

AMENDED AND RESTATED BYLAWS OF PIKES PEAK WRITERS  
September 2015

ARTICLE I

NAME, SEAL AND OFFICES

1.1 NAME. The name of the Corporation is Pikes Peak Writers.

1.2 SEAL. If the Board of Directors of the Corporation elects to have a seal, the seal shall be circular in form and shall bear the name of the Corporation and the words "Colorado" and "Seal". The Board of Directors may from time to time change the form of the seal or the inscription thereon as it deems appropriate.

1.3 OFFICES. The principal office and headquarters of the Corporation shall be in the State of Colorado. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate.

ARTICLE II

PURPOSE AND OPERATIONS

2.1 PURPOSE. The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its principal purpose is to do and perform every act or acts necessary, incidental to or connected with the furtherance of charitable, scientific, literary, religious and educational purposes, and subject to the foregoing, generally to do anything permitted of a nonprofit corporation under the laws of the State of Colorado.

2.2 FOREIGN OPERATIONS. To the extent permitted by the laws of the State of Colorado, the Corporation may, in the discretion of the Board of Directors, conduct its exempt activities beyond the territorial boundaries of the State of Colorado.

ARTICLE III

MEMBERS

3.1 MEMBERSHIP. The Corporation shall not have voting members. The Board of Directors may from time to time establish categories of non-voting membership and may elect or appoint persons to non-voting membership status. The Board may, in its discretion, issue certificates of membership, identification

cards and other indicia of membership to those persons having membership status. Until such time as the Board of Directors shall otherwise direct, the Corporation may have two (2) classes of membership, as follows:

(a) General. General membership shall be open to any person seeking to engage with and enhance the literary community who otherwise meets the requirements for membership as herein stated. Only General members shall have all rights of membership, including the right to serve on the Board of Directors and/or hold office in the Corporation.

(b) Honorary. Honorary membership may be awarded at the discretion of the Board of Directors. Honorary members shall not have the right to serve on the Board of Directors or hold office in the Corporation unless they concurrently hold a General membership.

3.2 MEMBERSHIP ELIGIBILITY/APPLICATION. All individuals who have attained the age of eighteen (18) and who agree to accept the mission and purposes of, and to faithfully observe and be bound by the policies of, the Corporation, shall be eligible to apply for membership. The Board of Directors may adopt interpretations and guidelines consistent with the Corporation's basic membership eligibility standards. Application for membership in the Corporation shall be made through the Corporation's principal office pursuant to procedures established by the Board of Directors.

3.3 DONATIONS. No member shall be required to pay dues to the Corporation as a condition of membership. The Board of Directors or officers of the Corporation may solicit and accept voluntary donations from members, provided that eligibility for membership shall not be conditioned upon the making of donations.

3.4 TERMINATION OF MEMBERSHIP. The Board of Directors may, by the affirmative vote of two-thirds (2/3) of the entire voting membership of the Board of Directors, terminate a membership for cause after notice and a hearing. Grounds constituting "cause" shall be determined from time to time by the Board of Directors in its good faith discretion. In the event of a proposed termination of membership for cause, the affected member shall be given reasonable notice thereof and shall be entitled to a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors. Membership in the Corporation shall terminate at death or upon receipt by the Corporation of written notice of resignation.

3.5 RIGHTS OF MEMBERS. Unless the Board of Directors shall determine that a matter should be put to a vote of the membership, a member shall not have any voting rights or other interest in the management of the Corporation. Members shall not have any proprietary interest in the Corporation, and shall not be entitled to share in the distribution of the corporate assets upon

the dissolution of the Corporation. If the Board of Directors determines that a matter shall be voted on by the membership, such vote shall be advisory only and not binding on the Board of Directors. Benefits of membership shall be as determined from time to time by the Board of Directors.

3.6 COMPENSATION AND EXPENSES. Members shall not receive compensation for their services unless the Board of Directors, by resolution, determines that the Corporation shall contract with a member for unusual or special services to the Corporation, in which event reasonable compensation which is appropriate to the value of such services may be paid. Pursuant to policies established from time to time by the Board of Directors, the Corporation may reimburse members for reasonable expenses incurred on behalf of the Corporation.

