

BYLAWS OF THE
GUNNISON/CRESTED BUTTE TOURISM ASSOCIATION
A Colorado Nonprofit Corporation
(As of November, 2010)

ARTICLE I
General

Section 1. NAME. This organization is incorporated under the laws of the State of Colorado and shall be known as Gunnison/Crested Butte Tourism Association.

Section 2. PURPOSE. The mission of the Tourism Association is to market our valley-wide community as a year-round destination and to promote a quality visitor experience.

Section 3. BUSINESS OFFICES. The principal office of the corporation in the State of Colorado shall be located in the County of Gunnison. The corporation may have such other office(s), either within or without the State of Colorado, as the Board of Directors (“Board”) may determine or as the affairs of the corporation may require from time to time.

Section 4. REGISTERED OFFICE. The corporation shall have and continuously maintain in the State of Colorado a registered office address and registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and address of the registered office may be changed from time to time by the board.

Section 5. LIMITATIONS. The corporation shall observe all local, state, and federal laws, which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II
Partners and Partnerships

Section 1. The Gunnison-Crested Butte Tourism Association is not a membership organization. The Gunnison-Crested Butte Tourism Association’s relationship with the local Chambers of Commerce provides for members of tourism related businesses in good standing with their respective chamber to automatically have the benefit of being a Tourism Association Hospitality Partner with benefits as described below. There is no further charge above the Chamber Membership Fee to become a Hospitality Partner.

a. Hospitality Partner Benefits

1. Receive a basic listing (business name/address/email address/web site address/telephone number) on the Tourism Association web site (without live links) and in the Annual Vacation Planner.
2. The opportunity to “upgrade” their Hospitality Partnership to a Marketing Partnership as described below

b. Marketing Partner Benefits

1. Receive an enhanced listing on the Tourism Association's web site (with live links where applicable in the basic listing described above, up to 400 words of copy and 5 photos)
2. Receive an enhanced listing in the Tourism Association's annual Vacation Planner, which includes a photo, 50 words of copy, and the basic listing described above.

There is an additional fee to become a Marketing Partner as administered by each local Chamber of Commerce and not determined by the Tourism Association.

ARTICLE III
Board

Section 1. GENERAL POWERS. Subject to provisions and limitations of the Colorado Revised Nonprofit Corporation Act, and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the Partners, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. NUMBER. The authorized number of elected directors of the corporation shall be up to eleven (11). The authorized number of elected directors may be modified by a majority vote of the Partnership.

Section 3. COMPOSITION OF BOARD. The Board shall be elected and composed, unless modified by the Board in accordance with and pursuant to these Bylaws, as follows. The attached TA Bylaws North South Boundary Map delineates the North/South of Jack's Cabin Cutoff notation for the At-Large seats.

- One (1) At Large- North of Jack's Cabin Cutoff
- One (1) At Large- South of Jack's Cabin Cutoff
- One (1) Lodging – Gunnison /Almont
- One (1) Lodging- Crested Butte
- One (1) Lodging- Mt. Crested Butte
- One (1) Non-profit
- One (1) Professional
- One (1) Real Estate/Property Management
- One (1) Restaurant
- One (1) Retail/Commercial/Recreation
- One (1) Ski Area

The qualifications for directors are that each shall be the person representing a Partner which is in good standing with the Gunnison Chamber of Commerce or the Crested Butte/ Mt. Crested Butte Chamber of Commerce in Gunnison County, Colorado. No more than one person from one business or entity can be on the Board at the same time without 2/3 Board Approval. No paid directors of the local Chambers of Commerce can be a Board member. No elected officials, their

directors or managers of any town, city or county can be a Board member. No more than six (6) positions shall be held by representatives by the north or south end of the East River valley. Jack's Cabin Cutoff shall define the line between north and south in the east River valley. At least every 2 years, the majority of the representatives shall shift from the north to the south end of the East River valley or from the south end to the north end of the East River valley, as the case may be.

The Board shall also include eight (8) non-voting Advisory Board Members, appointed by their respective organizations to include:

Gunnison County
City of Gunnison
Town of Crested Butte
Town of Mt. Crested Butte
Public Lands
Western State College
Crested Butte/ Mt Crested Butte Chamber of Commerce
Gunnison Chamber of Commerce

In addition, one or both immediate Past President(s) of the corporation shall serve as ex-officio for the period of the one (1) year following his or her term as President(s), provided that the past President(s) is not already serving as a director.

