Revised and Approved by the Members on_____, 2026.

AMENDED AND RESTATED BYLAWS
OF
LOVELAND MOUNTAIN CLUB, INC.
(a Colorado nonprofit corporation)

The Bylaws of Loveland Mountain Club, Inc., a Colorado non-profit corporation, are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME AND PURPOSE

I.1 NAME. The name of the organization shall be the Loveland Mountain Club, Inc. ("***Corporation***").

I.2 PURPOSE. The Corporation is organized as a nonprofit social club under Section 501(c)(7) of the Internal Revenue Code, operated exclusively for pleasure, recreation and other nonprofitable purposes. The Corporation exists to:

(a) Promote safe, responsible, and inclusive outdoor recreation;

(b) Provide educational programs, trips, and activities related to hiking, climbing, skiing, snowshoeing, backpacking, and other outdoor pursuits;

(c) Encourage conservation and stewardship of public lands and natural spaces; and

(d) Build a welcoming local community of outdoor enthusiasts in and around Loveland, Colorado.

I.3 LIMITATIONS. The Corporation shall not engage in political campaigns or substantial lobbying activities. Activities shall be primarily for members, with limited non-member income as allowed by the Internal Revenue Service rules.

ARTICLE II
ORGANIZATION OF THE LOVELAND MOUNTAIN CLUB, INC.

II.1 PRINCIPAL OFFICE. The principal office of the Corporation shall be located in Loveland, Colorado, and shall be designated from time to time by the Board of Directors in accordance with these Bylaws.

II.2 REGISTERED OFFICE AND REGISTERED AGENT. The registered agent and registered agent address of the Corporation shall be as stated in the Corporation's periodic report filed with the Colorado Secretary of State. The Board of Directors may change the registered office and the registered agent at any time.

ARTICLE III
MEMBERSHIP

III.1 MEMBERSHIP. The Corporation is a membership organization composed of individuals who share the Corporation's social and recreational interests. Membership is open to all persons without discrimination. A member in good standing is one whose dues are current and who is not under suspension. The Board of Directors shall have the authority to cap the total number of members of the Corporation but such cap shall not be less than 250 members.

III.2 DUES. Annual dues shall be set by the Board of Directors and ratified by the membership. Dues are payable by a date determined annually by the Board of Directors. Prorated dues may apply for members joining mid-year.

III.3 MEMBER RIGHTS. Members in good standing may:

(a) Have the right to vote on those matters specified in the Corporation's Bylaws, including the election of Directors and Officers; amendment of the Articles of Incorporation and Bylaws; and dissolution, merger, and sale of substantially all of the Corporation's assets;

(b) Attend membership meetings and Corporation activities; and

(c) Serve on committees and, if eligible, run for the Board of Directors or Officer positions.

III.4 TERMINATION OF MEMBERSHIP. Membership may be terminated for nonpayment of dues or for conduct materially inconsistent with the Corporation's mission or safety standards, following notice and an opportunity to be heard.

ARTICLE IV
MEETINGS OF MEMBERS

IV.1 MEETINGS OF MEMBERS

(a) **Annual Meeting.** An annual meeting of the members shall be held on or before March 31 of each year, or at such other date and time as the Board of Directors may determine, for the purpose of (i) electing directors and officers, (ii) receiving reports on the affairs of the Corporation, and (iii) transacting such other business as may properly come before the meeting ("***Annual Meeting***").

(b) **Regular Meetings**. The Corporation shall hold regular membership meetings at such times and places as determined by the Board of Directors. Regular membership meetings are intended to foster education, outdoor skills development, environmental awareness, safety training, social engagement, and opportunities for member networking and community building.

(c) **Special Meetings.** Special meetings of the members may be called at any time by the President, the Board of Directors, or by members holding at least twenty percent (20%) of the voting power of all members entitled to vote.

(d) **Place of Meetings.** Meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Colorado as may be designated by the Board of Directors or as specified in the notice of the meeting.

IV.2 Notice of Meetings.

(a) **Timing and Method.** Written notice of each meeting of members, stating the date, time, and place of the meeting and, a description of any matters that must be approved by the members shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called. Notice shall be given by the methods set forth in Section 9.5 to each member entitled to vote at such meeting, directed to the member's address as it appears on the records of the Corporation.

