

HIGHPOINTERS FOUNDATION, INC. BYLAWS

APRIL 15TH, 2024

SECTION 1. NAME, PURPOSE, AND MEMBERSHIP

1.1 Organizational Details

The **Highpointers Foundation, Inc.** is a nonprofit corporation, with a principal place of business located in Evergreen, Colorado.

1.2 Purpose, Mission Statement, and IRS status

The purpose of the Highpointers Foundation is to provide a forum for education about the U.S. state highpoints; aid in the preservation and conservation of the highpoints and their environs; maintain positive relationships with owners of highpoints on private property; assist in the care and maintenance of highpoints; and support public and private efforts to maintain the integrity of and safe access to state highpoints.

The Highpointers Foundation, Inc. is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

1.3. Relationship between the Highpointers Foundation and the Highpointers Club

Members of the Highpointers Club established the Foundation in 2006. Currently, all Foundation directors are, or were previously members of the Club. The Foundation provides quarterly update reports to the Club via a Liaison Committee, and seeks input and guidance from the Club on projects and other matters. The Foundation provides occasional grants to the Club to support selected programs and promotional matters.

The Foundation and the Highpointers Club are two separate and distinct organizations. The Liaison Committee serves to facilitate communication, but there is no governance oversight by the Highpointers Club.

SECTION 2. BOARD OF DIRECTORS

2.1 Composition of the Board

The Board of Directors shall consist of a maximum of fifteen (15) full directors, whose function is to manage the business of the Highpointers Foundation. It may also include associate directors (with no limit placed on the number), who are non-voting members.

2.2 Powers of the Board of Directors (full members)

The Board of Directors is responsible for making rules and regulations that carry out the policies and procedures established by these bylaws. Such actions must be consistent with the purposes, policies, and directives of the Highpointers Foundation. Only the Board of Directors or those specifically authorized by it shall act in the name of the Highpointers Foundation.

The full Board of Directors will consider petitions for activities from interested individuals on a rolling basis.

2.3 Role of Associate Board Members

Individuals who are interested in the work of the Foundation but who do not wish to serve as full directors may serve as associate directors. These individuals will serve largely in an advisory capacity. Individuals new to the Foundation may come in at this level at the invitation of the Board, and existing directors may move down to this level, at their own choosing. Associate directors will be part of all email discussions, may serve on committees, and may attend Board meetings, but they do not have voting rights at Board meetings or via e-voting. They will not be counted for purposes of having a quorum to conduct business or for other purposes where a vote by the full Board is required. Associate directors are considered to be part of the Highpointers Foundation Board.

2.4 Eligibility Criteria for Full and Associate Board Members

The eligibility criteria for becoming a full or associate director are as follows:

- Demonstrate support of the goals of the Foundation and a willingness to participate actively in its activities;
- Have access to electronic mail (email); and
- Be able to participate in meetings via Zoom.

Full directors are expected to attend at least two (2) of any consecutive three (3) Foundation Annual Meetings in-person. These criteria are necessary for the effective and efficient conduct of Highpointers Foundation business.

Dues are not required for serving as a full or associate director, nor is current membership in the Highpointers Club, although this is encouraged.

2.5 Election of Full and Associate Directors

New full or associate directors are elected by existing members of the Board of Directors. Any full director may nominate one or more individuals for these roles, and such nominations may occur on a rolling basis. The formal election of a new director shall take place during the Annual Meeting, mid-year Special Meeting, or by email vote at any point throughout the year.

A listing of the full and associate Board members will appear on the Foundation's website and must be updated after the election of each new director.

2.6 Board of Directors Meetings

A. Annual Foundation Directors Meeting

The Annual Foundation Directors Meeting shall be held during the weekend of the annual Highpointers Club Convention, at a time and place determined by mutual agreement of the Foundation and Club leadership. Members of the Highpointers Club and larger highpointing community are invited to attend, and the time and place of the meeting will be announced in advance via electronic mail, the Club Magazine A to Z, and the Highpointers Foundation website.

The Highpointers Foundation will also invite the three (3) Club directors serving on the Liaison Committee (between the Foundation and Club) and the Club president to its annual meeting.

In unusual circumstances, the Board of Directors may convene in executive session for discussion of sensitive issues but shall only vote in open session. In this case, only full directors are designated attendees.

