**ARTICLE ONE**

**OFFICES**

The principal office of the corporation in the state of Colorado shall be located at 6671 US Hwy 36, Joes, Colorado 80822, Yuma County, Colorado. The corporation may also have offices at other locations within or without the state of Colorado as the board of directors may from time to time determine or the business of the corporation may require.

 **ARTICLE TWO**

 **MEMBERS**

 **Section 1.** Members: There shall be one (1) type of membership, voting, which may be granted upon request to the foundation. Membership shall include any person who registers an interest in membership and who has reached the age of eighteen (18) years or older, residing for at least thirty (30) days in the Liberty School portion of the District J4 and the entire Arickaree School District, or anyone whose children attend either of these two schools, or anyone whose business is located within these two school district boundaries in Yuma, Washington and Kit Carson counties, Colorado.

 The voting members will be at the prescribed annual meeting and be authorized to vote. Only voting members can hold an office as a director/officer of the corporation.

 **Section 2.** Student Members: Persons not having reached the age of eighteen (18) shall have all the privileges of membership with the exception of voting and shall be called “Student Members” until they reach the age of eighteen (18).

**ARTICLE THREE**

**MEETING OF MEMBERS**

 **Section 1.** Annual Meeting: An annual meeting of the members shall be held at a location within the boundaries of the voting membership in the month of November in each year, beginning with the year 1994, for the purpose of electing directors and for the transaction of such other business that may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

 **Section 2.** Notice of Meetings & Members: Written or printed notice stating the place, day, hour and purpose of any annual or special meeting of the members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, no less than ten (10) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the president or one of the board directors, or by public notice in the five (5) local public newspapers no less than one (1) time in the two weeks prior to the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting, No business shall be transacted at any special meeting other than that specified in the notice of such meeting.

 **Section 3.** Quorum: Ten percent (10%) of the voting members must be present to conduct business.

 **Section 4.** Order of Business: The business proceedings of this Colorado Corporation shall be in accordance with Roberts Rules of Order.

 **Section 5.** Ballots: Unless directed by the chairman of the meeting or demanded by a majority of the directors, voting will be by a show of hands or voice vote rather than by ballot.

**ARTICLE FOUR**

**BOARD OF DIRECTORS**

 **Section 1.** General Powers: The affairs of the corporation shall be managed by its board of directors. Directors must be members of the corporation.

 **Section 2.** Number, tenure and qualification: The number of directors shall be seven (7), residing within the exchanges of Cope, Joes and Kirk. The remaining position shall be an at-large position. Directors shall be elected at the annual meeting of members, and the term of office for each director shall be three (3) years or until the election and qualification of his successor.

 The terms of the directors shall be staggered so that no more than three (3) directors are elected to office in any given year. No person shall serve more than three (3) consecutive terms as a director. Former directors may be re-elected after remaining off the board for a minimum of one (1) year. In order to establish staggered terms. Thereafter, directors shall be elected annually for a three (3) year term.

 **Section 3.** Nomination and Election of Directors: Directors shall be elected as provided in these by-laws at each annual meeting of the members, or if for any reason the election shall not have been held at an annual meeting, at any special meeting called for that purpose after proper notice.

 Each directorship shall be filled separately and election shall be by ballot. Each director elected shall receive a majority of all votes cast. Directors shall be accepted as elected and as members of the board of directors at the first meeting of the board of directors following the election.

 **Section 4.** Regular Meetings: An organizational meeting of the board of directors shall be held without any other notice than this by-law immediately after the annual meeting and at the same place as the annual meeting of members. The board of directors may provide and post at the Foundation’s office the time and place for holding additional regular meetings.

 **Section 5.** Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors, and shall be held at the principal office of the foundation or at such other place as the directors may determine.

 **Section 6.** Notice: Notice of any special meeting of the board of directors shall be given at least three (3) days prior to the meeting by mail or telephone to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any directors may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. However, notice maybe given in less than one (1) day upon consent of two-thirds of the board.

 **Section 7.** Quorum: A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

 **Section 8.** Board Decisions: The act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

 **Section 9.** Vacancies: Any vacancy occurring in the board of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve the remaining term of his/her predecessor in office.

 **Section 10.** Removal of Directors: Any member may bring charges against a director, by filing with the secretary such charges in writing, together with a petition signed by at least ten percent (10%) of the members, may request the removal of such director by reason thereof. Such director shall be informed in writing of the charges at least ten (10) days prior to the meeting of the members at which the charges are to be heard in person or by counsel and to present evidence in respect to the charges; and the person or persons bringing the charges against him/her shall have the same opportunity. The question of removal of such director shall be considered and voted upon at the meeting of the members, and any vacancy created by such removal may be filled by appointment by the remaining board members. The director so elected shall serve for the unexpired term of the director so removed.

 **Section 11.** Compensation: Directors as such shall not receive any stated salaries for their services, but may be compensated for out-of-pocket expenses for corporation business by a majority vote of the board of directors. Any expenses exceeding $500.00 must be preapproved by a majority vote of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

 **Section 12.** Minutes of Meetings: The secretary shall:

1. Keep the minutes of the meetings of the members and of the board in one or more books provided for that purpose.
2. A copy of the minutes of the meetings will be provided to each board member at the next meeting of the board of directors.

