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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

Geocaching Colorado Inc

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

10935 E 109th Place

(Street name and number)

Northglenn

(City)

CO

(State)

80233

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Ward

(Last)

David

(First)

Karl

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

10935 E 109th Place

(Street name and number)

Northglenn

(City)

CO

(State)

80233

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Ward **David** **Karl**

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

10935 E 109th Place

(Street name and number or Post Office Box information)

Northglenn **CO** **80233**

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

McCoskey **James** **II**

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

131 S Zenobia St

(Street name and number or Post Office Box information)

Denver **CO** **80219-1734**

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Ward	David	Karl	
(Last)	(First)	(Middle)	(Suffix)
10935 E 109th Place			
(Street name and number or Post Office Box information)			
Northglenn			
(City)	CO	80233	
	(State)	(Postal/Zip Code)	
United States			
(Province – if applicable)		(Country – if not US)	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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BYLAWS OF GEOCACHING COLORADO, Inc.
Formed May 2006

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Geocaching Colorado, Inc. Also known as GCCO.

Section 2: The organization is a state level group formed exclusively for promoting good will, education, and sportsmanship in the activity of geocaching in the state of Colorado.

Section 3: Geocaching Colorado shall preside over and perform the organizational functions of the satellite group known as "The Denver Metro Group".

ARTICLE II - MEMBERSHIP

Section 1: Individual membership shall consist of individuals over 18 years of age, who have an interest in helping fulfilling the purposes of the organization. Each person shall have voting rights of 1 (one) vote per person at all general meetings.

Section 2: Junior membership shall consist of individuals under 18 years of age who have an interest in helping fulfilling the purposes of the organization. Each person shall have no voting rights.

Section 3: Satellite organizations, from throughout the state, may become members by agreeing to uphold the bylaws of this organization and assigning a delegate to Geocaching Colorado. Each delegate shall have voting rights of 1 (one) vote per satellite organization at all general meetings.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular November annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given, by posting a notice on the organizations web site, not less than ten days before the meeting.

Section 4: Election of officers and board members will be held at the annual meeting. The newly elected officers will assume their duties effective January 1 of the following year.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the President and committees. The Board shall have 7 (seven) members. The Board shall consist of the 4 officers and the immediate past President, plus 2 (two) elected from the general membership at the annual meeting. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least 4 times per year (once each calendar quarter), at an agreed upon time and place. General meetings shall meet once every other month, January, March, May, July, September, and November.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the organization. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 1 year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 70 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member

have written notice two weeks in advance. The written notice may be made by any appropriate method.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary, and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board and General meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

The Vice-President will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that organizations records are maintained.

The Treasurer shall hold the funds deposited with him and pay debtors as required, make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, and make financial information available to Board members and the general membership.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be send out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a simple majority vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The President appoints all committee chairs.

Section 2: The officers and immediate past president serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, this includes three other Board members, appointed by the President. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. A posting on GCCO's web site will meet this requirement.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII - ORDER OF BUSINESS and PROCEDURE

Section 1: "Robert's Rules of Order Newly Revised" shall govern any matter of

procedure not specifically addressed by these Bylaws, unless another order of procedure is established by the Board of Directors.

ARTICLE VIII - DISSOLUTION

Section 1: This organization may be dissolved at any time by a vote of 75 per cent of the Board of Directors.

Section 2: In the event of dissolution, whether by voluntary means, involuntary means, or by operation of law, none of the property, funds, assets or proceeds thereof shall be distributed to any member of the organization, unless such distribution is to discharge an undisputed and properly documented obligation of the organization to the member. All remaining organization property, funds, assets, or proceeds thereof must be donated to a benevolent charitable organization as directed by the Board of Directors.

These Bylaws were approved at a meeting of the Board of Directors of Geocaching Colorado on _____, 2006.

List of Revisions:

1. Draft 1, Dated May 8, 2006, 8:00 PM
2. Draft 2, Dated May 8, 2006, 11:30 PM
3. Draft 3, Dated May 10, 2006, 3:30 AM
4. Draft 4, Dated May 10, 2006, 4:00 AM
5. Draft 5, Dated May 10, 2006, 8:00 PM
6. Draft 6, Dated May 17, 2006, 7:30 AM
7. Draft 7, Dated May 17, 2006, 9:30 AM
8. Draft 8, Dated May 17, 2006, 12:00 PM
9. Draft 9, Dated May 17, 2006, 4:00 PM

Print Date: 5/22/2006

GCCO BYLAWS