

**AMENDED AND RESTATED BYLAWS  
OF  
ASPEN RUGBY CLUB, INC.  
A Colorado non-profit corporation**

**ARTICLE 1  
OFFICES**

Aspen Rugby Club, Inc. is a Colorado non-profit corporation, with its principal office located 1280 S. Ute Avenue, Suite 10, Aspen, Colorado 81611-2259. The Directors may change the location of the principal office effective upon the appropriate filing with the Colorado Secretary of State. Aspen Rugby Club, Inc. may also have other offices and may carry on its purposes at such other places within and outside the State of Colorado as the Board of Directors may from time to time determine.

**ARTICLE 2  
PURPOSES**

Section 2.1 Purpose of Corporation. These Bylaws of Aspen Rugby Club, Inc. (these "Bylaws") are adopted for the regulation and management of the affairs of Aspen Rugby Club, Inc. ("Aspen Rugby Club" or the "Corporation"). Aspen Rugby Club is organized as a Colorado nonprofit corporation under the Colorado Revised Nonprofit Corporation Act, Section 7-121-101, C.R.S., *et seq.* (the "Nonprofit Act"). The primary purposes of this corporation shall be, but shall not be limited to fostering and advancing the sport of rugby on a local, national and international level.

**ARTICLE 3  
MEMBERSHIP, VOTING, QUORUM AND PROXIES**

Section 3.1 Membership and Voting. This corporation shall have voting members. Membership shall be open to all persons and conditioned upon the payment of annual dues as prescribed from time to time by the Board of Directors; provided however, that no person shall be made a member of the Corporation without their consent. The Board of Directors will have sole discretion to determine what, if any matters will be submitted to a vote of the members.

Section 3.2 Dues. The Board of Directors may establish, and may increase or decrease from time to time, the amounts of dues required to be paid by the members. Members whose dues are more than 90 days in arrears shall be suspended from membership without notice or further action by the Corporation pending payment. Members whose dues are not paid before the end of the year for which they are due, shall be terminated as members without notice or further action by the Corporation.

Section 3.3 Annual Meetings. The annual meeting of the members shall be held at a place in Pitkin County, Colorado designated by the Board of Directors in the Notice of Annual Meeting. The annual meeting of the members shall be held each year for such business as may

lawfully come before the meeting. Written notice of the time and place of the annual meeting shall be given personally, by electronic mail or first class mail to the members at least thirty (30) days prior to the date set for the annual meeting. All agenda items for the Annual Meeting must be submitted in writing at least thirty-five (35) days in advance of the annual meeting.

Section 3.4 Special Meetings. A special meeting of the membership may be called by the President of the Corporation, by written request of a majority of the Board of Directors, or by written request of at least 25% of the members of the Corporation. Special meetings shall be held in Pitkin County, Colorado, at a time and place specified in the notice of the special meeting. Notice of a special meeting of the membership shall be given in the same manner as specified for notice of an annual meeting, provided that the purpose of any special meeting of the members shall be stated in such notice.

Section 3.5 Quorum: Twenty-Five Percent (25%) of the members shall constitute a quorum. Any act taken at a meeting of members at which a quorum is present in person or by proxy, and with respect to which there has been cast a greater number of affirmative votes in favor of the act, than negative votes in opposition to the act, will be the act of the members.

Section 3.6 Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting. All proxies must be in writing and may be either general or for a particular meeting. A proxy holder must be another member.

## **ARTICLE 4 BOARD OF DIRECTORS**

4.1.1. Board of Directors. The affairs of the Corporation shall be governed by the Board of Directors. The number of directors shall be between three and seven. Directors will be elected to a two-year term. No director shall serve more than three (3) consecutive two (2) year terms.

Section 4.2 Removal of Directors; Vacancies. Directors may be removed and vacancies on the Board of Directors may be filled as follows:

4.2.1 By the Board of Directors. Any Director who has three (3) consecutive unexcused absences from Board meetings may be removed by a majority vote of the Directors present at a regular or special meeting at which a quorum is present, and a successor may be appointed by a majority vote of the Board of Directors. In the event of the death, disability, resignation or removal by the Board of Directors, as set forth in this subsection, of a Director, the Board of Directors may declare a vacancy, and the Board may appoint a successor. Any successor appointed by the Board shall serve for the remainder of the term of the Director replaced.

Section 4.3 Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of Aspen Rugby Club. The Board of Directors may do all such acts and things as are not by law, the Act, the Articles, or these Bylaws, required to be taken by the members.

