

AMENDED BYLAWS
of the
PIKES PEAK PICKLEBALL
ASSOCIATION

June 29, 2018

As Approved By The
Pikes Peak Pickleball Association's
Board of Directors

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**AMENDED BYLAWS
OF THE
PIKES PEAK PICKLEBALL ASSOCIATION**

(Initial Effective Date September 3, 2012)
(Amended Effective June 29, 2018)

Formerly

FRIENDS OF PIKES PEAK PICKLEBALL

Now

PIKES PEAK PICKLEBALL ASSOCIATION

ARTICLE I

NAME AND OFFICES

Section 1.1 NAME. The name of this corporation is the Pikes Peak Pickleball Association (“PPPA”). It shall be a nonprofit corporation under the laws of the State of Colorado.

Section 1.2 PURPOSE. PPPA serves a charitable and educational purpose by enhancing the health and welfare of the general public in El Paso County, Colorado, through the sport of pickleball. The corporation will strive to reduce the financial burden of the Parks, Recreation and Cultural Services Department of the City of Colorado Springs for the construction, improvements and maintenance of pickleball courts, and promote the sport of pickleball through educational activities. Such activities may include but are not limited to: sponsoring and conducting pickleball tournaments, offering pickleball exhibitions, training, lessons and instructional play.

The corporation’s activities are governed by approved conflict of interest, antidiscrimination and whistleblower protection policies.

Section 1.3 MISSION. The mission of PPPA is to promote the sport of pickleball in El Paso County, Colorado, through education, training and amateur competition.

Section 1.4 BUSINESS OFFICES. The initial principal office of the corporation shall be as stated in the Articles of Incorporation. Thereafter, the principle office shall be the Treasurer’s home address. The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from

time to time by the Board of Directors or by the Officers of the corporation, or to the extent permitted by the Act by the Registered Agent of the corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

ARTICLE II

MEMBERS

Section 2.1 CLASSIFICATION, QUALIFICATION, PRIVILEGES AND ELECTION OF MEMBERS. The corporation shall have one class of voting members. Each voting member in Good Standing shall be entitled to vote in an election of Directors and on any other matter requiring membership approval under the Act, the articles of incorporation or these Bylaws (“Voting Member(s)”). A member in Good Standing has paid his or her annual dues and signed a Release of Liability (“Liability Waiver”). Voting Members in Good Standing shall also be entitled to vote on any other matter submitted to a vote of the voting membership by resolution of the Board of Directors. New Voting Members will be entitled to vote upon confirmation of their payment of dues and verification of a signed Liability Waiver by the Communication Committee Chair.

Section 2.2 DUES AND RENEWAL. The Board of Directors may establish such membership initiation fees, periodic dues and other assessments, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases, as the Board of Directors shall deem necessary or appropriate. [Membership Dues support the Association’s purpose and mission, and provide access to members-only benefits. Dues renewal shall take place as needed from the time of the initial membership application. The renewing member shall pay the posted membership rate at the time of the renewal. Current annual dues shall be posted on the PPPA website.]

Section 2.3 SUSPENSION AND TERMINATION OF MEMBERSHIP. A member who fails to pay any dues or other assessment within ten (10) days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The membership of any member may be terminated at any time without cause by a majority vote of the Board of Directors. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership, including without limitation the right to vote. A member who has been terminated or suspended shall be liable to the corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to suspension or termination. A member may only resign if the member has paid all dues and assessments then payable as specified in Section 2.2 above.

Section 2.4 TRANSFER OF MEMBERSHIP. Membership in the corporation is not transferrable. Members shall have no ownership rights or beneficial interests of any kind in the property of the corporation.

Section 2.5 ANNUAL MEETING OF MEMBERS. An annual meeting of the Voting Members shall be held during the month of June at a time and place, within the state of Colorado, as determined by the Board of Directors and conducted by the PPPA President, for the purpose of announcing elected Directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be conducted as identified in Section 3.2(d) herein, the Board of Directors shall cause the election to be held at a meeting of the Voting Members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these Bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the Board of Directors or Officers of the corporation.

