

**Amended Bylaws  
Of  
The American Mountain Guides Association,  
a nonprofit corporation  
Adopted – January 26, 2010**

**Article I  
Mission**

- 1.1 Mission. The American Mountain Guides Association (the “AMGA”) is the premier source for training, credentials and services for professional mountain guides and climbing instructors in the United States.

**Article II  
Offices**

- 2.1 Principal Office. The principal office of the AMGA shall be located within the United States of America at such places as the Board of Directors may, from time-to-time, determine.

**Article III  
Members**

- 3.1 Classes of Members. There shall be two (2) classes of members, nonvoting and voting, and shall consist of such categories of Membership as may be approved by the Board of Directors from time to time, to include at least the following, which may be subject to further restrictions:

(a) Nonvoting Members.

- (i) Associate Membership. Associate Membership is open to any individual who is interested in being associated with a community of rock climbers, alpine climbers and skiers, particularly in the areas of education, instruction and guiding.
- (ii) Contributing Membership. Contributing Membership is open to any organization or school which desires to support guiding within the United States of America. Contributing Members are encouraged and authorized to use approved display signs, publish statements, and to promote the AMGA in other approved ways. Contributing Members are not accredited by the AMGA and shall not, directly or indirectly, represent any such accredited status.

- (b) Voting Members.
  - (i) Individual Membership. Individual Membership is open to any person who makes at least part of their living as a mountain guide or a technical climbing instructor.
  - (ii) Certified Individual Membership. Certified Individual Membership is open to any guide who has passed a certification exam in one of the following: top rope site manager, single pitch instructor, rock instructor, rock guide, ski guide, ski mountaineering guide or alpine guide.
- 3.2 Lifetime and Honorary Memberships. A Lifetime Membership and/or Honorary Membership in the AMGA shall be open to individuals selected at the discretion of the Board of Directors. The Board of Directors shall, in their sole discretion, determine the terms, restrictions, and benefits of each such membership based on the recipient's contributions to AMGA including without limitation, whether the membership is to be purchased and upon what terms, if the member must maintain his or her current status with the AMGA, and whether the membership is voting or nonvoting
- 3.3 Eligibility for Membership. Subject to the restrictions set forth in Section 3.1 or as may be adopted by the Board of Directors, any person or entity is eligible to be a member of the AMGA except that, in the case of a natural person, such person shall be at least eighteen (18) years of age.
- 3.4 Qualification for Membership. Any person or entity eligible for membership under this Article III must also comply with any additional requirements as determined by the Board of Directors.
- 3.5 Dues. The annual dues payable to the AMGA by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed, by the Board of Directors, may avoid liability for the dues by promptly resigning from membership except where the member is, by contract or otherwise, liable for the dues. All rights of membership will expire effective at the time notice of resignation from membership is given or after due notice is given.
- 3.6 Transferability of Membership. Neither membership in the AMGA nor any rights in such membership may be transferred or assigned for value or otherwise.
- 3.7 Membership Record. The AMGA shall maintain a written membership roster containing the name, address, telephone number and voting status of each

member (hereinafter referred to as the “Membership Record”). The Membership Record shall also specify the dates of membership including the date of termination. The Membership Record shall be maintained at the principal office of the AMGA and shall be subject to the rights of inspection required by law and as set forth in Section 3.8.

- 3.8 Inspection Rights of Members. A voting member in good standing may upon written request obtain the Membership Record of the AMGA. The request shall state the purpose for which the Membership Record is requested. The Membership Record shall be available on or before ten (10) business days following receipt of the written request.
- 3.9 Non-liability of Members. A member of the AMGA shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the AMGA.
- 3.10 Removal of Member by Board. Any member of the AMGA may be suspended or expelled from membership by a three-fourths (3/4) vote of the entire Board of Directors, at a regular or Special Meeting where a quorum is present, for cause, including, but not limited to, overt acts deemed contrary to the purposes and objectives of the AMGA, including acts potentially in violation of Section 5.01(c)(3) of the Internal Revenue Code or for failure to pay the required dues. A member expelled by a vote of the Board of Directors is not entitled to a refund of any membership dues. Any member who has been suspended or expelled by the Board of Directors shall have rights of appeal as set forth in Section XIX.
- 3.11 Disciplinary Procedure – Professional Compliance Committee. Any member of the AMGA may also be suspended, expelled or have their certification, accreditation and/or membership revoked by the Professional Compliance Committee as set forth in Section 8.9.

