

BYLAWS

ESTES PARK WESTERN HERITAGE

A Colorado Nonprofit Corporation

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

6/21/2020



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DEFINITIONS

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

“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.

“Board” means the Board of Directors of the Corporation.

“Board Directors” means members of the Board of Directors.

“Board Member in good standing” – refer to 4.9.

“Board of Directors” means the committee elected leadership assigned specific roles in section 2.1.

“Board Officers” means the Board elected positions assigned specific duties in Article 5.

“Chairperson of sub-committee” means a person designated to lead a sub-committee.

“Committee Member in good standing” – refer to 6.2.2.

“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.

“Director” means an individual serving on the Board.

“EPWH” means Estes Park Western Heritage, Inc. or the “Corporation.”

“Executive Session” means a term for any block within a board meeting in which minutes are taken separately, outsiders are not present, and the contents of the discussion are treated as confidential.

“General Committee” means the entire rodeo membership.

“Intern” means a non-voting EPWH Committee member.

“Member” means an individual associated with EPWH.

“Official Signer” is defined as an authorized agent of the Board of Directors authorized to engage in financial transactions to act on behalf of EPWH.

“One full rodeo year for purposes of membership” is defined as 12 months from the member’s start date.

“One full rodeo year for purposes of operations” is defined as Oct 1 - Sept 30.

“Quorum” means half +1 of eligible voting members (applicable to either committee or Board).

“State of Emergency” means quorum vote declared by the Board of Directors.

“Sub-chair of a sub-committee” means a person/people chosen by chairperson of a sub-committee to assist in its operation.

“Sub-Committee” means a committee composed of some members of the general committee assigned with overseeing/running an operational component of the rodeo.

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, Estes Park Fairgrounds, 1125 Rooftop Way, Estes Park, CO 80517. The address for official correspondence will be P.O. Box 1852, Estes Park, CO 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, including a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

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 EPWH 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.

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 of the General Committee 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.

2.3.2. To be eligible to run for the Board of Directors one must (a) Be a chairperson or a co-chairperson or a sub-chairperson through one full rodeo (b) Be a voting member in good standing for 2 consecutive years prior to running for the Board (c) Have uninterrupted good standing voting membership from the ending of chairperson term through board nomination. Elected Board Directors will be expected to act as liaisons to one or more EPWH General Chairpersons and represent their interests in Board meetings.

2.3.3. To be an Appointed Board Director, an individual must have the desire and the capability to promote EPWH and Rooftop Rodeo 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 Vice-Chairperson, Secretary, and Treasurer.

2.3.6. The Secretary to the Board will be appointed by the Board of Directors. The Secretary to the Board shall record all votes of the Board. The Secretary to the Board shall provide notices of meetings of the Board and properly maintain the files and records of the Corporation. In general, the Secretary to the Board shall perform all duties incidental to the office of Secretary of the Board and such other duties as may be assigned by the Board. The Secretary to the Board is a nonvoting member of the Board and in general does not participate in meetings outside of clarification of discussion points. He or she treats Board matters as confidential except when the

Board may dictate otherwise. This position term is one year and must be approved by the Board of Directors.

2.3.7. The Chairperson, Vice Chairperson, Treasurer, Secretary, Board Directors and Committee Chairpersons/Co-Chairpersons will have specific written job descriptions.

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

2.3.9 The Board will propose Appointed Directors at a Board Meeting and the Board will hold a vote. If the majority votes for the appointed Director, the General Committee will be presented with the Appointed Director at which time they will be given information on the proposed Appointee. If the Appointee receives a majority of the votes, they will be permitted to be an Appointed Board Director. Appointed Directors who were on the Board prior to January 1, 2020 are grandfathered.

2.3.10 When Appointed Board Directors are needed, Elected Board Directors have the responsibility for facilitating the process of acquiring and training Appointed Board Directors.

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, but Directors will be elected by the General Membership of EPWH (Elected Directors). Appointed Directors will be appointed by the Board as laid out in Section 2.3.9. When Appointed Board Directors are needed, Elected Board Directors have the responsibility for facilitating the process of acquiring and training Appointed Board Directors. The Board will propose Appointed Directors at a Board Meeting and the Board will hold a vote. If the majority votes for the Appointed Director, the General Committee will be presented with the Appointed Director at which time they will be given information on the proposed Appointee. If the Appointee receives a majority of the votes, they will be permitted to be an Appointed Board Director. 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 General Committee meeting. Appointed Board Directors cannot equal or exceed Elected Board Directors.

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, or (b) his or her death, resignation, or removal. 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 30). An Appointed Director may be reappointed for more than one consecutive term.

2.5.3 An Elected Director may serve more than one consecutive term, with no more than two consecutive terms (6 years). After which they must take one year off at which time, they will be eligible to run for the Board again. Term limited Board Directors may be Appointed Directors only in the event that their term limit would bring the number of Directors below the adopted minimum outlined in Section 2.4.

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

2.6.1 Notification of the number of Board positions that will become available will be sent to the General Membership a minimum of thirty (30) days before the annual membership meeting. Nominations for these positions can be received by the Board immediately after notification. All Nominees must be submitted no later than 7 days prior to the election at the annual membership meeting in September. At the annual meeting in September, 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.

