



Bylaws of Pikes Peak Permaculture

Adopted Sept. 9, 2014

Table of Contents

Article I — NAME AND MISSION	3
Section 1 - Name	3
Section 2 - Organization	3
Section 3 - Mission	3
Section 4 - Purpose	3
Section 5 - Principal Office	3
Section 6 - Corporate Seal	3
Article II — MEMBERS	3
Section 1 - Bylaws at time of incorporation	3
Section 2 - Classification, Qualification	3
Section 3 - Dues	3
Section 4 - Suspension and Termination of Membership	4
Section 5 - Annual Meeting	4
Section 6 - Special Meetings	4
Section 7 - Place of Meeting	4
Section 8 - Inspection of Books and Records	4
Article III — BOARD OF DIRECTORS	4
Section 1 - General Powers	4
Section 2 - Number, Election, Tenure and Qualifications	4
Section 3 - Nondiscrimination policy	5
Section 4 - Vacancies	5
Section 5 - Annual and Regular Meetings	5
Section 6 - Special Meetings	5
Section 7 - Notice	5
Section 8 - Presumption of Assent	6
Section 9 - Quorum and Consensus	6
Section 10 - Compensation	6
Section 11 - Executive and Other Committees	6
Section 12 - Action without a meeting	6

Article IV — OFFICERS AND AGENTS	6
Section 1 - Number and Qualifications	6
Section 2 - Election and Term of Office	7
Section 3 – Compensation	7
Section 4 – Removal	7
Section 5 – Vacancies	7
Section 6 - Authority and Duties of Officers	7
Section 7 - Surety Bonds	8
Article V — INDEMNIFICATION	8
Section 1 – Definitions	8
Section 2 - Right to Indemnification	9
Section 3 - Prior Authorization Required	10
Section 4 - Success on Merits or Otherwise	10
Section 5 - Payment Procedures	10
Section 6 - Notification to Members	10
Section 7 – Insurance	10
Section 8 - Right to Impose Conditions to Indemnification	11
Section 9 - Other Rights and Remedies	11
Section 10 - Applicability; Effect	11
Section 11 - Indemnification of Agents	11
Section 12 - Savings Clause; Limitation	11
Article VI — MISCELLANEOUS	12
Section 1 - Account Books, Minutes, Etc.	12
Section 2 - Fiscal Year	12
Section 3 - Conveyances and Encumbrances	12
Section 4 - Designated Contributions	12
Section 5 - Conflicts of Interest	12
Section 6 - Loans to Directors and Officers Prohibited	12
Section 7 - References to Internal Revenue Code	12
Section 8 - Amendments	13
Section 9 - Severability	13
Section 10 - Dissolution	13

Bylaws of Pikes Peak Permaculture

ARTICLE I – NAME AND MISSION

Section 1.1 – Name

The name of the organization shall be the “Pikes Peak Permaculture.”

Section 1.2 – Organization

Pikes Peak Permaculture has registered this name with the Colorado Secretary of State’s office. The organization will often be referred to as the “Pikes Peak Permaculture” (or: PPP).

Section 1.3 - Mission

The mission of Pikes Peak Permaculture (PPP) is to provide education and instruction to the general public on the nature, ways and benefits of the discipline of Permaculture.

Section 1.4 - Purpose

Pikes Peak Permaculture provides opportunities and structures for the general public to learn and actively participate in the ethics, principles and applied technologies of the discipline of permaculture. Further, PPP provides information resources to the public on similar and related organizations and acts as a local, regional, national and international hub for the general education, advancement, and evolution of the discipline of permaculture.

Section 1.5 Principal Office

The principal office and place of business of the Corporation in the State of Colorado shall be in the City of Manitou Springs, County of El Paso, or at such other location as the Board of Directors may from time to time determine. Other offices and places of business may be established from by the Board of Directors.

Section 1.6 Corporate Seal

The seal of the Corporation shall be inscribed with the name of the Corporation, the year of its incorporation, and the words "Colorado" and "Seal," and shall be in a form approved by the Board of Directors, which may alter the same at pleasure.

ARTICLE II - MEMBERS

Section 2.1 Bylaws at time of incorporation

The corporation at its inception does not have membership. Certified permaculturists living in the Pikes Peak Region (those who have graduated from a Permaculture Design Certification course anywhere in the world) will be considered members of an informal network called the “Pikes Peak Permaculture Guild.” The corporation has the right and the power to initiate formal membership at any time in the future based upon a majority vote of the Board of Directors. Such membership shall follow the guidelines stated below in Section 2.2 through 2.9.

Section 2.2 Classification, Qualification

In the event the Board of Directors initiates a membership provision, the Board shall also at the time delineate the classification of and qualifications for membership.

