

ROCKY MOUNTAIN GUIDES ASSOCIATION

A Colorado Non-Profit Corporation

BYLAWS FOR GOVERNMENT OF THE CORPORATION

Adopted May 11, 1993,
Amended October 20, 1997
Amended January 15, 1998
Amended November 2, 2000
Amended October 9, 2003
Amended October 6, 2005
Amended March 1, 2007
Amended April 2, 2009

Rocky Mountain Guides Association

A Colorado non-profit corporation

INCORPORATION AND LEGAL HISTORY

The association was originally organized in 1988 as an unincorporated association under the name of the Rocky Mountain Chapter of The Professional Guides Association of America, the latter being a non-profit educational association organized and incorporated in the District of Columbia. The association so acted until the filing of the Articles of Incorporation on May 10, 1993, at which time it incorporated under the name of the Rocky Mountain Guides Association as an independent non-profit corporation organized and acting under and pursuant to the Constitution and Laws of the State of Colorado.

ARTICLE I

OFFICES

Section 1.1 PRINCIPAL OFFICE. It is intended that the principal office be and remain located within the Denver metropolitan area. The Corporation may have such other offices as the Board of Directors may designate, or as the business of the Corporation may require from time to time.

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

ARTICLE II

MEMBERSHIP

Section 2.1 ELIGIBILITY. Any person or organization meeting the requirements specified in any one of the membership categories set forth below is eligible to apply for membership in this corporation. Members who continue to meet the requirements for membership in one of the membership categories shall be eligible to continue membership by prompt payment of the annual dues applicable to their membership category and, if a Professional Member and requested by the Membership Committee or the Board, demonstrating his or her compliance with the requirements for continued membership to the Membership Committee.

Section 2.2 APPLICATION AND RENEWAL. Applications for new members and, if requested by the Membership Committee or the Board, annually renewing Professional Members will be considered by the Membership Committee upon submission of the appropriate completed application form to the Chairman of the Membership Committee. The Membership Committee, after verifying initial or continuing eligibility for membership of the applicant (including, but not limited to, hours of work and/or training) shall make a recommendation for acceptance or rejection of the application to the Board of Directors for action. The recommendations of the Membership Committee shall be deemed accepted and approved unless specific contrary action is taken by the Board at the meeting at which such recommendations are submitted or an adjournment thereof held within thirty (30) days thereafter. No applicant shall be admitted to membership in the Corporation until such time as an application for membership is accepted by the Board of Directors and the membership fee, if any, and dues for the current Dues Year, as established by the Board of Directors, have been paid.

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Section 2.3 MEMBERSHIP CATEGORIES. Classes or categories of membership are as follows:

(a) PROFESSIONAL MEMBERSHIP. Individuals who function as tour guides or tour managers /directors, including docents, instructors and driver/guides, for at least fifty (50) hours in the year prior to application for membership are eligible to become Professional Members. It is understood that in order to continue in subsequent years as a Professional Member an individual must remain significantly active professionally as a tour guide, tour manager/director, docent, instructor and/or driver/guide, and/or pursuing continuing professional education by means of attending or teaching at regular and/or special membership educational meetings, seminars, tours, classes, and/or independent study, or a combination of these or substantially similar activities to sustain or improve professional qualifications. Professional Members no longer active as tour guides or other- wise not eligible to continue as Professional Members are eligible to become and continue as Associate Members for as long as they may wish.

(b) ASSOCIATE MEMBERSHIP. Individuals seeking to become or active as tour guides or tour managers/directors, including docents and driver/guides, who have not yet met the requirements for Professional Membership, former Professional Members and any other persons interested in and supportive of the objectives and purposes of the Corporation are eligible to become and continue as Associate Members as long as they may wish. Persons in this category of membership are eligible to convert to Professional Membership at any time upon meeting the requirements to become or continue as Professional Members.

(c) BUSINESS MEMBERSHIP. Corporations, partnerships and other organizations and individuals, not eligible for Professional Membership, interested in and supportive of the objectives and purposes of the Corporation and involved in the tourism industry are eligible to become Business Members.