Section 4. DEFINITIONS OF BOARD CLASSES

- a. At-Large – shall refer to any eligible Partner of the Tourism Association.
- b. Lodging – Crested Butte shall mean hotel properties located north of Jack's Cabin Cutoff including the Town of Crested Butte but excluding the Town of Mt. Crested Butte.
- c. Lodging – Mt. Crested Butte shall mean hotel properties located within the town limits of Mt. Crested Butte.
- d. Lodging – Gunnison/Almont shall mean hotel properties located south of Jack's Cabin Cutoff, including in the City of Gunnison.
- e. Non-profit – shall mean a tourism related non-profit or not-for-profit registered corporation or organization with a primary business operation in Gunnison County.
- f. Professional – shall mean a business involving professional services or practice such as but not exclusive to medical, architectural, legal, accounting, financial, and the like.
- g. Property Management/Real Estate – shall mean persons who have businesses that manage, rent or sell properties in Gunnison County.
- h. Restaurant – shall mean businesses selling restaurant/food and beverage services in Gunnison County.
- i. Retail /Recreation – shall mean businesses selling retail recreational goods and services (not including ski area) in Gunnison County.
- j. Ski Area Membership – shall mean anyone doing business as a ski area in Gunnison County.

Section 5 TERM OF ELECTED DIRECTORS. Each elected director shall hold office for a term of three (3) years. Any elected director is eligible for re-election, except that no elected director shall serve more than two consecutive terms or six consecutive years.

Section 6. NOMINATION OF DIRECTORS TO BE ELECTED. The Board Secretary shall appoint and Chair an Election Committee composed of one (1) Member of the Board and one (1) Partner not currently serving on the Board. The responsibilities of the Election Committee shall be:

- a. To solicit qualified candidates for nomination. To qualify, a candidate must be an owner or manager of an active, current Partner business or the designated agent of that Partner.
- b. To designate positions as either a north end election or a south end election to maintain the required majority and balance shift in Section 3 above. The Election committee shall use its best efforts to rotate board positions which are not geographically designated between the north end and south end to maintain the required balance on the board, and to fill board positions.
- c. To prepare a slate of candidates. Any Partner may nominate its representatives or other Partner. The election committee will advertise locally and solicit the Partners to apply for any open positions on the Board.
- d. To give notice of the election, including a list of all candidates nominated by the election committee under this Section, at least 45 days prior to such election.
- e. To conduct the election
- f. To appoint an impartial party as Inspector of Election to tally the ballots and announce the results to the Board
- g. To resolve any ties between candidates in the Election according to the following criteria:
 - (1) In a tie between any two or more candidates, the candidate who received the most votes from the designated region for the board seat shall win the election. For example, for a Gunnison seat, in the event of a tie, the candidate which received the most votes from south of Jack's Cabin cutoff would be declared the winner.
 - (2) In the event of a tie between two or more candidates for an at large or non-designated position, the candidate which receives the most votes from the region which had the greater number of total votes cast for the particular seat shall be declared the winner. For example, for an at large seat, in the event of a tie, if the greater number of votes were cast north of Jack's Cabin cutoff, the candidate which received the most votes north of Jack's Cabin cutoff would be declared the winner.
 - (3) The Election committee shall have the authority to decide further reasonable mechanisms to determine a winner in the event of a tie should the Election not be decided under criteria 1 and 2 above.

Section 7. ELECTION OF DIRECTORS.

- a. Election of directors shall be by written ballot or via electronic means as deemed appropriate annually by the Election Committee.
- b. Elections will occur based on the following schedule:

January	- Notice of Election – no later than January 15
February	- Filing Deadline – no later than February 15 th
March	- Ballot out no later than March 1
April	- General Election, voting deadline no later than March 20
April	- Take Office – 1 st meeting in April

c. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Partners the nominees’ qualifications and the reasons for the nominees’ candidacy, a reasonable opportunity for all Partners to choose among the nominees

d. Staggered Elections – Three (3) to four (4) seats shall be elected each year, for three (3) year terms (with the exception of the First Board) as follows:

<u>Year A</u>	<u>Year B</u>	<u>Year C</u>
Restaurant	At-Large Gunnison	At-Large Crested Butte
Non-Profit	Professional	Retail/Comm/Recreation
Lodging – Mt Crested Butte	Lodging – Crested Butte	Lodging – Gunnison
	Ski Area	Real Estate/Property Mgmt

e. Special Elections – Should these Bylaws be amended to provide for additional Board Members and/or change of the composition of the Board, a special election of any director position affected by such changes shall be held by written ballot.

