

BYLAWS
OF
U. S. TERRAIN PARK COUNCIL, INC.
(a Non-Profit Corporation)

BE IT RESOLVED, that the Bylaws of the U. S. Terrain Park Council, Inc. (the "Corporation" or the "USTPC") now in force are hereby repealed and the following Bylaws are adopted in substitution therefore:

ARTICLE I
Name and Location of Corporation

The name of the Corporation is the U. S. Terrain Park Council, Inc. (the "USTPC"). The corporation shall do business as the U. S. Terrain Park Council. Its principal office is located at 1701 Mariposa Avenue, Boulder, Colorado 80302.

ARTICLE II
Purpose

Section 1.1 Organization. The purpose of the USTPC shall be (1) to provide a litigation-neutral process for winter terrain park constituents to develop criteria for best practices in managing, designing, constructing, and maintaining winter terrain parks, (2) to provide a venue for sharing information and research related to winter terrain park safety and design, (3) to educate the members of the organization about best practices in winter terrain park design, (4) to coordinate education and research activities with other organizations interested in winter terrain parks, and 5) to provide the written criteria required for the third-party "Smart Parks" certification. These purposes are exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The USTPC is organized for nonprofit scientific, educational, supporting, supplemental, and auxiliary purposes to solicit, receive, hold, manage, and administer charitable contributions of cash, real and personal property, and other assets donated for the benefit of the Council, and to make disbursements of or from such contributions in furtherance of the Council's programs promoting the safety of terrain parks and public education in design and operation of safe terrain parks.

Section 1.2 Operation. The USTPC shall at all times act in such manner as to qualify for classification as a nonprofit corporation, pursuant to all applicable Colorado statutes and Federal laws, to which donations are deductible within the meaning of the Internal Revenue Code and Regulations governing charitable contributions.

ARTICLE III
Members

Section 3.1 Classes of Membership.

There are two classes of membership in this organization: individual membership and affiliated membership. Membership dues shall be established by the Board of Directors.

(a) Individual Membership. Individual membership shall be open to anyone. There shall be three categories of individual membership. In the event of category disputes, the Membership committee will determine a member's category. The three individual membership categories are:

1. Industrial. This category is intended for any member substantially employed or retained in a consulting or contractual capacity by the winter resort industry.

2. Technical. This category excludes those in category 1 and is intended for those who have technical credentials or substantial work experience in the technical aspects of winter terrain park analysis, design, and/or safety. This category includes, but is not limited to, those engaged in engineering design or other technical analysis of winter terrain park features, and those engaged in epidemiological or bio-mechanical analysis of winter terrain park injuries.

3. Others. This category includes all other members not in categories 1 or 2 such as winter terrain park patrons and other interested parties.

(b) Affiliated Membership. Affiliated membership is open to organizations. Affiliated members do not have voting rights, but may provide data and commentary on issues before the USTPC and its committees.

Section 3.2 Meetings.

(a) Meetings. The annual membership meeting of this organization shall be held in the month of June every year. The Board of Directors (Board) shall fix the location, day and time for the meeting at least three months before the meeting date. The Secretary shall provide electronic or mail notice to the members in good standing at least two months before the meeting date. The President shall preside over the meeting. Prior to the inaugural meeting of the membership, the founding members of USTPC shall perform all Board and Officer functions.

(b) Quorum. The presence of not less than 50% of the members in each membership category shall constitute a quorum of the members and shall be necessary to conduct the business of the membership; but a lesser percentage may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

(c) Special meetings. Special meetings of the membership of USTPC may be called by the President when he/she deems it for the best interest of the organization.

Notices of such meeting shall be emailed or mailed to all members at their addresses as they appear in the membership roll book at least ten (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of four or more members of the Board of Directors or 20% percent of the members of the organization, the President shall cause a special meeting of the membership to be called, but such request must be made in writing to the President at least thirty (30) days before the requested scheduled date.

(e) Notice requirement. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 3.2 Voting.

(a) Weighted voting. The votes of the general membership shall be recorded by membership category as described in Article 3.1(a) and given the following net weights by category: 40% Industrial, 40% Technical, and 20% Other. At the discretion of the President, procedural matters may be decided by voice. Written ballots shall indicate membership category of the voter to permit weighting as described above, and otherwise there shall not appear anything on such ballot that could identify the person who cast such ballot. At all votes by electronic or written ballot the Chairman shall, prior to the commencement of balloting, appoint a member who shall act as "Inspector of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

(b) Mail or Electronic voting. At any time the Board may propose motions for a vote of the membership through mail or electronic balloting. The Secretary shall provide mail or electronic notice of the motion at least one calendar month prior to the voting deadline. Unreturned mail or electronic vote solicitations shall be treated as voting abstentions for the purposes of quorum determinations.

