

**BYLAWS  
OF  
MOUNTAIN AIR RANCH INCORPORATED**

adopted January 11, 2018.

**ARTICLE 1. NAME AND OPERATION**

**1.1 Name**

The name of this Corporation is MOUNTAIN AIR RANCH, INCORPORATED. The Corporation may file for and operate under an assumed name.

**1.2 Operation**

The Corporation shall be operated as a nonprofit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act.

**ARTICLE 2. PRINCIPAL OFFICE**

**2.1 Principal Office**

The principal office of the Corporation shall be:

9006 South Mica Mine Gulch Rd  
Littleton, CO 80127-9400

**2.2 Other Offices**

The Corporation may have offices and places of operation at such other places within the state of Colorado as determined by the Board of Directors.

**ARTICLE 3. PURPOSES**

**3.1 Nonprofit Purpose**

Mountain Air Ranch Incorporated is a nonprofit corporation and shall operate exclusively as a social club for the purpose of recreation and other nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

In particular, the Corporation's purpose shall be to:

- (a) own and operate real property for the use of its Members;
- (b) organize social activities that promote and enable social interaction among the Members;

- (c) preserve to the maximum extent legally permissible the privacy of the Members with regard to their membership status in the Corporation;
- (d) preserve the use of the Corporation's real property for use as a social club;
- (e) practice and promote social nudism; and
- (f) any other purpose consistent with the requirements of Section 501(c)(7).

### **3.2 Private Gain Prohibited**

The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to the purposes described here and in the Articles of Incorporation.

### **3.3 Shares Prohibited**

The Corporation shall not issue shares nor shall the Corporation at any time have shareholders.

## **ARTICLE 4. MEMBERS**

### **4.1 Members**

The Corporation shall have two classes of Members.

- (a) **Full Members** – Members who pay the Membership Fee for Full Members, to be set annually by the Board of Directors, shall be Full Members of the Corporation and shall be entitled to the rights and privileges of Full Members. Full Members shall have voting privileges for the Member-elected Directors and for the Committee positions.
- (b) **Friends of MAR Members** – Members who pay the Membership Fee for Friends of MAR Members, to be set annually by the Board of Directors, shall be Friends of MAR Members of the Corporation and shall be entitled to the rights and privileges of such Members. Friends of MAR Members shall not have voting privileges for Directors or for Committee positions.

### **4.2 Member Rights and Privileges**

Full Members shall have all the rights and privileges of a member as defined in the Colorado Revised Nonprofit Corporation Act, C.R.S §§ 7-121-101 through 137.

All Members shall have the right to use and enjoy the property owned by the Corporation in accordance with their respective Membership designations. Use of the property shall be subject to availability, regulation, and other reasonable restrictions to be defined by the Board.

All Members shall have a right to privacy as it pertains to their membership in the Corporation. The Board may revoke the membership of any Member who acts maliciously to violate the privacy of any Member without that Member's consent. Membership Fees are not refundable to individuals whose Membership is revoked pursuant to this paragraph.

The Board of Directors may promulgate any necessary policies, procedures, rights and/or privileges to be enjoyed by each class of Members.

Any membership terminations or suspensions are addressed by the Membership Committee as defined in their Committee bylaws, or by the Board of Directors. In both cases, terminations and suspensions shall follow a procedure that is fair and reasonable as defined in the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-126-302.

## **ARTICLE 5. DIRECTORS**

### **5.1 Powers**

All corporate powers shall be exercised by or under the authority, and the affairs of the Corporation shall be managed under the direction, of the Board of Directors.

### **5.2 Qualifications**

All Directors must be individuals who are at least part time residents of Colorado.

### **5.3 Number**

The Board of Directors shall consist of seven persons.

### **5.4 Tenure of Office**

Each Director shall hold office until the earliest of the following:

- (a) the election of the Director's successor;
- (b) the Director's inability to serve or death; or
- (c) the Director's resignation or removal in accordance with the provisions of these Bylaws.