Section 8. VACANCY. Any vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the remaining directors at a meeting at which there is a quorum of directors present. A vacated seat must be filled by a Partner from the same Board class. A director elected in this manner to fill a vacancy shall serve until the next election of directors, at which time a director from that Board class will be elected to fill the remainder of the unexpired term.

Section 9. RESIGNATION. Any director may resign at any time by mailing or delivering, or transmitting by facsimile, written notice of his/her resignation to the President(s) or the Secretary of the corporation. Any such resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of Colorado, no director may resign if the corporation would be left without directors in charge of its affairs as stated in the Articles of Incorporation.

Section 10. REMOVAL BY BOARD. Any elected Member of the Board may be removed by the affirmative vote of two-thirds of the directors entitled to vote whenever in their judgment grounds for the removal of a director exists. Without limitation, it shall be cause for removal of a director if the director fails to attend three (3) consecutive meetings.

Section 11. CONFLICT OF INTEREST. As a member of the Board of Directors of the Gunnison-Crested Butte Tourism Association, there may be times when elements of a Directors' personal or professional life may come in to conflict with the mission and goals of the Association. If and when situations arise where a Director believes there may be a conflict or if a Director is advised by another Director that there is a potential conflict, it is incumbent upon the Director in question to make the potential conflict known to a member of the Executive Committee. After discussion, if it is deemed there is a potential conflict, the remaining Executive Committee Members will be consulted to determine the appropriate action.

ARTICLE IV Duties of the Board

Section 1. Without limiting the general powers set forth in Section 1 of Article III of these Bylaws, the directors shall have specific powers and duties set forth in this Article IV.

Section 2. BUDGET. The Executive Director, prior to the beginning of each calendar year, will submit a draft budget to the Board, which shall also include all long-term or continuing commitments of the corporation made in connection with or contemplated under any previously approved budget, for tentative adoption. The Executive Committee and Executive Director will submit the portion of the budget funded by public funds to the Local Marketing District Board of Directors for approval, and shall adopt the budget in final form after receipt of such approval.

Section 3. FUNDING. The corporation will be funded based upon the annually approved budget by the Local Marketing District Board of Directors.

Section 4. ADDITIONAL REVENUES. The Board shall provide for additional means of funding the activities of the corporation through appropriate actions as may benefit the general funds and overall operations of the corporation.

Section 5. REGULAR MEETINGS. The Board shall meet once a month and shall determine a regular interval for meetings by resolution of the Board at a time and place designated by the President(s). Regularly scheduled meetings of the Board may be rescheduled by the President(s) or by the Secretary by authority of the President(s). Delivery of meeting materials to the Board shall occur no fewer than five (5) calendar days prior to the regular meeting.

Absence from three (3) consecutive regular meetings by any elected director without an excuse deemed valid and so recorded by the Board shall be considered as a resignation, under which circumstances the Board will proceed to select a successor to fill such vacancy in accordance with Article III, Section 8.

Section 6. SPECIAL MEETINGS. A special meeting of the Board shall be held upon four (4) days notice by first class mail or seventy-two (72) hours notice delivered personally or by telephone, e-mail, or facsimile, and may be called the President(s), any Vice President(s), or the Secretary, or any two (2) directors. Notice of a special meeting may not be given to any director who signs a waiver or notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to thereto or at its commencement, the lack of notice of such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. QUORUM. At all meetings of the Board, the majority of the voting directors shall constitute a quorum. In the event that a quorum is not in attendance at any meeting, the meeting shall promptly be adjourned until a quorum is present or the meeting may continue without taking actions requiring a vote. Notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. With the approval of a vote of the majority of directors present at any meeting, whether or not a quorum is present, members of the Board may participate in the meeting through use of conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a meeting by telephone or video conference constitutes presence in person at such meeting.

The President(s) will vote on all matters before the Board. If any vote ends in a tie, the issue shall not be approved.