(d) STUDENT MEMBERSHIP. Persons studying and preparing to become tour guides or tour managers/directors, including docents, and driver/guides, by attending credited classes or pursuing credited independent study in tourism are eligible to become and continue as Student Members upon such terms and conditions for such period or periods as may from time to time be approved by the Board for such individuals.

(e) FRIENDS MEMBERSHIP. Persons not directly or indirectly involved in the tourism industry, but interested in and supportive of the Corporation, its objectives, purposes and activities, are eligible to become and continue as Friends Members upon such terms, conditions and provisions as may from time to time be approved by the Board for such persons.

(f) OTHER MEMBERSHIPS. The Board, in its discretion in individual cases, may create honorary memberships life memberships and such other types of memberships as they may deem proper and appropriate to honor those persons who have rendered extraordinary and outstanding service to or on behalf of the Corporation. Such memberships may be of such duration, upon such terms, conditions and limitations, and with such privileges as determined by the Board.

Section 2.4 MEMBERSHIP TERMINATION. The membership of any individual or organization may be terminated by action of the Board of Directors if it is deemed in the best interests of the Corporation.

Section 2.5 VOTING. Each Professional Member, Associate Member and Business Member is entitled to cast one vote on each matter submitted to a vote of the members and for each position on the Board of Directors to be filled by vote of the members. All other membership categories are non-voting members. Neither cumulative voting nor voting by proxy shall be allowed in any election under the Articles or these Bylaws. By action of the Board of Directors in each case, voting by mail may be permitted in elections of officers and directors and in elections for amendment to the Articles of Incorporation or proposed plans of merger, consolidation, or dissolution. It is specifically PROVIDED, HOWEVER, that (a) the election of directors by mail shall require at least a majority of the votes which members are entitled to cast in the

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election, and (b) elections by mail on amendments and plans shall require the affirmative vote of at least two-thirds of the votes which members are entitled to cast on such questions.

Section 2.6 ANNUAL AND REGULAR MEMBERSHIP MEETINGS. The Annual Meeting of members shall be held at such time on such day during the month of **November** of each year as shall be established by the Board of Directors, commencing in the year 2009, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any Annual Meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called for the purpose as soon thereafter as may be convenient.

It is intended that Regular Meetings of members be held monthly at such place or places within the Denver metropolitan area as may be designated by the Board of Directors. Such meetings may be suspended for one or more months by action of the Board of Directors. Such Regular Meetings of members may be held outside the Denver Metropolitan area with prior approval of the Board of Directors. The primary purposes of the Regular Monthly meetings are:

- (a) the continuing education of the membership,
- (b) the discussion of various matters of interest and concern to the membership, and
- (c) the transaction of such business of the Corporation affecting the general membership as may be referred to the members by the Board of Directors.

Section 2.7 SPECIAL MEMBERSHIP MEETINGS. Special meetings of the members may be called by the Board of Directors, the President, the Vice President, or by not less than ten percent (10%) of the members entitled to vote at the meeting. Calls for special membership meetings shall specify the time, place or places within the Denver metropolitan area at which said meeting is to be held and the object or objects of such meeting. No other business than that specified in the call shall be considered at any such meeting, except that any person or group of persons empowered to call such a meeting may, in the same manner, add items to the agenda and notice for consideration at any such meeting.

Section 2.8 NOTICE OF MEMBERSHIP MEETINGS. Notice of all regular and special meetings of the members stating the place or places, date or dates and time or times of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given (1) in writing in the Newsletter, or (2) in writing by a separate mailing at least ten (10) days prior to the day of said meeting. Such notice shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation.

Section 2.9 WAIVER OF NOTICE. When any notice is required to be given to any member, director or officer of the Corporation under the provisions of Colorado law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice. Attendance at a meeting by an officer, director or member, unless specifically and solely to object to lack of notice, or to object to the transaction of any business on the grounds that the meeting was not lawfully called or convened, shall constitute a waiver of notice of such meeting.

Section 2.10 ELECTION OF OFFICERS AND DIRECTORS. At each Annual Meeting of members officers and directors shall be elected to serve for the terms provided in these Bylaws and until their successors are duly elected and qualified, unless they sooner resign or are removed pursuant to these Bylaws. Election of officers and directors shall be by a majority of the members attending the annual meeting who are entitled to vote, provided that if a quorum of members entitled to vote is not represented, such meeting may be adjourned by the members present for a period not exceeding sixty (60) days at any one adjournment. Each member entitled to vote at such election has the right to vote one vote for as many persons as there are directors to be elected. Cumulative voting and voting by proxy shall not be allowed in the election of directors.