#### **Article IV** **Voting of Members**

- 4.1 Ballot Requirements. The AMGA shall distribute a paper and/or electronic ballot to every member entitled to vote on those matters put before the members from time-to-time by the Board of Directors, including the election of Directors. The Board of Directors will determine which membership levels and certification categories will be involved in any particular vote based upon the issue to be considered. All voting members shall be entitled to vote in the election of the Board of Directors. Both paper and electronic ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposed action and provide a reasonable and specific time within which to return the ballot to the address described in the ballot, unless otherwise set forth in these Bylaws in which case the Bylaws shall control. Either a paper or electronic ballot shall be sent to the address of the member set forth within the Membership Record.

- 4.2 Election of Board of Directors. The procedures for election of the Board of Directors shall be as described in this Article IV and in Article VI.
- 4.3 Votes Per Voting Member. Each voting member in good standing is entitled to one vote on each matter submitted by a ballot.
- 4.4 Cumulative Voting. Cumulative voting shall not be authorized for any purposes including the election of Directors. Each voting member may cast one vote for each Director's position and one vote for each issue submitted by ballot.
- 4.5 Revocation of Ballot. A member may not revoke a paper or electronic ballot once it has been submitted.
- 4.6 Record Date for Voting. The Record Date for the purpose of determining which members are entitled to vote on any particular issue submitted by ballot shall be the date upon which such paper or electronic ballot was distributed to the members, unless otherwise determined by the Board of Directors.
- 4.7 Verification and Certification of Ballots. All paper and electronic ballots for the election of Directors or on any other issue shall be submitted to an independent third-party selected by the Board of Directors (the "Third Party). The paper and electronic ballots shall then be verified and certified by the Third Party. For purposes of such verification and certification, Professional Directors shall be deemed to be independent Third-Parties.

## **Article V** **Meetings**

- 5.1 Annual Meeting.
- (a) Location. The Annual Meeting shall be held at the principal office of the AMGA or at such location as may be designated from time-to-time by resolution of the Board of Directors.
- (b) Date and Time. The entire membership of the organization shall be invited to the Annual Meeting of the Board of Directors each year, for the purpose of distributing information on the state of the AMGA and the profession. The date and place will be determined by the Board of Directors, but will typically occur during the fall.
- 5.2 Meetings of the Board of Directors. Meetings of the Board of Directors are open to the entire membership of the AMGA except for meetings which are held in executive session.
- 5.3 Special Meetings. Special Meetings of the members of the AMGA, for any purpose or purposes, may be called by the Board of Directors. The notice for any

Special Meetings shall set forth the purpose or purposes for which such meeting has been called.

5.4 Notice of Meetings. Written notice of the Annual Meeting of members and the Annual Meeting of the Board of Directors shall be given at least thirty (30) days nor more than ninety (90) days prior to the meeting date by written notice delivered personally, by mail or by email to each member at the address set forth in the Membership Record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent. Written notice of Special Meetings shall be given as provided herein not less than thirty (30) days nor more than ninety (90) days prior to the date of the Special Meeting. Additionally, the notice of any meetings shall be posted at the principal office of the AMGA.

5.5 Conduct of Meetings.

(a) Chairman. The Chairman of the Board of Directors of the AMGA or, in his or her absence, the next highest ranking officer of the AMGA or any other person chosen by a majority of the Board of Directors shall be Chairman of and shall preside over all meetings of the AMGA including meetings of the Board of Directors.

(b) Secretary of Meetings. The Secretary of the AMGA or any other person chosen by a majority of the Board of Directors shall act as the Secretary for all meetings of the AMGA including meetings of the Board of Directors, provided that in his or her absence the Chairman shall appoint another person to act as Secretary of the meeting in question.

