

## **Hello Prospective Board or Steering Committee Member!**

Thank you for your interest in the Best Horse Practices Summit. This packet, though incomplete, will help you get to know BHPS, our founding story, and how we've built the organization. We welcome specific questions around what we do, how we operate, who we are, and whatever else you might be curious about.

### **History:**

The Summit was formed after Maddy Butcher attended the Equine Affaire in Massachusetts in late 2015. She was frustrated by all the “bling and bullshit” with little of substance available for horse owners and horses.

Butcher was also bothered by the lack of accessibility offered to lay people at academic conferences. The Summit could be something where serious-minded horse folks could learn and build their skill set in a fun, high-quality, comfortable environment. The Summit would offer academic and arena presentations which would be recorded so that people all over the world could access presenters' expertise. It would be kept necessarily small (200 people or less) in order to optimize the in-person experience. Think TED talks for horse people.

In 2015-6, a Board of Directors was assembled (mostly Maddy's friends and acquaintances in the horse world) and an attorney was hired to establish a non-profit, 501-c-3. Early support came from family and friends as well as Patagonia WorkWear, Darn Tough socks, Redmond Equine, and Lucerne Farms. To date we have produced four annual conferences: the first two in Durango, followed by one in Maine and one in Kentucky. According to surveys conducted post-Summit, most attendees really like the format (AM academic, PM arena) as well as the catered meals, the availability of presenters, the storytelling and evening sessions, and the trade show.

Historically, we have attracted mostly older women (ages 30-70) who are recreational or sometimes competitive riders. While this is the predominant demographic of American horse owners, we are nonetheless seeking to expand our diversity by working with two focus groups: men and younger attendees, to address their interests and needs.

### **Mission Statement:**

The BestHorsePractices Summit, Inc., a Colorado 501 (c)(3) non-profit corporation, fills the need for a common sense, research-supported conference to improve horse-human connections. The Summit strengthens links between equine research and horsemanship circles by highlighting the practical and academic strategies that make horses' lives better.

### **What:**

It is a conference on best horse practices and equine research, bringing together educators, researchers, horse owners, as well as working, professional, and recreational riders, for presentations on best practices related to care, handling, management, training, and riding.

In its five-year history, it has offered a two-day format, typically with two or three academic presenters in the mornings, followed by arena presenters in the afternoons. The conference also features evening storytelling sessions and ample time for networking and mingling. Videos of all presentations are made available to stream after the conference and have been part of its mission since its inception.

### **Where:**

The annual conference originated in Durango, Colorado, and has had conferences in Maine and Kentucky.

**Who:**

Led by a board of directors and steering committee and an executive director who serves at the pleasure of the board.

Attendance has typically been limited to 200. Attendees have come from some 40 states as well as Canada. As many as 20 volunteers per year help with tasks including but not limited to airport transportation, catering liaison, trade show set-up, breakdown and staffing, and horse care.

**How:**

The BHP Summit is supported by sponsors, donations, and attendance fees. Funds raised go to presenters' fees, video production, facility rental fees, catering, marketing, advertising, web site development and maintenance, and the perpetuation of the BHP Summit, Inc.

Thus far, the Summit has operated with a budget of \$50,000-80,000. Our biggest expenses are catering (in 2021, \$24,000), video production (2021, \$21,000), presenter fees, venue fee, and executive director compensation (\$6,000-10,000 annually).

More behind-the-scenes details:

The board and executive director meet approximately 10 times per year to discuss the planning of the next Summit and/or to debrief after a recent Summit. Since this group lives all over the country, meetings are over Zoom. Minutes are kept by the secretary or someone other than the ED or board chair and submitted to all after the meeting.

The board and ED meet in person once per year (usually during the Summit), as required by our bylaws.

## **BHPS Structure**

**Chair/President**

The Chair shall coordinate with the Executive Director to call meetings of the BHPS Board of Directors and preside at all meetings of the Board of Directors and of the Executive Board. The Chair shall be a full voting member of the Board. Roberts Rules of Order shall govern the conduct of the meetings of the board when not in conflict with the Articles of Incorporation, or these By-Laws. The Chair shall see that orders and resolutions of the Board are carried out.

