

BYLAWS OF THE
Pikes Peak Wildfire Prevention Partners, Inc.

**ARTICLE I
OFFICES**

Section 1.1 PRINCIPAL OFFICE. The principal office of the corporation in the State of Colorado shall be located in the City of Colorado Springs, County of El Paso. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 1.2 REGISTERED OFFICE. The registered office of the corporation, required by the Colorado Corporation Code to be maintained in the State of Colorado, may be, but need not be identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 2.1 ANNUAL MEETING. The annual meeting of the Members shall be held during January of each year, commencing with the year 1996, or at such other time on such other day as shall be fixed by the Board of Directors. The annual meeting of the for the purpose of electing members, establishing the amount for annual membership dues and for the transaction of such other business as may come before the meeting. If the day the fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as may be convenient.

Section 2.2 SPECIAL MEETING. Special meetings of Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors.

Section 2.3 PLACE OF MEETING. The Board of Directors may designate any place, within Douglas, El Paso or Teller Counties as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, whether within or without the State of Colorado, as the place for the holding of such meeting. If no designation is made, or if a special meeting by otherwise called, the place of meeting shall be the principal office of the corporation in the State of Colorado.

Section 2.4 NOTICE OF MEETING AND NEWSLETTER. Written notice setting the place, day and hour of the meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by electronic mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Members at their address as it appears on the books of the corporation, with postage thereon prepaid. Newsletters shall be available to all members by electronic mail.

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Section 2.5 MEETING OF ALL MEMBERS. If all of the Members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 2.6 QUORUM. A majority of the Members of the corporation which may be present at any given meeting, represented in person or by proxy, shall constitute a quorum at any meeting of Members, except as otherwise provided by the Colorado Corporation Code and the Articles of Incorporation.

Section 2.7 MANNER OF ACTING. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members.

Section 2.8 PROXIES. At all meetings of Members a Member may vote in person or by proxy executed in writing by the Members or by a duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 2.9 VOTING BY MEMBERS. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each paid membership is entitled to vote, and shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

Section 2.10 VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any Members shall demand that voting be by ballot.

Section 2.11 MEMBERSHIP DUES. Membership dues shall be due and payable by March 31st of each year. Memberships shall be available as an individual or as an agency.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of the elected officers of the organization.

Section 3.2 PERFORMANCE OF DUTIES. Directors of the corporation shall perform their duties in good faith, in a manner to be in the best interests of the corporation, and with such case, as an ordinarily prudent person in a like position would use under similar circumstances. In performing their duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data. In each case, prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- a. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or

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- c. A committee of the board upon which they do not serve, duly designated in accordance with the provision of the articles of incorporation of the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.3 NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be a minimum of two. The number of directors of the corporation shall be fixed from time to time by resolution of the Board of Directors, but in no instance shall there be less than one director or that number otherwise required by law. Each director shall hold office until the next annual meeting of Members or until a successor shall have been elected and qualified.

Section 3.4 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.5 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, or by a vote of the Members present at a regular meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Members.

Section 3.6 RESIGNATIONS. Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 3.7 REMOVAL. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Corporation Code.

Section 3.8 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall not be prescribed by the Colorado Corporation Code.

Section 3.9 PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**ARTICLE IV
OFFICERS**

Section 4.1 NUMBER. The officers of the corporation shall be a President, a Secretary, and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 4.2 ELECTION AND TERM OF OFFICE. The members at the annual meeting of the membership shall elect the officers of the corporation annually. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as practical. Each officer shall hold office for a period of one year or until he/she shall resign or shall have been removed in the manner hereinafter provided. There shall be no term limits on any office.

Section 4.3 REMOVAL. Any officer or agent may be removed by the membership whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5 PRESIDENT. The President shall be the chief executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation.

Section 4.6 THE SECRETARY. The Secretary shall: (a) keep the minute of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Members which shall be furnished to the Secretary by such Members; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.7 THE TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of the Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.8 BONDS. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices. The corporation shall pay the cost of such bonds.

ARTICLE V
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5.2 LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5.4 DEPOSITS. All funds of the corporation not otherwise employed shall be deposited within 30 days to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI
FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December in each calendar year.

ARTICLE VII
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Corporation Code, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors of the corporation at which a quorum is present.

ARTICLE IX
EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article XIII shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaws of in the Articles of Incorporation of the corporation or in the

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Colorado Corporation Code. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

- (a) Any officer or director of the corporation may call a meeting of the Board of Directors. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- (b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.
- (c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers to do so.
- (d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.
- (e) No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.
- (f) These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the Members, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of six pages, including this page, constitute the Bylaws of Pikes Peak Wildfire Prevention Partners, Inc., adopted by the Board of Directors of the corporation as of November 1, 1995 and amended and approved by the membership at the regularly scheduled meeting March 13, 2003.

President

Secretary