

**Elbert County Agricultural Alliance
Bylaws**

Adopted November 1, 2021

ARTICLE I NAME AND LOCATION

SECTION 1. NAME AND LOCATION: The name of this organization shall be Elbert County Agricultural Alliance, a non-profit corporation incorporated in the State of Colorado.

SECTION 2. OFFICES: The registered office of Elbert County Agricultural Alliance shall be located in the state of Colorado and shall maintain an office or offices in other such localities as may be determined by the Board of Directors.

ARTICLE II OBJECTIVES

SECTION 1. OBJECTIVES: The objectives of Elbert County Agricultural Alliance shall be set forth in its Articles of Incorporation.

ARTICLE III MEMBERSHIP

SECTION 1. ASSOCIATE MEMBERSHIP: Persons over the age of 18 interested in promoting agriculture related business development in Elbert County, Colorado or adjacent to Elbert County shall be eligible for associate membership and shall not have voting privileges. Policies governing eligibility, conduct and participation of associate members shall be determined by the Board of Directors. The Board of Directors may also classify associate members based upon such reasonable and uniform criteria as it may decide from time to time.

SECTION 2. GENERAL MEMBERSHIP: Any agriculture related business located in Elbert County, Colorado or in a county adjacent to Elbert County shall be eligible for general membership with one vote each. Each general member may name up to three persons to appear on the membership rolls as member representatives. For the purposes of counting general members for a quorum, only one member representative shall be counted for each general member regardless of how many member representatives are present for the count. For the purposes of voting, the single vote held by a general member shall be allocated in accordance with Colorado Revised Statutes Title 7 § 7-127-202(3). Policies governing eligibility, conduct and participation of general members and member representatives shall be determined by the Board of Directors. The Board of Directors may also classify general members based upon such reasonable and uniform criteria as it may decide from time to time.

SECTION 3. ADVISORY MEMBERSHIP: Advisory memberships may be conferred upon any entity, at such time and under such terms, as the Board of Directors shall determine. Recipients of advisory memberships shall not be eligible to vote. Policies governing eligibility, conduct and participation of combination members shall be determined by the Board of Directors. The Board of Directors may also classify advisory members based upon such reasonable and uniform criteria as it may decide from time to time.

SECTION 4. HONORARY MEMBERSHIP: Honorary memberships may be conferred upon any person over the age of 18 or any agriculture related business, at such time and under such terms, as the Board of Directors shall determine. Recipients of honorary memberships shall not be eligible to vote. Policies governing

eligibility, conduct and participation of combination members shall be determined by the Board of Directors. The Board of Directors may also classify honorary members based upon such reasonable and uniform criteria as it may decide from time to time.

SECTION 5. APPLICATIONS FOR MEMBERSHIP: All applicants for membership shall complete and sign the appropriate form of application provided by Elbert County Agricultural Alliance and submit the application to Elbert County Agricultural Alliance. The form for general membership shall include the name, mailing address and email address for each member representative sharing the membership.

SECTION 6. ADMISSION OF MEMBERS: Admission of all applicants for membership shall be in such a manner as the Board of Directors may determine.

SECTION 7. CENSURE, SUSPENSION, OR TERMINATION OF MEMBERSHIP:

Members or member representatives may be censured, suspended or removed from membership by the Board of Directors for cause by a two-thirds vote. Cause of removal of a general member may include the actions of any one of the general member's member representatives. For any cause, other than non-payment of dues, fees or assessments, removal shall occur only after the member or member representative complained against has been advised of the complaint and has been given a reasonable opportunity for defense. Notification must be given to the member or member representative via certified mail at least 15 days prior to the effective date and the Board of Directors must allow the member or member

representative to appeal in writing or in person at least five days prior to the effective date.

SECTION 8. APPEALS OF TERMINATION OF MEMBERSHIP:

Appeals made after the effective date of termination, for reasons other than non-payment of dues, fees or assessments, must be submitted in writing to a member of the Board of Directors within twelve months of the effective date. The Board of Directors is required to consider the appeal within sixty days of receipt of the appeal. Successful reinstatement on appeal requires a two-thirds vote of the voting membership. Dues will be assessed upon reinstatement.

