

1 BY - LAWS  
2 OF THE  
3 ROCKY MOUNTAIN LIFT ASSOCIATION  
4 (Amended May 8, 2013)  
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7 **ARTICLE I**

8 Offices

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11 The principle offices of the corporation (the association) shall be at 133 South Van Gordon  
12 St., Suite 300, Lakewood, Colorado 80228. The corporation may also have offices and may  
13 carry on its purposes at such other places within and outside the State of Colorado as the  
14 Board of Directors may from time to time determine.  
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16 **ARTICLE II**

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18 Membership voting. quorum and proxies  
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20 1. Classes of Membership: The Association shall have the following classes of  
21 membership: The Board of Directors shall have authority to approve or deny membership  
22 and categorize them.  
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24 a. Full Members: Any company maintaining or operating a Ropeway for  
25 public use, or any public institution providing instruction in the areas of Ski Area Operations  
26 shall be considered a Full Member by meeting the requirements established by the Board  
27 of Directors.  
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29 b. Allied Members: Any corporation, partnership, association or other legal  
30 entity having interest in the Ropeway field shall be considered an Allied Member by  
31 meeting the requirements established by the Board of Directors.  
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33 2. Voting Rights: Each Full Member shall be entitled to cast one vote at all  
34 meetings of members for each item of business as required and deemed necessary by the  
35 Board of Directors. Allied Members shall not have the right to vote in the conduct of the  
36 affairs of the corporation, or any property rights in the corporation or its assets.  
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38 3. Quorum: Except as otherwise provided for in these BY-LAWS, the presence in  
39 person or by proxy of members entitled to vote more than 50 percent of the total votes of  
40 the Full Members shall constitute a quorum.  
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1           4. Proxies: Votes may be cast in person or by proxy. Every proxy must be  
2 executed in writing by the designate of the member area and on file at the Association  
3 Offices. The designation shall be updated every 12 months in writing.

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5           5. Majority Vote: At a meeting of members, if a quorum is present, the affirmative  
6 vote of a majority of the votes represented at the meeting, in person or by proxy, shall be  
7 the act of the members, unless the vote of a greater number is required by law, the Articles  
8 of Incorporation, or these By-Laws.

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10                                   **ARTICLE III**

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12                                   Administration

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14           1. Annual Meeting: The annual meeting of the members shall be held at a time and  
15 place determined by majority vote of the Board of Directors. The annual meeting is held in  
16 accordance with the requirements of the Articles of Incorporation. The business meeting  
17 shall be held no earlier than the second day of the annual conference.

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19           2. Special Meetings: Special meetings of the members, for any purpose, unless  
20 otherwise prescribed by statute, may be called by the President or by the Board of  
21 Directors, and shall be called by the President at the request of the members entitled to  
22 vote 30 percent or more of the total votes.

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24           3. Meeting Rules: All meetings shall be conducted in accordance with Robert's  
25 Rules of Order.

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27           4. Notice of Meeting: A written notice communication of any meeting of the  
28 members, stating the place, day and hour of the meeting, and the purpose or purposes of  
29 which the meeting is called, shall be delivered to the members at their address as it  
30 appears in the office of the Association, at least 10 days prior to such meeting. If requested  
31 by the person or persons lawfully calling such meeting, the Secretary shall give notice  
32 thereof at the corporate expense.

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34           5. Informal Action by Members: Any action required or permitted to be taken at any  
35 meeting of the members may be taken without a meeting if a consent in writing, setting  
36 forth the action so taken, shall be signed by 100% of the members entitled to vote with  
37 respect' to the subject matter thereof. Such consent shall have the same force and effect as  
38 a unanimous vote of the members, and may be stated as such in any articles or documents  
39 filed with the Secretary of State of Colorado.

