

VINTAGE MESSENGER

VOL. 14, NO. 10

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OCTOBER 2005

Feedback Session November 5, 2005

The Feedback Session date has been changed to November 5, 2005. The Feedback session will be held at the American Motel (10101 I-70 Frontage Rd - just west of Kipling), in Wheatridge. Coffee, juice & donuts at 8:00 AM, meeting starts at 9:00. Please plan on attending as there are changes to RMVR's By-Laws which will be presented and will be open for discussion.

Minutes

Rocky Mountain Vintage Racing,
Ltd
Regular Board Meeting 9/21/05
Jim Bradley's Racing Shop
1822 Vista Dr Unit C
Longmont CO

Board Members present:

Jim Bradley-President
Norm Pettitt-Past-President
Roger Hively-President-Elect
Mark Robinson-Secretary
Bob Darcey
Tom Ellis
Marcia Hubbell
Dennis McIlree
Bob Mitchiner
Scott Sanders

Excused absence: Steve Gesse,
Keith Davidson

Call to order: 7:00 PM

President's Remarks

Jim Bradley welcomed all and noted Keith and Steve would not be in attendance.

Minutes

Mark Robinson stated no corrections or omissions to the minutes as published were brought to his attention. Jim Bradley made a motion to accept them; Dennis McIlree seconded, and they were approved by unanimous vote.

Treasurer's Report

Steve Gesse had emailed the Club's financial statement to the Board in anticipation of his absence. We remain in sound shape, and Steve anticipates a slight increase in projected cash on hand by year's end.

CHIEFS' REPORTS

Chief Steward

Roger Hively noted that at La Junta, there was one metal-to-metal incident, and one single car incident, resulting in 3 driver probations.

Eligibility

Bob Mitchiner reported that there are 3 or 4 Formula Fords being prepared for next season, and a McLaren formula car as well.

Timing & Scoring

Dennis McIlree reported that preparations are underway for the Enduro. He noted that future Enduro stewards should become more familiar with the timing procedures as written to ease the reliance on Dennis & Eloise McIlree at these events.

Old Car Council

Dan Berry reported that the OCC Swap Meet had bad weather, which contributed to reduced attendance and revenues. The OCC will be asking for early dues renewal payments to help.

Flagging & Communications

Pauline Wilson reported that workers are still needed for the Enduro. She again expressed her thanks to drivers who have stepped up to fill in where needed at the events held this year.

The regular RMVR Board Meeting is typically held the third Wednesday of each month, commencing at 7 p.m. at:
Jim Bradley's Shop, 1822 Skyway Drive, Unit C, Longmont, CO 80504 - (720) 289-7113

The December 2005 Board meeting will be on the December 14th (2nd Wednesday in December).

FOR MORE INFORMATION: RMVR c/o Diane Hively - 6745 West Third Place, Lakewood, Colorado 80226 - (303) 319-3062

Administration

Diane Hively noted that there were 111 entries at La Junta, and 70 so far for the Enduro. She now has nice enamel RMVR logo pins available for sale. They will be available at all events for \$4 each. They are about 1/2" x 1 1/4".

CMC Report

Scott Sanders reported that CMC had approved \$5,000 be added to the \$15,000 that the City of La Junta had authorized for paving from turns 3 to 5. Another \$5,000 was approved for corner bunker work at Pueblo. Elections are upcoming, and nominees are needed for officers, especially Treasurer. Please contact Scott if interested.

CAMA Report

Bob Darcey noted that RMVR and the other 4 CAMA member clubs had each received \$20,000 rebates from Second Creek funds. RMVR's was reinvested into the CAMA capital account. On 8/31, Sutton Motorsports held a kickoff meeting for the new track project with the various companies under contract for construction. The permitting process continues.

