

**BYLAWS  
OF  
THE CENTER FOR RESPONSIBLE OUTDOOR ACTIVITIES AND RECREATION**

**ARTICLE 1  
NAME, PURPOSE**

**Section 1. Name.**

The name of the organization shall be The Center for Responsible Outdoor Activities and Recreation, and may utilize the acronym “ROAR” for purposes of reference to the entity.

**Section 2. Purpose.**

The Center for Responsible Outdoor Activities and Recreation was created to act and operate as a non-profit organization for the purpose of providing educational opportunities to teach and encourage participants to properly enjoy outdoor activities and recreation in a responsible and ethical manner, which will ultimately combat the deterioration and desecration of public lands and thereby lessen the burden of the government to make expenditures to restore the land. The organization may engage in all legal activities which do not endanger its nonprofit status that are reasonably related to or further these purposes.

**ARTICLE II  
SHAREHOLDERS**

The organization shall not have any class of members or shares of stock issued.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1. Power of Board and Qualification of Directors.**

The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least eighteen years of age.

**Section 2. Number of Directors.**

The number of directors constituting the entire Board of Directors shall be the number, not less than three nor more than seven, fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies, provided, that no decrease shall shorten the term of an incumbent director. Until otherwise fixed by the directors, the number of directors constituting the entire Board shall be three.

**Section 3. Election and Term of Directors**

At each annual meeting, directors shall be elected to fill the office vacated by the death, resignation, removal or expiration of the term of directors during the preceding year. Newly appointed directors shall serve for a period of three years and until their successors have been elected and qualified, at which time their term shall expire, or until their death, disability, resignation or removal in the manner hereinafter provided.

**Section 4. Quorum of Directors and Action by the Board**

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall constitute the action of the Board.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**Section 5. Meetings of the Board**

An annual meeting of the Board of Directors shall be held in each year on February 1. In the event that February 1 falls on a legal holiday or weekend, the annual meeting shall be held on the next business day immediately following February 1. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the principle office of the Corporation. Any one or more members of the Board of Directors may participate in meetings by means of a conference telephone or similar communications equipment.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, Utah time, on the third day prior to the meeting or by telegram, written message or orally not later than noon, Utah time, on the day prior to the meeting. Notices are deemed to have been properly given: by mail, when deposited in the United States mail; by telegram at the time of filing; or by messenger at the time of delivery. Notices by mail, telegram or messenger shall be sent to each director at the address designated by the director for that purpose, or, if none has been so designated, at the last known residence or business address of the director.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to any director.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

#### **Section 6.     Resignations**

Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 7.     Removal of Directors**

Any one or more of the directors may be removed for cause by action of the Board of Directors. Any or all of the directors may be removed without cause by vote of two-thirds majority of the Board of Directors.

#### **Section 8.     Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy created by resignation, removal, death or disability shall be elected to hold office for the unexpired term of his or her predecessor.

**Section 9. Executive and Other Committees of Directors**

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each consisting of three or more directors and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the filling of vacancies in the Board or in any committee; (b) the fixing of compensation of the directors for serving on the Board or on any committee; (c) the amendment or repeal of the bylaws, or the adoption of new bylaws; (d) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (e) the removal or indemnification of directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of the majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee.

Each such committee shall serve at the pleasure of the Board of Directors.

**Section 10. Advisory Board**

The Board of Directors may create an Advisory Committee comprised of individuals who do not serve as members of the Board of Directors, but whose counsel, knowledge, expertise, advice, and insight are deemed by the Board to be helpful to the organization's accomplishment of its purposes as outlined hereinabove. Members of the Advisory Committee shall not have any vote in the actions of the corporation, but shall serve as advisors, to the Board of Directors. The Board of Directors shall fix the terms of service of Advisory Committee Members, including, if the Board determines it to be necessary and in furtherance of the purposes outlined herein, their reasonable compensation, and the length of their tenure.

**Section 11. Interest of Directors in a Transaction**

Unless shown to be unfair and unreasonable as to the Corporation, no contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable, irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his, her or their votes are counted for such a purpose. In the absence of fraud any such contract and transaction

conclusively may be authorized or approved as fair by the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, as the case may be.

Notwithstanding the foregoing, no loan, except advances in connection with indemnification, shall be made by the Corporation to any director.

## **ARTICLE IV** **EXECUTIVE OFFICERS**

### **Section 1. Election of Officers**

The Board of Directors, as soon as may be practicable after the annual election of directors, shall appoint or renew the prior appointment of a President, a Secretary, and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary unless holding of said offices of President and Secretary by such person is permitted by applicable law. The Board of Directors may also elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Members of the Board of Directors may serve as executive officers of the Corporation.

### **Section 2. Other Officers**

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

### **Section 3. Compensation**

The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

### **Section 4. Term of Office and Removal**

Each officer shall hold office for the term for which such officer is elected or appointed, and until a successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, the term of office shall extend to and

expire at the annual meeting of the Board. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to the officer's contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

**Section 5. President**

The President shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also preside at all meetings of the Board of Directors.

The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

**Section 6. Vice Presidents**

The Vice Presidents, in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

**Section 7. Secretary and Assistant Secretaries**

The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Corporation and the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of such designation then in the order of their election, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act,

shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 8. Treasurer and Assistant Treasurer**

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the Corporation, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Corporation.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 9. Books and Records**

The Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses. The Corporation shall also keep at its office in the State of Utah or at the office of its transfer agent or registrar in the State of Utah, if any, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect accounts, books, records or other documents of the Corporation except as conferred by statute or as so authorized by the Board.

**Section 10. Checks, Notes, etc.**

All checks and drafts on, and withdrawals from the Corporation's accounts with banks or other financial institution, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persona thereunto authorized by, or pursuant to resolution of, the Board of Directors.

**ARTICLE V  
OTHER MATTERS**

**Section 1. Corporate Seal**

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

**Section 2. Fiscal Year**

The fiscal year of the Corporation shall be the twelve months ending December 31<sup>st</sup>, or such other period as may be fixed by the Board of Directors.

**Section 3. Amendments**

These bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**ARTICLE VI  
EXEMPT ACTIVITIES**

**Section 1. Prohibited Activities**

Notwithstanding any other provision of these bylaws of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 ( c) (3) of the Internal Revenue Code and its Regulations as they now exist.

**ARTICLE VII**  
**INVESTMENTS**

**Section 1.   Securities and/or Property**

The corporation shall have the rights to retain all or any part of any securities or property by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors.

We, the undersigned members of the Board of Directors of THE CENTER FOR RESPONSIBLE OUTDOOR ACTIVITIES AND RECREATION, A Utah non-profit corporation, do hereby certify that the foregoing by-laws were adopted as the by-laws of the corporation on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, and that the same do now constitute the by-laws of the corporation.

IN WITNESS WHEREFORE, I have hereunto subscribed by name of the corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

Approved:

\_\_\_\_\_  
DONALD M. GALE, Chairman

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MERVIN R. COOK, Director

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WILLIAM W. WAGNER, Director