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## ARTICLE IV

### Board of Directors

1. Number, Tenure, and Qualifications: The business and affairs of the Association shall be managed by a Board of Directors consisting of no less than five (5) or no more than nine (9) Directors, each of whom shall be an individual employed by a Full Member in the lift department or as an instructor of Ski Area Operations. No more than two (2) directors shall be elected from Full Members outside the state of Colorado. A person shall automatically cease to be a Director at such time as he or she ceases to be employed by the Full Member in the lift department or as an instructor. Each Director shall serve a minimum of a two-year term. No more than two individuals from one Full Member may serve at one time. The immediate past President shall serve as Chairman of the Board. New Directors shall be nominated and elected annually by the Board of Directors at the annual conference. Unless he ceases to be a Director, each Director shall hold office until the election and qualification of his successor. The number of Directors may be changed by amendment of these BY-LAWS in the manner set forth herein.

2. Resignations and Vacancies: Any Directors may resign at any time by giving written notice to the Chairman of the Board or the President of the Association. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors whether or not a quorum, as defined in Section 3 herein, present at the meeting of the Board of Directors at which such vacancies are filled. A Director elected to fill a vacancy shall serve the unexpired term of the vacancy filled.

3. Unexcused Absence: Unexcused absence from two consecutive Board Meetings shall be interpreted as a resignation of that board member. Notification of such action shall be sent by the secretary on the direction of the Board.

4. General Powers: The Board of Directors shall have and may exercise all of the powers of the Association except such as are expressly conferred upon the Full Members either in their capacity as members of the Association or by the Articles of Incorporation of these By-Laws.

5. Additional Powers and Responsibilities: In addition to its general powers, the Board of Directors shall have the authority and the responsibility, acting through the Association's Officers:

a. To secure the funds necessary to finance the information services and to manage the business and properties of the Association.

b. To approve sound personnel policies and see that they are kept current with standard good practices.

1 c. To keep informed on recommended standards and current trends in the  
2 field of lift operation and maintenance.

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4 d. To formulate, study, analyze and evaluate the program of the Association  
5 and the policies governing the Association in cooperation with NSAA, CSCUSA, CPTSB,  
6 and the USFS.

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8 e. To interpret the needs and program of the Association to the ropeway  
9 community.

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11 f. To study and analyze the needs of the ropeway owners/operators and  
12 cooperate with the authorities in the interpretation of these needs.

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14 g. To borrow funds in order to pay for any expenditure or outlay authorized  
15 by these BY-LAWS and to execute all such instruments evidencing such indebtedness as  
16 the Board of Directors may deem necessary or advisable.

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18 h. To enter into contracts within the scope of their duties and powers.

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20 i. To establish a bank account for the common treasury and for all separate  
21 funds which are required or may be deemed advisable by the Board of Directors.

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23 j. To maintain full and accurate books and records showing all of the  
24 receipts, expenses, or disbursements of the Association. Any members may inspect such  
25 records at any time. Records will be available through the National Ski Areas Association  
26 (NSAA).

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28 k. To establish the parameters and rules for Full Membership and Allied  
29 Membership.

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31 l. To take any and all actions necessary to carry on the business of the  
32 Association.

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34 6. Managing Agent The Board of Directors may employ a managing agent for the  
35 Association at a compensation established by the Board of Directors to perform such duties  
36 and services as the Board may authorize including, but not limited to, the duties in  
37 Paragraph 4 of this Article.

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39 7. Regular Meetings: Regular meetings of the Board of Directors may be held  
40 without call or formal notice at such places within the State of Colorado, and at such times  
41 as the Board may from time to time by vote determine. Any business may be transacted at  
42 a regular meeting. Until further determination the regular meeting of the Board of Directors  
43 for the election of officers and for such other business as may come before the meeting  
44 may be held without call or formal notice at the same place as the annual conference of  
45 members, or any special meeting of members at which a Board of Directors is elected. At  
46 least once during each twelve (12) month Period, a regular meeting of the Board of  
47 Directors shall be held pursuant to a written notice communication being sent to each  
48 Director prior to the date of such meeting.