Miller Motorsports Park

Roger Hively attended the kickoff event by track operators in Salt Lake City on 9/9/05. The track is 25 miles west of the SLC airport. The site has about 70 feet of elevation changes, two loops of about 2.2 miles each that can be combined into a 4 mile track, with a 3500 foot straightaway. The track surface is about 40-50 feet wide. The estimated completion date is 4/1/06. There are 4-5 major spectator race series that will use the track, and club racing dates will be available. Rental rates and

dates are not available yet. The track is actively seeking a local network of workers, with training sessions to be offered, to support the events.

President's Term

Last month, the Board had approved Steve Gesse's proposal to change RMVR's Constitution & by-laws governing how a President is elected, the President's term, and the size of the Board, in an effort to create a more efficient body, and promote continuity from year to year. That proposal did not provide for the membership to elect the President, only to elect the Board members who would then elect a President from the sitting Board. Much discussion, many phone calls and emails followed last month's meeting, primarily with concern that the membership should be able to vote in electing it's President. As a result, a revised proposal was created by Roger Hively with lots of input from other Board members. Prior to a vote on the revised proposal, Bob Mitchiner made a motion that last month's vote on Steve's proposal be rescinded. Tom Ellis seconded. APPROVED: Tom Ellis, Scott Sanders, Bob Darcey, Roger Hively, Steve Gesse(via proxy), Mark Robinson, Marcia Hubbell, Dennis McIlree, Bob Mitchiner, Keith Davidson(via proxy), Norm Pettitt. OPPOSED: None.

Roger Hively's revised proposal is very similar to the original, but does contain provisions for the President to be elected by the membership. Primary points in the proposal are:

- The President will be elected for a 1 year term, and must run for re-election each year. A President

may run for multiple terms.

- There will no longer be President-Elect or Past-President positions on the Board.
- A presidential candidate must have at least 1 year experience on a past or present Board before running for President.
- The Board may endorse one or more Presidential candidates.

Roger made a motion that the revised proposal be accepted, Dennis McIlree seconded. APPROVED. FOR: Marcia Hubbell, Dennis McIlree, Bob Mitchiner, Keith Davidson(via proxy), Roger Hively, Steve Gesse(via proxy), Mark Robinson. AGAINST: Tom Ellis, Scott Sanders, Bob Darcey, Norm Pettitt.

This proposal will be a topic at our November Feedback Session. The text of the Constitution & Bylaws, with proposed changes highlighted, accompanies the minutes. As this change must be approved by at least 60% of voting members, a ballot will be mailed 30 days after publication. Members are encouraged to review this information carefully, and contact their Board members with questions or comments.

Nominating Committee

At Jim Bradley's request, Bob Darcey has agreed to serve as Chairman of the Nominating Committee for the upcoming elections. Dennis McIlree and Steve Gesse will serve on the committee, with one non-Board member to be added.

Meeting adjourned, 9:14PM
Mark Robinson, Secretary

RMVR INFRACTION REPORT				
September 20,2005				
<u>Date</u>	<u>Name</u>	<u>Group</u>	<u>Incident</u>	<u>Penalty</u>
9/11/05	Joel Gray	Small bore B	Contact, minor damage	3 event probation 6/4/06
9/11/05	Kevin Lynch	Small bore B	Contact, minor damage	3 event probation 6/4/06
9/11/05	Wendell Young	Small bore B	Contact, damage	3 event probation 6/4/06

Classifieds

For Sale- Winnebago Adventurer, class A, 1999, V-10, low miles, 30 ft. Generator, Roof & Dash air, Microwave oven, TV/VCR, Tow package, etc. Always garaged, looks like new, super clean. \$42,900 OBO

1962 E Type Jag. 3.8. Car has race history from CAL CLUB in 1965. Ran in BP. Have history from new. Many mods: Mags, Konis, big brakes, side exhaust, roll bar. Currently street driven and running triple Webers. Have many new parts to restore such as dash pad, complete rubber moldings, ADDCO bars, etc. Best offer over 30K.

