

BYLAWS

ESTES PARK WESTERN HERITAGE

A Colorado Nonprofit Corporation

Estes Park Western Heritage, Inc. P. O. Box 1852 Estes Park, Colorado 80517

2/24/2014



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**BYLAWS
OF
ESTES PARK WESTERN HERITAGE, INC.
A Colorado Nonprofit Corporation**

ARTICLE 1 – NAME, PURPOSE / MISSION, and OFFICE

Section 1.1. Name.

The name of the corporation is Estes Park Western Heritage, Inc. It is a Colorado non-profit corporation, and it is exempt from Federal income tax under section 501 (c) (4) of the Internal Revenue Code with an effective date of exemption of October 19, 2011. The corporation shall be commonly referred to as Western Heritage or EPWH.

Section 1.2. Purpose / Mission.

The purpose of Estes Park Western Heritage, Inc. shall be “To support the Rooftop Rodeo and preserve and promote the Western heritage of the Estes Valley.”

Section 1.3. Office.

The registered office of the Corporation shall be located in Colorado. The Corporation may have any number of other offices, including a principal office, at such places as the Board may determine. The corporate records will be maintained at the office designated as the principal office. The address for official correspondence will be P.O. Box 1852, Estes Park, Colorado 80517.

ARTICLE 2 – BOARD OF DIRECTORS

Section 2.1. Board of Directors.

The business and affairs of the Corporation shall be overseen by the Board of Directors. The Board will authorize the Executive Committee (Section 3.4) to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws, or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

Section 2.2. Performance of Duties.

Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, in good faith, with the care any ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging such duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

2.2.1. One or more officers of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

2.2.2. Legal counsel, a public accountant, or another person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or,

2.2.3. A committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes such reliance unreasonable. A Director shall not be liable to the Corporation or its Members for any action taken or omitted to be taken as a Director if, in connection with such action or omission, the Director performed the Director's duties in compliance with Section 2.2.

Section 2.3. Qualifications of Directors.

2.3.1. Each Director shall be a person at least 21 years of age who need not be a resident of Colorado. Directors shall either be elected by the members or appointed by the Elected Directors.

2.3.2. To be eligible for an Elected Board member position, a person must have been a voting member in good standing for at least one full year and, within the last three years, must have been an EPWH General Chairperson, sub chair or officer. Elected Board members will be expected to act as liaisons to one or more EPWH General Chairpersons and represent their interests in Board meetings. When Appointed Board members are needed, Elected Board members have the responsibility for facilitating the process of acquiring and training the Appointed Board members.

2.3.3. To be an Appointed Board member, an individual must have the desire and the capability to promote EPWH and foster its purpose and philanthropies.

2.3.4. The Board, collectively, has the responsibility for ensuring that the Corporation is managed by its Officers in a highly professional way as a tax exempt organization. It is responsible for helping develop creative solutions to future challenges and ensuring processes are in place for the successful and progressive growth of EPWH.

2.3.5. The Board of Directors will be managed by a Chairperson who will be supported by a Secretary, and General Counsel. The Chairperson will be elected by the Board and selected from the Elected Directors.

2.3.6. The General Counsel will be an attorney licensed to practice in the State of Colorado; will be appointed by the Board of Directors; and, will be a nonvoting member of the Board. The General Counsel shall advise the Board on all legal matters that may come before the Board or may affect the Board or EPWH in general.

2.3.7. The Secretary will be appointed by the Board of Directors. The Board Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Board Secretary shall provide notices of meetings of the Board and properly maintain the files and records of the Corporation. In general, the Board

Secretary shall perform all duties incidental to the office of Board Secretary and such other duties as may be assigned by the Board. The Board Secretary is a nonvoting member of the Board. He or she treats Board matters as confidential except when the Board may dictate otherwise.

2.3.8. The Chairperson, Board Secretary, General Counsel, and Board Members will have specific written job descriptions.

2.3.9. All Board Members may be required to undergo an orientation program designed to prepare them for their jobs.

Section 2.4. Number and Election of Directors.

The Board shall determine by resolution the total number of Directors to serve at any time. However, the Board shall consist of at least five (5) Directors. One more than half of the number of Directors will be elected by the general membership of EPWH (Elected Directors). The remaining Directors (Appointed Directors) will be appointed by the Elected Directors. Appointed Directors, shall be selected because of their specific ability to significantly advance EPWH's ability to fulfill its Purpose/Mission. Director positions shall be filled at the annual Board meeting.

