

COLORADO YOUTH AT RISK

BY-LAWS

ARTICLE I **OFFICES**

- 1.1. Business Offices. The principle offices of Colorado Youth at Risk ("C.Y.A.R.") shall be located in the state of Colorado. The corporation may have more than one office, as the Board of Directors may determine or as the affairs of C.Y.A.R. may require from time to time.
- 1.2. Registered Office. C.Y.A.R. shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principle office in the State of Colorado, and the name of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II **MEMBERS**

- 2.1. Members. The corporation shall have no members.

ARTICLE III **BOARD OF DIRECTORS**

- 3.1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado.
- 3.2. Number, Tenure, and Qualifications. The number of directors shall not be less than 3 or more than twenty-five (25), the exact number thereof to be determined from time to time by resolution of the Board of Directors. Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through election shall constitute an amendment to these By-Laws effected such increase or decrease. Directors shall be elected or re-elected at each annual meeting. A minimum of 5 Board members will be elected to 2 year terms the remaining elected to serve one year terms. From time to time, directors may be elected at quarterly scheduled meetings and serve for a term set forth by the board. Each director shall hold office until the director's term expires and thereafter until a successor is elected and qualified, or until such director's resignation, death or removal. Directors must be at least 20 years old, but need not be residents of Colorado.

In the event a vacancy shall occur in the Board of Directors by reason of death, removal, resignation, incompetence, or any other cause, the remaining directors, through less than a quorum of the Board of Directors, may elect by a majority vote an individual to fill such vacancy. Any director may resign by filing a written resignation with the Chairman of the Board of Directors, such resignation to take effect on the date specified therein. Any director may be removed at anytime, with or without cause, by the vote of the majority of the directors present at a regular meeting or at a special meeting called for that purpose.

- 3.3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in the fourth quarter of each calendar year. This regular meeting shall occur without other notice than this By-law. The chairman of the Board of Directors shall set additional regular meetings with notice to each of the members of the Board of Directors.

- 3.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairman or any two directors. The person or persons authorized to call special

meetings of the Board of Directors may pick any place, within or without the State of Colorado, as a place for holding meeting of the Board called by them.

3.5. Notice of Meetings. Notice of each meeting of directors, whether annual, regular, or special, shall be given to each director by depositing a written notice in the United State mail, postage prepaid, or by transmitting notice via facsimile or telegram, or by the telephone. Each director is responsible for providing Chairman of the Board of Directors and the secretary with a current mailing address, facsimile number, or telephone number. The notice of all meetings shall state the place, date, and hour of the meeting, but need not, unless otherwise required by statute, state the purpose or purposes of the meeting. Any director may waive his notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

3.6. Quorum. A minimum of one third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than three directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.7. Manner of Acting. The act of the 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 the By-laws.

3.8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expense of the attendance, if any, may be allowed for attendance at each regular meeting of the Board. Nothing in these By-laws shall be construed to preclude any director from serving the corporation in some other capacity and receiving compensation for such services.

3.9. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meetings or unless he shall file his written dissent to such action with the forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.10. Executive Committee. The Board of Directors, by resolution adopted by majority of the number of directors fixed by 3.2. may designate two or more directors to constitute an executive committee, which shall have and may exercise all of the authority of the Board of Directors or such lesser authority as may be set forth in said resolution. No such delegation of authority shall operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

3.11. Informal Action By Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all the directors. Such consent shall have the same force and effect as a unanimous vote of the directors and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Colorado Non-profit Corporation act.

3.12. Meetings by telephone. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment provided that all such persons participating in such meeting can hear each other at the same time.

ARTICLE IV OFFICERS

4.1. Officers. The officers of the corporation shall be a President/Executive Director ("President") and a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistance secretaries and one or more assistant treasurers, as is shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

4.2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the next meeting of the Board of Directors following the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient for the Board of Directors. Each officer shall hold office until his successor shall have been elected duly elected and shall have been qualified.

4.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the expired portion of the term.

4.5. President/Chairperson. The President acts as Chairperson of the Board of Directors and presides at all meetings of the Board. He/She may assist in promotional activities on behalf of the corporation and represent the corporation at public events or news conferences. He/She shall have such additional authority, powers and duties as are appropriate and customary for the office of the chairperson/president and as the Board of Directors may prescribe from time to time. The president is responsible for the management of the Board and their subsequent commitments.

4.6. Vice President. The Board may elect a Vice president, and if so, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall, in the absence of the President or in any event of his inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.7. Secretary/Treasurer. If required by the Board of Directors, the Secretary/Treasurer shall give bond for the faithful discharge of Treasurer duties in such sum and with such sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation and such banks, trust companies, and other depositories as shall be selected in accordance with provisions of Article XIII of these By-laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary/Treasurer shall also keep the minutes of the meeting of the Board of Directors, see that all notices are duly given in accordance with provisions of these records; and keep a register of the post office address of each Director which shall be furnished to him or her by each Director; and in general perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If at any time the Board of Directors deems it desirable, separate individuals may elect a Secretary and Treasurer.

