

**BYLAWS
OF
CRYSTAL LAKES FIRE, INFORMATION, RESOURCE,
EDUCATION AND SAFETY CORPORATION**

**ARTICLE I
PURPOSES OF THE CORPORATION**

1.1 Name. The Corporation shall be known as “Crystal Lakes Fire Information, Resources, Education and Safety Corporation” and by its registered trade name, “CL FIRES.”

1.2 Articles of Incorporation. The Corporation filed Articles of Incorporation and a Statement of Trade Name with the Colorado Secretary of State on April 28, 2011.

1.3 Principal Office. The Corporation shall continuously maintain a principal business office with a street address located in Larimer County, Colorado. If the CL FIRES Board (the Board), votes to change the principal office address, the Secretary shall promptly send notice of the change to all the Members and file the necessary documents with the Secretary of State, the Colorado Division of Revenue, the Internal Revenue Service, and any other entities or persons designated by the Board.

1.4 Registered Agent. The Corporation shall continuously maintain a registered agent located in Colorado. If the Board votes to appoint a new registered agent, the Secretary shall promptly send notice of the change to all the Members and file the necessary documents with the Secretary of State and any other entities or persons designated by the Board.

1.5 Charitable Purposes. CL FIRES is organized as a Colorado nonprofit corporation exclusively for charitable and educational purposes as defined in sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code. As provided in its Articles of Incorporation, the Corporation shall only engage in activities that further these purposes. The services, operations, assets, and funds of the Corporation shall not be used for any other purpose.

1.6 Private Inurement. The Corporation is financially supported by membership dues, fund raising, donations, and grants. None of the net earnings of the Corporation shall be distributed to a private individual or to any of the members, directors, officers, or agents of the Corporation, except that the Corporation may make payments and distributions to support its operations and to further its stated purposes. The Corporation shall not loan money to any of its members, directors, officers, or agents; no director or officer shall assent to or participate in such a loan.

1.7 Political Activity. Except to an insubstantial degree, CL FIRES shall not carry on propaganda, attempt to influence legislation, participate in or intervene in any political campaign, or publish or distribute statements on behalf of any candidate for public office.

1.8 Mission Statement. The Corporation is dedicated to providing financial support, providing resource information and offering educational forums in the areas of fire prevention and safety, wildland fire mitigation, and personal safety to the greater Crystal Lakes Community of Larimer County, Colorado. By drawing on the expertise of fire fighters and other professionals, the Corporation's members become part of a protection system that may save lives, preserves property, and protects natural resources.

1.9 Designated Funds. As part of its mission, the Corporation shall designate the Crystal Lakes Fire Protection District, the Crystal Lakes Volunteer Fire Department and other community recipients to receive financial support so long as the reasons and basis for supporting each recipient's documented requests are reviewed quarterly or more frequently and accepted by the Board and approved annually by vote of the Members as presented in the CL FIRES Annual Budget Report.

1.10 Dissolution. On dissolution, the Corporation shall distribute all of its assets for one or more exempt purposes (within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code), to one or more organizations that are organized exclusively for those purposes, or to the federal government or a state or local government for a public purpose. Any assets not distributed by the Corporation shall be disposed of for the same purposes by a court with jurisdiction in the county in which the principal office of the Corporation is then located.

ARTICLE 2 MEMBERS

2.1 Membership. Membership in the Corporation shall be open to any individual or organization wishing to join. Dues at all membership levels are payable the first business day of January each calendar year.

2.2 Membership Levels and Dues. Members may join at any of three levels of membership:

- Level 1: \$10 - \$24 per year
- Level 2: \$25 - \$49 per year
- Level 3: \$50 or more per year

2.3 Voting. All Members who are over 18 years of age, who are eligible voters in the Crystal Lakes Fire Protection District and whose dues are paid in full according to the records of the Corporation shall be entitled to vote at meetings of the Members.

2.4 Annual Meeting Notice. The annual meeting of CL FIRES shall be held at a date, time, and location selected by the Board to elect Directors, consider proposed budgets, and transact any other business of the Corporation. The Secretary shall send a written

notice of the Annual meeting to every Member by first class mail, at least 30 business days before the meeting.

2.5 Special Meetings. A special meeting of CL FIRES shall be called by the Secretary when requested by the President, by a majority of the Directors, or by 20% or more of the Members.

