

**Bylaws of
Rocky Mountain Oracle Users Group
Effective June 1, 2019**

1.0 Membership

1.1 Membership

Membership in the Corporation shall be open to all persons who are eighteen years of age or older, and all clubs, churches, businesses or other organizations, and which persons or organizations subscribe to the purposes and goals of the Corporation and have paid annual membership dues established by the Board of Directors.

1.2 Voting Rights

Every member shall have full voting rights at all membership meetings exercisable in person or by proxy appointed by a written instrument subscribed by such member. Each member is entitled to one vote on each matter submitted to a vote of members. Unless otherwise provided by the laws of Colorado, by the Articles of Incorporation or these Bylaws, all elections shall be determined and all questions decided by a majority of the members present.

1.3 Dues

The amount of dues shall be established by the Board of Directors.

2.0 Meetings

2.1 Annual Business Meeting

The annual business meeting of the members of the Corporation shall be held in the month of May, at such time and place as determined by the Board of Directors, for the purpose of electing the Board of Directors and for such other purposes as shall be necessary.

2.2 Special Meetings

There shall be such other meetings of the general membership as shall be called by the President, the Board of Directors or as may be called at any time by the written request of fifteen percent (15%) of the members of the Corporation.

2.3 Notices

Notices of annual and special meetings of the members must be given in writing and must state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall be delivered to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Board of Directors or members calling the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid.

2.4 Quorum

A quorum at any meeting of the general membership shall consist of the number of members holding one-tenth (1/10) of the votes entitled to be cast on the matter or represented in person or by proxy.

3.0 Board of Directors

3.1 Members

The range of the number of the Directors shall be an odd number between five and fifteen.

3.2 Duties and Powers

The management, control, and government of the Corporation shall be vested in the Board of Directors. The Board of Directors shall preserve, protect, and promote the interests of the Corporation and will be responsible for formulating the general policy of the Corporation in accordance with the expressions of the members. For all transactions of the Corporation in excess of \$500.00 approval by two Board of Directors Officers (President, Vice-President, Secretary, and Treasurer) and the Director responsible for the area affected is required. For all transactions of the Corporation less than \$500.00 approval by the President and the Director responsible for the area affected is required.

3.3 Qualification, Election, Term

Directors must be members of the Corporation and shall be elected for a term of one year at the annual meeting by a majority vote of the members present in person or by proxy. Cumulative voting shall not be permitted.

3.4 Meetings, Quorum, Voting

The Board of Directors shall ordinarily meet monthly at a date, time, and place determined by the Board, except that the Board, in its discretion, may resolve that meetings shall be less frequent. Notices shall be given to each Director not less than five (5) days before the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting need be specified in the notice. Attendance of a Director at any meeting shall constitute waiver of notice of the meeting unless the Director attended for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened. Special meetings of the Board may be called by at least one-third (1/3) of the Directors or by the Chairperson, and all meetings shall be open to the general membership.

At any meeting of the Board, one-third (1/3) of the Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors where a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law or these Bylaws.

3.5 Telephone Conferences

The Directors may participate in a meeting of the Board of Directors by means of conference telephone 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. A reasonable effort must be made to contact each Director with notice of such telephone conference at least forty-eight (48) hours in advance of such meeting.

3.6 Removal/Resignation

At any meeting of members, Directors can be removed, with or without cause, by a majority vote of the members present where a quorum is present. Any Director can resign by submitting a minimum of 30 days written notice to the Board stating the future effective date of their resignation and acceptance of the resignation shall not be necessary to make the resignation effective.

3.7 Vacancies

Any vacancy occurring on the Board of Directors and any Directorship to be filled because of any increase in the number of directors shall be filled by a vote of the majority of the remaining Directors even though less than a quorum may remain. Any Director selected to fill a vacancy shall hold office for the unexpired term of their predecessor. Any Directorship to be filled because of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors.

3.8 Informal Board Action

In the absence of a regular or special Board meeting, the Board may, by individually-given consent of two-thirds (2/3rds) of its members, take any action which collectively they could properly take at any regular or special Board meeting, provided that such informal Board action is ratified at the next regular or special Board meeting.

3.9 Committees

The Board of Directors, by resolution adopted by a majority of the Directors or Officers may designate and appoint one or more committees, each of which shall consist of at least one Director, which committees, to the extent provided in the resolution, shall have the authority of the Board, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing appointing, or removing any member of any such committee or any officer Director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon such Director by law.

3.10 Compensation

No Director shall receive compensation for any service such director might render to the Corporation. However, any Director can be reimbursed for their approved expenses incurred in the performance of such Director's duties.

4.0 Officers

4.1 General

The officers of the Corporation shall consist of a President, also called Chairperson; a Vice-President; a Secretary; and a Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary. The officers shall be members of the Board of Directors and shall be elected by the Board of Directors at the first Board meeting following the annual meeting of the general membership. Officers shall serve at the pleasure of the Board at any regular or special meeting of the Board,

where a quorum is present with or without cause, by a majority vote, and vacancies shall be filled by the Board in the same manner.

4.2 President

The President, also called the Chairperson, shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Corporation. The President is authorized to execute all instruments in the name of the Corporation. The President shall preside at all meetings of the Board of Directors and of the members and shall perform such other duties and have such other authority as may be delegated by the members and the Board of Directors.

4.3 Vice-President

The Vice-President can act in place of the president in case of their death, absence, inability or failure to act, and shall perform such other duties and have such other authority as may be delegated by the members and the Board of Directors.

4.4 Secretary

The Secretary shall keep the minutes and records of the Corporation and be custodian of the nonfinancial records and the seal of the Corporation. He or she will conduct the official correspondence of the Corporation, prepare any documents required by the Corporation, and will serve all notices of meetings to the members of the Corporation. The Secretary shall perform such other duties and have such other authority as may be delegated by the members and the Board of Directors.

4.5 Treasurer

The Treasurer shall collect all monies and will have the care and custody of all monies and financial records belonging to the Corporation. He or she will cause such monies to be deposited at a depository selected by the Board and will disburse the same at the direction of the Board. All approved checks of the Corporation in excess of \$500.00 shall require the signatures of two authorized Officers (President, Vice-President, Secretary, and Treasurer). All approved checks of the Corporation, less than \$500.00 shall require the signature of one authorized Officer (President, Vice-President, Secretary, and Treasurer). The Treasurer shall perform such other duties and have such other authority as may be delegated by the members and the Board of Directors.

5.0 Books and Records

The books, records, and papers of the Corporation shall be kept at the registered office of the Corporation and shall at all times, during reasonable business hours, be subject to inspection by any member of the Corporation.

6.0 Charitable Contributions and Trust Department

6.1 6.1 Designation of Trust Officer

The President, or a person designated by the President as Trust Officer, Shall act as Trust Officer of the Charitable Contributions and Trust Department.

6.2 Powers of Trust Officer

The Charitable Contributions and Trust Department is authorized to act as Trustee when necessary, or to prepare such instruments as is necessary to receive, use, invest, or otherwise operate and control funds or real or personal property, trusts, or other legal entities which are intended as charitable contributions or charitable trusts for the benefit of the Corporation. Such entities shall include, but not be limited to, Charitable Remainder Trusts, Unitrusts, and Pooled Income Funds.

7.0 Amendments

7.1 Amendments of Bylaws

These Bylaws may be amended by two-thirds (2/3) vote of members present at any membership meeting provided that written notice of the intent to amend has been properly given pursuant to Section 2.3.