

BYLAWS OF WEST SLOPE WESTIES

ARTICLE I: NAME AND OFFICES

1.1) Name: The name of the Corporation is West Slope Westies (“WSW”), a nonprofit corporation organized in accordance with the laws of the State of Colorado, which shall be qualified for an exemption from Federal Income Tax under the provisions of 26 U.S.C. §501(c)(3) (the “Corporation”).

1.2) Principal Office: The principal office of the Corporation is located in La Plata County, State of Colorado, 1390 CR 250, Durango, CO 81301.

1.3) Change of Address: The designation of the county or state of the Corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by amending these Bylaws.

1.4) Other Offices: The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time designate.

ARTICLE II: NAME, NONPROFIT PURPOSES

2.1) 26 U.S.C. § 501(c)(3) Purposes: The primary purposes for which the Corporation is organized are charitable and educational purposes as specified in §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code for nonprofit organization, including, and without limiting the generality of the foregoing, the following purposes:

To increase social dancing opportunities in the Durango community (and surrounding areas) specifically by offering weekly lessons in West Coast Swing dance, train volunteer instructors for weekly classes, create structured and worthwhile dance curriculum for multi-level classes, promote quality communication with dance community members, raise the level of and expand interest in dance in the region, and continue to look for opportunities to grow with other dance types and communities.

In furtherance and not in limitation of the objects and purposes hereinbefore stated, it is expressly provided that WSW shall have the power and authority to perform all acts, and to exercise all powers that are necessary or proper to accomplish its purposes, and is organized for

the purposes and objects to engage in any lawful act or activity for which nonprofit corporations may be organized under all laws with respect to nonprofit corporations.

ARTICLE III: BOARD OF DIRECTORS

3.1) Number: The number of Directors shall not be less than three (3) or more than six (6). The Board of Directors by resolution shall set the exact number of Directors from time to time within these limits.

3.2) Qualifications: Directors shall be of the age of majority in this state.

3.3) Terms: A Director shall be elected to serve a two-year term, not to exceed three (3) consecutive terms in office, or until their successors shall be elected and duly qualified or until a Director shall die or resign or shall have been removed as provided by the Bylaws of the Corporation. The term of each Director shall be staggered so that each year at least one-third (1/3) of all of the members of the Board of Directors, or at least one Director, is elected. Directors' terms shall begin on the first (1st) day of the fiscal year immediately following the fiscal year during which said Directors were elected and shall expire on the last day of the first (1st) fiscal year following said election.

3.4) Powers: Subject to the provisions of the laws of this state and any limitations or provisions in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the Corporation, the fiscal affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.5) Election: During the last quarter of each fiscal year of the Corporation, WSW members shall elect Directors to replace those whose terms shall expire at the end of the fiscal year. This election may take place during a regular meeting of the members, called in accordance with the provisions of these Bylaws. Members may also submit their votes by electronic or written mail, provided the vote is received prior to the commencement of the regular meeting of the members during which the election is held. New Directors will be elected by a majority of WSW members present at such a meeting. In the event a WSW member is unable to attend the meeting, a vote by proxy is acceptable provided prior written notification of the request to vote by proxy is received prior to the commencement of the regular meeting of the Board of Directors during which the election is held. The name of any member or Director seeking nomination or re-election to the Board of Directors shall be provided in writing to all members of WSW at least one (1) week before the regular meeting of the members during which the election is scheduled to take place.

3.6) Removal: Any Director may be removed from office, with or without cause, or for unexcused absences from three (3) Director's meetings in one fiscal year, upon the vote of a majority of the Directors present at a duly held meeting, provided there is a quorum of Directors, and provided a notice of the meeting at which removal is to be considered states such purpose.

3.7) Resignation: Any Director may resign at any time by giving written notice to the Board. If the resignation is effective at some future date, the Board may fill the pending vacancy before the effective date as long as the successor does not take office until that time.

3.8) Vacancies: A vacancy or vacancies of the Board of Directors occurring for any reason other than an increase in the authorized number of Directors may be filled by a majority of the Directors present at a duly held meeting, provided there is a quorum of Directors. Each Director so elected shall hold office until the next scheduled election or until such Director's successor is elected and qualified during a special election, as defined in these Bylaws.