Datsun 240Z, 1972 CP-3, RMVR Log, Full BRE & Tilton Equipped; Suspension, Drive Line, Cage, Etc. Two Motors. Direct Drive 5 Speed. Three Posi Diffs. 8 Wheels, Panaspport & American. Double Disc Tilton Clutch, Spares. \$35,900
Terry Allard 303-973-3074

For Sale: Trailer, enclosed, double axle, Accommodates a Formula Ford or Formula Vee as well as an older Corvette, XKE or smaller sports car. Low profile, excellent condition. \$3,500. Call Bob Durham, days - 303-526-9570, evenings and weekends - 303-674-7282.

For Sale: 1966 Porsche 912 Coupe VIN # 458204 White. Set-up for Autocross/DE/Vintage racing. Street registered. RMVR log book. Engine and suspension up-grades. New Corbeau race seats. Fun and dependable car for weekend events. \$8500, OBO. Bud Raabe. 719-579-8113. Budr911@aol.com.

Zink Formula Vee For Sale- 1972 Zink C-4 RMVR #58. This car is race ready and very competitive. The motor was gone through last year by Paul Malcomb and only has 3 races on

it. Includes open trailer, transponder, spares, and 1978 Chevy Van. \$11,000. Contact Steve @ (303) 579 - 8810 or veeracer@yahoo.com.

Formula Vee For Sale - 1968 Autodynamics D4B, excellent condition, original, this car has never, ever been crashed, very fast, many wins and podium finishes, 1385cc Paul Malcomb motor and transaxle, Roxanne's headers, Halon fire system, RMVR log books, \$9,900 includes transponder, spares, and open trailer w/ tire racks and tool box. Contact Matt 970-870-2873 or matthew.cail@us.schneider-electric.com.

For Sale 2000 F350 Powerstroke Diesel LB, extra cab, 4X4, 120K miles, tow package and fifth wheel set up, white over grey, \$18,000 neg. Nancy Marshall 303-238-1412

For Sale 1964 Austin Healey Sprite RMVR car #78 fast and reliable. 1275 +.040 with all the best engine components. Weber 45 DCOE, gear reduction starter, Crane electronic ignition w MSD rev limiter. Two weekends on fresh rebuild. New muffler for Second Creek, double bearing hubs w competition axles, tube shocks. Many extra parts including differentials, 2 wheels and tires. Needs new fuel cell for eligibility, otherwise well sorted and ready to go. \$7,500. Contact Roger Hively 303-233-7462H, 303-829-0990C

For Sale- Set of 4 Fuchs Alloy Wheels, 15x6, chromed and still in wrappers, never mounted. Best offer. Jeff Martin jmartin@utilitytrailer.net, 303 295 1197

Haulmark. Transport Race Trailer, 20 feet long 8.5 feet wide. Spring suspension, easy lube axle, axles are upgraded to 5,000 pound capacity, special ST225/75R15 tires, spare

wheel and tire front mounted, with lock and cover, special 6 stud white spoke steel wheels, 4 wheel electric brake, breakaway switch, aluminum fenders, payload capacity 3,940 LBS, curb weight 3,060 LBS, gross vehicle weight 7,270 LBS, spring assist rear ramp door w/extensions. bar lock on rear door, 36" side door, bar lock on side door, side door opening 36" wide x 73-1/2" high, 3/4" plywood floor, exterior walls and ceiling special vinyl siding, interior lighted with switch by side door, 24" stone guard, beavertail, standard 4 flush mount square D-rings installed, plus an additional 8 flush mount square D-rings with 4 roller bearings, one for each tire. 4 tire hold down straps each with a ratchet, heavy duty anti-sway trailer hitch, 3 special outdoor key lock padlocks, special tongue lock, 14" x 14" non-powered roof ent, white in color. The trailer is in Denver for viewing. It has only been on one 2,200 mile trip. Total paid for trailer with all the added equipment was \$7300.00. This was a discounted price as I picked up the trailer. I will consider any offers.