2.6.2 In order for a vote to be valid, a quorum of eligible Voting Committee Members must cast their votes. The candidates who receive the most votes will be seated on the Board appropriate with the number of seats that are open pending the General Committee approval outlined in Section 2.6.3. Votes may be cast in person at the September Committee Meeting or by submitting their vote, in writing, to the designee appointed by the Board of Directors to administer the election 24 hours prior to the Committee Meeting.

2.6.3 Once the top candidates equal to the number of open seats are elected an approval vote must occur, where each candidate must receive 51% or greater of approval from Voting Members present, immediately following the general election by General Committee Members present.

Section 2.7. Vacancies.

Vacancies in the Board shall be filled by a majority vote of the remaining Directors. Each person so elected shall be a Director to serve for the balance of the unexpired term. Vacant positions follow the rules of Appointed Board Directors. The General Committee must be notified by email upon a vacancy at least 7 days before the Board hold their election. In this email the Board must include date and time of their election. Those interested in filling the vacant position must submit their interest to the Board at least 48 hours before the posted election.

Section 2.8. Resignations.

Any Director may resign at any time by giving written notice to the Secretary to the Board, any Board Director 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.

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 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 Board Level Committee 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:

- Finance Committee
- Bylaws Review Committee
- Strategic Planning Committee
- EPWH Foundation 501 c3 Committee

ARTICLE 4 - MEETINGS OF DIRECTORS

Section 4.1. Place of and Notice of Meetings.

The Board must hold its meetings at a non-residential facility such places as the Board may appoint or as may be designated in the notice of the meeting. Notice of the meeting should be given to the General Committee prior to the meeting. Locations, dates and times of Board Meetings shall be voted on during the annually after new Board Directors have been voted into Director positions.

Section 4.2. Regular Meetings.

4.2.1. The Board will hold regular meetings at such place and time as shall be designated by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings shall be given to the General Committee.

4.2.2. Immediately after each annual membership meeting (Third Thursday in September), where elected Directors are selected, the newly constituted Board shall meet at any place and time designated with a notice given to the General Committee for the purposes of organization, consideration of a new officer slate, and the transaction of other business.

Section 4.3. Special Meetings of the Board.

4.3.1 The Chairperson or any two Directors may call, by letter, email, or digital communication, special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. At least 24 hours notice of any special meeting shall be given to each Director. Such notice shall state the time, place, and purpose of such special meeting.

4.3.2 An emergency Board meeting may be called by the Chairperson of the Board or by any two (2) Directors, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board.

Section 4.4. Voting Rights.

Each Director shall be entitled to one vote.

Section 4.5. Proxy.

Proxy voting is allowed with the following provisions, (a) The voter must be both a General Committee Member in good standing and a Board Director in good standing, (b) For purposes of determining a quorum. The proxy must be submitted in writing and delivered to any attending Board Member prior to the start of the meeting. A proxy vote will count in determining a quorum.

Section 4.6. 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 4.7. Organization of Meetings.

Every meeting of the Board shall be presided over by the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson will preside. In the absence of both the Chairperson and the Vice-Chairperson, the Chairperson designates which Board Director runs the meeting prior to the start of the meeting. All monthly Board Meetings may be recorded if majority of the Board of Directors has voted in favor. Recordings are to be retained for clarification and accuracy purposes only and should be deleted after approval of notes.

Section 4.8. 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 or participating in the meeting via electronic conference electronic conference calling or video conferencing either:

- a. Votes for such action; or, votes against such action or abstains from voting and waives the right to demand that a meeting be held.
- b. 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 electronic communication or other forms 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 affect 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 General Committee.

Section 4.9. Board Director in Good Standing.

To be a Board Director in good standing, one must be a General Committee Member in good standing, attend 75% of board meetings annually, and must fulfill their job description as defined in Article 5.

Section 4.10. Participation in Meetings.

While physical attendance is strongly encouraged, phone calls or video conference is equivalent when attendance is not feasible.

ARTICLE 5 – Board of Director Job Descriptions

Section 5.1. Chairperson.

The Chairperson 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 Chairperson shall:

5.1.1. Chair all meetings of the Board;

5.1.2. 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;

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

5.1.4. The Chairperson sets the agenda for the Board and General Committee meetings. Any Board Director may add agenda items with Board approval.

Section 5.2. Vice Chairperson.

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

Section 5.3. 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 Chairperson. 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 official signer or Elected Director.

Section 5.4. Secretary.

If the Chairperson or Vice-Chairperson be indisposed, the Secretary of the Board is the third in the chain of command for meetings. Secretary oversees the Secretary to the Board and shall present the minutes to the Board for any modifications and approval. The Secretary is responsible for signing official documents. Secretary is responsible notifying the General Committee of the monthly meeting.

Section 5.5. Officer Roles.

Board Director may only serve in one officer position at a time.

Section 5.6. Compensation of Board Directors.

Board Directors shall receive no compensation for their services as Board Directors or as General 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. Eligibility for EPHW Membership.

