

**BYLAWS
OF
COLORADO SCHOOL OF MINES ALUMNI ASSOCIATION
A COLORADO NONPROFIT CORPORATION**

**ARTICLE I
OFFICES**

Section 1.1 Principal Office. The principal office of the Colorado School of Mines Alumni Association (Association) shall be located at 1600 Arapahoe Street, Golden, Colorado 80401. The Association may have such other offices, as the Board of Directors may designate, or as the business of the Association may require from time to time.

Section 1.2 Registered Office. The registered office of the Association, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 2.1 Membership. All alumni of the Colorado School of Mines shall be considered members of the Association, together with such other non-graduates who satisfy the requirements of these Bylaws. There shall be the following categories of membership:

a. Active Member. Any person: who holds a degree from the Colorado School of Mines, who has attended the Colorado School of Mines for a minimum of one (1) semester, who has served the Colorado School of Mines as a trustee, or who is an employee of the Colorado School of Mines or the Alumni Association shall be eligible to become an active member of the Association upon meeting such membership requirements as may be determined by the Association, including payment of an annual fee that may be established from time to time by the Association. Other interested individuals may become active members upon approval by the Executive Director and the Executive Committee. Active members shall have the right to vote on all matters required by law, the Articles of Incorporation and these Bylaws, or on any other matter referred to them by the Board of Directors. An active member shall have all membership benefits, services, rights and privileges that are made available from time to time by the Association.

b. Honorary Member. The Board of Directors shall have the power to grant an honorary membership to any person who has been: (1) a benefactor or supporter of the Colorado School of Mines and/or the Association, and/or (2) has gained distinction in his or

her career in the mineral industry or related professions, provided a proposal for honorary membership has been approved by the awards committee. Honorary membership shall be officially awarded at spring commencement and shall carry a lifetime membership with the power to vote as an active member, and all of the rights and privileges of an active member.

c. Life Member. Any person eligible for either active or associate membership may become a life member of the Alumni Association upon written notice to the treasurer and the payment of a life membership fee, as such amount may be established from time to time by the Board of Directors. Such payment when made shall constitute all membership fees payable to the Association during the lifetime of such member. A life member shall have all rights and privileges of an active member.

d. Senior Member. Any active member or associate member shall be eligible to become a senior member upon reaching sixty-five (65) years of age. If the member satisfies this requirement, he or she may continue membership in the Association without additional membership fees and shall have all the rights and privileges of an active member.

e. Special Member. The Board of Directors may, from time to time, authorize a member who may be unemployed or otherwise in financial difficulty to become a special member for such a period of time as the Board shall determine. A special member shall pay a reduced membership fee as may be determined by the Board of Directors, but shall otherwise have all the rights and privileges of an active member.

Section 2.2 Annual Meeting. The annual meeting of the members shall be held during the months of January, February or March of each year at such time on such day as shall be established by the Board of Directors, for the purpose of electing directors as provided in these Bylaws and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the date designated for any annual meeting of the members, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient. Any member may vote in person, by proxy or by written ballot

Section 2.3 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of at least 100 members entitled to vote on any issue at the meeting.

Section 2.4 Record Date. The Board of Directors shall set a record date to determine the members entitled to vote or otherwise take action for all meetings of the members, which record date shall be not less than seventy (70) days prior to the meeting for which the record date is set.

Section 2.5 Quorum. Twenty-five (25) members entitled to vote, represented by person or by proxy, shall constitute a quorum at any meeting of the members, except as otherwise provided by

the Colorado Revised Nonprofit Corporation Code and the Articles of Incorporation. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed seventy (70) days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. Once a member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is set for that adjourned meeting.

Section 2.6 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number are voting by classes as otherwise required by statute or by the Articles of Incorporation or these Bylaws. All meetings of the shareholders shall be conducted in accordance with procedural rules set forth in the most recent edition of *Roberts Rules of Order*.

Section 2.7 Voting. Unless otherwise provided by these Bylaws or Articles of Incorporation, each member entitled to vote shall be entitled to one (1) upon each matter submitted to a vote at a meeting of the members. Voting on any question or in any election may be by voice vote, unless the President or residing officer shall order or any member shall demand that voting be by ballot. Cumulative voting shall not be permitted.