## **Article VI** **Directors**

6.1 General Powers. The business and affairs of the AMGA shall be conducted under the direction of the Board of Directors, except as otherwise provided by law or by the Articles of Incorporation of the AMGA. The control of and disposal of the properties and assets of the AMGA shall be vested in the Board of Directors. The Board of Directors shall authorize, approve, and perform every act whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of the AMGA including, without limitation adoption of a Code of Ethics and Conduct.

6.2 Number. There shall be not less than three (3) nor more than twenty-one (21) Directors of the AMGA, the exact number of which shall be determined by the Board of Directors. Except as set forth in Section 9.2, up to five (5) Directors may be professional advisors elected by the then existing Board of Directors for providing counsel and other advice to the AMGA (“Professional Directors”).

Except as set forth in Section 9.2, at no time shall the percentage of Professional Directors exceed thirty-three percent (33%) of the entire Board of Directors. All other Directors of the AMGA shall be elected by the members as provided in Article IV. All of the Directors including Professional Directors shall be entitled to vote.

- 6.3 Qualifications. Directors shall be natural persons at least eighteen (18) years of age or older. No full-time employee of the AMGA may serve as a Director.
- 6.4 Term of Office. Directors shall be elected to the Board of Directors office for a term of three (3) years (the “Term”), in a manner such that approximately thirty-three percent (33%) of the Directors are subject to election annually in order to provide for staggering Terms. Directors may serve for two (2) consecutive Terms after which there must be at least a one (1) year period of absence. The Term limitation set forth in this Section 6.4 shall not apply to the Technical Director. Each Director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.
- 6.5 Nominations. The Nominations Committee will solicit the members of the AMGA for nominations for the Board of Directors at least ninety (90) days prior to the Annual Meeting. The members will then have no less than sixty (60) days prior to the Annual Meeting to submit nominations. To be successfully nominated, a candidate must receive the written or electronic endorsement of six (6) other voting members or receive the approval of the Board of Directors. Any nominated candidates must confirm their desire and eligibility to stand for election to the Board of Directors and submit a completed application in the format provided by the Nominations Committee within fourteen (14) days after being notified that their candidacy has been approved. All elected Directors must, at the time of their election, agree to all of the terms of the Conflict of Interest Policy of the AMGA and able to satisfy the standards of independence prescribed in that Policy.
- 6.6 Election. Ballots and candidate position statements will be sent to the voting members not less than forty (40) days prior to the Annual Meeting. Ballots shall be submitted to the Third Party not less than twenty (20) days prior to the Annual Meeting and shall be addressed to a designee of the Executive Committee. The results of the election shall be announced not later than ten (10) days prior to the Annual Meeting. Duly elected Directors shall be seated immediately prior to the close of the Annual Meeting.
- 6.7 Professional Directors. Professional Directors shall be elected at the Annual Meeting of the Board of Directors, also for a Term of three (3) years, in a manner such that approximately thirty-three percent (33%) of the Professional Directors are subject to election annually in order to provide for staggering Terms. Professional Directors may serve for two (2) consecutive Terms after which there must be a one (1) year period of absence.

- 6.8 Compensation. The Directors shall serve without compensation except when conducting business of the AMGA where so authorized by the Board of Directors.
- 6.9 Meetings of the Board of Directors.
- (a) Annual Meeting. A regular meeting of the Board of Directors, designated as the Annual Meeting of Directors, shall be held in conjunction with the Annual Meeting of members, for the transaction of such business as may come before the meeting. Notice of the Annual Meeting of Directors shall be given as set forth in Section 5.4.
- (b) Regular Meetings. In addition to the Annual Meeting of Directors, the Board of Directors shall hold two (2) additional Regular Meetings for the transaction of such business as may come before the meeting. The date and place for such meetings will be determined by the Board of Directors, but one (1) such meeting will typically occur during the first quarter of the calendar year and one (1) such meeting will typically occur during the second quarter of the calendar year. Notice of Regular Meetings of the Board of Directors shall be given at least thirty (30) days nor more than ninety (90) days prior thereto by written notice delivered personally, by mail, or by email to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent from the originating authorized sender.
- (c) Emergency Special Meetings. Special Meetings of the Board of Directors may be called by the Chairman of the Board, at the request of any two (2) of the Directors, and at the request of any member of the Executive Committee. A written notice of Special Meetings of the Board of Directors shall be given by email or facsimile transmission not less than three (3) days nor more than thirty (30) days before the date of the meeting. Such notice shall be deemed to be delivered when the facsimile or email transmission is sent from the originating authorized sender.
- 6.10 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting and which a quorum is present shall be the act of the Board of Directors. If a quorum is not present at the meeting, a majority of the Directors present may adjourn and reconvene the meeting from time-to-time without further notice.
- 6.11 Voting. Each Director, including Professional Directors, shall be entitled to one (1) vote upon each matter submitted at a meeting of the Directors.

