

**BYLAWS
OF THE
COLORADO BOWFISHING ASSOCIATION, INC. (COBF)**

ARTICLE I: NAME

SECTION 1. *Name.* The name of the organization shall be Colorado Bowfishing Association, Inc.

SECTION 2. *Trade Names.* The organization also may do business under the following trade names as registered with the Colorado Secretary of State.

- Colorado Bowfishing Association
- COBF
- Colorado Bowfishing
- ColoradoBowfishing.com
- ColoradoBowfishing.org

ARTICLE II: PURPOSE OF CORPORATION

SECTION 1. *Purpose.* The purpose of the Colorado Bowfishing Association is to:

- Develop the spirit of good fellowship among all bowfishermen and bowfisherwomen.
- Work to preserve the sport of bowfishing for current and future generations in Colorado.
- Work to increase awareness and educate the public about the sport of bowfishing.
- Promote the safe and ethical take of legal fish species with a bow.
- Work to maintain and increase opportunities for bowfishing in Colorado.
- Cooperate with federal and state wildlife agencies, Colorado Division of Wildlife (DOW), conservation organizations and sportsmen associations in managing fisheries in Colorado as well as any others who have goals parallel to the COBF with regards to bowfishing, fishing, hunting and outdoor sportsmanship.

ARTICLE III: LOCATION

SECTION 1. *Location.* The principal office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors.

ARTICLE IV: STOCK

SECTION 1. *Stock.* No stock shall be issued by the Corporation

ARTICLE V: MEMBERSHIP

SECTION 1. *Procedure for Membership.* An individual, agency or organization shall become a member of the Colorado Bowfishing Association if they:

(A) Meet the eligibility criteria of being at least eighteen (18) years of age, of good moral character and sportsmanship, and possessing a genuine interest in the sport of bowfishing. An individual under the age of eighteen (18) but being of good moral character and sportsmanship, and possessing a genuine interest in the sport of bowfishing will be required to produce a consent and permission form signed by the individual's parent or legal guardian.

(B) Agree to conduct themselves in a responsible and ethical manner while engaging in the sport of bowfishing or representing the COBF at any time.

(C) Agree to fulfill the annual work requirement of the COBF as defined in Article XIV of these Bylaws.

(D) Submit the membership application form and pay the initiation fee and annual dues.

(E) Work for the purposes of the COBF and to operate within these Bylaws.

SECTION 2. *Voting.* Each member in good standing shall have one vote in the election of Officers. For all other matters brought before the general membership by the Board each member in good standing will have one vote. A member may not vote in any matter whose membership is less than sixty

days. For all matters brought to the general membership a simple majority (51%) will be required to effect change, except those specifically stated in these Bylaws.

(A) In addition to voting rights, each member in good standing is eligible to receive the full benefits of COBF membership as defined by the Board of Directors.

(B) The Board of the COBF may suspend or expel any member for conduct detrimental to the interests of the COBF, bowfishing, archery, hunting or fishing in general.

SECTION 3. *Dues and Fees*

(A) All new members are required to pay a \$20.00 initiation fee.

(B) Annual dues will be based on the calendar year; no pro-rating of dues is allowed.

(C) Annual dues are \$20.00 per annum.

(D) Annual dues are payable by January 20th of each new year. If dues are not paid by this date the membership will be suspended and a new initiation fee will be required to join the COBF.

(E) The Officers have the authority to make special rulings of dues payable if a written request is made by a member.

(F) At the Annual Meeting the Board may vote to adjust the initiation fees and/or dues as necessary.

(G) The club may offer Charter Memberships for \$5.00 annually. Such memberships are limited in rights, specifically charter memberships have no voting rights and can be subject to other limited benefits as decided by the Board of Directors.

(H) At any meeting the Board of Directors may vote to introduce additional membership renewal plans. This may be done once a year.

ARTICLE VI: BOARD OF DIRECTORS & OFFICERS

SECTION 1. *Governance of the Colorado Bowfishing Association.* The Board of Directors shall have the power to manage the internal affairs of the Corporation consistent with the majority decision of the general membership and consistent with the provisions of the laws of the State of Colorado.

(A) The business and affairs of the Corporation shall be conducted by the Board at its meetings. Each Board member in attendance will have one-vote for matters conducted at a meeting. All decisions will be decided by simply majority votes except those specifically stated otherwise in these Bylaws.

