

BYLAWS OF TREKFREELY

A Colorado Nonprofit Corporation

ARTICLE I — NAME AND OFFICES

Section 1.1. Name.

The name of the corporation is TrekFreely (the “Corporation”).

Section 1.2. Principal Office.

The principal office of the Corporation shall be located at 6412 S Field Way Littleton, CO 80123, or at such other place as the Board of Directors may designate from time to time.

Section 1.3. Registered Office and Registered Agent.

The Corporation shall maintain a registered office and registered agent in the State of Colorado as required by the Colorado Revised Nonprofit Corporation Act.

ARTICLE II — PURPOSES

Section 2.1. Purpose.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to:

- Providing free, accessible backcountry safety education and preparation resources to adventurers of all experience levels;
- Supporting the safety of both backcountry adventurers and the emergency responders who serve them;
- Promoting environmental stewardship and responsible use of public lands;
- Offering tools and resources that reduce fragmentation of trip information for those supporting adventurers from home.

Section 2.2. Non-Profit Operation.

The Corporation shall not be operated for the private gain of any individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

Section 2.3. Restrictions on Activities.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III — BOARD OF DIRECTORS**Section 3.1. General Powers.**

The affairs of the Corporation shall be managed by its Board of Directors (the “Board”), except as otherwise provided in the Articles of Incorporation, these Bylaws, or Colorado law.

Section 3.2. Number and Qualifications.

The Board shall consist of no fewer than three (3) and no more than nine (9) directors. The exact number of directors within the stated range may be fixed from time to time by resolution of the Board.

Directors need not be residents of Colorado. No director may be compensated for service as a director, except for reasonable reimbursement of documented expenses incurred in service to the Corporation.

Section 3.3. Term.

Each director shall serve a term of one (1) year. Directors may be re-elected without limit on the number of consecutive terms, subject to annual election by the Board.

Section 3.4. Election.

Directors shall be elected at the annual meeting of the Board. Vacancies occurring between annual meetings may be filled by a majority vote of the remaining directors, and any director so elected shall serve the remainder of the vacated term.

Section 3.5. Removal.

A director may be removed, with or without cause, by a vote of two-thirds (2/3) of the remaining directors then in office.

Section 3.6. Resignation.

A director may resign at any time by delivering written notice to the Board Chair or Secretary. Resignation shall be effective upon receipt unless a later effective date is specified.

Section 3.7. Vacancies.

Any vacancy on the Board, whether caused by resignation, removal, death, or increase in the authorized number of directors, may be filled by a majority vote of the remaining directors.

Section 3.8. Compensation.

Directors shall serve without compensation. Directors may be reimbursed for reasonable and documented expenses incurred in the performance of their duties.

ARTICLE IV — MEETINGS OF THE BOARD

Section 4.1. Annual Meeting.

The Board shall hold an annual meeting each year at a time and place (or by remote means) designated by the Board. At the annual meeting, the Board shall elect directors and officers and transact such other business as may properly come before it.

Section 4.2. Regular Meetings.

The Board shall meet no fewer than two (2) times per calendar year, including the annual meeting. Additional regular meetings may be scheduled by the Board.

Section 4.3. Special Meetings.

Special meetings of the Board may be called by the Board Chair or by any two (2) directors, with notice as provided in Section 4.5.

Section 4.4. Place and Means of Meetings.

Meetings of the Board may be held at any location, or entirely by remote electronic means (including video conference, telephone, or other means by which all participating directors can simultaneously hear and communicate with one another). No in-person attendance is required. Participation by remote means shall constitute presence at the meeting.

Section 4.5. Notice.

Written notice of each meeting, stating the date, time, and means of participation, shall be delivered to each director at least seven (7) days before the meeting for regular meetings and at least two (2) days before the meeting for special meetings. Notice may be delivered by email. A director may waive notice before, at, or after the meeting, and attendance at a meeting constitutes waiver of notice except when the director attends solely to object to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 4.6. Quorum.

