

**BYLAWS
OF
MILE HIGH WILDLIFE PHOTO CLUB
A Colorado Nonprofit Corporation**

(As amended October 12, 2022)

**ARTICLE I
OFFICES AND PURPOSES**

Section 1.1 The initial principal office of Mile High Wildlife Photo Club (the "**Club**") is as set forth in the articles of incorporation of the Club (the "**Articles**"). The Club may have such other offices, either within or outside Colorado, as the board of directors of the Club (the "**Board**") may designate or as the affairs of the Club may require from time to time. The registered office of the Club required by the Colorado Revised Nonprofit Corporation Act ("**CRNCA**") to be maintained in Colorado may be, but need not be, the same as the principal office (if located in Colorado), and the address of the registered office may be changed from time to time by the Board or by the officers of the Club.

Section 1.2 The purpose or purposes for which the Club is organized are for any lawful purpose including:

- a) To develop and foster an interest in photography of the natural world;
- b) To strive for excellence in the utilization of photography to record the natural world;
- c) To teach methods of capturing and processing images of nature;
- d) To hold regular meetings devoted to the subject of nature photography, thereby encouraging the development of mutual photographic interests among Club Members;
- e) To encourage and organize trips for Club Members to photograph nature;
- f) This association is not for political purposes.

**ARTICLE II
MEMBERSHIP**

Section 2.1 The Board may establish criteria for membership and membership dues. A member shall be any person who has paid the annual dues and shares in the purposes of the Club. The Board retains discretion over any new member application. A member shall be entitled to participate in all the Club meetings, activities, and functions.

Section 2.2 Guests are welcome at normal monthly meetings. However, a guest is not entitled to participate in any other Club privileges such as holding office, voting, attending special group and class meetings, and entering into competitions.

Section 2.3 Actions requiring a vote of the Members. Each member who is in good standing regarding payment of their dues shall be entitled to one vote on any matter on which the members are asked to vote. The following corporate actions may not be taken without the approval of the members:

- (a) Election of Directors requires a plurality of the votes cast by members at a meeting;
- (b) Election of Officers requires a plurality of the votes cast by members at a meeting;
- (c) A majority of the votes cast by members at a meeting shall be required to approve a plan of merger, authorize a dissolution of the Club, or dispose of all or substantially all of the assets of the Club;
- (d) Other matters that members may vote on shall be approved by a majority of members attending the meeting.

Section 2.4 Action without a meeting. Action required by a meeting of members may be taken without a meeting by written consent setting forth the action to be taken signed by a majority of the members then current in their payment of dues.

Section 2.5 Proxy voting. For all meetings or written consents of members, proxies may be used to assign one member's voting rights to another member, so long as the member who will vote the proxy is named in the proxy. The Club requires no specific form of proxy, and an email or written note to any member authorizing them to vote on the other member's behalf will suffice. Board members may not assign their vote by proxy at a Board meeting.

Section 2.6 Notice of meetings of Members. Notice of meetings requiring a vote of the members shall be given by electronic means to all members who have provided a means of electronic communication at least ten (10) days prior to the meeting by the Secretary of the Club.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1 The business and affairs of the Club shall be managed by its Board, except as otherwise provided in the CRNCA, the Articles or these Bylaws.

Section 3.2 The Board of Directors shall initially consist of five members elected by the Club members or by the incorporator, plus those serving as the Club's President and Vice President who shall be ex-officio members of the Board. The Board of Directors may change the size of the Board by resolution at any time, provided that a reduction in the size of the board shall not shorten the term of any director then in office. The Board shall have a minimum of three members but no more than seven members. Board members shall serve on the Board until the Board member is not reelected by the members, chooses to resign, or a vote of the membership removes a Board member from the Board for any reason or no reason.

Section 3.3 The Board of Directors shall nominate the Officers of the Club for approval by a vote of the Club members.

Section 3.4 The Board of Directors shall set forth the duties of the Officers in Attachment A of these Bylaws.

Section 3.5 The Board of Directors will meet as often as necessary, but at least twice a year. Any Board member may call a meeting of the Board by 72 hours prior notice by electronic means sent to all directors. The time and place of a meeting of the Board shall be stated in the notice provided to the directors by the director calling the meeting. Meetings of the Board may be conducted in person or by any means of remote communication by which all directors can hear each other. The Board may act by written consent without a meeting if all members of the Board or committee of the Board consent in writing to such action by written resolution authorizing such action.

Section 3.6 A quorum for the conduct of business at any Board meeting shall be a majority of the directors then in office.

