

Mail to: Secretary of State
Corporations Section
560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only

MUST BE TYPED
FILING FEE: \$50.00
MUST SUBMIT TWO COPIES

Please include a typed
self-addressed envelope

**ARTICLES OF INCORPORATION
OF A COLORADO NONPROFIT
CORPORATION**

971005701 M \$50.00
SECRETARY OF STATE
01-14-97 11:27

The undersigned person(s) acting as incorporator(s) of a nonprofit corporation under the Colorado Nonprofit Corporation Act executes(s) the following Articles of Incorporation for such corporation:

- FIRST:** The name of the nonprofit corporation is: Boulder Area Trails Coalition (BATCO)
- SECOND:** The address of the initial registered office of the nonprofit corporation in Colorado is: 1705 14th St Suite 201, Boulder CO 80302
and the name of its initial registered agent at such address is Stuart Ulferts
- THIRD:** The nonprofit corporation (will/will not) (circle one) have members.
- FOURTH:** Provisions regarding the distribution of assets on dissolution are: Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which the corporation is organized in the manner permitted by the Colorado Nonprofit Corporation Act and applicable Internal Revenue Service rules and regulations and to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.
- FIFTH:** The nonprofit corporation shall have 5 (five) directors who serve as the initial board of directors.

The name and address of each director is:
NAME OF DIRECTOR

(This information is not required)
ADDRESS (Include zip code)

NAME OF INCORPORATOR
Stuart Ulferts

ADDRESS (Include zip code)
P.O. Box 7578 Boulder Co 80306

The signature of the incorporator.

Stuart Ulferts

COMPUTER UPDATE COMPLETE
CRW

RM

BOULDER AREA TRAILS COALITION

ARTICLES OF INCORPORATION

a non-profit corporation (membership)

The undersigned person, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be Boulder Area Trails Coalition.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The purposes for which the corporation is formed are:

- A.. To promote non-motorized, multi-use, environmentally responsible trail systems through education and partnerships with government entities, public organizations, and the private sector.
- B. To form a nonprofit corporation, none of the proceeds of which shall inure to the benefit of any officer or director except as permitted by law.
- C. To operate and function exclusively as a nonprofit corporation with all the rights, powers, and privileges permitted by and subject to the restrictions imposed by the Colorado Nonprofit Corporation Act, CRS, 1973, Section 7-20-101, et seq., and with purposes exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended.
- D. To do everything necessary, proper, advisable, and convenient for the accomplishment of the foregoing purposes and to do all other things incidental thereto or connected therewith which are not forbidden by federal or state law, these Articles of Incorporation, or by applicable regulations or rules promulgated by the Internal Revenue Service.
- E. To transact all lawful business for which nonprofit corporations may be incorporated pursuant to the laws of the State of Colorado and consistent with regulations and rules promulgated by the Internal Revenue Service applicable to the purposes for which this corporation is organized.

BOULDER AREA TRAILS COALITION

ARTICLE IV - DIRECTORS

A. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) directors. The number of directors within such limits and their terms of office shall be fixed by the By-Laws of the corporation. The initial Board of Directors shall consist of thirteen (12) directors.

B. The names and addresses of the directors comprising the initial Board of Directors, who shall serve until the first election of directors or until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Judd N. Adams	179 Cordova Court, Boulder, CO 80303-4906
Mike Barrow	1909 Juniper, Longmont, CO 80501
Lynn Berg	770 Eldorado Avenue, Nederland, CO 80466
Cathy Bickell	988 N. 75th Street, Boulder, CO 80303
Jim Chesnutt	1031 A. Milo Circle, Lafayette, CO 80206
Jim Knopf	320 Hollyberry Lane, Boulder, CO 80303
Stuart Ulferts	P.O. Box 7578, Boulder, CO 80306
Eric Vogelsberg	1345 A Bear Mountain Dr., Boulder, CO 80303
Suzanne Webel	722 Gapter Road, Boulder, CO 80303

