

EXHIBIT C

**BYLAWS
FOR
THE TRUST FOR LAND RECLAMATION, INC.
(A COLORADO NONPROFIT CORPORATION)**

**Article 1.
Purpose**

Section 1. *Purpose.* The purpose of the Trust for Land Reclamation, Inc. (corporation) is to engage in charitable, educational, and scientific activities including, but not limited to the restoration and preservation of abandoned and inactive mined lands that harbor important conservation values.

**Article 2.
Principal Office**

Section 1. *Principal Office.* The principal office of the corporation shall be located at is 555 W. Clinton St., Ridgway, CO 81432. The board of directors may change the principal office. The corporation may also have offices at other places within or outside of Colorado as the board of directors may approve.

**Article 3.
Members**

Section 1. *Classes of Membership.* The corporation shall have two classes of members, regular and honorary.

Section 2. *Qualifications.* (a) Regular members shall be those members that pay dues to the organization in the amount set by resolution of the board of directors. (b) Honorary members shall be admitted to membership at the discretion of the board of directors, upon the terms and for the periods the board of directors determines.

**Article 4.
Dues and Assessments**

Section 1. *Regular Members.* Regular members shall pay dues or assessments in the amounts and at the times determined by the board of directors.

Section 2. *Honorary Members.* Honorary Members shall not be required to pay dues or assessments.

Section 3. *Nonpayment of Dues and Assessments.* The failure to pay dues or assessments in the amounts and at the times determined by the board of directors may cause the member's privileges or membership to be suspended or terminated, as determined by the board of directors.

Article 5. Meetings of Members

Section 1. *Annual Meeting.* An annual meeting of the members of the corporation shall be held at a time and date set by a resolution of the board of directors. The annual meeting shall be held for the purposes of conducting such businesses as may properly come before it.

Section 2. *Regular Meetings.* Regular membership meetings may be held at a time and date stated in or fixed in accordance with a resolution of the board of directors.

Section 3. *Special Meetings.* A special meeting of the members may be called by the board of directors or by or at the direction of the president or chairperson of the board. The members in accordance with Colorado law may also call a special meeting.

Section 4. *Notice Of Meetings.* Notice of a meeting, whether annual, regular or special, shall include the place, date and time of the meeting and shall be mailed by first class mail no fewer than 10 days, or more than 60 days before the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Article 6. Board of Directors

Section 1. *Size of Board.* The initial board of the corporation shall consist of two (2) directors. Thereafter, the corporation shall have a board consisting of not less than two (2) directors and not more than eight (8) directors. The number of directors may be fixed or changed from time to time within the range by the voting members of the board of directors. A director need not be a resident of Colorado or a member of the corporation. Directors shall serve a term of one year. Directors may be elected for successive terms.

Section 2. *Vacancies.* Vacancies on the board of directors may be filled for the un-expired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the board of directors.

Section 3. *Power and Duties of the Directors.* The board of directors shall have control and general management of the affairs, property and business of the corporation and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the board of directors may deem proper. The powers shall include, but not be limited to the appointment and removal of the officers of the corporation.

Section 4. *Election of Directors.* The election of directors shall be at the annual meeting of the membership or such other method authorized by these bylaws.

Section 5. *Chairperson of the Board.* From among its members, the board of directors shall elect a chairperson. The chairperson of the board shall preside at meetings of the members and the board of directors.

Article 7. Meetings of Directors

Section 1. *Regular Meeting.* Regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting.

Section 2. *Special Meetings.* Special meetings of the board of directors shall be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the meeting unless otherwise required by law.

Section 3. *Quorum and Voting.* A quorum of the board of directors consists of a majority of the number of directors in office immediately before the meeting begins. THE AFFIRMATIVE VOTE OF ALL DIRECTORS, WHETHER OR NOT PRESENT AT A PARTICULAR MEETING, IS REQUIRED FOR THE TRUST FOR LAND RSOTRATION, INC. TO 1) ENTER ANY CONTRACT FOR THE PURCHASE OR SALE OF REAL ESTATE, 2) ENTER ANY CONTRACT FOR RECLAMATION SERVICES, AND 3) ENTER ANY AGREEMENT WITH ANY REGULATORY AGENCIES REGARDING PROPERTIES THE TLR, Inc. OWNS, OR IS CONSIDERING PURCHASING. FOR ALL OTHER ACTIONS, The affirmative vote of a majority of directors present is the act of the board of directors unless law requires the vote of a greater number of directors.

Section 4. *Action Without Meeting.* Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board in writing either: a) votes for the action; or b) votes against the action or abstains, and waives the right to demand that a meeting be held. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the directors then in office were present and voted.

Section 5. *Meetings by Telecommunication.* Any or all of the directors may participate in board meetings through the use of, any means of communicating by which all persons participating in the meeting may hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

Article 8. Officers and Duties

Section 1. *Officers.* The officers of the corporation shall consist of a chairperson of the board, a president, one or more vice presidents, a secretary and a treasurer. The same person, except the offices of president and secretary, may hold any two or more offices. Officers shall be elected or appointed by the board of directors at the annual meeting of the directors. A vacancy in any office may be filled by the board of directors at any regular or special meeting called for that purpose.

Section 2. *Chairperson of the Board.* The chairperson of the board shall preside at all meetings of the members and the board of directors, and may have any other powers and duties as may be conferred by the board of directors.

Section 3. *President.* The president shall, subject to the direction and supervision of the board of directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The president shall have the authority to sign all contracts and other instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the board of directors adopted from time to time.

Section 4. *Vice Presidents.* Vice presidents shall have the duties that the board of directors or the president may delegate to them from time to time. In the absence of the president or his or her inability to act, the duties and powers of the office shall be performed and exercised by a vice president.

Section 5. *Secretary.* The secretary shall have the responsibility for the preparation and maintenance of minutes of the directors' and members' meetings and other records and information required to be kept by the corporation and for authenticating records of the corporation. The secretary shall perform all duties usually incident to the office of the secretary, those duties specified in these bylaws, and other duties that may from time to time be delegated by the board of directors.

Section 6. *Treasurer.* The treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies that the board of directors may designate. The treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation and whenever required by the board of directors, shall render or cause to be rendered financial statements of the corporation.

Article 9. Amendment of Bylaws

Section 1. *Board Action.* The board of directors may amend the bylaws at any time to add, change, or delete any provision of these bylaws.

These bylaws were approved by a meeting of the Board of Directors of The Trust For Land Restoration, Inc. on December 17, 1999.

Jeffrey A. Kodish
Vice President\Secretary