Section 2.5. Term of Office.

2.5.1. Each Elected Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her death, resignation, or removal. The Board will initially serve staggered terms of one, two, and three years to ensure that (except in unusual circumstances) there are never more than two new elected members on the Board at any given time. After the initial staggering process has been implemented, Elected Directors will serve three (3) year terms. A Director may serve more than one consecutive term.

2.5.2. Appointed Directors shall hold office for one corporate year (October 1-September 31). An Appointed Director may be reappointed for more than one consecutive term.

Section 2.6. Procedure for Nomination of Candidates for Elected Director.

As prescribed in the EPWH Operations Manual (as defined in Article 12), notification of the number of Board positions that will become available will be sent to the general membership thirty (30) days before the annual membership meeting. Nominations for these positions can be received by the Board immediately after notification. At the annual membership meeting in September, the Chairperson of the Board shall declare that the nominations of candidates for election as Director are open and shall call for nominations from the floor. Nominations may be made by any Director or voting member who is present at the meeting in person. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

After the nominations have been closed, the voting members shall cast their votes. In all cases a candidate must receive at least 51% of the votes cast to be selected to a Director position. If this does not occur, any unfilled position will remain vacant until the Board, under the provisions of Section 2.7, can appoint a temporary Director. In these circumstances the temporary Director will be appointed for no more than one year.

Section 2.7. Vacancies.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors though less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

Section 2.8. Resignations.

Any Director may resign at any time by giving written notice to the Board Secretary, General Counsel, or Chairperson. The resignation shall be effective upon receipt of the written document by any one of these individuals or at such subsequent time as may be specified in the notice of resignation.

Section 2.9. Compensation of Directors (Elected or Appointed).

Directors shall receive no compensation for their services. Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation as provided by resolution of the Board and described in the EPWH Operations manual.

ARTICLE 3 – BOARD LEVEL COMMITTEES

Section 3.1. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more Board level committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee shall:

- 3.1.1. Authorize distributions;
- 3.1.2. Elect, appoint, or remove any Director;
- 3.1.3. Amend the Articles of Incorporation;
- 3.1.4. Adopt, amend, or repeal the Bylaws;
- 3.1.5. Approve a plan of merger; or,

3.1.6. Approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.

Section 3.2. Term.

Each member of a committee of the Board shall serve at the pleasure of the Board.

Section 3.3. Committee Organization.

Except as otherwise provided by the Board, each Board-level committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings. Standing committees shall include but not be limited to:

- Strategic Planning Committee
- Finance Committee
- Bylaws Review Committee
- Succession Plan Committee

Section 3.4. Executive Committee.

The Executive Committee shall be composed of the officers of the Corporation and other individuals who may be invited by the EPWH President/CEO and who are consequently approved by the Board. The Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

ARTICLE 4 - MEETINGS OF DIRECTORS

Section 4.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 4.2. Annual Meeting.

4.2.1. Unless the Board provides by resolution for a different time, the annual meeting of the Board, shall be held at 1 o'clock p.m. on the fourth Friday of November in each year. If such day is a legal holiday under the laws of Colorado, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Colorado. In case an emergency develops, a meeting will be rescheduled within seven (7) days or at a time that is reasonable based on the nature of the emergency.

Section 4.3. Regular Meetings.

4.3.1. The Board may hold regular meetings at such place and time as shall be designated by resolution of the Board. These meetings will normally occur on the fourth Friday of November, February, May, and August. If the date fixed for any regular meeting is a legal

holiday under the laws of Colorado, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

4.3.2. Immediately after each annual membership meeting (Third Thursday in September), where elected Directors are selected, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in Section 7.1, for the purposes of organization, consideration of a new officer slate, and the transaction of other business.

Section 4.4. Special Meetings of the Board.

The Chairperson or any two Directors may call, by letter, email, or fax, special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Two (2) days' notice of any special meeting shall be given to each Director. Such notice shall state the time, place, and purpose of such special meeting.

Section 4.5. Voting Rights.

Each Director shall be entitled to one vote.

Section 4.6. 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.

Section 4.7. Quorum.

A majority of Directors then in office shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 4.8. Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 4.9. Organization.

Every meeting of the Board shall be presided over by the Chairperson, or in the absence of the Chairperson, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

Section 4.10. Consent of Directors in Lieu of Meeting.

Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board or committee in writing either:

- a. Votes for such action; or,
- b. Votes against such action or abstains from voting and waives the right to demand that a meeting be held.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. No action taken pursuant to this Section shall be effective unless writings describing the action taken, signed by all Directors, and not revoked pursuant to this Section are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted fax or other form of wired or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings describing the action taken set forth a different effective date. Any Director who has signed a writing pursuant to this Section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors or a committee and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the meetings of the Board or committee.

ARTICLE 5 – EPWH OFFICERS

Section 5.1. Number.

The officers of the Corporation shall include a President/Chief Executive Officer, Vice President, and Treasurer. The officers shall comprise the Executive Committee (EC). The Executive Committee will be supported by an EC Secretary appointed by the Board. The officers may include one or more other officers as the Board may determine by resolution. Also, the President/CEO, with the approval of the Board, may invite other individuals to be members of the Executive Committee.

Section 5.2. Qualifications of Officers.

The officers shall be persons at least 18 years of age. Officers cannot be Directors.

Section 5.3. Appointment and Term of Office.

The officers of the Corporation shall be appointed by the Board at the annual membership meeting, the third week of September. Each officer shall serve for a term of two (2) years and until his or her successor has been appointed and qualified, or until his or her earlier death, resignation, or removal. A vacancy may be filled by the Board at any time for the unexpired portion of the term.

Section 5.4. Removal of Officers.

Any officer or agent thereof may be removed by the Board with or without cause. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 5.5. Resignations.

Any officer may resign at any time by giving written notice to the Board Secretary, General Counsel, or Chairperson. The resignation shall be effective upon receipt of the written document by one of these individuals or at such subsequent time as may be specified in the notice of resignation.

Section 5.6. President.

The President shall be the Chief Executive Officer (CEO) of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall:

5.6.1. Chair all meetings of the Executive Committee;

5.6.2. Execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation;

5.6.3. Appoint all EPWH committee chairpersons subject to the approval of the Board;

5.6.4. The President will vote only when it is necessary to break a tie vote, and,

5.6.5. In general, the President will perform all duties incidental to the office of President and such other duties as may be assigned by the Board.

Section 5.7. Vice President.

The Vice President shall perform such duties as may be assigned by the Board or the President. In the absence or disability of the President or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 5.8. Treasurer.

In general, the Treasurer shall perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Board or the President. The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation and to endorse checks, drafts, and warrants in its name and on its behalf. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Treasurer, by his or her signature alone, shall have full authority to draft payment checks for amounts up to \$1,000. Any check drafted by the Treasurer that exceeds \$1,000 shall be co-signed by either an Elected Director or officer of the Corporation.

Section 5.9. Compensation of Officers.

Officers shall receive no compensation for their services as Officers or as committee members. However, officers may be reimbursed for reasonable expenses incurred on behalf of the Corporation as provided by resolution of the Board.

ARTICLE 6 – EPWH MEMBERSHIP

Section 6.1. Members.

Membership in the Corporation is open to any individual, 18 years of age and older, who is a resident within the Park R-3 School District (Exception: Up to twenty-five percent (25%) of the membership may be non-residents of the Park R-3 School District) and who has an interest in supporting the Rooftop Rodeo and preserving and promoting the Western heritage of the Estes Valley.

Section 6.2. Voting Members.

6.2.1. Individuals, after completing all requirements of Internship (Section 6.3.), must be recommended for membership by the Membership chairperson. This recommendation will be submitted to the Executive Committee. The EC will then pass this recommendation, with or without their endorsement, to the Board of Directors for final consideration. An individual, once approved as a member, may serve an indefinite term or until such time as they may decide to resign, retire or until they are removed by action of the Board. Membership in EPWH is not transferable or assignable.

6.2.2. The Board will establish member benefits from time to time; however, no member shall receive compensation other than reimbursement for reasonable expenses.

6.2.3. Voting members will elect the “Elected Directors at the annual membership meeting in September.” Each voting member will have one vote on matters which come before the general membership. Votes may be cast in person at a meeting or by written proxy. The

President does not vote in the Annual Membership Meeting, unless it is necessary to break a tie vote.

6.2.4. Each voting member must: attend a minimum of seven (7) regular membership meetings within a 12-consecutive-month period; attend special meetings as scheduled; and participate in a majority of the functions run by EPWH. It is expected that all voting members, as well as Interns, will work all Rooftop Rodeo performances. At the discretion of the EPWH Officers, special circumstances may be considered.