3.9) Special Elections: In the event of an increase in the number of Directors, the resignation of a Director, or the removal of a Director, as established in these Bylaws, the then-remaining Board of Directors shall nominate and elect a successor Director upon majority vote to fill the vacancy or vacancies of the Board of Directors. This election may take place during a special meeting of the Board of Directors, called in accordance with the provisions of these Bylaws. Directors so elected shall serve a term beginning immediately after the election until the end of the fiscal year in which they are elected.

3.10) Duties: It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws or the Articles of Incorporation, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation, including but not limited to the primary instructors, assistant instructors, and guest instructors;
- c) Supervise all Officers, agents and employees of the Corporation to assure their duties are performed properly;
- d) Meet at such time and places as required by these Bylaws;

- e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed, or sent via board-approved electronic media to them at such addresses shall be valid notices thereof;
- f) Make recommendations for the disbursement from funds as are required to fulfill the purposes of WSW as are fully set forth in its Purposes, aid the President in managing and controlling the activities and affairs of the Corporation, and aid the President in drawing up policies, rules and regulations which are not inconsistent with Federal, State and Local laws and these Bylaws;
- g) Consider reports of all committees of the Corporation as established by the Board of Directors;
- h) Prepare and adopt an annual budget;
- i) Keep a record of all proceedings and acts and a written report of such proceedings;

3.11) Compensation: Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

3.12) Meetings of Directors:

- a) **Annual Meeting**: The annual meeting shall be held at such place, either within or without the State of Colorado, and at such a time and date as the Board of Directors shall determine by resolution and as set forth in the notice of the meeting.
- b) **Regular Meetings**: Regular meetings of the Board of Directors will be held at such times and places as the President of the Board may designate. The Board of Directors shall meet at least two times a year, including the Annual Meeting.
- c) **Special Meetings**: Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Board, or if the President is absent or unable or refuses to act, by any two (2) Directors.
- d) **Notice of Meetings**: Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

1. Regular Meetings: Notice of a regular meeting shall be given at least one week prior by the Secretary of the Corporation to each Director of each regular meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile, electronic mail, or other board-approved electronic media and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notification, the Director to be contacted shall acknowledge personal receipt of the notice by return message or telephone call within twenty-four hours of the first transmission. The minutes of the meeting shall be made available to WSW members upon request within two weeks of the meeting.
 2. Special Meetings: At least one day prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile, electronic mail, or other board-approved electronic media and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notification, the Director to be contacted shall acknowledge personal receipt of the notice by return message or telephone call within twenty-four hours of the first transmission. The minutes of the meeting shall be made available to WSW members upon request within two weeks of the meeting.
 3. Waiver of Notice: Whenever any notice of meeting is required to be given to any Director of the Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- e) Quorum: A simple majority of the number of Directors fixed pursuant to Article III (3.1) of these Bylaws of the Corporation shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation, and these Bylaws.
- f) Participation: Directors may participate in a regular or special meeting through the use of any means of communication provided all Directors participating can

simultaneously hear each other during the meeting. Other modes include, but are not limited to, telephone, video call, or conference call.

- g) Proxy Voting: Directors may not vote or sign Board resolutions or consents by proxy.

3.13) Conflict of Interest: No Director may be a party to a contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any other Corporation, firm, association, or entity in which one or more of the Directors are also directors, members or officers or have a material financial interest in such contract or transaction, unless it is first disclosed to the Board of Directors. The Board must approve such contract or transaction by a vote sufficient for the purpose without counting the votes of such interested Directors. Interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves, or ratifies such a contract or transaction

3.14) Non-Liability of Directors: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

3.15) Indemnification by Corporation of Directors and Officers: The Corporation shall have the power to indemnify any Director or Officer, or former Director or Officer, of the Corporation, to the fullest extent permissible under the laws of this state, against reasonable expenses, costs, and attorney fees actually and reasonably incurred by and in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been a Director or Officer. The indemnification may include any amount paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer shall not be indemnified if the Director or Officer shall be adjudged to be liable on the basis that the Director or Officer has breached or failed to perform the duties of the office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a Director or Officer for reasonable expenses to be incurred in connection with the defense of an action, suit, or proceeding, provided that the Director or Officer must reimburse the Corporation if it is substantially determined that the Director or Officer was not entitled to indemnification.