B. Mid-year Special Meeting of the Board of Directors

At the instigation of the president, at least one mid-year special meeting of the full Board of Directors will be held annually via Zoom, with at least 14 days' notice (or less if all directors waive notice). This meeting will take place approximately 6-8 months after the Annual meeting. The purpose of this meeting is to update all full and associate directors of the ongoing work of the Foundation and seek feedback on new endeavors. If issues arise that require a vote, the vote will be taken via email ballot within 14 days of the meeting.

Similar special meetings via Zoom can be called by any three (3) directors, should the need arise. Advance notice (14 days) will be required, and the procedures for voting will be the same as outlined above.

C. Transactions of Highpointers Foundation Business via Email (including voting)

As issues arise requiring input from Board members, the president may communicate with the Board via email, telephone, or in-person. He/she may encourage discussion of the issue via email before putting the issue to a vote.

If an issue requires a vote, a designated Board member will send a ballot via email requesting all Board members to vote on the question. The electronic process used will confirm each voting director's identity and record their vote for the Foundation's corporate records. The president then reports the result of the vote to the Board (full and associate members) via email.

D. Quorum

A quorum for the conduct of business shall be a simple majority of the full directors at the time of the meeting.

E. Conduct of Meetings

The president of the Highpointers Foundation will preside over all meetings of the Board of Directors. In his or her absence, the vice president shall preside. Should neither be available, the directors present shall elect a temporary chair from among themselves. Robert's Rules of Order will be followed, wherever practical.

F. Record of Meetings

The secretary shall keep a record of the annual meeting and all Zoom meetings of the Board. The minutes shall be distributed to all the directors within sixty (60) days after the meeting.

G. Meeting Agenda

The president will draft an agenda for each meeting. Any director may add a topic to the agenda by submitting it to the Board president by email or other means. The president will distribute an agenda to the directors at least ten (10) days prior to the meeting.

H. Voting by the Directors

Issues before the Board of Directors shall be decided by a simple majority of those full directors voting.

Voting may take place in-person during the annual Board meeting, assuming a quorum is present. Directors unable to attend may submit an absentee vote through the Foundation president (in writing via text message or electronic mail). Alternatively, directors may submit a proxy vote through an individual attending the meeting. Absentee ballots and proxies shall be counted for both vote and quorum purposes. When assigning a proxy vote, directors should record their vote on each individual matter when possible.

All other voting will take place via a formal electronic process. A ballot will be sent to each director to obtain his/her vote on a specific issue. The system used will confirm the identity of each voting director and record their vote for our corporate records. The president then reports the result of the vote to the Board (full and associate members) via email.

2.7 Term Limits of Office

No term limits will be imposed upon Highpointers Foundation directors.

2.8 Absences

The unexcused absence of a director from two consecutive regular Board of Directors meetings will constitute a resignation, if two-thirds of the remaining full directors so vote.

2.9 Removal of a Director

In the event that it is deemed necessary to remove a director from office, a two-thirds vote of the remaining full directors voting is required. (Depending on the number of remaining full Board members, the vote count would need to reach the next whole number. For example, if there are 13 directors, then of the remaining 12 eligible to vote, 8 would have to vote yes. If there were 12 directors, then 11 would be eligible to vote; $2/3$ of 11 is 7.37, so 8 would have to vote yes.)

SECTION 3. OFFICERS AND APPOINTEES

3.1 Election of Officers and Committee Appointees

The Board of Directors shall select from among themselves the following officers: president, vice president, secretary, and treasurer. The current president of the Board shall conduct the election or re-approve the officers in the spring of each year, prior to the summer Konvention and annual Board of Directors meeting, and publicize the results. In order to qualify as an officer nominee, the director in question must have served at least one (1) year on the Board as a full director. Nominations may be made by any director with the prior consent of the nominee. The nominee receiving the highest number of votes for each position shall be elected. Announcement of officers shall be printed in the second (2nd) quarter Highpointers Club Newsletter and published on the Highpointers Foundation website. The officers so chosen will serve as both directors and officers.

3.2 Duties of Officers

A. President

The president shall preside as Chairperson at Annual Foundation Director meetings; enforce the bylaws; call meetings as empowered or directed; appoint, with the consent of the Board of Directors, special committees as required; exercise general supervision over affairs and have such other powers as ordinarily accompany the office. With the consent of the treasurer, the president shall receive all mail directed to the Foundation, including donations. In addition, the president is the primary spokesperson for the Highpointers Foundation. In this capacity, the president's duties include, but are not limited to, representing the Foundation to the news media, writing congratulatory notices and letters to other organizations, and handling other correspondence as needed.