- 6.12 Action Without Meeting. Any Action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent(s) may be executed in counterpart and shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.
- 6.13 Participation by Electronic Means. Any members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of 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.
- 6.14 Waiver. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.
- 6.15 Removal of Directors. Any Director may be removed at any time with or without cause by a three-fourths (3/4) vote of the entire Board of Directors at a regular or Special Meeting where a quorum is present. Any Director who has been removed shall have rights of appeal as set forth in Section XIX.
- 6.16 Resignation. Any Director may resign at any time by giving written notice to the Chairman or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.
- 6.17 Vacancies.
- (a) Causes. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.
  - (b) Filling Vacancies. If the Board of Directors deems it necessary, vacancies on the Board of Directors may be filled by a majority vote of the Board of Directors. Those elected shall fulfill the remaining Term of the office vacated.

- 6.18 Attendance at Meetings. If a Director misses more than two (2) consecutive meetings of the Board without justifiable reason, as determined in the sole discretion of the President, the Director may be removed for cause as set forth in Section 6.15.

## **Article VII** **Officers**

- 7.1 Officers. The Officers of the AMGA shall be a Chairman of the Board of Directors, a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. Unless otherwise decided by the Board of Directors, the President shall automatically be deemed to be Chairman. The Officers shall be elected by the Board of Directors at the Annual Meeting of Directors for a term of one (1) year. Officers may be reelected to consecutive terms. Such other Officers and Assistant Officers as may be deemed necessary may be elected by the Board of Directors. If the election of the Officers shall not be held at the Annual Meeting of Directors, such election shall be held as soon thereafter as is convenient. Each Officer shall hold office until his or her successor is duly elected and shall have qualified or until his or her death or until he or she shall resign or have been removed in the manner hereinafter provided. None of the Officers are required to be members of the Board of Directors.
- 7.2 Chairman of the Board. The President will normally serve as Chairman of the Board of Directors. He or she may assign this responsibility to any other Officer for meetings of the Board of Directors. The Chairman shall preside at all meetings of the AMGA and of the Board of Directors, enforce Bylaws, call such meetings as he or she is empowered to call, nominate all standing committees, of each of which he shall be an ex-officio member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term office or as shortly thereafter as practical, exercise general supervision over the affairs of the AMGA, and have such other powers as ordinarily accompany the office.
- 7.3 Absence of the Chairman. Unless otherwise decided by the Board of Directors, during the absence or disability of the Chairman, the Vice President shall act in his or her place; and in case both the Chairman and the Vice Present are absent from any meeting, the Secretary shall call the meeting to order, and an acting chairman shall be elected by those attending the meeting.
- 7.4 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have the power of and be subject to all the restrictions upon the President.

- 7.5 Secretary. There shall be one Secretary. The Secretary shall keep the minutes of all the meetings of the Board of Directors. The Secretary shall also promptly collect from the Board of Directors and from all committees, if any, their original minutes as provided for in these Bylaws. The Secretary shall be the custodian of all official records of the AMGA and shall sign such correspondence or other papers as may be assigned to him or her for attention or as shall require his or her signature as Secretary. The Secretary shall keep the names, addresses, telephone numbers, and email addresses of all Officers and Directors of the AMGA and the members of all committees, if any.
- 7.6 Treasurer. The Treasurer, under the general supervision of the Board of Directors, shall have control of the moneys and investments belonging to the AMGA; oversee disbursements and investment of the AMGA's funds in accordance with regulations prescribed by the Board of Directors, monitor proper books of account; and annually, and at such other times as may be required, submit to the Board of Directors a report of receipts and disbursements and a report on the financial condition of the AMGA.
- 7.7 Removal of Officers. Any Officer may be removed by the Board of Directors at its discretion and on such terms as it deems appropriate and whenever in its judgment the best interests of the AMGA would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed.

