

THE HEART OF THE ROCKIES WEDDING ASSOCIATION

BYLAWS & REFERENCE GUIDE

ARTICLE 1: NAME OF ORGANIZATION

The official name of this non-profit organization is The Heart of the Rockies Wedding Association (HRWA). If a name change is requested for any reason a meeting must be held with members to vote on a new name.

ARTICLE 2: CORPORATE PURPOSE

SECTION 1. NON-PROFIT PURPOSE

This corporation is organized exclusively for educational and community driven purposes. Including, for such purposes, the making of distributions of organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section to any future federal code. In accordance with the IRC's definition of an exempt business league, no part of the association's net earnings may inure to the benefit of any private shareholder or individual and it may not be organized for profit.

SECTION 2. SPECIFIC PURPOSE

The Heart of the Rockies Wedding Association (HRWA) is the collaboration of individual wedding vendors currently represented from the counties of: Chaffee, Lake, Custer, Saguache, Park, and Fremont. The Association's overall purpose is to improve business conditions for wedding vendors in this geographic area. The specific objectives and purpose of this organization shall be to:

- a. provide a safe and uplifting community of local wedding vendors who support each other;
- b. drive business to the local areas listed above;
- c. provide engaged couples association-related resources while planning their wedding/elopement in the areas listed above;
- d. promote individual association members through way of social media, advertising, and word-of-mouth;
- e. foster and promote the highest standards of service within the local wedding vendor community as defined by best-in-practice in the larger wedding community.

ARTICLE 3: MEMBERSHIP

SECTION 1. ELIGIBILITY FOR MEMBERSHIP

Application for membership shall be open to any current business operator residing at least six months per full calendar year in the counties listed in Section 2. Applicant must be permanently residing in one of the aforementioned locations upon time of applying for membership. If any applicant moves, they are subject to immediate removal from the organization with no reimbursement of membership dues. If the applicant/member is residing in another area for more than six months, their membership status will be reviewed by the board and may be revoked.

If a vendor owns multiple businesses, each separate business must be registered individually within the association.

The following categories will require:

-Photographers and Videographers: Must have a professional website that represents their specialization in wedding photography and must be active on at least one social media platform. The applicant must submit a wedding specific portfolio and presentation to the Board for review and admittance. The starting price for wedding services offered must be a minimum of \$1,000. Elopements can be priced to the photographers discretion. Applicant must have shot ten (10) weddings as lead photographer and be willing to provide galleries if requested. The applicant must carry limited liability business insurance and be able to provide proof of coverage.

-Venues: applicants requesting to be considered as a venue must be in good standing with the county and state regulations and requirements, including zoning, licensed, and insured.

SECTION 2. ANNUAL DUES

The amount required for annual dues shall be \$100 per year, unless changed by a majority vote of the Board. Failure to pay annual dues by December 31 will result in immediate removal from the group and a reinstatement of \$50 late fee will be added to the total to be reinstated.

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ARTICLE 3: MEMBERSHIP (CONT'D)

SECTION 3. RIGHTS OF MEMBERS

Each registered member in good standing shall be eligible to appoint one voting representative to cast the member's vote in association elections. Members will receive a listing on the HRWA website (www.heartoftherockiesweddings.com), marketing efforts, and a first right of refusal to marketing events.

SECTION 4. RESIGNATION AND TERMINATION

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the board. Yearly dues will not be refunded for any reason.

SECTION 5. NON VOTING MEMBERSHIP

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE 4: MEETINGS OF MEMBERS

SECTION 1: REGULAR/QUARTERLY MEETINGS

Regular meetings of the members shall be held quarterly, at a time and place designated by the board. Members must attend at minimum one (1) regular meeting per year to maintain their membership.

SECTION 2: ANNUAL MEETINGS

An annual meeting of the members shall take place in the month of January. The specific date, time, and location of which will be designated by the board. At the annual meeting the members shall elect directors, receive reports on the activities of the association, the yearly budget, and determine the direction of the association for the upcoming year.

SECTION 3: SPECIAL MEETINGS

Special meetings may be called by the board or directors.