**Vice Chair**

The Vice-Chair shall act in the place and stead of the Chair in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

**Treasurer**

The Treasurer shall oversee the bookkeeper and all QuickBooks files and financials. They shall also be the primary contact between the Executive Board and the bookkeeper. The Treasurer shall review monthly QuickBooks reports and provide them to the Board as requested or as needed for Board meetings.

**Secretary**

The Secretary shall keep and distribute the minutes of the meetings of the Board of Directors and any committees, as well as any other minutes assigned to him or her by the Board of Directors or by the Chair. In the absence of the Secretary, another member of the Executive Committee will take minutes and distribute.

**Executive Committee**

The Executive Committee of the Best Horse Practices consists of Chair, Vice-Chair, Treasurer, Secretary, and Executive Director.

## **Executive Director**

The Executive Director position is a part-time, year-round independently contracted position, with Best Horse Practices Summit, a non-profit organization. The Executive Director functions with the Chair to enable the Board to fulfill its governance function. He/she reports to the Board of Directors and is a non-voting member of the Board.

Major ED Functions:

1. **Board Administration and Support** -- Supports BHPS operations and facilitates the accountability and administration of the Board by advising and informing Board members, and interfacing between Board and staff. Attends professional development and promotional activities on behalf of the BHP organization contingent on approval by the board.
2. **Program, Product and Service Delivery** -- Builds volunteer capacity and oversees design, marketing, promotion, delivery, subcommittees, and quality of programs, products and services.
3. **Financial, Tax, Risk and Facilities Management** -- Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations
4. **Community and Public Relations** -- Assures the organization and its mission, programs, products and services are consistently presented in a strong, positive image to relevant stakeholders and acts as the first and primary point of contact with the public, stakeholders, and sponsors.
5. **Organization Repository**-- Maintains and stores all records pertinent to the organization and operation of the BHPS corporation and its activities.
6. **Fundraising**-- Oversees fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administrating fundraising records and documentation together with staff and the Board's executive officers
7. **Major functions For the Best Horse Practices Summit**
  - Work with Subcommittees to coordinate the Best Horse Practices Summit
    - writing/compiling workshop and lecture descriptions and speaker biographies for printed materials
    - Upload information about programs to the website, Constant Contact newsletters, Facebook, Sched.org
    - Help coordinate travel arrangements and accommodations for speakers as necessary
    - Coordinate program itinerary for the Best Horse Practices Summit with social events and related activities
    - Coordinate/edit promotional materials (save the date, brochures, posters, programs, and wares)
    - Coordinate program locations, including materials needed such as arenas, chairs, tables, audio/visual, etc.
    - Collaborate to secure registration logistics and website updates
    - Work with subcommittees to coordinate volunteer responsibilities and scheduling during the programs
    - Coordinate distribution of print materials
    - Confirm final details, coordinate scheduling and logistics for instructors/presenters
  - With the Board, write and send thank-you notes to speakers, sponsors and volunteers
  - Attend monthly board meetings and report on progress
8. **Compensation**-- For planning, production, management, and promotion of each Best Horse Practices Summit, the Executive Director shall be paid within 90 days after the Summit in accordance with the

Executive Director's contract. It is the combined responsibility of the Executive Director and Treasurer to assure that all outstanding bills have been paid and that all expected financial obligations are identified. Compensation will be based on a percentage of the expected net funds thereby generated by the Summit.

### **Bookkeeper**

The bookkeeper is a part-time, year-round subcontracted position with Best Horse Practices Summit, a non-profit organization. The bookkeeper will be approved and hired by the Board of Directors and report to the Executive Director. He/she will work with the Executive Director and Treasurer to manage a pre-approved budget and timeline. The bookkeeper will work with the Treasurer to maintain a bank checking account, complete monthly reconciliation, track expenses in Quickbooks, and prepare annual tax and legal paperwork. The bookkeeper will communicate with the Treasurer and/or Executive Director to prepare monthly financial reports to the Board.

## **BYLAWS OF Best Horse Practices Summit Inc.**

(A Colorado Nonprofit Corporation)

### ARTICLE 1. NAME

1.1 Name. The name of this organization shall be: Best Horse Practices Summit Inc. (hereinafter referred to as "the Corporation"). The Corporation may operate under any trade name as may be established by the Board of Directors.

