

**BYLAWS OF
FIRE ADAPTED PARK COUNTY
a Colorado non-profit corporation**

ARTICLE I

NAME

The name of the corporation shall be "Fire Adapted Park County," and it is sometimes referred to in these bylaws as "corporation" or "FAPCo."

**ARTICLE II
PURPOSE AND ACTIVITIES**

Section II.1. Purpose. FAPCo is a Colorado nonprofit corporation whose purpose is to preserve and enhance Park County's manmade and natural resources by providing education, leadership and support for all citizens to protect their homes, communities and environment from wildfires and promote forest health. The geographic territory of FAPCo shall be the County of Park Colorado.

Section II.2. Activities. The corporation is organized not for profit under C.R.S. §§ 7-122-101 and 102 to receive and administer funds exclusively for charitable, educational, and scientific purposes. It will engage in projects, undertakings, studies and other activities, alone or in cooperation or coordination with government entities, civic bodies, and other groups, corporations, and individuals to aid, assist, and foster the achievement and maintenance of fire-safe conditions in Park County:

1. Provide leadership for and coordinating Fire Adapted activities in Park County;
2. Provide assistance, information and education on Fire Adapted principles and practices;
3. Create, publish, and disseminate relevant public interest educational materials;
4. Conduct public interest educational and community programs;
5. Encourage and participate in the preparation of surveys, studies, plans, and recommendations relative to the coordination of available resources to reduce fuel and fire hazards and improve public safety;
6. Encourage and facilitate community and public participation in developing, implementing, monitoring, and evaluating Fire Adapted programs and activities;
7. Engage external organizations to identify and submit proposals for funding and/or partnerships to support Fire Adapted activities and to support special programs that are related to Fire Adapted activities.

8. Serve as a bridge between communities and the regional and national interests and policymakers whose activities affect the successful implementation of Fire Adapted activities;
9. Cooperate and network with organizations elsewhere;
10. Take, accept, hold and acquire by bequest, devise, gift, purchase, loan, or lease any property, real, personal, or mixed, whether tangible or intangible, without limitation as to kind, amount, or value;
11. Sell, convey, lease, or make loans, grants, or pledges of any property or any interest therein or proceeds therefrom and invest and reinvest the principal thereof and receipts therefrom, if any;
12. Make contracts and incur liabilities, apply for and receive grants of money or other property, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
13. Guarantee the undertakings, contracts, or performance of others;
14. Sue or be sued, complain and defend, in its corporate name;
15. Employ staff, consultants, or contractors to assist in carrying out the activities of the corporation;
16. Carry on any of the foregoing activities or purposes either directly or as agent for or with other persons, associations, or corporations;
17. Carry on any activity and deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the Certification of Incorporation, the bylaws of the corporation or any other such limitations as are prescribed by law, provided that no activity shall be carried on which is not permitted to be carried on by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and that not substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office, and provided further that no

part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it; and

18. Have and exercise all the powers necessary or convenient to effect any or all of its purposes and to have and exercise all powers granted nonprofit corporations by the laws of the State of Colorado.

ARTICLE III BOARD OF DIRECTORS

Section III.1. General Powers. FAPCo's affairs shall be managed by a Board of Directors. Directors must be residents of the State of Colorado and of Park County Colorado.

Section III.2. Number and Tenure. The Board shall be composed of no fewer than three (3) and no more than fifteen(15) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Each director shall take office on the first day of the year following their election and shall hold the position until a successor shall have been duly elected and take office or until the Director is removed from office or until the Director resigns. There are no term limits for Directors.

Section III.3. Election of Directors. Directors shall be elected as follows:

- A. Election of Directors shall take place at the Annual Meeting in October of each year. Directors shall be elected by a majority vote of a quorum of Members, with their terms to begin on January 1 following the Annual Meeting. The current Board of Directors shall be responsible for nominating a slate of candidates for the Board at the Annual Meeting. Nominations also may be taken from the floor.

Section III.4. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the corporation.

Section III.5. Removal. A Director may be removed from office upon the vote of a majority of the remaining Directors.

Section III.6. Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns, or is removed, a Director so elected shall hold office until his/her successor is elected. The appointed director may choose to run for a full term.