SECTION 9. REINSTATEMENT: A member or member representative who has been removed by the board for non-payment of dues, fees or assessments may be reinstated automatically upon full payment. A former member or former member representative desiring a continuous membership record may be reinstated on paying all dues, fees and assessments in arrears.

SECTION 10. RESIGNATION: Any member may resign by submitting a written resignation to the chairperson of the board, but such resignation shall not relieve the member so resigning of the obligations to pay any dues, or other charges accrued and unpaid.

SECTION 11. AMENDED MEMBERSHIPS: Any general member may amend its membership record to reflect changes in its member representatives at any time by submitting an amended application form.

SECTION 12. RIGHTS AND RESPONSIBILITIES: All members and classes of members shall have such rights and responsibilities as the Board of Directors may determine from time to time. Memberships may not be purchased from members or transferred to another entity.

ARTICLE IV AFFILIATIONS

SECTION 1. AFFILIATIONS: In compliance with the Articles of Incorporation and the laws governing corporations, Elbert County Agricultural Alliance may choose to affiliate with other local, regional, national or international organizations in order to further the objectives of Elbert County Agricultural Alliance. In order to create such an affiliation, the Board of Directors must approve affiliation by two-thirds vote.

SECTION 2. SUBSIDIARY AFFILIATIONS: In compliance with the Articles of Incorporation and the laws governing corporations, Elbert County Agricultural Alliance may choose to adopt other local, regional, national or international organizations as subsidiaries for the Elbert County Agricultural Alliance, and to further the objectives of the Elbert County Agricultural Alliance. In order to create such an affiliation, the Board of Directors must receive a written request from the organization requesting subsidiary affiliation, and must approve affiliation by majority vote imposing such terms upon the subsidiary affiliate as may be necessary to insure compliance with the by-laws, policies and procedures of Elbert County Agricultural Alliance. Once a subsidiary affiliation is granted it must be renewed by annual application, and shall be granted without a vote of the Board of Directors so

long as the terms of affiliation have been met.

SECTION 3. DISSOLUTION OF AFFILIATIONS AND SUBSIDIARY AFFILIATIONS:

Affiliations and subsidiary affiliations may be dissolved by the Board of Directors by a two-thirds vote for any reason, including non-compliance with the terms of affiliation. Elbert County Agricultural Alliance must provide a report of outstanding business matters to the former affiliate within 30 days of dissolution of the affiliation, and make a good faith attempt to resolve all outstanding business matters within 90 days of dissolution.

ARTICLE V

DUES, FEES AND ASSESSMENTS

SECTION 1. ESTABLISHMENT OF DUES, FEES, ASSESSMENTS AND CHARGES: Membership dues and membership fees and assessments, if any, for all members shall be established by the Board of Directors. Charges for activities, services and materials shall be established by the chairperson of the board or the CEO acting as the chairperson of the board's agent.

SECTION 2. DELINQUENCY AND CANCELLATION: Any member of Elbert County Agricultural Alliance shall be delinquent in dues, fees or assessments for a period of thirty days from the time such are payable and shall be notified of such delinquency and suspended from further services. If payment of dues, fees or assessments is not made within the next succeeding 30 days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of

membership; unless suspension, at the request of the member for good cause shown, is waived by the affirmative action of the Board of Directors.

SECTION 3. REFUNDS: No dues, fees or assessments shall be refunded to any member whose membership terminates for any reason.

ARTICLE VI

MEETING OF MEMBERS AND VOTING

SECTION 1. ANNUAL MEETING: The annual meeting of Elbert County Agricultural Alliance shall be held at such place and on such dates as may be determined by the Board of Directors.

SECTION 2. SPECIAL BUSINESS MEETINGS: Special meetings of the general members may be called by the Board of Directors at any time for the transaction of business, or shall be called by the chairperson of the board at such time and place as designated by the chairperson of the board within thirty days following receipt of a request signed by at least twenty percent of the general members. The business to be transacted at any special meeting shall be stated in the meeting notice.

SECTION 3. NOTICE OF ANNUAL MEETING AND SPECIAL BUSINESS MEETINGS: Notice of the annual meeting and special business meetings must be emailed to general members and member representatives at their last known

address, no less than twenty and not more than forty days before the meeting.

