

**AMENDED BYLAWS OF
MOUNTAIN WOMEN IN BUSINESS**

**ARTICLE I
Meetings of Members**

Section 1. Place. All meetings of members shall be held at 396 Lodge Pole Drive, Pine, CO 80470, or at such other place, either within or without the State of Colorado, as from time to time may be determined by the Board of Directors and specified in the notice of such meeting.

Section 2. Monthly meetings. The monthly members meetings shall be held on the 1st Thursday and 3rd Tuesday of each month.

Section 3. Annual meetings. Annual meeting of Board of Directors shall be called only when any member of the Board requests one to be held. At such meeting, the Board members shall transact such other business as may come before the meeting.

Section 4. Special Meetings. Special meetings of Board of Directors may be called at any time by the President or by a majority of the directors. It shall also be the duty of the President to call such meetings whenever requested in writing, which request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the purpose as stated in the notice.

Section 5. Quorum. A majority of member's entitled to vote, represented in person, or by proxy, shall be requisite at all meetings to constitute a quorum for the election of directors or the transaction of any other business. If, however, such majority shall not be present at any such meeting, the members present and entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount of members voting shall be represented. At any such adjourned meeting at which the requisite amount of members voting shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Voting. At any meeting of the members at which a quorum is present, the affirmative vote of the members entitled to vote thereat shall be had on any matter coming before such meeting in order to constitute such action the valid act of the members thereon. Every member of record shall be entitled to one vote.

**ARTICLE II
Directors**

Section 1. Number and Qualifications. The management and control of the affairs, business, and property of Mountain Women in Business shall be vested in its Board of

Directors. The minimum number of directors of Mountain Women in Business shall be three (3), which number may be increased or decreased from time to time by amendment of these Bylaws. The directors shall be elected at the annual meeting, except as otherwise provided for filling vacancies. The directors shall hold office until the annual meeting of members held next after their election or other manner of appointment, or until their successors have been elected and shall qualify or until their death, resignation, or removal.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board may from time to time determine by resolution. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which otherwise would be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. No notice of regular meetings of the Board of Directors need be given.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President. Notice of each special meeting of the Board of Directors shall be given to each director at least two (2) days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 4. Place of Meeting. The Board of Directors may hold its meetings at such places within or without the State of Colorado as shall be specified or fixed in the respective notice or waivers of notice thereof.

Section 5. Vacancies. All vacancies in the Board of Directors, whether caused by death, resignation, removal, or otherwise, shall be filled by a majority vote of the Board of Directors entitled to vote at the time of the vacancy.

Section 6. Removal. Any director may be removed at any time, with cause, by vote of the Board of Directors, in person or by proxy, at any special meeting of the Board of Directors called for that purpose.

Section 7. Resignation. Any director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section . Bylaws. The Board of Directors may, from time to time, update the Mountain Women in Business Bylaws as it deems necessary.

ARTICLE III

Officers

Section 1. Officers and Qualifications. The officers of Mountain Women in

Business shall be a President, Co-President, Vice-President, Secretary and Treasurer. Any person may hold two or more offices.

Section 2. President and Co-President. The President and Co-President shall be the chief executive officers of Mountain Women in Business. They shall preside at all meetings of the members, shall have active and general management of the business of Mountain Women in Business, and shall see that all orders and resolutions of the Board are carried into effect. They shall have the general powers and duties of supervision and management usually vested in the office of president of an association.

Section 3. Vice-President. The Vice-President shall be the secondary executive officer of Mountain Women in Business. In the event of the absence of the President and Co-President, the Vice-President shall preside at all meetings of the members, shall have active and general management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. She shall have the general powers and duties of supervision and management as assigned to her by the president of an association.

Section 4. Secretary. The Secretary shall perform such duties as may be assigned by the Board of Directors. The Secretary/Treasurer shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the members in appropriate books. She shall attend to the giving of all notices of Mountain Women in Business.

Section 5. Treasurer. The Treasurer shall have charge of the books or records containing the names, alphabetically arranged, of all persons who are members of Mountain Women in Business and such other books and papers as the Board may direct and shall perform all the duties incidental to her office. The Treasurer shall also have the care and custody of all of the funds and securities of Mountain Women in Business and shall deposit the same in the name of Mountain Women in Business in such banks or depositories as the Board of Directors may from time to time select.

ARTICLE IV Membership

Section 1. All monies paid to Mountain Women in Business are nonrefundable and nontransferable.

Section 2. By vote of a majority of the Board of Directors, the Board of Directors may revoke the membership of any regular Member of Mountain Women in Business without cause. Examples of such revocation may include: (a) Failure to timely pay dues; (b) Engaging in any act or practice deemed as unethical; (c) Engaging in any other activity which is determined by the Board of Directors to be obstructing to the best interests of the Members or to the Board of Directors.

Section 3. Upon revocation of membership in Mountain Women in Business, the former Member will lose all rights as a Member to advertise or associate themselves with Mountain

Women in Business. No due or monies will be refunded upon revocation of membership.

ARTICLE V Indemnification

In applying for membership or through membership renewal, each Member acknowledges, through payment of their membership dues, they are acting as an independent business owner and agree to indemnify and hold harmless Mountain Women in Business (including the Board of Directors and Members) from any liability, cause of action, damages, and the like, due to any action or inaction of the Member of Mountain Women in Business.

ARTICLE VI Fiscal Year and Elective Year

The fiscal and elective year of Mountain Women in Business shall be the year commencing on the first day of January running through December 31st.

ARTICLE VII Office

The principal office of Mountain Women in Business in Colorado shall be located at 396 Lodge Pole Drive, Pine, CO 80470. Mountain Women in Business may have such additional offices as the Board of Directors from time to time may determine as the business of Mountain Women in Business may require.

ARTICLE VIII Seal

There is no seal of Mountain Women in Business required.

ARTICLE IX Shares

Section 1. Certificates. There are no Shares issued related to Mountain Women in Business, and therefore this section is not applicable.


ARTICLE X Notices

Section 1. Written Notice. Whenever the provisions of a statute or the Articles of Association, or any of these Bylaws require or permit notice to be given to any director, officer, or member, it shall not be construed to require personal notice, but any such notice may be given in writing by email to such director, officer, or member at her email address as the same appears on the books of Mountain Women in Business, and the time when the same shall be so emailed shall be deemed to be the time of the giving of such notice.

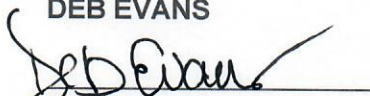
Section 2. Waivers. Any member may waive in writing any notice required or permitted to be given under any provision of any statute or of the Articles of Association or of these Bylaws, either before, at, or after the meeting or other event of which notice is so provided. All members present at any meeting shall be deemed to have waived any and all notice thereof.

The foregoing Bylaws of Mountain Women in Business were adopted and approved at the Meeting of Mountain Women in Business on July 11, 2023, by all of the Board of Directors who are listed and have executed their signatures evidencing said adoption and approval as follows:

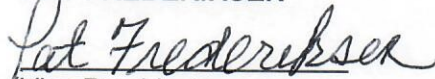
RACHEL BAER-HENDERSON


President

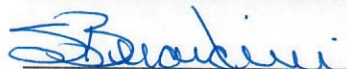
DEB EVANS


Co-President

PAT FREDERIKSEN


Vice President

STEPHANIE BERARDINI


Secretary/Treasurer

Dated: August 3, 2023