

BYLAWS
OF ROCKY MOUNTAIN HEARTH, PATIO & BARBECUE ASSOCIATION,
A COLORADO NONPROFIT CORPORATION

ARTICLE I
Name and Location

Section 1: The name of this organization is ROCKY MOUNTAIN HEARTH, PATIO & BARBECUE ASSOCIATION, A COLORADO NONPROFIT CORPORATION, referred to throughout these bylaws as "RMHPBA".

Section 2: The offices of the organization shall be located within the region or may have an office or offices at such other place as the Board of Directors may from time to time determine, and the organization shall serve members of the hearth, patio and barbecue industries with the Rocky Mountain region which includes the states of Arizona, Colorado, New Mexico, Utah, and Wyoming.

ARTICLE II
Purposes & Objectives

Section 1: Membership in this Association shall be composed primarily of businesses and individuals who provide services in the hearth, patio and barbecue industries to consumers and those businesses that supply these industries and who agree to comply with the Association's purposes as stated in these By-Laws.

Section 2: The purposes of the organization shall conform to the purposes of the Hearth, Patio & Barbecues Association, specifically:

- A. To foster and promote research and education in the utilization of hearth, patio, and barbecue products,
- B. To foster, promote and advocate the use of hearth, patio, and barbecue products,
- C. To encourage and promote safety in the use of hearth, patio and barbecue products,
- D. To foster among members the highest level of design, quality, and performance in their products and services,
- E. To collect and disseminate statistics and other information as is lawful,
- F. To encourage, through advertising, publicity, social media, and public relations, increased usage and consumption of the products of these industries,

- G. To promote the welfare and interests of the members of the organization in a reasonable and legal manner; and
- H. To carry on such other lawful activities as may, from time to time, be ordered by the Board of Directors of the organization.

ARTICLE IV Membership

Section 1. Categories. The organization shall be composed of the following membership categories.

- A. Manufacturers
- B. Distributors
- C. Associates
- D. Retailers
- E. Service
- F. Non-Profit
- G. Manufacturer's Representative

Such other categories as the RMHPBA Board of Directors shall, from time-to-time establish. Any individual, partnership, association or corporation eligible for membership in more than one category must become a member of the organization in that category which represents the primary business of the member or the higher dues paying category.

A. Manufacturers Category. Manufacturer members of the Hearth Patio & Barbecue Association (HPBA) shall be entitled to full voting membership in the association, provided they petition the association for membership and supply the name of one individual to represent that manufacturer in the association's area. HPBA shall pay a portion of the dues revenues it receives from manufacturer members to the association pursuant to a formula prescribed by the HPBA Board of Directors.

B. Distributors Category. Any individual, partnership, association, or corporation engaged in the wholesale distribution to dealers or contractors of goods related to hearth, patio, or barbecue products shall be eligible for membership in the Distributors category.

C. Associates Category. Any individual, partnership, association, or corporation having a commercial interest in hearth, patio and barbecue products shall be eligible for membership in the Associates Category.

D. Retailers Category. Any individual, partnership, association, or corporation engaged in the sale to consumers of goods relating to hearth, patio and barbecue products shall be eligible for membership in the Retailers Category.

E. Service Category. Any individual, partnership, association or corporation engaged in providing mechanical services relating to the use of hearth, patio and barbecue products shall be eligible for membership in the Service Category.

F. Non-Profit Category. Any individual, partnership, association or corporation having a non-profit, non-commercial interest in hearth, patio and barbecue products shall be eligible for membership in the Non-profit Category.

G. Manufacturer's Representative Category. Any individual, partnership, association, or corporation engaged in providing independent sales representative for manufacturers of hearth, barbecue, or patio related products shall be eligible for membership in the Manufacturer's Representative Category.

Section 2. Voting. Each member of each category except for the Non-Profit Category shall be entitled to one vote on all matters brought before that Category or before the entire organization. Proxy voting shall be permitted subject to rules established by the RMHPBA Board of Directors from time-to-time including but not limited to notice and form. On all matters brought before the Board, Proxy voting shall be permitted. A majority of those voting shall prevail. All matters of business of the organization, except as otherwise specified in these Bylaws, may be submitted to the members on a mail or electronic ballot by direction of the RMHPBA Board of Directors, provided that a thirty-day (30) period shall be permitted for voting. On all mail or electronic ballots, a majority of the members voting shall prevail.