2.6 Place of Meetings. Meetings of CL FIRES may be held at any place in Larimer County, Colorado that is convenient to the Members.

2.7 Annual Meetings. Notice to all meetings of CL FIRES, both regular and special, shall be in accordance with the Colorado Corporation Code. The notice shall state the place, date, and time of the meeting and shall state the proposed agenda, which shall include the proposed budget, any proposed amendments to the Bylaws or the Articles of Incorporation, and any proposed removal of a Director.

2.8 Participation in Meetings. All meetings of CL FIRES are open to every Member. Any Member may speak at an appropriate time during the proceedings according to reasonable time restrictions imposed by the Board. The Board shall provide for a reasonable number of persons to speak on each side of an issue. Members must provide agenda items for the Annual Meeting at least ten (10) days prior to the meeting.

2.9 Quorum. Except as otherwise provided by Colorado law, the Articles of Incorporation, or the Bylaws, the number constituting a quorum for all membership meetings shall be the number present provided due notice has been given to the membership.

2.10 Majority Vote. At any meeting of CL FIRES at which a quorum is present, the affirmative vote of a simple majority of the Members entitled to vote who are present in person at the meeting shall be binding on the Corporation, unless a supermajority vote is required elsewhere in the Bylaws or by Colorado law. CL FIRES will not use proxy voting for elections of Directors or for any Board business.

2.11 Secret Ballot. Votes for the election of Directors shall be by secret ballot. A vote on any other matter may be by secret ballot on the request of any Member and with Board approval. The results of any vote taken by secret ballot shall be reported without referring to names, addresses, or other identifying information of the Members voting.

2.12 Validity of Vote. The election of Directors shall be under the control of three election judges for tallying ballots and presenting the election results to the Secretary for validation. The Secretary may reject a vote, consent, written ballot, waiver, if the Secretary acting in good faith has reasonable basis to doubt its validity. The Secretary and the Corporation shall not be liable for damages suffered by any party as a consequence of the acceptance or rejection. Any action of the Board or the Corporation

that is based on such an acceptance or rejection shall be valid unless a court of competent jurisdiction determines otherwise.

2.13 Adjournment of Meeting. The Members present in person at a meeting, whether or not a quorum is present, may vote to adjourn the meeting to another time or date.

ARTICLE III BOARD OF DIRECTORS

3.1 Board Membership. The first Board of Directors of the Corporation shall consist of the four Directors named in the Articles of Incorporation. Within one year after these Bylaws are enacted, the number of Directors shall be increased to five, and the Board shall set an annual meeting for an election of all five Board positions. No more than two of the Directors of the Corporation may be on the Board the Crystal Lakes Fire Protection District and/or be members of the Crystal Lakes Volunteer Fire Department. All Directors shall be Members of CL FIRES and shall keep the Corporation informed of the current addresses, telephone numbers, fax numbers, and e-mail addresses to be used by the Corporation for sending notices and other communications.

3.2 Staggered Terms. Starting with the Directors' terms that begin in 2011, two of the Directors shall serve for a term of one year, two shall serve for a term of two years and one shall serve for a term of three years. Thereafter, Directors shall be elected or appointed for three-year terms. All Directors shall serve until their successors have been elected or appointed.

3.3 Nomination and Election. At least 30 days before each annual meeting of CL FIRES, the President may appoint two Members to serve as a nominating committee. The nominating committee may nominate one or more persons to run for each open position on the Board.

3.4 Quarterly Board Meetings. The Board shall hold quarterly meetings at the Corporation's business office at a date and time selected by the Board.

3.5 Special Meetings. The President or a majority of Directors may call a special meeting of the Members. A special meeting may be held by electronic communication or at any place in Larimer County, Colorado that is convenient to the Directors.

3.6 Notice of Board Meetings. The President shall give notice of every Board meeting to each Director and Member at least 5 business days before the meeting. Notice may be given orally by personal contact or electronic conversation, posted at three public bulletin boards, or in writing by hand delivery or by e-mail, fax, or prepaid first-class United States mail using the Director's or Member's most current contact information shown in the Corporation's records.

3.7 Emergency Action by Directors. Any emergency action of the Directors may be taken by unanimous consent without a meeting by phone or through electronic communication; the action shall be included on the agenda and ratified at the next Board meeting.

