

**AMENDED AND RESTATED
BYLAWS OF
COLORADO BIATHLON CLUB**

EFFECTIVE: September 13th, 2021

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BYLAWS CERTIFICATE

**AMENDED AND RESTATED
BYLAWS OF COLORADO BIATHLON CLUB
EFFECTIVE: _____, 2021**

**ARTICLE I.
OFFICES**

Section 1.1 Name. The name of the organization is Colorado Biathlon Club (the "Corporation").

Section 1.2 Business Offices. The principal office of the Corporation shall be located in Boulder, Colorado. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors (the "Board") may designate or as the affairs of the corporation may require from time to time.

Section 1.3 Registered Office. The registered office of the Corporation, as required by the Colorado Nonprofit Corporation Act (the "Act") shall be maintained in Colorado, and may be, but need not be, the same as the principal office if in Colorado. The address of the registered agent may be changed from time to time by the board of directors or by the officers of the Corporation.

**ARTICLE II.
RESPONSIBILITIES; PURPOSE; POWERS**

Section 2.1 Purpose. The purpose of the Corporation shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

Section 2.2 Responsibilities. In connection with the purposes stated in the Articles of Incorporation, the Corporation's responsibilities shall include but not be limited to the following:

1. Establish regional goals for participants related to the sport of biathlon and encourage the attainment of those goals in compliance with sports safety and sports medicine;
2. Coordinate and develop amateur athletic activity relating to amateur athletic competition in the sport of biathlon; in particular, organize races in the state in coordination with regional cross county centers;
3. Promote and support amateur athletic activities in the sport of biathlon;
4. Protect the right of opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in the sport of biathlon;
5. Foster the development of amateur athletic facilities for use by amateur athletes training for competitions in the sport of biathlon and assist in making such facilities available to such athletes;
6. Manage membership, safety certification, and communications;
7. Provide and coordinate education and training in the sport of biathlon; and
8. Encourage and provide assistance to women amateur athletes and amateur athletes of racial and ethnic minorities for the purpose of increasing the participation of such athletes in the sport of biathlon.

In connection therewith, the Corporation shall exercise the following powers and further responsibilities:

1. Represent the United States Biathlon Association, Inc. ("USBA") in the state of Colorado;
2. Serve as the coordinating body for amateur athletic activity in the sport of biathlon in the state of Colorado;
3. Conduct amateur athletic competition in the sport of biathlon, including regional championships in accordance with sports safety and sports medicine standards of the USBA; and
4. Exercise the general legal powers enumerated in the Colorado Nonprofit Corporation Act, together with the power to solicit grants and contributions for its corporate purposes.

**ARTICLE III.
MEMBERS**

Section 3.1 Members. Membership in the Corporation shall be open to all persons interested in the Corporation's purpose, and as further set forth in these Bylaws. The Corporation may have such classes of members as may be designated from time to time by resolution of the Board. Each class shall have the qualifications, rights and privileges determined by the Board.

Section 3.2 Designation of Members. New members of any class may be elected or otherwise designated at any time by the Board or in any other manner specified by resolution of the Board.

Section 3.3 Memberships Dues. The Board may establish such membership initiation fees, periodic dues and other assessments, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the board of directors shall deem necessary.

Section 3.4 Transfer of Membership. Membership in the Corporation is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Corporation.

Section 3.5 Membership Classes. The designated membership classes are Junior Member, Adult Member, and Family Membership as provided in this Section 3.5 below

1. Junior Member: A Junior Member is a member who is 18 years old or younger as of December 21st of the competition year. A Junior Member shall have no voting rights in the Corporation.
2. Adult Member –An Adult Member is a member who is at least eighteen (18) years old or older as of December 21st of the competition year. Each Adult Member who is in good standing and meets criteria in Section 3.6 below is entitled to vote pursuant to these Bylaws.
3. Family – A Family Membership is a single membership provided to immediate family members. Each Family Membership that is in good standing and meets criteria in Section 3.6 below is entitled to vote pursuant to these Bylaws. For the avoidance of doubt, each Family Membership is entitled to one vote per Family Membership.

Section 3.6 Membership in General; Criteria; Eligibility.

1. Membership in the Corporation shall be open to (i) any amateur athlete, coach, trainer, manager, administrator, official, or other individual active or interested in the sport of biathlon; (ii) any amateur sports organization, club or component of the Armed Forces which conducts programs or competitions in the sport of biathlon in the state of Colorado; and (iii) any other amateur sports organization or corporation which has an interest in assisting the development of the sport of biathlon in the state of Colorado.
2. An individual may become a member of the corporation by applying to the Secretary indicating which of the membership groups set out herein he or she is eligible to join, and paying the applicable dues to the Corporation in the amount appropriate for the membership group.
3. To participate in any event for which the Corporation is the organizing body, the participant must be safety certified according to USBA and CBC requirements and must be a current member of the USBA.
4. Any individual or organization which is a member of this Corporation who violates any of the provisions of these Bylaws or any operating policy of this Corporation approved by the Board may, after due notice and an opportunity to be heard before the Board, be suspended by the Board until the next meeting of the Corporation, to which meeting said action of suspension shall be reported by the Secretary. At such meeting, the suspension may be removed, by a majority vote of the Directors, or such individual or organization may be expelled by a two-thirds vote of the Directors.
5. In order to vote at the annual meeting, a member must be a current member in good standing of the Colorado Biathlon Club.