Section 2.6 SPECIAL MEETINGS. A special meeting of the Voting Members for any purpose or purposes may be called by the President and shall be called by the President upon the written request of Voting Members having at least 10% of the votes entitled to be cast at such meetings. Only the President may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

Section 2.7 PLACE OF MEETING. Each meeting of the Voting Members shall be held at such place, within Colorado, as may be designated in the notice of the meeting, or, if no place is designated in the notice, at the principal office of the corporation in Colorado. Any or all Voting Members may participate in any meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

Section 2.8 NOTICE OF MEETING. Except as otherwise prescribed by statute, written notice of each meeting of the Voting Members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than thirty (30) days nor more than sixty (60) days before the date of the meeting, by Email, by or at the direction of the President, or the Secretary, or the other Officer or Voting Member calling the meeting, to each Voting Member entitled to attend such meeting. Such Email notice shall be deemed to be given when the transaction is complete. Any Voting Member may waive notice of any meeting before, at or after such meeting. The attendance in person of a Voting Member at a meeting shall constitute a waiver of notice of such meeting, unless the Voting 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 Voting Member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that

is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

Section 2.9 QUORUM AND ACTION OF VOTING MEMBERS. Except as otherwise required by the Act or the Articles of Incorporation, twenty percent (20%) of the Voting members entitled to vote on a matter shall constitute a quorum of the Voting Members with respect to such matter. With respect to all matters other than the election of Directors and Officers, 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, unless otherwise required by the Act. In an election of multiple Directors, that number of candidates equaling the number of Directors to be elected, having the highest number of votes cast in favor of their election, are elected to the Board of Directors. When only one Director is being voted upon, the affirmative vote of a majority of the Voting Members represented at a meeting at which a quorum is present shall be required for election to the Board of Directors. 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 (60) days at 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.

Section 2.10 VOTING RIGHTS. Each Voting Member in Good Standing is entitled to one vote on each matter submitted to a vote of the Voting Members. Cumulative voting, voting by proxy or voting by agreement shall not be allowed. The Board of Directors shall prepare a Voting Member's list in connection with any meeting of the Voting Members.

Section 2.11 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Voting Members or any committee thereof may be taken without a meeting by unanimous written consent. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all of the Voting Members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Voting Members entitled to vote thereon.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. Except as otherwise provided in the Act, the Amended and Restated Articles of Incorporation or these Amended 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, its Board of Directors. The Board of Directors is

responsible for the overall policy and direction of the PPPA and may establish, amend or retire specific operating policies.

(a) **SPECIFIC DIRECTOR REQUIREMENTS.** The Board of Directors may from time to time as needed establish specific Director requirements. At a minimum, there shall be a Director specifically assigned to Education and Training, Tournament Coordination, and Membership.

Section 3.2 QUALIFICATIONS, NUMBER, TERM.

(a) **QUALIFICATIONS.** Directors shall be natural persons who are PPPA Voting Members in good standing at least eighteen years old at the time of their election to the Board of Directors.

(b) **NUMBER.** The number of Directors of the corporation shall be not less than five (5) nor more than nine (9) as determined by the Board of Directors from time to time. Any action of the Board of Directors to change the number of Directors to a number outside the range specified in the preceding sentence, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Amended Bylaws changing the number of Directors, provided such action otherwise satisfies the requirements for amending these Amended Bylaws as provided in the Act, the Amended and Restated Articles of Incorporation, or these Amended Bylaws themselves.

(c) **TERM.** Directors shall initially serve for a term of two years, staggered so that approximately one half of the Directors will be replaced each year; however, each Director will continue to serve until his or her successor is elected. No Director shall serve for more than four (4) consecutive years (two terms) as an elected member of the corporation in the same office or Board position except that any initial term of one or two years, any partial term served by reason of an increase in the number of Directors or an appointment by the Board of Directors to fill a vacancy of an unexpired term and any terms followed by a period out of office in excess of one year shall not be counted. Moreover, by invitation of the corporation, a Director may be elected to a third term of two years.

(i) **Attendance Requirements.** Any Board of Director absent from two Board of Director meetings during the year is automatically terminated. Absences will be excused at the discretion and vote of the Board of Directors.

(d) **ELECTION AND ELECTION PROCEDURES.** Directors shall be elected by a majority of PPPA Voting Members in Good Standing who voted in said election. Nominations for Directors shall be submitted electronically to the Voting Members in

Good Standing during the month of April. An electronic vote for new Directors will be conducted during the month of May. Voting shall occur electronically through a process and format determined by the Board of Directors during the month of May. Election results shall be announced at the Annual Members Meeting in June. The term of the incoming Director shall commence on the first day of the calendar month following announcement at the Annual Meeting.

