

BYLAWS OF MILE HIGH DX ASSOCIATION

1 OFFICES

1.1 Principal Office

The principal office of the corporation shall be located at 369 Roosevelt Ave., Nunn, CO 80648. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.2 Registered Office and Agent

The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

2 MEMBERS

2.1 Classes of Members

The Corporation shall have members as set forth in its Articles of Incorporation.

2.2 Voting Rights

Members shall be entitled to vote on each matter submitted to a vote of the members in accordance with the Articles of Incorporation.

2.3 Resignation

Any member may resign by filing a written resignation with the Secretary.

2.4 Transfer of Membership

Membership in the corporation is not transferable or assignable.

3 MEMBER MEETINGS

3.1 Election Meeting

A meeting of members shall be held during the month of April every two (2) years at a specific date and time to be announced by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

3.2 Special Meetings

Special meetings of members may be called by the President, the Board of Directors, or not less than one-fifth of the members having voting rights.

3.3 Place of Meeting

The place of meeting shall be the registered office of the Corporation in the State of Colorado; but if all of the members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

3.4 Notice of Meetings and Waiver of Notice

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by email, to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

3.5 Informal Action by Member

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.6 Quorum

The quorum for a meeting of members of the corporation shall be as specified in the Articles of Incorporation. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.7 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

3.8 Manner of Acting

The vote necessary to constitute action by the members shall be determined as set forth in the Articles of Incorporation.

3.9 Voting by Email

Issues on which members are entitled to vote may be conducted by email in such manner as the Board of Directors shall determine.

4 BOARD OF DIRECTORS

4.1 General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado.

4.2 Number, Tenure and Qualifications

The number of Directors shall be determined from time to time by the members. The initial Board of Directors shall consist of three (3) Directors. Each Director shall hold office until the next election meeting (2 years) of members and until his/her successor shall have been elected and qualified. The incoming Board of Directors each year shall be elected by the members, in accordance with the Articles of Incorporation.

4.3 Annual Meeting

The annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members.

4.4 Place of Meeting

The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Colorado; but if all of the Directors shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

4.5 Regular Meetings

The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board without other notice than such resolution.

4.6 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

4.7 Notice

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally, sent by mail, or by email to each Director at his address as shown by the records of the corporation. 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 email, such notice shall be deemed to be delivered when the email has been sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.8 Quorum

The quorum for a meeting of Directors of the corporation shall be as specified in the Articles of Incorporation.

4.9 Proxies

At any meeting of directors, a director entitled to vote may vote by proxy executed in writing by the director. Such proxy must authorize another director present at the meeting to cast a vote with respect to a particular proposal that is described with reasonable specificity in the proxy.

4.10 Manner of Acting

The vote necessary to constitute action by the Directors shall be determined as set forth in the Articles of Incorporation.

4.11 Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the members, in accordance with the Articles of Incorporation. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.12 Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

4.13 Indemnification

To the fullest extent permitted by the Colorado Nonprofit Corporation Code, as the same exists or may hereafter be amended, a director of this corporation shall not be personally financially liable for monetary damages. The corporation shall indemnify directors of the corporation for any claims made against them in their capacities as directors pursuant to the procedures set forth in, and to the fullest extent authorized by, Colorado law as the same exists or may hereafter be amended. The right to indemnification provided herein shall be a contract right and shall include the right to be paid by the corporation in accordance with Colorado law for expenses incurred in advance of any proceeding's final disposition. Any repeal or modification of this Section shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

The corporation may indemnify officers, employees, members, and agents of the corporation to the same extent as is permitted for directors under Colorado law (and to a greater extent if consistent with law). No such indemnification shall be made without the prior approval of the Board of Directors and the determination by the Board of Directors that such indemnification is permissible.

The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee, member, and agent of the corporation or another company, partnership, joint venture, trust, or other enterprise against any expense, liability or loss whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Colorado law.

The foregoing rights of indemnification shall not be exclusive of other rights to which any director, officer, employee, member, or agent may be entitled as a matter of law.

4.14 Meetings by Video Conference

One or more directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

5 OFFICERS

5.1 Officers

The officers of the corporation shall be the President, Vice-President, a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President.

5.2 Election and Term of Office

The officers of the corporation shall be elected for two-year terms by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.3 Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto 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 or statute, to some other officer or agent of the corporation; and in general 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.

5.6 Vice-President

In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President (provided that one or more have been elected or appointed under Section I above, of this Article V), and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.7 Secretary

The Secretary shall keep the minutes of the meeting of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is

affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and 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 by the President or by the Board of Directors. This position may be combined with the position of Treasurer to be carried out by one person.

5.8 Treasurer

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. This position may be combined with the position of Secretary to be carried out by one person.

5.9 Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as from time to time may be assigned to them by the President or by the Board of Directors.

6 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these Bylaws, 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 in specific instances.

6.2 Checks, Drafts, Etc.

All checks, drafts or 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, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the corporation.

6.3 Deposits

All funds of the corporation 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 elect.

6.4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

7 CERTIFICATES OF MEMBERSHIP

7.1 Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors determine.

7.2 Issuance of Certificates

When a member has been admitted to membership, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

8 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any Director, or his agent or attorney, or any member, or his agent or attorney, for any proper purpose at any reasonable time.

9 FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

10 CORPORATE SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

11 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Colorado Revised Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice,

whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

12 AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

The above bylaws were approved and adopted by the Board on April 11, 2023.



Bob Nauta, Secretary/Treasurer