(b) **Waiver of Notice.** Any member may waive notice of any meeting before, at, or after the meeting, in writing or by attendance. Attendance at a meeting constitutes waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item.

IV.3 Quorum. Ten percent of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Colorado Revised Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

IV.4 Voting.

(a) **Method of Voting.** Voting may be by voice vote, show of hands, written ballot, or electronic means, as determined by the presiding officer or as required by these Bylaws.

(b) **Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

IV.5 Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to receive any report, or for any other proper purpose, the Board of Directors may fix in advance a record date, which shall not be

more than seventy (70) days before the date of such meeting or action. If no record date is fixed, the record date shall be determined in accordance with the Colorado Revised Nonprofit Corporation Act.

IV.6 Conduct of Meetings. Meetings of members shall be presided over by the President or, in the President's absence, by the Vice President, or in the absence of both, by a chairperson chosen by the President prior to the meeting. The Secretary, or in the Secretary's absence, an individual appointed by the presiding officer, shall act as secretary of the meeting.

ARTICLE V
DIRECTORS

V.1 GENERAL POWERS. The Board of Directors shall manage the business and affairs of the Corporation including strategic direction, financial oversight, risk awareness, policy adoption and ensuring compliance with Section 501(c)(7) of the Internal Revenue Code. In the course of doing business, the Board of Directors may delegate any of its powers to a standing or special committee of the Board of Directors, or to any Officer or agent, and may appoint any persons as agents of the Corporation to exercise such powers. In the exercise of these powers, each Director shall have one vote.

V.2 BOARD OF DIRECTORS. The Board of Directors shall consist of nine (9) members (each member of the Board of Directors a "***Director***") four of which shall be officers of the Corporation. Each Director shall be at least eighteen (18) years of age and a member of the Corporation.

V.3 TERM AND ELECTION OF BOARD OF DIRECTORS. The term of office for Directors shall be for two (2) years. No Director may serve as a Director for more than three (3) consecutive terms, except that any partial term of one year or less served by reason of an election to fill a vacancy shall not be counted. A Director, having completed three consecutive terms (excluding any partial term excluded from the term limit), may be reelected after an absence of one year unless otherwise approved by the membership. The election or re-election of Directors shall take place at each Annual Meeting of the Members, and their terms shall commence at the end of the Annual Meeting and expire at the end of the second succeeding Annual Meeting.

V.4 MID-TERM DIRECTOR VACANCIES. Any vacancy caused by the death, resignation, or removal of a Director, may be filled at any time during the year by a majority vote of the remaining Directors in office. A Director elected to fill such a vacancy shall hold office until the next annual meeting of the members.

V.5 RESIGNATION AND REMOVAL. A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notification. A

Director may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors.

V.6 QUORUM AND VOTING. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Colorado Revised Nonprofit Corporation Act, the articles of incorporation of the Corporation (the "***Articles of Incorporation***") or these Bylaws.

V.7 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly for the transaction of such business as may come before the meeting.

V.8 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Directors. The person(s) calling the special meeting may fix the date, time, place, and purpose of the meeting.

V.9 NOTICE OF MEETINGS. Notice of the date, time, and location of each regular meeting of the Board of Directors shall be given to each Director at least one (1) week in advance of that meeting. Notice of the date, time, location, and purpose of each special meeting of the Board of Directors shall be given to each Director at least 48 hours in advance of that meeting. Notice shall be given to each Director as provided in Section 9.5.

V.10 WAIVER OF NOTICE. A Director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the Director. Such waiver shall be delivered to the Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless at the beginning of the meeting, or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

V.11 PARTICIPATION AND VOTE BY ELECTRONIC MEANS. Any Director may participate in a meeting of the Board of Directors or a Board committee by electronic means, telephone conference or other communications equipment that permits all participants to hear each other at the same time. Such participation shall constitute presence in person at the meeting.

V.12 VOTING BY PROXY. For the purposes of establishing a quorum with respect to a particular proposal, or for the purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section, Directors may not vote or otherwise act by proxy.