(e) **APPOINTED DIRECTORS.** The Board of Directors may appoint an interim Director that has been nominated by the Nominating Committee to fill vacancies which are the result from vacancies or otherwise at any Regular Meeting of the Board of Directors.

(f) **EX OFFICIO DIRECTORS.** Each of the persons serving in the following officers or capacities shall automatically be a Director of the corporation with full voting rights, so long as such person continues to serve in such office or capacity:

Past President.

Section 3.3 RESIGNATION; REMOVAL; VACANCIES. Any Director may resign at any time by giving written notice to the President or to the Secretary of the corporation. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned in the event of such Director's incapacity. Any Director may be removed at any time, with or without cause, by an affirmative vote of the seventy-five percent (75%) of the other Directors then in office. Any vacancy of an elected Director may be filled by a seventy-five percent (75%) affirmative vote of a majority of the other Directors remaining though less than a quorum. A Director elected or appointed to fill a vacancy shall hold the office for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by an affirmative vote of a majority of the Directors then in office, and a Director so chosen shall hold office until the next election of the class of Directors for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal. A vacancy that will occur at a specified later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 3.4 REGULAR MEETINGS. The President or President's Designee shall convene a meeting at least four (4) times per year at an agreed upon time and place. Additional Board of Director meetings may be called and held by any Director as long as a quorum is present. The Board of Directors may provide by resolution the time and place, within Colorado, for the holding of additional regular meetings. The presiding

Officer for each meeting shall establish the agenda and distribute it to the Board of Directors in advance of the meeting.

Section 3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors upon a minimum of five (5) days advance notice. Special meetings shall be held at the normal meeting place of the Board of Directors.

Section 3.6 MEETING PARTICIPATION. Unless otherwise provided in these Amended Bylaws, the Board of Directors may permit any Director to participate in a Regular or Special Meeting through the use of any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.7 NOTICE.

(a) REQUIREMENTS. Notice of each Regular Meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director at such Director's designated E-Mail address or telephone at least five (5) days prior thereto and the method of notice need not be the same as to each Director. Oral notice is effective when communicated in a comprehensible manner. If transmitted by electronic transmission, notice shall be deemed to be given when the form of transmission is complete.

(b) WAIVER OF NOTICE. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Such waiver, delivered in written form and signed by the Director, shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless:

- i. At the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting 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 Amended Bylaws, the Director 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.

Section 3.8 DEEMED ASSENT. A Director of the corporation who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless:

(a) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or

(b) The Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or

(c) The Director causes written notice of the Director's 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 the adjournment of the meeting.

Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

Section 3.9 QUORUM AND VOTING. Sixty percent (60%) of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, The Amended and Restated Articles of Incorporation or these Amended Bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. Each Director is entitled to cast one vote for each matter requiring a vote of the Board of Directors. At the time a vote is called for by the presiding Officer, Directors attending by electronic means will cast their votes by voice if present at the meeting through a phone call. Upon receiving all of the votes, the presiding Officer will announce forthwith the votes count and certify the result to the Secretary.

Section 3.10. VOTING BY PROXY. No Director may vote or act by proxy at any meeting of the Directors.

Section 3.11 COMPENSATION. Directors shall not receive any stated salary for their services. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any capacity with advance written approval of the Board of Directors.

Section 3.12 COMMITTEES. By one or more resolutions adopted by the vote of a majority of the Directors present in person at a meeting at which a quorum is present, the

Board of Directors may designate from among its Directors an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the committee as authorized by the Board of Directors, except as prohibited by the Act. The Board of Directors may also designate one interested party, Member-at-Large, other than a Director to serve on the Board or any committee for the term designated by the Board. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the committee from any responsibility or standard of conduct imposed by law or these Amended Bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these Amended Bylaws or the Act for the Board of Directors unless the Board or the committee itself determines otherwise. A committee of the Board shall not:

- (a) Authorize distributions;
- (b) Elect, appoint, or remove any Director;
- (c) Amend the Articles of Incorporation;
- (d) Adopt, amend, or repeal Bylaws;
- (e) Approve a plan of merger; or
- (f) Approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by the Directors.