6.2.5. A voting member may request a leave of absence for a specified period of time. Upon return from the leave of absence, the member must attend three (3) consecutive general membership meetings before voting privileges are reinstated.

6.2.6. Voting members who have been inactive, (exception: Section 6.2.5.) for six (6) consecutive months shall be removed from the EPWH membership roster. Should a member who has been removed from the roster, because of inactivity, desire to return to active status, they must submit a request for reinstatement to the Executive Committee. If the request is approved, the member must attend four (4) consecutive general membership meetings before their voting privileges are reinstated.

6.2.7. Voting members will be required to work as a principal (an individual that plans and organizes and activity) on at least one EPWH subcommittee and as a worker (an individual that helps to conduct an activity but has not helped plan and organize that activity) on a minimum of two (2) standing subcommittees, special subcommittees, or activities.

6.2.8. Members of the Board and other Voting members have the right to inspect any and all Corporation records at any time they choose provided they give the Secretary and/or the Treasurer reasonable notice. This section does not include records of personnel actions.

6.2.9. Each voting member will be required to sign (but not limited to): An Application and Affirmation Letter (Appendix A) that signifies they have read, understand and agree to faithfully support the purpose and mission of the organization, that they will abide by the bylaws, as amended, and that they agree to abide by the Standard of Conduct policy established by the Corporation (Appendix B).

6.2.10. Voting members may refer another member to the EPWH Executive Committee concerning said member's membership status in the event the member is not properly fulfilling his or her responsibilities, or has acted in a manner not consistent with proper behavior or good conduct. The members of the Executive Committee will seek the referred member's input prior to making their recommendation to the EPWH Board of Directors. If the individual is referred to the Board by the Executive Committee, the individual has the right to present their case to the Board. Should the Board remove the member from EPWH, all EPWH clothing, supplies, and equipment shall be returned immediately.

6.2.11. Voting members are eligible to receive and wear all committee shirts and a Rooftop Rodeo badge.

Section 6.3. General Membership Annual Meeting.

Unless the Board provides by resolution for a different time, the annual membership meeting shall be held at 7 o'clock p.m. on the third Thursday of September in each year. If such day is a legal holiday under the laws of Colorado, the annual membership meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Colorado. In case an emergency develops, a meeting will be rescheduled within seven (7) days or at a time that is reasonable based on the nature of the emergency.

Section 6.4. Interns.

Interns are non-voting members who desire to become voting members. To be eligible for internship they must (1) be recommended by a voting member, (2) complete an application, and, (3) sign documents referred to in Section 6.2.9. To become a voting member, Interns must complete all requirements of a voting member and fulfill responsibilities and be subject to all provisions in Section 6.2. After meeting all membership requirements, an Intern's name will be submitted to the EPWH Board of Directors for final consideration. Interns are eligible to receive and wear one committee shirt, the color of which is determined annually by the EC. The Membership chair shall monitor the fulfillment of the membership responsibilities of Intern Members.

Section 6.5. Senior Members.

6.5.1. Senior Members are former Voting Members who have contributed at least ten years of service to EPWH, or a combination of time with EPWH and the Rooftop Rodeo committee, and wish to remain active in the organization in some capacity. This special recognition honors a decade or more of committed service and enables these valued members to continue contributing to the organization without meeting the requirements and demands of active, voting membership. Once an eligible member moves from Voting Member to Senior Member, attendance at meetings becomes voluntary and participation in events and activities is achieved as available. Senior Members do not have voting privileges.

6.5.2. To be considered for Senior Member status, active Voting Members who have served at least ten years in the organization must submit to the Board of Directors, through the EPWH President, a letter requesting they move from Voting to Senior Member. Upon approval by the Board, the change in membership will be announced at the next general Membership meeting.

Section 6.6. Honorary Members.

By Board resolution, Honorary Membership is awarded to individuals determined to have contributed significant, remarkable, or lasting contributions to the Rooftop Rodeo and/or EPWH organization. Nominations are submitted by a Voting Member to the Board, through the EPWH President. Such appointment assumes no voting privilege unless the individual also retains active "voting membership" status.

Section 6.7. Other Classifications of Membership.

The Board, by resolution, may create other forms of membership.