SECTION 2. *Number and Term of Office.*

(A) The Board of Directors of the COBF shall consist of all current Officers, the most recent past President, the most recent past Vice President and any Regional Representatives

(B) The Officers of the COBF shall consist of a President, Vice President, Secretary, and a Treasurer.

(C) In order to ensure a smooth and consistent start of the Corporation the first set of Officers of the association shall serve a two year term which ends December 31st 2010.

(D) Beginning with the third year, starting January 1st 2011, each Officer shall serve a one year term.

(E) Each Board member other than the Officers shall serve a one year term.

(F) Depending upon the needs of the Corporation, any one individual can serve in no more than two (2) Officer positions at any one time. In such a case the individual Officer, despite serving in two officer positions, still retains only one vote in all matters.

(G) Management and control of all affairs, annual dues, funds and property including the name of the association shall be vested in the Board of Directors on behalf of the COBF except as delegated by the Board of Directors by a two-thirds majority vote. Use of the Corporation's name for any purpose other than the promotion of the association, the benefits due the association to its members and the benefit to the purpose of the association separately or entirely is forbidden.

SECTION 3. *Officers*

(A) President: The President is to perform the duties incident to the office including the keeping and maintenance of all major records, contracts, and documents. The President shall attend all meetings and set the strategic objectives of the Corporation.

(B) Vice-President: The Vice-President shall perform the duties of the President if he/she is unable to act, assist in setting the strategic objectives, oversee the regional representatives, attend all meetings and assist the president whenever necessary.

(C) Secretary: The Secretary shall keep all general records of the COBF, shall serve notice of meetings, conduct correspondence, keep the minutes and make reports as required by the office, publish and edit any newsletters, maintain the website, retain tournament records and attend all meetings.

(D) Treasurer: The Treasurer shall receive all moneys for the COBF, keep accurate records of income and expenses, be in charge of monies collected at and for all COBF events or fundraising efforts, shall prepare an annual report and budget for the forthcoming year for the COBF annual meeting, prepare and file any taxes and attend all meetings.

SECTION 4. *Compensation and Expenses.* No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed and compensated for attendance at regular and special meetings of the board, for special services rendered or expenses incurred for the benefit of the Corporation by any director.

SECTION 5. *Election of Officers.* The initial set of Officers shall serve a two year term in order to ensure a smooth and consistent start of the Corporation.

(A) Beginning in 2010, and every subsequent year thereafter, the annual election of Officers will occur on the 2nd Monday of the month of December or soonest possible date thereafter, no later than January 1st of the upcoming year as voted upon by the Board.

(B) Any member in good standing can nominate any other member in good standing for any open Officer position.

(C) Nomination forms will be sent out annually by October 1st of each year via paper mail or digitally. Nominations are due no later than November 1st.

(D) Election voting ballots will be sent out to the general membership on November 10th via postal mail or digitally, to be printed by recipient. Paper voting ballots must be written, signed and mailed back to the Corporation's office by December 1st. One member in good standing equals one vote. A simple majority is required to effect change for each Officer position. Votes for the election of Officers can never be taken digitally. Printed paper ballots only.

(E) Results of the election will be announced no later than one week after the date of the vote defined in Article VI, Section 5, (A) above.

ARTICLE VII: NONDISCRIMINATION

SECTION 1. *Nondiscrimination Policy.* The Colorado Bowfishing Association is committed to a policy of fair representation on the Board of Directors and within the membership and will not discriminate on the basis of race, age, color, sex or religion.

ARTICLE VIII: VACANCIES OF OFFICERS

SECTION 1. *Vacancies of Officers.* If there is a vacancy by the President, the Vice President shall assume the President's role. If there is a vacancy of any other Officer, the President will appoint a new Officer within six weeks.

ARTICLE VIV: FISCAL YEAR

SECTION 1. *Fiscal Year.* The fiscal year of the Corporation shall begin January 1 of each year and end December 31 of the same year.

ARTICLE X: REGIONAL REPRESENTATIVES

SECTION 1. *Regional Representatives.* At the discretion of the Board during any convened meeting, the Board may vote to establish one or more Regional Representative position(s) for the Colorado Bowfishing Association.

(A) Upon such a decision, a specific region of responsibility, defined as a geographical area within the state of Colorado, for the representative will be defined by the Board.

(B) The Officers can vote to remove a Regional Representative from their position at any time.

(C) The Board can vote to dissolve a Regional Representative position at any time.