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Section 2.11 QUORUM OF MEMBERS AND MANNER OF ACTION. Unless otherwise provided in the Articles of Incorporation, or by applicable Colorado law, a number equal to twenty percent (20) of the total number of members eligible to vote shall constitute a quorum at any Annual, Regular or Special Meeting of the members. In accordance with these bylaws only professional, associate and business members shall be eligible to vote. If a quorum is present, as declared by the President, the affirmative vote of the majority of the members present and entitled to vote on a matter shall be the act of the members, unless the vote of a greater proportion or number is required by Colorado law, the Articles of Incorporation, or these Bylaws. Parliamentary procedures as set forth in the most current available edition of "Robert's Rules of Order" shall govern all deliberations at meetings of members and of directors

Section 2.12 MEETING OF ALL MEMBERS. If all of the members who are entitled to vote shall meet at any time and place, either within or outside the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors.

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

(a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.3 NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the Corporation shall initially be five (5) and shall thereafter be as determined by the Board of Directors and ratified by the members of the Corporation. Each director shall hold office for a term of one (1) year and thereafter until his or her successor shall have been elected and qualified. The officers of the Corporation, as hereinafter set forth, shall be the directors of the Corporation.

Section 3.4 REGULAR BOARD MEETINGS. The Board of Directors shall provide, by resolution, the time and place, either within or without the metropolitan Denver area, for the holding of regular meetings of the Board without other notice than such resolution. The Board may include committee chairpersons in the activities of Board meetings, except that only directors shall be permitted to vote on matters for Board action.

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Section 3.5 SPECIAL BOARD MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within or without the metropolitan Denver area, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.6 NOTICE OF BOARD MEETINGS. Notice of any special meeting of the directors shall be given as follows:

By mail to each director at his or her address as set forth in the membership records of the Corporation at least four (4) days prior to the meeting; or

By telephone at least twenty-four (24) hours prior to the meeting to each director at the telephone number or one of the telephone numbers set forth in the membership records of the Corporation.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with first class postage thereon prepaid. If telephoned, such notice shall be deemed delivered when given directly to the director or left for the director on telephone answering equipment answering at the director's number. Notice may be waived in the manner provided in Section 2.9 of these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special 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 these Bylaws.

Section 3.7 QUORUM OF DIRECTORS. Three directors or one more than one half of the number of directors fixed by or pursuant to Section 3.3 of this Article III, whichever is the greater number, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.8 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors. All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent available edition of Robert's Rules of Order.

Section 3.9 ACTION OF DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting, but only in full compliance with the provisions of Colorado Revised Statutes, Title 7, Article 128, Section 202, as the same may be amended or replaced for governance of Colorado nonprofit corporations and with the adopted Policies of the Corporation.

Section 3.10 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.11 VACANCIES. Any vacancy occurring in the Board of Directors shall be filled in the manner provided in Section 4.4 of these Bylaws.

Section 3.12 RESIGNATION. A director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation shall take effect upon receipt of the notice or at later time as specified in such notice. Unless otherwise specified in said notice acceptance of such resignation shall not be necessary to make it effective. A director may be deemed to have resigned for failing to attend three (3) or more meetings without good cause shown, as determined by the Board, or for failing to meet the other obligations of his or her office as director and officer of the Corporation as specifically set forth in these Bylaws or as may be reasonably specified from time to time by the President or the Board. Such resignation shall be effective upon and at the time such failure to attend meetings or meet

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obligations is confirmed by an affirmative vote of the Board of Directors. The officer and director concerning whom such vote is taken shall not be eligible to participate in the vote upon his or her resignation.

Section 3.13 REMOVAL. Any director or directors of the Corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act. In all cases where removal of a director is considered the prime concern shall be how the best interests of the Corporation will be served.