V.13 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors may also be taken without a meeting if written consent thereto is signed by all members of the Board of Directors and such written consent is filed with the minutes of proceedings of the Board of Directors. Any such consent may be in counterparts and will be effective on the date of the last signature thereon unless otherwise provided therein.

V.14 EXECUTIVE AND OTHER COMMITTEES. The Board of Directors may establish standing committees including:

(a) Programs and Activities

(b) Membership and Outreach

(c) Governance and Nominating

(d) Finance

(e) Communications and newsletter

(f) Safety and Risk Management

Committees serve in an advisory capacity unless expressly granted specific authority by the Board of Directors. Committee chairs are appointed by the President with Board of Directors approval.

V.15 COMPENSATION. Directors shall not receive compensation for their services as Directors. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, including as Officers.

ARTICLE VI
OFFICERS

VI.1 OFFICERS. The elected officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The elected officers must be members of the Corporation and shall also serve as Directors for their term of office. The elected officers of the Corporation and the appointed officers, shall together be referred to as the "***Officers***."

VI.2 TERMS OF OFFICE. The term of office for Officers shall be for two (2) years. No Officer may serve as an Officer for more than three (3) consecutive terms, except that any partial term of one year or less served by reason of an election to fill a vacancy shall not be counted. An Officer, having completed three consecutive terms (excluding any partial term excluded from the term limit), may be reelected after an absence of one year unless otherwise approved by the membership.

VI.3 ELECTION. The Board of Directors shall recommend a slate of officers to the membership prior to the Annual Meeting. At the Annual Meeting the members shall elect a

President, a Vice President, a Secretary, and a Treasurer, who shall have such duties, powers, and functions as hereinafter provided or delegated to them by the Board of Directors.

VI.4 PRESIDENT. The president shall be the principal Officer of the Board of Directors ("***President***"). The President shall preside over all meetings of the Board of Directors. The President shall have general charge of the business and affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

VI.5 VICE-PRESIDENT. In the absence of the President, the vice-president shall exercise all the powers of the President and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors ("***Vice-President***").

VI.6 SECRETARY. The secretary, or their designee ("***Secretary***"), shall:

(a) Keep or cause to be kept the minutes of all meetings of the members and the Board of Directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) Be custodian of the corporate records;

(d) Keep or cause to be kept a register of the post office address and email address of each member and director; and

(e) 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.

VI.7 TREASURER. The treasurer ("***Treasurer***") will be the principal financial officer of the Board of Directors with general responsibility for oversight of the financial affairs of the Corporation. The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(c) Keep or cause to be kept adequate and correct accounts of the Corporation's properties, receipts, and disbursements;

(d) Render to the President, Board of Directors or membership, an account of all transactions as Treasurer and of the financial condition of the Corporation;

(e) Prepare or cause to be prepared any reports relating to financial matters required by law; and

(f) In general, perform all 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.

VI.8 MID-TERM OFFICER VACANCIES. Any vacancy caused by the death, resignation, or removal of an Officer, may be filled at any time during the year by a majority vote of the Board of Directors in office. An Officer elected to fill such a vacancy shall hold office until the next annual meeting of the members.

VI.9 RESIGNATION AND REMOVAL. An Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notification. Any Officer or agent may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed.

ARTICLE VII
INDEMNIFICATION AND RELATED MATTERS

VII.1 INDEMNIFICATION.

(a) Mandatory Indemnification. The Corporation shall indemnify each person who is a current or former Director, Officer, Board committee member or employee of the Corporation, to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act.

(b) Permissive Indemnification. The Corporation may, but is not obligated to, indemnify any volunteer or agent of the Corporation not otherwise covered by Section 7.1(a) to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act.

(c) Savings Clause. If any provision of the Articles of Incorporation or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification thereunder or hereunder to the fullest extent permitted by law or any applicable provision of the Articles of Incorporation or these Bylaws that have not been invalidated.

(d) Insurance. The Corporation may purchase and maintain insurance covering its obligations under this Section 7.1 or otherwise protecting the persons intended to be protected by this Section 7.1.