SECTION 4. VOTING: At all meetings of Elbert County Agricultural Alliance voting shall be open to all general members, whose names and addresses appear in the roles of Elbert County Agricultural Alliance ten days prior to the vote. Each general member, shall have one vote and may participate in discussions. General members may also assign a proxy vote to another general member by submitting a signed statement to the chairperson at least twenty-four hours prior to the vote. A proxy must be carried out as instructed in the statement, unless the statement provides otherwise. A proxy counts the member present and voting in the meeting. Unless otherwise specifically provided in these bylaws, a majority vote of those general members present and voting shall govern. Mail balloting shall be conducted in accordance with policies as approved by the Board of Directors and these bylaws. In the event a vote is being held that amends these bylaws on matters governing the membership status or rights of non-voting members, non-voting members will be permitted one vote per person on that amendment and allowed to participate in discussion of the issue.

SECTION 5. VOTING BY MAIL: Proposals to be offered to the general members for a mail vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposals are endorsed by at least twenty percent of all general members, in which case board approval shall not be necessary. In a mail vote, no less than twenty percent of general members eligible to cast a vote shall cast a ballot to constitute a valid action, and a majority of those voting shall determine the action. The deadline for mail votes cannot be set less than fifteen days from the date of mailing ballots. The Secretary shall send to all general members' member representatives a ballot or link to a ballot by electronic mail to the email address on record. The member representatives shall mark the ballots in the appropriate

space(s), casting their vote, and submit the marked ballot to the Secretary as directed on the ballot. Any ballots received after the deadline shall be declared invalid and not counted. The Secretary shall maintain copies of each of the ballots for tabulation and validation. The Secretary shall maintain copies of the ballots in a file for no less than five years.

SECTION 6. QUORUM OF MEMBERS: At an annual or special meeting of members a quorum shall consist of 50% of those general members registered for the meeting, provided that not less than 20% of the total general membership is present and voting either in person or by proxy.

SECTION 7. CANCELLATION OR POSTPONEMENT OF MEETINGS:

The Board of Directors may cancel or postpone any annual or special meeting for cause. Notification must be distributed in writing on the first business day following the decision to cancel or postpone the meeting.

SECTION 8. RULES OF ORDER: All meetings of Elbert County Agricultural Alliance shall be governed by parliamentary law as set forth in *Robert's Rules of Order* most recent edition, when it does not conflict with these bylaws or policies of Elbert County Agricultural Alliance.

SECTION 9. ATTENDANCE BY NON-VOTING MEMBERS AND THE PUBLIC: Members of the public may attend the annual meeting or any special business meetings; however they may not vote or participate in discussion, unless otherwise stated in these bylaws. Certain non-voting members or members of the

public may be allowed to address the meeting if they are included on the agenda by the chair for the purpose of providing information or counsel that might not otherwise be available to the business meeting. A non-voting member or member of the public may also be allowed to address the meeting by a majority vote of the general members present. The chair may order the removal from the premises of any non-voting member or member of the public who disrupts the proceedings of the meeting.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS: The elected officers of Elbert County Agricultural Alliance shall be a chairperson-elect, secretary, treasurer, to be elected by the general members prior to the annual meeting. The chairperson of the board and immediate past chair, both with vote, and the CEO, without vote, are also officers. Officers shall serve until their successors have been duly elected, selected and assume office. These officers shall serve on the Board of Directors for the duration of their terms.

SECTION 2. QUALIFICATIONS FOR OFFICE: Any individual appearing on the rolls as a member representative of a general member in good standing is eligible for nomination and election to an officer position of Elbert County Agricultural Alliance, with the exception of the chairperson-elect nominee who must be seated on the current Board of Directors during the year in which he/she is nominated.

SECTION 3. MANNER OF ELECTION AND TERM: Elected officers shall be elected as prescribed by the policies adopted by the Board of Directors. Each elected officer shall take office on the first day of April following election and serve a term

of one year and until their successors are duly elected, qualified and assume office. The chairperson-elect shall automatically become chairperson of the board on the first day of April the year following election as chairperson-elect. The chairperson of the board shall automatically become the immediate past-chair. Officers shall serve as members of the Board of Directors.