ARTICLE IV BOARD OF DIRECTORS MEETINGS

Section IV.1. Regular Meetings. By resolution, the Board may specify the time and place within FAPCo's geographic boundary for holding regular meetings without other notice than such resolution. Should a need arise to hold a meeting at a place other than the regularly designated place, three days notice of the alternate place must be given. Regular meetings shall be held quarterly in January, April, July and October.

Section IV.2. Special Meetings. Special Board meetings may be called by or at the request of the President, the Secretary, or any two Directors. The person or persons authorized to call special meetings may fix any place within FAPCo's geographic boundary as specified in Article II, Section 1 above as the place for holding any Special Board meeting called by them.

Section IV.3. Notice of Special Meetings. Written notice stating the place, day, and hour of each special Board meeting shall be transmitted by electronic mail to each Director at his/her electronic mail address shown on the records of the corporation at least two days before the meeting. Notice shall be effective upon transmittal. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

Section IV.4. Waiver of Notice.

- A. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or the Colorado Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
- B. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section IV.5. Quorum. A majority of the total number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section IV.6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section IV.7. Presumption of Assent. A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section IV.8. Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for services rendered to the corporation.

Section IV.9. Loans. No loans shall be made by the corporation to any of its Directors.

Section IV.10. Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

Section IV.11. Action by Board without a Meeting. Any action that could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the Directors. Such consent may be made by electronic mail. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section IV.12. Committees. The Board, by resolution adopted by a majority of the Board, may designate and appoint one or more committees to advise the Board. If the committee shall have and exercise the authority of the Board in the management of the corporation, it shall consist of no fewer than two Directors.

ARTICLE V OFFICERS

Section V.1. Number. The officers of the corporation shall consist at least of a President, Secretary, and Treasurer. The officer position of Vice President should be filled whenever possible. The offices of Secretary and Treasurer may be held by one person.

Section V.2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board at the next Board meeting following the Annual Meeting. Unless he/she dies, resigns, or is removed, each officer shall hold office until his/her successor is elected.

Section V.3. Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

Section V.4. Removal. Any office or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

Section V.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term.

Section V.6. President. The president or, in his or her absence, the vice president shall preside at all meetings of FAPCo and of the Board of Directors and shall sign, or countersign, all contracts or other instruments made on behalf of the corporation, as authorized by FAPCo. He or she shall make reports to the members and perform all such other duties as are incident to his or her office or are properly required of him or her by FAPCo.

Section V.7. Vice President. The vice president shall, when the president is absent, preside at meetings of FAPCo and the executive committee, and shall perform all other duties as are incident to his or her office or are properly required of him or her by FAPCo.

Section V.8. Secretary. The secretary, or designee shall give notice of all regular and special meetings of FAPCo for which notice is required, shall keep the minutes and attendance of the proceedings of FAPCo, shall maintain and have charge of the general records of the corporation, shall maintain a current list of the membership of the corporation, and shall perform all other duties as are incident to his or her office or are properly required of him or her by FAPCo.

Section V.9. Treasurer. The treasurer, or designee shall keep an active and accurate account of all money received by and expended for the use of the corporation. He or she shall be responsible for the safeguarding of all funds received by the corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by FAPCo. He or she shall be required to make financial reports to FAPCo at all regularly scheduled meetings. His or her financial records shall at all times be open to inspection by FAPCo. He or she shall sign or countersign such instruments as require his or her signature, and shall perform all other duties as are incident to his or her office or are properly required of him or her by FAPCo.

Section V.10. Salary. The officers shall not receive any salary for their services. Officers may be reimbursed for their expenses. No loans may be made by the corporation to its officers.

ARTICLE VI MEMBERS

Section VI.1. Membership. Membership in FAPCo shall consist of general membership, with such benefits as the Board of Directors may from time to time determine.

A. Eligibility. Organizations such as fire departments, school districts, metro districts, local businesses, homeowners associations, Firewise committees, and governmental agencies may become a Member of FAPCo upon:

(1) Submitting to FAPCo a membership form provided by the Board of Directors;

(2) Payment of annual dues as determined by the Board of Directors; and

(3) Compliance with any other requirements as the Board of Directors may determine from time to time.