ARTICLE 7 – NOTICE

Section 7.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person either personally, or by sending a copy by first class or express mail, postage prepaid, or by fax transmission, or by e-mail, to his or her address (or to his or her fax number, or e-mail address) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. The notice shall be deemed to have been given when deposited in the United States mail, faxed or e-mailed. A notice of meeting shall specify the place, date and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 7.2. Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 7.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 8 - CONFLICTS OF INTEREST

Section 8.1. Loans.

No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 8.2. Conflict of Interest Transaction.

No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the

Corporation, solely because the conflicting interest transaction involves a Director or a party related to a Director or an entity in which a Director is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Board or of a committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

8.2.1. The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

8.2.2. The conflicting interest transaction is fair as to the Corporation and executed as if it were an "arms length" relationship with a disinterested party. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

ARTICLE 9 – INSURANCE

Section 9.1. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any Director, General Counsel, member, or intern of the Corporation or a person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 – INDEMNIFICATION

Section 10.1. Indemnification.

The Corporation shall indemnify Directors, officers, and members to the extent said parties act with loyalty, good faith, and informed judgment in the discharge of their respective duties and responsibilities and that does not violate any Federal, State or municipal law or regulation. Indemnification permitted under this section is limited to reasonable expenses incurred in connection with the action being taken.

ARTICLE 11 – GENERAL PROVISIONS

Section 11.1. Severability.

The provisions of this instrument are severable, and if one or more is voidable or void by statute or rule of law, the remaining provisions shall be severed therefrom and remain in full force and effect.

Section 11.2. Governing Law.

These bylaws shall be construed in accordance with and governed by the internal laws of the State of Colorado. Each of the parties hereto hereby irrevocably consents, to the maximum extent permitted by law, that any action or proceeding relating to this instrument or the rights and duties contemplated hereby shall be brought, at the option of the party instituting the action or proceeding, in the appropriate courts of Larimer County, State of Colorado.

Section 11.3. Attorney Fees.

In the event that a party hereto is required to enforce any of the provisions of this Agreement or seek damages for breach of this Agreement, the prevailing party shall be paid, in addition to all other sums that may be required to be paid, a commercially reasonable sum for the prevailing party's attorneys' fees and paralegal and related fees.

Section 11.4. New Members.

Should a new member be admitted to the Corporation as herein provided, the new member shall be a party to these bylaws, as amended.

Section 11.5. Accounting and Record Keeping.

The books and records of the Corporation shall be maintained and kept at the primary corporate office, and all members shall at all times have access thereto, including the tax returns of the Corporation. Accounting shall be on a cash basis. The fiscal year of the Corporation shall be October 1 through September 30 of each year. The Corporation may select a certified public accountant as the accountant for the Corporation.

Section 11.6. Management of Documents.

The destruction, alteration, or concealment of certain documents or the impediment of investigations shall be strictly prohibited, and said actions are grounds for removal. Backup documents will be maintained.

Section 11.7. Whistle-Blower Provisions.

Retaliation against whistle-blowers who inform the appropriate officers or Directors of any misconduct that happens within the Corporation shall be strictly prohibited, and said actions are grounds for removal.

Section 11.8. Standards of Conduct.

Directors, officers, and members will abide by the Standards of Conduct established by the Corporation. No provisions of the Standards of Conduct will be amended or waived without the approval of the full Board of Directors.

Section 11.9. No Discrimination.

Discrimination against any member or prospective member because of race, color, religion, sex, or ethnic origin will not be permitted.

Section 11.10. Amendments.

Except as otherwise provided by the Act, the Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after notice of such purpose, as defined in section 7.1 of these Bylaws, has been given.

ARTICLE 12 - DEFINITIONS

Section 12.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

12.1.1. "Act" means the Colorado Revised Nonprofit Corporation Act.

12.1.2. "Board" means the Board of Directors of the Corporation.

12.1.3. "Board Members" refers to the Elected and Appointed members collectively.

12.1.4. "Corporation" means Estes Park Western Heritage, Inc.

12.1.5. "EPWH" means Estes Park Western Heritage, Inc. or the "Corporation."

12.1.6. "Director" means an individual serving on the Board.

12.1.7. "Member" means an individual associated with EPWH who has voting privileges.

12.1.8. "Intern" means a non-voting EPWH Committee member.

12.1.9. "Operations Manual" is the document that outlines the day to day operational procedures of the Corporation.

