

BYLAWS
of
COLORADO BIG COUNTRY Resource Conservation & Development
a Colorado Nonprofit Corporation

In accordance with a resolution duly adopted by the Board of Directors of Colorado Big Country Resource Conservation & Development, Inc. (CBC RC&D) at a regularly held meeting, the following were adopted bylaws of CBC RC&D.

1. NAME

The name of the organization shall be Colorado Big Country Resource Conservation and Development, Inc. hereafter referred to as CBC RC&D.

2. PURPOSE

The specific and primary purposes for which CBC RC&D is organized are as follows:

- 1) Land conservation to control erosion and sedimentation;
- 2) Water management to provide for the conservation, use, and quality of water, including irrigation and rural water supplies; the mitigation of floods and high water tables; the repair and improvement of reservoirs; and the improvement of agricultural water management;
- 3) Community development to improve the development of resources based industries; the protection of rural industries from natural resource hazards; the development of adequate rural water and waste disposal systems; the improvement of recreational facilities; the improvement in the quality of rural housing; the provision of adequate health and education facilities; the satisfaction of essential transportation and communication needs; and the promotion of food security, economic development, and education;
- 4) Land management to provide energy conservation, including the production of energy crops; the protection of agricultural land, as appropriate, from conversion to other uses; farmland protection; and the protection of fish and wildlife habitats; and
- 5) For related charitable, scientific and educational purposes, but no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

3. LOCATION

The principal office of the organization, at which general business of the corporation will be transacted, and where the records of the corporation will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors. The initial principal office will be located in the USDA Service Center, Glenwood Springs Field Office. CBC RC&D may also have one or more offices at such

other place or places within the State of Colorado as the Board of Directors may determine or as the business of the corporation may require.

4. MEMBERS

SECTION 4.A. Eligibility Membership in CBC RC&D shall be open to any individual, non-profit organization, business, local governmental entity, or other organization that wishes to support the goals of CBC RC&D.

SECTION 4.B. Dues Each member shall pay dues to CBC RC&D, as determined by the Board of Directors.. Dues are expected to be paid at or by the annual meeting but may be paid at quarterly meetings also. If a member is not current in dues at the annual meeting that member will not carry voting rights until their dues have been paid.

SECTION 4.C. Admission An organization, local governmental entity, business, or individual shall become a member of CBC RC&D if it:

- (1.) meets the eligibility criteria as identified in Bylaw 4, Section 4A;
- (2.) upholds the purposes of CBC RC&D and membership is supported by work of the member; and
- (3.) applies voluntarily or is invited by CBC RC&D and pays its dues.

SECTION 4.D. Autonomy of Members CBC RC&D and its members shall observe and respect the autonomy of each member of the organization.

5. DELEGATES

SECTION 5.A. Each member as identified in Bylaw 4 shall appoint one delegate who will be the point of contact for committee and project work.

SECTION 5.B. Members can also appoint an alternate to this person who will attend meetings in the representative's absence.

SECTION 5.C. Delegates should be appointed annually based on interest and attendance.

SECTION 5.D. No delegate shall represent more than one member.

6. MEETINGS OF THE MEMBERS

SECTION 6.A. Annual Meeting An annual meeting of the members will be held at a time and place each year as determined by the Board of Directors. At least twenty (20) days notice of the annual meeting shall be given to the members.

SECTION 6.B. Order of Business At this annual meeting,

- 1) elections for Board of Directors will be held;
- 2) a work program and budget describing the activities of CBC RC&D for the following year shall be presented and discussed; and

3) an activities and financial report for the past year shall be presented to the membership.

SECTION 6.C. Special Meetings Special meetings of the members may be called by the Board of Directors or upon written request/petition of at least one-third of the members who shall have stated in writing to the Board of Directors the purpose of such a meeting. At least ten (10) days notice of any special meeting shall be given to the members.

SECTION 6.D. Voting At all meetings of the members, voting shall be by delegates, with each delegate having one vote. Proxy votes will not be allowed unless announced in the meetings advanced notice.

SECTION 6.E. Quorum At meetings of the membership, the delegates present shall constitute a quorum for the transaction of business. The act of a simple majority when a quorum is present is an act of the membership.

SECTION 6.F. Open to the Public All meetings of the membership are open to the public.

7. BOARD OF DIRECTORS

SECTION 7.A. Management of CBC RC&D The management of CBC RC&D shall be vested in a Board of Directors consisting of not less than five (5) nor more than eight (8) individual directors, who shall be delegates as defined in Part 5. All powers not delegated by the Board of Directors are reserved to the Board.

SECTION 7.B. Election of Directors Each director shall be nominated by either current directors, a nominating committee as appointed by the Board of Directors, or voting members at an official meeting of the membership. Election of new directors or re-election of current directors will occur at CBC RC&D's annual meeting. Directors will be elected by plurality vote of delegates present (that is, those candidates receiving the most votes shall be elected to fill any vacancies on the Board). Every effort shall be made to include individuals on the Board of Directors who represent diverse geographic regions within the 10 county CBC RC&D Area, and who represent the many organizations interested in CBC RC&D's goals.

