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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

Department of the Treasury
Internal Revenue Service

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

<p>B Check if applicable:</p> <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<p>Please use IRS label or print or type See Specific Instructions</p>	<p>C Name of organization Park County Crisis Center, Inc. (DBA Mountain Peace Shelter)</p> <p>Number and street (or P.O. box, if mail is not delivered to street address) Room/suite P. O. Box 836</p> <p>City or town, state or country, and ZIP + 4 Bailey Colorado 80421</p>	<p>D Employer identification number 74 2472469</p> <p>E Telephone number 303-838-7176</p> <p>F Group Exemption Number ▶</p>
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method Cash Accrual
Other (specify) ▶

I Website: ▶ www.information.mountainpeace.org

J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **316347**

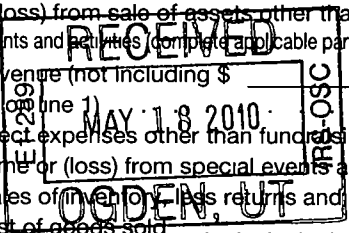
Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

	Description	Code	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	80546
	2 Program service revenue including government fees and contracts	2	208484
	3 Membership dues and assessments	3	
	4 Investment income	4	
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶ <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	11551
	b Less: direct expenses other than fundraising expenses	6b	2085
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	9466	
7	a Gross sales of inventory (including returns and allowances)	7a	
	b Less: cost of goods sold	7b	
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8 Other revenue (describe ▶ <u>Rent \$15,000.00, In Kind \$526.00, All Other \$242</u>)	8	15768	
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	314264	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	185429
	13 Professional fees and other payments to independent contractors	13	6308
	14 Occupancy, rent, utilities, and maintenance	14	21541
	15 Printing, publications, postage, and shipping	15	1141
	16 Other expenses (describe ▶ <u>Client, Interest, Insurance, Auto, Supplies, Dues, Deprec</u>)	16	87102
	17 Total expenses. Add lines 10 through 16	17	301521
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	12743
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	292934
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	305677

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ. (See the instructions for Part II.)

	Description	(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	14089	15056
23	Land and buildings	450063	458225
24	Other assets (describe ▶ <u>Gov. Grants Rec., Prepaid Expenses, Pledges Rec.</u>)	19637	26678
25	Total assets	483789	499959
26	Total liabilities (describe ▶ _____)	190855	194282
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	292934	305677

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	<input checked="" type="checkbox"/>
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	<input checked="" type="checkbox"/>
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	35b	<input checked="" type="checkbox"/>
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	<input checked="" type="checkbox"/>
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a <u>0</u>		
b	Did the organization file Form 1120-POL for this year?	37b	<input checked="" type="checkbox"/>
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	<input checked="" type="checkbox"/>
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b _____		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a _____		
b	Gross receipts, included on line 9, for public use of club facilities 39b _____		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	<input checked="" type="checkbox"/>
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____ 0		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ _____ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	<input checked="" type="checkbox"/>
41	List the states with which a copy of this return is filed. ▶ N/a		
42a	The organization's books are in care of ▶ <u>Park County Crisis Center, Inc.</u> Telephone no. ▶ <u>303-838-7176</u> Located at ▶ <u>4 River Road, Bailey CO</u> ZIP + 4 ▶ <u>80421-0836</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: ▶ _____		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 <u>0</u>		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	<input checked="" type="checkbox"/>
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	<input type="checkbox"/>	<input checked="" type="checkbox"/>
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	<input type="checkbox"/>	<input checked="" type="checkbox"/>
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	<input type="checkbox"/>	<input checked="" type="checkbox"/>
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If "Yes," was the related organization a section 527 organization?	49b	<input type="checkbox"/>	<input checked="" type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 . . . ▶ _____

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

▶ Denise Patrick Signature of officer Date May 14, 2010

▶ **Denise Patrick Board President** Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ _____ Date _____ Check if self-employed Preparer's identifying number (See instructions) _____

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ _____ EIN ▶ _____ Phone no ▶ _____

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization Park County Crisis Center, Inc. (DBA mountain Peace Shelter)	Employer identification number 74 2472469
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		✓
11g(ii)		✓
11g(iii)		✓

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
N/A									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	86088	207510	178427	202537	272724	947286
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	86088	207510	178427	202537	272724	947286
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						947286

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	86088	207510	178427	202537	272724	947286
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	459	255	75	3733	15116	19638
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		1713	2926	19219	652	24510
11 Total support. Add lines 7 through 10						991434

12 Gross receipts from related activities, etc. (see instructions) **12**

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	96 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	94 %

- 16a 33 1/3 % support test—2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- b 33 1/3 % support test—2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 17a 10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b 10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

2006 Insurance Claim \$1,713

2007 Miscellaneous Income \$1,308, In-Kind \$1,618 Total \$2,926

2008 Miscellaneous Income \$5,139, In-Kind \$14,080 Total \$19,219

2009 Miscellaneous Income \$126 , In-Kind \$526 Total \$652.

FEIN# 2472469

BYLAWS

OF

PARK COUNTY CRISIS CENTER, INC.