Call Richard Gordon 303-756-7427

Or email:

RichardNGordon@comcast.net

For Sale-White, 2003, 3/4 ton, GMC Sierra 2500 HD, 4WD, Pickup, 6.6L V8 "Duramax" Diesel gets 22 mpg. Wideside extended crew cab, leather interior, Bose sound and many other goodies make it a great, comfortable hauler. 72,000 miles. Asking \$28,900.

1976 Triumph TR-6, white with beige interior, approximately 78,000 original miles. All original with electronic overdrive in 3rd and 4th gears. Hard top, new soft top plus a luggage rack included. Needs body and interior work and a loving owner willing to restore this classic beauty.

\$2,000 or best offer. Veronica "Ronny" Marshall, 303-530-0750 veronicamarshall@comcast.net

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2005 Event Schedule

November 5, 2005

January 14, 2006

Feed Back Session
American Motel- I70 & Kipling Ave.
Annual Banquet
Arvada Center

RMVR Website- <http://rmvr.com>

**ROCKY MOUNTAIN
VINTAGE RACING
NEWSLETTER**

6745 West Third Place
Lakewood, CO 80226



RMVR VOLUNTEER NEWS

OCTOBER, 2005

Pauline Wilson

This has been a difficult year. It seems like every race weekend we've had to beg for volunteers just to get enough workers to make it. La Junta was no exception. For the first time in a long time, we didn't have enough workers to staff all of the corner stations. And that's pretty bad for La Junta, since there are only 7. Thanks to all of the drivers who have volunteered this year. Without them we wouldn't have been able to race. We all need to make an extra effort to get more people involved in vintage racing – both drivers and workers – so we don't continue to have these problems.

La Junta in the fall is always a good time for racing. We had beautiful weather, but it did get a little warm on Sunday when the wind stopped blowing. **John Twenty** was driving so **Dave Gurka** helped Bill & I out in race control. He's also going to replace me next weekend at the Pueblo Enduro, since Skip & I are going to be in Durango. All went well for the most part, except for **Wendell Young** hitting the tire wall on corner 7. Fortunately, Wendell has a hard head and even though he decided that he probably should pad his roll bar, he came away relatively unscathed. Skip & Dan decided to do "surprise starts" again, and this time they recruited Dave from control so that they could have 3 starters on 3 different corners, so no one would know where the green flag would pop up. They only had 2 green flags, so they borrowed a green sweatshirt from Eloise, which they tied to a broom – proving the theory that these folks will race no matter what you wave at them!

The pot luck dinner went very well. Lots of good food and the brats were delicious! Thanks to Diane Hively for spending the afternoon in her trailer, boiling the brats in beer – 100 of them! **John & Carole Arnold** reprised their trivia contest, and even though only part of the people got involved in the contest, those that did had a good time. Carole & **Heike Welch** came up with some great prizes and there are a few new nicknames in the club that won't be repeated here!

Our next event is the Pueblo Enduro on Oct. 1 & 2 – our last race of the season. As usual, we still need workers. Let's hope for good weather and a good turnout. I'll miss you guys! The Formula Ford drivers are hosting the spaghetti dinner again, so enjoy! See you at the races – next year!

PLEASE SEND IN YOUR RESPONSE TO THE APPROPRIATE CHIEF LISTED BELOW.

If you have any preferences as to whom you share a room with, please be sure to let your chief know. Remember that all specialties are limited as to the number of workers for whom they can provide accommodations, so send in your reply form before the deadline.

F & C	F & C	GRID	TECH
John Twenty 8451 Mariposa Dr. Morrison, CO 80465 303-697-2846 smithtwenty@aol.com	Pauline Wilson 564 S. Joplin St. Aurora, CO 80017 303-745-7860 pauline266@comcast.net	Kevin Rutherford 4156 Lowell Blvd. Denver, CO 80211 303-477-5562 rutracing@att.net	Don Woeber 2706 Dundee Ct. Ft. Collins, CO 80525 970-223-9546 woden6@frii.net

Constitution & Bylaws

(Proposed changes are shown in ***bold***)

1. CONSTITUTION

1. ARTICLE I. NAME AND HEADQUARTERS

The name of this club shall be "Rocky Mountain Vintage Racing, Ltd." All references herein, and in the bylaws accompanying this constitution, made to "RMVR", "the club", or "the corporation" shall have the same effect and meaning as the full name of the club. Its principal office shall be the residence of its president.