BOULDER AREA TRAILS COALITION

ARTICLE V - REGULATION AND CONDUCT OF INTERNAL AFFAIRS

- A. **By-Laws** - The regulation and conduct of the affairs of the corporation shall be controlled by and subject to the corporation's By-Laws as promulgated and amended by the Board of Directors as provided in such By-Laws; provided, however, that where the By-Laws and these Articles of Incorporation differ, these Articles of Incorporation shall control.
- B. **Distributions** - No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove set forth.
- C. **Prohibited Activities** - Notwithstanding any other provision of these Articles of Incorporation or any provision that may be contained in the corporation's By-Laws, the corporation shall not carry out any activity not permitted to be carried out by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- D. **Membership** - Upon application to and acceptance by the corporation any natural person, corporation, entity or association may become a member in the corporation in accordance with the membership criteria as set forth in the corporation's By-laws.
- E. **Voting** - All members in good standing in the corporation shall be entitled to vote, one vote per member on each matter submitted to a vote of the members.
- F. **Board of Directors and Officers** - Only natural persons shall be eligible to hold any office or to be a director of the corporation.
- G. **Amendment to These Articles of Incorporation** - These Articles of Incorporation may be amended, restated, or otherwise changed only in accordance with the procedures established for such amendment, restatement, or change in the Colorado Nonprofit Corporation Act existing at the time such amendment, restatement, or change is accomplished. Any vote necessary to accomplish such amendment, restatement, or change may be made in person or by proxy at the meeting at which the vote on such amendment, restatement or change is taken, all as may be more fully set forth in the corporation's Bylaws.
- H. **Dissolution** - Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which the corporation is organized in the manner permitted by the Colorado Nonprofit Corporation Act and applicable Internal Revenue Service rules and regulations and to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

BOULDER AREA TRAILS COALITION

ARTICLE VI - INDEMNIFICATION

To the fullest extent permitted by the Colorado Nonprofit Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

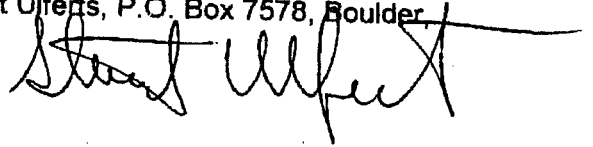
The initial registered office of the corporation shall be 1705 14th Street, Suite 201, Boulder CO 80302.

The initial registered agent at such office shall be Mike Barrow.

ARTICLE VIII - INCORPORATOR

The incorporator of this corporation and his address is Stuart Ulferts, P.O. Box 7578, Boulder, CO 80306.

Executed in duplicate this 22 day of November, 1996.




STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing Articles of Incorporation was acknowledged before me this 27ND day of November, 1996.

Witness my hand and official seal

My commission expires: 7/09/97




Notary Public
1118 Keverwood Rd
Boulder, Co 80303

BOULDER AREA TRAILS COALITION BYLAWS

ARTICLE I -- NAME

The name of the Corporation is Boulder Area Trails Coalition (hereinafter referred to as the "Corporation").

ARTICLE II -- MISSION, GOALS

SECTION 1. MISSION

The Boulder Area Trails Coalition's mission is to promote non-motorized, multi-use, environmentally responsible trail systems through education and partnerships with government entities, public organizations, and the private sector.

SECTION 2. MAJOR GOALS

While specific goals will change over time, the Coalition was formed to achieve the following major goals:

1. A system of connected trails incorporating environmentally sound trail placement and design.
2. A comprehensive trail plan and user friendly information.
3. A community of educated, responsible trail users.
4. Public support for trails.

ARTICLE III -- OFFICES AND REGISTERED AGENT

SECTION 1. REGISTERED OFFICE.

A registered office will be maintained within Boulder County, as required by the Colorado Nonprofit Corporation Act.

SECTION 2. REGISTERED AGENT

The Corporation shall continuously maintain a registered agent who shall be designated by the Board of Directors.

ARTICLE IV -- MEMBERSHIP

SECTION 1. CRITERIA

1. Membership is open to organizations and individuals sharing the mission and goals of the Corporation.
2. The Board may establish specific criteria to be met to become a member and to remain a member in good standing in the Corporation.
3. Such criteria may be changed or altered in accordance with a procedure established by the Board of Directors to accomplish such change or alteration so long as such change or alteration and such new criteria are consistent with the laws of the State of Colorado and the rules and regulations of the Internal Revenue Code and provided that no change in membership criteria shall operate to disqualify the membership status of any member then in good standing.

BOULDER AREA TRAILS COALITION BYLAWS

SECTION 2. APPLICATION AND ACCEPTANCE PROCESS

An organization or individual becomes a member upon completion of an application form, payment of annual dues, and acceptance by the Board of Directors.