(D) The Board will fill open Regional Representative positions by one of the following methods:

1. Any Board member can nominate any general member in good standing to fulfill the position. If the nominee accepts, the Board can vote to appoint the nominee to the position or the Board can choose to bring the vote before the general membership.

2. The Board can announce to the general membership that a Regional Representative position is open and define a deadline for nominations from the general membership. Members in good standing can nominate themselves or any other member in good standing for the position. The Board may then vote to choose one of the candidates to serve as the Regional Representative, or the Board may choose to bring the vote before the general membership.

(E) Regional Representatives have a term of one year. When the term expires the Board can fill the position via the method described in (D) above. Whenever possible the Board will make its best efforts to ensure any Regional Representative elections coincide with the Annual Election of Officers.

(F) Regional Representative duties include but are not limited to the following:

1. Promote awareness of the sport of bowfishing and the COBF in the region.

2. Cooperate and work with DOW officials, fishery officials and other local organizations with regards to the sport of bowfishing.

3. Solicit new COBF members in the region.

4. Assist in organizing and conducting tournaments or other events that the Board has voted to conduct in that region.

5. Establish and maintain positive relationships with regional lake officials.

6. Establish and maintain positive relationships with tournament sponsors or other organizations supportive of the COBF.

7. Attend all meetings.

ARTICLE XI: MEETINGS

SECTION 1. *Meetings.* The Board of Directors shall meet at the discretion of the President or by call of any two other Officers or Directors.

(A) At least once each year, and at a regular time fixed by the Board of Directors, a meeting of the general membership shall be held. Notice of the date, time, and place of the Annual Meeting or any other general membership meeting shall be given to each member via postal mail or digitally via email at least thirty days prior to the meeting.

(B) Special meetings called for the purpose of amending the Bylaws require notice of the date, time and place of the meeting be given to each member in writing or digitally via email at least thirty days prior to the meeting.

ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1. *Amendment of the Articles of Incorporation and Bylaws.* The Articles of Incorporation and the Bylaws of the Corporation may be amended at any time by a two-thirds majority vote of the members of the Colorado Bowfishing Association present at the Annual Meeting or a specially called meeting, in accordance with Article XI.

(A) Proposed Bylaws changes will be sent to the membership one month (30 days) prior to the date of the proposed vote. Bylaws amendments would require two thirds (2/3) majority of the votes. Should the Board deem it necessary a quorum will be defined by the current Board prior to the vote and will be required for a Bylaws amendment to pass.

ARTICLE XIII: VOTING

SECTION 1. *Voting.* Voting on all issues other than amendments to the Articles and Bylaws of the Corporation and the dissolution of the Corporation may be conducted via email or online via digital means. If online voting or email voting is carried out, email votes will be directly submitted to the Secretary via email or directly via the website. Online voting will give each member at least one week (seven days) to respond. In any case all voting results will be retained permanently in printed form. Online voting may never be utilized for amendments

to the Articles and Bylaws of the Corporation or the dissolution of the Corporation.

(A) Any online voting system must make significant efforts to prevent double voting (uniqueness), make best efforts to verify the identity of the voter; and employ extensive logging and security. Printouts from the online vote will be printed for verification and permanent record purposes. If emails are printed, they are to be printed with full headers intact and retained permanently.

ARTICLE XIV: WORK REQUIREMENT

SECTION 1. *Work requirement.* Each member of the Colorado Bowfishing Association will be required to work a set amount of time annually for the purposes of assisting the Association in its operations. The Board will define the amount of work time at the Annual Meeting or at any other time it sees fit. Members will be notified of the work requirement within two weeks of the decision via postal mail, email or online. The Board may optionally define a non-working fee whereby a member can pay a monetary amount to COBF in order to opt out of the annual work requirement. The Board may also remove the work requirement for any member at the Board's discretion.

ARTICLE XV: BOWFISHING TOURNAMENTS

SECTION 1. *Bowfishing Tournaments.*

A "tournament" is defined as any bowfishing event organized and sanctioned by the Colorado Bowfishing Association, where teams are competing for, but not limited to, notoriety, rank, prizes or monies to be awarded at the close of the event.

(A) Annually the Corporation may organize one or more bowfishing tournaments in the State of Colorado voted upon by the Board at any meeting. Tournaments may be open to the general public or to COBF members exclusively.

(B) All tournaments will be conducted in compliance with Colorado fishing regulations as well as all federal, state, local and any specific venue regulations.