### **Article VIII** **Committees of the AMGA**

- 8.1 Board of Directors Authority. The Board of Directors shall have the authority to create, appoint, and disband all standing or ad hoc committees as the Board of Directors may from time-to-time deem necessary for the promotion of the objectives and proper conduct of the AMGA. Committee purposes and composition will be determined by the Board of Directors.
- 8.2 Eligibility. Except as otherwise set forth herein, any person over the age of 18 years shall be eligible for membership of all committees.
- 8.3 Appointment and Vacancies. Appointments to, and removal from, all committees shall be determined by the Board of Directors. Vacancies in committee positions should be anticipated and candidates solicited prior to the Annual Meeting of the Board of Directors or as vacancies arise.
- 8.4 Composition. Unless otherwise provided in these Bylaws, at least one (1) member of any standing committee must be a member of the Board of Directors. The Chairman of all committees shall be appointed by the Board of Directors or the Executive Committee.

- 8.5 Authorization. Unless specifically authorized by the Board of Directors, no committee shall have the authority to authorize or expend funds of the AMGA. Further, without the specific authorization of the Board of Directors, no committee shall have the authority to impose or make binding policy. Committees shall make recommendations with respect to such policy to the Board of Directors.
- 8.6 Meeting and Voting. Unless authorized by the Board of Directors, committee meetings shall be conducted in open session. A majority of the committee members shall constitute a quorum for the transaction of business at any meeting of the committee. The act of a majority of the members of a committee present at a meeting and which a quorum is present shall be the act of the committee. Meetings and voting on committee business may be conducted in person, by telephone conference or similar communications equipment, or by email. The provisions of this Section 8.6 shall not apply to the Technical Committee, the operations of which are set forth in Section 8.8.
- 8.7 Executive Committee. The Executive Committee shall be authorized to act on behalf of the Board of Directors in the event of an emergency or to attend other matters as designated by the Board of Directors. This Committee shall be composed of the Officers of the AMGA.
- 8.8 Technical Committee. The Technical Committee shall assist and advise the Technical Director in developing and implementing the AMGA's education and certification programs and to ensure such programs are consistent with the standards of the International Federation of Mountain Guides Association as applicable. The Technical Director shall select the members of the Technical Committee with all disciplines of the AMGA to be fairly represented. The Technical Director shall consider the advice of the Technical Committee; provided, however, the Technical Director shall not be bound by any decisions of this Committee. The decisions of the Technical Director including the selection of members shall be subject to the review and approval of the Board of Directors.
- 8.9 Professional Compliance Committee. The Professional Compliance Committee (the "PCC") shall be authorized to investigate alleged violations of the AMGA Code of Ethics and Conduct and, where appropriate, to impose sanctions including, without limitation, probation upon terms established by the PCC and revocation of certification and/or membership. The PCC shall be governed by the Board of Directors, which shall adopt written Disciplinary and Compliance Procedures for the PCC. Any member who has been subject to action by the PCC shall have rights of appeal as set forth in Section XIX. This Committee shall be composed of the President, the Technical Director, the Executive Director, two other members of the Board of Directors and a certified AMGA member who is unaffiliated with the Board of Directors, the administrative office of the AMGA, the instructor pool or the Technical Committee.