Section 3.12.1 EXECUTIVE COMMITTEE. An Executive Committee may be established by a unanimous vote of the full Board of Directors. The Executive Committee of the Board of Directors shall consist of the elected officers described in Section 4.1 and each of the chairs of any Committee specified by the Board of Directors as authorized in Section 3.12 above. Only Directors of the corporation can be members of the Executive Committee. The Executive Committee shall have all the power and authority of the Board of Directors between meetings of the Board, except as prohibited by the Act. (CRS § 7-128-206).

Section 3.12.2 NOMINATING COMMITTEE. The Nominating Committee shall consist of from three or four Voting Members in Good Standing as designated by the Board of Directors. Each year the Nominating Committee shall nominate candidates to fill the vacancies on the Board of Directors which arise as a result of the expiration of terms or otherwise. The list of nominated candidates shall be presented to the Directors not less than fifteen days prior to the date of election of Directors. The Directors may also

submit candidates to the Nominating Committee who were not previously included on the Nominating Committee list.

Section 3.13 ADVISORY BOARDS. The Board of Directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Board of Directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the Board of Directors; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also Directors, such committee or advisory board may not exercise any power or authority reserved to the Board of Directors by the Act, the Amended and Restated Articles of Incorporation, or these Amended Bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the prior express written approval of the Board of Directors or the President of the corporation.

Section 3.14 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if taken in accordance with Paragraphs 3.14(a) or 3.14(b). Any action taken without a meeting shall have the same effect as action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Board of Directors.

(a) Action may be taken without a meeting if each and every member of the Board of Directors in writing votes for, votes against or abstains from voting on such action and 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.

(b) Action may be taken without a meeting pursuant to C.R.S. § 7-128-202 as follows:

- i. **Required Notice to Directors.** An action without a meeting may only be taken if the corporation transmits notice in writing to each Director stating the action to be taken, the time within which a Director must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time required in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. The notice may also include any other matters the corporation determines to include.

- ii. Action by Directors. Action may be taken without a meeting only if notice as described in 3.14(b)(i) above is transmitted in writing to each director, and each Director, by the time stated in the notice (1) votes in writing for such action, or (2) votes in writing against, abstains from voting on such action, or fails to respond or vote, and fails to demand in writing that such action only be taken with a meeting. The vote, abstention or demand that such action not be taken without a meeting by a Director may be revoked in writing by that Director if received by the corporation by the time stated in the notice.
- iii. Contents and Form of Writing. The writing required by Directors in this Section 3.14(b) must inform the corporation of the identity of the Director, the vote, abstention, demand or revocation of that Director, and the proposed action to which such vote, abstention, demand or revocation relates. Such writing may be transmitted to or received by the corporation by electronically transmitted Email or other form of wire or wireless communication, or by hand delivery, and shall be effective upon receipt by the corporation.
- iv. Vote Required and Effective Date. Action without a meeting under this Section 3.14(b) may only be taken if, at the end of the time stated in the notice, the affirmative votes for such action received in writing and not revoked 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, and the corporation has not received an unrevoked written demand by a Director, within the time stated in the notice, that such action not be taken without a meeting. Action taken without a meeting under this Section 3.14(b) shall be effective on the date by which the Directors must respond as stated in the notice.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER and QUALIFICATIONS. The Officers of the corporation shall be a President, Vice Presidents (the number thereof to be determined by the Board of Directors), Treasurer, a Secretary and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors, by resolution, may create the offices of one or more Assistant Treasurers, Assistant Secretaries, and all of whom shall be elected by the Board of Directors. Any two or more offices may be held by

the same person. All Officers must be Directors of the corporation and Voting Members in good-standing. All Officers must be natural persons who are eighteen years of age or older.

Section 4.2 ELECTION. The Officers, who upon their election are also Directors of the corporation, shall be elected by a majority of PPPA Voting Members in Good Standing who voted in said election. Nominations for Officers shall be submitted electronically by the Board of Directors to the Voting Members in Good Standing during the month of April. An electronic vote for new Officers will be conducted during the month of May. Voting shall occur electronically through a process and format determined by the Board of Directors. Election results shall be announced at the Annual Members meeting in June. The term of the incoming Officers shall commence on the first day of the calendar month following announcement at the Annual Members Meeting. Each current Officer shall hold office until such Officer's successor shall commence their term on the first day of the calendar month following their successor's election. Vacancies may be filled or new offices created and filled at any meeting or by *written* consent of the Board of Directors.

Section 4.3 TERM. Each Officer shall hold office for two consecutive two-year terms or until his or her successor shall have been duly elected and commences responsibilities of the office on the first day of the calendar month after the election.

