

BYLAWS

OF

CCI PUBLIC LANDS INC.

Pursuant to the provisions of Titles 7 and 10, C.R.S.,

as amended, respectively,

the undersigned corporation adopts the following

Bylaws, effective September 7, 2012

CCI Public Lands, Inc., a Colorado non-profit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act. Articles 121 through 137, inclusive of Chapter 7 of the Colorado Revised Statutes, as amended.

**SECOND RESTATED AND AMENDED BYLAWS
OF
COLORADO COUNTIES, INC.**

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ARTICLE I Organization

This organization shall be known as "CCI Public Lands Inc." hereinafter referred to as "CCI Public Lands." This organization is formed pursuant to and authorized by Colorado Revised Nonprofit Corporation Act, Articles 121 through 137, inclusive, of Chapter 7 of the Colorado Revised Statutes, as amended, does execute, acknowledge, and deliver to the Secretary of State of the State of Colorado.

ARTICLE II Objects, Purposes and Powers

Section 1. Enumerated. The objects and purposes of CCI Public Lands are and shall be, by association, to support a strong working relationship among state, federal and local governments to coordinate planning functions and implement various policies that minimize burdens on local governments and individual private property rights. CCI supports experimentation initiatives in federal land management that are supported by the affected local governments.

1. CCI supports full Congressional appropriation of Payment-In-Lieu-of-Taxes (PILT) to compensate counties for the costs associated with the presence of federal tax-exempt lands. CCI also supports all efforts to compensate counties for lost property tax revenue from tax-exempt lands.
2. CCI recognizes that wildfires and forest insect infestations may be indications of forest and range health problems. CCI encourages the state and federal governments to provide sufficient funding to alleviate the burden from those negative impacts on local governments. CCI encourages public land managers to develop and implement vegetation management programs that create and maintain healthy, diverse wildland communities attractive for recreation use and scenic quality; provide habitat for a wide variety of wildlife species; reduce fuel loads; and assure a steady supply of water, forage and wood products for the use and benefit of society.
3. CCI supports the recovery and preservation of endangered species, and also supports efforts to amend the Endangered Species Act in order to improve flexibility under the act.
4. CCI supports multiple uses on all federal and state public lands. CCI strongly encourages the Colorado congressional delegation to base future wilderness legislation with county input.
5. CCI recognizes water is one of Colorado's most precious natural resources and supports balancing traditional consumptive needs and non-consumptive beneficial uses for environmental needs and recreational economics.

ARTICLE III

Membership

Section 1. Eligibility. All counties and any city and county authorized by Colorado law with federal lands holdings in the State of Colorado shall be eligible for Membership in CCI Public Lands, Inc. All references to counties herein shall be interpreted to encompass any authorized city and county, as well.

Section 2. Member. As used herein, the term Member designates those eligible entities fulfilling the requirements for Membership in Public Lands, Inc. set out in Section 1 above.

Section 3. Representation. Each Member shall be represented in CCI Public Lands, Inc. by and through the county commissioners of such Member. A city and county Member shall be represented by the president of its city council, council members and the mayor. For the purpose of these bylaws, any person holding such an office shall be deemed the equivalent of a county commissioner.

Section 4. Termination of Membership. The obligation of any Member is to pay the dues promptly on January 1. Failure on the part of any Member to pay its annual assessment or dues by or before February 15 constitutes grounds for termination of Membership in CCI Public Lands, Inc. absent prior arrangements for payment at a later date that have been approved by the Board of Directors. Any resulting termination of Membership in accordance with the following provisions shall not relieve the Member so terminated of the obligation to pay such annual assessments or dues. Any special assessment levied under the authority of Article X of these Bylaws shall carry its own due date, delinquent date and Membership termination declaration, which shall be determined by resolution of the Board of Directors.

(1) A Member of CCI Public Lands, Inc. may be expelled or suspended, or the Membership in CCI Public Lands, Inc. may be terminated or suspended pursuant to the following fair and reasonable procedure, which shall be carried out in good faith:

(a) Not less than fifteen days before any action to expel, suspend or terminate a Member, that Member shall be provided written notice of the pendency of the proposed expulsion, suspension, or termination, expressing that such action is to take effect on a date certain fifteen days thereafter, and stating the reasons therefore; and

(b) Said notice shall offer the Member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by the Board of Directors, which Board is authorized to decide that the proposed expulsion, termination, or suspension not take place; or that

(c) The proposed action to expel, suspend or terminate is fair and reasonable, taking into consideration all of the relevant facts and circumstances. In either event, a written decision of the Board of Directors shall be issued, setting forth the effective date of the decision.

(d) For purposes of this section, any written notice given by mail must be given by first-class or certified mail sent to the last address of the Member shown on CCI Public Lands, Inc.'s records. Any proceeding seeking to challenge an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, or termination.