DBA MOUNTAIN PEACE SHELTER

ARTICLE I

Directors

Section 1. Numbers and Qualifications. The entire Board of Directors shall consist of not less than five or more than fifteen persons all of whom shall be eighteen years of age or older. Unless the number of directors falls below five, there shall not be a vacancy which the remaining directors are obligated to fill.

Section 2. Manner of Election. The directors shall be elected by a majority of the directors present and voting at a duly called and noticed meeting with a quorum present, unless the number of directors falls below five, in which case new directors shall be elected by a majority of all the remaining directors.

Section 3. Term of Office. The term of each director of the corporation will be three years. Each director may serve two consecutive terms, if re-elected. After serving two consecutive terms, each director must take a one year leave of absence, after which the director will be eligible to serve two more consecutive terms, if elected and re-elected.

Section 4. Duties and Powers. The Board of Directors shall have control and management of the affairs and business of the corporation. The directors shall in all cases act as a board, regularly convened, and in the transaction of business the act of a majority present at a meeting except as otherwise provided by law or the Articles of Incorporation shall be the act of the board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with law or these bylaws. The board of directors may from time to time adopt or amend policies and procedures governing the activities of the corporation as long as such policies and procedures are not inconsistent with the articles of incorporation or these bylaws.

Section 5. Meetings. Regular meetings of the Board of Directors shall be held at such times as the board may from time to time determine by resolution. Special meetings of the Board of Directors may be called by the president at any time; and the president must, upon written request of any two directors, call a special meeting to be held not more than seven days after the receipt of such special request. Unless one or more of the directors objects, a meeting of the Board of Directors may take place by means of a conference telephone call or other form of electronic communication in which each of the directors is able to communicate to and from each of the other directors. Such communication may, for example, include instant messaging or serial emails through a list server or among a group.

Section 6. Notice of Meetings. No notice need be given of any regular meeting of the board other than these bylaws and the resolution establishing the time and place of regular meetings. Notice of special meetings shall be served upon each director in person or by mail addressed to him at his last known post office address, or by telegram or by telephone, or by email if the director has provided one or more email addresses, at least two days prior to the date of such meeting, specifying the time and place of the meeting within Park County and the business to be transacted thereat. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened as provided by statute.

Section 7. Place of Meeting. The Board of Directors may hold its meetings either within or without the State of Colorado, at such place as may be designated in the notice of any such meeting, except that special meetings shall be held within Park County.

Section 8. Quorum. At any meeting of the Board of Directors, the presence of a majority of the board shall be necessary to constitute a quorum for the transaction of business. Should a quorum not be present, however, a lesser number may adjourn the meeting to some future time, not more than seven days later, without further notice.

Section 9. Voting. At all meetings of the Board of Directors, each director shall have one vote. All actions taken by the Board of Directors shall be approved by a vote of the majority of the directors present at a meeting at which a quorum is present.

Section 10. Vacancies. Unless the number of directors falls below five, there shall not be a vacancy which the remaining directors are obligated to fill. Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled promptly by a majority vote of the remaining directors at a regular meeting held within thirty days after the occurrence of the vacancy or at a special meeting which shall be called for that purpose within thirty days after the occurrence of the vacancy. In the event that the entire board of directors becomes vacant, the board of county commissioners of Park County, Colorado, after soliciting advice from the VALE board for the Eleventh Judicial District of Colorado, may appoint a new board of directors either for the purpose of managing the continuing affairs of the corporation or for the purpose of dissolving the corporation.

Section 11. Removal of Directors. Any director may be removed either with or without cause, at any time, by a vote of three-fourths of all of the remaining directors, at any special meeting called for that purpose.

Section 12. Resignation. Any Director may resign his office at any time such resignation to be made in writing and to take effect at such time as is specified without acceptance.

