

Article I. Offices

1.1 PRINCIPAL OFFICE. The principal office of the corporation in the State of Colorado shall be located at 537 Main St., Alamosa, Colorado, 81101. The corporation may have such other offices, either within or without the State of Colorado as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.2 REGISTERED OFFICE. The corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Board of Directors

2.1 GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

2.2 NUMBER, ELECTION AND APPOINTMENT. The number of Directors shall be from 5 to 9. The Board of Directors shall be elected by the members as provided in these Bylaws.

2.3 REGULAR MEETINGS. The Board of Directors shall hold a regular annual meeting with the exact time and place to be designated by the Board of Directors.

2.4 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by any Director(s) or by the Chairman of the Board of Directors on his/her own initiative or at the request of a member of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board. The requirements of a quorum as stated in Section 2.6 shall be applicable to any special meeting.

2.5 NOTICE. Written notice of the regular annual meeting of the corporation shall be given at least ten days previously thereto, delivered personally, sent by fax, email or postal mail to each director at his/her address as shown by the records of the corporation.

An attempt shall be made to give notice of any special meeting to all members of the Board of Directors either by written notice, delivered personally, sent by fax, email or postal mail, or by telephone or other verbal notice. The giving of notice is not a prerequisite to the transaction of business at a special meeting of the Board of Directors except as specified in the following paragraph.

The Board of Directors shall not take certain actions unless notice of the meeting at which that action is proposed has been given at least ten days previously thereto by written notice, delivered personally, sent by fax, email or postal mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon pre-paid. The types of actions which require written notice are amending, altering or repealing the Bylaws; amending the Articles of Incorporation; restating the Articles of Incorporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or invoking proceedings therefore; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed without a written notice.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law

2.6 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

2.7 MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation by law or by these Bylaws.

2.8 RESIGNATION. Any director may resign by filing a written resignation with the Secretary.

2.9 REMOVAL. Any Director may be removed by a full two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the corporation would be serviced thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed.

2.10 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the remaining members of the Board of Directors. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

2.11 COMPENSATION. Directors as such shall not receive any compensation for their services but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving bona fide compensation for services actually performed.

2.12 INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors.

Article III. Officers

3.0 OFFICERS. The officers of the corporation shall be a Chair or Co-Chairs, Vice-Chair, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair or Co-Chairs and Secretary, Chair or Co-Chairs and Vice-Chair, and Vice-Chair and Secretary.

Every effort will be made to get Valley-wide representation on the Board of Directors. SLVEC does not discriminate on the basis of gender, race, age, ethnic background, religion, or sexual orientation.

3.1 ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

The term of office shall be for 2 years with an option for 1 term renewal.

3.3 RESIGNATION. Any officer may resign by filing a written resignation with the Secretary or Chair.

3.4 REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be serviced thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. A Board member may be removed if he/she has missed more than 3 board meetings by a two-thirds majority vote of the full Board.

3.5 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board or Directors for the unexpired portion of the term.

3.6 CHAIR AND CO-CHAIRS. The Chair or Co-Chairs shall be the principal executive officers of the corporation. The Chair or Co-Chairs may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases when the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general they shall perform all duties incident to the office of Chair or Co-Chairs and such other duties as may be prescribed by the Board of Directors from time to time.

3.7 VICE-CHAIR. In the absence of the Chair or Co-Chairs or in event of their inability or refusal to act, the Vice-Chair, if one is appointed by the Board of Directors, (or in the event there be more than one Vice-Chair, the Vice-Chairs in order of their election) shall perform the duties of the Chair or Co-Chairs, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair or Co-Chairs. Any Vice-Chair shall perform such other duties as from time to time may be assigned to him by the Chair or Co-Chairs or by the Board of Directors.

3.8 TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; attend

meetings of the Board of Directors and submit to the Board of Directors a financial report; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or Co-Chairs, or by the Board of Directors.

3.9 SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors or any committee meeting as the Board of Directors may direct in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or Co-Chairs or by the Board of Directors.

3.10 ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chair or Co-Chairs, or the Board of Directors.