**Section 13.** Limitation of Liability: No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as director, officer, agent or employee of the Corporation in good faith, if the person:

1. Relied upon financial statements of the Corporation represented to him or her to be correct by the president or other officer of the Corporation having charge of its books of accounts or stated in a written report by any independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation; or considered the assets to be of the book value; or
2. Relied upon the advice of legal counsel for the Corporation.

 **ARTICLE FIVE**

 **OFFICERS**

 **Section 1.** Officers:The officers of the corporation shall be a President, Vice President, Secretary/Treasurer, and such other officers as may be determined by the board of directors from time to time. No two offices may be held by the same person.

 **Section 2.** Election and Term of Office: The officers shall be elected annually, by and from the board at the meeting of the board first held after the annual meeting of the members. Each officer shall hold office until the first meeting of the board following the next succeeding annual meeting of the members or until his/her successor shall have been elected and shall have qualified. Except as otherwise provided in the bylaws, the vacancy in any office shall be filled by the board for the unexpired portion of the term.

 **Section 3.** Removal: Any officer elected or appointed by the board of directors may be removed by a two-thirds (2/3) vote or an equivalent fraction by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed.

 **Section 4.** Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

 **Section 5.** Powers and Duties: The several offices shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors or as specified elsewhere in these bylaws. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

 **Section 6.** Reports: The officers of the corporation shall submit at each annual meeting, reports to the members covering the business of the corporation for the previous fiscal year. Such reports shall set forth the condition of the corporation, at the close of the fiscal year.

 **Section 7.** Delegation of Duties: In case of a death, or temporary absence of any officer or agent of the corporation or for any other reason that the board may deem sufficient, the board may delegate the powers and duties of any such officer or agent to any other officer or to any director, provided a majority of the entire board of directors concurs therein.

**ARTICLE SIX**

**COMMITTEES**

 **Section 1.** Committees: The board of directors of the corporation may designate from among its members, by a resolution adopted by a majority of the entire board of directors, a committee which may perform such services for the board as adopted by that resolution and no other. Members of said committees must be members of the corporation and each committee shall have at least one (1) member from the board of directors. Such committee shall have one (1) vote, and that member of the committee, which is a board member shall not have a separate vote in a board of directors meeting, but only on such issues as were the concern of said committee resolution. The chairman of each committee shall be designated at the time of appointment of such committee and shall cast the vote of the committee.

**ARTICLE SEVEN**

**CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

 **Section 1.** Contracts: The board of directors may authorize any officer or officers or agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

 **Section 2.** Checks, Drafts or Orders: All checks, drafts or orders for the payment of money, notes or any other evidence of indebtedness issued in the name of the corporation, shall be signed by two (2) of the board appointed agents for amounts exceeding $100.00, with amounts under $100.00 requiring only one (1) signature or in such manner as shall from time to time be determined by resolution of the board of directors. All payments will be reviewed and approved by a majority vote of the board of directors.

 **Section 3.** Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or depositories as the board may select.

 **Section 4.** Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for any purpose of the corporation.

**ARTICLE EIGHT**

**BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors. A list of the board of directors shall be kept at the principal office of the corporation. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE NINE**

**FISCAL YEAR**

 The fiscal year of the corporation shall be the calendar year.

**ARTICLE TEN**

**WAIVER OF NOTICE**

 Any voting member or director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a voting member or director at any meeting shall constitute a waiver of notice of such meeting by such voting member or director, except in cases a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called and convened.

**ARTICLE ELEVEN**

**MEETING PROCEDURE**

 At all meetings of the voting members and of the board, thereof, meeting procedures except as is provided by law and the Articles of Incorporation or other provisions of the bylaws, shall be governed by the latest edition of Robert’s Rules of Order.

**ARTICLE TWELVE**

**DISSOLUTION**

 Upon the dissolution of the corporation’s affairs, or upon the abandonment of the corporation’s activities due to its impracticable or inexpedient nature, the assets of the corporation then remaining in the hands of the corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization of this or any other State, having a similar or analogous character or purpose, and which fulfills the requirements set forth by the Articles of Incorporation, Article X of this corporation.

**ARTICLE THIRTEEN**

**AMENDMENTS**

 The bylaws of the corporation may be altered, amended or repealed by a majority of the voting members present at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. The bylaws of the corporation may also be altered, amended or repealed by the Board of Directors at any regular or special meeting of the current Board provided that written notice of the proposed alterations, amendments or repeals shall be mailed to each voting member, at the voting members last known address no less than thirty (30) days before the date of such meeting. Any time prior to the date of such meeting fifty (50) or more members may file a written petition with the secretary of the corporation in protest of the proposed alterations, amendments or repeals of the bylaws and said, alterations, amendments or repeals thereupon be of no validity unless approved by the members as heretofore provided.