Section 3. Admission to Membership. Any such application for membership shall be made in writing on such form as may be approved by the RMHPBA Board of Directors and accompanied by the applicable enrollment fee as established by the Board of Directors of RMHPBA. Any such application may be subject to the approval of a majority of the RMHPBA Board of Directors.

Section 4. Suspension and Expulsion. Any member may be suspended or expelled by a majority vote of the RMHPBA Board of Directors for nonpayment of dues. Except for nonpayment of dues, a member may only be suspended or expelled for due cause upon a majority vote of the RMHPBA Board of Directors. The RMHPBA Board of Directors shall provide notice to a member prior to suspension or expulsion for due cause, and a hearing shall be provided if requested by the member.

ARTICLE V
Meetings of Members

Section 1. There shall be an Annual Meeting of the membership, and such other meetings of the membership as the Executive Committee may direct, the dates and sites to be set by that Committee, subject to the approval of the Board of Directors. All meetings may take place, as determined by the Board of Directors, in person, by telephone or by any other means permitted by law, including through the use of any means of communications by which all persons participating in the meeting may hear each other during the meeting.

Section 2. Members shall be notified of meetings no less than ten (10) or more than forty (40) days in advance in writing.

Section 3. A quorum shall be deemed present at the Annual Meeting or other membership meetings if at least one-tenth (1/10) of the voting members are present.

ARTICLE VI
Board of Directors

Section 1. Number and Term of Office. The number of the Directors shall be no more than eleven (11). The number of directors may be changed only as provided in the Articles of Incorporation of the Corporation. States making up membership of RMHPBA should each have two (2) Directors. If two Directors are not available from one state, the seat may be filled from another state.

The term of office of each Director shall be two years. The immediate Past President shall sit on the Board of Directors in an ex officio capacity if his two-year term has expired.

Section 2. Nomination and Election. Nominating Committee shall be appointed by the President of the organization, subject to the approval of the Board of Directors, not less than ninety (90) days before the new fiscal year of the organization. The Nominating Committee shall submit to the membership its written report not later than sixty (60) days before the new fiscal year. There will be no write-ins on the official ballot. All nominees must agree to serve on the Board prior to distribution of the official ballot.

No later than thirty (30) days prior to the new fiscal year the Executive Director shall mail to the members an official ballot. Voting shall be by return mail, fax, or electronic mail to the Executive Director. Official balloting shall close fifteen (15) days prior to the new fiscal year at an exact date and time to be announced by the Executive Director at the time the official ballots are mailed. The two candidate(s) from each state receiving the largest number of votes shall be elected to the board with the eleventh board member will be the next candidate with the most votes of any state. If there are not two candidates from any state running for election those seats will be filled by the candidates

with the most votes from any state. Tie votes shall be decided by a run-off ballot. Directors shall assume office on the first day of the new fiscal year.

Section 3. Powers and Duties. The Board of Directors shall have the power to make rules and provisions, consistent with these Bylaws, for the carrying out of the work and activities of the organization; to engage and discharge all employees and agents of the organization and to fix their compensation; to approve annual budgets of expenditures and amendments thereto; to have charge of all property of the organization; and to perform all acts necessary or proper to carry out the work of the organization.

Section 4. Meetings. The President shall call meetings of the Board of Directors as the occasion warrants, provided that the board must meet twice each year. The President must call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third (1/3) of the members of the Board. Reasonable notice of all meetings shall be provided. All meetings may take place, as determined by the Board of Directors, in person, by telephone or by any other means permitted by law, including through the use of any means of communications by which all directors participating in the meeting may hear each other during the meeting.

Section 5. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board shall be by majority vote.

Section 6. Action Other Than at a Meeting. The Board of Directors may take official action on any matter other than at a meeting in other manner permitted by law, including by the written consent of the number of directors whose votes would be necessary to take such action at a meeting at which all directors attended and voted on the matter, provided that no director has demanded that action on the matter not be taken without a meeting.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the President with the approval of a majority of the remaining members of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor. The board may, by majority vote, ask any Board Member to resign if he has been absent from two or more board meetings within the appointed term, or any other due cause.

A Director who changes employment or membership category shall automatically submit his/her resignation to the President. The President shall accept or reject the resignation with the advice and consent of the Executive Committee.