3.8 Board Meetings by Telecommunication. Any or all of the Directors may participate in any meeting of the Board or any committee of the Board by any means of communication that allows all persons participating in the meeting to hear and communicate with each other throughout the meeting, and any Board meeting may be conducted entirely in such a manner. A Director participating in a meeting by this means shall be counted as present in person at the meeting.

3.9 Quorum. A majority of the Directors shall constitute a quorum. A quorum must be established to transact business at any Board meeting.

3.10 Manner of Acting. Unless otherwise provided by Colorado law or the Articles of Incorporation, the Directors may act by (a) the affirmative vote of a simple majority of the Directors entitled to vote and in attendance at a meeting at which a quorum is present or (b) by unanimous written resolution entered in the records of the Corporation.

3.11 Compensation and Reimbursement. Directors shall not receive any compensation for their services on behalf of the Board or the Corporation. A Director may be reimbursed for actual, documented expenses by approval of all the other Directors. Any Director may serve the Corporation in some other capacity and receive compensation for that service.

3.12 Attendance. A Director who misses two quarterly meetings, without being excused, in any 12-month period may be subject to removal by vote of the other Directors.

3.13 Director Vacancies. If a vacancy occurs on the Board by reason of death, removal, resignation, disability, or any other cause, the remaining Directors shall appoint a person by majority vote to fill the position until the next annual meeting of the Members, at which time an election shall be held to fill the remainder of the term for that position.

3.14 Removal of Director. The Members, by the affirmative vote of two-thirds of the Members entitled to vote at a meeting of the Members at which a quorum is present, may remove any Director serving on the Board. The remaining Directors shall appoint a new Director by majority vote to fill the unexpired term of the removed Director.

ARTICLE IV OFFICERS

4.1 Officers. The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer.

4.2 Election and Term of Office. Officers shall be elected annually by the Board at the annual meeting or as soon afterward as conveniently possible. Each Officer shall hold office until a successor has been elected at or soon after the next annual meeting and has taken office.

4.3 Resignation or Removal of Officer. Any Officer may resign from office at any time by giving written notice to the Board. The resignation shall take effect on the date specified in the notice, whether accepted by the Board or not. Any Officer may be removed from office by the Board whenever, in its judgment, the best interests of the Corporation would be served.

4.4 Officer Vacancies. The Board, by the affirmative vote of all the other Directors, may appoint a Member by a majority vote to fill a vacant Officer's position until the next annual meeting of the Members.

4.5 President. The President shall be the principal executive officer of the Corporation. The President shall supervise the business and affairs of the corporation, preside at all meetings of CL FIRES, and carry out all other duties prescribed by the Board.

4.6 Vice President. If the President is absent or is unable or refuses to act, the Vice President shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall perform any other duties assigned by the President or the Board.

4.7 Treasurer. The Treasurer shall have custody of and be responsible for all funds of the Corporation, shall receive and give receipts for money due and payable to the Corporation, and shall deposit all such money in the name of the Corporation with the financial institutions selected by the Board. The Treasurer shall perform any other duties assigned by the President or the Board. The Treasurer shall make all records available for annual audit.

4.8 Secretary. The Secretary shall keep minutes of all the meetings of the Board and of CL FIRES; issue notices as required by the Bylaws, the Articles of Incorporation, or Colorado law; keep custody of the records of the Corporation; keep a register of the name, address, telephone number, and email address submitted to CL FIRES by each Member and Director; and perform any other duties assigned by the President or the Board.

4.9 Compensation. Officers shall receive no compensation for serving as an Officer of CL FIRES. An Officer may be reimbursed for reasonable expenses incurred on behalf of the Corporation or the Board by approval of the Board.

ARTICLE V AUTHORITY OF THE BOARD OF DIRECTORS

5.1 Board Duties. The Board shall be responsible for managing all the business and financial affairs of the Corporation, including:

5.1.1 Preparing budgets for revenues, expenditures, and reserves.

5.1.2 Employing and discharging employees, independent contractors, managing agents.

5.1.3 Delegating specific functions to one or more Officers, Directors, or to committees of Members or Directors.

5.1.4 Engaging accountants, attorneys, insurance agents, and other professional consultants.

5.1.5 Seeking and maintaining recognition of tax-exempt status and any other necessary tax determinations before the Internal Revenue Service.

5.1.6 Obtaining suitable insurance policies on behalf of the Corporation, including directors' and officers' liability insurance.

5.1.7 Making contracts and incurring liabilities on behalf of the Corporation.

5.1.8 Requiring Officers, Directors, and others with check-writing or contract-making authority, if necessary, to obtain bonds at the Corporation's expense.