Section 2.3 Dues

The board of directors may establish such membership initiation fees, periodic dues and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate

cases as the board of directors shall deem necessary or appropriate.

Section 2.4 Suspension and Termination of Membership

A member who fails to pay any dues or other assessment, within 10 days after written notice of such failure to pay is delivered to such member, shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated.

Section 2.5 Annual Meeting

There shall be held an annual meeting of the Members on the Saturday immediately following the summer solstice of each year for the purpose of electing members of the Board of Directors of the Corporation and for the transaction of such other business as may come before the meeting. Written notice of the time and place of every meeting shall be given personally or mailed to the Members at least 15 days before the date fixed for the annual meeting.

Section 2.6 Special Meetings

Special meetings of the Members may be called at any time by the Board of Directors **or** by a simple majority of the Members. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If called by the Board of Directors, written notice of the time and place of every special meeting shall be given or mailed to the Members at least ten days before the date fixed for the meeting. The purpose of any special meeting of the Members shall be stated in such notice.

Section 2.7 Place of Meeting

Each meeting of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the board of directors, and shall be called by the president at the request of members having at least a majority of the votes entitled to be cast at such meetings.

Section 2.8 Inspection of Books and Records

The Members shall have the right, on written or oral demand, from time to time to examine and photocopy, in person or by agent or attorney, at any reasonable time and for any purpose, all of the books and records of account of the Corporation, its last annual and most recently published financial statement, and minutes of all acts and proceedings of the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers

The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Election, Tenure and Qualifications

The number of directors of the corporation shall be from 5 to 11, as determined by the members of the board of directors from time to time. Any action of the members of the board of directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. At the first annual meeting of the board of directors, classification of the directors shall be made by dividing them into three classes, each class to be as nearly equal in number as possible. The term of office of the directors of the first class shall expire at the first annual meeting of the members held after such classification; the term of office of the directors of the second class shall expire at the second annual meeting thereafter; and the term of office of the directors of the third class shall expire at the third annual meeting thereafter. At each annual meeting of the members after such classification, the number of

directors equal to the number of the class whose term expires at the time of such meeting shall be elected by the members to hold office until the third succeeding annual meeting. Each director shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. Directors must be at least eighteen years old but need not be residents of Colorado. Directors shall be removable in the manner provided by the statutes of Colorado. If there are no members, then the existing board may elect its successors by an affirmative vote of a majority of the remaining directors.

Section 3.3 - Nondiscrimination policy

Pikes Peak Permaculture is committed to a policy of fair representation on the Board of Director and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age.

Section 3.4 Vacancies

Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, 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 may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at a meeting of the members called for that purpose, and a director so chosen shall hold office until the next election of directors and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

Section 3.5 Annual and Regular Meetings

A regular meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of the members, or as soon as practicable thereafter, the time and place, either within or outside Colorado, determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.6 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 any place as the place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 3.7 Notice

Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at such director's business or home address at least five days prior thereto by the mailing of written notice by first class, or at least two days prior thereto by personal delivery of written notice or by telephonic, telegraphic, telex, email or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex or facsimile, such notice shall be deemed to be given when the transmission is complete. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a 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. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.8 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 such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.9 Quorum and Consensus

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and a consensus of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. Directors with excused absences may indicate their preferences by proxy at any meeting of directors.

Section 3.10 Compensation

Directors shall not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.11 Executive and Other Committees

By one or more resolutions adopted by a majority of the directors then in office, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the board of directors, or in the absence thereof, by the committee itself.

Section 3.12 Action Without a Meeting

Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing (including email correspondence) setting forth the action so taken, shall be agreed by all of the directors or committee members with respect to the subject matter thereof. Such consent shall have the same force and effect as a consensus of the directors or committee members.

ARTICLE IV OFFICERS AND AGENTS

Section 4.1 Number and Qualifications

The elected officers of the corporation shall be a president, vice president, a secretary and a treasurer. The board of directors may also appoint such other officers, assistant officers and agents, including a chairman of the board, an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of president and secretary. Officers need not be directors of the corporation. All officers must be at least eighteen years old.

Section 4.2 Election and Term of Office

The elected officers of the corporation shall be elected by the board of directors annually at the first meeting of the board held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation

The compensation of the officers, if any, shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509 (a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Removal

Any officer or agent 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 person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.5 Vacancies

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 4.6 Authority and Duties of Officers

The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- . (a) **President.** The president shall, subject to the direction and supervision of the board of directors:
 - (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the members; (iii) see that all orders and resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the board of directors.
- . (b) **Vice-Presidents.** The vice-president or vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.
- . (c) **Executive Director.** The executive director shall, subject to the direction and supervision of the president and the board of directors, (i) be the chief administrative officer of the corporation with general responsibility for all day-to-day operations of the corporation; (ii) propose, prepare and

present to the president and the board of directors specific programs and activities that will further the corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the president or the board of directors; and (iv) perform all other duties and responsibilities as may from time to time be assigned to the executive director by the president or the board of directors.