2. ARTICLE II. OBJECTIVES

The members of the club are joined together to encourage and foster the restoration, preservation, and use of historic sports and racing cars.

3. ARTICLE III. POLICY

1. The club shall be politically non-partisan.
2. The club is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in its Articles of Incorporation and in this constitution.

4. ARTICLE IV. MEMBERSHIP

1. Any individual interested in the objectives of the club as stated above is eligible for membership as prescribed in the bylaws.
2. In accordance with the bylaws, membership of any member may be revoked for conduct inconsistent with the objectives of the club or prejudicial to the good order and repute of the club.

5. ARTICLE V. OFFICERS AND ELECTION

1. The leadership of the club shall be vested in the Board of Directors consisting of a ***President, Secretary, Treasurer, and seven Directors at large.***
2. The members and officers of the Board of Directors will hold offices for two years or until their successors are elected. ***Every board member except the President must be re-elected by the membership at the end of his or her two-year term. Presidential candidates must be nominated and run for office every year.***
3. ***The Nominating Committee will nominate presidential candidates from the Board of Directors or from the general membership. The Board of Directors may endorse one or more presidential candidates by a 2/3 majority vote. The membership will vote on a slate of candidates, including presidential candidate(s). The President will serve for one year and may be re-elected for subsequent one-year terms. There is no limitation on the number of terms the President may serve.***
4. The results of the election shall be announced at the annual meeting of the club. Such annual meeting will be held each year at a time and place to be determined by the Board of Directors.
5. In the event any officer is unable to complete his term of office, ***the vacancy shall be filled by appointment by the Board of Directors. The interim Director at large will be the first losing candidate from the most recent election. An interim President shall be a member of the Board of Directors.***

2. BYLAWS

1. ARTICLE I. MEMBERSHIP

1. **Members.** Any person, 18 years of age or older, may become a member of the club provided he/she makes an application for membership.
2. **Honorary Members.** Any person who merits recognition for outstanding interest in, or service to, the club may be elected to honorary membership by a majority vote of the Board of Directors. The length of such honorary membership is the option of the Board.
3. **Termination of Membership.** A member may be expelled by a two-thirds vote of the Board of Directors for conduct deemed detrimental to the club. Any expelled member shall have the right to appeal to the members at a general membership meeting. The decision of the majority of members in attendance at the meeting will be final. Board members in attendance will not be allowed to vote in this meeting.
4. **Submission to Rules.** By reason of RMVR membership, all members hereby agree to abide by the constitution, bylaws, and general rules of RMVR and decisions interpreting those rules made by the chiefs of specialties and the Board of Directors. Any member who initiates or maintains litigation of a matter which has been appealed to the Board of Directors will pay the first \$1,000.00 of court costs incurred by RMVR in defending such action and, in the event RMVR prevails, the member who brought suit will pay all costs of litigation, including attorneys' fees.

2. ARTICLE II. DUES

1. **Annual Dues.** Each member of the club shall pay the annual dues in an amount set by the Board of Directors. The board may change the annual dues by a majority vote of the Board. Notice of any change in the annual dues must be published in the club newsletter at least three months prior to the effective date of the change.
2. **Payment of Dues.** The annual dues are payable with application for membership. Renewal dues are due within 30 days following the date of issue of the renewal notice. Members whose renewal dues are not received within 60 days after the due date may be dropped from the membership roster.