SECTION 4. FILLING VACANCIES: With the exception of the office of the chairperson of the board and chairperson-elect, any vacancies in office for whatever reason shall be filled for the balance of the unexpired term by election of the Board of Directors. In the event of a vacancy in the office of the chairperson of the board, the chairperson-elect shall automatically fill the balance of the term of office for the unexpired term and shall then assume the term of office of chairperson of the board, which the chairperson-elect pursuant to these bylaws would otherwise assume in his or her own right. In the event of any vacancy in the office of chairperson- elect, the board shall fill the office for the balance of the term of office for the unexpired term only. Such individual shall not automatically succeed to the office of chairperson of the board upon completion of the unfulfilled term of chairperson- elect unless duly elected in accordance with these bylaws to the office of chairperson-elect. A special interim election may be held for this purpose in accordance with these bylaws governing meetings and voting.

ARTICLE VIII DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON OF THE BOARD: The chairperson of the board shall serve as chair and preside at all meetings of the Executive Committee and Board of Directors. The chairperson of the board may appoint any member representative to serve, ex officio, on any committee for the purpose of reporting to the board of directors. At the annual meetings and such other times as deemed

proper, the chairperson of the board shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of Elbert County Agricultural Alliance. The chairperson of the board shall perform such other duties as are necessarily incident to the office or as may be prescribed by the Executive Committee and/or the Board of Directors.

SECTION 2. CHAIRPERSON OF THE BOARD-ELECT: In the absence of the chairperson of the board or the chairperson of the board's inability or refusal to act, the chairperson-elect shall perform the duties of the chairperson of the board. On the first day of the next succeeding April after taking office, the chairperson-elect shall perform such other duties as may be prescribed by the chairperson of the board, executive committee and/or Board of Directors.

SECTION 3. SECRETARY: The secretary shall serve as secretary and shall be responsible for the proper and legal distribution of notices to members and member representatives, and the proper recording of proceedings of meetings of Elbert County Agricultural Alliance, the Board of Directors, and all committees. The secretary shall execute all orders, votes and resolutions, not otherwise committed; keep the seal of Elbert County Agricultural Alliance and see that accurate records are kept of all members and member representatives. The secretary shall maintain copies of minutes of all meetings and records of all communications for a minimum of five years. Such duties of the secretary as may be specified by the Board of Directors may be delegated to the CEO or a designated member of the staff. The secretary shall also perform such other duties as may be prescribed by the chairperson of the board, executive committee and/or Board of Directors.

SECTION 4. TREASURER: The treasurer shall serve as treasurer and shall see

that accurate financial records are kept, shall have established proper accounting procedures for the handling of Elbert County Agricultural Alliance funds, and shall be responsible, with the CEO, for the keeping of the funds in such banks, trust companies, and/or investments, as are approved by the executive committee. The treasurer shall report on the financial condition of Elbert County Agricultural Alliance when called upon by the chairperson of the board. The treasurer shall maintain copies of financial records for a minimum of seven years. Such duties of the treasurer as may be specified by the Board of Directors may be delegated to the CEO or a designated member of the staff. The treasurer shall also perform such other duties as may be prescribed by the chairperson of the board, executive committee and/or Board of Directors.

SECTION 5. IMMEDIATE PAST CHAIRPERSON OF THE BOARD: The immediate past chairperson of the board shall serve as a member of the Board of Directors and shall not have a vote on the Board of Directors, except in instances when a deciding vote is needed. The immediate past chairperson shall perform such other duties as may be prescribed by the chairperson of the board, executive committee and/or Board of Directors.

ARTICLE IX BOARD OF DIRECTORS

SECTION 1. AUTHORITY AND RESPONSIBILITY: The governing body of Elbert County Agricultural Alliance shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of Elbert County Agricultural Alliance, its committees and publications; shall determine its policies and/or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The board may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable, and may, in the

execution of the power granted, delegate certain of its authority and responsibility to the executive committee.

SECTION 2. COMPOSITION: The Board of Directors shall consist of the chairperson of the board, chairperson-elect, secretary, treasurer, in addition to a number of at-large directors. The number of at-large directors seated on the board shall be equal to one plus the number of positions required to equal 2% of the general membership registered as of the end of the month preceding nomination of officers and/or directors and rounded to the nearest whole number. Should the CEO not be an elected member of the Board of Directors, the CEO shall also be an ex-officio member, without vote, of the Board of Directors.

