

SPANISH PEAKS ALLIANCE FOR WILDFIRE PROTECTION BYLAWS

ARTICLE I. NAME OF ORGANIZATION

- 1.1 The name of the Corporation is Spanish Peaks Alliance for Wildfire Protection (SPAWP).
- 1.2 The principal offices of this Corporation shall be located in Huerfano County, Colorado, at 13201 State Highway 12 (P. O. Box 421), La Veta CO 81055. The Corporation's principal office may be changed by amendment of these bylaws.
- 1.3 The registered agent for this Corporation shall be Spanish Peaks Alliance for Wildfire Protection – Et al., also known as SPAWP. The Corporation shall have and continuously maintain in the State of Colorado a principal office and act as its own registered agent.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This Corporation is organized exclusively for public benefit, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

2.1 Mission Statement

Our mission is to collaboratively provide protection, recovery and reclamation for the Spanish Peaks area and wildlife from the impact of destructive events.

2.2 Specific Objectives

The specific objectives and purpose of this organization shall be:

- a. to formulate, update and use the master plan generated for the Spanish Peaks region to identify critical areas for reduction of high-density fuels in surrounding forests, protection of high value watersheds and creation of wildfire defensible spaces around dwellings, property and infrastructure;
- b. to take immediate steps and actions in the Spanish Peaks region to assist recovery and reclamation efforts for affected lands, homes and people when fire or other destructive events occur. Actions include, but are not limited to, acquiring funds through grants from federal, state, local, and private sources, as well as donations and fundraisers.

- c. to educate the public on the need and benefit of wildfire mitigation activities on both private and public lands;
- d. to support Firewise Communities through outreach, funding for their activities, training and professional expertise and to encourage formation of additional Firewise Communities.
- e. to secure matching grants for property and home owners to encourage reduction of ground fuels and creation of wildfire defensible spaces on their properties;
- f. to secure funding and coordinate with relevant agencies to mitigate wildfire risks to evacuation routes to permit safe and timely evacuation in case of wildfire;
- g. to coordinate and collaborate with county, state and federal agencies to obtain funding to mitigate wildfire risks, protect watersheds, infrastructure, wildlife and communities, and create healthy forests and landscapes.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, registered property owner or business operator in the Spanish Peaks region who supports the purpose statement in Article II, Section 2. Upon consideration by the Board of Directors, voting membership(s) may be offered to organizations such as FIREWISE groups, HOAs, POAs and communities. The number of memberships and associated voting rights will be determined by the Board of Directors based on the size of the organization. Before approval, all voting membership applications shall be either granted, denied or revoked upon a majority vote of the Board of Directors. Upon approval, voting Membership may be granted after completion and receipt of a membership application and paid annual dues. Voting Memberships only remain active upon receipt of at least the minimum the annual dues being paid in full annually thereafter. General donations (donors) or sponsorships made by individuals, organizations or businesses do not automatically qualify as Voting Members unless the prior application and approval process has been completed.

Section 2. Annual Dues

The amount required for annual dues shall be \$50 each year per membership, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

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. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

Section 6: Membership List and Member Records.

The Corporation shall keep a list of the names, addresses, telephone numbers, and email addresses of all members.

ARTICLE IV. MEETINGS OF MEMBERS**Section 1. Regular Meetings**

Regular meetings of the members shall be held quarterly, at a time and place designated by the Board of Director's Executive Team. Regular meetings will facilitate electronic participation by members who cannot be physically present.

Section 2. Annual Meeting

An annual meeting of the members shall take place in the month of August, the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year. Annual meetings shall be broadcast by live streaming to allow members who cannot be physically present.

Section 3. Special Meetings

Special meetings may be called by the Executive Team, or a simple majority of the Board of Directors. A petition signed by five percent (10%) of voting members may also call a special meeting.

Section 4. Notice of Meetings

Notice of each meeting shall be given to each voting member by mail, electronic mail and public notice, not less than two weeks prior to the meeting. Notice of meetings shall be publicized in local newspapers and posted on the SPAWP website. Notice of Annual Meetings shall be given not less than 6 weeks prior to the Annual Meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active membership. Proxies are limited to 10 per voting member.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present in person, electronically, or by proxy, at the meeting in which the vote takes place.

Section 7. Voting Methods

A member may vote:

- a. in person or by proxy. Members who vote by proxy are deemed present in person for purposes of determining whether a quorum is present. Proxies must be in writing and filed with the Secretary before the meeting of the scheduled vote. The person named in a proxy may vote at any meeting for which the proxy was given, but the proxy shall terminate after final adjournment of the meeting. No proxy dated more than six (6) months before the meeting named in it shall be valid.
- b. by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission (such vote to be cast at a member meeting). However, if voting by one of these alternative methods, the member must state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member. Members who vote by electronic or telephonic transmission are deemed present in person for purposes of determining whether a quorum is present.

ARTICLE V. BOARD OF DIRECTORS**Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of directors shall be fixed from time-to-time by the directors but shall consist of no less than four (5) nor more than nine (9) including the Executive Team (President, Vice-President, Secretary, and Treasurer.)

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Executive Team must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Executive Team, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a two-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend, either in person or electronically, monthly meetings of the Board, and shall not miss more than three (3) consecutive meetings per year.

Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax-deductible value paid for or solicited by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations. Provided, however, that the \$100 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of August of each calendar year and at a location designated by the Executive Team of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than six weeks prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any director may waive notice of any meeting. The attendance of a director at any 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 regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled for the remaining term of the vacating director without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

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Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council may represent regional, county, state and federal agencies or businesses related to the Corporation's purpose. They shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of the Board of Directors, hereafter known as the Executive Team, shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Team.
- b. He/She shall have general and active management of the business of the Board of Directors.
- c. He/She shall see that all orders and resolutions of the Board of Directors are brought to the Executive Team.
- d. He/She shall have general superintendence and direction of all other officers of the Corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their respective committee and such other duties as may, from time to time, be determined by the Board of Directors.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors and of the Executive Team, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings for records of the SPAWP .
- b. He/She in concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- c. Assisted by a staff member or volunteers, he/she shall be responsible for sending notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
- d. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. He/She shall work with the Finance Committee to develop a budget for approval by the Board of Directors and an annual financial statement.
- b. He/She shall oversee the receipt and disbursement of all funds in accordance with the policies of the Board of Directors.
- c. He/She shall work with the Finance Committee to select an accounting firm to compile financial statements annually or more frequently, as directed by the Board of Directors.
- d. It shall be the duty of the Treasurer to oversee direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

Section 5. Election of Officers

The President shall appoint a Nominating Committee of 5 members, subject to approval by the Board of Directors, at least sixty (60) days prior to each annual meeting of members. To be eligible to serve on the Committee, an individual must be a Regular Member in Good Standing. In addition, a member of the Committee may not seek election as an officer or director during the term of his/her service as a member of the Committee.

The Committee will identify and recommend qualified candidates for election as officers and directors. Within ten (10) days of the Committee being approved by the Board of Directors, the

Committee shall broadly solicit nominations for open director and officer positions from all members. The Committee shall review the qualifications of the individuals nominated by members, and prepare a list of its recommended nominees for distribution to the members. In addition, the Committee shall include on the list any nominee who is nominated by a petition signed by at least five percent (5%) of the members entitled to vote.

The Nominating Committee shall submit at the meeting prior to the annual membership meeting the names of those persons running for the respective offices of the Board of Directors. The election shall be held prior to the annual meeting of the membership distributing ballots, proxy votes by mail or electronic methods. Those officers elected for a first term shall serve a term of one (1) year, commencing at the next meeting following the annual meeting. Subsequent terms shall be for a period of two (2) years. Officers of the Executive Team shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 6. Removal of Officer

The Board of Directors, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may create committees as needed. The Board President appoints all committee chairs.

Section 2. Executive Team

The four officers serve as the members of the Executive Team. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Team shall have all the powers and

authority of the Board of Directors in the intervals between meetings of the Board of Directors, and are subject to the direction and control of the full Board of Directors.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other Board members and as many members possessing the requisite expertise as deemed appropriate by the Finance Committee chair. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board of Directors must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors or the Executive Team. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 4. Grants Committee

The Grants Committee will take the lead in identifying and applying for grants to carry out the Corporation's Mission. The Grants Committee will work closely with the Board of Directors and the Advisory Committee in order to benefit from both community and professional expertise.

Section 5. Grants Administration Committee

A portion of the Corporation's activities will be in administering the allocation of fund grants to property owners and non-profit organizations in the Spanish Peaks region for wildfire mitigation, recovery and reclamation. This committee will review all applications for matching fund grants and, if approved, oversee the allocation of said grants as funds become available. The Grants Administration Committee will develop policies regarding use of grant funds when organizations or individual property owner are unable to provide matching funds. The Board of Directors will determine the makeup of this committee and the Board President will assign the committee chair. As all property owners in the Spanish Peaks region are eligible for such grants, members of the committee are not precluded from applying for and receiving such funds, though special consideration must be given to Article IX (Conflict of Interest and Compensation) when voting on applications from Board members.

Section 6. Public Outreach and Education.

This committee will be responsible for public education including, but not limited to:

- a. notices and news articles in local newspapers regarding the activities of SPAWP;

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- b. creation and maintenance of a public website and/or Facebook page, publicizing opportunities for volunteers to assist in wildfire mitigation, recovery and reclamation;
- c. distribution of articles informing the public of steps to improve resistance to the destructive impact of wildfires;
- d. organization of public education meetings or workshops on creation of defensible space, fire resistant construction, and evacuation in case of wildfire.

Section 7. Firewise Communities and Homeowners Association (HOA) Outreach.

This committee will coordinate activities of the Firewise Communities and HOAs in the Spanish Peaks region. Committee members will help identify:

- a. candidates for training in mitigation assessment;
- b. volunteers to contact and educate home and property owners on mitigation of their properties and hardening of their homes and buildings to resist wildfire.

Committee members will provide the Grants Committee with information on their organizations to support application for grants and funding.

Section 8. Project Implementation and Coordination Committee.

This committee will coordinate the project activities with relevant agencies, work with the Treasurer to ensure that expenditures and accounting complies with the regulations of the agency making the grant, and ensure that the monitoring and reporting requirements of the grant are met.

ARTICLE VIII. CORPORATE STAFF

Section 1. Executive Director

If conditions warrant, the Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Team or the Board of Directors. No officer, Executive Team member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board of Director and Executive Team meetings as shall be required

by the President or the Board of Directors. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of two-thirds (2/3) of the directors present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1. Purpose

The purpose of this conflict of interest policy is to protect SPAWP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board of Directors or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**

1. If the governing Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing Board of Directors and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Colorado, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an

indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. These records shall be maintained by the Secretary.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by two-thirds (2/3) vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS and REVISIONS

We, the undersigned, are all of the current directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 17 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the initial Board of Directors on the 3rd Day of April 2019.

UPDATED AND APPROVED by the current Board of Directors on the 19th Day of February 2022.

DocuSigned by:
X Craig Yzer
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Craig Yenser, President - Spanish Peaks Alliance for Wildfire Protection

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Sherri Jones, Treasurer - Spanish Peaks Alliance for Wildfire Protection

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Brad Snow, Secretary – Spanish Peaks Alliance for Wildfire Protection

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S. Rodger Thompson Jr, Director at Large – Spanish Peaks Alliance for Wildfire Protection