Section 2.8 Voting by Proxy. A member entitled to vote may vote or otherwise act in person or by proxy. The proxy may be in any form authorized by the Association or by the Colorado Revised Nonprofit Corporation Act, or any amendments thereto. The appointment of a proxy is revocable by the member, either by attending the meeting and voting in person or by sending or delivering to the secretary or to another officer or agent authorized by the Association to tabulate the proxy vote, a writing revoking the proxy or a writing making a subsequent appointment of another proxy. A proxy shall not be valid for more than eleven (11) months from its date.

Section 2.9 Action by Written Ballot. Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Association mails a written ballot to every member entitled to vote on the matter as of the record date of the meeting, provided such ballot is mailed to each such member not less than thirty (30) days prior to the meeting. A written ballot shall state each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, state the time by which a ballot must be received by the Association in order to be counted, and be accompanied by written

information sufficient to permit each person casting such ballot to reach an informed decision on the matter. A written ballot once received by the Association may not be revoked. Action taken by written ballot has the same effect as action taken at a meeting of members and may be described as such in any document.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 3.2 Qualifications. Except as expressly set forth in this Section 3.2, each director must be an active member of the Association in good standing at the time of his or her election or appointment and shall maintain such membership thereafter during his or her term. A director elected from a particular geographical region must continue his or her residence in such region to remain qualified as a director.

Section 3.3 Directors. The Board of Directors shall consist of the following:

a. The President, President-elect, Treasurer and Secretary, all of whom shall also serve as the Executive Committee. Each shall serve a one (1) year term.

b. One regional director elected from each of the following regions:

(i) The West Region, consisting of the states of Alaska, California, Hawaii, North Nevada, Oregon, Washington and Guam.

(ii) The East Region consisting of the states of Connecticut, Delaware, Georgia, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia, District of Columbia, Puerto Rico and the U.S. Virgin Islands.

(iii) The Southwest Region consisting of the states of Arizona, New Mexico and South Nevada.

(iv) The Central Region consisting of the states of Arkansas, Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, Oklahoma and Wisconsin.

(v) The Gulf Coast Region consisting of the states of Alabama, Florida, Louisiana, Mississippi and Texas.

(vi) The Rocky Mountain Region consisting of the states of Colorado (except metropolitan Denver), Idaho, Montana, North Dakota, South Dakota, Utah and Wyoming.

(vii) The Canada and International Region consisting of the provinces and territories of Canada and the international areas outside of the United States and Canada.

(viii) The Denver Metropolitan Region consisting of the counties of Adams, Arapahoe, Boulder, Broomfield, Clear Creek, Denver, Douglas, Gilpin and Jefferson.

Each regional director shall be elected to a three (3) year term.

c. One director appointed by the Colorado School of Mines Board of Trustees from the members of the Board of Trustees. This director shall be appointed for a one (1) year term.

d. Up to three at-large directors to serve at the will of the board. The board shall determine the need for and role of any at-large director. The at-large director shall be elected for a three (3) year term.

e. One undergraduate student member selected by the Associated Students of the Colorado School of Mines (ASCMS) to serve a one (1) year term commencing July 1st of each year. Any vacancy in such position shall be filled in the same fashion to complete the unexpired term.

f. One graduate student member selected by the Graduate Student Association, upon consultation with the Dean of Graduate Students of the Colorado School of Mines, to serve a one (1) year term commencing July 1st of each year. Any vacancy in such position shall be filled in the same fashion to complete the unexpired term.

g. The Executive Director, who shall be an ex officio member of the Board of Directors.

Section 3.4 Election of Directors. Directors to be elected by the members shall be elected at an annual meeting of the members or at a special meeting of the members called for that purpose as follows:

a. Each member residing in a region described in Section 3.2(b) may vote for a regional director from the region in which the member resides.

b. Each member may vote for each at-large director.

c. Each member residing in the Metropolitan Denver Region may vote for one (1) Denver Metropolitan Region director who is within the member=s quartile of the graduation year distribution of the living graduates in the Denver Metropolitan Region and each at-large director.

Section 3.5 Performance of Duties. A director of the Association shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by persons and groups listed in paragraphs a, b and c of this Section 3.5; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the Association. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely are:

a. One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;

b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.6 Number. The number of directors of the Association shall be twenty-one (21).

Section 3.7 Tenure and Appointment. Directors shall hold office for the terms set forth in Section 3.2, or until their successor shall be duly selected and qualified. Directors elected by the members may be serve for up to two (2) consecutive terms. After serving two (2) consecutive terms, a director is not eligible to be a director for one (1) year.

Section 3.8 Regular Meetings. The Board of Directors shall hold three (3) regular meetings as follows: 1st meeting – Winter, January or February of each year; 2nd meeting – Spring or Summer; and 3rd meeting - Fall. The meeting schedule for the following year shall be set at the Winter meeting each year.

