

BYLAWS
OF
COLORADO MULE DEER ASSOCIATION, INC.

ARTICLE I

OFFICES

The principal office of the Colorado Mule Deer Association, Inc. (the “Association”) shall be P.O. **BOX 2104, GRAND JUNCTION CO. 81502**. The Association may have offices within the State of Colorado as shall be determined by the directors.

ARTICLE II

Purpose

The Colorado Mule Deer Association Inc. is a nonprofit organization dedicated to the perpetuation of Colorado’s mule deer herds. The functions of the Association shall include but not be limited to the maintenance and administration of properties, equipment, assets and facilities owned or operated by the Association, management of personnel, oversight of activities, and to fix, collect and enforce payment by any lawful means, all dues, charges or assessments required of the operations of the Association. The Association actively seeks to increase mule deer populations in Colorado through sound wildlife management practices, habitat improvements, the translocation of animals to historic ranges and through restoring the biological balance among predators and mule deer. Educate the general public and governmental entities on management activities affecting mule deer and their habitats. The Association also seeks to maintain our hunting heritage through recruitment of youth and adults into the sport of mule deer hunting. The Association also recognizes and supports the tradition of fishing and that fishing brings youth into Sportsmen related activities. All funds generated by the Association are used in Colorado for the perpetuation of Colorado’s mule deer herds and related wildlife issues.

ARTICLE III

Board of Directors

Section 1. Number: The affairs of the Association shall be managed by a board of directors composed of a minimum of eight (8) directors and a maximum of eleven (11) directors. Directors shall be members in good standing. Directors may also serve in the dual capacity as a board officer of the Association if so elected by the BOD.

Section 2. Composition of Board: The board of directors shall be composed of a Chairman, Vice Chairman, Secretary, Treasure and a minimum of four (4) at large directors some of who are also the initial directors. There may be maximum of seven (7) at large directors.

Section 3. Term of Office: The term of office of a director shall be a two (2) year term. Except as specified in section 4.

Section 4. Board Officers: The BOD shall have four (4) elected board positions that are Chairmen, Vice-Chairmen, Treasurer and Secretary, and only directors shall be elected to these board positions.

Chairmen: The Chairmen shall serve a term of (4) years. The Chairmen shall conduct and manage all meetings of the CMDA and oversee all business dealings of the Board of Directors and sign all contracts, leases, mortgages, deeds and other written instruments; and shall exercise and discharge such other duties as may be assigned by the Board of Directors.

Vice Chairmen: The Vice Chairmen shall serve a term of (3) years. The Vice Chairmen shall conduct all duties of the Chairmen in the absence of the Chairmen.

Secretary: The Secretary shall serve a term of (3) years. The Secretary shall record the minutes of all CMDA meetings and be responsible for legal documentation of the Association and the corporate seal. The Secretary shall serve notice of meetings, shall keep appropriate records showing a list of the members together with their addresses and shall perform such other duties as required by the Board of Directors. The Secretary will log all minutes of all BOD meetings. The minutes will be retained for future use.

Treasurer: The Treasurer shall serve a term of (4) years. The Treasurer shall oversee all financial matters of the Association, shall disburse funds as directed by the BOD, shall sign promissory notes and checks of the Association, shall keep proper books of accounts, shall work as the liaison between the Association's C.P.A. and the BOD. The Treasurer shall provide, as requested by the C.P.A., all financial information required to allow the C.P.A. to produce the financial reports required by the BOD.

Section 5. Removal: Any director may be removed from the BOD, with or without cause, by a majority vote of the BOD. In the event of death, resignation or removal of a director, his successors shall be elected by a majority of the remaining member(s) of the BOD, whether or not such remaining member(s) constitute a quorum, and shall serve for the unexpired term of his predecessor.

Section 6. Compensation: No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties. (mileage is reimbursed according to I.R.S. mileage reimbursement policy.)

Section 7. Nomination of Directors: Nomination for election to the BOD can be made in writing by any member of the Association.

