

BYLAWS OF PAGOSA SPRINGS FRIENDS OF THE WILD

A Colorado Nonprofit Corporation

Adopted: November 2025

Jurisdiction: State of Colorado

ARTICLE I — NAME; OFFICES; REGISTERED AGENT

Section 1. Name. The name of this nonprofit corporation is Pagosa Springs Friends of the Wild (the “Corporation”).

Section 2. Principal Office. The Corporation’s principal office shall be in Pagosa Springs, Colorado, or such other place as the Board of Trustees determines.

Section 3. Registered Agent and Office. The Corporation shall continuously maintain a registered office and registered agent in Colorado as required by law.

ARTICLE II — PURPOSE; RESTRICTIONS

Section 1. Charitable Purpose. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (the “Code”). The Corporation’s mission is to Keep Pagosa Wild by protecting wildlife corridors, dark skies, and open spaces; fostering community stewardship and environmental

education; and advancing science–informed conservation in and around Pagosa Springs, Colorado.

Section 2. Core Programs and Operating Arms. To accomplish its purposes, the Corporation establishes the following program structure: 1. Wildlife Corridor Protection — habitat connectivity, corridor buffers, mitigation, and monitoring. 2. Community Stewardship (Keep Pagosa Wild) — education, outreach, volunteer activation, guided walks, and school partnerships. 3. Dark Sky & Open Space Preservation — responsible lighting, scenic protection, and open–space conservation. 4. Pagosa Tree Farmers — a flagship fundraising and engagement campaign supporting the Land Acquisition Fund. 5. Forever Forest Fund (Conservation Endowment) — a board–restricted endowment designed for long–term support of operations, stewardship, and education; principal is preserved and invested, subject to the Corporation’s investment policy. 6. Land Acquisition Fund — a board–restricted, donor–restricted fund for acquisition of conservation property interests, including fee title or conservation easements, and for the Nature Education Park and wildlife corridor buffers.

Section 3. Restrictions. No part of the net earnings shall inure to the benefit of, or be distributable to, any private person, except the Corporation may pay reasonable compensation for services and make payments in furtherance of its purposes. The Corporation shall not participate in political campaigns and shall not carry on activities not permitted for organizations exempt under §501(c)(3) of the Code and §170(c)(2).

Section 4. Nondiscrimination. The Corporation shall not discriminate on the basis of race, color, national origin, religion, sex, gender identity or expression, sexual orientation, age, disability, veteran status, or any other status protected by law.

ARTICLE III — GOVERNANCE; NO STATUTORY MEMBERS

Section 1. Non-Member Corporation. The Corporation shall have no voting members as defined under the Colorado Revised Nonprofit Corporation Act (the “Act”). All corporate powers are exercised by or under the authority of, and the activities and affairs of the Corporation are managed by, the Board of Trustees (the “Board”).

Section 2. Governance Philosophy. The Board adopts and periodically updates Working Together Agreements that guide respectful collaboration, facilitation, mentorship, coaching, and teaching across all programs. Meetings generally follow Robert’s Rules of Order (Newest Edition) as adapted by the Board.

ARTICLE IV — BOARD OF TRUSTEES

Section 1. Powers and Duties. The Board is the governing authority of the Corporation and shall: (a) safeguard charitable assets; (b) set policy and strategic direction; (c) ensure legal and ethical compliance; (d) approve budgets; (e) appoint, supervise, and evaluate officers; and (f) adopt and oversee program and financial policies including investment and gift acceptance.

Section 2. Number and Qualification. The Board shall consist of not fewer than three (3) nor more than nine (9) Trustees. Trustees shall support the mission and act in good faith, with care and loyalty, and in the Corporation’s best interests.

Section 3. Election and Term. Trustees are elected by the Board for staggered three-year terms and may serve successive terms. Initial terms may be set at one, two, or three years to establish staggering.

Section 4. Resignation; Removal; Vacancies. A Trustee may resign at any time by written notice. The Board may remove any Trustee with or without cause by two-thirds vote of the remaining Trustees. Vacancies are filled by the Board for the unexpired term.