- 8.10 Nominations Committee. The Nominations Committee shall assist in developing potential future candidates to serve on the Board of Directors and the committees of the AMGA and to evaluate the election process for election to the Board of Directors. The Nominations Committee shall also create an application process including application forms which shall provide each candidate with the opportunity to present his or her qualifications and commitment to the AMGA. Any recommended changes shall be submitted to the Board of Directors for its consideration and approval.
- 8.11 Risk Management Committee. The Risk Management Committee (the “RMC”) shall develop, implement and monitor risk management policies and practices for the AMGA including preparation and updating a risk and incident management plan. The RMC shall also review incidents/accidents for the purpose of improving safety. The RMC shall consist of the Technical Director, a program director appointed by the Executive Director, and three other members of the AMGA. The RMC shall periodically report to the Executive Director and the Board of Directors, to which the risk management plan and any changes thereto shall be submitted for approval.

## **Article IX** **Employees**

- 9.1 Executive Director. The Board of Directors shall retain the services of an Executive Director who shall serve at the pleasure of the Board of Directors and whose job it will be to implement the directives of the Board of Directors and supervise the activities of the AMGA. The Executive Director shall employ a sufficient staff, subject to the Board of Directors approval, to assist the Executive Director in the conduct of the business of the AMGA.
- 9.2 Technical Director. The Technical Director shall be the Chairman of the Technical Committee and must be a member of the Board of Directors. If the Technical Director is not already a member of the Board of Directors, the Technical Director shall serve as a Professional Director during the time he or she is the Technical Director in which case the number of authorized Professional Directors shall be increased to six (6). The Technical Director shall not be required to stand for election to the Board of Directors. The performance and progress of the Technical Director shall be reviewed no less than every three years (3) by the Board of Directors.
- 9.3 Employment – At Will. Unless otherwise set forth in a written employment contract which has been approved by the Board of Directors, the employment of all employees of the AMGA shall be at-will, which means that either the employee or the AMGA may terminate employment, for any reason, at any time.

**Article X**  
**Corporate Records and Reports**

- 10.1 Corporate Records and Reports. The AMGA shall maintain accurate and sufficient records of account and minutes of the proceedings of its meetings. Such records shall be maintained at the principal office of the AMGA.

**Article XI**  
**Proxy Voting**

- 11.1 Proxy Voting. Proxy voting shall be prohibited for any votes of the members, the Board of Directors, committee members or for any other purpose.

**Article XII**  
**Contracts, Loans, Checks and Depositories**

- 12.1 Authorization. Only an officer or other person authorized by the Board of Directors may enter into a contract or execute and deliver an instrument in the name of and on behalf of the AMGA.
- 12.2 Contracts with Board of Directors Members. The Board of Directors of the AMGA may from time-to-time, when it is deemed expedient, and cost effective and otherwise in the interests of the AMGA, contract with one or more members of the Board of Directors for professional or other services such as consulting or legal. With regard to cost effectiveness, the Board of Directors will establish appropriate fees or charges by comparison with those of non related persons. Under ordinary circumstances, the Board of Directors should not expect to compensate its members unreasonably below and under no circumstances should such compensation be higher than charges the AMGA would otherwise expect to pay for comparable services. The Board of Directors member whose services are being considered shall abstain from voting on these matters.
- 12.3 Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the AMGA, shall be signed by such Officer or Officers, agent or agents of the AMGA and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary, Treasurer, President, or Vice President.
- 12.4 Deposits. All funds of the AMGA shall be deposited in a timely fashion to the credit of the AMGA in such banks, trust companies, or other depositories as the Board of Directors may select.
- 12.5 Seal. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the AMGA in addition to the state of incorporation.

**Article XIII**  
**Indemnification**

- 13.1 Indemnification. The AMGA agrees to the maximum extent permitted by law to indemnify, now or hereinafter existing, each member of the Board of Directors, each Officer, and each employee, his or her heirs, executors, and administrators, made, or threatened to be made, a party to an action against, by or in the right of the AMGA; including settlements approved by the Board of Directors, incurred or imposed upon him or her in connection with or resulting from any pending or threatened action, suit, or proceedings, to which he or she is or may be a party by reason of serving as a Director, Officer, or employee of the AMGA.

The termination of any civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director, Officer or employee did not act in good faith for a purpose that he or she reasonably believed to be in, or, in the case of service for any other corporation or partnership, joint venture, trust, employee benefit plan, or other enterprise not opposed to the best interests of the AMGA or that he or she had reasonable cause to believe that his or her conduct was unlawful.