- . (d) **Secretary.** The secretary shall (i) keep the minutes of the proceedings of the members, the board of directors and any committees of the members or the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all members; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office 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.
- . (e) **Treasurer.** The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls, and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

Section 4.7 Surety Bonds

The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE V - INDEMNIFICATION

Section 5.1 Definitions

For the purposes of this Article, the following terms shall have the meanings set forth below:

"Corporation" means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

"Expenses" means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private foundation or an employee benefit plan) or expense incurred with

respect to a proceeding.

"Official capacity" when used with respect to a director of the corporation means the office of director in the corporation, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

"Party" means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a director, officer or employee of the corporation, and any person who, while a director, officer or employee of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if such party's duties to the corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action by or in the right of the corporation) and whether formal or informal.

Section 5.2 Right to Indemnification

. (a) **Standards of Conduct.** Except as provided in Section 5.2(d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) such party conducted himself or herself in good faith, (ii) such party reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the corporation's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 5.2, any party acting in his or her official capacity who is also a director of the corporation shall be held to the standard of conduct set forth in Section 5.2(a) (ii) (A), even if such party is sued solely in a capacity other than as such director.

. (b) **Employee Benefit Plans.** A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants or beneficiaries of the plan is conduct that satisfies the requirements of Section 5.2(a) (ii) (B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 5.2 (a) (i).

(c) **Settlement.** The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 5.2(a).

(d) **Indemnification Prohibited.** Except as hereinafter set forth in this Section 5.2(d), the corporation may not indemnify a party under this Section 5.2 either (i) in connection with a proceeding by or in the right of the corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation, or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged). Notwithstanding

the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 5.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 5.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Colorado Nonprofit Corporation Code.

(e) Claims by or in the Right of Corporation. Indemnification permitted under this Section 5.2 in connection with a proceeding by or in the right of the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) Combined Proceedings. If any claim made by or in the right of the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by or in the right of the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 5.3 Prior Authorization Required

Any indemnification under Section 5.2 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 5.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the board of directors by a majority vote of a quorum of such board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 5.4 Success on Merits or Otherwise

Notwithstanding any other provision of this Article, the corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including without limitation, dismissal without prejudice or settlement without admission of liability, in expenses incurred by such party in connection therewith.

Section 5.5 Payment Procedures

The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 5.4.

Section 5.6 Notification to Members

Any indemnification of or advance of expenses to a director (but not to any other party) in accordance with this Article, if arising out of a proceeding by or on behalf of the corporation, shall be reported in writing to the members with or before the notice of the next meeting of members.

Section 5.7 Insurance

By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance in such amounts as the board of directors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture trust, other enterprise or employee benefit plan against any liability asserted out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed

under the laws of Colorado or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 5.8 Right to Impose Conditions to Indemnification

The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in the Article, such reasonable requirements and conditions as may appear appropriate to the board of directors in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 5.9 Other Rights and Remedies

The indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the members or board of directors, agreement, or otherwise.

Section 5.10 Applicability; Effect

The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 5.11 Indemnification of Agents

The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 5.3.

Section 5.12 Savings Clause; Limitation

If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. 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)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE VI - MISCELLANEOUS

Section 6.1 Account Books, Minutes, Etc.

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and committees. All books and records of the corporation may be inspected by any member or director, or such person's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year

The fiscal year of the corporation shall be as established by the board of directors.

Section 6.3 Conveyances and Encumbrances

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contributions

The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 6.5 Conflicts of Interest

If any person who is a director or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 6.6 Loans to Directors and Officers Prohibited

No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 6.7 References to Internal Revenue Code

All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the

Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 6.8 Amendments

Subject to repeal or change by action of the members, the power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors; provided, however, that no change to these bylaws shall limit or repeal the voting rights of any class of membership unless such change is adopted by the affirmative vote of a majority of the members of such classes.

Section 6.9 Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 6.10 – Dissolution

In the event of the dissolution of Pikes Peak Permaculture and after the payment or the provision for payment of all the liabilities of the Corporation, the board in its sole discretion shall transfer all net assets of PPP exclusively for the purpose of the PPP, in shares to be determined by the Board of Directors to an allied organization which has Internal Revenue Service 501(c)(3) tax exempt status during the year the dissolution occurs. The Corporation shall not be required to make pro rata distributions to all eligible members. Any assets not disposed of will be disposed of by a court of competent jurisdiction in the county in which the principle office of the Corporation is then located.