Section 4.4 REMOVAL and RESIGNATION. Any Officer or Agent elected or appointed by the Board of Directors may be removed, with or without cause, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election, appointment or designation of an Officer or Agent shall not itself create contract rights. Any Officer may resign at any time by giving written notice of resignation to any Officer or Director. Acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides.

Section 4.5 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the Officer's term.

Section 4.6 COMPENSATION. There shall be no compensation for Officers.

Section 4.7 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 as may be additionally specified by the Board of Directors, the President, or these Amended Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

Section 4.7.1 PRESIDENT. The President shall, subject to the direction and supervision of the Board of Directors:

(a) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees;

(b) preside at all meetings of the Board of Directors;

(c) see that all resolutions of the Board of Directors are carried into effect; and

(d) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the Board of Directors.

Section 4.7.2 VICE-PRESIDENT(S). The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. The Vice-President (or if there is more than one, then the Vice-Presidents [added] designated by the Board of Directors, or if there be no such designation, then the Vice-Presidents in the order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

Section 4.7.3 TREASURER. The Treasurer shall:

(a) Be the chief financial Officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors;

(b) Receive and give receipts for moneys paid in on account of the corporation, and pay out of the funds on hand, all bills, payrolls and other just debts of the corporation of whatever nature upon maturity;

(c) Unless there is a controller, be the principal accounting Officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Board of Directors statements of account showing the financial position of the corporation and the results of its operations;

(d) Monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code, including all Colorado Secretary of State filings;

(e) Upon request of the Board, make such reports to it as may be required at any time; and

(f) Perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the Board of Directors.

Section 4.7.4 SECRETARY. The Secretary shall:

(a) Keep the Minutes of the Board of Directors or any committee meetings;

(b) See that all notices are duly given in accordance with the provisions of these Amended Bylaws or as required by law;

(c) Be custodian of the corporate records; and

(d) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4.8 SURETY BONDS. The Board of Directors may require any Officer or Agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

Section 5.1.1 UNINTENDED PARTNERSHIPS. In avoidance of incurring any unintended partnership obligations, any Director, Officer, Agent, Member or other persons or entities representing the corporation, must upon the third meeting with any person or entity not a member of the corporation, state the manner of their relationship

to include whether no relationship is intended, in a written agreement to be forwarded to the President and Secretary. Such statement shall include the purpose of the meetings and whether a relationship, partnership and or joint venture is or is not intended to be formed. No relationship, partnership or joint venture shall be formed without prior written approval by the Board of Directors, and such statement of the relationship shall be in the form of a Memorandum of Understanding or a Contract.

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

Section 5.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, Agent or Agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5.4 DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to be determined by resolution of the Board of Directors.

Section 5.5 BUDGET. The Board of Directors shall prepare and approve an annual budget for the upcoming calendar year to be presented to the Voting Membership prior to the commencement of such calendar year. A Policy regarding procedure and time can be established by the Board of Directors.

Section 5.6 FINANCIAL AUDIT. The President shall direct an internal audit of PPPA's financial records annually and report findings to the Board of Directors. The Board of Directors shall direct an independent external audit when a new Treasurer takes office. An audit, whether internal or external may be directed by the Board of Directors at any time, as determined by a majority of the Directors.

Section 5.7 TAX MATTERS. The Treasurer must file all appropriate documents with the Internal Revenue Service ("IRS") and the State of Colorado.

ARTICLE VI

FIDUCIARY MATTERS

Section 6.1 INDEMNIFICATION.

(a) Scope of Indemnification. The corporation shall indemnify each Director, Officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the state of Colorado, and may in its discretion purchase insurance insuring

its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. The corporation shall have the right, but shall not be obligated, to indemnify any Agent of the corporation not otherwise covered by this Section 6.1 to the fullest extent permissible under the laws of the state of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these Amended Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Act or these Amended Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Amended Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation 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 either Section 4941 or Section 4958 of the Internal Revenue Code.

Section 6.2 GENERAL STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS.

(a) Discharge 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, and each Officer with discretionary authority shall discharge the Officer's duties under that authority:

- (i) In good faith;
- (ii) With the care 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 the corporation.

(b) Reliance on Information, Reports, Etc. In discharging 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 the corporation 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 Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.
- (iv) A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 6.2(b) unwarranted.