Section 5. Meetings. The Board shall meet at least quarterly. Special meetings may be called by the President/Chair or any two Trustees. Notice stating date, time, and manner shall be delivered at least five (5) days in advance, or twenty-four (24) hours for urgent matters.

Section 6. Quorum; Voting; Participation. A majority of Trustees then in office constitutes a quorum. Unless otherwise provided, actions require a majority vote of Trustees present. Trustees may participate and vote by teleconference or video conference.

Section 7. Action Without Meeting. Any action the Board is required or permitted to take may be taken without a meeting if all Trustees consent in writing or electronically.

Section 8. Compensation. Trustees serve without compensation but may be reimbursed for reasonable expenses pursuant to policy.

ARTICLE V — OFFICERS

Section 1. Officers. The officers shall be a President (or Chair), Secretary, and Treasurer, and such other officers as the Board may establish.

Section 2. Election and Term. Officers are elected annually by the Board and serve one-year terms until successors are elected and qualified. Officers may serve successive terms.

Section 3. Duties.

President/Chair — presides at meetings; ensures execution of Board decisions; represents the Corporation in external relations; facilitates partnerships.

Secretary — maintains corporate records and minutes; provides required notices; oversees records retention and public-disclosure protocols.

Treasurer — serves as chief financial officer; chairs the Finance function; presents financial statements; ensures internal controls; oversees the Forever Forest Fund and Land Acquisition Fund accounting and restrictions.

Section 4. Removal and Vacancies. Any officer may be removed by the Board with or without cause. Vacancies are filled by the Board for the unexpired term.

ARTICLE VI — COMMITTEES AND PROGRAM BODIES

Section 1. Board Committees. The Board may establish standing or special committees, each consisting of at least two Trustees, with authority delegated by the Board, including: Finance & Investment, Development (Fundraising), Programs & Stewardship, and Governance & Nominations.

Section 2. Program Committees (Operating). The Board may charter non-Board program committees composed of Trustees and non-Trustee volunteers to advise and carry out activities under Board supervision, including: Land Warriors, Keep Pagosa Wild, and Tree Farmers. Program committees do not exercise Board authority.

Section 3. Advisory Circle. The Board may appoint non-voting advisors, including an Elder Advisory Circle, to provide community grounding and expertise.

ARTICLE VII — ETHICS; CONFLICTS OF INTEREST; WHISTLEBLOWER

Section 1. Conflicts of Interest. Trustees, officers, and key volunteers shall annually disclose actual or potential conflicts and comply with the Conflict of Interest Policy adopted by the Board. A conflicted individual shall abstain from discussion and voting on the matter.

Section 2. Whistleblower Protection. The Corporation prohibits retaliation against any person who in good faith reports suspected wrongdoing, policy violations, or misuse of charitable assets.

Section 3. Gift Acceptance and Donor Intent. The Corporation shall follow a Gift Acceptance Policy safeguarding donor intent and mission alignment. Donor-restricted gifts shall be used solely for their restricted purposes or returned if impracticable, subject to applicable law.

ARTICLE VIII — FINANCE; FUNDS; INVESTMENTS

Section 1. Fiscal Year. The fiscal year shall be July 1 to June 30 unless changed by the Board.

Section 2. Internal Controls. The Board shall adopt financial controls including budgeting, dual authorization thresholds, separation of duties, and timely reporting.

Section 3. Accounts and Records. All funds shall be deposited to accounts in the Corporation's name. Accurate books and records shall be kept in accordance with GAAP or modified cash basis as approved.

Section 4. Restricted Funds. The Land Acquisition Fund and the Forever Forest Fund are Board-designated restricted funds. Disbursements require approvals per policy. Endowment principal of the Forever Forest Fund shall be preserved; spending shall follow a Board-approved payout rule consistent with UPMIFA.

Section 5. Investments. The Board shall adopt an Investment Policy establishing objectives, risk parameters, and oversight for invested assets.

Section 6. Audit/Review. The Board shall arrange an independent financial review or audit when required by law, by funder, or as deemed prudent.

Section 7. Contracts and Grants. The Board may authorize officers or agents to enter into contracts, grants, MOUs, or conservation transactions on behalf of the Corporation in accordance with policy.