(C) All tournaments open to the public will require all participants to sign a liability waiver, tournament registration form and be in receipt of a copy of the tournament rules and regulations. For tournaments open to COBF members only, the Board may decide whether liability waivers and

tournament registration forms will be required for the tournament on a case-by-case basis after adequate deliberation.

(D) All tournaments open to the public must have adequate tournament insurance that covers the COBF for liability and personal injury. Additionally the tournament must be conducted in compliance with the insurer's rules and regulations so that the insurance policy is never voided by the COBF. For tournaments open to COBF members only, the Board may decide whether or not insurance will be required for the tournament on a case-by-case basis after adequate deliberation as well as inquiring with tournament venue officials if any insurance is required by that venue.

(E) Each tournament must have a minimum of two COBF members present and responsible for conducting the tournament as defined in Article XV, SECTION 2 below.

(F) COBF Officers, Tournament Leads and/or Regional Representatives must notify and work with venue, park, lake and/or DOW officers prior to any tournament or promotion of a tournament to ensure all that the COBF is in compliance with any required permits and/or regulations to conduct the tournament.

(G) The Board must solicit and take into account suggestions and feedback from the general membership with regards to future tournaments at the Annual Meeting or at any other time as deemed appropriate by the Board.

(H) The Board must make prior arrangements to ensure that any fish harvested at any COBF tournament are properly used in a responsible and ethical manner and in accordance with state and local laws.

(I) At the close of each tournament season, the COBF will send appropriate follow-up, "thank you" letters or emails to all sponsors, volunteers, members or any other entity that contributed to that year's tournaments.

(J) Within two weeks of the close of each individual tournament, the COBF will publish a recapitulation of the tournament including, but not limited to, tournament results and mention of all tournament sponsors.

(K) Any income that the COBF derives from fees collected from participants at a tournament must go to cover the expenses of that tournament, the Association in general or any other activities the Association has or intends to pursue for the benefit of its members, the sport of bowfishing or the greater bowfishing community.

SECTION 2. *Tournament roles and responsibilities.*

- (A) Each COBF tournament shall have two primary positions that must be filled in order for any tournament to occur.
1. **Tournament Lead:** The Tournament Lead must be filled by one or more current Board members. Responsibilities include but are not limited to working with venue officials, the DOW, acquiring permits, acquiring insurance, working with sponsors, promoting the tournament and being on-site at the tournament from beginning to end.
 2. **Tournament Assist:** The Tournament Assist may be filled by one or more current members of COBF. Members may sign up for the position in order to fulfill their annual Work Hours Requirement, volunteer or be appointed at the discretion of the Board. The Tournament Assist is responsible for assisting the Tournament Lead in any matters related to conducting the tournament, at the Tournament Lead's direction, as well as being on-site at the tournament from beginning to end.

ARTICLE XVI: QUORUM

SECTION 1. *Quorum.*

- (A) For Board meetings the quorum shall constitute one-third (1/3) of the number of directors serving on the Board immediately before the meeting begins, and this shall constitute a quorum for transacting business. Board members may participate by telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.
- (B) For general membership meetings, the quorum for voting shall constitute a minimum total of active members present; this minimum total will be determined by the current Board prior to the vote.

ARTICLE XVII: ROBERT'S RULES OF ORDER

SECTION 1. *Robert's Rules of Order.* The accepted rules of order, not stated within these Bylaws, will be Robert's Rules of Order - Revised.

ARTICLE XVIII: DISSOLUTION OF THE CORPORATION

SECTION 1. *Dissolution of the Corporation.* The Corporation may be dissolved upon the occurrence of a general meeting whereby two-thirds of the general membership, including the Board, votes in the affirmative to dissolve the Corporation. The Board of Directors will proceed without delay to complete the affairs of the Corporation, liquidate its assets and distribute them according to the desires of the general membership as decided by a vote. The Corporation can never be dissolved as the result of a vote taken online or via digital means.

ARTICLE XIX: RESPONSIBILITY

SECTION 1. *Responsibility*

- (A) The Colorado Bowfishing Association, Inc. accepts no responsibility for personal injury or for financial responsibility of its members.
- (B) All members accept sole responsibility for their own actions.

ARTICLE XX: INDEMNIFICATION

SECTION 1. *Indemnification.* The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, representative, agent or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

- (A) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- (B) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior

to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

(C) This Article constitutes a contract between the corporation and the indemnified officers, directors, representatives, agents and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, representative, agent or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.