherwise, nominations shall be administered in accordance with the Manual of Policies and Procedures.

(b) Election. The election of at-large directors shall be conducted by written ballot in lieu of a meeting, in accordance with Section 2.08, in advance of the annual meeting of the members. Provided there is a quorum of participation, for each open position, the candidates with the highest number of votes cast in favor of his/her election shall be elected. In the event of a tie vote, there shall be another election for that position. Otherwise, voting shall be handled in accordance with Article II.

3.05 Resignation, Removal and Vacancies of At-Large Directors.

(a) Resignation. Any at-large director may resign at any time by giving written notice to the President or the Secretary. His/her resignation shall take effect upon receipt unless the notice specifies a later effective date, and unless otherwise specified in the notice, the acceptance of such resignation is not necessary to make it effective. An at-large director shall be deemed to have resigned in the event of his/her incapacity as determined by a court of

competent jurisdiction, or his/her failure to meet the qualifications for service set forth in Section 3.03(a).

(b) Failure to Attend Meetings. An at-large director shall also be deemed to have resigned in the event he/she fails to attend (either in person or through other means allowed under Section 3.06(g)) three regular Board meetings during a 12-month period, and his/her failure to attend is confirmed by a majority vote of the Board.

(c) Removal. At-large directors may be removed by the voting members, with or without cause, in accordance with the Act.

(d) Vacancies. A vacancy in the position of an at-large director may be filled by a majority vote of the remaining directors in office, though less than a quorum. A director elected to fill a vacancy shall hold the office for the unexpired term of his/her predecessor in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

3.06 Meetings and Notice.

(a) Annual and Regular Meetings. A regular annual meeting of the Board shall be held during the Fall each year, after the annual meeting of the members, at the time and place determined by the Board, for the transaction of such business as may come before the meeting. The Board may provide by resolution for the holding of additional regular meetings. To the greatest extent possible, regular meetings shall be held on a consistent week, day and time.

(b) Special Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the directors then in office. The person(s) authorized to call special meetings of the Board may fix the time and place for holding any special meeting of the Board called by them.

(c) Place of Meetings. Each meeting of the Board shall be held at a location in Colorado designated in the notice of meeting, or, if no place is designated, at the principal office of CPRA.

(d) Notice of Meetings. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each director at his/her business or residential address at least *five days* prior to the meeting, if the notice is given by first class, certified or registered mail, or at least *two days* prior to the meeting, if the notice is given by personal delivery, private carrier, telephone, facsimile, electronic transmission or any other form of wire

or wireless communication (and the method of notice need not be the same as to each director). If mailed, notice shall be deemed delivered the earlier of: (i) the date received; (ii) *five days* after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice transmitted by facsimile, electronic transmission or any other form of wire or wireless communication shall be deemed given when the transmission is complete. Oral notice shall be deemed given when communicated.

(e) Waiver of Notice. When notice is required to be given to any director under these Bylaws, a waiver in writing signed by the person entitled to that notice, whether before or after the meeting, shall be the equivalent of giving notice. Such waiver shall be delivered to CPRA for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. Furthermore, attendance at any meeting shall constitute a waiver of notice unless: (i) at the beginning of the meeting or promptly upon the director's later arrival, he/she objects to holding the meeting or transacting business because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these Bylaws, he/she objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

(f) Deemed Assent. A director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to all action taken at the meeting unless: (i) he/she objects at the beginning of the meeting or promptly upon his/her arrival to holding the meeting or transacting business and does not thereafter vote for or assent to any action taken at the meeting; (ii) he/she contemporaneously requests his/her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) he/she causes written notice of his/her dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the Corporation promptly after adjournment. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

(g) Meetings by Electronic Media. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director so participating is deemed to be present in person at the meeting.

3.07 Quorum and Voting.

A majority of directors in office immediately before a meeting begins shall constitute a quorum, and the vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Act, the Articles of Incorporation or these Bylaws. If less than a quorum is present, a majority of the directors present may adjourn the meeting without further notice other than an announcement at the meeting, until a quorum is present.

3.08 Voting by Proxy.

For purposes of determining a quorum 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. Except as provided in Sections 3.08 and 3.09, directors may not vote or otherwise act by proxy.