B. Vice President

The vice president will have the authority to act on behalf of the president as called upon; to write letters as a representative of the Foundation; to speak with the authority of the office at the annual konvention on other occasions; to serve as a signatory on the Foundation's bank account, if asked by the president; to preside over Foundation meetings in-person or via Zoom if the president is unavailable; and to act in other ways on behalf of the Foundation, as needed.

C. Secretary

The primary duty of the secretary is to take minutes at any formal Board of Directors meeting and to circulate them to directors and associate directors within one month of each meeting. In addition, the secretary will keep a copy of all minutes generated during their tenure in the position. The secretary will give notice of the meetings to be held via Zoom and establish the Zoom link for this purpose. At the request of the president, the secretary will take on other duties related to updating Foundation documents.

D. Treasurer

The Treasurer shall have custody of funds; keep proper accounting records; make disbursements as directed by the president or his/her delegate; submit a report of receipts, disbursements, and financial condition to the Board quarterly and at other times as directed by the Board of Directors; and maintain the Highpointers Foundation financial record book. The financial reports shall be made available to any active Highpointers Club member upon request, and to any interested individual who is not a member of the

Highpointers Club who demonstrates adequate reason, as determined by the Board. The president may spend up to \$1000 without prior approval by the Board, but must act as a fiduciary of the Foundation.

3.3 Committee Appointments

The Highpointers Foundation will operate with the following committees. New committees may be added, or existing committees removed, as needed, based a majority vote by the Board of Directors.

- Audit
- Compliance
- Finance
- Fundraising
- Gift acknowledgments
- Legacy Giving
- Liaison with the Highpointers Club
- Projects Coordination
- Social Media
- Website

The president shall appoint directors (or renew their positions) to specific committees, based on their interests, relevant skills, and consent to serve, as soon as practical after the election to the Board. Associate directors are also eligible to be Committee members, and if interested, will be appointed to one or more committees based on the same criteria. Some committees may have a single member (who automatically becomes the chairperson of the committee), whereas others may have multiple members (in which case the president will designate one member as chairperson).

3.4 Duties of the Committee Chairpersons and Members

A. Audit

The main responsibilities of the Audit Committee are to (1) analyze annual financial reports as created by the treasurer, (2) review the tax return, (3) analyze any and all legal matters, (4) examine the bylaws and ensure that the HPF is following the bylaws, and (5) discuss matters pertaining to compliance with all policy documents. This committee shall consist of the chairpersons of the Compliance and the Finance committees, the Foundation president, and one other member at-large.

If the Foundation is presented with a written statement disclosing material evidence of a potential conflict of interest in any matter relating to its operations, the Audit Committee shall review the issue in question and determine if a conflict of interest exists. If it does, it shall refer this matter to the Board of Directors for further action.

B. Compliance

The Compliance chairperson is responsible for reviewing each proposed new project to determine if it is consistent with the mission statement of the Foundation and compliant with all applicable U.S. and state

laws. He or she will also assist in preparing the tax forms annually and will be consulted for all matters where a legal review is required.

C. Finance

The treasurer of the Foundation will serve as chairperson for the Finance committee. This committee is responsible for the critical function of complying with all federal and state tax reporting issues, specifically the annual tax return via form 990, as well as all accounting, financial reporting, and payments. The treasurer shall coordinate with the president to ensure he or she has access to all relevant information. He or she will also be responsible for filing all reports required by law in a timely manner.

D. Fundraising

The Fundraising chairperson is responsible for soliciting grants on behalf of the Foundation, in a manner consistent with its charter. At a point where one or more members of the Board of Directors has an idea for a project that requires funding beyond what the Foundation receives in donations and a timeline with a minimum six-months' lead time, the Fundraising chairperson will work with relevant directors to develop key points for a grant proposal and subsequently prepare the proposal. The chairperson will then be responsible for identifying prospective foundations or corporate charities and submitting the proposal for consideration. If a grant proposal receives funding, the fundraising chairperson will work with the treasurer to submit the necessary financial reports and to prepare the required reports of the activities conducted with the funds.

Consistent with the policies or instructions of the Board of Directors, the Highpointers Foundation may conduct fundraising and other income-generating activities.