(c) **Liability to Corporation.** A Director or Officer shall not be liable as such to the corporation 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, the Director or Officer performed the duties of the position in compliance with this Section 6.

(d) **Director Not Deemed to be a "Trustee."** A Director, regardless of title, shall not be deemed to be a "Trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.3 CONFLICTS OF INTEREST.

(a) **Definition.** A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, Directors and Officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an organizational conflict, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall:

- (i) Immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person;
- (ii) Aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and
- (iii) Not be entitled to take part in any Board *of* Director discussions on the conflict and will not vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Matters. The corporation may enter into a conflicting interest transaction provided either:

- (i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, 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 on the Board or committee, even though the disinterested Directors are less than a quorum; or
- (ii) The conflicting interest transaction is fair as to the corporation.

Section 6.4 LIABILITY OF DIRECTORS FOR UNLAWFUL DISTRIBUTION.

(a) Liability to Corporation. A Director who votes for or assents to a distribution made in violation of the Act or the Amended and Restated Articles of Incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Restated and Amended Articles of Incorporation if it is established that the Director did not perform the Director’s duties in compliance with the general standards of conduct of Directors as set forth in Section 6.2.

(b) Contribution. A Director who is liable under Section 6.4(a) for an unlawful distribution is entitled to contribution:

- (i) From every other Director who could be liable under Section 6.4(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 Amended and Restated 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 Amended and Restated Articles of Incorporation.

Section 6.5 LOANS TO DIRECTORS AND OFFICERS PROHIBITED. No loans shall be made by the corporation to any of 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.

ARTICLE VII

RECORDS OF THE CORPORATION

Section 7.1 MINUTES, ETC. The corporation shall keep as permanent records minutes of all meetings of the Board of Directors and committees, a record of all actions taken by the Board of Directors, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation, and a record of all waivers of notices of meetings of the Board of Directors or any committee of the Board of Directors.

Section 7.2 ACCOUNTING RECORDS. The corporation shall maintain appropriate accounting records.

Section 7.3 RECORDS IN WRITTEN FORM. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable amount of time.

Section 7.4 RECORDS MAINTAINED AT THE BUSINESS OFFICE. The corporation shall keep a copy of each of the following records at its business office:

- (a) All Original, Amended and Restated Articles of Incorporation;
- (b) All Original and Amended Bylaws;

(c) A list of the names and business or home addresses of the current Directors and Officers;

(d) A copy of the most recent corporate Period Report delivered to the Colorado Secretary of State's Office;

(e) All financial statements prepared for periods ending during the last three years;

(f) The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service;

(g) All other documents or records required to be maintained by the corporation at its principal office under the applicable law or regulation; and

(h) All federal, state and local tax records during the last three years.

ARTICLE VIII

AMENDMENT OF THE BYLAWS

Section 8.1 AMENDMENTS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors of the corporation by a two-thirds majority vote of the Board of Directors represented at the meeting. Action by the Board of Directors under this Section 8.1 to adopt or amend a bylaw that changes the quorum or voting requirement for the Board of Directors shall meet the same quorum requirement and be adopted by the same vote required to take action under the amended quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE IX

MISCELLANEOUS

Section 9.1 FISCAL YEAR. Unless otherwise determined by the Board of Directors, the fiscal year of the corporation shall commence on January 1st of each year and end of December 31st of that year.

Section 9.2 CONVEYANCES AND ENCUMBRANCES. Property of the corporation may be assigned, conveyed or encumbered by such Officers of the corporation as authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and

encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 9.3 DESIGNATED CONTRIBUTIONS. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 9.4 REFERENCES TO INTERNAL REVENUE CODE. All references in these Amended Bylaws to provisions of the current Internal Revenue Code are to the provisions of the Internal Revenue Code, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 9.5 PRINCIPLES OF CONSTRUCTION. These Amended Bylaws are drafted to be gender-neutral. Words implying gender, if any, shall be deemed to include every gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and paragraph titles are for guidance only and shall have no significance in the interpretation of these Amended Bylaws.

Section 9.6 SEVERABILITY. The invalidity of any provision of these Amended Bylaws shall not affect the other provisions hereof, and in such event these Amended Bylaws shall be construed in all respects as if such invalid provision were omitted.

DATED THIS 29th DAY OF JUNE 2018.

Pamela Doane
Secretary, PPPA