Section 8. Election of Directors: Elections of the BOD positions shall be a written ballot. At such election, each Director may cast, in respect to each vacancy, one vote. "The candidate(s) receiving the largest number of votes shall be elected. Proxy votes will be accepted.

Section 9. Nomination of Board of Officers: Nominations for election to Board officer positions on the BOD may be made in writing.

Section 10. Election of Board Officers: Elections of the four (4) board officer positions on the BOD shall be written ballot. At such election, each Director may cast, in respect to each position, one vote. The candidate(s) receiving the largest number of votes shall be elected.

Section 11. Board Representation: Members of the BOD shall make no public statements unless policy has been accepted. The BOD shall have the ability to appoint persons to make public statements.

ARTICLE IV

Meetings of Directors

Section 1. Regular Meetings: There shall be held two Regular meetings per year, one shall be held in the month of May and the other during the month of November. The date, place and hour will be determined by the BOD. The May meeting shall be the annual meeting.

Section 2. Special Meetings: Special meetings of the BOD may be called at the request of the Chairman or by two directors, after not less than three (3) days notice to each director, and such notice shall include required meeting information including the purpose of the special meeting.

Section 3. Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the BOD. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the BOD.

Section 4. Meeting by Telecommunications and Internet: The BOD may permit any or all directors (or any member of a committee designated by the Board) to participate in a regular or special meeting of the BOD or a committee thereof through the use of any means of communication by which all directors participating in the meeting can respond to each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting. **A motion can be made and seconded and voted on.** (A quorum as specified as in section 3.)

ARTICLE V

Powers and Duties of the Board of Directors

Section 1. Powers: The BOD shall have the power to:

- a. adopt and publish rules, policy and regulations governing the Association;
- b. enter into, make, perform, or enforce contracts, licenses and agreements of every kind and description;
- c. exercise for the Association all powers, duties, and authority delegated to the Association and not reserved to the membership by other provisions of these Bylaws or Articles of Incorporation;
- d. may declare the office of a member of the BOD to be vacant in the event such member shall be absent from two (2) consecutive meetings of the BOD.
- e. Employ an Executive Director, an independent contractor or such other employees as they deem necessary, and prescribe the duties of the same.

Section 2. Duties: It shall be the duty of the Board of Directors to:

a. Cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the members at the annual meeting of the BOD, or at any

Special meeting when such statement is requested in writing by any member;

b. supervise all officers, agents, employees;

c. ensure that all activities of the Association conform to the intended purpose of the Association which shall include but not be limited to imposition of and collection of

dues from all Members, the amount which shall be established by the BOD.

ARTICLE VI

Rights of the Association

This Association may exercise any and all rights or privileges given to it under the Articles of Incorporation or these Bylaws, or as may otherwise be given to it by law, and every other right or privilege reasonable to be implied there from or reasonably necessary to effectuate any such right or privilege. The Association shall direct significant effort to develop and increase its membership resulting in increased financial strength as all members shall pay dues to the Association as shall be determined by the BOD.

ARTICLE VII

Officers and Agents

Section 1. Regional Representatives: The Board of Directors may appoint a member from each of the four regions, to serve as a regional representative for a term of two years.

For the purpose of determining residency of the regional representative, the State of Colorado will be divided into four regions as follows:

Region one (1) is bounded on the North by the borders with Wyoming and Nebraska, on the East by Nebraska and Kansas, on the South by Interstate highway 70 and on the West by the continental divide. Region two (2) is bounded on the North by Interstate highway 70, on the East by Kansas, on the South by Oklahoma and New Mexico and on the West by the continental divide. Region three (3) is bounded on the North by Interstate highway 70, on the East by the continental divide, on the South by New Mexico and on the West by Utah. Region four (4) is bounded on the North by Wyoming, on the East by the continental divide, on the South by Interstate highway 70 and on the West by Utah.

A. Each of the regional representatives will have the option to have up to seven (7) regional committee members to assist the regional representatives. These committee members must reside in the boundaries of the described CMDA regions.

B. Regional Representative Duties:

Fundraising, Membership Drives, Area Raffles,

1. Regional

Youth Activities.