Section 3.7 Meetings of the Board will be open to the membership, though the Board may conduct its business in confidential sessions where it deems this is prudent and appropriate.

Section 3.8 A vacancy on the Board may be filled by a vote of the directors remaining in office, filling that vacancy in the interim until the next election.

Section 3.9 Board members must maintain membership in the Club.

ARTICLE IV **OFFICERS AND AGENTS**

Section 4.1 Officers shall be President, Vice President(s), Treasurer, Secretary, and the two most recent past Presidents. The President may appoint agents of the Club or staff positions to serve in special capacities as needed.

Section 4.2 All officers shall be nominated by the Board of Directors for approval by a vote of the members.

Section 4.3 Officers, agents, and staff shall not receive compensation for their services to the Club, but they may be reimbursed for reasonable expenses incurred by them in the course of performing their duties, subject to approval in advance, either by the Board or by the President and Secretary and Treasurer, and upon presentment of appropriate vouchers or receipts.

Section 4.4 The President and Vice President shall be elected for a one-year term and shall be eligible to succeed themselves for another one-year term, if elected by the membership. All other officers may serve without regards to any term limit.

Section 4.5 If the President must be absent, the next Officer will fill in during the meeting or function.

Section 4.6 An Officer serves at the discretion of the Board of Directors and may be removed from office at any time for any reason without a vote of the members.

Section 4.7 The officers of the Club shall have the authority and shall exercise the powers and perform the duties specified in Attachment A of these Bylaws and as may be additionally specified by the President, the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

ARTICLE V **COMMITTEES**

Section 5.1 The Board may establish committees of directors for any appropriate purpose and the President may appoint standing or special committees for efficient operation of the Club.

ARTICLE VI **FINANCES**

Section 6.1 A Financial Record of the Club shall be reviewed on a semi-annual basis. Each financial record for review shall include starting balance, expenses and ending balance. Prior to the start of each year the Board of Directors shall set annual dues.

Section 6.2 Dues shall be paid to the Treasurer by the March meeting each year. New members joining after August 1st of each year shall pay one half the annual dues.

Section 6.3 Financial affairs of the Club shall be administered by the Treasurer, who shall disburse funds as limited below and described in Attachment A, Treasurer's duties.

Section 6.4 Disbursement of Club funds shall require the signature of the Treasurer, President, or a Board member designated by the Board of Directors, and the Club's banking account(s) shall have signatures of at least two officers or Board members on file.

Section 6.5 In the event of dissolution of the Club, all funds held by the Club shall be distributed among the Club members in proportion to the dues that they have paid. Club equipment shall be sold, and the proceeds distributed among the Club members as above.

ARTICLE VII **MEETINGS OF MEMBERS**

Section 7.1 The Club shall have an annual meeting of members to select the five elected Board members, and to conduct such other business as may come before the meeting, at such time and place as designated by the President. Special meetings of the members may be held

at the discretion of the Board of Directors. In addition, the Club may have regular monthly meetings of the members.

Section 7.2 A quorum for business meetings where votes are taken shall consist of 33.33% of the Club membership in good standing regarding payment of their dues.

Section 7.3 Each monthly meeting shall have a designated evaluator, reviewer, or commentator to evaluate photographic work of Club members based upon the evaluator's knowledge of photography and nature. The purpose is to encourage Club members of all abilities to bring images for evaluation.

ARTICLE VIII **AMENDMENTS**

Amendments to these Bylaws may be adopted by the Board of Directors.

ARTICLE IX **PUBLICATIONS**

The Club shall maintain a website and may publish a monthly newsletter.

ARTICLE X **INDEMNIFICATION**

Section 10.1 The Club shall indemnify, to the fullest extent permitted by the laws of the State of Colorado (including without limitation in circumstances in which, in the absence of this Article X, indemnification would be discretionary under the laws of the State of Colorado, or limited or subject to particular standards of conduct under such laws except as stated below), each of its directors, officers, and other representatives of the Club including employees, fiduciaries, volunteers and agents, whether compensated or not, against all expenses, liabilities and losses (including reasonable attorneys' fees) incurred in, relating to or as a result of any action, suit or proceeding (collectively referred to herein as a "proceeding") to which such person may be involved or made a party by reason of serving or having served as a director, officer, employee, fiduciary or agent, whether compensated or volunteer, of the Club; provided that such indemnification will not be available if the person's conduct was not in good faith or otherwise not in compliance with the conduct standards of C. R. S 7-129-102. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect any right or protection of a director, officer, employee, fiduciary or agent of the Club under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

Section 10.2 The Club shall also be entitled to obtain insurance against liability for the actions and omissions of the officers and directors and other representatives of the Club.