SECTION 7.C. Term of Office The term of each director will be three years. A director may be re-elected. Approximately one-third of the members of the Board of Directors shall be elected each year.

SECTION 7.D. Unexpired Term When a director dies, resigns, or is removed, the Board may elect a director to fill that position for the duration of the unexpired term.

SECTION 7.E. Removal of Director Any director may be removed from the Board of Directors by an affirmative vote of at least two-thirds (2/3) of the directors present at an official meeting of the Board. Notice of the proposed removal will be given to directors

at least ten (10) days before the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

SECTION 7.F. Absence Considered a Resignation Two unexcused absences from quarterly meetings of the Board of Directors within a year (any consecutive 365 day period) will be considered a resignation constituting a vacancy to be filled by the Board.

SECTION 7.G. Compensation and Expenses No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By determination of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board and for special services rendered by any director.

SECTION 7.H. Vacancies The Board may elect one or more persons to serve as directors until the next annual meeting to fill a position on the Board when the number of directors is less than the total allowed by these bylaws.

8. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 8.A. Board Meetings An annual meeting and regularly scheduled meetings of the Board of Directors will be held at times and places to be designated by the Board.

SECTION 8.B. Annual Meeting The annual meeting of the Board of Directors will be on the same day as the annual meeting of the membership. At the annual meeting, the Board of Directors will approve the Annual Plan of Work and the budget.

SECTION 8.C. Special Board Meetings Special meetings of the Board of Directors may be called by the president, by a majority of the Board, or by a request of a majority of the members.

SECTION 8.D. Notice Notice of regular, special and annual board meetings will be mailed at least twenty (20) days prior to the day such a meeting is to be held. Notice of Board meetings need not be served upon the membership.

SECTION 8.E. Open to Public Regular, special, and annual meetings of the Board of Directors shall be open to the public except when personnel and contract issues are being discussed at which time the board may go into executive session which will be closed to the public.

SECTION 8.F. Quorum The presence of one-third (1/3) of the Board of Directors with the president, vice president, secretary, or treasurer present, shall constitute a quorum for transacting business.

SECTION 8.G. Telephonic Meetings The Board of Directors may permit any director to participate in a regular or special meeting by, or conduct the 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 8.H. Voting At all meetings of the Board of Directors, each director present is entitled to cast one vote on any motion. A simple majority of votes is necessary when a quorum is present to carry out actions of the Board of Directors. The president only votes in the event of a tie.

SECTION 8.I. Rules of Order Discussions and idea generating parts of any CBC RC&D meeting will be governed by the different methods for encouraging discussion such as consensus, nominal group technique, brainstorming, etc. Once a motion is made the presiding official will ask for discussion, if no discussion is provided, the discussion is finished, the official asks for a second. If none is heard the motion is dropped. If a second is made, the official asks for a vote; majority rules.

SECTION 8.J. Presumption of Assent A director 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 having abstained from the vote, 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 immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

9. OFFICERS OF THE BOARD OF DIRECTORS

SECTION 9.A. General At the annual Board of Directors meeting, the directors shall elect members to serve as president, vice-president, secretary and treasurer. No person may hold more than one office except that one person may hold the offices of secretary and treasurer. In all cases where the duties of an officer are not defined by the Bylaws or by the Board of Directors, such officer shall follow the instructions of the president.

SECTION 9.B. Term of Office Officers shall hold office for two years or until his or her death, resignation or removal.

SECTION 9.C. Vacancy A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

SECTION 9.D. Removal Any officer may be removed by the majority vote of directors at a regular or special meeting.

SECTION 9.E. Duties

1. President – The president shall: a) have general and active management and control of the business of the Corporation and general supervision of its officers, agents, and employees; b) shall preside at all meetings of the Board of Directors; c) shall see that all orders and resolutions of the Board of Directors are carried into effect; d) shall have authority to execute on behalf of

the Corporation any deed, contract, bond, debenture, note or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation; e) shall have the ability to sign checks or otherwise make disbursements from Corporate depositories; and f) shall have other powers and duties as may be conferred by the Board of Directors which may include but is not limited to calling special meetings and creating and discharging special committees

2. Vice-president – The vice-president shall: a) preside in the absence of the president, and when so acting, shall have all the powers of and be subject to all restrictions of the president; and b) shall perform other duties that the Board of Directors or the president may delegate to them from time to time. The vice-president shall automatically become president when a vacancy occurs in the office of president.
3. Secretary – The secretary shall: a) make or cause to be made notification of and keep or cause to be kept minutes of all meetings of the members and the Board of Directors; b) shall be the custodian of the Corporate records and fulfill responsibilities to the Colorado Secretary of State concerning corporation and non-profit matters; c) shall have authority to execute on behalf of CBC RC&D any deed, contract, bond, debenture, note or other instrument requiring the signature of an officer of CBC RC&D and d) shall perform other duties that may from time to time be assigned by the Board of Directors or president.
4. Treasurer – The treasurer shall: a) have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in the financial institution/s and account/s as designated by the Board; b) shall have the ability to sign checks or otherwise make disbursements from Corporate depositories; c) shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and whenever required by the Board, shall render or cause to be rendered financial statements of the Corporation; and d) shall fulfill responsibilities to the IRS concerning corporation and non-profit matters.