2. Hold regional membership meetings to continue the “on the ground” and “one on one” Relationship that the CMDA needs to keep open communication with its members.
3. Keep up on regional issues that affect wildlife and habitat (report back to the B.O.D.)
4. Review and submit to the BOD any regional projects for possible funding or assistance in funding.

ARTICLE VIII

Chapters

Section 1. The Association retains the right to form chapters throughout the State of Colorado for the purpose of expanding membership, raising funds to support the CMDA and implementing projects that are beneficial to the perpetuation of Colorado’s Mule Deer Herds and the recruitment of Youth and Adults into the Sport of Mule Deer hunting.

- A. any group of ten members, in good standing, may petition to the BOD to establish a CMDA chapter within their region.
- B. B. If the BOD approves the formation of a Chapter, the petitioning members must elect a Board of Governors, consisting of the following positions.
 - a. President, Vice President, Secretary and Treasurer.
- C. All funds raised by Chapters of the CMDA shall become the monies of the Colorado Mule Deer Association and be held in the Bank accounts designated by the BOD.
- D. Chapters can petition the BOD for funds to be used in their region for Mule Deer related projects, Youth and Adult recruitment programs, raffle and auction items.

ARTICLE IX

Association Website

Section 1: The Association will establish and maintain an operational website. Name of website is the www.coloradomuledeer.org.

Section2: The BOD will direct and approve all information on this website, including links and advertising.

Section 3: Maintain an operational membership section for visitors to be able to join the Association. Membership created on the Webb site shall be forwarded to the Secretary of the Association.

ARTICLE X

Association Insurance Policies

The Association must carry an Insurance policy to cover liability of its BOD and Officers. It must also carry sufficient insurance coverage for all Association functions and events. Policy quotes will be obtained and presented to the BOD for approval. The BOD may also enlist other insurance policies as it may deem necessary.

ARTICLE XI

Books and Records

Banking

Section 1. The Association shall make available to members, current copies of the Articles of Incorporation, these Bylaws, the rules and regulation, book, records and financial statements of the Association. "Available" shall mean available for inspection, upon request, during normal weekday business hours or under other reasonable circumstances.

Section 2. All funds collected by the Association shall be directed by the Treasurer to the proper Association's bank accounts set up by the BOD. The BOD may add or delete bank accounts as required. If a portion of any income is to be allocated to certain bank accounts as directed by the BOD, the Treasurer will work with the Association's C.P.A. Firm to assure this is being conformed with.

Section 3. Bank account signers shall only be BOD members. One being the CMDA Treasurer and one being the CMDA Secretary and two other BOD.

Section 4. All funds raised by chapters after 6-6-2009 of the CMDA shall be forwarded to the treasurer of the CMDA within 60 days to be held in bank accounts designated by the BOD.

Section 5. Any member can petition the BOD for funds to be used in their region for Mule Deer related projects, Youth and Adult recruitment programs.

Section 6. Chapters existing before 6-6-2009, shall submit a list of funds allocated to previous projects to the BOD for approval and expenditure. Checking accounts for Chapters shall be closed within 90 days, and monies forwarded to the State Treasurer.

ARTICLE XII

Corporate Seal

The Association shall have a seal in circular form and within its circumference the words: COLORADO MULE DEER ASSOCIATION, INC.

ARTICLE XIII

Amendments

The Bylaws may be amended at a regular or special meeting of the BOD, by a vote of a majority of a quorum of the Directors present in person or in proxy.

ARTICLE XIV

Conflicts of Provisions

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XV

Indemnification of Board Officers and Directors

The Association shall indemnify every director, officer, agent and employee, and any former director, officer, agent and employee, against all loss, costs and expenses, including attorney's fees, reasonably incurred in connection with any action, suit or proceeding to which such person may be made a party by reason of being or having been such a director, officer, agent or employee of the Association, except for matter in which such person shall be finally adjudged to be liable for gross negligence or fraud. Any such indemnity shall be limited to and may only be paid out of the insurance proceeds provided by an insurer furnishing officers and directors errors and omissions insurance coverage and any other insurance protecting the Association from liability because if the negligent acts if its servants, including insurance covering motor vehicles or public liability, property damage, medical and other similar coverage, it being the intent and purpose of this provision to limit all payments or settlements in indemnification to the actual proceeds of insurance policies. No indemnification shall be provided for acts constituting gross negligence or for reprehensible conduct. In the event of a settlement, the settlement shall be approved by the insurance carrier and paid for by the insurance carrier out of the insurance proceeds. The foregoing right shall not be exclusive if other rights to which such director, officer; agent or employee may be entitled.