12.1.10. "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Corporation and a Director, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director is a director or officer or has a financial interest.

12.1.11. "A party related to a Director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

ARTICLE 13 – TRANSITIONAL ORGANIZATION

Section 13.1. Temporary Board of Directors.

13.1.1. The Western Heritage Incorporators formed a Temporary Board of Directors made up of four of the five Incorporators: Howell Wright, Rick Life, Mark Purdy, and J'Ann Wright. The fifth Incorporator, Josh Westmoreland, elected not to be a Board member but to remain as an advisor. Rooftop Rodeo (RTR) Committee members Joy Barnett, Ginny Hutchison, and Gary Cleveland were added to form a Board of seven members. Gary Cleveland was elected Chairman of the Board.

13.1.2. The Temporary Board will serve, with full Board authority, through September 2013.

13.1.3. The Temporary Board has the following responsibilities:

13.1.3.1. Facilitate the closure of the Top Hands Organization, Inc. through a Bill of Transfer.

13.1.3.2. Create an organizational structure for EPWH.

13.1.3.3. Create bylaws for the new organization.

13.1.3.4. Retain an Accountant familiar with 501 (c) (3) non-profits.

13.1.3.5. Negotiate a Memorandum of Understanding with the Town of Estes Park.

13.1.3.6. Develop an Operations Manual.

13.1.3.7. Develop and implement a process for electing "Elected Directors" by September 2012. Initially, holding office or a committee chairperson position with the former Rooftop Rodeo Committee or related committees will satisfy the three (3) year time period referred to in Section 2.3.2.

13.1.3.8. Develop a training/orientation plan for Directors and staff.

13.1.3.9. Work with the Elected Directors in the process of recruiting Appointed Directors.

13.1.3.10. Work with the new Directors to appoint EPWH officers who will assume their duties in October 2013.

13.1 4. Through September 2013, because of the election and recruitment of Directors, there will be times when there are more than two new Directors on board at the same time as mentioned in Section 2.5, Term of Office. This should be expected and planned for.

Section 13.2. Initial Officers.

The officers of the former Rooftop Rodeo Committee (President, Vice President, Comptroller (Treasurer), and Secretary) will continue their responsibilities until October 2013. They will function as the Executive Committee (EC) for EPWH. The President, with the approval of the Board, may invite other individuals to be members of the EC. At the annual EPWH membership meeting in September 2013, the Board of Directors will appoint an

Executive Committee which will be made up of a President, Vice President, and Treasurer. After that time, EPWH officers may not be Board members. The Executive Committee will be supported by a Board appointed Secretary who will fulfill all duties of Secretary but will not be a voting member of the Executive Committee.

Section 13.3. General Membership

Active members and Interns of the former Rooftop Rodeo Committee, as part of the application process for becoming a member or intern in EPWH, must submit a completed Application and Affirmation Letter to a Director or mail it to Estes Park Western Heritage, Inc., P.O. Box 1852, Estes Park, CO 80517. By submitting an Application and Affirmation Letter the prospective member signifies that he or she has reviewed and agrees to abide by the purpose and mission of EPWH, the bylaws as amended, and the Standards of Conduct policy of EPWH. Applications will be considered by the Board of Directors and applicants will receive notice of their status within forty (40) days. Participation and attendance records from the former Rooftop Rodeo Committee will be utilized when considering Rooftop Rodeo Committee members and Interns for membership in EPWH. Rooftop senior members will decide if they want to join EPWH as voting members or maintain their relationship with EPWH as nonvoting “Senior” members.

CERTIFICATION

I hereby certify that the foregoing Bylaws, consisting of twenty-six (26) pages, including this page, a cover page, table of contents, and two (2) appendices, constitute the Bylaws of Estes Park Western Heritage, Inc. originally adopted by the Board of Directors as of the 16th day of March 2012 and revised on the 16th day of November 2012. The second revision of these bylaws was approved on the 24 day of February 2014.

Kyle Ester, Board Secretary,
Estes Park Western Heritage, Inc.

