

AMENDED ARTICLES OF INCORPORATION COLORADO ASSOCIATION OF SKI TOWNS

ARTICLE I - NAME AND ORGANIZATIONAL AUTHORITY

Section 1. Name

The name of this Corporation shall be the Colorado Association of Ski Towns, hereinafter the "Association".

Section 2. Organization

These Articles of Incorporation shall regulate and govern the affairs of the Association. The Association is organized pursuant to Article XIV, Section 18 of the Colorado Constitution, Sections 29-1-201, et seq., 29-1-401 and 29-1-402, CRS, and the Colorado Nonprofit Corporation Act, Section 7-21-101 et seq. CRS.

ARTICLE II - PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - OBJECTS AND PURPOSES

The objects and purposes of the Association shall be as follows:

- (a) To foster cooperation among cities and towns immediately impacted by the skiing and tourism industry.
- (b) To study the needs of and render services to member municipalities in respect to their relationship to the ski and tourism industry.
- (c) To assist in securing of legislation enactments beneficial to member municipalities and to oppose legislation injurious thereto.

ARTICLE IV - POWERS

- (a) To sue or defend in the name of the Association any actions or proceedings in law or in equity when deemed advisable.
- (b) To hold conferences or meetings, at such times and places as may be determined, for the discussion of mutual affairs of member municipalities and to adopt measures for the betterment thereof.

- (c) To secure the services of necessary staff persons, set their duties, responsibilities and functions, and their salaries, as the Association deems appropriate to carry out its functions. Such staff shall be hired and maintained in accordance with the approved budget of the Association.
- (d) To acquire by gift, devise, bequest, purchase or otherwise real and personal property or any interest therein, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the corporate purposes.
- (e) To hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate or interest therein, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation.
- (f) To receive grants, gifts, bequests, and all other monies from any public or private source, and to devote the same to the objects and purposes of the corporation.
- (g) In general, to do all acts and things necessary and proper and expedient for the welfare and benefit of municipalities and the citizens thereof impacted by the skiing and tourism industry.
- (h) To do any and all acts permitted to corporations under the laws of the State of Colorado.

ARTICLE V - MEMBERSHIP

Section 1. Participating Members

Any incorporated city or town in the State of Colorado impacted by the skiing and tourism industry and desiring to become a Participating Member of the Association may do so upon signifying its desire to do so.

Section 2. Associate Members

Any governmental entity or political subdivision in the State of Colorado, other than a city or town impacted by the skiing and tourism industry, may become an Associate Member of the Association upon application and payment of the prescribed annual membership fee. Any incorporated city or town impacted by the skiing and tourism industry outside the State of Colorado may become an Associate Member of the Association upon the favorable vote of at least two-thirds

of the Participating Members voting at a regular or special meeting, provided the request shall first have been submitted in writing to the Participating Members at least fourteen (14) days prior to the meeting at which it is to be considered, and payment of the annual membership fee prescribed for out-of-state Associate Members.

Section 3. Honorary Members

Honorary membership may be conferred by approval of at least two-thirds of the Participating Members. Honorary Members shall not be entitled to vote.

ARTICLE VI - MEMBERSHIP FEES

Section 1. Fee Schedule

The annual membership fee for each class of membership shall be in such sum as shall be fixed from time to time by the Participating Members, upon the recommendation of the Board of Directors. No fees shall be prescribed for honorary members. No change in the membership fee schedule shall be effective until it has been approved at an annual meeting.

Section 2. Payment of Fees - Date Due

All membership fees shall be payable annually in advance of March 1. Failure on the part of any Participating or Associate Member to tender payment prior to May 1 of the same year shall constitute termination of membership in the Association, unless prior arrangements for payment at a later date have been approved by the Board of Directors.

A Participating or Associate Member may withdraw from membership upon written notice to the Association, but upon such withdrawal shall not receive a refund for any portion of its membership fee.

ARTICLE VII - MEETINGS AND VOTING

Section 1. Annual Meeting

A regular annual meeting of all Participating Members shall be held at the time and place of the Colorado Municipal League annual conference unless otherwise determined and directed by the membership.

Section 2. Special Meetings

Special meetings of Participating Members may be called: (1) by any officer of the Association or (2) upon receipt of written request by three Participating Members. A written notice of the time and place of each such special meeting shall be delivered by electronic mail or U.S. mail to each Participating Member at least fourteen (14) days in advance of the time set for the meeting; provided, however, that failure to receive such notice shall not invalidate proceedings at such meeting.

Section 3. Quorum

The presence of a majority of all Participating Members shall constitute a quorum at any regular annual or special meeting.

Section 4. Voting

Only Participating Members may vote on the affairs of the Association. Each Participating Member shall be entitled to one voting representative which shall be either its Mayor or his or her designee, or its Manager or his or her designee. No person may cast a vote or participate in the affairs of the Association as a representative of more than one participating city or town.

Section 5. Proxy Voting

Proxy voting is not permitted.

ARTICLE VIII - OFFICERS

Section 1. Qualifications

The Participating Members shall elect five (5) officers, which shall be voting representatives of Participating Members and shall consist of a President, Vice President, Secretary/Treasurer, Member-at-large/Elected and Member-at-large/ Appointed. The President and Vice President must be an elected official on the governing body of a Participating Member.