3.11 CHAIR OR CO-CHAIR OF THE BOARD OF DIRECTORS. The members of the Board of Directors by a two-thirds majority vote at any regular or special meeting may elect and designate a Chair or Co-Chairs of the Board of Directors. The Chair or Co-Chairs of the Board of Directors shall supervise and control all of the business and affairs of the corporation. The Chair or Co-Chairs shall preside at all meetings of the Board of Directors. The Chair or Co-Chairs shall appoint all committee chairs and shall be ex-officio member of all committees of the corporation. The Chair or Co-Chairs shall represent the corporation when necessary or whenever requested by the Board of Directors. The term of the Chair or Co-Chairs of the Board of Directors shall not be fixed. The term shall be flexible to accommodate the needs of the corporation and those of the Chair or Co-Chairs. The Chair or Co-Chairs may resign by filing a written resignation with the Secretary or the Board of Directors. The Chair or Co-Chairs may be removed in the same manner as any other officer. A vacancy in the position of Chair or Co-Chairs may be filled in the same manner as the vacancy of any other officer.

Article IV. Committees

4.1 EXECUTIVE COMMITTEE. There shall be an Executive Committee which shall consist of the Chair, Vice-Chair, if one is appointed, Secretary, Treasurer and Chairman of the Board of Directors. The Executive Committee shall have the authority to act on matters which, in the judgment of the Executive Committee, need to be acted upon prior to the expiration of a reasonable amount of time for the Board of Directors to meet and act. All actions taken by the Executive Committee shall be subject to the ratification by the Board of Directors in the next regular meeting of the Board of Directors. The Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any Director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him/her by law.

4.2 OTHER COMMITTEES. Other committees of one or more persons may be appointed by the Board of Directors.

4.3 TERM OF OFFICE. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee is sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4.4 COMMITTEE CHAIR. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

4.5 RESIGNATION. Any member of any committee may resign by filing a written resignation with the Secretary or Chair.

4.6 REMOVAL. Any member of any committee may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be serviced thereby, but such removal shall be without prejudice to the contract rights, if any, of the member of the committee so removed.

4.7 VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4.8 QUORUM. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4.9 RULES. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Article V. Members

5.1 CLASSES OF MEMBERS. The Board of Directors will determine membership criteria.

5.2 VOTING RIGHTS. Voting rights of members will be determined by a two-thirds majority vote of the Board of Directors. Other member classes' voting rights shall be determined by the Board of Directors.

5.3 RESIGNATION. Any member may resign by filing a written resignation with the Secretary or Chair.

5.4 REMOVAL. Any member may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be serviced thereby, but such removal shall be without prejudice to the contract rights, if any, of the member so removed.

5.5 REINSTATEMENT. The Board of Directors may reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

5.6 TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

Article VI. Meetings of Members

6.1 ANNUAL MEETING. An annual meeting of the members shall be held at a time and place designated by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment hereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

6.2 SPECIAL MEETINGS. Special meetings of the members may be called by the Chairman, the Board of Directors, or not less than one-tenth of the members upon request in writing to the Chairman.

6.3 PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Colorado as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. However, if all of the members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call of notice, and at such meeting any corporate action may be taken.

6.4 NOTICE OF MEETINGS.

(a) Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by fax, email or postal mail, to each member entitled to vote at such meeting, not less than 10 nor more than 30 days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

(b) Alternate Notice. Members may also be served by publishing notice of said meeting time and place for at least two consecutive weeks in a publication of general circulation in the San Luis Valley which first publication shall be at least two weeks prior to said meeting.

6.5 INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the majority of the members entitled to vote with respect to the subject matter thereof.

6.6 QUORUM. The members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

6.7 MANNER OF ACTING. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Article VII. Dues

There may be fees and/or dues payable to the Corporation by the members as determined by the Board of Directors.

Article VIII. Contracts, Checks, Deposits and Funds

8.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confirmed to specific instances.

8.2 CHECK, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by two members of the Board of Directors or a combination of at least one board member and one staff person. All efforts will be made to not have a staff person sign their own check.

Article IX. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Article X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of September and end on the last day of August the next year.

Article XI. Seal

The Board of Directors shall provide for a corporate seal.

Article XII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII. Non- Discrimination Clause

The San Luis Valley Eco-system Council (SLVEC) is committed to involving community volunteers, serving projects and appointing staff and board members on a non-discrimination basis. SLVEC is committed to provide the officers, directors, employees, volunteers, and clients of this corporation shall be selected and treated entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation, creed, color, ancestry, marital status, or mental or physical handicap.

Article XIV. Amendments to Bylaws

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors present at a regular or special meeting provided that a written notice stating the proposed amendment(s) shall be sent to each member at least ten days prior to said meeting. However, no amendment shall be adopted which does not conform to the purposes of the corporation as stated in Article III of the Articles of Incorporation of the corporation, as limited by Articles IV and IX of those Articles of Incorporation.

The foregoing Bylaws were approved and adopted by the Board of Directors of San Luis Valley Ecosystem Council at its meeting held in Alamosa, Colorado on January 9, 1999.

_____, Secretary