5.1.9 Adopting reasonable Rules and Regulations, including procedures for accepting donations and making grants to further the charitable purposes of the Corporation.

5.1.10 Instituting, defending, or intervening in litigation or administrative proceedings or seeking injunctive relief for violations of the Corporation's Articles of Incorporation, Bylaws, or Rules and Regulations.

5.1.11 Acquiring, holding, encumbering, and conveying any right, title, or interest to real or personal property in the Corporation's name.

5.1.12 Exercising any other rule-making or decision-making responsibilities conferred by Colorado law, the Articles of Incorporation, or these Bylaws.

5.2 Committees. Committees must be approved by majority vote of the Directors and granted specific responsibilities. Committees serve at the pleasure of the Board and may be disbanded by the Board at any time. Committee members must be Members in good standing. Each committee may adopt a charter of rules, which must be approved by the Board and must be consistent with the Bylaws of the Corporation.

ARTICLE VI INDEMNIFICATION

6.1 Indemnification. The Corporation shall indemnify each person who is or was a Director, Officer, Executive Director, managing agent, and employee of the Corporation in connection with any action, suit, or proceeding implicating or related to the person's duties to the Corporation, except where the person is found to have acted with gross negligence or willful misconduct in performing those duties. The indemnification shall include payment of the person's current attorney fees and court costs incurred in the course of the action, suit, or proceeding. The Corporation may, but need not, pay the person's other current expenses arising out of or caused by the action, suit, or proceeding.

ARTICLE VII CONTRACTS, PAYMENTS, DEPOSITS, AND GIFTS

7.1 Contracts. The Board may authorize one or more Officers to enter into any contract 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.

7.2 Payments. Unless otherwise provided by resolution of the Board, all checks, drafts, and orders for payment by the Corporation shall be signed by the Treasurer, with a countersignature by another Director if the amount is greater than \$1,000.00. The instruments shall be included on the agenda and ratified by the Board at its next meeting.

7.3 Deposits. All funds paid to the Corporation shall be deposited in a timely manner to the credit of the Corporation in an account at a bank or other financial institution selected by the Board.

7.4 Gifts. The Board may accept or reject any contribution, gift, bequest, or grant made to the Corporation according to the charitable purposes and the best interests of the Corporation.

ARTICLE VIII BOOKS AND RECORDS

8.1 Obligation to Preserve Books and Records. The Corporation shall keep correct and complete books and records of its accounts, minutes of its proceedings, and all documents related to the Corporation and its activities.

8.2 Records to be Maintained. The Corporation shall continuously maintain the following as permanent records or for a time period established by recommendation of its attorney or accountant at its principal office the following:

8.2.1 The Corporation's governing documents (Articles of Incorporation, Bylaws, and Rules and Regulations).

8.2.2 Minutes, ballots, votes, consents, and resolutions pertaining to all Board meetings, committee meetings, and meetings of the Members.

8.2.3 All waivers of notice of a meeting of Members, the Board, or any committee of the Board.

8.2.4 A record of the names, addresses, telephone numbers, fax numbers, and email addresses of Directors, Officers, employees, and Members and the dues paid by each Member.

8.2.5 All written communications from or to the Corporation or the Board within the past four years.

8.2.6 Accurate and complete accounting records made according to generally accepted accounting principles.

8.2.7 The Corporation's annual financial statements, including any amounts held in reserve.

8.2.8 All financial audits or reviews of the Corporation's books during the past four years.

8.2.9 The Corporation's operating budget for the current fiscal year.

8.2.10 The results of any financial audit or review for the fiscal year immediately preceding the current annual disclosure.

8.2.11 A list of all Corporation insurance policies including, but not limited to, property, general liability, director and officer professional liability, and fidelity policies, including the insurance company names, policy limits, policy deductibles, additional named insureds, and expiration dates of the policies listed.

8.3 Form of Records. The Corporation shall maintain its records in writing, electronically, or in any form capable of conversion into written form within a reasonable time.

8.4 Availability of Records. All financial and other records shall be made reasonably available for examination and copying by any Member and any Member's authorized agents. "Reasonably available" means available during normal business hours, with seven (7) business days' notice, to the extent that:

8.4.1 The request is made in good faith and for a proper purpose;

8.4.2 The request describes with reasonable particularity the records sought and the purpose of the request; and

8.4.3 The records are relevant to the purpose of the request.

8.5 Monitoring of Books and Records. Books and records shall not be removed from the Corporation office. The Board may designate in writing that certain records may only be inspected in the presence of one or more Board members or employees of the Corporation.