SECTION 4: NOTICE OF MEETINGS

E-mailed notice of meetings shall be given to each voting member, no less than two weeks prior to the meeting. Every effort will be made to host meetings on days when the most members can attend.

SECTION 5: QUORUM

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active members.

SECTION 6: VOTING

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE 5: BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the HRWA.

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ARTICLE 5: BOARD OF DIRECTORS (CONT'D)

SECTION 2: NUMBER, TENURE, REQUIREMENTS, AND QUALIFICATIONS

- a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than than (10) including the following officers: the President, the Vice President, the Secretary, and the Treasurer.
- b. The members of the Board of Directors shall, upon election or being appointed, immediately enter upon performance of their duties and shall continue in office until the successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by majority vote of the members present and voting. If no members have volunteered to serve on the board, the Board of Directors reserves the right to appoint members to serve.
- c. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the board at the same time.
- d. Each member of the Board of Directors shall be a member of the HRWA whose membership dues are paid in full and shall hold office for two (2) years and can serve up to a four (4) year term. A member of the Board can serve longer than a four year term, in two year increments, if approved by members.
- e. Each member of the Board of Directors shall attend at least two (2) quarterly meetings per year.

SECTION 3: FORFEITURE

Any member of the Board of Directors who fails to fulfill any of his/her requirements as set forth in Section 3 of this Article by October 1 shall automatically forfeit his/her seat on the Board. Members of the Board of Directors who are removed for failure to meet any or all of their requirements are not entitled to vote at the annual meeting.

SECTION 4: VACANCIES

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

SECTION 5: COMPENSATION

Members of the Board of Directors shall not receive any compensation for their services as Directors.

SECTION 6: CONFIDENTIALITY

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

SECTION 7: REMOVAL

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 3 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 4 of this Article.

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ARTICLE 6: OFFICERS

SECTION 1: PRESIDENT

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. shall have general and active management of the business of this Advisory Board and HRWA members;
- b. shall network, relationship build, and recruit new members of the organization;
- c. shall create and execute networking events and team building efforts for members of the Association;
- d. shall maintain online presence via social media/website maintenance/other marketing efforts, or administer these duties to another committee member or third party to execute them;
- e. shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program;
- f. shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

SECTION 2: VICE-PRESIDENT

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents shall have the following duties:

- a. have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board;
- b. establish good relations with the community out of which the Association is based out of. This includes, but is not limited to: the Chamber of Commerce, other NPO's, other wedding associations, and local vendors;
- c. assist the President in all duties as requested.

SECTION 3: SECRETARY

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary shall have the following duties:

- a. shall record all votes and minutes of all proceedings in a book to be kept for that purpose;
- b. in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization;
- c. shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings;
- d. shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President;
- e. shall create, maintain, and organize necessary contracts used either in trade or payment for services used;
- f. shall procure necessary insurance for liability and hosted events.

SECTION 4: TREASURER

The Treasurer shall have the following duties:

- a. shall present an accurate and complete annual budget and presentation to share with association members;
- b. shall keep record of all transactions in and out of HRWA bank account, including receipts and checks via Quickbooks;
- c. shall file proper legal paperwork including the Secretary of State and IRS;
- d. shall keep all invoices paid and in check with outside businesses;
- e. shall send out invoices annually in the month of November for Association membership dues;
- f. shall request and process transactions related to specific events HRWA hosts.

SECTION 5: ELECTION OF OFFICERS

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board.

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ARTICLE 6: OFFICERS (CONT'D)

SECTION 6: REMOVAL OF OFFICER

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard.

ARTICLE 7: INDEMNIFICATION

SECTION 1: GENERAL

To the full extent authorized under the laws of the state of Colorado, the Corporation can indemnify any director, officer, employee, or agent, or former member, director, officer, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing members, directors, officers, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

SECTION 2: EXPENSES

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

SECTION 3: INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE 8: AMMENDMENTS

SECTION 1: BYLAWS

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE 9: CODE OF ETHICS

SECTION 1: GENERAL

We care deeply about our customers and clients who come to our region from all walks of life. We promise to respectfully serve all clients regardless of race, ethnicity, religion, sexual orientation/gender identity, or physical ability/disability, whether we agree with and/or understand them personally, religiously, or politically.