The Foundation may generate revenue through:

1. Donations received in response to "soft" requests via articles placed in the Highpointers Club magazine, messages on the Foundation website, and personal contact between Foundation members and other interested individuals. However, the Foundation may not initiate unsolicited donation requests through direct mail appeals, phone calls, or email requests to Highpointers Club members. The Foundation may send an annual letter to Club members who have donated in the past.
2. Support in the form of grants from other foundations or corporations, especially those that support outdoors activities. If one or more Foundation directors has an idea for a project that would require funding beyond what is available from donations, the chair of the fundraising committee will be responsible for developing the key points for a proposal, identifying prospective foundations or corporate charities, and submitting a proposal to one or more potential funders. If a grant proposal receives funding, the fundraising chairperson will work with the treasurer to submit the necessary financial reports and to prepare the required reports of the activities conducted with the funds.
3. Other types of fundraising are permitted, but must be consistent with the mission of the Foundation.

E. Gift Acknowledgments

The Gift Acknowledgments chairperson is responsible for receiving notice of each gift or donation and mailing a written acknowledgment of it to the donor. The written acknowledgment should contain the donor's name(s), the amount, and the date of the gift; it should also state that the Highpointers Foundation is a 501(C)(3) organization, and the gift is tax deductible to the extent allowed by the IRS Tax Code.

F. Legacy Giving

The Legacy Giving Committee is responsible for reaching out to members of the highpointing community who may choose to leave a portion of their estate to the Foundation. The chairperson shall maintain a list of these persons and may acknowledge them publicly with their permission. This committee shall include the Compliance chairperson and the president.

G. Liaison with the Highpointers Club

The role of Foundation's Liaison Committee is to establish a formal line of communication between the Highpointers Foundation and the Highpointers Club, to enhance cooperation between the two entities and provide a channel for discussing potentially sensitive issues. The Committee will solicit ideas for projects from the Highpointers Club Board of Directors and discuss major activity planned by the Foundation Board of Directors. The Liaison chairperson for the Foundation and for the Club is responsible for communicating relevant information to the president of their organizations, respectively. Three (3) members of the Foundation Board serve on this committee (as do three members of the Highpointers Club Board of Directors).

H. Projects Coordination

The Projects Coordination chairperson shall maintain a list of projects to be considered for action at any of the 50 state highpoints, as well as a record of those at which work is underway. This individual will inform the chairperson of the Highpointers Club Liaison Committee of all planned or active projects. The chairperson shall recruit other directors or associate directors for work on specific projects, consistent with their interests, skills, and geographical location. At the end of each fiscal year, the Projects Coordination chairperson will advise the chairperson of the Finance Committee of any inventory of tangible items owned by the Foundation.

I. Social Media

The Social Media committee is responsible for disseminating information about the Highpointers Foundation and its related activities, to include those of the Highpointers Club as well, via various social media available at any point in time. The Committee members may make use of Facebook, Instagram, LinkedIn, and any other social media deemed appropriate to reach Club members and the general public who might be interested in highpointing. It will be the responsibility of all directors to provide the Committee with newsworthy information in a timely manner. At least three (3) directors shall possess the valid ID and password for these sites.

J. Website

The Website committee is responsible for maintaining The Highpointers Foundation website, which includes adding new pages for new projects, removing outdated content, updating links to other like-minded sites, and ensuring that the site functions as intended, including direct donation capability. Ideally, this Committee will consist of several members to share the workload. At least three (3) directors shall possess the valid ID and password for the website.

Since special expertise is required to maintain a website, the webmaster is not required to be a director. In this case, the webmaster may be compensated for his or her time, subject to the approval of the Board of Directors.

SECTION 4. FINANCES

4.1 Sources of Revenue

The Foundation operates on funds obtained primarily from voluntary contributions of individuals interested in the mission of the Foundation. It may also receive funding from foundations or organizations interested in promoting recreational outdoor activity, wilderness exploration, or related topics.

4.2 Fundraising

Consistent with the policies or instructions of the Board of Directors, the Highpointers Foundation may conduct fundraising and other income-generating activities, with some restrictions. It may not solicit or collect dues from its own directors/associate directors or from members of the Highpointers Club (via direct mail appeals, phone calls, email, or other channels).

However, the HPF may accept voluntary contributions from all interested parties, which historically have constituted the major source of revenue to the Foundation.