### **5.5 Election**

- (a) Board-elected Directors—Election by the Board of Directors.

- (1) The Board of Directors shall elect a new Board-elected Director each year.

This election shall be held January of each year or as soon thereafter as possible. This new Board-elected Director shall be determined by a majority vote of the Board of Directors from a slate of persons nominated by the Board of Directors. The voting members of the Board of Directors for such election shall include the newly-elected Member-elected Director, and the Board-elected Director whose term was to expire on December 31 of the year prior, but whose term is extended pursuant to Article 5.4(a) above.

(2) Each such Director shall have a term or three years, calculated from January 1 of the year in which the Board-elected Director was elected. There is no limit to the number of terms a Director may serve.

(b) Member-elected Directors--Election by Full Members.

- (1) Full Members in good standing shall elect a new Member-elected Director each year. Each such Director shall have a term of four years, calculated from January 1 of the year following the year in which the Member-elected Director was elected. There is no limit to the number of terms a Director may serve.
- (2) Any Full Member of the Corporation in good standing can apply at or before the Annual Membership Meeting to be included on the election ballot for the Director position. The subsequent election of such person shall be done by ballot, either email, electronic ballot or by request, with each Full Member having one vote. The result of this election shall be tallied by an Election Committee.

#### 5.6 Vacancies

A vacancy in the Board of Directors shall exist on the inability to serve, death, resignation, or removal of any Director. A vacancy in the Board of Directors shall be filled by a majority vote of the Board of Directors at any meeting from a slate of persons nominated by the Board of Directors. Each Director so elected to fill a vacancy on the Board shall hold office until the end of the unexpired term that such Director is filling. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

#### 5.7 Resignation

A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is effective under C.R.S. 7-121-402 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

#### 5.8 Removal

A Director may be removed at any time, with cause, by vote of five of the Directors then in office. A Director can also be removed at any time, with cause, by a majority of Full Members in good standing through a special recall election following procedures promulgated by the Board of Directors.

#### 5.9 Meetings

An annual meeting of the Board of Directors shall be held at such date, time, and place as determined by the Board of Directors. If the time and place of any other Directors' meetings are properly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. The Board of Directors may hold annual, regular, or special meetings in Colorado.

## **5.10 Telephonic or Electronic Participation**

The Directors may participate in an annual, regular, or special meeting, or conduct such meeting, by using any means of communication by which (a) all Directors participating may simultaneously hear or read each other's communications during the meeting, or (b) all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## **5.11 Action Without Meeting by Majority Written Consent**

Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by a simple majority of members of the Board of Directors. The action shall be evidenced by written or email consents describing the action taken, which are then included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when a majority of Directors signs the consent or indicated consent by email, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

## **5.12 Call and Notice of Meetings**

The annual meeting and regular meetings of the Board of Directors may be held with or without notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Directors must be preceded by at least two days' notice (given by first-class mail, delivered personally, or given by telephone, facsimile, or electronic mail) to each Director of the date, time, and place of the meeting; provided, however, that in the case of an emergency special meeting, notice of such meeting need not be given as provided herein, but shall be given in any practical manner and as far in advance of such meeting as possible. Except as specifically provided in these Bylaws or applicable law, a notice of special meeting need not describe the purposes of the meeting. The President or 20 percent of the Directors then in office may call and give notice of a meeting of the Board of Directors. In addition, any Officer or any two Directors then in office may call and give notice of an emergency special meeting of the Board of Directors.

## **5.13 Waiver of Notice**

A Director may at any time waive any notice required by these Bylaws. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote on or assent to any action taken at the meeting.

## **5.14 Quorum and Voting**

A quorum of the Board of Directors shall consist of a simple majority of the number of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors, except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

## **5.15 Supermajority Voting Requirements and Member Approval**

Any resolution to authorize the acts described in this Section shall require a supermajority vote of five or more Directors.