Section 3.14 STATEMENT OF PERSON NOT AN OFFICER OR DIRECTOR. Any person named as holding a position in the Corporation as an officer, director or otherwise in a document on file with the Secretary of State of the State of Colorado may, if such person does not hold such position, deliver to said Secretary of State for filing a statement setting forth: (a) the person's name; (b) the name of the Corporation; (c) information sufficient to identify the document in which such person is so named; and (d) the date on which the person ceased to hold such position or a statement that the person did not hold such position.

Section 3.15 COMPENSATION, LOANS. Directors and officers shall not receive compensation for their services, but nothing herein shall preclude any director for receiving reasonable reimbursement for expenses said director may incur in acting in furtherance of corporate programs and purposes for or on behalf of the Corporation. No loans shall be made by the Corporation to any officer or director of the Corporation.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer and Director at Large, and each of such officers shall also be a director of the Corporation. Such other officers or assistant officers as may be deemed necessary may be appointed by the Board, PROVIDED, HOWEVER, such other officers or assistant officers shall not be directors of the Corporation. Section 4.2 QUALIFICATIONS OF OFFICERS. All officers and directors of the Corporation shall be voting members of the Corporation in good and regular standing.

Section 4.3 TERM, NOMINATION AND ELECTION OF OFFICERS. All officers and directors shall be elected for one (1) year terms at the Annual Meeting of the members of the Corporation. The terms of officers and directors shall begin at the Regular January Meeting of the members. Each officer and director shall hold office until his or her successor shall have been duly elected, qualified and taken office.

Nomination of one or more voting members as candidates for each of the positions as officer and director shall be made by the Nominating Committee and presented at the Regular Meeting of the members held in October each year and/or may be presented in the October newsletter, as determined and authorized by the Board of Directors. Additional nominations of voting members as candidates shall be permitted by other voting members from the floor at the October Regular Meeting or otherwise received in writing by the Chairperson of the Nominating Committee at or prior to close of the October Regular Meeting. All candidates shall be given a written description of the office to which they have been nominated and its duties, and shall have consented in writing to serve, if elected, prior to being placed on the ballot by a date established by the Board.

In the alternative, the election of officers and directors may be made by mailed ballot, if specifically authorized in each case by the Board of Directors, as provided in Section 2.5 of these Bylaws and in the resolution of the Board calling said election.

Section 4.4 VACANCIES. A vacancy in the office of President shall be filled by the Vice President for the remainder of the term. Vacancies in all other offices shall be filled by appointment by the Nominating Committee subject to approval by the members at the next Regular Membership Meeting.

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Section 4.5 PRESIDENT. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. Specifically, but not by way of limitation, the President shall appoint all committee chairpersons, and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall appoint the members of the Financial Review Committee subject to the approval of the Board of Directors. The President shall preside at all meetings of the Members and the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in such cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 VICE PRESIDENT. The Vice President shall, in the absence of the President or in the event of the inability or refusal of the President to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall serve as the Chairperson of the Program Committee and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. **[The above form of Section 4.6 shall be in effect for the 2009 fiscal and calendar year and not thereafter.]**

Section 4.6 VICE PRESIDENT/PRESIDENT ELECT. The Vice President shall, in the absence of the President or in the event of the inability or refusal of the President to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall also perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. **[The immediately above form of Section 4.6 shall be in effect for the 2010 fiscal and calendar year and subsequent years.]**

Section 4.7 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the Members, of the Board of Directors and the Executive Board in one or more books provided for the purpose; (b) give or see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep or cause to be kept a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) keep attendance records of the membership; (f) conduct the general correspondence of the Corporation as directed by the President, and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.

Section 4.8 TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) disburse funds only upon the authorization of the Board of Directors or the membership; (d) submit written reports at each Regular Meeting and submit books and records for audit at the close of the January meeting of the members; (e) file any tax or other reporting forms required; (f) oversee registration at meetings and collection of meeting fees, and (g) perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.9 DIRECTOR AT LARGE. The position of Director at Large is intended to be filled by the immediate past President, if he or she is willing and able to so act. If not, another member is to be nominated by the Nominating Committee. The Director at Large shall serve as a member of the Nominating

Committee. He or she shall also perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.10 BONDS OF OFFICERS. If the Board of Directors by resolution shall so require, any officer or agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices. The cost of such bonds shall be borne by the Corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

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

Section 5.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. No officer, director or agent shall have any personal liability for corporate obligations.