(e) Amendment, Modification or Repeal. Any amendment, modification or repeal of all or part of this Section 7.1 shall not adversely affect any right or protection of a Director, Officer, Board committee member, volunteer, employee, fiduciary or agent of the

Corporation under this Section 7.1 with respect to any act or omission occurring before the time of such amendment, modification or repeal.

(f) Limitation. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(7) of the Internal Revenue Code, as amended or hereafter amended.

VII.2 GENERAL STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS.

(a) Standard of Conduct. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board of Directors, and each Officer with discretionary authority shall discharge the Officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or Officer reasonably believes to be in the best interests of the Corporation.

(b) Reliance. In discharging duties, a Director or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 7.2(b) unwarranted.

ARTICLE VIII
FINANCIAL MATTERS

VIII.1 FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors.

VIII.2 FINANCIAL CONTROLS. The Board of Directors shall adopt financial control policies including spending authority limits, dual-signature requirements where appropriate, and periodic financial reviews. Disbursements issued in the name of the Corporation shall be signed by a designated agent or Officer of the Corporation.

VIII.3 NO PRIVATE BENEFIT. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except for reasonable compensation for services rendered or reimbursement of expenses incurred on behalf of the Corporation.

VIII.4 LOANS. No loans shall be made by or to the Corporation except with approval of the Board of Directors, and approval of the membership for loans exceeding a threshold amount set by policy provided however that no loan shall be made to any Director or Officer of the Corporation.

VIII.5 BUDGETS. Each year the Board of Directors shall adopt a budget detailing projected income and expenses.

VIII.6 DEPOSITS. All funds of the Corporation shall be immediately deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX
MISCELLANEOUS

IX.1 NONDISCRIMINATION AND INCLUSION. The Corporation shall not discriminate based on race, color, religion, gender, gender identity or expression, sexual orientation, age, disability, national origin, veteran status, or any other protected status under applicable law.

IX.2 UNIFORMITY OF INTERPRETATION. These Bylaws shall be so interpreted as to conform to the Articles of Incorporation and the Colorado Revised Nonprofit Corporation Act, and where conflict between them may arise, these Bylaws shall be modified to the extent that conformity shall require. If any portion of these Bylaws are held to be invalid, such invalidity shall not affect the validity or enforceability of the remainder of the Bylaws. The Bylaws are to be severable.

IX.3 REFERENCE TO THE ARTICLES OF INCORPORATION AND OTHER DOCUMENTS. Reference to the Articles of Incorporation and the current version of any other documents referred to in these Bylaws shall include all amendments thereto and/or changes thereof unless specifically excepted.

IX.4 AMENDMENT TO BYLAWS. These Bylaws may be amended upon recommendation of the Board of Directors and approval by a majority of the membership voting at a meeting.

IX.5 NOTICES. Any notices, consents, waivers and other communications required or permitted by these Bylaws to be in writing may be delivered or transmitted in person, by mail, by electronic mail or any other form of electronic transmission permitted by applicable law, to the physical or electronic address of the intended recipient set forth in the Corporation's records. The method of notice need not be the same for each intended recipient. A notice or communication shall be deemed delivered and received if provided (a) in person, when delivered, (b) by mail, five calendar days after deposit in first-class mail, postage prepaid or (c) by electronic mail or other form of electronic transmission, at the time of transmission to the electronic address in the Corporation's records.

IX.6 CONSTRUCTION. Unless the context clearly requires otherwise, a capitalized term that is defined in any provision of these Bylaws shall have the same meaning throughout the entirety of these Bylaws. The words "these Bylaws," "herein," "hereby," "hereunder" and words of similar import refer to these Bylaws as a whole and not to any particular Article, Section, Subsection or subdivision unless expressly so limited. The phrases "this Article," "this Section," "this Subsection" and similar phrases refer only to the Articles, Sections and Subsections hereof in which the phrase occurs. The word "or" is not exclusive, and "including" (and its various derivatives), means "including without limitation." Words in the singular form shall be construed to include the plural and words in the plural form shall be construed to include the singular unless the context otherwise requires.

The above Bylaws were approved and adopted by the Members as of_____, 2026.

_____
Secretary