B. Voting Rights. Members shall have one vote each.

Section VI.2. Authority of the Membership. The Membership shall have the authority to elect Directors to serve on the Board, such election to take place at the Annual Meeting each year. The Membership also shall have the authority to vote on matters presented to them from time to time by the Board.

Section VI.3. Resignation of Members. Any member of FAPCo may resign at any time. Dues paid by a resigning member for the year in which the resignation occurs shall not be prorated.

ARTICLE VII GENERAL MEMBERSHIP MEETINGS

Section VII.1. Regular Meetings. General Membership meetings shall be held at least twice a year in April and October of each calendar year at a time and place determined by the Board. At least ten (10) days notice shall be given for general Membership meetings in a manner determined by the Board. The notice may be posted on FAPCo's website. The October general Membership meeting shall be deemed to be the Annual Meeting of the Membership.

Section VII.2. Special Meetings. Special general Membership meetings may be called by the President or the Vice President in the President's absence, or upon written request of Members holding ten percent (10%) of the votes entitled to be cast at a meeting of FAPCo. At least ten (10) days' notice of the time, place and purpose of the special meeting shall be given to the Membership. The notice may be posted on FAPCo's website.

Section VII.3. Quorum. A quorum at a regular or special meeting of the general Membership shall consist of at least 20% of FAPCo's members on record as of the day before the meeting. Board members may be counted for purposes of establishing a quorum.

Section VII.4. Voting. All Members of FAPCo shall be entitled to vote. Provided a quorum is present, a simple majority vote shall decide an issue at any meeting of the general Membership. Except as otherwise provided herein, all resolutions, appointments, appropriations, or other acts of FAPCo shall be by a majority of those present and constituting a quorum of FAPCo.

Section VII.5. Conduct of Meetings. Meetings shall be governed by the most recent edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these bylaws, with FAPCo's Articles of Incorporation, or with provisions of law.

Section VII.6. Meeting by Conference Telephone. Members may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

ARTICLE VIII SPECIAL COMMITTEES

Section VIII.1. Executive Committee. The Board of Directors may, by a majority vote, designate three or more of its directors (who may also be serving as officers), to constitute an executive committee and delegate to such committee any of the powers and authority of the Board except:

1. The approval of any action that, under law or the provisions of these by-laws, requires the approval of a majority of all the Members;
2. The filling of vacancies on the Board or any committee that has any authority of the Board;
3. The amendment or repeal of Bylaws or the adoption of new by-laws.

By a majority vote of its directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of the directors of the executive committee, but not to a number less than three (3), and fill vacancies therein from the directors of FAPCo. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with FAPCo's records, and report to FAPCo from time to time as FAPCo may require.

Section VIII.2. Other Committees, Subcommittees, and Advisory Bodies. The president, by and with the approval of a majority of the Board, may create such other committees, subcommittees, and advisory bodies as he or she deems necessary to facilitate the work of FAPCo. The president shall be *ex officio* member of all committees, subcommittees, and advisory bodies. All committees,

subcommittees, and advisory bodies shall be subject to and governed by these by-laws. The president, in consultation with the rest of the Board, shall appoint all committee, subcommittee, and advisory body chairpersons.

ARTICLE IX GENERAL PROVISIONS

Section IX.1. Fiscal Year. The fiscal year of the corporation shall be from the first day of January to the thirty-first day of December.

Section IX.2. Addresses and Notification. Each member of the Board shall furnish the Secretary with his or her official electronic mail address. The transmission of any notice to the last known official electronic mail address shall be deemed service of such notice or notices upon him or her as of the date of the transmission.

Section IX.3. Indemnification. The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member or officer of FAPCo from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a member or officer of FAPCo, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such member or officer, and shall reimburse each person for all legal or other expenses reasonably incurred by him or her in connection with such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her willful or criminal misconduct.

The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he or she may be entitled, nor shall anything herein contained restrict the right of FAPCo to indemnify or reimburse such person in any proper case even though not specifically herein provided for. FAPCo, its members, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article VII, or in refusing to do so, in reliance upon the advice of counsel.

ARTICLE X AMENDMENTS

These by-laws may be amended by simple majority affirmative vote of those Members voting at the General Membership meeting or Special meeting of FAPCo at which any such amendments may be presented. The text of proposed amendments shall be provided to the Membership with the notice of the meeting.