3.09 Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written notice (as described below) is delivered to each director, and each director, by the time stated in the written notice, either: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond, and in any case, also fails to demand in writing that action not be taken without a meeting. A director's right to demand a meeting is deemed waived unless CPRA receives such demand by the time stated in the written notice. The written notice delivered to the directors must state: (i) the action to be taken; (ii) the time by which a director must respond; and (iii) that failure to respond by the time stated in the written notice will have the same effect as abstaining in writing and failing to demand a meeting. Written notice may also include such other matters as determined by CPRA.

Action is taken under this Section 3.09 only if, at the end of the time stated in the written notice: (i) the affirmative votes in writing for such action received by CPRA (and not revoked) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting, assuming all directors then in office were present and voted; and (ii) CPRA has not received a written demand by a director that such action not be taken without a meeting (other than a demand that has been revoked). A writing by a director under this Section 3.09 shall be in a form sufficient to inform CPRA of the director's identity; the director's

vote, abstention or demand; and the proposed action to which such vote, abstention or demand relates. All communications under this Section 3.09 may be sent or received by CPRA by electronically transmitted facsimile, email or other form of wire or wireless communication.

For purposes of this Section 3.09, communications are not effective until received.

Unless the written notice states a different effective date, action taken pursuant to this Section 3.09 shall be effective at the end of the time stated in the written notice for director response. A writing delivered under this Section 3.09 may be revoked in the manner provided by the Act. All signed written instruments necessary to effect action under this Section 3.09 shall be filed with the minutes of the meetings of the Board.

3.10 Compensation.

Voting directors, whether Board Officers or at-large directors, shall not receive compensation for their services as directors or officers of the Board. However, the reasonable expenses incurred by such directors in connection with their attendance at Board meetings may be paid or reimbursed by CPRA if approved by the Board. Such directors are not disqualified from receiving reasonable compensation for services rendered to or for the benefit of CPRA in any other capacity.

3.11 Board Committees.

(a) Creation of Committees. By one or more resolutions or charters adopted by a majority of all directors then in office, the Board may establish such standing or ad hoc committees of the Board, such as a executive committee, a nominating committee, a finance or audit committee, a governance committee or a development committee, composed of such members and having such officers as the Board may designate in the resolution or charter. The name, objectives and responsibilities of each such committee or advisory board shall be as set forth in the resolution or charter.

(b) Reliance on Committees; Limitations on Authority. The delegation of authority to any standing or ad hoc committee of the Board shall not operate to relieve the Board or any director from any responsibility or standard of conduct imposed by law or these Bylaws. If any such committee has one or more voting members who are not then also directors CPRA, such committee may not exercise any power or authority reserved to the Board by the Act, the Articles of Incorporation or these Bylaws. Further, no such committee shall have authority to incur any corporate expense or make any representation or commitment on behalf of CPRA unless express authority is provided in the these Bylaws or the charter or resolution establishing the committee, or unless express approval is given by the Board or the President.

(c) Rules and Procedures. Rules governing procedures for meetings of any standing or ad hoc committee of the Board shall be the same as those set forth in these Bylaws or the Act for the Board, unless the Board determines otherwise in the resolution or charter establishing or governing such committee.

Article IV. Officers

4.01 Designation of Officers.

The elected officers of CPRA (the "Board Officers") shall consist of a President, a President-Elect, a Vice-President and a Secretary/Treasurer. No person may hold more than one position as Board Officer at a time. The staff officers of CPRA (the "Staff Officers") shall consist of an Executive Director and such other officers or assistant officers as the Executive Director may consider necessary or useful.

4.02 Qualifications and Tenure.

(a) Qualifications. Each Board Officer shall be a voting member in good standing and eligible to hold office as provided in Article II, and shall be a resident of or have his/her primary source of employment in Colorado, throughout his/her tenure. All officers must be natural persons who are age 18 or older.

(b) Tenure. The President, President-Elect and Vice President shall each serve for successive one-year terms, or until their earlier death, resignation or removal. Each year, commencing at the annual meeting of the members, the President-Elect shall automatically succeed to and assume the office of the President without further election; the Vice President shall automatically succeed to and assume the office of the President-Elect without further election; and the individual newly elected to serve as Vice President shall assume such office commencing upon his/her installation. The Secretary/Treasurer shall serve for a two-year term, commencing upon his/her installation at the annual meeting of the members held after his/her election. The Secretary/Treasurer shall be elected by the voting members at the annual election held in odd years.

The Executive Director shall be appointed by and serve at the pleasure of the Board. Other Staff Officers shall be appointed by and serve at the pleasure of the Executive Director.