### ARTICLE 2. OFFICES AND AGENT

2.1 Principal Office. The principal office of the Corporation shall be located at 5978 Road 46, Mancos, CO 81328. The Corporation may have other offices and places of business at such places within the State of Colorado as shall be determined by the directors.

2.2 Registered Office. The registered office of the Corporation required by the Colorado Nonprofit Corporation Act shall be maintained in the State of Colorado and it may be, but need not be, identical with the principal office if located in the State of Colorado. The address of the registered office of the Corporation may be changed from time to time as provided in the Colorado Nonprofit Corporation Act.

2.3 Registered Agent. The Corporation shall maintain a registered agent in the State of Colorado as required by the Colorado Nonprofit Corporation Act. Such registered agent may be changed from time to time as provided by the Colorado Nonprofit Corporation Act. The Corporation shall maintain a registered agent in such other states as may be required by applicable law.

### ARTICLE 3. PURPOSE AND POWERS

3.1 Purposes. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section §501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following:

- A. To conduct an annual conference promoting a common sense, research supported approach to improving horse/human relationships;
- B. To strengthen links between equine research and horsemanship circles by highlighting the practical and academic strategies that make horses' lives and human lives better;
- C. To bring together educators, researchers, and horse owners as well as working, professional and recreational riders to make presentations on best practices related to care, handling, management, training and riding horses;
  - 4. To offer internships and work study opportunities;
  - 5. To offer trade shows with offerings that are in line with the Best Horse Practices

Summit Inc. mission and principals.

3.2 Powers. The Corporation shall have the following powers:

- A. To receive and maintain a fund or funds of real or personal property or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article 2 above.
- B. To have one or more offices and to conduct and carry on any of its business at any place in the State of Colorado as may be determined by the Board of Directors.
- C. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of this Corporation.
- D. To borrow money and secure the repayment of monies borrowed for any purposes of this Corporation.
- E. To have and exercise any and all of those powers specified in the Colorado Nonprofit Corporation Act. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Article 2 above, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

#### ARTICLE 4. MEMBERSHIP

4.1 Members. The Corporation shall have no members and the Corporation shall have no capital stock.

#### ARTICLE 5. BOARD OF DIRECTORS

5.1 Number and Term of Office. The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors composed of not less than three (3) nor more than seven (7) Directors. The Board of Directors may change the number of directors from time to time by amending these Bylaws. No decrease in the number of directors shall shorten the term of office of any incumbent director. Members

of the Board of Directors shall serve for two (2) years and shall be eligible for reappointment for a total of no more than six (6) consecutive years.

5.2 Qualifications. All directors shall be natural persons of the age of eighteen (18) years or older. Directors do not need to be residents of the State of Colorado. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

5.3 Powers and Duties. The Board of Directors shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property and activities, and may do and perform all

acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws. These duties and power of the Corporation shall include, but not be limited to:

- A. Establishing and reviewing board policies governing the Corporation and its operations;
- B. Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors.
- C. Establishing and supervising adequate accounting and financial procedures;
- D. Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes; and
- E. Employing on behalf of the Corporation an executive director and defining the duties and responsibilities of the Executive Director in a written job description.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income taxation under Section §501(c)(3) of the United States Internal Revenue Code.

5.4 Nomination and Election. At the annual Board of Directors meeting, individuals presented by the nominating committee shall be deemed nominated to serve on the Board of Directors. In addition to those individuals presented by the Nominating Committee, individuals may be nominated to serve on the Board of Directors in any number by any member of the existing Board of Directors at any time. Existing members of the Board may continue to serve on the Board of Directors if nominated and elected, subject to a six-year limitation. Directors shall be elected from the persons nominated upon the affirmative vote of a majority of the members of the entire Board. The term of office of any newly elected director shall commence immediately upon adjournment of the meeting of Board of Directors at which he or she was elected.

5.5 Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

5.6 Resignation, Vacancies, Removal, Absences, Increases.

A. Resignation. Any director may resign at any time by giving written notice to the President of the Board of Directors, who shall announce the resignation to the full Board of Directors at the next regular meeting of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

B. Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, even if less than a quorum. A director elected to fill a vacancy

shall be elected for the unexpired term of his or her predecessor in office. The term of office of a director elected to fill a vacancy shall commence upon election.