ARTICLE IV Board of Directors

Section 4.1 General Duties and Powers.

(a) General Duties. The management and control of the affairs and property of the USTPC shall be vested in its Board of Directors which shall exercise general supervision over the USTPC to ensure that the corporate activities are consistent with the stated purposes of the USTPC and to further ensure that no act is committed by the USTPC in contravention of its Articles of Incorporation or Bylaws.

The Board of Directors shall be responsible to (1) hire and set the compensation of the President, who shall be the chief executive officer of the USTPC, (2) approve the annual budget, (3) pay annual dues to the corporation in the amount established by the Board, (4) engage in fund raising, (5) establish policies for the USTPC, and (6) recruit new Board members capable of carrying out the mission of the USTPC.

(b) Powers. In pursuance of such supervision, the Board of Directors shall have and exercise all such powers as are granted it by law and by the Articles of Incorporation and Bylaws.

Section 4.2 Qualification, Number, and Tenure.

(a) Qualification. Candidates for Directors shall be chosen by a majority of the existing Board for demonstrated qualifications consistent with the purposes of the USTPC and shall number not less than two (2) nor more than twenty-one (21). Any USTPC member may propose an appropriately qualified candidate to the Board for consideration two months before the Annual Meeting.

(b) Tenure. A Director shall serve for a term of three (3) years and may serve an indefinite number of terms.

(c) Litigation neutrality. To mitigate potential conflicts of interest, USTPC Board members are barred from any voluntary participation as advocates for either party in litigation involving winter resorts except when USTPC is one of the litigants. Any person involved in past litigation involving winter resorts is barred from serving on the USTPC Board of Directors for a period two years following the conclusion of the initial case.

Section 4.3 Election. Except for the President, the members of the Board of Directors shall be elected by a majority of a quorum of the membership at a properly called meeting or by electronic voting with net votes in each membership category weighted by 40% Industry, 40% Technical, and 20% Other. The President shall be an *ex-officio* member of the Board.

Section 4.4 Officers of the Board. The Board shall elect from among its members the Chairman of the Board who shall preside over meetings of the Board. When deemed appropriate by the Board, the Chairman of the Board may also serve as President.

Section 4.5 Resignation, Removal and Vacancies.

(a) Resignation. A Director may resign at any time by giving written notice of resignation to the USTPC. The resignation is effective when the notice is received by the USTPC unless the notice specifies a later effective date. A Director who resigns may deliver a statement to that effect to the Colorado Secretary of State.

(b) Removal.

(1) Any Director may be removed, with or without cause, by a majority vote of the remaining Directors at any meeting of the Directors for which notice has been given of the proposed removal.

(2) Any Director will be automatically removed in the event such Director fails to pay his or her annual dues within 30 days of receipt of the invoice.

(c) Vacancies. Should any Director be removed or cease or be unable to act, a successor shall be elected by a majority of the Directors for the period of the unexpired term; provided that a partial term served shall not be included in the two-term limitation.

Section 4.6 Meetings.

(a) Annual Meeting. The Board of Directors shall hold its Annual Meeting one month after the close of the corporation's fiscal year, at such particular time and place as shall be determined by the Directors; and shall be held in lieu of any regular meeting. The Annual Meeting of the Board of Directors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Chairman of the Board shall preside at all meetings of the Board of Directors.

(b) Regular Meetings. The Board of Directors shall hold regular meetings at least twice per year and as the Board deems necessary in order to carry out the business of the USTPC.

(c) Special Meetings. The Board of Directors may hold such special meetings, in person or by telephone, as may be called by or at the request of the Chairman of the Board or of any three (3) Directors, at a time and place to be determined by the Chairman of the Board. Notice of a special meeting must be sent to the Board five (5) days in advance unless notice is waived pursuant to Article X or Section 4.6(d) below. Such notice shall include the purpose for such special meeting.

(d) Notice. Notice of any meeting of the Board of Directors for which notice is required shall be given to each Director personally or by mail, email, telephone, or fax, not fewer than thirty (30) days prior thereto, which notice need not, except with respect to special meetings, specify the purpose of nor the business to be transacted at such meeting; provided that any Director may waive notice of any meeting and that attendance of a Director at any meeting shall constitute a waiver of notice of said meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

(e) Quorum. At all meetings of the Board of Directors, a majority of the Directors either present or in voice communication, excluding the *ex officio* members,

shall constitute a quorum for the transaction of any business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Directors, provided that at any meeting of the Directors at which less than a quorum is present, the majority of those present may adjourn the meeting from time to time, and as to any such adjourned meeting any business which may have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.6 Committees.