3.16) Insurance for Corporate Agents: Except as may be otherwise provided under provisions of the law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE IV: OFFICERS

4.1) Officers: The Officers of the Board shall include a President, Vice-President, Secretary, Treasurer, and any other Officers the Board of Directors may designate. The Board of Directors may choose to combine the duties of Secretary and Treasurer into one position of Secretary-Treasurer.

4.2) Election and Terms: The Officers of the Board shall be elected annually by a majority of WSW members and approved by a quorum of the Board at the annual meeting. Each Officer shall hold office for a period of one year, not to exceed six (6) consecutive terms, or until such Officer's successor shall have been duly elected and qualified. The new Officers will assume their duties on the first (1st) day of the new fiscal year.

4.3) Removal of Officers: An Officer may be removed from office by a majority vote of the Board of Directors present at a duly held meeting, provided there is a quorum, whenever in the Directors' judgment the best interests of the Corporation will be served thereby.

4.4) Resignation of Officers: An Officer may resign by giving written notice to the Board. The resignation is effective when given to the Board, unless the notice indicates a later effective date.

4.5) Vacancies: A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Directors present at a duly held meeting, provided there is a quorum.

4.6) Duties of Officers:

- a) President: The President shall perform, or cause to be performed under his/her direction the following functions:
 - i. Preside at all meetings of the Board.
 - ii. Sign contracts on behalf of the Corporation, including any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing or execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation.

- iii. Periodically review financial records and perform such other duties as may be necessary.
 - iv. Direct other Directors or agents of the Board to carry out his/her duties as may be required from time to time.
 - v. Work with various committees as established by the Board.
 - vi. Develop good community relations.
 - vii. Conduct Board meetings according to parliamentary procedure established by the current edition of Robert's Rules of Order, Newly Revised in all cases to which such rules of order are applicable and to the extent they are not inconsistent with these Bylaws or any special rules of order the Board of Directors may adopt.
- b) Vice President: In the absence of the President, the Vice President shall serve in his/her stead. In case of the resignation, removal, permanent incapacity, or death of the President, the Vice President shall serve in his/her stead until the office of President is filled according to these Bylaws. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the Board of Directors.
- c) Secretary: The Secretary shall perform, or cause to be performed under his/her direction the following functions:
- i. Arrange all meetings of the Board and provide notices of meetings as required by these Bylaws.
 - ii. Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended to date.
 - iii. Review and present for approval the minutes of each meeting.
 - iv. Exhibit for inspection upon request the relevant books and records of the Corporation to any Director for any proper purpose at any reasonable time.

- v. In general, perform duties usually incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.
- d) Treasurer: The Treasurer shall perform, or cause to be performed under her or his direction, the following functions:
- i. Give a report at the regular Board meetings pertaining to the financial conditions of bank accounts and any and all funds on deposit with financial institutions.
 - ii. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 - iii. Receive, and, upon request, give receipt for, monies due and payable to the Corporation from any source whatsoever.
 - iv. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - v. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses in accordance with generally accepted accounting principles.
 - vi. Arrange for and see that an annual certified audit of all financial records pertaining to the Corporation is conducted by an independent, reputable auditor, for a reasonable fee, if an audit would be required to maintain the Corporation's nonprofit status. If an audit is required, the Treasurer shall obtain approval for an auditor by a majority vote of the Board of Directors.
 - vii. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.

- viii. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- ix. Prepare, or cause to be prepared, and certify, or cause to be certified, an annual budget and the financial statements to be included in any required reports.
- x. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE V: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

5.1) Execution of Instruments: The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any Officer or agent of the Corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Authorizations need to be recorded in writing prior to its execution.

5.2) Checks and Notes:

- a) Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or, in his/her absence, by another Officer with signature authority. In addition to the Treasurer, the President and Vice President shall have signature authority.
- b) All signatures of the Board and Staff authorized to sign checks on behalf of the Corporation must be on file at the locations where the Corporation has any accounts within fifteen (15) working days after election of Officer(s).
- c) No one shall have authority to pledge the credit of the Corporation, except as specifically authorized by the Board of Directors.