## ARTICLE IV

### DIRECTORS

4.1 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of voting and non-voting members, as hereinafter described. Non-voting members of the Board of Directors shall serve in an ex officio capacity. Voting members of the Board of Directors shall serve by appointment for a term. Directors of the Corporation, whether voting or non-voting and whether elected, appointed or serving ex officio, shall be General members of the Corporation.

4.2 NUMBER AND TENURE OF VOTING MEMBERS. The number of voting Directors of the Corporation shall be not less than six (6) nor more than fifteen (15), with the exact number of voting Directors fixed from time to time by the voting members of the Board of Directors. Each of the President, Vice President, Treasurer, Secretary, other officers appointed by the Board of Directors, and the Immediate Past President shall hold voting seats on the Board of Directors, except an Immediate Past President who was removed from office prior to completing his/her term shall not serve on the Board of Directors in any capacity. "Immediate Past President" shall refer to the person who served as President of the Corporation immediately prior to the appointment of the current President. The voting seats on the Board of Directors shall be filled by election of the voting Directors, as described in this Article IV. Those elected to their seats shall normally serve for a term of two (2) years, except that terms may, in the discretion of the voting members of the Board, be established for less than two (2) years. No person shall serve more than six (6) consecutive years as a voting member of the Board of Directors except in a circumstance where service as a voting Director beyond six (6) years is necessary to allow the Immediate Past President to serve as a voting Director for a two year term or to allow an officer of the Corporation appointed from among the voting members of the Board of Directors to complete his or her term as an officer of the Corporation.

4.3 ELECTION OF VOTING DIRECTORS. The voting members of the Board of Directors shall elect their successors at the annual September meeting of the Board from a slate of candidates submitted by the Nominating Committee referred to in Section 4.4. The Nominating Committee shall submit its slate to the Board at least thirty (30) days prior to the annual September meeting. In filling seats on the voting Board of Directors, strong consideration shall be given to filling one of the voting seats with an individual who shall bring to the Board of Directors expertise and experience from outside the immediate vision and experience of the Directors currently serving.

4.4 NOMINATING COMMITTEE. The Nominating Committee shall consist of the President and Secretary of the Corporation.

4.5 EX-OFFICIO NON-VOTING MEMBERS OF THE BOARD. The ex-officio non-voting members of the Board of Directors may include Board Liaisons, committee chairpersons, and such other positions as determined by majority vote of the Board of Directors.

4.6 REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held during the month of September for the purposes of electing voting Directors, appointing officers, and for the transaction of such other business as may come before the meeting. Additionally, the Board of Directors shall establish, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board.

4.7 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. Upon the request for a special meeting, the President of the Corporation shall fix the place, which shall be within the State of Colorado, and the time for the meeting.

4.8 NOTICE. Notice of annual, regular and special meetings of the Board of Directors shall be given at least seven (7) but not more than thirty (30) days prior thereto by written notice delivered personally, or by mail to each Director at his/her business address, or by facsimile transmission, or by e-mail transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice is given by facsimile transmission or e-mail transmission, such notice shall be deemed to be delivered upon confirmation to the sender that the transmission has been received by the facsimile machine or e-mail system of the addressee. Any Director may waive notice of any meeting as provided in Article IX of these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.9 QUORUM. Two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than two-thirds (2/3) of the voting Directors are present at a meeting, a majority of the voting Directors present may adjourn the meeting and continue it to a later time and date.

4.10 MANNER OF ACTING. Unless otherwise specifically stated in these Bylaws, the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.11 PARTICIPATION BY ELECTRONIC MEANS. Any voting member may participate in a meeting of the Board of Directors by means of telephone conference or similar communications equipment by which all persons participating in the meeting may hear each other. In addition, Internet-based chat systems may be used. These chat systems may be based on video and/or audio technology, so long as each participant can hear all other participants. Such participation shall constitute presence in person at the meeting.