C. Removal of Elected Directors. When the notice indicates that the purpose of a meeting is to consider the removal of directors, at a meeting of the Board of Directors of the Corporation, any Director may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors.

D. Absences. If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board of Directors; provided, however, the Executive Committee shall have the authority to accept or reject such resignation.

E. Increase in Directors. The Board of Directors may vote to increase the number of members on the Board of Directors as provided in Article 5 of these Bylaws. Any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of the Board of Directors. Any such director elected shall hold office from the date of election until the next annual directors meeting and until his successor has been duly elected and qualified.

## ARTICLE 6. MEETINGS OF THE BOARD

6.1 Place of Meetings. The annual, regular, or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place within the State of Colorado that the Board of Directors or any such committee, as the case may be, may designate from time to time.

6.2 Annual Meetings. The annual meeting of the Board of Directors shall be held in the month of October and on some day during the annual conference event of each year unless the Directors by resolution designate a different time.

6.3 Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Directors or any committee designated by the Board shall be held at such intervals as the Board of Directors or any such committee, as the case may be, may designate.

6.4 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board may be called at any time by the President of the Board of Directors, and shall be called by the President upon receipt of the written request of two (2) of the directors. In addition, the chairperson of any committee designated by the Board or the President may call a special meeting of such committee and a special meeting shall be called by the chairperson of such committee upon receipt of the written request of two of the members of such committees.

6.5 Notice of Meetings. Notice of meetings may be given either personally, personally by telephone, by sending a copy of the notice through the United States mail, by e-mail, or by facsimile or other electronically transmitted messaging, to the address of each director appearing on the books of the Corporation. If e-mailed, the notice shall be deemed delivered if sent to the e-mail address on file with the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is given by mail, the individual calling the meeting shall also attempt to contact the Board members by phone to inform

them of the meeting. The business to be transacted at or the purpose of, any annual, regular, or special meeting of the Board of Directors or any committee shall be specified in the notice of such meeting.

A. Notice of each annual meeting of the Board of Directors, setting forth the time and place of the meeting, shall be given to each director not less than ten (10) days prior to the time fixed for the meeting.

B. Notice of the regular meetings of the Board of Directors or any committee designated by the Board need not be given.

C. Notice of each special meeting of the Board of Directors or any such committee, setting forth the time and the place of the meeting, shall be given to each director not less than twenty-four (24) hours prior to the time fixed for the meeting.

6.6 Waiver of Notice. A director may, in writing, waive notice of any meeting of the Board of Directors or any committee, either before, at, or after the meeting; and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting of the Board or any committee shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

6.7 Quorum and Voting.

A. A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn; provided, however, that in the event of a vacancy on the Board of Directors or any such committee by reason of resignation, removal, death or otherwise, pending the appointment of a replacement director, a majority of directors then serving on the Board of Directors or any such committee shall constitute a quorum.

B. Each director shall have one (1) vote on each matter submitted to a vote of the Board or such committee.

C. Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the chairperson in advance of the meeting. If the absent member can ultimately attend, or if the issues at the meeting differ from that voted upon by the written proxy, the proxy becomes ineffective. Board members may also grant authority to individuals whom they feel will represent their interests. Such proxies are revocable until they are voted, unless there is a specific contractual agreement to the contrary.

6.8 Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the



Articles or Incorporation, these Bylaws, or provisions of law require a greater or lesser percentage or different voting rules for approval of a matter by the board.

6.9 Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Board, or if no such person has been so designated or, in his or her absence, by the Vice President of the Board or, in the absence of each of these persons, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

6.10 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors or any committee 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 members of such committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors or the members of such committee and may be stated as such in any articles or documents filed with the Secretary of Colorado under the Colorado Nonprofit Corporations Act.

6.11 Teleconference Meetings. Members of the Board of Directors or any committee designated by the Board may participate in any annual, regular or special meeting of the Board or committee by means of a conference telephone 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.

## ARTICLE 7. OFFICERS

7.1 General. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer or a Secretary/Treasurer. In addition, one or more Vice-Presidents and such other officers, assistant officers or agents that the Board of Directors may from time to time deem necessary may be elected or appointed by the Board of Directors in any manner prescribed by the Board consistent with these Bylaws. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary.