Section 3.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.10 Notice. Written notice of any special meeting of directors shall be given as follows:

- a. By mail to each director at his or her business address at least three (3) days prior to the meeting; or
- b. By facsimile at the facsimile number given by the director to the Secretary of the Association at least twenty-four (24) hours prior to the meeting; or
- c. By electronic mail at the electronic mail address given by the director to the Secretary of the Association at least twenty-four (24) hours prior to the meeting; or
- d. By personal delivery at least twenty-four (24) hours prior to the meeting to the business address or residence address of each director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where 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. The business to be transacted at a special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 3.11 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.12 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

Section 3.13 Informal Action by Directors. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.14 Participation by Electronic Means. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. The Board of Directors or any committee designated by the Board of Directors may take action on items by means of electronic mail or other similar electronic communication, provided that applicable voting and quorum requirements are met, all members of the Board of Directors or the committee have provided an electronic mail address to the Secretary, and such action is reported and confirmed at the next meeting of the Board of Directors or the committee, as the case may be. Any director or committee member may request that a particular item be tabled until the next regular meeting of the Board of Directors or the committee, as the case may be.

Section 3.15 Proxies. A director may grant a proxy in writing to another director or an active member from the director=s region, if applicable, for a specific meeting. The proxy may be specific to one or more agenda items, or may be a general proxy authorizing the proxy holder to vote in place of the director on all items of business to be transacted at the meeting.

Section 3.16 Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining members of the Board of Directors, except as set forth in Section 3.2. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. A director appointed to fill a vacancy from a particular geographic region shall reside in that geographic region. A director appointed to fill a vacancy from the Denver Metropolitan Region shall be from the same quartile of the graduation year distribution of the living graduates in the Denver Metropolitan Region as his or her predecessor.

Section 3.17 Resignation. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.18 Removal. A director may be removed by a majority vote of the entire Board of Directors then in office.

Section 3.19 Committees. By resolution adopted by a majority of the Board of Directors, the directors may designate three (3) or more directors to constitute a committee, any of which shall have such authority in the management of the Association as the Board of Directors shall designate and as prescribed by the Colorado Revised Nonprofit Corporation Act.

Section 3.20 Presumption of Assent. A director of the Association 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 or her dissent or abstention shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent or abstention to such

action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

ARTICLE IV OFFICERS

Section 4.1 Number. The officers of the Association shall be President, President-Elect, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 4.2 Qualifications. Each officer must be an active member of the Association in good standing at the time of his or her appointment and shall maintain such membership thereafter during his or her term. Officers need not reside in the Denver Metropolitan area, provided that such persons have the ability and commitment to fulfill their respective duties, although it is recommended that the President reside in the Denver Metropolitan area.

Section 4.3 Election and Term of Office. The President-elect, Secretary and Treasurer of the Association shall be appointed by the Board of Directors at the last quarterly meeting of the Board of Directors each year.

If the officers are not appointed at such meetings, the appointments shall be made as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6 President. The President shall be the chairperson of the Board of Directors and, when present, shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or

agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may be an ex officio, nonvoting member of all committees, except the Executive Committee. The President shall be a voting member of the Executive Committee as provided in Section 12.1.

Section 4.7 President-Elect. The President-elect shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall succeed to the office of President at the annual meeting of the members or the first meeting of the Board of Directors of each calendar year, whichever occurs first.

Section 4.8 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and 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 4.9 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and 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 4.10 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 4.11 Absence of President and President-Elect. In the event that neither the President nor the President-Elect is able to attend a meeting of the Board of Directors, the Executive Director shall call the meeting to order and conduct an election to select a presiding officer from the directors present at such meeting.

Section 4.12 Salaries. The officers shall serve without salary.

Section 4.13 Loans to Officers. No loans shall be made by the Association to any officer or director of the Association.

ARTICLE V
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 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 Association, and such authority may be general or confined to specific instances.

Section 5.2 Loans. No loans shall be contracted on behalf of the Association 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 5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5.5 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Association.

ARTICLE VI
NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE VII
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Association shall end on the last day of June in each calendar year.

ARTICLE IX
CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that notice of any amendment to these Bylaws shall be given to the Board of Directors not less than thirty (30) days prior to the meeting at which the amendment is to be considered.