4.12 ACTION WITHOUT MEETING BY DIRECTORS. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the voting Directors. Any such action shall have the same force and effect as action taken at a meeting of the Board of Directors.

4.13 COMPENSATION; EXPENSES. Directors shall not receive compensation for their services. In its discretion, the Board of Directors may reimburse individual Directors for reasonable expenses paid or incurred by them on behalf of, or in furtherance of the interests of, the Corporation. The Board of Directors shall have the power, in its discretion, to contract with a Director for, and to pay reasonable compensation for, unusual or exceptional services to the Corporation.

4.14 VACANCIES. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Board of Directors even if less than a quorum. A Director elected to fill a vacancy caused by death, resignation, or removal shall be elected for the unexpired term of his/her predecessor in office. A Director elected to fill a vacancy caused by an increase in the number of Directors shall serve for a term designated by the Board of Directors in its resolution calling for an expansion in the size of the Board.

4.15 RESIGNATION. Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.

4.16 PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless the dissenting Director shall file a written dissent to such action with the Secretary of the Corporation within five (5) calendar days following adjournment of the meeting. Such right to dissent shall not be available to a Director who voted in favor of an action.

4.17 REMOVAL. A voting member of the Board of Directors may be removed upon a vote of not less than two-thirds (2/3) of all voting Directors then in office. A non-voting Director is removed from the Board if such Director is removed from the position giving rise to ex-officio membership on the Board.

4.18 PROXIES/MEANS OF VOTING. A voting member of the Board of Directors may appoint another voting member of the Board of Directors to act on his or her behalf by means of a written proxy, a copy of which shall be delivered to the meeting at which the appointed Director is to act on behalf of the appointing Director. Proxies shall be valid only for a single meeting of the Board of Directors. In the discretion of the President, and in conjunction with a validly convened meeting of the Board of Directors, votes may be submitted by facsimile, regular mail or electronic mail as well as orally or by a show of hands.

## ARTICLE V

### OFFICERS

5.1 GENERAL. The Board of Directors shall appoint officers of the Corporation as provided herein. Such officers shall, subject to the ultimate authority and control of the Board of Directors, conduct the day-to-day operations of the Corporation, and shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as may be appointed in accordance with the provisions of this Article. By way of example, but not by way of limitation, the Board of Directors, by resolution, may create the offices of Editor, Non-Conference Events Director and Conference Director. All created offices shall be filled by the voting Board of Directors for specified terms. Such newly appointed officers may be simultaneously elected to become voting members of the Board of Directors. Any two or more offices may simultaneously be held by the same person. If an individual should hold two offices simultaneously, he/she shall nonetheless be limited to one vote in his/her capacity as Director.

5.2 APPOINTMENT AND TERM OF OFFICE. The President, Vice President, Treasurer, and Secretary shall be appointed by the Board of Directors at its September annual meeting. Such officers shall be General members of the Corporation. The President shall be appointed for a two (2) year term and may be appointed for successive two-year terms. Officers shall hold office for a term of two (2) years and may be reappointed for successive two-year terms except that terms may be, in the discretion of the Board, established for less than two (2) years. No person shall serve more than six (6) consecutive years as an officer of the Corporation. An officer may be removed from his/her office upon a vote of not less than two-thirds (2/3) of all voting Directors then in office. Vacancies may be filled or new offices created and filled by resolution of the Board of Directors.

5.3 PRESIDENT. The President shall be the principal executive officer of the Corporation and shall, subject to the ultimate authority and control of the Board of Directors, supervise and control the business and affairs of the Corporation. The President is responsible to the overall Board of Directors and will bring to their attention significant issues and items concerning the Corporation. He or she shall preside at all meetings of the Board of Directors and the general membership (if any), and shall establish agendas for all such meetings; entertain motions and call for votes at all such meetings; appoint chairpersons for all committees and approve chairperson's selections of committee members; and may serve as an ex officio non-voting member of all committees. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall perform all other duties incident to the office of President and such additional duties as may be prescribed by the Board of Directors from time to time.