3. ARTICLE III. OFFICERS AND COMMITTEES

1. **Management.** The management of Rocky Mountain Vintage Racing, Ltd. shall be by the Board of Directors consisting of ***the President, Secretary, Treasurer, and seven at-large Directors.***

2. **Executive Authority.** The President shall be authorized to enter into contracts and to execute such instruments, documents, and conveyances in behalf of the corporation as may be required in the normal course of its business and operation.
 3. **Duties and Responsibilities.** The duties and responsibilities of the officers shall be determined by the president and the Board of Directors.
 4. **Committees.** The President shall establish committees necessary for the performance of the club business and operation. Committee chairpersons or chiefs of specialties shall be appointed by the President with the advice and consent of the Board of Directors.
 5. **Attendance at Board Meetings.** In the event a Board member misses more than two consecutive Board meetings, and his/her absence is not excused, it shall be the option of the Board to replace such member. The minutes of each meeting shall reflect those in attendance and note excused/unexcused absence.
 6. **Quorum.** Six board members in attendance at any Board meeting shall constitute a quorum for the conduct of club business.
4. ARTICLE IV. ACCOUNTS
1. **Fiscal Year.** The fiscal year for the club shall begin on January 1 each year and end December 31 of such year.
 2. **Books.** The books or records shall be properly maintained to reflect financial receipts, disbursements, balances, and assets of the club. Financial records shall include the financial results of each event staged by the club.
 3. **Annual Accounting.** A year-end financial statement shall be prepared by the treasurer and shall be available to any member at the first general membership meeting after March 1st each year, or to any member by mail upon request.
5. ARTICLE V. ELECTIONS
1. **Nominating Committee.** A nominating committee shall be appointed by the Board of Directors no later than the September meeting each year. It shall consist of not less than three or more than five members, one of whom shall be designated as chairman. At least one member of the committee must be a non-member of the Board. No member of this committee may be nominated as a candidate for any position in the election.
 2. **Candidates.** The nominating committee will nominate a slate of one or more candidates for each officer and Director position becoming vacant at the end of the current year of service. All nominees must be members in good standing.
 3. **Report.** The nominating committee report must be published to the membership no later than November 5th.
 4. **Additional Nominees.** Additional nominations may be made by any member, in writing, to the nominating committee chairperson before November 20th, accompanied by the signatures of ten active RMVR members seconding the nomination, a brief resume, and a picture if possible. Any additional nominee for the Presidency must have served at least one year as a board member.
 5. **Elections and Ballot.** A ballot, including a brief resume, and a picture if available, for each nominee, will be mailed to the membership no later than thirty days prior to the annual meeting of the club. The ballots will be returned to a ballot chairman appointed by the Board. Ballots must be received not later than seven days prior to the annual meeting to be counted. The results of the election will be announced at the annual meeting. The newly-elected officers and directors will take office at the first Board meeting following the annual meeting.
6. ARTICLE VI. AMENDMENTS
1. **Constitution and Bylaws.** Any proposed amendment must be approved by the Board of Directors. After such approval, the club secretary will cause to be published, in the club newsletter or by special mailing, any proposed amendments to the constitution or bylaws along with an explanation of the changes and reasons therefor.
 2. **Ballot.** A ballot will be mailed to the membership 30 days after the above publication date, specifying a return date of not more than 30 days after the date of mailing.
 3. **Ballot Return.** Ballots will be returned to a ballot chairman or committee appointed by the Board.
 4. **Amendment Ratification.** Each such proposed amendment shall be voted on separately and ratification shall require that at least 60 percent of the votes cast be in favor of the change.
 5. **Changes in General Rules.** Any proposed change in the general rules will be presented at a regularly scheduled meeting of the Board of Directors, and will only become effective if approved in essentially the same form by a vote of the Board at a subsequent meeting.
7. ARTICLE VII. MEETINGS
1. **Annual Meetings.** An annual meeting of all members of RMVR will be held each year, at a time and place to be determined by the Board of Directors.
 2. **General Membership Meetings.** Other general membership meetings for any purpose or purposes may be called by the president, or by the Board of Directors, or at the request of not less than 10% of all members.
 3. **Notice of Meetings.** Written notice of annual or general membership meetings will be sent to the membership not less than thirty days prior to the date of each such meeting. If the purpose of the meeting is solely social, a lesser period of notice may be used.
 4. **Board Meetings.** The Board of Directors shall meet at least monthly, at a time and place to be announced. Additional Board meetings may be called by the president.
8. ARTICLE VIII. APPEALS
1. The decision of any chief of specialty may be appealed to the Board of Directors. Any member may initiate such appeal by contacting the president and asking to be placed on the agenda at a regularly scheduled Board meeting. The member must appear in person to present the appeal, except, at the discretion of the Board, a letter appeal may be allowed. The Board shall render a decision on such appeal within sixty days following its hearing.