(a) Executive Committee. The Executive Committee shall include the Chairman of the Board, President, Vice President, Secretary, and Treasurer.

(b) Membership Committee. The members of the Membership Committee must be members of USTPC and shall be appointed by the Board upon recommendation by the President. The Membership Committee shall recruit new members for USTPC, determine criteria for membership categories, maintain membership records, and resolve membership category disputes.

(c) Best Practices Criteria Committee. The members of the Best Practices Criteria Committee must be members of USTPC and shall be appointed by the Board upon recommendation by the President. The Best Practices Criteria Committee shall develop and oversee the process for proposing, researching, and adopting criteria for best practices in winter terrain park management, design, and operations, shall maintain records regarding criteria process and status, and review all educational material related to such criteria.

(d) Other Committees. The Board of Directors may appoint such committees as may be deemed advisable for the conduct of the business of the USTPC, each of which committees shall consist of such persons and have such authority and powers as may be prescribed; provided that the appointment of any such committee and delegation thereto of authority and powers shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

Section 4.7 Delegation. The Board of Directors may delegate authority to such person or persons as may be deemed advisable from time to time to represent the interests of or to perform ministerial or administrative duties on behalf of the USTPC; provided that any such delegation shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

Section 4.8 Rules and Regulations. The Board of Directors is empowered to formulate and adopt such rules, regulations, and practices they shall deem advisable from time to time for the conduct of the business of the USTPC and as are consistent with the Articles of Incorporation and Bylaws and with other applicable laws and statutes.

Section 4.9 Accounting and Records. The Board of Directors shall ensure that the financial records of the USTPC are properly maintained and regularly reviewed and shall further ensure that the records are subjected to periodic audits.

Section 4.10 Compensation. Members of the Board of Directors shall not receive any salaries or fees for their services as directors but, upon presentation of adequate receipts, may be reimbursed for actual expenses incurred in the performance of their services for or on behalf of the USTPC.

ARTICLE V

Officers of the Board of Directors

Section 5.1 Designation of Officers. The USTPC shall have the following officers who shall be elected by the Board of Directors at the Annual Meeting:

(a) Chairman of the Board of Directors ("Chairman"). The Chairman shall serve for a one-year term and may serve an indefinite number of terms. The Chairman of the Board

(1) shall be a member of the Board of Directors;

(2) shall preside over the meetings of the Board of Directors;

(3) shall sign, with the Secretary or any other officer of the USTPC properly authorized by the Board of Directors, any deeds, mortgages, leases, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed unless the signing and execution thereof is expressly delegated by the Board of Directors, or by these Bylaws, or by other applicable law or statute, to the President or some other officer or agent of the USTPC;

(4) shall perform such duties as are incident to the office of Chairman and as may be prescribed from time to time by the Board of Directors.

(5) shall perform the duties of the President if that position is vacant.

(b) Vice-Chairman of the Board of Directors. The Vice-Chairman shall serve a one-year term and may serve an indefinite number of terms. The Vice-Chairman of the Board

(1) shall be a member of the Board of Directors;

(2) shall, in the absence of the Chairman, preside over the meetings of the Board of Directors;

(3) shall perform such duties as are incident to the office of Vice Chairman and as may be prescribed from time to time by the Board of Directors.

(c) Secretary. The Secretary shall serve a one-year term and may serve an indefinite number of terms. The Secretary of the USTPC

- (1) shall keep the Minutes of the meetings of the Board of Directors;
- (2) shall tender notice of meetings in accordance with the provisions of these Bylaws or as required by law or statute;
- (3) shall keep a register of the preferred addresses and telephone and other contact numbers of each Director as shall be furnished to the Secretary by each Director;
- (4) shall be custodian of the records of the USTPC, including the Articles of Incorporation, Bylaws, Minutes and Personnel files of the President;
- (5) shall perform such duties as are incident to the office of Secretary and as may be prescribed from time to time by the Board of Directors.

(d) Treasurer. The Treasurer shall serve a one-year term and may serve an indefinite number of terms. The Treasurer of the USTPC

- (1) shall have charge of and be responsible for all funds, assets, and property of the USTPC;
- (2) shall keep or direct the maintenance of the financial accounts and records of the USTPC and shall make such accounts and records available for periodic review by the Board of Directors and shall make an annual financial report to the USTPC at the Annual Meeting of the Board of Directors;
- (3) shall perform such duties as are incident to the office of Treasurer and as may be prescribed from time to time by the Board of Directors.