ARTICLE IX — RECORDS; TRANSPARENCY; DOCUMENT RETENTION

Section 1. Corporate Records. The Corporation shall keep correct and complete books and records of account; minutes of Board and committee meetings; and the articles, bylaws, and policies.

Section 2. Public Disclosure. The Corporation shall make its Form 990 (if applicable), application for exemption, and these bylaws available as required by law.

Section 3. Document Retention. The Board shall adopt a Records Retention and Destruction Policy specifying retention periods and secure destruction protocols.

ARTICLE X — INSURANCE; INDEMNIFICATION

Section 1. Insurance. The Corporation shall procure insurance as the Board deems appropriate, which may include general liability, D&O, volunteer accident, and property coverage.

Section 2. Indemnification. To the fullest extent permitted by the Act, the Corporation shall indemnify and advance expenses to Trustees, officers, and authorized volunteers acting in good faith on behalf of the Corporation.

ARTICLE XI — MEETINGS OF THE CORPORATION; FOUNDING ACTIONS

Section 1. Founding Meeting. At the organizational meeting, the Board shall: (a) approve these bylaws; (b) elect officers; (c) adopt initial policies (Conflict of Interest, Gift Acceptance,

Records, Whistleblower, Investment); (d) approve creation of the Land Acquisition Fund and Forever Forest Fund; (e) authorize filings for Colorado incorporation, EIN, banking, and IRS Form 1023/1023-EZ; and (f) approve the public launch of Pagosa Tree Farmers and Keep Pagosa Wild branding consistent with trademark and style guidelines.

Section 2. Notices; Waiver. Notice of meetings shall be given as provided in Article IV; attendance constitutes waiver unless the Trustee attends solely to object to improper notice.

ARTICLE XII — INTELLECTUAL PROPERTY; BRAND STANDARDS

Section 1. Ownership. All trademarks, logos, designs, photographs, and educational materials created or acquired by the Corporation, including Keep Pagosa Wild, Pagosa Tree Farmers, and related marks, are the Corporation's property.

Section 2. Use. Use of Corporation marks by partners or volunteers requires written permission and adherence to brand standards adopted by the Board.

ARTICLE XIII — GIFTS OF LAND; CONSERVATION TRANSACTIONS

Section 1. Due Diligence. Prior to acquiring any real property interest or conservation easement, the Corporation shall conduct appropriate due diligence, including title review, appraisal/valuation, environmental inquiry, and stewardship cost analysis.

Section 2. Stewardship Obligations. The Board shall ensure long-term stewardship funding and monitoring capacity for any conservation property interests held or facilitated by the Corporation.

ARTICLE XIV — AMENDMENTS

These bylaws may be amended or repealed, and new bylaws adopted, by a two-thirds (2/3) vote of the Trustees then in office, provided at least seven (7) days' advance written notice of the proposed changes is given.

ARTICLE XV — DISSOLUTION

Upon dissolution, the Corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, with preference to Colorado conservation organizations aligned with this mission. No assets shall inure to any private individual.

CERTIFICATION

These Bylaws of Pagosa Springs Friends of the Wild were adopted by the Board of Trustees on the date first written above.

Secretary (Printed Name)

Secretary (Signature)

Date: _____

APPENDIX — PROGRAM DEFINITIONS (NON-GOVERNING SUMMARY)

- Wildlife Corridor Protection: Data-informed corridor mapping, mitigation partnerships, safety education, and monitoring days.

- Community Stewardship — Pagosa Tree Huggers: Inclusive volunteer program; workshops; neighbor-friendly conservation practices.

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- Dark Sky & Open Space Preservation: Voluntary lighting guidelines; public education; scenic viewscape protection.
- Pagosa Tree Farmers (Flagship Campaign): Public-facing fundraising and community identity; merchandise and events supporting restricted funds.
- Forever Forest Fund (Endowment): Board-restricted endowment with payout per policy; principal preserved.
- Land Acquisition Fund: Restricted fund for fee/easement acquisitions and the Nature Education Park; used only per donor/Board restriction.