Section 4.4 Manager. The Board of Directors may employ for Aspen Rugby Club, a manager or director of rugby (at a compensation established by the Board) to perform such duties and services as it shall authorize. The Board may delegate any of the powers and duties granted to it but, notwithstanding such delegation, shall not be relieved of its responsibility under the Articles or these Bylaws.

Section 4.5 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least one (1) meeting shall be held each year. Notice of regular meetings of the Board of Directors shall be given to each director personally, by mail, or by electronic mail, at least five (5) days prior to the day named for such meeting. Agendas for regular meetings of the Board shall be made reasonably available for examination by all directors or their designated representatives.

Section 4.6 Special Meetings. Special meetings of the Board of Directors may be called by the President, on his own initiative, on five (5) days' notice to each director, given personally, by mail, or by electronic mail, which notice shall set forth the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on receipt of a written request to call such a special meeting from at least two (2) Directors.

Section 4.7 Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 4.8 Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time for periods of no longer than one (1) week until a quorum is obtained or until a conclusion can be reached. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.9 Compensation. The members of the Board of Directors shall serve without compensation. The Board of Directors may employ professional consultants for Aspen Rugby Club at a compensation established by the Board of Directors. Insurance may be maintained by Aspen Rugby Club to protect against dishonest acts on the part of its directors, officers, trustees, employees, managers and on the part of all others who handle or are responsible for handling the funds belonging to or administered by Aspen Rugby Club.

Section 4.10 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting

forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the directors.

Section 4.11 Teleconference Meetings. Any regular or special meeting of the Board of Directors may be conducted by teleconference, followed by minutes of such meeting, which shall be distributed to each director. One or more directors may participate by telephone or similar communication by which all persons participating in the meeting can hear everyone at the same time.

Section 4.12 Board of Directors Committees. The Board of Directors may by resolution provide for such standing or special committees as it deems desirable, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Directors. Vacancies in such committees shall be filled by the Board of Directors or as the Board of Directors may provide.

Section 4.13 Conflicts of Interest.

4.13.1.1. “Conflicting interest transaction” means a contract, transaction, or other financial relationship between Aspen Rugby Club and a director, or between Aspen Rugby Club and a party related to a director, or between Aspen Rugby Club and an entity in which a director of Aspen Rugby Club is a director or officer or has a financial interest.

4.13.1.2. “Director” means a member of Aspen Rugby Club’s Board of Directors.

4.13.1.3. “Party related to a Director” means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director or officer or has a financial interest.

4.13.1.4. No loans shall be made by Aspen Rugby Club to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to Aspen Rugby Club for the amount of the loan until it is repaid.

4.13.1.5. Any conflicting interest transaction on the part of any director or party related to a director shall be verbally disclosed to the other directors in open session at the first open meeting of the Board of Directors at which the interested director is present prior to any discussion or vote on the matter.

4.13.1.6. No conflicting interest transaction shall be void, voidable, or be enjoined if:

- (i) The facts about the conflicting interest transaction are disclosed to the Board, and a majority of the disinterested directors, even if less than a quorum, in good faith approves the conflicting interest transaction; or

(ii) The conflicting interest transaction is fair to Aspen Rugby Club.

4.13.1.7. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorizes, approves or ratifies the conflicting interest transaction.

## **ARTICLE 5 OFFICERS**

Section 5.1 General. The officers of Aspen Rugby Club (who shall be elected from among the members of the Board of Directors) shall be a President, a Secretary, and a Treasurer. Officers will not receive compensation for their service. The officers shall be elected by an affirmative vote of a majority of the members of the Board of Directors. The Board of Directors may elect such other officers, assistant officers, committees and agents, including Vice Presidents, Assistant Secretaries and Assistant Treasurers, as they may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. One person may simultaneously hold more than one office. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the President.

Section 5.2 Resignation and Removal of Officers. An officer may resign at any time by giving written notice of resignation to Aspen Rugby Club. The Board may remove any officer at any time, either with or without cause, upon an affirmative vote of a majority of the members of the Board of Directors, and his successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose.

Section 5.3 Vacancies. A vacancy in any office, however occurring, may be filled by an affirmative vote of a majority of the members of the Board of Directors for the unexpired portion of the term.

Section 5.4 President. The President shall be the chief executive officer of Aspen Rugby Club. He shall preside at all meetings of Aspen Rugby Club and of the Board of Directors. He shall have the general and active control of the affairs and business of Aspen Rugby Club and general supervision of its officers, agents and employees.

Section 5.5 Vice Presidents. The Vice Presidents, if any, shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. In the absence of the President, the Vice President elected by the Board of Directors shall have the powers and perform the duties of the President.