SECTION 3. MANNER OF ELECTION AND TERM: Directors and officers, except for the chairperson of the board who shall succeed to office from the office of chairperson-elect, shall be elected by the general membership in accordance with policies adopted by the Board of Directors. Elected directors and officers shall take office on the first day of the April following their election. Directors shall be elected each to serve a term of two (2) years and until their successors have been elected and assume office.

- a) Each year the nominating committee shall assess the number of at-large directors required in order to maintain the minimum of one at-large board member plus the number of positions required to equal 2% of the general membership.
- i. Any at-large directors in mid-term whose continued board membership would bring the representation above 2% of the general membership, shall be allowed to complete their terms with full voting privileges.

- ii. The number of at-large director positions may not be reduced to less than one position.

SECTION 4. QUORUM OF THE BOARD: At any meeting of the Board of Directors or when conducting an email or online vote, no less than two-thirds of the then voting members of the board shall constitute a quorum for the transaction of the business of Elbert County Agricultural Alliance and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

SECTION 5. MEETINGS OF THE BOARD: A regular meeting of the Board of Directors shall be held no less than four times each calendar year and will be open for attendance by any Elbert County Agricultural Alliance member representative in good standing except when meeting in executive session. One of these meetings shall be in conjunction with the annual meeting of Elbert County Agricultural Alliance. The others shall be as determined by the chairperson of the board, the executive committee or the Board of Directors. Notice of each meeting shall be given to all directors not less than five days nor more than forty days before the meeting is to be held. Special meetings of the Board of Directors may be called by the chairperson of the board or at the request of any four members of the Board of Directors, by notices mailed, delivered, telephoned, or e- mailed to each member of the Board of Directors, not less than five days nor more than forty days before the meeting is to be held.

SECTION 6. VOTING: Voting rights of a director at Board of Directors meetings or executive meetings shall not be delegated to another nor exercised by proxy. Each director shall have one vote at Board of Directors meetings or executive meetings or when voting on matters before the Board in an email or online vote.

SECTION 7. ABSENCE: Any director, including elected officers, who has been absent from two (2) regular meeting of the Board of Directors shall request an excused absence from the secretary. If the director misses a third consecutive Board of Directors meeting, the director shall be deemed to have resigned from the Board of Directors and the vacancy shall be filled as provided by these bylaws, unless a further absence for extraordinary reason shall be granted by the other members of the Board of Directors.

SECTION 8. REMOVAL: Any director, including elected officers, who have been suspended or terminated from general membership or as a member representative shall automatically become ineligible to serve on the board, and the position will become vacant. Any director, included elected officers, may be removed from the Board of Directors by a two-thirds vote of a quorum of the general membership, however they may still maintain their status as a member representative unless otherwise provided in these bylaws.

SECTION 9. FILLING VACANCIES: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director so appointed by the board to fill a vacancy shall serve until the end of the term and until a successor is duly nominated and elected by the general membership in accordance with these bylaws. In the event a vacancy occurs after the nominating process is closed but before the end of March, a person so elected to fill a vacancy shall serve until the end of the next March and until a successor is duly nominated and elected by the general membership in accordance with these bylaws. The general membership, at their discretion, by the affirmative vote of two-thirds - in quorum, may remove any director for cause.

SECTION 10. COMPENSATION: Directors and elected officers shall not receive any compensation for their services as directors or elected officers.

SECTION 11. OTHER MEANS OF TRANSACTING BUSINESS: The Board of Directors may transact business by mail, electronic or telephonic means as may be allowed by Colorado state law and in accordance with policies as may be adopted by the Board of Directors.

ARTICLE X EXECUTIVE COMMITTEE

SECTION 1. AUTHORITY AND RESPONSIBILITY: The executive committee may act in place and stead of the Board of Directors between board meetings on all matters, except those specifically reserved to the board by these bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the executive committee shall be reported to the board for ratification by email or at the next board meeting.