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 or Marketing District. Thirty-five percent (35%) of the membership may be non-residents of the Park R-3 School District or Marketing District and who have an interest in supporting the Rooftop Rodeo and preserving and promoting the Western Heritage of the Estes Valley.

Section 6.2. General Committee Members.

6.2.1. Individuals, after completing all requirements of Internship (Section 6.4), will become a General Committee Member, and 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 EPHW is not transferable or assignable.

6.2.2 General Committee Members must work 6 nights of rodeo. General Committee Members will be considered a General Committee Member in good standing and are eligible to receive committee shirts and badges if they meet these requirements through a consecutive twelve (12) month period. Special circumstances may be considered by a majority of the Board of Directors.

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

6.2.4. General Committee Members may request a Leave of Absence with the approval of a majority of the Board.

6.2.5 General Committee Members will elect the Board of Directors at the annual membership meeting in September. Each General Committee Member will have one vote on matters which come before the general membership.

6.2.6. Members of the Board and other General Committee 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.

6.2.7. Each General Committee 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)

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 Committee Members. To be eligible for internship they must complete an application, and sign documents referred to in Section 6.2.7. To become a Committee Member, Interns must work all 6 nights of a rodeo and complete 12 consecutive months of Internship. They are also subject to all provisions in Section 6.2. Interns are eligible to receive and wear one committee shirt, the color of which is determined annually by the Board. Records related to membership attendance will be maintained by the Board of Directors.

Section 6.5. Senior Members.

Senior Members are former General Committee 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 General Committee 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, unless they maintain General Committee Member status.

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 General Committee Member to the Board, through the Board Director. Such appointment assumes no voting privilege unless the individual also retains active “voting membership” status. Honorary Members with Voting Rights who were awarded that status prior to January 1, 2020 are grandfathered maintaining their voting rights.

Section 6.7. Junior Members

Junior Members are non-voting members. They will have restricted areas they may work in. Participation in the Junior Member Program for twelve (12) months will fulfill the requirements of Interns for purposes of becoming a Junior Committee Member. The Junior Member application must be submitted to the Board of Directors with a guardian approval.

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 mail, electronic communication, or by e-mail, to his or her address (or to his or her electronic communication, 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, electronic communication 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. A Board Member may abstain from a vote for reason of conflict of interest or for the reasons of financial gain.

8.2.3 A Board Member may abstain from a vote for reasons of conflict of interest or reasons for financial gain.

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 through storage, electronic or physical at the principle 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. The Board of Directors is responsible for preparing an annual financial summary to be presented to the General Committee each year.

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 who are covered under any Colorado or Federal Protected class or political affiliation 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 – TRANSITIONAL ORGANIZATION

These bylaws will go into effect after they have been certified by the Board. This document neither extend nor reduces any current terms. Term limits begin after current terms are served.

CERTIFICATION

I hereby certify that the foregoing Bylaws, consisting of twenty-seven (27) pages, including this page, a cover page, table of contents, definitions and three (3) 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. The third revision of these bylaws was approved on the 21st day of June 2020.



Mark Purdy Chairperson of the Board
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 this 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 Board of Directors

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 Article 1, Section 1.2; all of Article 6; Article 11, Section 11.4, 11.7, 11.8 and 11.9, 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

Estes Park Western Heritage, Inc's (EPWH) reputation for fairness and excellence depends on the collective commitment of the Directors, Officers, General Committee 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 General Committee 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, behavior and bullying.

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

2.7. Members must thoroughly consider the needs of EPWH before taking any action on behalf of EPWH.

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 Board of Directors.

2.10. All statements to the media are to be approved by the Chairperson, Vice-Chairperson or appointee of the EPWH Board of Directors.

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 Chairperson and the Board of Directors.

3.2. The Board of Directors 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 Board of Directors will be directed immediately and directly to the Chairperson of the Board.

4. Policy Review

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

5. Proper Attire

5.1. Proper Attire when representing the Rooftop Rodeo: In accordance with the PRCA Dress Code, when representing the Rooftop Rodeo at the invitation of other rodeo Committees, each participating member will wear a CINCH Committee shirt of the same color. This includes but is not limited to, the Mountain States Circuit Finals, the Annual ARC Conference and all PRCA Convention activities. The only exception will be the night of the PRCA Awards Ceremony, in which ladies may dress in appropriate western attire and gents will wear CINCH Committee

supplied shirts and ties. Male Board Directors are expected to wear a black blazer or sport coat and a cowboy hat.

Appendix C:

MEETING AGENDAS

Board Agendas must include:

- General Committee Member comment
- Approval of agenda
- Approval of any unapproved minutes
- Chairperson report
- Treasurer report
- Board Director oversight reports
- Future agenda items
- Outstanding business
- Other

General Committee Agendas, at a minimum, must include:

- Opening Prayer
- Pledge of Allegiance
- Royalty report
- Chairperson report
- Treasurer report
- Committee Chair reports
- Recognition of guests
- Recognition of new members
- New business
- Questions
- Future meeting schedule/location
- Meeting social location/time