9. ARTICLE IX. INDEMNIFICATION

1. **Definitions.** All terms used in this Article IX shall have the meaning set forth in the applicable provisions of the Colorado Revised Nonprofit Corporation Act.
2. **Current Provisions of Colorado Law.** Indemnification of corporate directors, officers, employees and agents is currently set forth in Section 7-129-101 through 7-129-110 of the Colorado Revised Nonprofit Corporation Act.
3. **Standards of Conduct.** Except as provided in Section E below, RMVR shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (1) such party conducted himself or herself in good faith, (2) such party reasonably believed (a) in the case of a director acting in his or her official capacity, that his or her conduct was in RMVR's best interests, or (b) in all other cases, that such party's conduct was at least not opposed to RMVR's best interests, and (3) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section C, any party acting in his or her official capacity who is also a director of RMVR shall be held to the standard of conduct set in Section C(2)(a), even if such party is sued solely in a capacity other than as such director.
4. **Board of Directors and Officers.** The following provisions shall specifically apply to the indemnification of directors and officers:
 1. RMVR shall indemnify each director and each officer of RMVR to the fullest extent permissible under the applicable provisions of the Colorado Revised Nonprofit Corporation Act.
 2. Each member of the Board of Directors and each officer who is or was a party to a proceeding may apply to the court for indemnification as provided by the applicable provisions of the Colorado Revised Nonprofit Corporation Act.
 3. The directors of RMVR may from time to time authorize the indemnification of employees or agents of RMVR who are not officers or directors to the extent not inconsistent with the Colorado Revised Nonprofit Corporation Act.
5. **Indemnification Prohibited.** Except as hereinafter set forth in this Section E, RMVR may not indemnify a party under this Article IX either (1) in connection with a proceeding by or in the right of RMVR in which the party is or has been adjudged liable in the performance of the party's duty to the corporation, or (2) in connection with any proceeding charging improper self-dealing or personal benefit to the party whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by the party (even if RMVR was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (1) and (2) of this paragraph, or whether or not the party met the applicable standard of conduct set forth in Section C, and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Colorado Revised Nonprofit Corporation Act.
6. **Insurance.** RMVR may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of RMVR, or is or was serving at the request of RMVR as a director, officer, employee, trustee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person or incurred by such person in any status as such, whether or not RMVR would have the power to indemnify such person against such liability under the provisions of this Article.
7. **Limitations of Personal Liability.** No officer or director of RMVR will be personally liable for, and RMVR will indemnify any officer or director of RMVR against, any expense or liability incurred by such officer or director in connection with any injury to person or property arising out of a tort committed by any employee of RMVR unless such officer or director was personally involved in the situation giving rise to the litigation or unless such officer or director committed a criminal offense. The protection afforded in this paragraph G shall not restrict other common law protections and rights an officer or director may have.
8. **Liability of Directors.** No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) acts specified in C.R.S. Section 7-128-403 or 7-128-501, as they now exist or hereafter may be amended, regarding a director's assent to or participation in an unlawful distribution or a conflicting interest transaction, as defined therein, or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of Article IX shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
9. **Intent of Provision.** This Article IX is intended to and shall provide to the directors and officers of RMVR the fullest indemnification permitted by Colorado law, as the same may be amended from time to time.