10. STAFF

SECTION 10.A. Employment The Board of Directors may hire staff as it deems necessary. The staff will not be on the Board of Directors.

SECTION 10.B. Duties It shall be the duty of the staff to carry out the policies and programs of the CBC RC&D as may be directed by the Board of Directors.

11. COMMITTEES

SECTION 11.A. Executive Committee The Executive Committee will consist of the officers of the corporation, as described in Bylaw 9. The president will lead the Executive Committee. This committee will have full authority to act for the Board in affairs of the corporation during the times between meetings of the Board. The presence of a simple majority of Executive Committee members shall be required to authorize action. However, the president, vice president, secretary or treasurer may initiate action not presented to the Executive Committee if it is based in previous decisions and/or budget determinations of the Board. Actions of the Executive Committee or its members must be reported to the full Board if Directors at the next regular or special meeting.

SECTION 11.B. Nominating Committee The president may appoint a Nominating Committee at least thirty (30) days prior to the annual meeting of the members for the purpose of identifying candidates to run for election of the Board of Directors. Nominations for Board of Directors may also come from the floor on the day of election as per Bylaw 7 Section B.

SECTION 11.C. Other Committees The Board of Directors may authorize the establishment of other committees, advisory boards, or task forces from time to time and assign duties to them. The president, with Committee Chairs, shall appoint members to these committees.

12. GENERAL PROVISIONS

SECTION 12.A. Indemnification of Officers and Directors A director or officer is not liable as such to CBC RC&D or its members 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 good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of CBC RC&D. They shall have the right at all times and in all manners, to act upon any information or evidence deemed by them reliable without incurring any liability or responsibility of any kind.

To the fullest extent permitted by the laws of the State of Colorado and the Articles of Incorporation, CBC RC&D has the power to indemnify current or former directors, officers, employees and agents. CBC RC&D will obtain and maintain in force appropriate levels of insurance for directors' and officers' liability, as determined by the Board.

SECTION 12.B. Deposits and Withdrawals of Funds All funds of CBC RC&D not otherwise employed shall be deposited in such banks, trust companies, or other reliable

depositories as the Board of Directors may direct. Any withdrawals of funds must follow policies and procedures as set by the Board of Directors.

SECTION 12.C. Authorization The Board of Directors may authorize any officer or officers, agent or agents, of CBC RC&D, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

SECTION 12.D. Fiscal Year The fiscal year of CBC RC&D will be January 1 through December 31.

SECTION 12.E. Contracts with Officers and Directors No officer or director of CBC RC&D shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor any contract for furnishing services or supplies to it, unless such contract is authorized by a simple majority of the Board of Directors at a meeting at which the interested person/s must abstain for such authorization, and the fact and nature of such interest is fully disclosed or known to the directors present at the meeting at which the contract is to be authorized.

13. NONDISCRIMINATION POLICY

CBC RC&D is committed to a policy of fair representation and will not discriminate on the basis of race, color, religion, sex, national origin, disability, age, political beliefs, marital or family status, sexual orientation, or geography.

14. AMENDMENTS

SECTION 14.A. By Directors The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a simple majority of the Board provided that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting.

SECTION 14.B. By Members The Bylaws may be altered, amended, or repealed at any meeting of members of the CBC RC&D by a simple majority vote of a quorum of delegates present provided that at least ten days written notice is given to the intention to alter, amend, repeal or adopt new Bylaws at such meeting.

15. DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a charitable organization agreed upon by the sponsors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION

The undersigned hereby certify that they are duly elected, qualified, and acting officers of the aforesaid corporation and that these Bylaws constitute a true and complete copy of the Bylaws adopted at a regularly scheduled meeting of CBC RC&D on July 9, 2008. These by-laws will replace those adopted on October 5, 2005 prior revised on, January 8, 2003, January 12, 1994, and September 27, 1973.

ATTESTED:

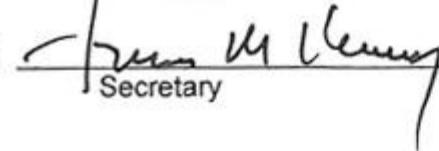


President




Date

ATTESTED:



Secretary



Date