



**Rocky Mountain BEST
(Boosting Engineering, Science, and Technology)**

Bylaws



Revision History

Rev	Date	Impact	Summary of Changes
Ver 01	8 Aug 2010	Major	Initial release



BYLAWS FOR ROCKY MOUNTAIN BEST

ARTICLE I – Principal Office and Corporate Seal

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Colorado shall be in the County of Arapahoe, or at such other location as the Board of Directors may from time to time determine. Other offices and places of business may be established from time to time by the Board of Directors.

Section 2. Corporate Seal. The seal of the Corporation shall be inscribed with the name of the Corporation, the year of its incorporation, and the words "Colorado" and "Seal," and shall be in a form approved by the Board of Directors, which may alter the same at pleasure.

ARTICLE II – Board of Directors

Section 1. Qualifications; Appointment; Tenure. The Board of Directors of the Corporation shall be composed of five directors, who need not be residents of the State of Colorado. In the event that the election of additional individuals to the Board of Directors results in more than five directors serving on the Board of Directors at any time, without these Bylaws having been previously amended to increase the number of authorized directors beyond five directors, then the action of the Board of Directors resulting in such election shall automatically be deemed to constitute an amendment to these Bylaws increasing the number of authorized directors provided for in the preceding sentence to the number of directors actually serving in such capacity.

Not later than 30 days prior to the annual meeting of the directors of the Corporation, the directors shall nominate a number of individuals for election that is not less than the number of directors whose terms are due to expire, plus the number of vacancies among the Board of Directors that have not previously been filled. The names of the individuals thus nominated shall be stated in the notice of the annual meeting of the Board of Directors of the Corporation. At the annual meeting of the Board of Directors, the directors shall elect the number of the individuals thus nominated necessary to fill the positions of those directors whose terms are due to expire and any vacancies that have not previously been filled, provided that if there are more individuals nominated than positions to be filled, then the individuals receiving the greater number of votes shall be elected. Approximately half of the board members' terms shall expire in even years and the remainder shall expire in odd years.

Directors thus elected shall be elected for a term of two years and shall hold office until the annual meeting of the directors occurring at the expiration of their terms and until their successors have been elected and qualified.



Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held in each calendar year, on such date and at such time and at such place as the President may determine, but no later than the end of March of each fiscal year. Written notice stating the place, day, and hour of the meeting shall be given personally, mailed, or emailed to each member of the Board of Directors at least ten days prior to the date fixed for the annual meeting. The annual meeting of the Board of Directors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held at such place, day, and hour as the President may determine and as shall be stated in written notice given to each member of the Board of Directors either by mailing such notice at least five days before, or by an oral, written or electronic communication personally delivered at least two days before, the date fixed for the meeting. The notice of any regular meeting need not specify the business to be transacted at any such regular meeting of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board of Directors. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice stating the place, day, and hour of every special meeting shall be given to each member of the Board of Directors either by mailing such notice at least three days before, or by an oral, written or electronic communication personally delivered at least two days before, the date fixed for the meeting. The notice of such special meeting shall specify the business to be transacted at and the purpose of any special meeting of the Board of Directors.

Section 5. Quorum; Voting. A quorum at all meetings of the Board of Directors shall consist of a majority of the directors holding office. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, 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.

Section 6. Vacancies. Any vacancy in the Board of Directors shall be filled by the directors of the Corporation. A director appointed to fill a vacancy shall serve for the unexpired term of such person's predecessor in office and until such person's successor is duly appointed and shall have qualified. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the directors of the Corporation as soon as practicable after the time such increase is authorized.

Section 7. Committees of the Board. The Board of Directors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Directors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the



management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority —

[a] to authorize any distributions within the meaning of the Colorado Revised Nonprofit Corporation Act;

[b] to elect, appoint, or remove any director;

[c] to amend, restate, alter, or repeal the Articles of Incorporation;

[d] to amend, alter, or repeal these or any other Bylaws of the Corporation;

[e] to approve a plan or merger;

[f] to approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Corporation, with or without goodwill, other than in the usual and regular course of business;

[g] or to take any other action prohibited by law.

All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions. The Chairperson of each committee shall be designated at the time of appointment of such committee.

Section 8. Other Committees. The Board of Directors of the Corporation may create, by a resolution adopted by the Board of Directors or by any committee of the Board of Directors, such other committees determined to be necessary or desirable for the purpose of assisting with the conduct of the affairs of the Corporation, which committees may consist of such individuals as the authority creating the committee deems appropriate and which shall have and may exercise such authority as shall be provided in such resolution, provided that no such committee shall have or exercise any authority regarding the management of the Corporation or have or exercise any of the powers reserved by law to the Board of Directors.

Section 9. Standard of Conduct for Directors. Each director shall perform his or her duties as a director, including without limitation his or her duties as a member of any committee of the board, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below, unless the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director shall not be liable to the Corporation for any action the director takes or omits to take as a director if, in connection with such action



or omission, the director performs his or her duties in compliance with this Section. A director, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

The designated persons on whom a director is entitled to rely are: [a] one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; [b] legal counsel, a public accountant, or other person as to matters which the director reasonably believes to be within such person's professional or expert competence; or [c] a committee of the board of directors on which the director does not serve if the director reasonably believes the committee merits confidence.

Section 10. Conflicts of Interest. The Board of Directors acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the Corporation. Nonetheless, each member of the Board of Directors is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the board's action on a matter in which such director is financially interested. It is therefore the policy of the Corporation to avoid the participation of any director in the Board of Directors' consideration of a matter which poses a conflict of interest for that director.

[a] For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a director or to any business, financial, or professional organization of which the director or a member of such director's immediate family is an officer, director, member, owner, or employee.