A majority of the directors then in office shall constitute a quorum for the transaction of business.

Section 4.7. Manner of Acting.

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board, except where a greater vote is required by the Articles of Incorporation, these Bylaws, or Colorado law.

Section 4.8. Action by Unanimous Written Consent.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors then in office consent to the action in writing. Written consent may be evidenced by email or other electronic communication and shall have the same effect as a unanimous vote.

Section 4.9. Minutes.

The Secretary, or a person designated by the Board, shall record minutes of all Board meetings and actions taken by written consent. Minutes shall be maintained as part of the Corporation's permanent records.

ARTICLE V — OFFICERS

Section 5.1. Officers.

The officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer. The Board may elect or appoint such additional officers as it deems appropriate.

Section 5.2. Election and Term.

Officers shall be elected annually by the Board at the annual meeting. Each officer shall serve a term of one (1) year and until a successor is elected, or until the officer's earlier resignation or removal.

Section 5.3. Qualifications.

Each officer shall be a member of the Board. No person shall hold more than one office at the same time, except that the offices of Secretary and Treasurer may be held by the same person if the Board so determines.

Section 5.4. Removal.

Any officer may be removed, with or without cause, by a majority vote of the Board.

Section 5.5. Vacancies.

A vacancy in any office may be filled by the Board for the unexpired term.

Section 5.6. Board Chair.

The Board Chair shall preside at all meetings of the Board, shall lead the governance and oversight functions of the Board, shall represent the Board in its dealings with the Executive Director, and shall perform such other duties as the Board may assign. The Board Chair is not the chief executive of the Corporation; the chief executive function rests with the Executive Director as provided in Article VI.

Section 5.7. Vice Chair.

The Vice Chair shall perform the duties of the Board Chair in the Chair's absence or inability to act, and shall perform such other duties as the Board or Board Chair may assign.

Section 5.8. Secretary.

The Secretary shall keep the minutes of Board meetings, give notices of meetings, maintain the Corporation's records, serve as Policy Administrator for the Document Retention and Destruction Policy, and perform such other duties as the Board or Board Chair may assign.

Section 5.9. Treasurer.

The Treasurer shall have charge of the Corporation's funds and financial records, shall oversee

the preparation of financial reports, shall ensure timely filing of required tax and financial filings, and shall perform such other duties as the Board or Board Chair may assign.

ARTICLE VI — EXECUTIVE DIRECTOR

Section 6.1. Position.

The Board may appoint an Executive Director to serve as the chief executive of the Corporation. The Executive Director is a staff position and is not an officer of the Corporation as that term is used in Article V. The Executive Director is not a director and shall not be entitled to vote at meetings of the Board.

Section 6.2. Appointment and Removal.

The Executive Director shall be appointed by, and serves at the pleasure of, the Board. The Board may remove the Executive Director with or without cause by a majority vote of the directors then in office.

Section 6.3. Duties.

The Executive Director shall manage the day-to-day affairs of the Corporation, shall implement the policies and directives adopted by the Board, shall lead operations, programs, and staff, and shall perform such other duties as the Board may assign. The Executive Director reports to the Board through the Board Chair.

Section 6.4. Attendance at Board Meetings.

The Executive Director shall attend meetings of the Board ex officio in a non-voting advisory capacity, except where the Board determines that the Executive Director should be excused from any portion of a meeting (including, without limitation, deliberations on the Executive Director's compensation, performance, or any matter in which the Executive Director has a conflict of interest).

Section 6.5. Compensation.

The Executive Director may serve with or without compensation. Any compensation arrangement shall be approved by a majority vote of the disinterested directors in accordance with the Conflict of Interest Policy and applicable law, including the rebuttable presumption of reasonableness procedures under Treasury Regulations Section 53.4958-6 where appropriate.

ARTICLE VII — COMMITTEES

Section 7.1. Authorization.

The Board may establish one or more standing or ad hoc committees as it deems appropriate to carry out the purposes of the Corporation. Each committee shall consist of one or more directors and may include non-director members in an advisory capacity.

