

These revised Bylaws, adopted to be effective as of November 1, 2013, replace and supersede all previous bylaws of the Friends of Dinosaur Ridge, Inc.

BYLAWS OF THE FRIENDS OF DINOSAUR RIDGE, INC.

ARTICLE I
NAME AND PRINCIPAL OFFICE

SECTION 1. The name of this organization shall be FRIENDS OF DINOSAUR RIDGE, INC., a nonprofit organization hereafter termed the CORPORATION.

SECTION 2. The principal office for the transaction of the business of the Corporation shall be fixed and located in Colorado. The registered office of the Corporation shall be maintained at 16831 West Alameda Parkway, Morrison, Colorado 80465. The Board of Directors may from time to time change the address from one location to another in the State.

ARTICLE II
PURPOSE

SECTION 1. The purposes of the Corporation are (1) to foster and promote an awareness of, an understanding and appreciation for, the natural resources and heritage of the area known as Dinosaur Ridge, located along the Dakota Hogback near Morrison, Colorado, and the Morrison-Golden Fossil Areas National Natural Landmark and (2) to preserve these resources.

SECTION 2. The operations and use of property and assets of the Corporation shall be for any uses in support of scientific, historical, interpretive, educational and other purposes relating to the natural resources of Dinosaur Ridge and of the area known as the Morrison-Golden Fossil Areas National Natural Landmark and the Corporation.

ARTICLE III
MEMBERSHIP

SECTION 1. Membership in the Corporation shall be open to any person or organization upon submission of an application and payment of annual dues. The membership shall not be limited in its number. Members in good standing shall be considered voting members.

SECTION 2. Membership shall extend for the period of twelve months from the date of payment of annual dues. Memberships may not be transferred, and members shall have no property rights in the property of the Corporation.

SECTION 3. In addition to individual and family voting members, other categories of members can be established by the Board of Directors. The number and names of these membership categories may be changed by the Board of Directors.

SECTION 4. Members in good standing are those who are current in dues payment. They shall be under all the obligations of membership, and shall be entitled to all the privileges including those of making motions at and voting at general meetings of members, and holding office.

SECTION 5. At annual meetings and for election of officers, individual members in good standing shall have one vote; family memberships shall have two votes. Members in good standing and family

memberships eligible to vote are those who are fully paid as of forty (40) days prior to the annual meeting.

ARTICLE IV
DUES

SECTION 1. Annual dues shall be established by the Board of Directors for each category of membership. The currently designated dues shall accompany each application for membership. There shall be no initiation fee.

SECTION 2. Dues shall be paid to the Corporation annually at membership renewal.

ARTICLE V
MEETINGS

SECTION 1. General meetings of the membership may be called by the Board of Directors or by petition of ten percent (10 %) of the voting members. A minimum of one (1) general meeting shall be held each year. Official notice of a general meeting shall be provided by publication in the official newsletter of the Corporation or by other mailing to all voting members not less than thirty (30) days before the meeting date. Such notification shall specify the place, day, and hour, purpose of the meeting, and shall include a proxy form. The Board of Directors shall designate the date of the annual meeting.

SECTION 2. Special meetings of the membership may be called from time to time by the President or by the Board of Directors or upon written request of ten percent (10 %) of the voting members, stating the purpose of the meeting.

SECTION 3. Discussion and voting at the special meeting shall be limited to the subject and purpose for which the meeting was called.

SECTION 4. For the transaction of business at general and special meetings, the voting members who attend in person or by proxy shall be considered a quorum. A majority of votes cast by such persons shall be required for passage of a motion. Voting shall be by written ballot.

SECTION 5. At all meetings of the members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary at least ten (10) days prior to the appointed time of said meeting at the registered office of the Corporation.

ARTICLE VI
MANAGEMENT

SECTION 1. The management and control of the affairs of the Corporation shall be vested in the Board of Directors.

SECTION 2. Any funds or property contributed to and accepted by the Corporation shall be held, administered, disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the purposes of the Corporation. In the absence of any such specific direction, such funds or property shall be held, administered and disbursed or disposed of solely for the purposes of the Corporation as set forth in the Articles of Incorporation.