Section 8. PROXY AND ASSIGNMENT. There shall be no voting by directors by proxy or assignment. Directors must be present at the meeting to place a vote.

Section 9. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. Each voting director shall be entitled to one vote on each matter submitted to the Board.

Section 10. COMPENSATION. Directors shall not receive any salary or other compensation for services to the corporation as a director; provided that the Board may, by resolution adopted by a majority of the directors then entitled to vote, provide compensation in a fixed sum and reimbursement of expenses for attendance, which may be allowed for attendance at each regular or special meeting of the Board. Compensation shall be consistent with the nonprofit status of the organization and in compliance with all rules and regulations of the Internal Revenue Service.

Section 11. ADJOURNMENT. Any meeting of the Board may be adjourned by affirmative vote of a majority of the directors present. If at any time during the course of a meeting of directors, a quorum ceases to exist, the remaining directors shall immediately adjourn the meeting or take no action requiring voting as provided for Section 6 of this Article V.

Section 12. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board (not including any director with a conflicting interest transaction as defined in C.R.S. §7-128-501) individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 13. EXECUTIVE DIRECTOR. The Executive Director shall be the chief paid executive employee of the corporation. The Board may retain an executive director who shall be responsible to the Board for the implementation of the policies and goals set by the Board. The Executive Director shall have the following authority and responsibilities, unless otherwise limited by a majority vote of the entire Board:

- a. Administration and supervision over all corporation staff employees;
- b. Administration and supervision over all corporation programs;
- c. The responsibility, unless otherwise directed by the Board, to attend all meetings of the Board and all corporation committees;
- d. Prepare annual budget and be responsible for financial reporting as requested by the Board.

ARTICLE V

Executive Committee

Section 1. EXECUTIVE COMMITTEE. The officers of the corporation shall be one or more President(s), one from south end designation one from north end designation, a Vice President(s), a Secretary and a Chief Financial Officer (which may also be known as Treasurer), and such other officers as the Board shall deem proper.

Section 2. ELECTION. The Board, at its first meeting after each time new board Members take office, shall choose the Executive Committee and may, not inconsistent with the Bylaws, fix the powers and duties of any Executive Committee Member. Each Executive Committee Member so chosen shall hold office for one year or until his/her successor shall be chosen and shall qualify, unless he/she shall sooner resign or be removed as herein in these Bylaws provided.

Section 3. AGENTS. The Board may, except as otherwise required by law, authorize any Executive Committee Member or Executive Committee Members, agent or agents in the name of and on behalf of the corporation to sign checks, drafts, or other orders for the payment of money or notes of other evidences of indebtedness, to endorse for deposit, deposit to the credit of this corporation at any bank or trust company or banking institution in which the corporation may maintain an account, cash, checks, notes, drafts or other bankable securities or instruments and such authority may be general or confined to specific instances as the board may elect, but unless so authorized by the Board. Except as specifically authorized by the Board, no officer,

agent or employee shall have power of authority to bind the corporation by contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 4. DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS. The duties of the Executive Committee Member shall be as follows:

- a. President(s) (s). The President(s)(s) shall be the principle executive officer(s) of Association and shall (i) have the general control of the affairs and business of the Association; (ii) preside at all meetings of the Membership and the Board; (iii) appoint chairpersons and members of all committees and shall be an ex-officio member thereof; (iv) sign all deeds, notes, contracts or other instruments which the Board has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; (v) perform all duties incident to the office of President(s)(s) and such other duties as may be prescribed by the Board from time to time.
- b. Vice President(s). The Vice President(s) shall assist the President(s) and the Board and shall perform such duties as may be assigned to them by the President(s) or by the Board. In the absence of the President(s)(s) of the Board, the Vice President(s) designated by the Board shall have the powers and perform the duties of the Chair. If no such designation shall be made, any Vice President(s) may exercise such powers and perform such duties.
- c. Secretary.
 - (i) The Secretary shall keep or cause to be kept at the corporation's principal office or such other place as the Board may direct, a book of minutes and/or electronic file copies of all meetings, proceedings and actions of the Board and of committees of the (minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board meetings);
 - (ii) See that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation, and as required by law;
 - (iii) Be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the Board and keep or cause to be kept, at the principal office in Colorado, a copy of the Articles of Incorporation and the Bylaws, as amended to date;

- (iv) In accordance with Article III Section 6, Nominations of Directors to be elected, the Secretary shall appoint an Election Committee;
- (v) The Secretary shall be responsible to keep or cause to be kept, the most current copy of the Association Bylaws; any amendments or revisions to the Bylaws will be overseen by the Secretary and the Secretary shall bring changes to the Board of Directors for approval; and,
- (vi) 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(s) or by the Board.