The Foundation may send an annual letter to individuals who have donated to the Foundation in the past. Also, it may passively solicit funds through articles in the A to Z magazine, the "donate" button on the Foundation website, or posters at the annual konvention. Additionally, it accepts legacy donations from individuals who stipulate such gifts in their will.

The Foundation may also obtain funding from foundations or corporations interested in promoting outdoor/wilderness activity through direct solicitation or submission of a grant proposal, pending approval by the president.

4.3 Expenditures of Funds

The Foundation may authorize funds to be spent consistent with its mission of the education, preservation, and conservation of state highpoints, pending approval of the Board of Directors. It may also purchase supplies, equipment, refreshments for meetings, or other items that further the work of the Highpointers Foundation.

The goal of the Foundation is to use at least 90% of net receipts (after fundraising costs) to provide grants for specific projects. The Foundation will operate on the principle of cash-in, cash-out. That is, the amounts authorized for specific projects and other expenses may not exceed the available cash in the Foundation's bank account at any given time.

Foundation funds will not be used to support "outings," that is, hiking excursions or other trips taken for the enjoyment of directors, associate directors, or other individuals participating in the event. However, Foundation funds can be used in relation to fundraising activities or project work, such as travel (lodging, meals, fuel, airline tickets) to meetings where the primary purpose is Foundation business. These expenses must be pre-approved by both the president and treasurer to be eligible for reimbursement, and receipts must be submitted to document all reimbursable expenses. Travel to the annual konvention will not be reimbursed for officers, directors, or associate directors.

4.4 Bank Accounts

The Board of Directors shall authorize the treasurer to open checking, savings, and investment accounts in institutions insured by the FDIC, FSLIC, or SPIC and in the name "Highpointers Foundation, Inc."; and to withdraw funds from these accounts, as needed. The treasurer may authorize the opening of additional bank accounts if necessary to facilitate the efficient operations for specific committees.

The treasurer shall maintain an account with PayPal, Venmo, Zelle, or other e-transaction platforms in the name of the Foundation. In addition, it may establish accounts with e-transaction sites to facilitate donations and payments.

The treasurer shall maintain statements of all checking and savings accounts, as well as other relevant financial records. The treasurer, president, vice president, or a designate may sign checks, make withdrawal requests, and invest funds on behalf of the Foundation. Upon a change of officers, new signature cards shall be signed and presented promptly to the appropriate financial institutions before checks can be signed or withdrawals made by the new officers. No signatory shall sign a check made payable to himself or herself.

At least three (3) officers (president, vice president, treasurer, or a designate) shall possess the valid, current ID and password for the bank accounts, including PayPal and other electronic transaction software sites.

4.5 Deposit of Funds

Unless otherwise specified by the Board of Directors, all monies received shall be deposited in Highpointers Foundation accounts as directed by the treasurer. If a donor requests that their donation be directed to a specific location or activity, the treasurer will deposit the funds in a Highpointers Foundation account that remains earmarked for the designated purpose.

4.6 Delegation of Authority

Subject to these bylaws, the Board of Directors may delegate authority to committees and may authorize expenditures by committees, but the Board of Directors shall retain responsibility and control for all major decisions and transactions of the Foundation. Any committee so authorized must provide a proper accounting to the treasurer and Board of Directors.

4.7 Prohibitions

Neither the Highpointers Foundation nor any Committee thereof may borrow money from the Foundation, except upon unanimous approval of the Highpointers Foundation Board of Directors.

4.8 Fiscal Year

The fiscal year shall be from January 1 through December 31 of a given year.

SECTION 5. ADDITIONAL PROVISIONS

5.1 Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the Foundation's articles of incorporation and bylaws as amended to date.

5.2 Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

5.3 Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

5.4 Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Colorado.

5.5 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

5.6 Interpretation of Bylaws

The Board of Directors shall decide all questions as to the construction or interpretation of these bylaws. If there are objections to any aspect of the bylaws by a third party, such issues will be discussed at the next official meeting of the Board. The decision of the full Board of Directors on any such matters will be final.

Any procedure not covered by the bylaws and brought to the attention of the Foundation will be addressed and resolved at the next official meeting of the Foundation Board of Directors.

5.7 Amendments

Any Foundation director may submit a proposed bylaw amendment to the president for consideration by the Board of Directors at its next official meeting. A two-thirds majority vote of the Foundation Board of full directors is required to approve an amendment.

SECTION 6. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

6.1 Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

6.2 Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

6.3 Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to the Highpointers Club. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

6.4 Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.