SECTION 3. Management practices shall conform to the standards established by the Colorado Nonprofit Corporation Act in that managers, officers, and Directors of the Corporation shall act in good faith, with the care that an ordinarily prudent person would take in what the managers, officers, or Directors believe to be in the best interests of the Corporation.

ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. The Board of Directors of the Corporation shall consist of at least eleven (11) and not more than seventeen (17) Directors, all of whom must be voting members of the Corporation. No member of the Board of Directors may be paid any compensation for his/her services as Director. However, any Director may be reimbursed for his/her actual expenses, including but not limited to travel expenses, materials, and guide or study materials, incurred in performance of his/her duties.

SECTION 2. The Board of Directors shall have general charge of the affairs, funds, and property of the Corporation. It shall decide questions of policy and perform such other functions as designated in the Bylaws or otherwise assigned to it. It shall select candidates for office, pursuant to the Bylaws.

SECTION 3. The Board of Directors may provide for and employ such additional agents or employees as it may deem necessary for carrying out the purposes of the organization and may provide for their compensation, provided, however, that no person paid for services to the Corporation shall be a member of the Board of Directors.

SECTION 4. The Board of Directors may appoint standing and ad hoc committees as needed.

SECTION 5. Elected or appointed officers or Directors shall carry out their duties faithfully as outlined in the Bylaws. Failure to do so may constitute reasonable grounds for dismissal. Removal of a Director or officer must be approved by a majority vote of the entire Board of Directors at a legally constituted meeting.

SECTION 6. In all management deliberations and decisions, the Directors shall act in accordance with the provisions of the revised Colorado NonProfit Corporation Act as noted in Article VI of these Bylaws. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE VIII
NOMINATION AND ELECTION
OF OFFICERS AND DIRECTORS

SECTION 1. Nominations for election to the Board of Directors shall be made not less than forty (40) days prior to the annual meeting of members by a nominating committee of members appointed by the Board. Its chairman shall be a Board Director and at least one Nominating Committee Member shall be a non-Board member. This Committee may nominate one candidate or more for each vacancy of the Board of Directors, or it may choose to leave as many as six (6) vacancies open. Each nominee must agree to serve in the position for which s/he is nominated. A ballot carrying the names of candidates for each office shall be prepared by the Nominating Committee and mailed to each member of the Corporation not less than thirty (30) days before the annual meeting. Nominations will no be accepted at the annual meeting.

SECTION 2. Election of members of the Board of Directors shall be by written ballot and must be by a simple majority of the votes cast by the members at the annual meeting in person, by mail, by email or by previously filed proxy.

SECTION 3. Annually, at the October Board meeting, prior to the Annual Meeting, the Board of Directors shall determine the number of directors for the year commencing with the next Annual Meeting.

SECTION 4. Between annual meetings, vacancies on the Board may be filled by a majority vote of all current Directors, but in no case shall the total number of Directors exceed seventeen (17) nor be less than eleven (11). Board member appointed by the Board in this manner shall continue only until the first following annual meeting.

SECTION 5. The term of office for members of the Board of Directors will be three (3) years. No elected director will be eligible to serve more than three (3) consecutive full terms as an elected director, except when authorized by a two-thirds (2/3) majority vote of the full Board of Directors. Approximately one-third (1/3) of the members of the Board of Directors shall be elected each year, to the extent possible.

SECTION 6. Persons elected during either an annual meeting or a meeting of the Board shall take office immediately.

ARTICLE IX MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Meetings of the Board of Directors shall be held at least quarterly (every three months) at such place and hour as may be fixed from time to time by the Board. The newly elected Board shall have its first meeting, immediately following the annual meeting solely for the purpose of electing officers of the Board.

SECTION 2. Special meetings of the Board of Directors shall be held when called by the President, or by any four (4) Directors, with notice to each Director. Directors can waive notice of the meeting when contacted.

SECTION 3. Meetings of the Board of Directors or of any committee of the Corporation may be conducted by telephone, by mail, by electronic mail, or in person after notification as in Section 1 or 2 above.

SECTION 4. All in-person meetings of the Board of Directors or of any committee shall be open to attendance by any member of the Corporation, but nothing herein shall prevent the Board of Directors or any such committee by resolution or other appropriate action, from convening in private or executive session, for the consideration of any matter which may come before them, however, the vote or other final action of such Board or committee shall be taken in open session.