Section 13. Indemnification of Directors and Officers. The Board of Directors may authorize the corporation to pay reasonable expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer or employee or the corporation in an action brought by a third party against such person, whether or not the corporation is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been committed by such a

person while a director, officer or employee, or by the corporation, or by both; provided, however, the Board of Directors determines that such director, officer, or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the corporation or its shareholders. Payments authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of this section shall apply to the estate, personal representative, heirs, legatees or devisees of a director, officer or employee. Except as may be otherwise provided in the articles of incorporation, the corporation shall indemnify a director, former director, officer or former officer of the corporation who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party by virtue of his position as director or officer, or action taken by him in such position, against reasonable expenses incurred by him in connection with the proceeding. Nothing in this section shall limit the extent of indemnification or reimbursement available pursuant to the terms of any policy of insurance purchased and maintained by the corporation on behalf of one or more of its officers and directors.

Section 14. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof or shall forward such dissent by certified mail to the secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Informal Action. Any action required to be taken at a meeting of the Board of Directors may be undertaken and consummated by the directors without a meeting if all the directors of the corporation sign consent in writing setting forth specifically the action so taken and agreeing that the same shall become effective without a formal meeting of the board. Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document. All signed written consents necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the board of directors.

Section 16. Conflicting Interest Transactions. No loans shall be made by the Corporation to its directors or officers. The corporation shall not enter into any contract, transaction, or other financial relationship with a director, a party related to a director, or an entity in which a director is a director or officer or has a financial interest, unless the corporation, the director and the transaction all comply with the requirements of § 7-128-501, C.R.S.

ARTICLE II

Officers

Section 1. Officers and Qualifications. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as the Board of Directors may from time to time determine. An officer may hold more than one office at the same time, providing it is not in conflict with state law. The president, vice president, secretary and treasurer shall be elected from among the directors; other officers need not be directors. Each officer shall be eighteen years of age or older.

Section 2. Election. All officers of the corporation shall be elected by the Board of Directors.

Section 3. Term of Office. Each officer shall hold office at the pleasure of the Board of Directors until his successor has been duly elected and has qualified, or until his death, or until he resigns or is removed as hereinafter provided.

Section 4. Removal of Officers. Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

Section 5. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors.

President

The president shall be the primary executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. Within this authority and in the course of his or her duties:

- A. The president shall preside at all meetings of the Board of Directors.
- B. The president shall present no less frequently than annually to the directors a report of the condition of the business of the corporation. The president may delegate to one or more employees of the corporation the task of preparing such report.
- C. The president shall cause to be called regular and special meetings of the directors in accordance with the requirements of the states and of these Bylaws.
- D. The president shall appoint, discharge, prescribe the duties, and fix the compensation of all employees and agents of the corporation other than the duly elected officers, subject to the approval of the Board of Directors.
- E. The president shall sign and execute in the name of the corporation deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other payments and instruments in writing, as the ordinary conduct of the corporation's business may require or as may be otherwise authorized by the Board of Directors.
- F. The president shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
- G. The president shall enforce these Bylaws, and all orders and resolutions of the Board of Directors, and perform all the duties incident to this office or which are required by law, and generally shall supervise and control the business and affairs of the corporation.

Vice President

During the absence or incapacity of the president, the vice presidents in order of seniority of election shall perform the duties of the president, and when so acting, they shall have all the powers and be subject to all the restrictions on and responsibilities of the office of president. During the absence or incapacity of the treasurer, the vice president shall sign on the treasurer's behalf. The vice president(s) shall also perform such other duties and functions as the board may prescribe or the president may assign.

Secretary

A. The secretary shall keep the minutes of the meetings of the Board of Directors in appropriate books.

B. The secretary shall attend to the giving of notice of special meetings of the Board of Directors.

C. The secretary shall be custodian of the records and seal of the corporation and shall affix the seal to corporate papers when required.

D. The secretary shall keep at the principal office of the corporation or at such other place as may be convenient a book or record containing the minutes of the meetings of the Board of Directors of the corporation. The secretary shall keep the minutes of the proceedings of the Board of Directors open daily during the usual business hours, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, the secretary shall prepare and make available a current list of the officers and directors of the corporation and their addresses.

E. The secretary shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the secretary. The secretary may delegate this duty to one or more employees of the corporation.

F. The secretary shall perform all the duties incident to the office of secretary of the corporation.

Treasurer

A. The treasurer shall have the care and custody of and be responsible for all the funds and securities of the corporation, and shall deposit such funds and securities in the name of the corporation in such banks or safe deposit companies as the Board of Directors may designate.

B. The treasurer shall make, sign and endorse in the name of the corporation all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the president or the Board of Directors.

C. The treasurer shall keep at the principal office of the corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the corporation during business hours.

D. The treasurer shall render a report of the condition of the finances of the corporation at each regular meeting of the Board of Directors.