ARTICLE V -- BOARD OF DIRECTORS

SECTION 1 GENERAL POWERS AND DUTIES

The affairs and resources of the Corporation shall be managed by a Board of Directors (the "Board"). The Board shall have, and may exercise any and all powers of the Corporation and perform all lawful acts which by law, the Articles of Incorporation, or these bylaws are necessary or required to carry out the purposes of the Corporation.

SECTION 2 SIZE

1. The number of board members shall be established by a resolution of the Board, but shall not be less than five (5) members.
2. During the Corporation's start-up period (e.g. first three years), by resolution the Board may increase its size, but not greater than by one-quarter (1/4), to provide representation to newly admitted organizations.
3. Ex-officio (non voting) members may be established by Board resolution.

SECTION 3. ELECTIONS

1. The Board shall be elected at the Annual Meeting of the Membership for a one-year period, except for the first Board, which is established by the Articles of Incorporation, and shall serve until the first Annual Meeting.
2. Any member in good standing may submit nominations to the Nominating Committee of the Board which shall announce the candidates for Board to the membership via newsletter or electronic means, at least thirty (30) days prior to the Annual General Membership meeting.

SECTION 4. TERMS

1. Board members shall be elected by the membership for a period of one year.
2. There shall be no limit to the number of terms a person may serve on the board.

SECTION 5. RESIGNATION, REMOVAL, FILLING VACANCIES

1. Resignation. A board member may resign at any time by giving notice thereof in writing to the President.
2. Removal. A board member may be removed for cause, including failure to attend Board Meetings, failure to perform duties or failure to support the mission of the corporation.
 - a. Written charges shall be filed with the Secretary and a copy provided to the named director.
 - b. The named director shall have the opportunity to be heard at a meeting of the Board on the subject of the charges.
 - c. An affirmative vote of at least three-fourths (3/4) of the directors shall be necessary to effect the removal of any director.
3. Vacancy. A vacancy in the Board, may be filled by appointment of the remaining directors in office at the time of the vacancy.

BOULDER AREA TRAILS COALITION BYLAWS

ARTICLE VI -- OFFICERS

SECTION 1. PRINCIPAL OFFICERS.

1. The officers of the corporation shall include at least a President, Secretary, and Treasurer.
2. Any officer, upon designation by the Board, may assume the responsibilities of the President in the latter's absence.

SECTION 2. ADDITIONAL OFFICERS.

The Board may create additional officers as may be deemed needed to meet the organization's mission and goals.

SECTION 3. SELECTION OF OFFICERS AND TERM OF OFFICE.

1. Officers shall be chosen by the Board from among its membership.
2. Officers shall hold their offices until such time as the membership elects a new Board at the Annual General Membership Meeting.
3. Recognizing the constraints of a voluntary Board, Officers may resign their office, or change offices with one another, (with Board approval), in recognition of workload factors and/or desire to serve the Corporation's mission and goals in a different capacity.

SECTION 4. DUTIES OF THE PRESIDENT.

1. The President shall be the chief representative of the Corporation, as directed by the Board, for the purposes of signing of legal documents such as contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation, and these Bylaws; except by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the Corporation.
2. The President shall ensure coordination and smooth working relationships among the Officers, committees and working groups, including resolving cases of conflicts of responsibility or authority.

SECTION 5. DUTIES OF THE SECRETARY.

1. The Secretary shall be responsible for keeping accurate records of the proceedings of the Board and such other actions of the Corporation as the Board shall direct.
2. The Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of Secretary.
3. The Secretary shall have custody of the corporate seal of the Corporation and shall have the authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the signature of the Secretary.
4. The Secretary shall create a Manual of Operating Procedures and Policies which reflect Board decisions on how the Corporation shall conduct its affairs, including such items as job descriptions, fiscal policies and procedures, and membership criteria.

SECTION 6. DUTIES OF THE TREASURER

1. The Treasurer shall perform all duties as customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in the books of the Corporation.

BOULDER AREA TRAILS COALITION BYLAWS

2. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board.
3. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation to the Board at its regular meetings.

SECTION 7. DUTIES OF ADDITIONAL OFFICERS

Vice Presidents shall be responsible for organizing and coordinating the work of committees and task forces as established by the Board.