Assistant Secretaries, if any, shall have the duties and powers as given by the Secretary, President(s) or the Board, all subject to supervision by the Secretary.

- d. Chief Financial Officer. The Chief Financial Officer shall be known as the Treasurer and (i.) shall keep or cause to be kept on a monthly basis, an accurate assessment of the corporations revenues and expenses; (ii) shall confer with the corporations Executive Director prior to each monthly Board of Directors meeting and approve the movement of all budget line item adjustments; (iii) perform all other duties incident to the office of the Treasurer and, upon request of the Board, shall make such reports as may be required at any time.

The Treasurer shall, if required by the Board, give the corporation in a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of the Treasurer's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board or the President(s)

Section 6. LIABILITY OF DIRECTORS, EXECUTIVE COMMITTEE, AND EMPLOYEES . To the fullest extent permitted by law, the directors, Executive Committee Members, and employees of the Association shall not be liable for any of the Association's obligations, or for any act, or failure to act, of the Association. In accordance with C.R.S. § 7-129-101 through §7-129-110, the corporation shall indemnify its directors, officers, employees and other allowed persons to the fullest extent provided in its Articles of Incorporation and by the Colorado Revised Nonprofit Corporation Act, and as such statute may be subsequently amended or revised.

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, against any liability asserted against or incurred by any officer, Executive Committee Member,

employee, or agent in such capacity or arising out of the officers, Executive Committee Members, employees or agents status as such.

The Board, or such individual(s) as may be designated by the Board, shall in the Board's discretion, provide for the bonding of the directors, Executive Committee Members, and employees of the Corporation in such amounts, types of bonds and circumstances as the Board may deem appropriated from time to time.

Section 7. **DIVIDEND PROHIBITED.** No dividend shall be paid and no part of the income or profit of this corporation shall be distributed to the corporation's directors, Executive Committee Members or employees. The corporation may reimburse its, directors, or Executive Committee Members and employees for out-of-pocket expenses they may incur for the benefit of the corporation. Upon dissolution or final liquidation, the Corporation will relinquish all funds to the Local Marketing District Board of Directors.

Section 8. **LOANS TO DIRECTORS AND EXECUTIVE COMMITTEE PROHIBITED.** No loans shall be made by the corporation to its directors or officers.

Section 9. **RETURN OF DOCUMENTS.** Directors and Executive Committee Members shall return all corporate documents to the corporation no later than 15 days after leaving office.

ARTICLE VII Committees

Section 1. **ELECTIONS COMMITTEE.** At least sixty days prior to any election, the Secretary shall appoint an Election Committee composed of one (1) Member of the Board and one (1) Partner not currently serving on the Board. The responsibilities of the Election Committee are defined in Article 111, Section 3.

Section 2. **MARKETING COMMITTEE.** The Board shall cause to form a Marketing Committee, whose members shall be appointed by the Board. The Committee shall consist of a minimum of three (3) Members of the Board and may include up to three (3) Partners not currently serving on the Board.

Section 3. **OTHER COMMITTEES.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committee(s) as deemed necessary by the Board, or may authorize the President(s) to make such appointment(s) to perform specific duties as requested by the Board. Any committee which is in power to act on the Board's behalf in any manner shall be composed of two (2) or more directors and the meetings and actions of such committees shall be governed by the provisions of these Bylaws concerning meetings and other Board actions, except at the time for regular meetings of such committees and the calling of special meetings may be determined either by Board resolution and, if there is none, by resolution of the committee of the Board. The Board may adopt rules for the government of any committee, providing they are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules. Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records. Any appointed committee shall be responsible only to the Board.

Section 4. REMOVAL OF COMMITTEE PARTNERS. Any Partner serving on a committee appointed by the President(s) or a majority vote of the Board may be removed by a majority vote of the Board whenever, in their best judgment, the best interest of the corporation is served by such removal.