ARTICLE XII
COMMITTEES

Section 12.1 Executive Committee. The Executive Committee shall consist of the President, President-Elect, Secretary and Treasurer as voting members, and the Executive Director as an ex officio, nonvoting member. The Executive Committee shall have the authority of the Board of Directors, except the authority to amend, alter or repeal the Bylaws; elect, appoint or remove any member of such committee, or any officer or director of the Association; amending the Articles of Incorporation, restate the Articles of Incorporation, authorize the sale, lease, exchange, mortgage of

all or substantially all of the property and assets of the Association; authorize the voluntary dissolution of the Association; or revoke proceedings therefore; adopt a plan for the distribution of assets of the Association; or amend, alter or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of such committee and the delegation thereto of authority shall not operate to release the Board of Directors or any individual director of the responsibility imposed upon him or her by law. The Executive Committee shall meet at least six (6) times per year, or more frequently at the call of the President or upon written request by two (2) officers to the President.

A majority of the Executive Committee shall constitute a quorum for its meetings. The majority vote of the Executive Committee shall be the action of the Executive Committee.

Section 12.2 Finance Committee. The Board of Directors, by resolution, shall appoint a Finance Committee consisting of at least three (3) members, including the Treasurer. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Members of the Finance Committee need not be a director of the Association, provided, however, that a majority of the Finance Committee shall be members of the Board of Directors. The Finance Committee shall concern itself with all financial policies of the Association, obtain funding and develop funding sources, review monthly financial performance reports, recommend any modification of the operating budget to the Board of Directors, and report to the Board of Directors at least quarterly. Copies of the budget and budget performance reports shall be sent to the Board of Directors.

Section 12.3 Nominating Committee. The nominating committee shall consist of three members appointed annually by the Board of Directors, one member appointed by the President of the Colorado School of Mines (or his or her designee), and the Executive Director who shall be a nonvoting member of the Committee. The nominating committee, upon consultation with the members of the Association, shall nominate candidates for vacancies as follows:

- a. Candidates for the offices of President-Elect, Secretary and Treasurer, to be elected by the Board of Directors at the last meeting of the Board of Directors held each calendar year;
- b. Candidates for the three (3) at-large director positions to be elected by the members of the Association;
- c. Candidates for the regional director positions to be elected by the members of the Association; and
- d. Candidates for the Metropolitan Denver Region based on each candidate=s graduation year, each of the four (4) positions filled from a quartile of the graduation year distribution of the living graduates in the Denver Metropolitan Region, if possible.

The nominees for the respective positions shall be submitted by the nominating committee to the Executive Committee. The Executive Committee shall submit the slate of nominees, with its comments and additions, if any, to the Board of Directors prior to election of officers by the board of Directors and prior to the mailing of ballots to the members.

Section 12.4 Other Committees. In addition to the Executive Committee, Budget Committee and Nominating Committee, there shall also be the following standing committees: Editorial Board; Awards Committee; Sections Committee; and Governance Committee. Each committee shall have such duties and responsibilities as may be designated by the Board of Directors. Committee members need not be members of the Board of Directors. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The term of any committee member shall not exceed three (3) years without re-appointment. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

ARTICLE XIII EXECUTIVE DIRECTOR

The Board of Directors shall employ an Executive Director, who shall be the chief representative of the Board of Directors in carrying out the policies of the Association. The Executive Director shall: employ such staff as is needed to carry on the work of the Association, with complete authority over such staff; be responsible to see that all activities of the Association are carried out efficiently; maintain a current list of the members of the Association; be custodian of all records, memorials and documents of the Association; be an ex officio member of all committees; be the business manager of the Association and collect all dues and other revenue of the Association and maintaining a record of the finances of the Association; oversee the fiscal management of the Association within the budgets established by the Board of Directors; order an annual audit in the absence of such an order from the treasurer; and in general consult with the Board of Directors. The Executive Director may be a joint employee of the Association and the Colorado School of Mines, pursuant to the Alumni Relations Joint Operating Agreement dated December 11, 2003, or such other agreement that may be entered into between the Association and the Colorado School of Mines.

ARTICLE XIV INDEMNIFICATION

The Association shall indemnify and advance expenses to a director or officer of the Association in connection with a proceeding to the fullest extent permitted by the Colorado Nonprofit Corporation Act, as such may be amended or reenacted. With respect to an employee or

agent other than a director or officer of the Association, the Association may, as determined by the Board of Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by the Colorado Nonprofit Corporation Act, as such may be amended or reenacted.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Colorado School of Mines Alumni Association, adopted by the Board of Directors of the Association effective as of June 19, 2009.

Kelly Taga

Secretary