Section 2. Duties of President

The President shall preside at all meetings of the Association and shall be the chief officer of the Association.

Section 3. Duties of Vice President

In the absence of the President, the Vice President shall assume the duties and exercise the powers of the President.

Section 4. Duties of Secretary/Treasurer

The Secretary/Treasurer shall be responsible for the accurate record of proceedings of all meetings of the Association and shall be responsible for submission of an annual financial report. The Board of Directors may delegate one or more of the duties and functions of this office to a staff person or persons.

Section 5. Member-at-Large/Appointed

The Member-at-Large/Appointed shall be a non-elected appointed chief administrator of a Participating Member.

Section 6. Member-at-Large/Elected

The Member-at-Large/Elected shall be an elected member of the governing body of a Participating Member.

Section 7. Vacancies

Should any officer resign or otherwise become ineligible to serve as an officer, the remaining officers may appoint a person with the qualifications required hereby to serve until the next annual meeting.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Membership

The business and affairs of the Association shall be managed by a Board of Directors, consisting of five (5) persons, who shall be the officers of the Association, as constituted from time to time, as set forth in Article VIII hereof. No employee of the Association shall be eligible to serve on the Board of Directors.

Section 2. Powers and Duties

The powers of the Board of Directors shall include the authority to accept property and interests in property and the authority to retain any necessary staff, employer or contractors to accomplish the purpose and objectives of **the** Association as expressed in the Articles of incorporation.

Section 3. Annual Meeting

The annual meeting of the Board of Directors shall be held at the same place and on the same date as the annual meeting of Participating Members and at such time as the Board of Directors shall determine.

Section 4. Meetings

Meetings of the Board of Directors may be called at any time by the president, vice-president, or by any three members of the Board of Directors, at such time and place as may be designated by those calling such meeting. Written notice of the time and place of every meeting shall be delivered by electronic mail, or by U.S. mail to each member of the Board of Directors at least three days before the date fixed, or given in person or by telephone at least one day before the date fixed. A reasonable effort shall be made to describe the business or purpose of the meeting in the notice; however, unless specifically required by law, neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice for the meeting for business transacted to be valid.

Section 5. Quorum

A quorum at all meetings of the Board of Directors shall consist of three (3) members, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors, but a smaller number may adjourn from time to time without further notice until a quorum is secured.

Section 6. Action Without a Meeting

Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors, which consent may be signed in counterparts.

Section 7. Participation by Telephone

Any member of the Board of Directors may participate in a meeting of the Board by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other and by which the meeting may be conducted. Participation in the manner described in this Section shall constitute presence in person at such meeting, if each person participating in the meeting shall approve the minutes thereof.



Section 8. Compensation

No member of the Board of Directors shall receive compensation for his or her service on the Board, but may be reimbursed for reasonable expenses incurred in connection with service to the Association, subject to the approval of the Board.

Section 9. Communication with Membership

The Board of Directors shall cause copies of the minutes and proceedings of Board and membership meetings to be circulated to the membership promptly following such meetings.

ARTICLE X - COMMITTEES

Section 1. Committees: Conditions and Existence

All committees shall comply with any conditions imposed by the membership. Such committees shall continue in existence until discontinued by action of the membership.

Section 2. Advisory Committees

The Association may establish advisory committees as necessary from time to time as determined by the membership upon the recommendation of the Board of Directors.

Section 3. Meetings

Each committee shall hold meetings at such times and places as they find necessary.

Section 4. Organization

The membership of each committee shall elect a president and a vice president. Terms of office shall be one year or until the committee's function ceases, whichever is shorter.

ARTICLE XI - EFFECTIVE DATE; AMENDMENT

Section 1. Effective Date

These Articles shall become effective upon their adoption by the Association and ratification by a majority of the Participating Members thereof.

Section 2. Amendment of Articles

These Articles may be amended at any regular meeting or a special meeting by two-thirds vote of all Participating Members voting, provided: (1) the proposed amendment shall have first been prepared in writing and submitted to the Participating Members on or before fourteen (14) days prior to the regular or special meeting at which it is to be considered, and (2) written copies of such amendments are distributed to member delegates at the meeting. Such amendments shall go into effect immediately. If, within sixty (60) days after the adoption of any amendment, one-third or more of the Participating Members protest against such amendment, the amendment shall be automatically suspended until the next annual or special meeting, when it may be taken up again for reconsideration and vote as in the first instance.

ARTICLE XII - DISSOLUTION

Section 1. Procedure

If, at any annual meeting, three-fourths of the total membership of Participating Members vote to dissolve the Association, the Association shall be dissolved within sixty (60) days of the date on which the vote to dissolve was taken.

Section 2. Financial Settlement

Except as required by law, assets of the Association shall, upon dissolution or final liquidation, be distributed in furtherance of the corporate purpose set forth above as the membership shall determine; and in no case shall such assets be distributed to the members or officers except in payment or reimbursement for expenses which are valid Association obligations.

Adopted on June 13, 1985 in Vail, Colorado.

Amended on August 12, 1988 in Breckenridge, Colorado.

Amended on _____, 2004 in _____, Colorado.

President

Secretary/Treasurer