Section 3.7 Meetings of the Members. The annual meeting of the Members (the “Annual Meeting of the Members”) for the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of financial statements shall be held year at a place, time, and date, in the second quarter of the calendar year, as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board. Special meetings of the Members shall be held whenever called by a resolution of the Board, the Executive Director, if any, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 3.7, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of the Members, or in the absence of the President, an acting Present shall be chosen by the Members present. The Secretary of the Corporation shall act as the Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

3.8 Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, personal delivery, fax, or e-mail not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting and notice of any special meeting shall also indicate the purpose for which it is called.

3.9 Quorum. At all meetings of Members, ten percent (10%) of the Members eligible to vote or one hundred (100) Members eligible to vote, whichever is less, present in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transaction which might have been transacted at the meeting as originally called.

3.10 Voting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the members. At any meeting of the Members, each Member present, in person or proxy shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board ten (10) days before the date of the meeting.

3.11 Proxy. Every Member entitled to vote at a meeting of the Members or to express consent or dissent without a meeting may authorize another person or persons to act for any such Member by proxy. Every proxy must be in writing and signed by the Member or the Member’s duly authorized officer, director, employee, or agent, or by email setting forth the information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation, or upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

3.12 Action without a Meeting. Action may be taken without a meeting on written consent setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Member.

3.13 Bylaws. The Bylaws shall be adopted at a Special Meeting of the Members at the Annual Meeting of the Members. Prior to the adoption, the proposed bylaws are to be circulated to members no later than twenty-one (21) days prior to the meeting to adopt the bylaws. A majority of the votes cast at the meeting of the Members to adopt the bylaws shall be the act of the Members.

3.14 Actions Requiring a Vote of the Members. The following corporate actions may not be taken without the approval of the Members:

- a. A plurality of the votes cast at a meeting of the Members is required for the election of the Directors of the Corporation.
- b. A majority of the votes cast at a meeting of the Members is required for:
 - (i) Any amendment of the Certificate of Incorporation, or
 - (ii) A petition for judicial dissolution.
- c. Two-thirds of the votes cast at a meeting of the Members is required for:
 - (i) Disposing of all, or substantially all, of the assets of the Corporation,

- (ii) Approval of a plan of merger,
- (iii) Authorization of a plan of non-judicial dissolution, or
- (iv) Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the Corporation shall be managed and under the direction of the Board, except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws.

Section 4.2 Number, Election, Tenure. The number of Directors of the corporation shall be at least five (5) and no more than ten (10). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any Director then in office. Directors will serve one (1) year terms and will be elected by majority vote of Members present at the Annual Meeting of the Members. Each Director shall hold office until the next Annual Meeting of the Board of Directors and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

Section 4.3 Qualifications. Directors must be at least eighteen (18) years old but need not be residents of Colorado. Any Director may be removed at any time, with or without cause, by a vote of three-fourths of the other Directors then in office. A director may serve consecutive terms.

Section 4.4 Newly Created Directorships and Vacancies. Any director may resign at any time by giving written notice to the Chairman of the Board, 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 may be filled by the affirmative vote of a majority of the remaining Directors then in office, although less than a quorum, or by a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the Directors then in office, and a director so chosen shall hold office until the next election of directors and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

Section 4.5 Removal. Any Director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the entire Board.

Section 4.6 Resignation. Any Director may resign from the Board at any time by given written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignation shall discharge any accrued obligation or duty of a Director.

Section 4.7 Annual Meetings. An annual meeting of the Board shall be held in the second quarter of the calendar year, at the time and place, either within or outside Colorado, as determined by the Board, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. The Board may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 4.8 Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman of the Board, the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside Colorado, for holding any special meeting of the Board called by them, as specified in the notice thereof.

Section 4.9 Notice. Notice of a meeting of the Board stating the place, day and hour of the meeting shall be given to each Director at the Director's address or contact information as it appears on the records of the President. Such notice shall be provided at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, by personal hand delivery, by telephonic, courier service, facsimile notice, or electronic mail (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when

deposited in the United States mail, with postage thereon prepaid. If transmitted by, electronic mail, telex or facsimile, such notice shall be deemed to be given when the transmission is completed. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Any Director may waive notice of any meeting before, at or after such meeting. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than fourteen (14) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than five (5) days before such meeting, provided, however, that notice of a special meeting to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which the meeting is to be held, unless the meeting relates to an emergency which must be resolved within 48 hours, in which case notice shall be given as promptly as possible. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.10 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a 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 the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.11 Quorum and Voting. A majority of the 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 in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise provide by 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 shall be present. If a vote by the Directors results in a tiebreaker, than the Board Chairman shall have the determining vote.