ARTICLE XVI

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of the following December.

IN WITNESS WHEREOF, we, being a majority of the directors of Colorado Mule Deer Association, Inc., have hereunto set our hands this 6th day of June 2009.

CMDA State Board meeting June 6, 2009

Buena Vista 8:15 am

Present: Eddie Vita, Dick Ray, Lynn Ensley, Denny Behrens, Dick Steele
DVM, Bobbie Johnson, Dave Dunsmore, Tom Kenyon

Minutes approved Lynn motion to accept, Denny seconded. Passed
unanimously.

By laws:

Dick R-original bylaws still in effect

Lynn motion-to allow only Bob E, Dick R, Denny, Lynn, Dick S, Eddie to vote
today under the existing bylaws. Denny seconded.

Dick R we may have exceeded the number of directions allowed by the
original bylaws. Lynn motioned Denny seconded. Passed unanimously.

Directors at large elected at the previous meetings are not recognized.

Bylaw changes:

Dick R - Article XI set 4 would change 30 days to 60 days.

Eddie – March or April Bob Elderkin was concerned about the state taking
their monies and was considering talking to a lawyer.

Denny – Per Ron Velarde the Glenwood chapter has committed to \$10,000
to the Mount Garfield State Wildlife Area.

Section 6 Article XI addition to bylaws – Chapters existing prior to June 6,
2009 shall submit a list of funds allocated to previous projects to the board
for approval and expenditure.

Change Section 5 to 60 days

Checking accounts for chapters shall be closed within 90 days and monies
forwarded to the state board treasure.

Denny motioned to accept the changes to the bylaws. Eddie seconded.

Passed unanimously.

Dick S – All board members were notified of the meeting.

Nomination of board members:

Tom Kenyon, Dick Steele DVM, Denny Behrens, Lynn Ensley, Billy Johnson,
Dave Dunsmore, 1 seat left open for the Glenwood/Rifle chapter.

Written ballots were submitted and all 6 were elected.

Lynn – Nominated Denny for president. Dave seconded. Accepted by
acclimation.

Denny – nominated Tom for vice chair. Billy seconded. Accepted by acclimation.

Dick R – Nominated Dick S for secretary. Dave seconded. Accepted by acclimation.

Dick S – Nominated Lynn for Treasurer. Billy seconded. Accepted by acclimation.

Denny – Thanked Dick Ray and Eddie Vita for keeping the organization together.

Banquet Report:

TJ Romansky bought the house boat at the banquet. When they saw it, it was not salvageable. Therefore there was no sale of the boat. Without the \$11,000 we had a loss.

Net loss of \$8,840. Half of the advertising was for the Governor Tag advertising. Governor Tag net was \$2,737 after the DOW's share.

Governor Tag sold to J.R. Caruthers for \$41,000.

Eddie – Should see three bills for advertising.

Denny – Have seen two one more coming.

Have new volunteers coming forward.

Heritage Days needs to be pushed by sportsmen statewide. It will be brought up in SAG.

DOW wants CMDA to put on deer hunting clinics. Board members need to put ideas down on paper.

Need Regional Representatives and membership drives.

State Finances submitted. Has never been a 30% check from Rifle/Glenwood.

Took raffle account money to buy rifles etc. for banquet. We cannot put money in raffle account that is not from raffles.

Need to be using Governor Tag money.

Williams wants to spend on trackhoe for habitat manipulation.

Verlarde has a list of projects to use it on.

Pieance Study in a holding pattern.

Tom – motion to accept treasurers report. Dave seconded. Passed unanimously.

Lynn – motion to adjourn. Dick S seconded. Passed unanimously.