Section 5.2 Other Officers. The USTPC may have such additional officers as the Board of Directors may from time to time elect or appoint to serve with such duties as the Directors deem appropriate for the conduct of the business of the USTPC.

Section 5.3 Election. The slate of proposed officers shall be presented to the Board by the Chairman of the Board one month prior to the Annual Meeting.

Section 5.3 Resignation and Removal; Vacancies.

(a) Resignation and Removal. An officer may resign at any time by giving written notice of resignation to the USTPC. The resignation is effective when the notice is received by the USTPC unless the notice specifies a later effective date. Any officer elected or appointed by the Board of Directors may be removed, upon an affirmative vote of a majority of the Directors, with or without cause. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Colorado Secretary of State. The appointment of an officer shall not in itself create contract rights.

(b) Vacancies. Should any officer be removed or cease or be unable to act and except as otherwise provided by the Articles of Incorporation and Bylaws, a successor shall be elected by a majority of the Board of Directors, at any regular meeting

or at any special meeting called for such purpose, to serve the unexpired portion of the term; provided that a partial term served shall not be included in any term limitations.

ARTICLE VI President

Section 6.1 Appointment and Duties. The President shall be appointed by the Board and shall be the Chief Executive Officer of the USTPC. The President shall be a non-voting member of the Board of Directors and shall carry out the purposes of the USTPC within the framework of the Articles of Incorporation, these by-laws, the USTPC's policies and procedures, and the general and specific assignments to him or her by the Board of Directors. The President may be removed, upon an affirmative vote of a majority of the Directors, with or without cause.

Section 6.2 Litigation neutrality. To mitigate potential conflicts of interest, the President is barred from any voluntary participation as an advocate for either party in litigation involving winter resorts except when USTPC is one of the litigants. Any person involved in past litigation involving winter resorts is barred from serving as USTPC President for a period two years following the conclusion of the initial case.

ARTICLE VII Indemnification of Directors and Officers

All Directors and officers of the USTPC now or hereafter serving shall be indemnified by the corporation against any and all claims and liabilities to which they have become subject by reason of serving or having served as Directors or officers, or by reason of any action alleged to have been taken, omitted, or neglected by them as Directors or officers, and the USTPC shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability ; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability for acts or omissions arising out of that person's willful misconduct, gross negligence, or knowing violation of law, or for any transaction in which that person had a personal interest or from which was derived a personal benefit; and further provided that the herein right of indemnification shall not be exclusive of any rights to which any Director or officer of the USTPC may otherwise be entitled by law.

ARTICLE VIII Contracts, Obligations, Deposits, and Corporate Funds

Section 8.1 Contracts. The Board of Directors may authorize any officer or agent of the USTPC, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the USTPC, and such authority may be general or be limited to a specific transaction.

Section 8.2 Obligations. All checks, drafts, or other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the USTPC shall be signed by such officer or officers, agent or agents of the USTPC and in such manner as shall be determined from time to time by resolution of the Board of Directors, provided that in the absence of such resolution such instruments shall be signed by the Treasurer and countersigned by the Chairman of the Board.

Section 8.3 Deposits. All funds of the USTPC shall be deposited to the credit of the USTPC in such banks, trust companies, or other depositories as the Board of Directors shall from time to time select and approve.

Section 8.4 Transmitted Signatures. The Board of Directors and the officers of the USTPC, in the conduct of the business of the USTPC pursuant to the Articles of Incorporation and Bylaws, may require the personal signature or signatures of the Board members, or officers and electronic transmission of such signatures, including facsimiles, shall be acceptable as signatures unless otherwise required by agreement or law.

ARTICLE IX

Authority

The Directors and officers of the USTPC shall have all the powers and authority granted to Directors and officers by the Colorado Nonprofit Corporation Act, as amended, and the procedures, methods, and directives therein contained shall govern the operation and control of the USTPC unless otherwise proscribed, limited, or prohibited by the articles of Incorporation and Bylaws of the USTPC.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given pursuant to the provisions of the Colorado Nonprofit Corporation Act or pursuant to the Articles of Incorporation or Bylaws of the USTPC, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted upon approval by a majority plus one of the Directors present at any regular or special meeting of the Board of Directors held pursuant to notice as required hereunder which includes notice of the proposed action regarding the Bylaws

I, James A. McNeil, Chairman of the Board of the U. S. Terrain Park Council, Inc., DO HEREBY CERTIFY that the foregoing Bylaws were approved and adopted by the Board of Directors as the Bylaws of the USTPC effective January 14, 2011.

A handwritten signature in black ink on a light yellow background. The signature is cursive and reads "James A. McNeil".

James A. McNeil
Chairman of the Board