- d) The Board of Directors may call for a periodic audit by a CPA, or as may be required to maintain the Corporation's nonprofit status.

5.3) Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation such banks, trust companies, or other depositories as the Board of Directors may select.

5.4) Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for furtherance of the charitable purposes of this Corporation.

ARTICLE VI: ACCOUNTING YEAR

6.1) Fiscal Year: The fiscal year shall be from January 1 to December 31 each year.

ARTICLE VII: CORPORATE RECORDS, REPORTS AND SEAL

7.1) Maintenance of Corporate Records: The Corporation shall keep the following records at its principal office:

- a) Minutes of all meetings of Directors, committees of the Board and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof dating back at least three years.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its Board members, indicating their names and addresses and positions and terms.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

7.2) Directors' Inspection Rights: In accordance with applicable state laws, every member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be

required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

7.3) Right to Copy and Make Extracts: Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

7.4) Periodic Report: The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State or Federal office or to the members, if any, of the Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE VIII: COMMITTEES

8.1) Standing Committees: The Board may, by resolution adopted by a majority of the Board, designate standing committees of the Board as may be required to assist and advise the Board. These committees shall include one or more Directors and may include individuals who are not members of the Board. The standing committees shall limit their activities to the accomplishment of the tasks for which they are appointed and shall have no power to act except as specifically conferred by action of the Board. Pursuant to C.R.S. 7-128-206, the committees shall have no authority to alter the Bylaws; elect or remove any committee member or Director or Officer of the Corporation; authorize sale, lease or mortgage of substantially all of the property or assets of the Corporation or to adopt a plan for the distribution of the assets of the Corporation; authorize the voluntary dissolution of the Corporation; or amend or repeal any resolution of the Corporation which by its terms cannot be amended or repealed. Upon completion of the task for which it was appointed, a special committee shall dissolve automatically.

8.2) Meetings and Actions of Committees: Meetings and actions of committees shall be governed by notice, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. Conduct of the meetings of the committees as to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE IX: MEMBERSHIP AND STAFF

9.1) Qualification for Membership: Membership shall be open to the general public without regard to protected identifying characteristics. Membership shall be granted to those who are of the age of majority and who support the mission of WSW.

9.2) Voting Rights: Each member in good standing is allocated one vote for any and all elections or other matters requiring a vote of the membership.

9.3) Good Standing: A member is in good standing if he/she is current on dues (paid annually), or has been granted a scholarship or temporary dues waiver by the Treasurer.

9.4) Expulsion: Members may be expelled for the failure to comply with the written rules, regulations, and policies of WSW. If any instructor believes expulsion is appropriate, he/she may provide verbal notice to the member, and shall make a written recommendation for expulsion to the Board of Directors within twenty-four (24) hours. The Board of Directors must hold a meeting and vote for or against expulsion within one (1) week of receipt of the written recommendation. The member in question shall not be considered in good standing during the time between the verbal notice for expulsion from an instructor, and the vote during the meeting of the Board of Directors. If an instructor provides verbal notice, but fails to provide a written recommendation for expulsion to the Board of Directors within twenty-four (24) hours, the member shall be restored to good standing unless otherwise prohibited by these Bylaws.

9.6) Resignation: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

9.7) Instructors as Members: WSW Instructors are considered members with voting rights provided they are also current on annual dues.

9.8) Rights of Members: Regular members are those meeting the qualification and good standing requirements specified above. No more than one membership may be held by any one person. The rights and privileges of all regular members shall be equal. Each member shall be entitled to one (1) vote and all regular members in good standing shall be eligible for election to the Board of Directors.

9.9) Staff Members: Staff members are those agents who have been officially designated as qualified instructors for WSW. They can include primary and assistant instructors who may teach weekly classes, guest instructors who may teach special events classes and intensives. Responsibilities of instructors include the following:

- i. Primary Instructors bear overall responsibility for implementing the educational activities of WSW, with absolute authority over curriculum (to the extent such curriculum is consistent with the policies and recommendations of the Board of Directors), safety guidelines, and codes of conduct and behavior.