Acts requiring a supermajority include:

- (a) winding up and dissolving the Corporation;
- (b) approval of dissolution, merger, or sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) approval of the sale, exchange, mortgage or lease of real property owned by the Corporation;
- (d) approval to substantially change the use of any property owned by the Corporation;
- (e) amendment or repeal of this Article 5.15 of the Bylaws, or adoption of any Bylaw, Article or other rule inconsistent with the provisions of this Article.

Further, with regard to the acts stated in this Section requiring a supermajority, the Board of Directors shall not have the authority to pursue these acts without the additional consent of a majority of the Full Members present at a meeting of the Corporation, which meeting is held upon adequate notice to all Full Members of the Corporation then in good standing, which notice shall state the specific purpose(s) for the meeting.

## **5.16 Presumption of Assent**

A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) at the beginning of the meeting or promptly on the Director's arrival, the Director objects to holding the meeting or transacting the business at the meeting; (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

## **5.17 Formal Board Committees**

Formal Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors. The Board of Directors, by a vote of a majority of all Directors in office when the action is taken, may create one or more Formal Committees of the Board of Directors and appoint members of the Board to serve on them or designate the method of selecting committee members. Each Formal Committee shall consist of three or more Directors who shall serve at the pleasure of the Board of Directors. The creation of a Formal Committee and the appointment of Directors to the Formal Committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to such Formal Committees of the Board of Directors and their members as well. No committee of the Board of Directors may:

- (a) authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the Corporation's purposes;
- (b) approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (c) approve the sale of real property owned by the Corporation;
- (d) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
- (e) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

#### 5.18 Advisory or Informal Committees

The Board of Directors may create one or more other Advisory Committees. Members of these committees need not be members of the Board of Directors, but at least one Director may serve on each such Committee. These Committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

#### 5.19 Compensation

Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the Board of Directors to be just and reasonable, but shall not otherwise be compensated for service in their capacity as Directors or committee members.

#### 5.20 Director Conflict of Interest

- (a) A conflict of interest transaction is a contract, transaction, or other financial relationship between the Corporation and a Director of the Corporation, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director of the Corporation is a director or officer or has a financial interest.
- (b) A conflict of interest transaction is neither voidable nor the basis for imposing liability on the Director if the transaction is fair to the Corporation when it was entered into or is approved as provided in Section 5.20(c).
- (c) A transaction in which a Director has a conflict of interest may be approved in advance by the vote of the Board of Directors or a Formal Committee of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors or Formal Committee of the Board of Directors.
- (d) For purposes of Section 5.20(c), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on the Formal Committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section.

The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under of Section 5.20(c) if the transaction is otherwise approved as provided in Section 5.20(c).

## **ARTICLE 6. OFFICERS**

### **6.1 Designation and Appointment**

The Officers of the Corporation shall be the President, Vice-President, the Secretary, the Treasurer, and any other Officer that the Board of Directors may from time to time appoint. The Officers shall be appointed by, and hold office at the pleasure of, the Board of Directors. The same person may simultaneously hold more than one office.

### **6.2 Compensation and Term of Office.**

- (a) The compensation, if any, and the term of office of each Officer of the Corporation shall be fixed by the Board of Directors.
- (b) Any Officer may be removed, with or without cause, at any time by action of the Board of Directors.
- (c) An Officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is effective under C.R.S. 7-121-402 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
- (d) No removal or resignation as provided in this Section 6.2 shall prejudice the rights of any party under a contract of employment.

### **6.3 President**

Unless the Board elects a Chairperson, the President shall preside at meetings of the Board of Directors. Regardless of the election of a Chairperson, the President shall assure that the Board of Directors is advised on all significant matters of the Corporation's business, and shall have other powers and duties that may be prescribed by the Board of Directors or the Bylaws. President does not move the Board for any proposition and votes only in the event of a tie.

### **6.4 Vice-President**

In the event the President is unable to perform the duties as President, the Vice-President shall assume these duties for the period during which the President is unable to perform such duties.