SECTION 2. COMPOSITION: The executive committee shall consist of the chairperson of the board, the treasurer, the secretary and the chairperson-elect. Should the CEO not be an elected member of the executive committee, the CEO shall serve as an ex-officio member of the executive committee without vote.

SECTION 3. QUORUM CALL OF MEETINGS: Three members of the executive committee shall constitute a quorum at any duly called meeting of the committee or vote conducted via email or online. The chairperson of the board shall call such

meetings of the executive committee as the business of Elbert County Agricultural Alliance may require, or a meeting shall be called by the chairperson of the board on request of three members of the executive committee.

ARTICLE XI

STANDING AND SPECIAL COMMITTEES

SECTION 1. NOMINATING COMMITTEE: The nominating committee shall coordinate and monitor the election procedures and policies established by the Board of Directors. The committee will meet in the first quarter of the year to determine a slate of nominations for the elected offices. One person may be nominated and elected to fill more than one position. The committee may also be called by the Board of Directors to meet for the purpose of nominating officers for special interim elections. The immediate past-chair shall chair this committee. The immediate past-chair shall serve on the nominating committee and shall designate two other member representatives to serve on the nominating committee. Other members of the executive committee may each designate themselves or another member representative to serve on the nominating committee. The committee shall be composed of no less than three and no more than seven people.

SECTION 2. OTHER COMMITTEES: The chairperson of the board or the chairperson-elect, with the approval of the Board of Directors, shall establish and appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these bylaws. The duties and procedures of such committees shall be prescribed by the Board of Directors upon their appointments.

ARTICLE XII EXECUTIVE AND STAFF

SECTION 1. APPOINTMENT: The board may employ an individual, who need not be a member or member representative of Elbert County Agricultural Alliance, as the salaried staff head and who shall have the title of CEO. The terms and conditions of employment shall be as specified by the Board of Directors and shall be set forth by contract.

Employment and discharge of the CEO shall require a two-thirds vote of the entire Board of Directors, and shall be in accordance with any employment contract.

SECTION 2. AUTHORITY AND RESPONSIBILITY: The CEO shall be the chief executive officer of Elbert County Agricultural Alliance, responsible for all management functions as defined by the Board of Directors.

ARTICLE XIII FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of Elbert County Agricultural Alliance shall be prescribed by the Board of Directors.

SECTION 2. BONDING: Directors' insurance or surety bonds may be furnished for the chairperson of the board, secretary, treasurer, CEO and such other officers or employees of Elbert County Agricultural Alliance as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors and the cost paid by Elbert County Agricultural Alliance.

SECTION 3. BUDGET: The Board of Directors, in advance of the next fiscal year, shall adopt an annual operating budget covering all activities of Elbert County Agricultural Alliance. The treasurer or CEO shall furnish a financial report of the year just completed to the Board of Directors within sixty (60) days and to the members and member representatives within ninety (90) days following the end of each fiscal year.

SECTION 4. AUDIT: At such time as a fiscal year begins in which Elbert County Agricultural Alliance has \$500,000-in unobligated funds or the annual revenue of the previous fiscal year has exceeded \$500,000, the accounts of Elbert County Agricultural Alliance shall be audited within ninety (90) days by a certified public accountant, who shall be approved by the Board of Directors, and who shall provide a report for the Board of Directors.

ARTICLE XIV MISCELLANEOUS

SECTION 1. OPERATION AND USE OF FUNDS: Elbert County Agricultural Alliance shall be organized and operated exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code and no part of the net earnings of Elbert County Agricultural Alliance shall inure to the benefit of any director, officer, member, member representative or other private person, except that Elbert County Agricultural Alliance shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 2. DISSOLUTION: The secretary must insure that dissolution all procedures are in accordance with Colorado Revised Statutes Title 7 § 7-134-102 and 7-134-103. Upon the dissolution of Elbert County Agricultural Alliance, the

Board of Directors shall, after paying or making provision for the payment of all the liabilities of Elbert County Agricultural Alliance, dispose of all of the assets of Elbert County Agricultural Alliance exclusively for purposes similar to the purpose of Elbert County Agricultural Alliance in such manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, as the Board of Directors shall determine.

SECTION 3. POLITICAL ACTIVITIES: Elbert County Agricultural Alliance shall not contribute any of its earnings or property or provided any services for any political candidate, committee, party or organization.