ARTICLE XI
MISCELLANEOUS

Section 11.1 The fiscal year of the Club shall commence on January 1st and end on December 31st of every year.

Section 11.2 Conflicts of Interest. If any person who is a director or officer of the Club is aware that the Club is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Club of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Club, and (c) not be entitled to participate in the decision of the Club to enter into such transaction.

Section 11.3 No loans of money shall be made by the Club to any of its directors or officers or members. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until it is repaid.

Section 11.4 No part of the revenues or earnings of the Club shall inure to the personal benefit of any member, officer, or director of the Club.

Section 11.5 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.

The undersigned hereby certify that the foregoing amended Bylaws of Mile High Wildlife Photo Club were adopted on October 12, 2022.

s/ Werner Baumgartner
Werner Baumgartner

s/ Rita Summers
Rita Summers

s/ Russell Burden
Russell Burden

s/ Thomas Loucks
Thomas Loucks, ex officio

s/ Robert Cross
Robert Cross

s/ Jim Picardi
Jim Picardi, ex officio

s/ Christopher Loffredo
Christopher Loffredo

ATTACHMENT A DUTIES OF OFFICERS

PRESIDENT

The President shall be an ex officio member of the Board and shall call for and preside over all Board and Member meetings for conducting Club business. The President shall implement the policies set by the Board and conduct and oversee the Club's operations and shall perform such other duties as the Board may direct. The President may negotiate, enter into, and execute contracts and agreements on behalf of the Club as necessary and as approved by the Board. The President has the right of appointment and shall appoint such new standing or ad hoc committees, or staff positions as he/she may deem necessary and appropriate.

VICE PRESIDENT

The Vice President shall be an ex officio member of the Board and shall assume the duties and powers of the President in the event of a vacancy in the office of the President. The Vice President shall assume the duties of the Program or Competition Coordinator if these coordinators are unable to attend meetings.

SECRETARY

The Secretary shall keep records of the proceedings of the Board, proceedings of business meetings of members where items are discussed and voted upon and maintain the corporate records of the Club. The Secretary shall send all notices of meetings, so they are duly given in accordance with the provisions of these Bylaws or as required by law. In general, the Secretary performs all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board. If no Secretary is in office the duties of secretary shall be handled by the President or such other officers as the President shall designate and such other officers shall be deemed an Assistant Secretary.

TREASURER

The Treasurer, under the direction of the Board, shall manage the financial affairs of the Club including receipt of dues and shall maintain Club funds in an FDIC-insured bank account. The Treasurer is responsible for the Club's monies, including managing the Club checking account, depositing, and writing checks, balancing the checking account, and paying for and reimbursing approved expenses. The Treasurer shall maintain financial records of the Club, which shall be made available for any Member's examination upon reasonable request. The Treasurer is responsible for disbursing funds on the Club's behalf subject to the following restrictions: (a) Funds up \$50 may be dispersed to cover normal Club expenses; (b) Funds in excess of \$50 and up to the greater of 10% of the Club's bank balance or \$300 may be dispersed only after approval of the majority of the Corporation's Officers and Board of Directors; and (c) Funds in excess of the greater of 10% of the Club's bank balance or \$300 may be dispersed only after approval of the majority of Club Members present at any monthly meeting. The Treasurer shall maintain a list of paid-up Club Members and provide information concerning membership status to the Board and the Officers and as they may direct.

VICE PRESIDENT OF TECHNOLOGY

The V.P. of Technology advises the Club on technology purchases (e.g., projectors, computers, or other required systems), maintains a general knowledge of all software involved in club activities (including projection programs for presentations and competitions), and maintains the relationship with the Club's outside webhost and sees to developing a website that promotes the Club and facilitates its operation. The website should: 1) contain information about upcoming meetings, 2) showcase competition images, 3) maintain the membership list and provide a Directory for the Club Members, 4) provide a Blog where Club Members can share information and have an online discussion, and 5) provide a mass communication system via email.

PAST PRESIDENTS

There shall be two officers denoted as Past Presidents. If willing to continue to serve, both the Immediate Past President and the Preceding Past President shall continue as officers of the Club and shall advise the President and Vice President on the normal conduct of Club affairs as they may be so requested. They shall not have the duties or obligations of the office of President.