

BYLAWS OF THE FLATIRONS CLIMBING COUNCIL, a Non-Profit Corporation

ARTICLE 1

Name and Principal Place of Business

Section 1.1 Name

The name of the corporation shall be the “Flatirons Climbing Council, a Non-Profit Corporation” (hereinafter referred to as the “Corporation”).

Section 1.2 Mission

To preserve and expand climbing access on City of Boulder Department of Open Space and Mountain Parks (OSMP) lands, to help maintain climbing resources and conserve the natural environment, and to work in tandem with OSMP and other interested parties on climbing-related issues.

Section 1.3 Not for Profit

The Corporation is organized under and shall operate as a Colorado not for profit corporation, and shall have such powers as are now or may be hereafter be granted by the Colorado Revised Nonprofit Corporation Act as may be amended from the time to time (the “Act”).

Section 1.3 Registered Agent and Registered Office of Business

The registered agent and registered office of the Corporation is: Mark Oveson

The address of the registered agent and office of the Corporation may be changed by the Board of Directors.

ARTICLE 2

Members

Section 2.1 Non Members

The Corporation shall have no members.

ARTICLE 3

Board of Directors

Section 3.1 General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 3.2 Number, Tenure and Qualifications

The number of Directors of the Corporation shall be no less than 3 and no greater than 14. The number of Directors may be modified from time to time by a majority of the Board. Directors

shall hold office for four years or until his/her successor has been elected and or qualified. Directors may serve multiple terms with approval by a majority of the Board.

Section 3.3 Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held without other notice than this bylaw at a place and a time designated by the Board of Directors. Any meeting, regular, annual, or special, or the participation in a meeting by any Director, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with one another.

Section 3.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or a quorum of the Directors. The person or person authorized to call special meetings of the board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. Special meetings may be held by conference call or similar equipment. Written or electronic notice of special meetings shall be given to each Director pursuant to Section 3.5 below.

Section 3.5 Notice to Directors

Regular meetings of the Board may be held without notice. Special meetings of the board may be held upon four days' notice. Notice of special meetings or any other notice to Directors shall be delivered by express or expedited mail or by substituted notice delivered by telephone, voicemail, facsimile, electronic mail, or similar means; provided that the Director has designated to the Corporation an acceptable means of substituted notice.

Section 3.6 Quorum and Voting

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors and the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or in these 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 is present.

Section 3.7 Participation

Directors agree to participate in meetings, projects and other initiatives to ensure fulfillment of the Corporation's mission.

Section 3.8 Vacancies

Any Director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the board of Directors. A Director elected to fill vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of the directors shall be filled by the affirmative vote of a majority of the directors then in office. A director chosen to

fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting, and thereafter until his successor shall have been elected an qualified, or until the director's earlier, death, resignation or removal.

Section 3.9 Removal of Directors

Directors may be removed at any meeting by a vote of two-thirds by a vote of two-thirds of the Directors entitled to vote at the meeting, or by a unanimous written consent (excluding the Director who is proposed to be removed) pursuant to Section 3.12 below.

Section 3.10 Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after h adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.11 Committees

The Board of Directors, by resolution adopted by a majority of the number of Directors elected and qualified at the time of the resolution, may designated at least one Director to constitute one or more committees, which shall have and may exercise such authority as may be set forth in said resolution. No committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws, electing, appointing or removing any member of any such committee or any Officer or Director of the Corporation; amending the article of incorporation; restating the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors. No such delegation of authority shall operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

3.12 Action by Directors without a Meeting

Any action required to be taken or which may be taken at a meeting of the Directors may be taken without a meeting upon circulation of a written ballot and consent by all of the Directors 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 Directors.

3.13 Conflict of Interest

A Director shall be considered to have a conflict of interest if such Director has existing or potential financial or other interests which impairs or might reasonably appear to impair such Director's independent, unbiased judgment in the discharge of responsibilities, or such Director is aware that a member of t0he Director's family or any organization in which such Director or family member is an officer, director, employee, member, partner, or shareholder has an existing or potential financial interest. A family member is here defined as a spouse, parent, sibling, or any other relative residing in the same household as the Director. All Directors shall disclose to

the President or Secretary any possible conflict of interest at the earliest practical time. Furthermore, a Director shall excuse himself from discussions of, and abstain from voting on, such matters of consideration by the Board or its committees where such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and the Director having a conflict or potential conflict abstained from the voting. Any Director that is uncertain whether a conflict of interest may exist may request the Board or a committee appointed by the Board, as determined by a resolution, to resolve the question by majority vote.