SECTION 4. INDEMNIFICATION: Elbert County Agricultural Alliance shall indemnify and hold harmless each person who is now or shall hereafter serve as a director, officer, employee or agent of Elbert County Agricultural Alliance from and against any and all claims and liabilities; whether the same are settled or proceed to judgment to which such person shall have become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of Elbert County Agricultural Alliance to the full extent permitted by the State of Colorado, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE XV DISCLOSURE

SECTION 1. MEMBER LISTS: An accurate list of members in all classes must be maintained at all times by the secretary. These lists shall be made available for inspection by government officials and members upon request for the express

purpose of conducting the business and legal affairs of Elbert County Agricultural Alliance or as otherwise prescribed by law. These lists may not be used, distributed or sold by any person or entity for any purposes other than the business of Elbert County Agricultural Alliance.

SECTION 2. FINANCIAL RECORDS: Accurate accounting records shall be maintained at all times by the originating officer. Back up electronic copies must be provided to two members of the Board of Directors. These records shall be made available to government officials, official auditors and members upon request for the express purpose of conducting the business and legal affairs of Elbert County Agricultural Alliance or as otherwise prescribed by law.

SECTION 3. RECORDS OF MEETINGS, VOTES AND COMMUNICATIONS: Accurate records of business meetings, votes and communications with classes of members shall be maintained in such form as can be converted to written form in a timely manner. Back up electronic copies of the records must be provided to two members of the Board of Directors. These records shall be made available for inspection by government officials and members upon request for the express purpose of conducting the business of Elbert County Agricultural Alliance or as otherwise prescribed by law.

SECTION 4. BYLAWS, RESOLUTIONS, AMENDMENTS AND ARTICLES OF INCORPORATION An accurate copy of the articles of incorporation, bylaws and amendments to these documents shall be kept at all times. Accurate records of resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members shall also be kept. These records shall be made available upon request to government officials and

members upon request for the express purpose of conducting the business and legal affairs of Elbert County Agricultural Alliance or as otherwise prescribed by law.

SECTION 5. ANNUAL REPORT: A complete file of all annual reports must be maintained at all times. These records shall be made available upon request to government officials and members upon request for the express purpose of conducting the business and legal affairs of Elbert County Agricultural Alliance or as otherwise prescribed by law.

SECTION 6. COSTS: The chair or CEO acting as the chair's agent may assess fees to the requestor equal to the reasonable cost of copies, materials and shipping of any request made under this article.

SECTION 7. EXCEPTIONS: Access to records under this article does not entitle requestors to duplicate copies of materials nor to request research that is unduly burdensome in scope. Unless otherwise directed by law, the chairperson of the board may deny requests for research or copies of materials that are an unreasonable burden to the corporation. Access to records may be denied to any person if the request is made for purposes other than conducting the business and legal affairs of Elbert County Agricultural Alliance. Access to records under this article shall not apply to any members or member representatives in litigation (or planning litigation) with Elbert County Agricultural Alliance and limits those members or member representatives to such access as any other litigant may have.

ARTICLE XVI EMERGENCY POWERS

In the event of a catastrophic event that prevents a quorum of the Board of Directors from meeting, board members may adopt such emergency bylaws as to manage Elbert County Agricultural Alliance and modify lines of succession during the emergency in compliance with Colorado Revised Statutes Title 7 § 7-123-103. Emergency bylaws may not suspend Article XVII of these bylaws. Emergency bylaws are subject to amendment or repeal by general members under procedures outlined in Article XVII of these bylaws. When the emergency has ended the emergency bylaws and procedures shall cease to be in effect.

ARTICLE XVII AMENDMENTS

These bylaws may be amended or repealed by a two-thirds vote of the eligible general members present in person or by proxy at any annual or special meeting of Elbert County Agricultural Alliance duly called and regularly held providing notice of such proposed changes have been sent in writing to the members and member representatives thirty days before such meeting, or by a two-thirds vote of the general members voting by mail ballot or electronic media ballot, conducted in accordance with such procedures as may be prescribed by the Board of Directors and providing that 20% of the eligible general members participate in the vote. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of at least five percent of the general membership. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.