Section 7.2. Limitations.

No committee shall have the authority to amend the Articles of Incorporation or these Bylaws,

elect or remove directors or officers, adopt a plan of merger or dissolution, or take any other action reserved to the full Board by law or these Bylaws.

Section 7.3. Committee Procedures.

Each committee shall keep minutes of its meetings and report to the Board as requested. Committees shall operate under such rules as the Board may establish.

ARTICLE VIII — CONFLICTS OF INTEREST

Section 8.1. Policy.

The Corporation shall maintain a written Conflict of Interest Policy, which each director, officer, and the Executive Director shall acknowledge in writing annually. All directors, officers, and the Executive Director shall comply with the Conflict of Interest Policy as it may be amended from time to time.

Section 8.2. Disclosure.

Any director, officer, or the Executive Director with an actual or potential conflict of interest in any matter before the Board shall disclose the conflict and recuse themselves from deliberation and voting on that matter, in accordance with the Conflict of Interest Policy.

ARTICLE IX — INDEMNIFICATION

Section 9.1. Indemnification.

To the fullest extent permitted by Colorado law, the Corporation shall indemnify any director, officer, employee, or agent of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation.

Section 9.2. Limits.

The Corporation shall not indemnify any person for any liability arising from activity in which the person did not act in good faith or that the person had reasonable cause to believe was unlawful.

Section 9.3. Insurance.

The Corporation may, but is not required to, purchase and maintain insurance on behalf of any director, officer, employee, or agent against any liability asserted against them in such capacity.

ARTICLE X — BOOKS AND RECORDS

Section 10.1. Required Records.

The Corporation shall maintain accurate and complete books and records, including minutes of Board and committee meetings, financial records, a record of directors and officers, and such other records as required by law.

Section 10.2. Inspection.

Directors shall have the right to inspect the Corporation's books and records at reasonable times for purposes reasonably related to their service as directors.

Section 10.3. Retention.

The Corporation shall maintain a written Document Retention and Destruction Policy and shall retain and destroy records in accordance with that policy and applicable law.

ARTICLE XI — FINANCIAL MATTERS**Section 11.1. Fiscal Year.**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

Section 11.2. Contracts.

The Board may authorize any officer, the Executive Director, or other agent to enter into contracts or execute instruments on behalf of the Corporation. Such authorization may be general or limited to specific matters.

Section 11.3. Deposits and Disbursements.

All funds of the Corporation shall be deposited in such accounts as the Board designates. Disbursements shall be made only for purposes authorized by the Board and in accordance with procedures the Board may establish, including any expense authorization thresholds set forth in the Corporation's Accounting Policy.

Section 11.4. Loans to Directors and Officers Prohibited.

The Corporation shall not make any loans to its directors or officers.

ARTICLE XII — NON-DISCRIMINATION**Section 12.1. Policy.**

The Corporation shall not discriminate against any director, officer, volunteer, employee, contractor, or beneficiary on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, veteran status, or any other characteristic protected by applicable law.

ARTICLE XIII — DISSOLUTION**Section 13.1. Dissolution.**

Upon dissolution of the Corporation, assets shall be distributed in accordance with the Articles

of Incorporation and Section 501(c)(3) of the Internal Revenue Code. No part of the assets of the Corporation shall inure to the benefit of any director, officer, member, or private individual.

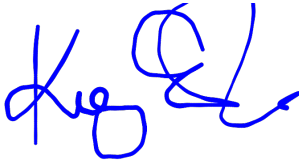
ARTICLE XIV — AMENDMENTS

Section 14.1. Amendments.

These Bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the full Board at any regular or special meeting, provided that written notice of the proposed amendment has been delivered to each director at least seven (7) days in advance of the meeting.

CERTIFICATION

The undersigned certifies that the foregoing Bylaws were adopted by the Board of Directors of TrekFreely at the organizational meeting held on 6/21/2026.



Kerry Taylor, Secretary

Date: 6/21/2026