Section 5. TERM OF OFFICE. Each Partner of a committee shall serve a one year term or until the responsibility of the committee is successfully terminated as determined by the President(s) or by a majority vote of the Board, whichever is shorter. Committee Members, if they desire, may be reappointed to the Committee by the Board for additional one-year term(s).

Section 6. TERMINATION OF COMMITTEE. By majority vote of the Board, a Committee formed under Section 3 of this Article VII, may be terminated when, in the opinion of the Board, there is no longer a purpose or function for the Committee.

ARTICLE VIII
Amendments and Dissolution

Section 1. AMENDMENTS BY DIRECTORS. New Bylaws may be adopted, or these Bylaws may be amended or repealed from time to time by action of a two-thirds (2/3) majority vote of the Board, provided that notice of the proposed amendment shall have been mailed or emailed to each Director of the Corporation not less than fourteen (14) days prior to such action.

Section 2. MAINTENANCE AND INSPECTION OF RECORDS. Every Partner and director shall have all rights of inspection of the corporation's books, records and documents as are provided for under applicable law. The Board shall cause an annual report to be made public to the Partners and directors within one hundred twenty (120) days after the end of the corporation's fiscal year. **CERTIFICATE OF SECRETARY**

I certify that I am a duly elected and acting Secretary of the Gunnison/Crested Butte Tourism Association, a Colorado Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of _____ pages, are the Bylaws of this corporation as adopted by the Board on _____, 2009, and that they have not been amended or modified since that date.

Executed on _____, 2009 at Gunnison, Colorado

SECRETARY

POLICY ADDENDUM TO
GUNNISON-CRESTED BUTTE TOURISM ASSOCIATION BYLAWS

Section 1. TAKING OFFICIAL POSITIONS

Whereas the Gunnison-Crested Butte Tourism Association (TA) is a Destination Marketing Organization whose mission is to enhance economic vitality by marketing our county as a year-round destination and to foster relationships with hospitality partners to ensure a quality guest experience;

Whereas the TA is not a political organization;

Whereas the TA must remain focused on marketing Gunnison County and working together with all members to build positive relationships that focus on building a quality guest experience;

Therefore, on this 11th day of the month of September in the year 2007, the Board of Directors of the TA hereby establishes an official policy that prevents this organization's Board of Directors from taking official or unofficial positions on behalf of the Tourism Association on any local issue.

Section 2. Section 2. CASH GRANTS

Whereas the Gunnison-Crested Butte Tourism Association (TA) is a Destination Marketing Organization whose mission is to enhance economic vitality by marketing our county as a year-round destination and foster relationships with community partners to ensure a quality guest experience;

Whereas the TA receives annual funding from the Local Marketing District (LMD) to conduct marketing, county wide, year-round according to the approved work plan;

Whereas the TA is responsible for the direct oversight of the approved marketing funds;

Whereas the TA whole heartedly supports local events and venues with marketing support within the scope of the approved work plan;

Therefore in this 9th day of the month of January in the year 2009, the Board of Directors of the TA hereby establishes an official policy that prevents this organization's Board of Directors or Staff from granting TA, LMD approved funds for any marketing that is outside the purview of the TA.

APPENDIX

Section 1. HISTORIC ELECTION OF DIRECTORS

- h. Interim Board – An Interim Board shall be appointed by the incorporator, to be the same Board as appointed by the Gunnison County and Municipalities IGA for the corporation from incorporation until terminated 30 days after the first Board election. The Interim Board shall have all the duties and powers of an elected Board under these Bylaws, and shall provide for the election of the First Board.
- i. First Board – The first elected Board of Directors (“First Board”) shall take office by _____. The First Board shall be elected with the notice described above, but may occur on a schedule different from that provided for in Section 6 of this Article IV as scheduled by the Interim Board, provided that such election shall follow a similar time frame as described in Section 6.b. above, which is approximately 90 days from notice to taking office.
- j. First Elections – The first election of the Board of Directors will elect the following directors for, respectively, terms consisting of the remainder of 2003 and all of either one (1) additional year, two (2) additional years or three (3) years additional years, in order to establish staggered positions as described in Section 6.d. of this Article IV, above, as follows:

One Year Term – Group A
Two Year Term – Group B
Three Year Term – Group C