

**Bylaws  
of the  
Estes Park Education Foundation, Inc.**

**ARTICLE 1: NAME**

The registered name of this corporation shall be the Estes Park Education Foundation, Inc. (herein referenced as the Corporation).

**ARTICLE 2: MISSION, VISION, VALUES, AND PURPOSES**

Mission Statement: Inspiring community investment in exemplary student learning experiences today to develop our citizens of tomorrow.

Vision Statement: With the support of our community and a high quality education, all Estes Park School District R3 students graduate as thriving, successful, responsible citizens.

Values: The values of the Corporation are expressed in these Pillars to support accomplishing the Corporation's Mission and Vision:

- Experiential Learning Opportunities - to give students knowledge, critical thinking, and problem-solving skills
- Innovations in Learning - to support new teaching ideas and strategies to strengthen learning
- Building Community - to promote a culture of seamless unity between the schools and the rest of the community to optimize learning
- Support of District Teachers and Staff - by providing supplemental assistance as well as appreciation for the work that they do for our students
- Student Support - to ensure that they have the resources needed to participate in public schooling and extra-curricular activities, as well as support for early childhood education and transitioning after graduation
- Wellness - as an integral part of learning and being successful in school and life, including physical activities, youth sports, and outdoor recreation

Purposes: The Corporation is organized for charitable, educational, and scientific purposes to accomplish its mission and vision, by way of, for such purposes, the acquisition and distribution of funds to the Estes Park School District R3, groups and individuals affiliated with said school district, and other organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code (or corresponding provision of any future United States Revenue Law).

In addition, this Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary

purposes, and shall have other exclusively charitable and educational purposes as the Board may authorize or approve from time to time, whether related or unrelated to the foregoing specific and primary purposes.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

### **ARTICLE 3: REGISTERED OFFICE**

The registered office for the transaction of the business of the Corporation shall be located in the Town of Estes Park, Larimer County, State of Colorado. The Corporation may have such other offices, within the State of Colorado, as the Board of Directors shall from time to time determine.

### **ARTICLE 4: MEMBERSHIP**

Section 1. This Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties, and assets.

Section 2. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and/or other organizations that seek to support the mission and vision of the Corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with board policy shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determination as to the affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliates' consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, other events, or at the Corporation website. Affiliates have no voting rights, and are not members of the Corporation although the term "member" or "membership" may be used to describe affiliates.

Section 3: Any dues for affiliates shall be determined by the Board of Directors.

### **ARTICLE 5: BOARD OF DIRECTORS**

Section 1: Qualifications. All Directors must be at least 21 years of age and be residents of the Estes Park School District R3. Directors must be committed to the mission, vision, guiding principles, and code of conduct of the Corporation, be fiscally responsible, and be active in supporting the Corporation with their time, energy, and, as circumstances allow, finances

Section 2: Powers. Subject to the provisions and limitations of the State of Colorado and any other applicable laws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. These powers shall include but not be limited to, the development of grant, program, fiscal, and fundraising guidelines. This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Colorado and as may be necessary or expedient for the administration of the affairs and attainment of the purposes to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code.

Section 3: Number of Board Members. This Corporation shall be governed by a minimum of seven (7) and a maximum of fifteen (15) Directors of the Board.

One Director must be a representative designated by the Estes Park School District R3 as per Board of Education approval as a liaison between the school district and the Corporation. That Director shall be known as the Liaison Director, shall be non-voting, and may be reappointed by the Estes Park School District R3 at their discretion.

Employees of the Estes Park School District shall never constitute more than one-third (1/3) of the Directors of this Corporation.

Persons, including representatives and directors of banks or trust companies who serve as investment advisors, custodians, or agents for or with respect to funds of or held for the benefit of this Corporation, shall never constitute more than one-half of the Directors of this Corporation.

Section 4: Election and Designation of the Board. The Board shall appoint Directors to the Board when vacancies arise, based upon recommendations of the Governance Committee.

Section 5: Term of Office of Board Directors. The term of office of each Board Director of the Corporation shall be three (3) years, except as provided for below.

All Board of Director terms, except for those completing the unexpired term of a departing Director, shall be considered to have begun in January of the year in which the appointment occurs.

The first Board of Directors shall be appointed by the Steering Committee creating the Corporation. The first Board of Directors shall elect their officers and, at the beginning of the first fiscal year after their appointment, draw lots for initial terms of office, with one-third (1/3) holding office for one (1) year, one-third (1/3) holding office for two (2) years, and one-third (1/3) holding office for three (3) years. Thereafter, all Directors shall be elected by those remaining duly qualified Directors. The term of office for approximately one-third of the Directors shall expire each year.