Section 4.12 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors incurred in the performance of their duties to the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 4.13 Executive and other Committees. By one or more resolutions adopted by a majority of the Directors then in office, the Board may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority as provided by Board resolution, and the executive committee shall have all of the authority of the Board, except no such committee shall have authority as follows: (i) the filling of vacancies of the Board or in any committee; (ii) the amendment or repeal of the Bylaws or the adoption of new bylaws; (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; or (iv) as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the committee itself.

Section 4.14 Advisory Boards. The Board may, from time to time, form one or more advisory boards ("Advisory Board") or committees composed of such members, and having such chairperson, as the Board shall designate. The name, objectives and responsibilities of each such Advisory Board, and the rules and procedures for the conduct of its activities, shall be determined by the Board. No Advisory Board shall have authority to incur any expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board or the President of the Corporation.

Section 4.15 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communication equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including without limitation, the ability to propose, object to, and vote upon specific action to be taken by the Board or committee.

Section 4.16 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents

thereto by the members of the Board of such committee shall be filed with the minutes of the proceedings of the Board of such committee.

ARTICLE V. OFFICERS AND AGENTS

Section 5.1 Number and Qualifications. The elected officers of the Corporation shall be a Chairman of the Board, President, one or more Vice-Presidents, Secretary, and Treasurer. The Board may also appoint such other officers, assistant officers and agents, including an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or desirable. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers need not be directors of the Corporation. All officers must be at least eighteen years old.

Section 5.2 Election and Term of Office. The elected officers of the Corporation shall be elected by the Board of Directors at each Annual Meeting of the Board for a one-year term. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

Section 5.3 Compensation. The compensation of the officers, if any, shall be as fixed from time to time by the Board, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a Director of the Corporation. However, during any period in which the Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 5.4 Removal. Any officer elected or appointed by the Board may be removed at any time with or without cause, by a vote of a majority of the entire Board.

Section 5.5 Resignation and Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 5.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

1. **Chairman of the Board.** The Chairman of the Board shall (i) preside at all meetings of the board of directors, including the annual meeting; (ii) see that all orders and resolutions of the Board are carried into effect; and (iii) perform all other duties incident to the office of Chairman of the Board and as from time to time may be assigned to the Chairman by the Board.
2. **President.** The President shall, subject to the direction and supervision of the Chairman of the Board and the Board, (i) be the Chief Executive Officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) in the absence of the Chairman of the Board, preside at all meetings of the Board and meetings of the Members; (iii) see that all orders and resolutions of the Board are carried into effect; and (iv) keep the Board fully informed of the activities of the Corporation; and (v) perform all other duties incident to the office of President and as from time to time may be assigned to the President by the Board.
3. **Vice-President(s).** The Vice-President(s) shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board. The Vice-President(s) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the president. Each Vice President shall also have such powers and perform such duties as usually pertain to his or her office or as properly required of him or her by the Board.

4. Secretary. The Secretary shall (i) record and keep the minutes of the meetings of the Board and Members in books kept for that purpose; (ii) see that all notices and reports are duly given or served in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; (iv) shall affix the corporate seal to and sign such instruments and require the seal and his or her signature; and (v) in general, perform 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. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

5. Treasurer. The Treasurer shall be the principal financial officer of the Corporation and have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation. The Treasurer shall keep evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board, (ii) receive and give receipts and acquittances for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) render a detailed statement to the Board of the condition of the condition of the finances of the Corporation at the Annual Meeting of the Board and upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board. Assistant Treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

Section 5.7 Employees and Other Agents. The Board may from time to time appoint such employees or other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may determine from time to time. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 5.8 Surety Bonds. The Board may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

ARTICLE VI. EXECUTION OF INSTRUMENTS

Section 6.1 Contracts and Instruments. The Board, subject to the provisions of Section 8.4 and the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute or delivery any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instruments. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 6.2 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, and other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

Section 7.1 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 7.2 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 7.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 7.1 above.

Section 7.3 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the board of directors in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 7.4 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article 7 shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the board of directors, agreement, or otherwise.

Section 7.5 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the Corporation or, at the request of the Corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign Corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and each party covered hereby.

Section 7.6 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE VIII. MISCELLANEOUS

Section 8.1 Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board, Members, and committees. All books and records of the Corporation may be inspected by any Director, or that Director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 8.2 Fiscal Year. November 1 to October 31.

Section 8.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the 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 control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such 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 purposes.

Section 8.5 Conflicts of Interest. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that 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 Corporation 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 Corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 8.6 Records Retention and Destruction Policy. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy attached hereto as Exhibit A and incorporated into these by-laws by reference.

Section 8.7 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.

Section 8.8 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.9 Amendments. These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these Bylaws requiring a greater proportion of Directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these Bylaws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the Bylaws so adopted, amended, or repealed, together with a concise statement of the changes made

Section 8.10 Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

Section 8.11 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.

BYLAWS CERTIFICATE

The undersigned certifies that [he] [she] is the Secretary of Colorado Biathlon Club, a Colorado nonprofit corporation, and that, as such, [he] [she] is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated: ___ September 13th ____, ___ 2021 __

Mark J. Schwab

Secretary