**Article XIV**  
**Conflicts of Interest**

- 14.1 Conflicts of Interest. The Board of Directors shall be authorized to develop and adopt a Conflict of Interest Policy for the Board of Directors, Officers, employees and members of the AMGA.

**Article XV**  
**Nonprofit Operation**

- 15.1 No Private Inurement. The AMGA is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the AMGA's Articles of Incorporation. The net earnings of the AMGA shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom the AMGA may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the AMGA be paid as salary or

compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, that (a) reasonable compensation may be paid to any Director while acting as an agent, including consultant, contractor, or employee of the AMGA for services rendered in affecting one or more of the purposes of the AMGA, and (b) any Director, may from time-to-time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the AMGA.

**Article XVI**  
**Fiscal Year**

- 16.1 Fiscal Year. The fiscal year of the AMGA shall be the period selected by the Board of Directors as the fiscal year of the AMGA.

**Article XVII**  
**References to Internal Revenue Code**

- 17.1 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 shall include the corresponding provisions of any subsequent federal tax laws.

**Article XVIII**  
**Private Inurement**

- 18.1 Private Inurement. Notwithstanding any other provisions of these Bylaws, the AMGA shall not engage in any activities that are not permitted (1) by a nonprofit corporation exempt from federal corporate tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a nonprofit corporation contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code.

**Article XIX**  
**Arbitration**

- 19.1 Arbitration. To the extent there are any disputes with respect to actions taken by the AMGA, any question, disagreement, difference, or controversy which arises among the parties hereto, with respect to these Bylaws or any other matter, shall be submitted to and determined by binding arbitration. All arbitration under this Section 18.1 shall proceed as follows: the parties shall agree on and appoint one neutral arbitrator within thirty days after a written request for arbitration has been given by one party to the other. If the parties do not agree and fail to appoint such neutral arbitrator within the thirty-day period, the arbitrator shall be appointed by a court of competent jurisdiction of the State of Colorado, upon the application of either party. Each party shall pay one-half of the costs of arbitration and their own attorney fees and costs. The prevailing party shall be reimbursed for their arbitration costs by the non-prevailing party. Subject to the provisions set forth

within this Section 18.1, the arbitration shall be governed by the Uniform Arbitration Act of the State of Colorado, as it may be amended from time to time.

**Article XX**  
**Dissolution**

- 20.1 Dissolution. On dissolution of the AMGA, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the Board of Directors. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction exclusively for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**Article XXI**  
**Advisory Council**

- 21.1 Advisory Council. The Board of Directors may appoint an Advisory Council to the Board of Directors who shall not be deemed to be directors, officers or employees of the AMGA and whose functions shall not include participation in the operating management of the AMGA. The Advisory Council shall consider, advise on and make recommendations to the Board of Directors with respect to matters of policy relating to the general conduct of the AMGA including financial considerations. The members of the Advisory Council shall serve at the invitation of the Board of Directors; provided that all members of the Advisory Council may be removed at any time at the pleasure of the Board of Directors. Additional members of the Advisory Council may be appointed at anytime by the Board of Directors.

**Article XXII**  
**Amendment to Bylaws**

- 22.1. Amendment. These Bylaws may be altered, amended, repealed or replaced and new Bylaws may be adopted by a majority of the entire Board of Directors at any regular meeting or at any Special Meeting at which a quorum is present provided that at least thirty (30) days written notice is given of the intention to alter, amend, repeal or replace such Bylaws at such meeting.

**Article XXIII**  
**Severability**

- 23.1 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 provisions were omitted.

We are the duly elected President and Secretary of the AMGA and the foregoing is a true and correct copy of the Bylaws of the AMGA; that such Bylaws are in full force and effect as of the date hereof without alteration, modification or repeal in any respect whatsoever.

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President

***CERTIFICATE***

I hereby certify that the foregoing Bylaws, consisting of sixteen (16) pages, including this page, constitute the Bylaws of the AMGA, adopted by the Board of Directors of the AMGA effective as of January 26, 2010.

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Secretary