- ii. Assistant Instructors are designated by the Primary Instructors and assist in carrying out the educational mission of WSW. Assistant Instructors will help to mentor individual students, conduct introductory classes or courses, and teach other designated classes as requested by the Primary Instructors.

9.10) Membership Dues: Each member required to pay dues shall pay such dues as set by the Board of Directors annually. Such dues shall be collected on an annual basis, or as otherwise provided by the Board of Directors. Dues may be increased or decreased at the discretion of the Board of Directors, provided that all members are given one (1) month notice of any change in dues. The Board of Directors may also set reduced dues rates for families, students, active duty military or law enforcement personnel, or low income individuals or families. In rare circumstances, temporary dues waivers may be issued by the Treasurer if also approved by the President.

9.11) Membership Meetings: The members' annual meeting, which shall include the election of Board members as required by these Bylaws, shall be held no later than the last day in December. Special meetings of the members may be called upon petition of one-quarter of the members with at least one week's prior notice to WSW members. Member meetings shall be conducted according to parliamentary procedure established by the current edition of *Robert's Rules of Order, Newly Revised* in all cases to which such rules of order are applicable and to the extent they are not inconsistent with these Bylaws.

- a) Participation: Members may participate in a regular or special meeting through the use of any means of communication provided other meeting participants can simultaneously hear each other during the meeting. Acceptable modes include, but are not limited to, telephone, video call, or conference call.

ARTICLE X: IRS 501(c)(3) TAX EXEMPTION PROVISIONS

10.1) Limitations on Activities: No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

10.2) Prohibition Against Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors or Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (e.g. for the Chief Instructor and/or Assistant Instructors) and to make payments and distributions in furtherance of the purposes of the Corporation.

10.3) Non-discrimination Policy: In all matters, WSW shall not discriminate on the basis of age, gender, sexual orientation, physical ability, race, color, ethnic origin, national origin, political affiliation, religion, or any other protected identifying characteristic.

10.4) Distribution of Assets: Upon dissolution of the Corporation, all assets shall first be applied and distributed pursuant to the Colorado Revised Nonprofit Corporation Act (1998), C.R.S. Sections 7-134-102, as amended. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, scientific, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more nonprofit domestic or foreign Corporations, nonprofit societies or nonprofit organizations engaged in activities substantially similar to those of the dissolving Corporation, pursuant to a plan of distribution adopted in the Nonprofit Corporation Act.

ARTICLE XI: INDEMNIFICATION OF STAFF

11.1) Indemnification of Staff: The Corporation shall have the power to indemnify any Staff member or former Staff member of the Corporation from and against expenses, costs and attorney's fees actually and reasonably incurred by him or her in connection with the defense of an action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Staff member of the Corporation, such indemnification to include any amounts paid to satisfy a judgment or to compromise or settle a claim; provided, however, that no Staff member shall be indemnified in the event he or she is guilty of gross negligence or recklessness in the performance of his or her duties as a Staff member.

ARTICLE XII: AMENDMENT AND REPLACEMENT OF BYLAWS

12.1) Amendments to Bylaws: The Bylaws of the Corporation may be amended or replaced by the Board of Directors at any duly held meeting upon the vote of two-thirds of the Directors then in office, provided that notice of such meeting and of the proposed amendment is given in accordance with these Bylaws, except in cases where changes, deletions, and amendments will affect the voting rights or the definition of a quorum of the membership. In those cases, pursuant

to C.R.S. 7-130-201-203, a two-thirds majority vote of the membership present at the duly held meeting and a two-thirds majority of the Directors is required.

CERTIFICATION The undersigned President and Secretary of the Corporation hereby certify the foregoing Bylaws were unanimously adopted by the Directors of the Corporation at a meeting of the Directors held on the _____ day of _____, 20____, at _____, Durango, Colorado.

President _____ Date _____
[president first name, last name]

Secretary _____ Date _____
[secretary first name, last name]

STATE OF COLORADO
COUNTY OF LA PLATA

Subscribed and sworn to before me this _____ day of _____, 20____ by _____, President, and _____, Secretary, of West Slope Westies, a nonprofit corporation.

(Notary's official signature)

(Title of Office)

(Commission Expiration)