ARTICLE 4

Section 4.1 Designation

The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers or other officers. Any number of offices may be held by the same person. The President, Secretary and Treasurer must, as prerequisite to their election as Officers, be members of the Board of Directors.

Section 4.2 Term of Office

Each Officer shall hold office for four years or until s/he resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever comes first. Officers may be reelected for an additional four year term one time only.

Section 4.3 Elections

Officers shall be elected by the Board of Directors. The election of officers shall take place at any meeting or by email or regular mail. Election of officers shall be by ballot and an affirmative majority and an affirmative majority of the votes cast shall elect. Should a tied vote be cast, the President, shall cast the deciding vote. If none, additional ballots shall be cast until such Officer is elected by an affirmative majority of the votes cast. Officers shall, upon election, enter immediately into the performance of their elected duties and shall continue in office until their successors shall be duly elected and qualified, unless they resign, are removed, or otherwise unable to fulfill the term. It is the responsibility of the Secretary to manage elections.

Section 4.4 Vacancies

Any Officer may resign at any time by giving notice to the Board of Directors. An Officer's resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective. 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 term.

Section 4.5 Removal

Any Officer or agent elected or appointed by the Board of Directors may be removed by a vote of two-thirds of the Board of Directors entitled to vote a meeting whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.6 President

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the affairs of the Corporation. Unless otherwise directed by the President, the President, when present shall preside at meetings of the Board of Directors. S/He may sign, with the Secretary or other proper officer of the Corporation authorized by the board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors may authorize to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from the time to time.

Section 4.6 Vice President

In the absence of the President or in the event of his or her death, or inability or refusal to act, the Vice President, if any (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of directors, in the absence of any designation, then in the order of their election), shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to the restrictions upon the President.

Section 4.7 Secretary

The Secretary shall: (a) keep the minutes of the Board of Directors' meeting in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, as required by law, (c) be custodians of the Corporation's records and of the seal of the Corporation; and (d) in general perform all duties incident to the office of Secretary and such other 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 President or by the Board of Directors.

Section 4.8 Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (b) in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board of Directors

4.9 Other Officers

The Board of Directors may, from time to time, appoint other officers with such titles as may be approved by the Board of Directors and with such authorities and powers as may be granted to effectually carry on the business of the Corporation.

ARTICLE 5

Contracts, Loans, Checks and Deposits

Section 5.1 Contracts

The Board of Directors may 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 5.2 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 the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such designated Officer or Officers, agent or agents of the Corporation and in such manner 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 the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5.5 Designated Contributions.

The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Articles of Incorporation. As so limited, 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 the control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any 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 to carry out the Corporation's tax-exempt purpose.

Section 5.6 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 it is repaid.

ARTICLE 6

Year

The Corporation shall operate either upon a fiscal-year basis or calendar-year basis as may be selected by its Board of Directors.

ARTICLE 7

Dividends

No dividend shall be paid and no part of the income or profits of the Corporation shall be distributed to its Directors or Officers.

ARTICLE 8

Waiver of Notice

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Article of Incorporation or under the provisions of the laws of the State of Colorado, waiver thereof in writing, signed by the person or persons entitle to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 9

Indemnification

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation to the full extent permitted by the Act from and against any and all claims and liabilities to which such person shall become subject by reason of his having been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses incurred in connection there with, arising out of his negligence or misconduct. The rights accruing to any person under this Article IX shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in a proper case even though not specifically herein provided for. The Corporation shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the Corporation.

ARTICLE 10

Miscellaneous

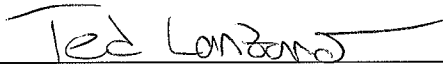
Section 10.1 Amendments

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors by a two-thirds majority of the Directors entitled to vote at the meeting, provide that in the case of a special meeting, 10 days' prior written notice is given of intention to alter, amend or repeal these Bylaws or adopt new bylaws at such meeting.

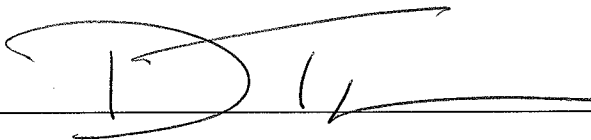
Section 10.2 Severability

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

Adopted this 3rd day of November, 2014



Ted Lanzano, FCC President



David Turner, FCC Vice President



Joseffa Meir, FCC Secretary