SECTION 5. The dates, time periods and minutes of all phone, mail, electronic mail, or in-person meetings of the Board of Directors shall be given upon request to any member in good standing.

SECTION 6. Seven (7) Directors shall constitute a quorum for the transaction of business.

SECTION 7. A Director absent from four consecutive regular Board meetings shall be considered inactive and may be removed at the discretion of the full Board of Directors.

ARTICLE X EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee of the Board of Directors will be selected at the first meeting of the Board of Directors following the annual election.

SECTION 2. The Executive Committee shall include the elected President, Executive Vice President, Treasurer, and Secretary. The President may appoint any number of additional members to the Executive Committee with confirmation by a majority vote of the full Board of Directors. Members of the Executive Committee appointed by the President will serve during the President's term, provided that the members of the Executive Committee be re-elected to the Board of Directors if their term as Director does not coincide with that of the President's. The President may change the membership of the Executive Committee at any time during his/her term with the approval of a majority vote of the full Board of Directors provided that the Executive Committee shall at least consist of the elected President, Executive Vice President, Treasurer, and Secretary.

SECTION 3. The function of the Executive Committee will be to expedite the administrative duties of the Board of Directors and to fulfill the obligations and purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws.

SECTION 4. The duties and powers of the Executive Committee will be those of the Board of Directors to the limits that the Board may set. Any policy created by the Executive Committee will be presented to the Board of Directors and may be overridden by a majority vote of the entire Board.

SECTION 5. The Executive Committee shall meet at any time and place that it sees fit. Other Directors or members may attend these meetings but cannot vote on Executive Committee decisions.

SECTION 6. A majority of the number of voting Executive Committee members shall constitute a quorum for transacting business. No proxies shall be allowed.

ARTICLE XI OFFICERS AND THEIR DUTIES

SECTION 1. The officers of this Corporation shall be a President, an Executive Vice President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors and the Executive Committee. The Board of Directors may at its discretion appoint an Assistant Secretary and an Assistant Treasurer as needed.

SECTION 2. Officers shall be chosen by the new Board of Directors at the first meeting to be held after the annual meeting of the members. The President and Secretary shall be chosen in odd-numbered years, the Executive Vice President and Treasurer in even-numbered years. The President and Executive Vice President shall not serve more than two (2) Consecutive terms in the same office.

SECTION 3. The President shall be the Chief Executive Officer of the Corporation; shall nominally preside at all meetings of the Board of Directors and at all other meetings of the Corporation; shall see that all orders and resolutions of the Board are carried out; shall sign all official documents and commitments; may call special meetings of the members; and shall have the general powers and duties of

management, usually vested in the office of President and such other duties as may from time to time be assigned by the Board of Directors.

SECTION 4. The Executive Vice President shall assist the President and assume the duties in the event of the absence, incapacity, or resignation of the President. When so doing, the Executive Vice President shall have all the powers of and be subject to all the restrictions upon the President and may sign documents as President. The Executive Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 5. The Secretary shall maintain all official records of the Corporation; shall record the votes and keep the minutes of all meetings of the Board of Directors and the members; shall provide the membership with reports as may be requested by the Board of Directors; and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 6. The Treasurer shall be responsible for all funds and securities of the Corporation as designated by the Board. Such responsibilities may include disbursement of the funds of the Corporation under appropriate authority from the Board, collection of annual dues; keeping proper books of accounts; providing the Board of Directors and the membership with written financial reports; preparing an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 7. Each President may appoint at any time during his/her term of office various non-elected officers of the Corporation such as, but not limited to, Vice-President of Development, Vice-President of Operations, and others as needed. These officers will have responsibilities, authority, and duties limited to the directions of the Board. These appointees may serve to the completion of each term of office of the sitting President and are not in line of succession for President or other offices. Appointees shall serve at the discretion of the President.

SECTION 8. By one or more resolutions, the Board of Directors or the President may establish one or more standing committees in addition to the Executive Committee. The normal role of a standing committee, other than the Executive Committee, is to consider matters of concern to the Board of Directors and to make recommendations thereon to the Board. The President shall appoint the chair of any such committee on an annual basis. A standing committee shall exist until disbanded by resolution of the Board. Unless the Board by resolution delegates specific authority to a standing committee to act on behalf of the Corporation, standing committees other than the Executive Committee shall not have any authority to bind the Board or the Corporation or exercise any power or authority reserved to the Board by law, the Articles of Incorporation, or these Bylaws.