### **6.5 Secretary**

The Secretary shall have responsibility for preparing minutes of meetings of the Board of Directors and for authenticating records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors

may order, a book of minutes of all meetings of Directors. The Secretary shall also have such other powers and perform other duties that may be prescribed by the Board of Directors or these Bylaws.

#### **6.6      Treasurer**

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories as may be designated by the Board of Directors, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board of Directors, and shall have other powers and perform other duties that may be prescribed by the Board of Directors or these Bylaws. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such amount and with any surety specified by the Board of Directors for the faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office. The Treasurer also shall have other powers and perform other duties that may be prescribed by the Board of Directors.

#### **6.7      Assistants**

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Those assistants may exercise the powers of the Secretary or Treasurer, as the case may be, and shall perform those duties that are prescribed by the Board of Directors.

### **ARTICLE 7.**

### **LIABILITY AND INDEMNIFICATION**

#### **7.1      Liability**

To the fullest extent not prohibited by applicable law, a Director or Officer of the Corporation acting within the scope of his or her responsibilities shall not be liable to the Corporation for conduct as a Director or Officer.

#### **7.2      Indemnification**

To the fullest extent not prohibited by applicable law, the Corporation shall indemnify its Directors and Officers.

## **ARTICLE 8. RESTRICTIONS ON ACTIVITIES**

### **8.1 Restrictions**

The Corporation shall be able to carry on any activity and use property belonging to the Corporation to further the purposes stated in Article 3 without limitation other than the following restrictions.

The Corporation shall not use property in any way that conflicts with a limitation attached to the transaction by which ownership or possession of the property is transferred to the Corporation whether such limitation is explicitly provided for in writing or implied by law.

The Corporation shall not use property in any way that conflicts with the terms of the Articles of Incorporation, the Bylaws, or any other limitations that are prescribed by law.

The Corporation shall not be permitted to carry on any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c)(7) of the Code, any corresponding future provision of the Code, or related guidance issued by the IRS.

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, firm, partnership, or association and no Director or Officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation as provided elsewhere in these Bylaws.

The Corporation shall not act in any way to unreasonably intrude on the privacy of a Member as it relates to membership in the Corporation or use of the Corporation's facilities.

### **8.2 Prohibited Transactions**

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 either section 4941 (self-dealing) or section 4958 (excess benefits) of the Internal Revenue Code or any successor section to either.

### **8.3 Declaration of Policy Regarding Discrimination**

Neither the Corporation, nor any Officer, employee, or Director thereof, shall discriminate against any person based upon such person's race, color, religion (creed), age, national origin (ancestry), disability, marital status, sexual orientation, or military status.

## **ARTICLE 9. GENERAL PROVISIONS**

### **9.1 Amendment of Bylaws**

Unless otherwise restricted in these Bylaws, any amendment to these Bylaws may be adopted by approval of five Directors. Whenever an amendment or a new Bylaw is adopted, it shall be copied in the minute book with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

### **9.2 Inspection of Books and Records**

All books, records, and accounts of the Corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

### **9.3 Checks, Drafts, etc.**

All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the Board of Directors.

### **9.4 Deposits**

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies, or other depositories as the Board of Directors or Officers of the Corporation select, or be invested as authorized by the Board of Directors.

### **9.5 Loans or Guarantees**

The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. No loans shall be made by the Corporation to 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 the repayment thereof.

### **9.6 Execution of Documents**

The Board of Directors may, except as otherwise provided in these Bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

### **9.7 Insurance**

The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Director, Officer, employee, or agent of the Corporation. However, the Corporation may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent.

### **9.8 Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January.

## 9.9 Severability

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

The foregoing Bylaws were duly adopted by the Board of Directors of Mountain Air Ranch Incorporated on January 11, 2018.

signature: Carla Gurovich

date: September 29, 2025

Printed name: Carla Gurovich