ARTICLE VII COMMITTEES AND TASK FORCES

SECTION 1. ESTABLISHMENT OF COMMITTEES AND TASK FORCES

1. The Board shall establish committees (long-term functions) and task forces (short-term functions) as may be needed to carry out the Corporation's mission and goals.
2. The Board shall inform the general membership of
 - a. the intent to create a committee or task force (except when not reasonable because of the timeliness of some action to be taken),
 - b. the charter or purpose to be achieved by the committee or task force, and
 - c. the means by which a member may indicate their desire to serve on the committee or task force.
3. The members and chairpersons of committees and task forces shall be formally approved by the Board, and such information shall be transmitted to the general membership, including the means by which members may communicate with and influence the activities of the committees and task forces.
4. Ex officio members may be appointed from other organizations as a means of recognizing a partnership and/or improving coordination of activities.
5. The Board reserves the right to remove a member from a committee or task force and to terminate the committee or task force.

SECTION 2. RESPONSIBILITIES OF COMMITTEES AND TASK FORCES

1. General responsibilities include
 - a. Develop a plan (including budget) to implement the charter,
 - b. Present plan/budget for Board for approval,
 - c. Implement plan,
 - d. Keep track of activities (e.g. meeting minutes), including expenditures,
 - e. Present progress reports to the Board, as requested.
2. Chairpersons are responsible for
 - a. Leading and coordinating committee/task force member activities,
 - b. Accounting for expenditures according to Board fiscal policies and procedures,
 - c. Communicating with and being responsive to membership interests, and
 - d. Ensuring regular communications with the Board
3. Decisions shall be made by consensus as much as possible.
4. Regarding communications with the public or other organizations, members are expected to conduct themselves "professionally" which includes treating others with respect, distinguishing

BOULDER AREA TRAILS COALITION BYLAWS

between personal opinion and official positions of the Corporation, and not misrepresenting the Corporation.

SECTION 3. EXECUTIVE COMMITTEE

1. The Board may authorize an Executive Committee to conduct such activities as it shall direct.
2. The Executive Committee shall include the Principal Officers and other officers as designated by the Board.

ARTICLE VIII MEETINGS

SECTION 1. ANNUAL GENERAL MEMBERSHIP MEETING.

1. Frequency. At least once annually a meeting shall be held with the general membership for the purpose of electing members to the Board, and to provide a report of accomplishments and accounting of finances to the membership.
2. Notification. Members shall receive at least thirty (30) days notification of place, date and time of the meeting.

SECTION 2. OTHER GENERAL MEMBERSHIP MEETINGS AND COMMUNICATIONS.

1. Communication with the membership is essential to the effectiveness of a voluntary organization.
2. The Board shall therefore establish a process for regular communication with the membership (such as general membership meetings, telecommunications via the Internet, and telephone polling) to keep members informed of issues and solicit their opinions about options and priorities.

SECTION 3. BOARD MEETINGS

1. Frequency. The Board shall hold meetings as often as needed to conduct the business of the Corporation, but not less than four (4) times annually.
2. Decision-making.
 - a. The general policy of the Board shall be to make decisions by consensus.
 - b. In the event consensus is not readily obtained, time permitting, the Board shall seek to poll the membership.
 - c. Otherwise, when time is of the essence, decisions shall be made by majority vote.
3. Conduct of Meetings -- Moderator.
 - a. The Board shall select one of its members, on an informal rotating basis, as the Moderator.
 - b. The Moderator is responsible for preparing the agenda for the meeting (with input from other Board members), and arranging for meeting logistics, and other preparations needed for the meeting.
 - c. In the conduct of meetings, the Moderator's prime function is to ensure full and open discussion of the issues leading to consensus decision-making.
4. Quorum. One-third (1/3) of the number of elected directors, but no fewer than five (5) shall constitute a quorum for the transaction of business. In the absence of a quorum, the Board may meet but not make decisions.
5. Minutes
 - a. The Secretary, or designee, shall prepare minutes of all Board meetings, which shall be available for inspection by Corporation members.
 - b. By newsletter or other means, periodic summaries of Board actions shall be conveyed to the membership.