8.6 Copying Fee. The Corporation may charge a fee, not to exceed the Corporation's actual cost per page, for copies of the Corporation's records.

ARTICLE IX CONFLICTS OF INTEREST INVOLVING BOARD MEMBERS

9.1 Definitions.

9.1.1 "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Corporation and a Director, a related person, or a related entity, as defined below.

9.1.2 "Related person" means a spouse, descendant, ancestor, a sibling, or the spouse or descendant of a sibling of a Director.

9.1.3 "Related entity" means an estate, trust, business entity, or business association in which a Director or a related person has a beneficial or financial interest.

9.2 Required Disclosure of Conflict. If any contract, decision, or other action taken by or on behalf of the Corporation would financially benefit any Director, related person, or related entity, then the Director shall disclose the conflict to the other Directors in open session at the next meeting of the Board at which the interested Director is present, before there is any discussion or vote on that matter. After disclosure, if a majority of the other disinterested Directors at the meeting vote in the affirmative, the Director may participate in the discussion but shall not vote on the matter. The written minutes of the meeting shall reflect the disclosure, the other Directors present, the composition of the quorum, and who voted for and against participation by the interested Director.

9.3 Determination of Quorum. The interested Director may be counted as present when determining whether a quorum of the Board exists for voting on all matters before the Board other than the conflicting interest transaction.

9.4 Prohibition on Loans. The Corporation shall not make loans to its Directors or Officers. Any Director or Officer who assents to or participates in such a loan shall be liable to the Corporation for the entire amount of the loan plus attorney fees, costs, and other damages.

9.5 Conflicting Interest Transactions. All conflicting interest transactions shall be declared and the director exempt from voting.

ARTICLE 10 GENERAL PROVISIONS

10.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

10.2 Adopting and Interpreting Rules and Regulations. Before adopting any new Rules and Regulations, the Board may, at its sole option, discuss the proposed new Rules and Regulations at a special meeting of CL FIRES called for that purpose. The Board may adopt Rules and Regulations at a meeting of the Board by unanimous consent without a meeting or by any other method authorized by the Corporation's governing documents or Colorado law. All Rules and Regulations shall be subject to and shall be interpreted according to the Articles of Incorporation and these Bylaws. The Board shall publish new Rules and Regulations by posting them on the Corporation's website or by delivering them to the Members by e-mail, postal mail, or personal delivery. Unless otherwise stated by the Board when published, all new Rules and Regulations are fully effective and enforceable by the Corporation beginning on the next business day after they are published.

10.3 Amending the Bylaws. The Board may amend the Bylaws by the affirmative vote of a simple majority of the Directors taken by written ballot at a regular or special meeting of the Board. The notice of the meeting shall set forth the specific alterations, amendments, or repeal to be considered at the meeting. Reading of the amended or revised Bylaws at two consecutive meetings is required.

10.4 Method of Resolving Conflict in Corporation Documents. If a conflict arises between or among provisions contained in the Articles of Incorporation, these Bylaws, and the Corporation's Rules and Regulations, then the Articles shall control over the Bylaws, and the Bylaws shall control over the Rules and Regulations.

10.5 Rules for Meetings. All meetings of the Board, committees of the Board, and the Members shall be according to the most current *Roberts Rules of Order*. Voting

members at any meeting may, by majority vote at the meeting, vote to suspend all or part of those rules so long as the best interests of the Corporation are served by doing so.

10.6 Electronic Documents. Any document required to be in writing, including consents, resolutions, and notices, shall not be invalid solely because the document was transmitted by email, fax, or other electronic means.

10.7 Business Days. A “business day” is any weekday, Monday through Friday that does not fall on a federal or state holiday.

CERTIFICATION

We certify that we are all the Directors of the Crystal Lakes Fire Information, Resources, Education and Safety Corporation (CL FIRES) and that by unanimous consent we adopt these Bylaws as of June 27, 2011.

//Signature on Original//

Jeanette A. Williams
President

//Signature on Original//

Sherry K. Alexander
Treasurer

//Signature on Original//

George R. Deaton
Secretary

//Signature on Original//

Jodean G. Sandquist
Director