5.4 VICE-PRESIDENT. In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the event of a vacancy in the office of President, the Vice President shall succeed to the office of President for the unexpired term, unless otherwise determined by the Board of Directors. The Vice President shall assist the President in the performance of his/her duties; fulfill any other duties assigned by the President; and may serve as an ex officio non-voting member of all committees.

5.5 TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation from any source whatsoever, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the

provisions of these Bylaws; and, 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 by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. An Assistant Treasurer, if any, shall perform such duties as shall be assigned to him/her by the Treasurer or by the President or the Board of Directors.

5.6 SECRETARY. The Secretary shall prepare and maintain the minutes of the Board of Directors' and members' meetings (if any) as required by law; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; assure custody of the Corporation's official records and of the seal of the Corporation, if any; generate and assure storage of official correspondence for the Corporation; be the repository for all minutes and other records of activities of the Corporation's various committees; and 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 by the Board of Directors. In the absence of the Secretary at any meeting of the Board of Directors or the members, the President shall appoint a temporary Secretary from among the remaining members of the Board of Directors. An Assistant Secretary, if any, shall perform such duties as shall be assigned to him/her by the Secretary or by the President or the Board of Directors.

5.7 OTHER OFFICER POSITIONS: If other positions are mandated by the Board, titles, duties and terms of office will be determined at the time of creation. Appointment of officers shall be in accordance with paragraph 5.2 above.

## ARTICLE VI

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 CONTRACTS. The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

6.2 LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Corporation shall not issue monetary loans to any organization or individual. Loans of non-consumable equipment shall be allowed only to nonprofits formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.



6.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VII

### COMMITTEES

7.1 CREATION. The President may create both standing and ad hoc committees from time to time at his or her discretion.

7.2 MAKE UP OF COMMITTEES. Unless the Board of Directors shall otherwise decide, committees shall have not less than three (3) members, except that the Nominating Committee shall have two (2) members as provided in Section 4.4 of these Bylaws. The chairperson for each committee shall be appointed by the President and may be removed at any time, with or without cause, by a majority vote of the Board of Directors. The chairperson of the committee, with the approval of the President, shall appoint the members of each committee. Each committee may, subject to the approval of the President, prescribe rules and regulations for the call and conduct of its meetings and other matters relating to its procedures.

7.3 COMPENSATION. Members of committees shall not receive compensation for their services. In his or her discretion, the President may reimburse individual committee members for reasonable expenses paid or incurred by them on behalf of, or in furtherance of the interests of, the Corporation. The President shall have the power, in his or her discretion, to contract with a committee member for, and to pay reasonable compensation for, unusual or exceptional services to the Corporation.

## ARTICLE VIII

### BOARD LIAISONS

8.1 APPOINTMENT. The Board of Directors may elect one or more Board Liaisons. A Board Liaison shall assist the Board of Directors with communications between the Board of Directors, committees and other constituent groups of the Corporation, and non-affiliated third parties, as the Board of Directors shall from time to time designate.

8.2 TERM. Each Board Liaison shall serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by majority vote of the Board. Vacancies may be filled or new Board Liaison positions created and filled by the Board of Directors.

8.3 COMPENSATION. Board Liaisons shall not receive compensation for their services. In its discretion, the Board of Directors may reimburse Board Liaisons for reasonable expenses paid or incurred by them on behalf of, or in furtherance of the interests of, the Corporation. The Board of Directors shall have the power, in its discretion, to contract with a Board Liaison for, and to pay reasonable compensation for, unusual or exceptional services to the Corporation.

## ARTICLE IX

### FISCAL YEAR AND FINANCES

9.1 FISCAL YEAR. Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

9.2 OPERATING BUDGET. The Treasurer of the Corporation shall prepare and present to the Board of Directors a proposed operating budget for the ensuing fiscal year in advance of the commencement of such fiscal year. After discussion, the Board of Directors shall adopt an operating budget for the year. The Board of Directors may amend the budget from time to time if necessary.