E. The treasurer shall further perform all duties incident to the office of treasurer of the corporation.

F. If required by the Board of Directors, the treasurer shall give such bond as the board shall deem appropriate for the faithful performance of his or her duties.

Other Officers

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 6. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at a regular meeting or at a meeting specially called for that purpose.

ARTICLE III

Executive Director, Chief Executive Officer and Staff

Section 1. Appointment. The board of directors may appoint an executive director who will be given the title of Executive Director during his or her first year with the corporation. After the executive director's first year of service, the board of directors may change the executive director's title to chief executive officer. Such executive director or chief executive officer will hold office at the will of the board. The executive director or chief executive officer shall serve as an ex-officio member of all committees. The executive director or chief executive officer, with approval of the board, may appoint other staff as deemed advisable.

Section 2. Duties. It shall be the duty of the executive director or chief executive officer acting in concert with the president to carry out the policies and programs of the corporation and to appoint other members of the staff in positions, to assign their duties, to direct and supervise their work, and to perform such other duties as may be directed by the board. The executive director or chief executive officer has authority to prepare or cause to be prepared applications for government or private foundation grants and to sign such applications and associated documents on behalf of the corporation. The executive director or chief executive officer has authority with the approval of the board, to enter into contracts on behalf of the corporation. In addition, during any periods when the president and vice president are both absent or incapacitated, the executive director or chief executive officer shall perform the duties of the president, and when so acting, they shall have all the powers and be subject to all the restrictions on and responsibilities of the office of president.

Section 3. Salary. The executive director will receive compensation to be fixed by the board of directors on an annual basis. Such compensation may include benefits as well as a salary.

ARTICLE IV

Committees

The Board of Directors may create standing and special committees with such power and duties as the Board of Directors may determine.

ARTICLE V

Honorary Board

The Board of Directors may create an Honorary Board to act in an honorary and advisory capacity with such power and duties as the Board of Directors may determine.

ARTICLE VI

Seal

The seal of the corporation shall be in the form of a circle and shall bear the name of the corporation and the words "Colorado".

ARTICLE VII

Open Meetings: Public Records

The corporation may or may not be a public agency subject to the requirements of the Colorado Open Meetings Law and Public Records Act. In voluntary compliance with the spirit of those laws, however, all meetings of the Board of Directors shall be open to the public pursuant the statutory requirements governing open meetings, and all minutes of meetings and other records of the corporation shall be available to the public pursuant to the statutory procedures governing public records. Notwithstanding the foregoing, the president shall have authority to call an executive session at any point during a meeting, and during the executive session, the meeting will be closed to the public. The president will invoke this provision for executive session only in those instances where the security interests of the corporation outweigh the public's right of access to the information being considered.

ARTICLE VIII

Contracts, Loans, Checks 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; and, unless so authorized or otherwise authorized by these Bylaws, no director, officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts or Orders. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments or evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation 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 from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

Section 5. Express Authorization Required. No officer or agent of the corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of the corporation, or contract or cause to be contracted any debt or liability in the name and on behalf of the corporation except as herein expressly prescribed and provided.

ARTICLE IX

Offices

The principal office of the corporation shall be located at P.O. Box 836, 4 River Road, Bailey, Colorado 80421. The registered office of the corporation shall be located at 4 River Road, P.O. Box 836, Bailey, Colorado 80421. The Board of Directors may change the location of the principal office or the registered office of the corporation and may from time to time designate other offices within or without the state of Colorado as the business of the corporation may require.

ARTICLE X

Amendments

These Bylaws may be altered, amended, repealed, or new Bylaw adopted by a majority of the entire Board of Directors at a regular or special meeting of the board.

ARTICLE XI

Waiver of Notice

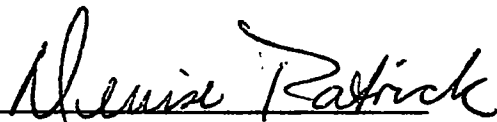
Whenever under the provisions of these Bylaws or of the Articles of Incorporation or of any statute any director is entitled to notice of any regular or special meeting or of any action that may be taken by the corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every director entitled to such notice in writing waives the requirements in respect thereto, whether before or after the meeting is held or the action is taken.

ARTICLE XII

Fiscal Year

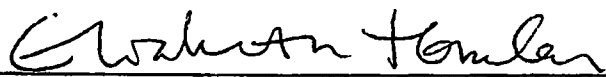
The fiscal year of the corporation shall end at the close of business on December 31 of each year.

I do hereby certify that the foregoing Bylaws were adopted at a regular meeting of the Board of Directors of the corporation at Bailey, Colorado, on May 21, 2009.



President

ATTEST:



Secretary