4.03 Nomination and Election.

(a) Nomination. Each year, the Board or a committee designated by the Board shall nominate a slate of candidates to fill any open Board Officer seats. To be eligible for

nomination, for the office of Vice President (or President-Elect, in the event that seat is open), an individual must (i) meet the basic qualifications of Section 4.02(a) at the time of nomination; (ii) have been a voting member in good standing for a minimum of two years prior to nomination; (iii) have held a position in the profession for a minimum of five years; and (iv) have served on any CPRA interest section, member committee or task force or the Board. For the office of Secretary/Treasurer, an individual must (i) meet the basic qualifications of Section 4.02(a) at the time of nomination; (ii) have been a voting member in good standing for a minimum of one year prior to nomination; and (iii) have served on any CPRA interest section, committee or task force or the Board. Otherwise, nominations shall be administered in accordance with the Manual of Policies and Procedures.

(b) Election. The election of Board Officers shall be conducted by written ballot in lieu of a meeting, in accordance with Section 2.08, in advance of the annual meeting of the members. Provided there is a quorum of participation, for each open position, the candidates with the highest number of votes cast in favor of his/her election shall be elected. In the event of a tie vote, there shall be another election for that position. Otherwise, voting shall be handled in accordance with Article II.

4.04 Resignation, Removal and Vacancies.

(a) Resignation. Any Board Officer may resign at any time by giving written notice to the President or the Secretary. His/her resignation shall take effect upon receipt unless the notice specifies a later effective date, and unless otherwise specified in the notice, the acceptance of such resignation is not necessary to make it effective. A Board Officer shall be deemed to have resigned in the event of his/her incapacity as determined by a court of competent jurisdiction, or his/her failure to meet the qualifications for service set forth in Section 4.02(a).

(b) Removal. Board Officers may be removed, with or without cause, by the voting members of CPRA in accordance with the Act, in the same manner as directors may be removed by the voting members..

(c) Vacancies. If the office of President becomes vacant for any reason prior to expiration of the current term, the President-Elect shall serve the remainder of the predecessor President's term, as well as the successive term for President for which he/she was elected. If the office of President-Elect becomes vacant for any reason prior to expiration of the current term, the Vice President shall serve the remainder of the predecessor President-Elect's term, as well as the successive terms for President-Elect and President for which he/she was elected. If the office of Vice President becomes vacant for any reason prior to expiration of the current term, the Board shall appoint a successor to serve the remainder of the predecessor Vice

President's term, until the next election, at which time the voting members shall elect both a Vice President and President-Elect. If the office of Secretary/Treasurer becomes vacant for any reason prior to expiration of the current term, the Board shall appoint a successor to serve the remainder of the predecessor Secretary/Treasurer's term.

4.05 Compensation.

The compensation of the Executive Director shall be as determined by the Board, or by an officer or committee to which such authority has been delegated by the Board. The compensation of other Staff Officers, if any, shall be as determined by the Executive Director. To the extent reasonably feasible, the person(s) determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4958 of the Internal Revenue Code.

4.06 Authority and Duties of Officers.

The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below, and such powers and duties as may be required by law.

(a) President. The President shall chair and conduct all meetings of the Board and the membership; shall appoint any Board Liaisons with the approval of the Board; shall be the representative of CPRA to NRPA at the national and regional levels as directed; and shall perform such other duties and functions incident to the office of President or as may be assigned by the Board or outlined in the Manual of Policies and Procedures.

(b) President-Elect. The President-Elect shall function in the capacity of the President during the President's absence or inability or refusal to act; and shall perform such other duties and functions incident to the office of President-Elect or as may be assigned by the Board or outlined in the Manual of Policies and Procedures.

(c) Vice President. The Vice President shall function in the capacity of the President-Elect during his/her absence or inability or refusal to act; and shall perform such other duties and functions incident to the office of Vice President or as may be assigned by the Board or outlined in the Manual of Policies and Procedures.

(d) Secretary/Treasurer. The Secretary/Treasurer shall be responsible for maintaining minutes of the proceedings of the Board and the membership; shall be responsible for proper notices of all meetings to those who should receive them; shall maintain an accurate financial record of and handle all disbursements for CPRA in keeping with the budget approved by the Board; shall make such expenditures as may be authorized by the Board; and shall perform such other duties and functions incident to the office of Secretary/Treasurer or as may be assigned by the Board or outlined in the Manual of Policies and Procedures.