9.3 FINANCIAL REVIEW OR AUDIT. The Corporation shall at all times maintain up to date and accurate books and records of account. Such books and records shall be reviewed, as the Board of Directors shall elect, by an independent tax professional, every other year. The books and records of the Corporation shall be open for inspection by any General member of the Corporation upon reasonable prior request made to the Treasurer of the Corporation, and at reasonable hours.

## ARTICLE X

### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer, employee, committee member, Board Liaison, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of

Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any and all members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed exclusively to or for the benefit of an organization or organizations which are then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(c)(2) of the Code, and each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months. The selection of such organization or organizations shall be made by the Board of Directors. If such determination cannot be made for any reason, such determination shall be made by the District Court for the City and County of Denver, State of Colorado.

## ARTICLE XI

### WAIVER OF NOTICE

A director may waive notice of a meeting of the Board of Directors or of any committee designated by the Board of Directors either before, at, or after the meeting. Such waiver shall be in writing and signed by the Director and delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be a condition to the effectiveness of the waiver. Attendance or participation of a Director at a meeting waives any required notice of that meeting unless at the beginning of the meeting or promptly upon the Director's 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, or if special notice was required for a particular purpose pursuant to these Bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

## ARTICLE XII

### AMENDMENTS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by the majority vote of the voting Directors at any regular or special meeting, or by written consent in lieu of meeting as described in Section 4.12 of these Bylaws.

## ARTICLE XIII

## LIMITATION OF LIABILITY AND INDEMNIFICATION

13.1 LIMITATION OF LIABILITY. The personal liability of any present or former Director, officer, committee member, Board Liaison, or other agent of the Corporation, acting in good faith, shall be limited to the fullest extent permitted by the laws of the State of Colorado.

13.2 INDEMNIFICATION. To the fullest extent permitted by the laws of the State of Colorado, the Corporation shall indemnify its present and former Directors, officers, committee members, Board Liaisons, and other agents, acting in good faith, against liabilities, costs and expenses (including attorneys fees) reasonably incurred by such individual in connection with any legal action or proceeding in which he or she is named as a party by reason of such individual's service to or affiliation with the Corporation. Such right to indemnification shall only be available if the individual seeking indemnification gives written notice to the Board of Directors of the legal action or other proceeding in question within a reasonable time following its institution. If indemnification is provided, the Board of Directors shall have authority to select legal counsel to represent the individual being indemnified. The Board of Directors may, in its discretion, cause the Corporation to carry officers and directors liability insurance and such other insurance as the Board shall deem appropriate for the types and levels of risk associated with the Corporation's activities.

## ARTICLE XIV

### MISCELLANEOUS PROVISIONS

14.1 EMPLOYEES AND CONTRACTORS. The Board of Directors, acting within the budgetary guidelines adopted by it, may engage the services of independent contractors on behalf of the Corporation. Any such contractors shall be supervised and evaluated by the President. Unless the Board of Directors shall otherwise decide, the Corporation shall have no employees.

14.2 RECORDS OF PROCEEDINGS. The Corporation shall keep reasonable minutes and other records of the meetings of its members (if any), Board of Directors, committees and other official activities, which records shall comply with the requirements of Colorado Revised Statutes § 7-136-101. Such minutes and records shall be available for inspection by any General member upon reasonable prior request to the Secretary of the Corporation, and at reasonable hours.

14.3 APPLICABLE LAW. These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

14.4. HEADINGS/SEVERABILITY. Headings are for convenient reference only and are not intended to modify or amend the meaning of any

provision of these Bylaws. If any provision of the Bylaws is found to be unenforceable, the remainder of the Bylaws shall not be affected and shall remain in effect.

14.5 PARLIAMENTARY AUTHORITY. The Board of Directors may adopt rules of procedure for the conduct of its meetings, meetings of the membership, meetings of committees or any other activity of the Corporation which are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation or applicable law. In the absence of any other decision by the Board, Roberts Rules of Order shall generally govern the conduct of meetings of the Board, the membership and the Corporation's committees.

#### CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Pikes Peak Writers and were duly adopted by the Board of Directors of the Corporation effective as of September 23rd, 2015.

By: \_\_\_\_\_  
Name: John Thomas Evans  
Title: President