1 8. Special Meetings: Special meetings of the Board of Directors may be held at any  
2 Place within Colorado at any time when called by the Chairman of the Board, by the  
3 President, or by two or more Directors. A written notice communication shall be sent to  
4 each director prior to the date of the meeting. Notices need not state the purpose of the  
5 meeting. No notice of any adjourned meeting of the Directors shall be required.  
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7 9. Quorum: A majority of the number of Directors fixed by the BY-LAWS shall  
8 constitute a quorum for the transaction of business, by a lesser number may adjourn any  
9 meeting from time to time. When a quorum is present at any meeting, a majority of the  
10 Directors in attendance shall, except where a large number is required by law, by Articles of  
11 Incorporation or by these BY-LAWS, decide any question brought before such meeting.  
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13 10. Waiver of Notice: Before, at or after any meeting of the Board of Directors, any  
14 Director may, in writing, waive notice of such meeting and such waiver shall be deemed  
15 equivalent to the giving of such notice. Attendance and signature by a Director at any  
16 meeting of the Board shall be a waiver of notice by him except when a Director attends the  
17 meeting for the express purpose of objecting to the transaction of business because the  
18 meeting is not lawfully called or convened.  
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20 11. Informal Action of Directors: Any action required or permitted to be taken at a  
21 meeting or the Directors may be taken without a meeting if a consent in writing, setting forth  
22 the action so taken, shall be signed by all of the Directors entitled to vote with respect to the  
23 subject matter thereof. Such consent shall have the same force and effect as a unanimous  
24 vote of the Directors.  
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## 26 **ARTICLE V**

### 27 Officers and Agents

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30 1. General: The officers of the Association shall be a Chairman of the Board, a  
31 President, a Vice-President, a Secretary, and a Treasurer. The officers shall be elected by  
32 the Board of Directors from among their number at the annual meeting of the Board of  
33 Directors for a term of one year or until their respective successors are elected and  
34 qualified. The immediate past President shall serve as Chairman of the Board unless he is  
35 unable to or is disqualified from doing so. Under those circumstances the Chairman shall  
36 be elected by the Board. One person may hold any two offices, except that no person may  
37 simultaneously hold the offices of President and Treasurer, or the Chairman of the Board  
38 and President. The Board of Directors may appoint such other officers, assistant officers,  
39 committees and agents, including assistant secretaries, and assistant treasurers, as they  
40 may consider necessary or advisable, who may, or need not, be members of the Board of  
41 Directors to hold offices for such terms and have such authority and duties as from time to  
42 time may be determined by the Board of Directors. In the cases where the duties of any  
43 officer, agent or employee are not prescribed, they shall follow the orders and instructions  
44 of the President.  
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1           2. Removal of Officers: Upon an affirmation vote of a majority of the members of  
2 the Board of Directors, any officer may be removed with reasonable cause, and his  
3 successor elected at any regular meeting of the Board of Directors, or at any special  
4 meeting of the Board called for such purpose.

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6           3. Vacancies: A vacancy in any office, however occurring, may be filled by the  
7 Board of Directors for the unexpired portion of the term.

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9           4. Chairman of the Board: The immediate past President will serve as Chairman of  
10 the Board. His responsibilities include: providing continuing advice and guidance to the  
11 Board of Directors.

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13           5. President: The President shall be the chief executive officer of the Board of  
14 Directors and the Association. He shall preside at all meetings of the Association. He shall  
15 have the General and active control of the affairs and business of the Association and  
16 general supervision of its officers, agents and employees.

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18           6. Vice-President: The Vice-President shall assist the President and shall perform  
19 such duties as may be assigned to him by the President or by the Board of Directors. In the  
20 absence of the President, the Vice-President shall have the powers and perform the duties  
21 of the President.

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23           7. Secretary: The Secretary shall:

24                   a. Keep the minutes of the proceedings of the members, executive  
25 committee, and the Board of Directors.

26                   b. See that all notices are duly given in accordance with the provisions of  
27 these By-Laws and as required by law.

28                   c. Be custodian of the corporate records.

29                   d. Keep at its registered office or principal place of business within  
30 Colorado, a record containing the names and registered addresses of all members.

31                   e. In general, perform all duties incident to the office of Secretary and such  
32 other duties as from time to time may be assigned to him by the President or by the Board  
33 of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject  
34 to supervision by the Secretary.

