

BY - LAWS OF THE ROCKY MOUNTAIN LIFT ASSOCIATION
Amended 18 June 2019

ARTICLE I

Offices

The principle offices of the Rocky Mountain Lift Association (the Association) shall be at 133 South Van Gordon St., Suite 300, Lakewood, Colorado 80228. The corporation may also have offices and may carry on its purposes at such other places within and outside the State of Colorado as the Board of Directors may from time to time determine.

ARTICLE II

Membership, Voting, Quorum and Proxies

1. Classes of Membership: The Association shall have the following classes of membership: The Board of Directors shall have authority to approve or deny membership and categorize them. a. Full Members: Any company maintaining or operating a Ropeway for public use, or any public institution providing instruction in the areas of Ski Area Operations shall be considered a Full Member by meeting the requirements established by the Board of Directors. b. Allied Members: Any corporation, partnership, association or other legal entity having interest in the Ropeway field shall be considered an Allied Member by meeting the requirements established by the Board of Directors.

2. Voting Rights: Each Full Member shall be entitled to cast one vote at all meetings of members for each item of business as required and deemed necessary by the Board of Directors. Allied Members shall not have the right to vote in the conduct of the affairs of the corporation, or any property rights in the corporation or its assets.

3. Quorum: Except as otherwise provided for in these By-Laws, the presence in person or by proxy of members entitled to vote more than 50 percent of the total votes of the Full Members shall constitute a quorum.

4. Proxies: Votes may be cast in person or by proxy. Every proxy must be executed in writing or common electronic means by the designate of the member area and on file at the Association Offices. The designation shall be updated every 12 months in writing or common electronic means.

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

ARTICLE III

Administration

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

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

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

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

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

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 full time by a Full Member in ropeway operations and maintenance or as an instructor of Ski Area Operations 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. If a Director or Officer is reassigned to a position other than lift maintenance or operations he/she may serve until the end of the current fiscal year. The Director/Officer may retain his/her position if the retention meets the needs of the Association and is affirmed by a 2/3 majority vote of the Board. The immediate past President shall serve as Chairman of the Board. New Directors on an as needed basis shall be nominated and elected annually by the Board of Directors at the annual conference. Each Director shall hold office until the election and qualification of his/her 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.

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

d. To formulate, study, analyze and evaluate the program of the Association and the policies governing the Association in cooperation with National Ski Areas Association (NSAA) , Colorado Ski Country USA (CSCUSA), Colorado Passenger Tramway Safety Board (CPTSB), and the United States Forest Service (USFS).

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

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

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

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

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

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

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

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

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

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

8. Special Meetings: Special meetings of the Board of Directors may be held at any Place at any time when called by the Chairman of the Board, by the President, or by two or more Directors. A written notice communication shall be sent to each director prior to the date of the meeting. Notices need not state the purpose of the meeting. No notice of any adjourned meeting of the Directors shall be required.

9. Quorum: A majority of the number of Directors fixed by the BY-LAWS shall constitute a quorum for the transaction of business, by a lesser number may adjourn any meeting from time to time. When a quorum is present at any meeting, a majority of the Directors in attendance shall, except where a large number is required by law, by Articles of Incorporation or by these BY-LAWS, decide any question brought before such meeting.

10. Waiver of Notice: Before, at or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance and signature by a Director at any meeting of the Board shall be a waiver of notice by him except when a Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

11. Informal Action of Directors: Any action required or permitted to be taken at a meeting or the Directors may be taken without a meeting if consent in writing or common electronic means, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE V

Offices and Agents

1. General: The officers of the Association shall be a Chairman of the Board, a President, a Vice-President, a Secretary, and a Treasurer. The officers shall be elected by the Board of Directors from among their number at the annual meeting of the Board of Directors for a term of one year or until their respective successors are elected and qualified. The immediate past President shall serve as Chairman of the Board unless he is unable to or is disqualified from doing so. Under those circumstances the Chairman shall be elected by the Board. One person may hold any two offices, except that no person may simultaneously hold the offices of President and Treasurer, or the Chairman of the Board and President. The Board of Directors may appoint such other officers, assistant officers, committees and agents, including assistant secretaries, and assistant treasurers, as they may consider necessary or advisable, who may, or need not, be members of the Board of Directors to hold offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. In the cases where the duties of any officer, agent or employee are not prescribed, they shall follow the orders and instructions of the President.

2. Removal of Officers: Upon an affirmation vote of a majority of the members of the Board of Directors, any officer may be removed with reasonable cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

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

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

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

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

7. Secretary: The Secretary shall:

a. Keep the minutes of the proceedings of the members, Executive Committee and the Board of Directors.

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

c. Be custodian of the corporate records.

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

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

8. Treasurer: The Treasurer shall be the principal financial officer of the Association and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Association and shall deposit the same in accordance with the instructions of the Board or Directors. She/he shall receive and give receipts and account for monies paid in on account of the Association, and shall pay out of the funds on hand all bills, payroll and other just debts of the Association of whatever nature upon maturity. He/she shall perform all other duties incident to the office of the Treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. She/he shall, if required by the Board, give the Association a bond in such sums with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or the President. Assistant Treasurer, if any, shall have the same powers and duties, subject to the supervision of the Treasurer.

ARTICLE VI

Obligations of the Members

1. Assessments: Each member shall pay their assessments imposed by the Board of Directors to meet the common expenses.

2. Support: To give such support as may be necessary to insure the success of the Association's programs and policies. This support will include attendance at RMLA educational workshops and/or conferences.

3. Compliance with Articles, By-Laws and Rules: Each member shall comply with all of the provisions of the Articles of Incorporation and By-Laws of the Association and any rules and regulations issued by the Board of Directors. If a member fails to comply, the Association shall have the power during the period of such delinquency:

a. To revoke a member's right to use and receive services and information

and,

b. To suspend a member's voting right.

ARTICLE VII
Amendments

Full members may, by vote of the holders of at least 51% of the votes of the Members, unless expressly made subject to a higher voting requirement by law, the Articles of Incorporation or these By-Laws; make, alter, amend and/or repeal the By-Laws of the Association at any annual meeting or at any special meeting called for that purpose at which a quorum shall be represented.