Section 5.6 Secretary. The Secretary shall cause the keeping of the minutes of the proceedings of the Members and the Board of Directors. He shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law. He shall be custodian of the corporate records. He shall keep at its registered office or principal place of

business within or outside Colorado a record containing the names and registered addresses of all Members. He shall, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

Section 5.7 Treasurer. The Treasurer shall be the principal financial officer of Aspen Rugby Club and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of Aspen Rugby Club and shall deposit the same in accordance with the instructions of the Board of Directors. He shall receive and give receipts and acquittances for monies paid in on account of Aspen Rugby Club, and shall pay out of the funds on hand all bills, payrolls and other just debts of Aspen Rugby Club of whatever nature upon maturity. He shall perform all other duties incident to the office of the Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. He shall, if required by the Board of Directors, give Aspen Rugby Club a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of this duties and for the restoration to Aspen Rugby Club of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to Aspen Rugby Club. He shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President. The Assistant Treasurers, if any, shall have the same powers and duties, subject to the supervision of the Treasurer.

## **ARTICLE 6 INDEMNIFICATION**

Section 6.1 Indemnification. Aspen Rugby Club shall indemnify every director, officer or the manager, their respective successors, personal representatives and heirs, against all loss, costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer or the manager, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable of negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which Aspen Rugby Club is advised by counsel that the person to be indemnified has not been guilty of negligence or misconduct in the performance of his duty as such director, officer or the manager in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such director, officer or manager may be entitled.

Section 6.2 Other. Contracts or other commitments made by the Board of Directors, an officer or the manager shall be made as an agent for Aspen Rugby Club, and they shall have no personal responsibility on any such contract or commitment.

**ARTICLE 7  
AMENDMENT OF BYLAWS**

Section 7.1 Amendment by the Board of Directors. These Bylaws may be amended by the majority vote of the Board of Directors at any regular or special meeting, provided that a quorum is present at such meeting. A statement of any proposed amendment shall accompany the notice of any regular or special Board of Directors meeting at which such proposed amendment will be voted upon.

Section 7.2 Scope of Amendments. These Bylaws may not be amended in a manner inconsistent with the Articles of Incorporation of Aspen Rugby Club or any applicable provision of Colorado law.

**ARTICLE 8  
CORPORATE SEAL**

The Board of Directors may provide a suitable corporate seal containing the name of Aspen Rugby Club, which seal shall be in the custody and control of the Secretary. The corporate seal shall be circular and shall have inscribed thereon the name of "Aspen Rugby Club, Inc." and the word "Colorado" in the circle and the word "Seal" in the middle. If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person as the Board of Directors may name.

**ARTICLE 9  
MISCELLANEOUS**

Section 9.1 Character of Corporation. This corporation is not organized for profit. No member, director, officer or person for whom Aspen Rugby Club may receive any property or funds shall receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of Aspen Rugby Club be paid as salary or compensation to, or distributed to, or inure to the benefit of, any of the Board of Directors, officers or members, except upon a dissolution of Aspen Rugby Club; provided, however, (1) that reasonable compensation may be paid to any manager, director, or officer while acting as an agent or employee of Aspen Rugby Club for services rendered in effecting one or more of the purposes of Aspen Rugby Club, and (2) that any manager, director, or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of Aspen Rugby Club.

Section 9.2 Fiscal Year. The fiscal year of Aspen Rugby Club shall be determined by the Board of Directors and shall be subject to change by the Board of Directors as necessary.

Section 9.3 Contracts. The Board of Directors may authorize the President 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 9.4 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. Such authority may be general or confined to specific instances.

Section 9.5 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 the Treasurer, as determined by resolution of the Board of Directors. If the Treasurer is unavailable, the President is authorized to sign on behalf of the Corporation. Two actual signatures shall be required for any debt, obligation or check in the aggregate amount of five thousand dollars (\$5,000.00) or more.

Section 9.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 9.7 Gifts. 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. The Board of Directors may not accept personal gifts of any nature. Captions. The captions and headings in these Bylaws are for convenience only and shall not be considered in construing any provision of these Bylaws.

Section 9.8 Numbers and Genders. Whenever used herein, unless the context shall otherwise provide, the singular number shall include the plural, the plural the singular, and the use of any gender shall include all genders.

### **CERTIFICATION**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Aspen Rugby Club, Inc., a Colorado nonprofit corporation; and

That the foregoing Bylaws constitute the Amended and Restated Bylaws of that corporation, as duly adopted by written action of the Board of Directors on the \_\_\_\_\_ day of July 2013.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of July 2013.

By: \_\_\_\_\_,  
Secretary