Section 5.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select and authorize by appropriate resolution.

Section 5.5 GIFTS TO CORPORATION. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation. However, in each instance it should be made clear to the donor that contributions or donations to the Corporation may not be deducted as a charitable contribution for federal income tax purposes by such donor.

ARTICLE VI

COMMITTEES

Section 6.1 COMPOSITION OF COMMITTEES. The standing committees shall consist of a chairperson (or editor in the case of the Newsletter) and as many members as the committee chairperson feels are necessary to carry out the objectives of the committee, except that the Nominating Committee shall consist of not less than three (3) members one of whom shall be the Director at Large. Chairpersons shall be appointed by the President. Members of each committee shall be appointed by the committee chairperson, except for the Financial Review Committee members who shall be appointed by the President subject to the approval of the Board. The President or the Board of Directors shall also have authority to establish other committees, from time to time, on a permanent or temporary basis to serve such functions as may be deemed necessary and appropriate to further the purposes of the Corporation.

Section 6.2 DUTIES AND FUNCTIONS OF COMMITTEES. The standing committees and their duties and functions shall be as follows:

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(a) EDUCATION. The Education Committee shall recommend, plan, arrange and supervise educational programs, familiarization trips and other courses and activities related to the purposes of the Corporation. Records are to be kept of membership participation in such activities and reports, including financial data on revenue, costs, expenses of each activity, shall be promptly made to the Board of Directors.

(b) CERTIFICATION. The Certification Committee shall develop a plan for certification of professional tour guides and tour managers/directors to be submitted to the Board of Directors for approval. This plan shall be calculated to assure that the certified guide is knowledgeable about the area and can interpret and present this knowledge in a meaningful way to a group. After adoption of a plan, the Committee will be charged with the implementation and execution of the plan and making recommendations for changes in it, as necessary, for consideration by the Board of Directors.

(c) NEWSLETTER. The Newsletter Committee shall see to the editing, printing and distribution of a periodic news-letter for the members to include, but not be limited to, information about the Corporation, its activities and meetings, notices, and such other material as may be of interest and benefit to the members.

(d) MEMBERSHIP. The Membership Committee shall receive applications and dues for new and renewal memberships, evaluate the applications and make recommendations to the Board of Directors as to prospective and reviewing members. The Committee shall make appropriate membership application forms available to all members and prospective members, keep accurate records of membership, notify the Secretary and the Newsletter and Program Chairpersons of all additions, deletions and changes in membership and transfer all dues collected to the Treasurer.

(e) PROGRAM. The Program Committee is responsible for planning and carrying out of the program for the monthly meetings, including, but not limited to, selection of sites, securing and introducing speakers and sending appropriate notes of appreciation to those who have presented or sponsored programs. Overseeing registration at meetings and collection of meeting fees shall be the responsibility of the Treasurer or the Treasurer's nominee.

((f) NOMINATING. The Committee shall nominate one or more candidates for each office to be filled, provide each candidate, whether nominated by the Committee, from the floor at the **October** Regular Meeting or otherwise in writing at or prior to the **October** Regular Meeting, with written information about the office and its duties for which the candidate has been nominated, obtain written consents to serve if elected from each candidate, and assist the officers in the conduct of the election.

(g) FINANCIAL REVIEW. The Financial Review Committee shall review the books and accounts of the Treasurer after the January meeting of the members each year, returning the same to the Treasurer or the newly elected Treasurer no later than thirty (30) days after said January meeting. At the same time a written report of the committee's review and any recommendations it may have shall be submitted to the Board of Directors.

(h) PUBLIC RELATIONS. The Public Relations Committee shall act as an outreach to the general public, the media, government officials, and tour related industries and companies from the Corporation concerning its purposes and activities. The Committee shall secure a current membership list and distribute it as directed by the Board of Directors to those who have need of both over-the-road and local tour guides and managers/directors.

ARTICLE VII

BOOKS AND RECORDS

Section 7.1 The Corporation shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep, at its registered office or principal office in Colorado, a record of the names and addresses of its members entitled to vote. All books and records of the Corporation shall be available for inspection by any member or his or her agent or attorney for any proper purpose at any reasonable time.