4.8. Assistant Treasurer and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them, by the Treasurer or by the Secretary or by the President or the Board of Directors.

4.9. Executive Director. The Executive Director shall be the chief executive officer of the corporation. Subject to the direction and control of the Board of Directors he/she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/She may negotiate for, enter into and execute contracts, deeds and instruments and other agreements on behalf of the corporation as are necessary and appropriate or as are approved by the board or its designated committees. He/she shall have such additional authority, powers and duties as are appropriate and customary for the office of Executive Director, general manager and chief executive officer. The executive director serves on the board as an ex-officio (non-voting) member.

ARTICLE V **COMMITTEES**

5.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors and the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors. The designation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility imposed on it, him or her by law.

5.2 Honorary/Advisory Groups. Supportive groups or committees may be established and made up of key opinion makers, influential citizens, and/or committed past, present or future CYAR participants in the Colorado community. These advisor/supporters may provide counsel, guidance and/or resource procurement to the legal board, staff, and/or volunteers in the interest of forwarding the effective functioning of the organization. There are no fixed rules for the structures of these groups as they are not decision making groups for the organization. However, they may be structured or create structures for themselves to function more efficiently or effectively. Honorary/Advisory group members are not required to incur any liability from decisions made by the legal board nor are they required in the development process for establishing policies and procedures. In February, 1998 two such groups were created with the following purposes:

5.2.B.1 Honorary Board

Purpose: To lend credibility to Colorado Youth at Risk through their high profile status in the community. They also may provide advice in their fields of expertise with regards to program and organizational development, legal, financial, funding development, marketing and collaborative efforts.

5.2.B.2 Advisory Council

Purpose: To provide an informal structure that utilizes past contributors and leaders of CYAR to advance the mission of the organization. At the same time allow for a place and design for these invested participants to continue to share in their commitment to redirecting the lives of our at-risk youth.

5.3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member.

5.4. Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

5.5. Vacancies. Vacancies in the membership of any committee may be filled by appointment in the same manner as provided in the case of the original appointments.

5.6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designated a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting as which a quorum is present shall be the act of the committee.

5.7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-laws or the rules adopted by the Board of Directors.

ARTICLE VI **INDEMNIFICATION**

6.1. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a director, officer, employee, fiduciary, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation and , with respect to nay criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The order, settlement, or conviction or plea of nolo contendere or its equivalent shall not of its self create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

6.2. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation but no indemnification shall be made in respect of any claim, issue, or matter as to which such person had been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudgment of liability, but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such court deems proper.

6.3. To the extent that a director, officer, employee, fiduciary, or agent of the corporation has been successful in the merits in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection herewith.

6.4. Any indemnification under paragraphs 1 or 2 of this article (unless ordered by court) and as distinguished from paragraph 3 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs 1 and 2 above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

6.5. Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in paragraphs 3 or 4 of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary, or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

6.6. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or vote of disinterested directors, or otherwise and any procedure provided for any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person which has ceased to be a director, officer, officer, employee, fiduciary or agent and shall insure to the benefits of heirs, executors, and administrators of such a person.

6.7. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who is or was serving at the request of the corporation as a director as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under provisions of this Article.

ARTICLE VII **CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES**

7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the corporation, and such authority may be general or confined to specific instances.

7.2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such interments shall be signed by the Treasurer or an assistant Treasurer and can be signed by the President or a Vice President of the Corporation.

7.3. Deposit. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust company, or other depositories as the Board of Directors may select.

7.4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

7.5. Proxy. Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice President may from time to time appoint one or more agents or attorneys in fact, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities may be held by the corporation, at meetings of the holders of stock or other securities of such other corporation, association, or entity, or to consent in writing, in the name of the corporation of such holder, to any action by such other corporation of such holder, to any action by such other corporation, association, or other entity, and may instruct the person or persons appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and behalf of the corporation and under its corporate seal, or otherwise. All such written proxies or other instruments as he or she may deem necessary or proper in the premises.

ARTICLE VIII **BOOKS AND RECORDS**

8.1. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any director or his agent or attorney for any purpose at any reasonable time.

ARTICLE IX **CORPORATE SEAL**

9.1. No corporate seal shall be necessary; the signature of the President of the corporation shall serve as the corporate seal.

ARTICLE X **WAIVER OF NOTICE**

10.1. Whenever any notice is required to be given under the provisions of the Colorado Non-Profit Corporation Act or under the provisions of Article of Incorporation or by the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the writing, shall be deemed equivalent to giving of such notice.

ARTICLE XI **AMENDMENTS TO BY-LAWS**

11.1. These By-Laws may be altered, amended, or replaced and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of the intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.