ARTICLE VII Officers

Section 1. Number. The elected officers of the organization shall be a President, Vice President, Secretary, and Treasurer, all of whom shall serve without

compensation. The Board of Directors may provide for reimbursement of reasonable expenses incurred by the elected officers in the execution of their duties.

Section 2. Election and Term. The Board of Directors shall elect the officers from the membership of the Board. All officers shall hold office for one (1) year or until their successors are duly elected and installed.

Section 3. Staff. The Board of Directors, at its discretion, may employ an Executive Director, who shall be an officer of the organization, legal counsel, and other staff assistants on a part- or full-time basis, and may assign for the proper and effective direction of the affairs of the organization. The Board of Directors, at its discretion may hire outside consultants or staff as it may consider appropriate.

Section 4. Compensation to Staff. The Board of Directors is authorized to grant such compensation to the Executive Director, legal counsel, consultants and staff as may be justified by the duties performed, provided that such compensation shall not obligate the organization beyond an amount that is available from the income of the current year.

ARTICLE VIII Duties of Officers

Section 1. President. The president of RMHPBA shall preside at all meetings of the organization and all meetings of the Board of Directors; he shall appoint all committees subject to the approval of a majority of the Board and perform such duties and functions as custom and parliamentary usage require.

Section 2. Vice President. The Vice President shall assume the duties of the President at the latter's request or in his absence, and shall succeed to the presidency if that office shall become vacant.

Section 3. Secretary. The Secretary of the organization shall attend all meetings of the organization and of the Board of Directors and keep an accurate record of the proceedings thereof; he shall give notice of all meetings of the members prescribed by these Bylaws, and shall perform such duties as may be required of him by law, by vote of the Board of Directors or by these Bylaws. The secretary may delegate responsibility for his duties in a reasonable manner.

Section 4. The Treasurer shall receive and properly account for all funds of the organization, keep proper records of all receipts and expenditures, and render a complete financial report at the Annual Meeting and such additional financial reports as may be requested by the Board of Directors. The Treasurer may delegate responsibility for his duties in a reasonable manner.

Section 5. Executive Director. The Executive Director shall be responsible to the Board of Directors in the performance of such administrative and executive duties as may be delegated to him by the President and or other officers. He may be required to give bond in such amount as may be directed by the Board of Directors, the cost of which shall be paid by the organization.

ARTICLE IX Committees

Section 1. Executive Committee. The President, Vice-President, Secretary and Treasurer shall constitute an Executive Committee to be vested with such authority as may be directed by the Board of Directors. The Executive Committee shall manage the affairs of the organization in the interim between meetings of the Board of Directors. The immediate Past President shall sit on the Executive Committee in an ex officio capacity.

Section 2. Additional Committees. The President may appoint such additional committees of members as may be deemed appropriate. Such committees may include advisory committees, whose composition need not to be limited to members.

ARTICLE X General Provisions

Section 1. Procedure. In the absence of any special rules of procedure, Robert's Rules of Order shall be the guide of this organization in all matters of parliamentary practice.

Section 2. Fiscal Year. The fiscal year of the organization shall be established by the RMHPBA Board of Directors normally Jan.1 to Dec. 31.

ARTICLE XI Amendments

Section 1 Proposed Amendments. A proposed amendment to the Bylaws of the organization may be initiated by a majority vote of the Board of Directors, or by a petition submitted to the Secretary and signed by not less than fifteen percent (15%) of the voting members of the organization. If a proposed amendment is initiated by petition, the Board of Directors must submit the proposed amendment to the membership for a vote within one hundred eighty (180) days after the petition is received by the Secretary.

Section 2. Notice and Approval. The Bylaws may be amended by a majority vote of the members. Proposed amendments must be submitted to the membership in writing at least thirty (30) days in advance of the Special or Annual Meeting at which the proposed amendment will be presented for discussion and voted upon, together with notice that the said proposed amendment will be presented to the membership for action at the forthcoming Special or Annual Meeting; or submitted to the membership for approval by mail or electronic ballot in accordance with the provisions of Article IV, Section 2.

ARTICLE XII
Dissolution

The organization may be dissolved by majority vote of the voting members. Dissolution shall occur in accordance with the provisions of the Colorado Nonprofit Corporation Act, C.R.S. 7-20-101.

DATED: June 30, 2021

CORPORATE SECRETARY