Appendices

Appendix A

**APPLICATION AND AFFIRMATION LETTER
ESTES PARK WESTERN HERITAGE, INC.**

PURPOSE & MISSION STATEMENT, BYLAWS, AND STANDARDS OF CONDUCT

TO: All Prospective Members,

Anyone interested in becoming a member of Estes Park Western Heritage, Inc. (EPWH), as part of the application process, must submit a completed application and affirmation letter which signifies that he or she has reviewed and agrees to abide by the purpose and mission statement, the bylaws as amended, and the Standards of Conduct policy of EPWH. Applications will be considered by the Board of Directors and applicants will receive notice of their status within forty (40) days. To be considered for membership please, sign and date the affirmations below and return this letter to a Director or mail it to Estes Park Western Heritage, Inc., PO Box 1852, Estes Park, CO 80517. Your understanding of these policies is important not only to the continued integrity, community respect, and well-being of EPWH, but also to your own minimization of personal liability for inadvertent violations of law or regulations. If you have any questions, please contact a member of the Executive Committee.

1. I affirm that I have reviewed the PURPOSE and MISSION STATEMENT of Estes Park Western Heritage, Inc. contained in the Corporate bylaws, as amended, and agree faithfully to support the purpose and mission of the Corporation

Signed: _____, Dated: _____

2. I affirm that I have reviewed the Estes Park Western Heritage, Inc. bylaws, as amended, and agree to abide by its standards and policies.

Signed: _____, Dated: _____

3. I affirm that I have reviewed the Estes Park Western Heritage, Inc. Standards of Conduct policy established by the Corporation and agree to abide by its standards.

Signed: _____, Dated: _____

Printed name: _____

Address: _____

Contact Phone# _____ Contact email: _____

Appendix B

**STANDARDS OF CONDUCT
OF
ESTES PARK WESTERN HERITAGE, INC.
A Colorado Nonprofit Corporation**

1. Introduction

1.1. Purpose.

Estes Park Western Heritage, Inc's (EPWH) reputation for fairness and excellence depends on the collective commitment of the Directors, officers, members, and volunteers working together in a manner that merits trust and confidence from customers, investors, and most importantly, the local and global communities served. The purpose of this document is to convey those basic standards of conduct.

1.2. Objective.

The primary objective of this document is to ensure and reinforce accountability for legally responsible and mature behavior in all who represent EPWH.

2. Standards of Conduct

2.1. All persons associated with EPWH are expected to adhere to the spirit and the letter of all federal and state laws, and management rules and regulations. Illegal or unethical actions are unacceptable, and willful violation of the substance, intent, or implementation of this document and the EPWH Bylaws will be grounds for appropriate disciplinary action.

2.2. The Executive Committee of EPWH is authorized to, deny membership, suspend or expel from membership, any member of EPWH for violation of these standards. Membership may be denied based on an applicant's behavior on previous volunteer committees.

2.3. Each Director, Officer, and Member must manage their abilities and responsibilities for the benefit of EPWH so as to avoid situations that might lead to conflict, or even suspicion of conflict, between one's self-interest and one's obligation to EPWH or its customers. An individual's position must never be used, directly or indirectly, for private gain, to advance personal interests, or to obtain favors or benefits for himself/herself or a member of his/her family. The provisions outlined in Article 8, of the Bylaws dealing with Conflicts of Interest applies to all Members. Provisions in Section 2.2., of the Bylaws, refer to all Officers as well as Directors of the Corporation.

2.4. Each member must keep the interest of EPWH foremost in mind while providing assistance to all those within whom we come in contact.

2.5. Members must give, to the best of their ability, complete and thorough support of the respective committee membership. This includes respecting other members by refraining from negative and destructive conversation and behavior.

2.6. Each member must properly use all equipment and resources of EPWH and the Town of Estes Park.

2.7. Members must thoroughly investigate the needs of the respective committee before proceeding with recommendations.

2.8. Members must be honest and trustworthy, avoid harm to others, be fair, nondiscriminatory, and respect the privacy of others.

2.9 Members may not make financial commitments for EPWH without advance approval by the EPWH Executive Committee.

2.10. All statements to the media are to be approved by the Chairman, President or appointee of the EPWH Executive Committee.

3. Monitoring the Standards of Conduct

3.1. Responsibility, with commensurate authority for communicating and assuring compliance of the Standards of Conduct, is placed with the Chairman and the Executive Committee.

3.2. The Executive Committee will investigate any actual or perceived misconduct of a member and refer the case for adjudication to the Board of Directors.

3.3. Misconduct by any member of the Executive Committee will be directed immediately and directly to the Chairman of the Board.

4. Policy Review

4.1. No less than annually, this policy shall be reviewed by the Executive Committee with recommended changes presented to the Board of Directors.