7.2 Election and Term Office. The officers of the Corporation shall be elected for a term of one (1) year by the Board of Directors at the annual meeting of the Board of Directors. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. Officers may serve for any number of successive terms.

7.3 Resignation and Removal. Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Corporation may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors whenever in its judgment the best interests of the Corporation may 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.

7.4 Vacancies. When a vacancy occurs in one of the offices of the Corporation by reason of death, resignation or otherwise, it shall be filled by the vote of a majority of the entire Board. The officer so selected shall hold office for the remaining term of office.

## ARTICLE 8. DUTIES OF OFFICERS

8.1 President. The President shall be the chief officer of the Corporation and shall have general supervision of the business activities of the Corporation. At each annual meeting of the Board of Directors, the President shall give a report of the business and activities of the Corporation for the preceding fiscal year. He or she shall preside at all meetings of the Board of Directors. The President shall perform all the duties commonly incident to such office and such other duties as the Board shall designate.

8.2 Vice-President(s). Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. At the request of the President, and in the case of his or her absence or inability to act, any Vice President may temporarily act in his or her place. In the case of the death of the President, or in the case of his or her absence or inability to act without having designated a Vice-President or Vice-Presidents to act temporarily in his or her place, the Board of Directors, by the vote of a majority of the entire Board, may designate a Vice-President or Vice-Presidents, to perform the duties of the President. If no such designation shall be made, all the Vice-Presidents may exercise such powers and perform such duties.

8.3 Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors and any committees; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation if the Corporation should have a seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President. In the absence of the Secretary or in the case of his or her inability to act, the Assistant Secretaries, if any shall act with the same powers and shall be subject to the same restrictions as are applicable to the Secretary.

8.4 Treasurer. The Treasurer shall have custody of corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in the depository or depositories of the Corporation, and shall render an account of his or her transactions as Treasurer and of the financial condition of the Corporation to the President, the Co-Presidents, Executive Director and/or the Board of Directors upon request. Such power given to the Treasurer to deposit and disburse funds shall not, however, preclude any other officer or employee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors for the faithful performance of the duties of his office. The premiums on such bond may be paid by the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President or Co-Presidents. In the absence of the Treasurer or in the case of his or her inability to act, the Assistant Treasurers, if any, shall act with the same authority and shall be subject to the same restrictions as are applicable to the Treasurer.

8.5 Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE 9. NOMINATIONS AND ELECTIONS 9.1 Slating Officers. Sixty (60) days prior to the Annual meeting, the Executive Committee shall meet, or communicate by mail or telephone, for the purpose of preparing a slate of candidates for the director positions.

9.2 Consent. Consent of any candidate must be secured before the name may be placed in nomination.

9.3 Write-In Votes. There shall be a place on the ballot for write-in votes for those not included on the slate.

9.4 Timing. Elections will take place at the annual meeting, and each director shall be entitled to one (1) vote.

#### ARTICLE 10. EXECUTIVE DIRECTOR

10.1 Executive Director. The Board of Directors may employ an Executive Director who shall:

A. Implement the policies and procedures of the Corporation as prescribed by the Board of Directors in a written job description.

2. Be responsible for the operation of the Corporate office.
3. Employ, supervise and terminate such other staff as is deemed necessary by the Board

of Directors to carry on the business of the Corporation.

4. Assign a staff person to committees as requested by the President.
5. Provide Board of Directors with reports regarding current status of program and

financial situations as requested, but not less frequently than quarterly.

F. The Executive Director may be a member of the Board of Directors and may hold any office of the Corporation, provided that the Executive Director will not be allowed to participate in discussions or decisions regarding the Executive Director or the Executive Director's duties or responsibilities.

#### ARTICLE 11. COMMITTEES

11.1 General. The Board of Directors, by a majority vote of the entire Board, may designate and appoint one (1) or more committees of the Board of Directors, each of which shall consist of two (2) or more directors.

A. Such committees, to the extent provided in the motion approved by the Board, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee or any officer of the Corporation may:

- - amend the Articles of Incorporation;
- - restate the Articles of Incorporation;
  
- - adopt a plan of merger or adopt a plan of consolidation with another corporation,
- - authorize sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or

- amend, alter, or repeal any resolution of the Board of Directors.