(e) Executive Director. An Executive Director shall be employed by CPRA to perform administrative duties as assigned by the Board or outlined in the Manual of Policies and Procedures.

Article V. Fiduciary Matters

5.01 Indemnification.

(a) Mandatory Indemnification. CPRA shall indemnify each person who is or was a director, officer, employee or volunteer of CPRA to the fullest extent permissible under the Act, and may in its discretion purchase insurance insuring its obligations under this Section 5.01 or otherwise protecting the persons intended to be protected by this Section 5.01. Any repeal or modification of this Section 5.01 shall be prospective only and shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of CPRA existing at the time of such repeal or modification. CPRA shall have the right, but shall not be obligated, to indemnify any agent of CPRA not otherwise covered by this Section 5.01 to the fullest extent permissible under the Act.

(b) Savings Clause. If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then CPRA shall nevertheless indemnify each party otherwise entitled to indemnification under these Bylaws to the fullest extent permitted by any applicable provision of the Act or these Bylaws that is not invalidated. CPRA shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the Corporation's status as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4958 of the Internal Revenue Code.

5.02 General Standards of Conduct.

(a) Each director shall discharge his/her duties as a director, including his/her duties as a member of a committee of the Board, and each officer with discretionary authority shall

discharge his/her duties under that authority, (i) in good faith; (ii) with the care that an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of CPRA.

(b) In discharging his/her duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of CPRA whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.02 unwarranted.

(c) A director or officer shall not be liable as such to CPRA for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, he/she performed the duties of the position in compliance with this Section 5.02.

5.03 Conflict of Interest Policy.

The Board shall maintain in effect at all times a conflict of interest policy covering directors and officers of CPRA, and such other persons as the Board may determine from time to time.

5.04 Liability of Directors for Unlawful Distributions.

(a) A director who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation shall be personally liable to CPRA for the impermissible amount of the distribution, if it is established that the director did not perform his/her duties in compliance with the general standards of conduct for directors set forth in Section 5.02. For this purpose, a "distribution" is the payment of a dividend or any part of the income or profits of CPRA to the directors or officers of CPRA. This Section 5.04(a) does not prohibit the payment of reasonable compensation for services rendered.

(b) A director who is liable under Section 5.04(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under this Section 5.04(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the Articles of Incorporation, to the

extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

5.05 Loans to Directors and Officers Prohibited.

No loans shall be made by CPRA to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan in violation of this Section 5.05 shall be liable to CPRA for the amount of such loan until the repayment thereof.

**Article VI.
Miscellaneous**

6.01 Fiscal Year and Accounting Matters.

The fiscal year of CPRA shall commence on the first day of January and shall end on the 31st day of December. The financial records of CPRA shall be prepared according to standard bookkeeping procedures and maintained at the principal office. An annual audit and/or review shall be performed by a qualified accountant.

6.02 Corporate Records.

CPRA shall keep as permanent records minutes of all meetings of the members and the Board, a record of all actions taken by the members or the Board without a meeting, a record of all actions taken by a committee of the Board in place of the Board, and a record of all waivers of notices of meetings of the members and of the Board or any committee of the Board.

6.03 Maintenance of Records at Principal Office.

CPRA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. Further, CPRA shall keep a copy of each of the following records at its principal office: (i) the Articles of Incorporation; (ii) these Bylaws; (iii) a list of the names and business or home addresses of the current directors and officers; (iv) a copy of the most recent corporate report delivered to the Colorado Secretary of State; (v) all financial statements prepared for periods ending during the last three years; (vi) CPRA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; (vii) annual tax information returns prepared for periods ending during the last three years; and (viii) all other documents or records required to be maintained by CPRA at its principal office under applicable law or regulation.

6.04 Amendments.

The Board may amend these Bylaws at any time, without member approval, to add, change or delete any provision, except that approval of the voting members is required if: (i) the Act or the Articles of Incorporation reserve such power exclusively to the voting members; (ii) a particular provision of these Bylaws expressly prohibits the Board from doing so; or (iii) such addition, change or deletion results in a change of the rights, privileges, preferences, restrictions or conditions of the voting members as to voting, dissolution, redemption or transfer, including by changing the rights, privileges, preferences, restrictions or conditions of another class of members. The voting members may also amend these Bylaws, with or without Board approval, in accordance with the Act.

(END)