(e) Any Member expelled or suspended may be liable to CCI Public Lands, Inc. for dues, assessments, or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

Section 5. Resignation. Any member may resign by adopting a resolution and filing such resolution with the Secretary of CCI Public Lands, Inc. Such resignation shall not relieve the Member so resigning of the obligation to pay any annual or special assessments theretofore accrued and unpaid.

Section 6. Reinstatement. Any Member, that resigns from CCI Public Lands, Inc. or any Member whose Membership was terminated shall be eligible for Membership in CCI Public Lands, Inc. by, again, qualifying under the provisions of Section 1 of this Article.

ARTICLE IV Intergovernmental Agreements

Section 1. The Board of Directors of CCI Public Lands, Inc. may from time to time enter into agreements and arrangements with units of local government in Colorado, with associations representing such units, or with associations of officers or employees of such units for the purpose of promoting the solution of governmental problems commonly experienced.

Section 2. The Board of Directors may enter into such agreements and arrangements with associations of counties in other states.

ARTICLE V Voting Privileges

Section 1. Membership. Only Members shall be entitled to vote.

Section 2. Vote Casting. Each Member has one vote. The vote of each Member shall be cast by the majority of its representatives attending any meeting. If a majority cannot be reached, any representative of such Member, so deadlocked, may request fractional voting and the Chair shall so order, as to that Member only. Thereupon, for each Member operating with a three (3) person board, with only two (2) persons present and voting, each person present may cast one-half vote each; for each Member operating with a five (5) person board, with only four (4) persons present and voting, each person present may cast one-fourth vote each or with only two (2) persons present and voting, each may cast one-half vote each. Cities and counties will be treated similarly depending on the number of their elected representatives present.

Section 3. Voting By Proxy. Voting by proxy is allowed at any meeting provided that the chair of the board of county commissioners or the city and county equivalent designate at least annually the proxy in writing to the Executive Director. A person so designated may cast a maximum of one vote at any meeting or Board appointed section meeting.

ARTICLE VI

Officers

Section 1. Officers of the Corporation.

The officers of Public Lands, Inc. shall consist of a president, a president-elect, a secretary and a treasurer.

Section 2. Qualifications. The officers of CCI Public Lands, Inc. shall be persons holding the office of county commissioner in counties, or the elected equivalent in cities and counties, in the State of Colorado for a term of office which includes the year following the election provided for herein.

Section 3. Term. The term of each office shall commence at the close of the annual meeting and terminate at the close of the next succeeding annual meeting, unless sooner terminated by the

Section 4. President. The president shall be the person who served the prior year as president-elect. The president shall be the principal executive officer of CCI Public Lands, Inc. He or she shall perform such other functions and duties as may be prescribed for him or her from time to time by the Board of Directors.

Section 5. President-elect. A president-elect shall be elected annually by the Board of Directors of CCI Public Lands, Inc. To be eligible to be nominated and serve as president-elect, an individual must be on the Board of Directors and be able within the parameters of local term limits to complete his or her term as president. The president-elect cannot be from the same CCI district as the president. The president-elect shall assist the president and in the absence of the president shall exercise the rights, duties, and privileges of the president.

Section 6. Secretary. The secretary shall be responsible for the keeping of the minutes of the meetings of the Board of Directors and shall give all notices required by these Bylaws or by order of the Board of Directors. He or she shall keep a record of the actions of all meetings and shall perform such other duties as, from time to time, may be assigned to him or her by the president or by the Board of Directors.

Section 7. Treasurer. The treasurer shall have charge and custody and be responsible for all funds received by and payable by CCI Public Lands, Inc. and shall submit a financial report annually and as required by the Board of Directors.

Section 8. Dual Offices. No person shall hold more than one office.

Section 9. Vacancy.

(1) A vacancy in any office shall occur upon death, disqualification under the provisions of Section 3 of this Article, resignation, termination, or for other reasons. The filling of the vacancy in any office shall be subject to the provisions of Section 9 of this Article.

(2) Any vacancy occurring more than 90 days before the annual election shall be filled by an eligible authorized representative through appointment or appointments by the Board of Directors.

(4) A vacancy in the office of president shall be filled by the president-elect for the remainder of that term in office, after which the elevated president-elect shall serve the next annual term as president.

ARTICLE VII
Board of Directors

Section 1. Composition. The Board of Directors of CCI Public Lands, Inc. shall consist of the officers of the CCI Board of Directors and the CCI Public Lands Steering Committee Chair and Vice Chair. If death, non-occupancy of county or city and county elected office or any other circumstance prevents such service on the Board, the last past president eligible to be on the Board of Directors shall serve in the place of the immediate past president. At the time of election of officers pursuant to Article VII, if the immediate past president will not be eligible to be on the Board of Directors in the following term, the immediate past president position shall be filled by the last past president eligible to be on the Board of Directors. The president of CCI Public Lands, Inc. shall serve as chair of the Board and the secretary of CCI Public Lands, Inc. shall serve the Board of Directors as secretary.