[b] Whenever any matter comes before a meeting of the Board of Directors which gives rise to a potential conflict of interest, the affected director shall make known the conflict to the remaining directors present at such meeting, shall, after answering any questions posed by the other directors, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present nor cast a vote.

[c] If the withdrawal of the affected director results in the absence of a quorum, no action shall be taken on the matter in question until a quorum of disinterested directors can be established.

[d] The minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected director's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, the continued presence of a quorum.

[e] As with all other matters coming before the Board of Directors, the disinterested directors shall pass upon a matter that poses a conflict of interest for



another director in a manner which they reasonably and in good faith believe to be in the best interests of the Corporation. The Board of Directors shall not authorize under this Section any transaction involving a conflict of interest that would also subject the Corporation or its directors, officers, or employees to liability under Section 4941 of the Internal Revenue Code.

Section 11. Removal. Any member of the Board of Directors of the Corporation may be removed by the Board of Directors whenever in their judgment such removal would serve the best interests of the Corporation.

Section 12. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if every member of the board in writing or via electronic communication either: [a] votes for such action or [b] votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. The action shall only be effective if there are writings which describe the action, signed by all directors, received by the Corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting and may be stated as such in any document.

Section 13. Telephonic Meetings. The Board of Directors may permit any director (or any member of a committee designated by the board) to participate in a regular or special meeting of the Board of Directors or committee thereof through the use of any means of communication by which all directors participating in the meeting can hear one another during the meeting. A director participating in a meeting in this manner shall be deemed to be present in person at such meeting.

Section 14. Compensation; Expenses. Members of the Board of Directors may not receive compensation for serving in such office. The Corporation shall reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the Board, if approved by the Board.

ARTICLE III – Officers

Section 1. Number; Qualification. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any individual may hold



more than one office. The Board of Directors may elect such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors.

Section 2. Powers and Duties. The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.

[a] The President shall be the Chairman and a member of the Board of Directors of the Corporation and shall preside at meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the general direction and control of the Board of Directors, have the general supervision, direction, and control over the business and affairs of the Corporation and its officers, agents, and employees. The President may sign, with the Secretary or any Assistant Secretary or any other proper officer of the Corporation designated by the Board of Directors, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Corporation. She shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

[b] The Vice President shall assist the President in the performance of her duties and shall preside at any meeting of the Board to which the President does not attend. She shall also perform such other duties as may be assigned by the Board of Directors or the President.

[c] The Secretary shall keep accurate minutes of the proceedings of the Board of Directors and of any committees of the Board of Directors; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records and of the seal of the Corporation and shall attest the affixing of the seal of the Corporation when authorized by the Board of Directors; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Directors or the President.

Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

[d] The Treasurer shall be the principal finance officer of the Corporation; shall have the charge and custody of and be responsible for all funds and securities of the Corporation; shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors; shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Board of Directors. The Treasurer shall make an annual financial report to the Corporation at the annual meeting of the Board of Directors. With the approval of the Board of



Directors, the Treasurer shall be authorized to engage any firm of certified public accountants to assist her in the performance of any of the duties incident to the Treasurer's office.

Assistant treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

Section 3. Selection and Terms of Offices. All officers of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for two years and until their successors shall have been elected and shall have qualified.

Section 4. Compensation. Officers may not receive compensation for serving in such office. The Corporation shall reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation.

Section 5. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment such removal will serve the best interests of the Corporation.

Section 6. Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, of an officer elected or appointed by the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. Standards of Conduct for Officers. Officers shall observe the same standards of conduct as are applicable to members of the Board of Directors.

ARTICLE IV – Contracts, Loan, and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents 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 confined to specific instances.

Section 2. Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Corporation.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.



Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation as soon as practicable in such banks, trust companies, or other custodians as the Board of Directors may select.

Section 5. Investment Managers. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage, invest, and maintain the custody of the assets of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE V – Property

The property of the Corporation, unless otherwise directed by donors, shall be held and applied in promoting the general purposes of the Corporation declared in its Articles of Incorporation. No real estate belonging to the Corporation shall be conveyed or encumbered except by authority of a majority vote of the Board of Directors of the Corporation. Any such conveyance or encumbrance of real estate shall be executed by the President of the Corporation in the name of the Corporation, and such instrument shall be duly attested and sealed by the Secretary or any Assistant Secretary of the Corporation.

ARTICLE VI – Indemnification

Section 1. Definitions. For purposes of this Article:

[a] The terms “director or officer” shall include a person who, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if his duties to the Corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. The term “director or officer” shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

[b] The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

[c] The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.



[d] The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

[e] When used with respect to a director, the phrase “official capacity” shall mean the office of director in the Corporation, and, when used with respect to a person other than a director, shall mean the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 2. General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys’ fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in the best interests of the Corporation, and, in all other cases, that his conduct was at least not opposed to the best interests of the Corporation, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either [a] in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation or [b] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his official capacity, in which he is ultimately adjudged liable on the basis that he improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits; Expenses. To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with such proceeding.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made [a] by the Board of Directors by a majority vote of a quorum



of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or [b] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated by the board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or [c] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses; Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if [a] the director or officer furnishes the Corporation a written affirmation of his good faith belief that he conducted himself in good faith, [b] the director or officer furnishes the Corporation with a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 7. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 8. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's



official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE VII – Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a vote of two-thirds of the directors present at any meeting of the directors at which a quorum is present, and not otherwise, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to each director of the Corporation with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the directors for action.

ARTICLE VIII – Miscellaneous Provisions

Section 1. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or un-enforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

Section 2. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 3. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 4. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees and agents of Rocky Mountain BEST and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided by the Bylaws.

The above Bylaws were approved and adopted by the Board of Directors of Rocky Mountain BEST Robotics, on the _____ day of _____ 2010.

Secretary