SECTION 9. By one or more resolutions, the Board of Directors may establish one or more task forces to undertake a limited scope of business during a limited period of time and make recommendations thereon to the Board. Task forces shall not have any authority to bind the Board or the Corporation or exercise any power or authority reserved to the Board by law, the Articles of Incorporation, or these Bylaws.

ARTICLE XII ADVISORY PANEL

SECTION 1. The Board of Directors may establish an Advisory Panel consisting of persons having special expertise or interests that may be of importance and benefit to the Corporation. The Corporation

will call upon the Advisory Panel or its members from time to time for advice and assistance in matters in which their expertise is needed.

SECTION 2. The size of the Advisory Panel is flexible, at the discretion of the Board of Directors.

SECTION 3. Candidates for election to the Advisory Panel may be nominated by any member of the Board at any meeting of the Board at which a quorum is present. A nominee is elected to the Panel if the nomination is seconded and is approved by a simple majority of the Directors present and if the nominee agrees to serve.

SECTION 4. Members of the Advisory Panel are elected for terms designated by the Board at the time of their election. Members serve until their term expires, until they resign, or until they are removed from the Committee by a majority vote of all Directors.

SECTION 5. Members of the Advisory Panel will be recognized in every annual report and may also be recognized on letterheads and other printed products of the Corporation.

ARTICLE X111 FISCAL POLICY

SECTION 1. The fiscal year of the Corporation shall extend from January 1 through December 31.

SECTION 2. The fiscal policy of the Corporation shall be detailed in a Financial Policy Manual to be created by the Board of Directors. This manual shall contain the rules and regulations for handling the financial matters of the Corporation such as but not limited to the financial responsibility of Directors and staff, contractual authority, check signing responsibility and authority, spending limits, cash handling and recording, inventory recording and maintenance, staff salaries and benefits, and all other financial matters in accordance with good practice.

SECTION 3. The Board of Directors shall authorize the preparation of compiled financial statements each year. At least every third year (beginning with 2010) an audited financial statement shall be prepared by a certified public accountant.

SECTION 4. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such a manner as determined by the Board of Directors and as outlined in the Financial Policy Manual.

SECTION 5. Changes or additions to the Financial Policy Manual must be approved by a vote of the Board of Directors present.

SECTION 6. The responsibility for maintenance and the updating of the Financial Policy Manual shall be with the Treasurer of the Corporation. Copies of the manual shall be kept in the Corporation headquarters for the use of the staff, directors, committees and the members. Each copy shall be numbered and dated with reference to the last update or change.

SECTION 7. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to

pledge its credit to render it liable for any purpose or to any amount as outlined in the Financial Policy Manual.

SECTION 8. The private property of the Directors, officers, members and incorporators of the Corporation shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XIV
AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed at any time by (1) a member of the Board of Directors or (2) by at least ten percent (10%) of the voting members of the Corporation. Such proposed amendments must be submitted in writing to the Board of Directors.

SECTION 2. The Bylaws can be amended by a two-thirds (2/3) vote of the full Board of Directors or by a majority of members at a general meeting called for the purpose. Approved changes shall take effect immediately unless otherwise noted in the resolution approving the amendment. Members shall be notified of any amendments to the Bylaws.

ARTICLE XV
DISSOLUTION

SECTION 1. In the event of the dissolution and payment of all debts of the Corporation, all assets hereof shall be distributed to another non-profit organization with similar purposes that is qualified for exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code of the United States of America. The choice of the recipients of such assets shall be determined by majority decision of the entire Board of Directors in accordance with the Colorado NonProfit Corporation Act.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of eight (8) pages (in original format), including this page, constitute the revised Bylaws of THE FRIENDS OF DINOSAUR RIDGE, INC., as originally adopted by the Board of Directors on October 16, 2013 and to be effective on November 1, 2013.

FRIENDS OF DINOSAUR RIDGE, INC.

_____, President
Kathleen A. McCoy

_____, Secretary
Beth Simmons