Section 2. Vacancies - Catastrophes. Notwithstanding the provisions of Section 9 of Article VI, whenever, at any time more than 45 days before the annual election, a number of vacancies are created on the Board of Directors which occur simultaneously or so nearly simultaneously that the quorum cannot be attained, even with all elected or appointed directors in attendance, the vacancies so created shall be filled in the following manner:

- (1) The Executive Director, as defined in Section 3 of this Article, shall call the remaining or surviving directors into an emergency session, the quorum requirement prescribed by the Bylaws being dispensed with for the occasion.
- (2) The directors so assembled shall select an acting chair, if neither the president nor the president-elect or officers remain or survive, and an acting secretary, if the secretary is no longer on the Board. They shall forthwith issue a call for the special meeting to be held at a designated place and time, no later than 15 days following the call. The sole purpose of such meeting shall be to nominate and elect persons to fill such vacancies. Selections are for the balance of the unexpired term as determined by the Board of Directors.

Section 3. Executive Director. The Executive Director of Colorado Counties, Inc. shall serve as the Executive Director of CCI Public Lands, Inc. The Executive Director shall be responsible for the efficient administration of the affairs of CCI Public Lands, Inc. under the general direction of the Board of Directors. Except as otherwise specifically delegated to the secretary of CCI Public Lands, Inc. in these Bylaws, the Executive Director shall be responsible for preparing and maintaining any records and information required to be kept by CCI Public Lands, Inc. at the direction of the Board of Directors or pursuant to any law, and for authenticating the records of CCI Public Lands, Inc.

Section 4. Meetings. The Board of Directors shall meet at the call of the president or at the call of any three members of the Board of Directors. The presence of sixty percent of the Directors shall constitute a quorum at any Board meeting.

Section 5. Duties. The Board of Directors shall manage the business and affairs of CCI Public Lands, Inc. In the performance thereof, the Board shall possess all the powers granted to directors of nonprofit Corporations by Colorado law.

ARTICLE VIII
Budget and Assessments

Section 1. Budget and Annual Assessments. The Board of Directors shall annually prepare a tentative budget sufficient to meet the anticipated financial needs of CCI Public Lands, Inc. and, based on such budget and the assessed valuation and other factors related to the respective counties, prepare a schedule of recommended annual assessments against the Members. This tentative budget and annual assessment schedule shall be delivered to each of the Members for approval at their annual budget meeting. Action taken thereupon at the annual meeting shall be binding upon every Member of CCI Public Lands, Inc. The assessments so adopted and approved shall be due and payable on January 1. Failure on the part of any Member to pay its annual assessment or dues by or before February 15 shall be treated in accordance with the provisions of Article III, Section 4.

Section 2. Budget Amendments. The budget may be amended from time to time, if, in the discretion of the Board of Directors, the interests of CCI Public Lands, Inc. will be served thereby. Written notification of such action, together with copies of the amendments, shall be delivered to all the Members.

Section 3. Special Assessments. The Board of Directors may, from time to time, as it determines to be in the best interests of CCI Public Lands, Inc., make special assessments against the Members for expressly designated purposes.

Section 4. Annual Financial Audit. The Board of Directors shall contract with an independent, certified public accountant for an annual financial audit of CCI Public Lands, Inc. The auditor's report shall be delivered to the chair of the Board of Commissioners of all Members as soon as practical after the Board of Directors has adopted the report.

ARTICLE IX
Emergency Policy Provisions

Section 1. Legislative Direction. All official positions taken by staff on proposed legislation, either for or against, which is not covered by policy statements or resolutions, shall be authorized by the Executive Director by one of the following methods:

- (1) Positions taken by vote or by consensus of the Public Lands Steering Committee. Ultimately, authority is vested with the general Membership;
- (2) Discussion and authorization by the Executive Director on new legislation within committee policy statements or resolutions;
- (3) When a policy position cannot be obtained because of the emergency nature of the legislation the Public Lands Steering Committee may take the necessary action to give the Executive Director appropriate direction for the staff to follow.

If any positions are taken or direction given under the provisions of this Section 1, the position or direction shall immediately be forwarded to all representatives on the Legislative Committee. Such notice shall be prior to making the position of direction public.

ARTICLE X
Bylaws Amendments

Section 1. At Meetings. The Bylaws may be amended at any meeting of CCI Public Lands, Inc. by a two-thirds vote of the Members represented at such meeting; provided, however, that written notice of any proposed amendments shall be submitted to each Member at least thirty days prior to any meeting at which the proposed amendments are to be considered.

Section 2. By Ballot. The Board of Directors may propose amendments to these Bylaws by submitting to all Members a ballot with the proposed amendment attached thereto. Such amendments shall be adopted by the affirmative vote of two-thirds of those Members voting thereon. To be counted, such ballots shall be returned within 45 days of such submittal.