BOULDER AREA TRAILS COALITION BYLAWS

6. Notice of Meetings

- a. Date, time and place for the next Board meeting would normally be part of Board minutes, which would normally be distributed to Board members at least a week before the next meeting.
- b. In lieu of, or in addition to minutes, notice of a Board meeting may also be given by phone or other electronic means by the President, another officer, or the Moderator of the meeting.

SECTION 4. COMMITTEE AND TASK FORCE MEETINGS

The provisions for conducting meetings described for the Board in Section 3 §2 and §3 apply generally to committees and task forces.

ARTICLE IX INDEMNIFICATION

SECTION 1. GENERAL.

The Corporation does indemnify to the maximum extent legally permissible, each director or officer or former director or officer of the Corporation against expenses (including attorneys' fees), judgments and fines actually and necessarily incurred by him or her in completed claim, action, proceeding, or matter of whatever nature, whether civil, criminal, legislative, administrative, or investigative, in which he or she may be involved as a party or otherwise by reason being or having been such director or officer.

SECTION 2 COSTS OF SETTLEMENT.

This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to curtailment of costs of litigation.

SECTION 3. NEGLIGENT ACTS.

Subject to the provisions of Article V Section 5 of these Bylaws, this indemnification includes, to the extent permitted by law, amounts paid or incurred in connection with acts of negligence, whether liability on the part of such director or officer, exists as to the Corporation, its directors, officers, agents, employees or creditors, or as to third parties.

SECTION 4. CRIMINAL ACTION.

This indemnification also extends to any criminal action, suit, investigation, or proceeding, provided that the same shall be dismissed against such director or officer if he or she shall have been found not guilty. Such indemnification like-wise extends, to the extent permitted by law, to a criminal action, suit, investigation, or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the director or officer was taken in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

SECTION 5. GROSS NEGLIGENCE.

No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such director or officer has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation exclusive of issues or matters not related to the conduct on which judgment was based, unless and only to the extent that the court

BOULDER AREA TRAILS COALITION BYLAWS

in which such action or suit was brought shall determine that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to Indemnification for those expenses that the court shall deem proper.

SECTION 6. NONEXCLUSIVE REMEDY.

Any indemnification provided pursuant to these Bylaws shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any law, agreement, vote of the Board of Directors, or otherwise.

SECTION 7. SEVERABLE PROVISIONS.

Every provision of these Bylaws is intended to be severable, and if any term or provision is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity of the remainder of these Bylaws.

ARTICLE X CORPORATE FINANCES

SECTION 1. DEPOSIT OF FUNDS.

All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the Board or Executive Committee may from time to time determine.

SECTION 2. CHECKS, ETC.

All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by such officer or officers of the Corporation as the Board from time to time may determine.

ARTICLE XI COMPENSATION, CONTRACTS

SECTION 1. COMPENSATION.

Any director or officer of the Corporation is authorized to receive reasonable compensation from the Corporation for services rendered to the Corporation, when authorized by the Board. No director of the Corporation may receive compensation merely for acting as a director, but may be reimbursed or paid for expenses incurred in attending meetings of the Board or otherwise in representing the Corporation.

SECTION 2. CONTRACTS WITH DIRECTORS AND OFFICERS.

No director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board and unless the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is so authorized.

BOULDER AREA TRAILS COALITION BYLAWS

ARTICLE XII AMENDMENTS

SECTION 1. BYLAWS.

1. These Bylaws may be amended at any meeting of the Board of Directors by a vote of a majority of the Directors in office.
2. Notification of the intention to take such action at such meeting shall be provided at least thirty (30) days prior to all Board members and to the general membership.
3. Members shall be entitled to provide written arguments, or speak in favor, or against, proposed changes at the Board meeting.

SECTION 2. ARTICLES OF INCORPORATION.

Amendments to the articles of Incorporation shall be made in a like manner to changes in the Bylaws, and Articles of Amendment shall be filed with the appropriate governmental offices.

IN WITNESS WHEREOF, we, being all of the directors of the Boulder Area Trails Coalition, do hereby adopt the foregoing By-Laws of the Corporation this 10 day of December 1996.



Judd N. Adams



Mike Barrow

Lynn Berg




Cathy Bickell




Jim Chesnutt



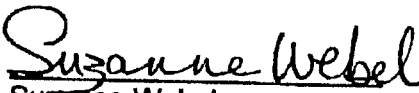
Jim Knopf



Stuart Ulferts



Eric Vogelsberg



Suzanne Webel