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ARTICLE VIII

DUES AND FEES

Section 8.1 ESTABLISHMENT. The Board of Directors shall annually determine the Dues and/or Fees for the next Dues Year. The annual membership dues for each category of members shall be established in an amount consistent with the needs of the Corporation to carry out its purposes and programs.

Section 8.2 DUES YEAR. For the period from the organization of the Corporation until June 30, 1998, inclusive, the Dues Year shall be the period beginning July 1st each calendar year and ending on June 30th of the next calendar year. The period beginning July 1, 1998, and ending on December 31, 1998, shall constitute a short Dues Year. Beginning January 1, 1999, the Dues Year shall be the calendar year commencing January 1st and ending December 31st each year.

Section 8.3 PAYMENT. Dues shall be due and payable on the 1st day of the Dues Year for the Dues Year then beginning, are delinquent if not paid by the 45th day of said Dues Year, and if not paid by the last day February of said Dues Year, the member's membership in the Corporation shall be terminated without further action or notice. Persons joining for the first time after the beginning of the Dues Year will have their dues for their first Dues Year prorated on a monthly basis for the remainder of that Dues Year. Persons whose memberships are terminated for nonpayment of dues may be reinstated upon application only by recommendation of the Membership Committee and approval of the Board of Directors after payment of dues for the current Dues Year in full without proration.

ARTICLE IX

FISCAL YEAR

Section 9.1 The fiscal year of the Corporation shall be the calendar year beginning on January 1st and ending on December 31st, each year.

ARTICLE X

AMENDMENTS

Section 11.1 These Bylaws may be altered, amended, added to or repealed in accordance with the provisions of the Articles of Incorporation.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.1 Applicable Law. The provisions of Colorado law, particularly Colorado Revised Statutes, Title 7, Articles 121 to 137, inclusive, and such other provisions of Title 7 as are applicable, shall govern and apply to this Corporation.

Section 11.2 Corporate Seal. The seal of the Corporation shall consist of two concentric circles, between which shall be the name of the corporation and the word "Colorado" and in the center of which shall be inscribed the words "Corporate Seal", which seal, as impressed on the margin hereof, is hereby adopted as the seal of the corporation.

(S E A L)

Adopted May 11, 1993, Amended October 20, 1997, Amended January 15, 1998, Amended November 2, 2000, Amended October 9, 2003, Amended October 6, 2005, Amended March 1, 2007, And amended April 2, 2009.

Rocky Mountain Guides Association,
a Colorado Nonprofit Corporation

(S E A L)
ATTEST:

By s/ Barbara Foos
President:

s/ Sharon Dial
Secretary

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

I, Sharon Dial, the duly qualified and acting Secretary of Rocky Mountain Guides Association (the "Corporation"), a nonprofit corporation organized and existing under the laws of the State of Colorado, DO HEREBY CERTIFY:

That as such Secretary I have custody of the corporate records of the Corporation including records of minutes of the meetings of the Board of Directors;

That as such Secretary I caused the actions of the Board of Directors of the Corporation taken at a duly authorized Regular meeting held at Lakewood, Colorado, on Thursday, the 2nd day of April, 2009, at the hour of 3:00 P. M. to be recorded;

That the annexed is a true and correct copy of the previously approved Bylaws, as adopted May 11, 1993, and subsequently amended October 20, 1997, January 15, 1998, November 2, 2000, October 9, 2003, October 6, 2005 and March 1, 2007, with the amendments to Articles II, III, IV and VI thereof which were submitted to the Board of Directors for adoption and approval, which amendments were adopted and approved by a majority vote of those Board members present, being more than a majority vote of the directors present at said Regular meeting of the Board duly called and held on Thursday, April 2, 2009; that a quorum was present; that the said Bylaws have not since been amended, modified or rescinded;

That said meeting of the Board of Directors of the Corporation held on Thursday, the 2nd day of April, 2009, was called by the President of the Corporation, and due notice of the meeting was given.

That on the date of said meeting, and on the date of this certificate, the Corporation was and still is a nonprofit corporation in good standing in the State of Colorado.

Given under my hand as such Secretary and the seal of said Corporation at Lakewood, Colorado, this ____ day of April, 2009.

(S E A L)

s/ Sharon Dial
Secretary