B. All decisions and actions of a committee shall be subject to review by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him

or her by law. If any such delegation of authority of the Board of Directors is made as provided herein, all references to the Board of Directors contained in these Bylaws, the Articles of Incorporation, the Colorado Nonprofit Corporation Act, or any other applicable law or regulation relating to the authority so delegated, shall be deemed to refer to such committee.

11.2 Standing Committees. The standing committees of the Board shall be appointed by the President within a reasonable time after the annual meeting of the Board and shall consist of the following:

A. Executive Committees. The Executive Committee shall consist of the President, the immediate past President of the Board of Directors, Vice-President, Treasurer, and Secretary. By majority vote of the entire Board, the Board may appoint additional directors to the Executive Committee. The Executive Committee shall be chaired by the President. The Executive Committee shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board, and shall have power to act in regard to such matters. The Executive Committee may meet at any time to discuss the prospective agenda for the Annual meeting or regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board, Notice of formal action taken by the Executive Committee shall be provided to all Board members at the next meeting of the Board.

B. Steering Committee. The Corporation shall have an informal Steering Committee. This committee may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

C. Other Committees. The Corporation shall have such other committees as may from time to time be designated by a majority vote of the entire Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## ARTICLE 12. INDEMNIFICATION

12.1 Scope of Indemnification. The Corporation shall indemnify each person who is or was a director or officer of the Corporation, and shall pay or reimburse in advance his or her expenses, to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (the "Act").

The Corporation shall also indemnify each person who is or was an employee or volunteer of the Corporation, and shall pay or reimburse in advance his or her expenses, to the same extent as trustees and officers of the Corporation.

The Corporation in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that the Corporation has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of the Corporation existing at the time of such repeal or modification.

The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section to the fullest extent permissible under the Act.

12.2 Savings Clause: Limitation. If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that has not been invalidated.

For §501(c)(3) organizations: Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in §501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either §4941 or §4958 of the Internal Revenue Code.

#### ARTICLE 13. FISCAL MANAGEMENT

13.1 Fiscal Year. The fiscal year of the Corporation shall be such year as shall be adopted by the Board of Directors.

13.2 Books and Accounts. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

13.3 Auditing and Reports. An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting, and filed with the secretary of the Corporation. The books and records of the Corporation shall be reviewed by an independent certified public accountant at the expense of the Corporation at such times as may be designated by the vote of a majority of the Board of Directors. The Board of Directors may also designate a committee of its members to audit the books and records of the Corporation at such times as it shall determine by a majority vote of its members.

13.4 Checks and Endorsement. All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

13.5 Execution of Instruments. The Executive Director shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or amount.

13.6 Fidelity Bonds. The Board of Directors may require that officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds may be paid by the Corporation.

13.7 Prohibition Against Loans. The Corporation shall not make loans to any officer or director of the Corporation.

13.8 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or of any special Purpose of the Corporation.

#### ARTICLE 14. IRC §501(c)(3) TAX EXEMPTION PROVISIONS

14.1 Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section §501(h) of the Internal Revenue Code, and this 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. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section §170(c)(2) of the Internal Revenue Code.

14.2 Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, 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 the purposes of this corporation.

#### ARTICLE 15. DISSOLUTION

15.1 Procedure. The Corporation shall be dissolved according to the procedures outlined in the

Colorado Nonprofit Corporation Act.

15.2 Distribution of Assets. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section §501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county

in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

#### ARTICLE 16. AMENDMENT OF BYLAWS

16.1 Amendment. Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of at least two-thirds of the entire Board of Directors.

#### ARTICLE 17. CONSTRUCTION AND TERMS

17.1 Protocol. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with the Secretary of this State and used to establish the legal existence of this Corporation.

17.2 Severability. These Bylaws shall be liberally construed so as to effectuate the intent expressed herein. The provisions shall be severable, and should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

17.3 Colorado Revised Nonprofit Corporation Act. The Corporation is formed and operates under the provisions of the Colorado Revised Nonprofit Corporation Act, CRS Title 7, Articles 121-137, effective July 1, 1998 and as may be amended from time to time.

17.4 Internal Revenue Code. All references to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### ARTICLE 18. MISCELLANEOUS PROVISIONS

18.1 Headings and Captions. The headings and captions used throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.