Ordinarily, Directors may serve two (2) or more consecutive terms but no more than six (6) consecutive years after which there must be at least a one (1) year hiatus.

If the January Board meeting is not held or the Directors are not appointed at the January Board meeting, the Directors may be appointed at any meeting of the Board.

Section 6: Vacancies. A vacancy of the Board shall exist on the occurrence of the following:

- (a) The death, removal, or resignation of any Director;
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has missed three (3) meetings of the Board during one calendar year;
- (c) An increase in the authorized number of Directors; or
- (d) The failure of the Board, at any meeting of the Board at which any Director or Directors to be elected, to elect the full authorized number of Directors required to be elected at that meeting.

Any Director of the Board may resign effective upon giving written notice to the President of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

Vacancies of the Board may be filled by a vote of the Board of Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by a vote of a sole remaining Director.

No reduction of the authorized number of Directors of the Board shall have the effect of removing any Director before that Director's term of office expires.

The Board, by affirmative vote of a two-thirds (2/3) majority of the Directors then in office, may remove any Director with or without cause at any meeting, provided that the Director to be removed has been notified in writing, in the manner set forth below, that such action would be considered at the meeting.

Directors filling unexpired terms will be eligible for election to full terms and rotation upon completion of the unexpired term filled.

Section 7: Meetings. The annual meeting of the Board of Directors shall be held as soon as possible within sixty (60) days of the beginning of the new fiscal year. Business items to be discussed at that meeting include: adoption of the annual budget and review of the Corporation's goals and strategic plan.

Regular meetings of the Board will be held at least quarterly, on a date determined by the Board. The President or Secretary, or any two (2) Directors, may call special meetings of the Board at any time for any purpose.

Meetings shall be held at any place and time designated in the notice. Notice of the date, time, and place of meetings shall be delivered personally to each Director or communicated to each Director by telephone or email at least five (5) days before the date of the meeting. The notice need not specify the purpose of the meeting unless required by these bylaws.

A waiver of notice signed by a Director, whether before, at, or after a meeting of the Board or of any committee designated by the Board, shall be equivalent to the giving of notice to that Director.

Directors may participate in any meeting of the Board or any meeting of a committee designated by the Board by means of 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.

Section 8: Meeting Attendance. It shall be the policy of the Corporation to require attendance at all Board of Directors meetings. In the event a Director misses three (3) or more consecutive meetings, he or she shall be contacted by the Board President. However, it shall also be the policy of the Corporation to attempt to accommodate the schedules of its Directors who demonstrate continuing interest in the affairs of the Corporation.

Section 9: Action at a Meeting. A majority of the number of Directors in office constitutes a quorum for the transaction of business at any meeting of the Board, except as otherwise provided in these bylaws. A majority of the Directors present (though less than such quorum) may adjourn the meeting without further notice. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these Bylaws, or by law. Directors may not vote by proxy.

Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the authorized number of Directors of the Board of the Corporation.

The Board shall determine meeting protocol and order of agenda. Issues not defined in this protocol shall use *Roberts Rules of Order*, latest edition, as guidance.

Section 10: Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if a quorum of Directors of the Board shall individually or collectively consent in writing, including printable electronic means, to such action. Such action shall be filed with the minutes of the proceedings of the Board.

Section 11: Compensation. Directors shall not receive compensation for their services as Director or officers of the Corporation. However, a Director may be reimbursed his or her reasonable and necessary expenses incurred on behalf of the Corporation if approved by the Directors and subject to provision of appropriate documentation.

## **ARTICLE 6: OFFICERS**

Section 1: Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may designate by resolution. The same person may hold up to two offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

President. Subject to the control, advice, and consent of the Board, the President shall, in general, call meetings of the Board and preside over the Board as required; act, speak for, or otherwise represent the Corporation between meetings of the Board; sign contracts; and execute, in the name of the Corporation, all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation. He or she shall perform such other duties as shall, from time to time, be assigned to him or her by the Board.

Vice President. The Vice President shall, in the absence of the President or in the event of his or her inability or refusal to act, perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to, all the restrictions on the President. The Vice President shall have other roles and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board.

Secretary. The Secretary, or his or her designee, shall act as Secretary for all the meetings of the Board, and shall review and approve all final drafts submitted by a recording secretary, and keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the Corporation. He or she shall perform all other duties customarily incident to the office of Secretary, subject to control of the Board, and shall perform such additional duties as shall, from time to time, be assigned to him or her by the Board. The Secretary shall see

that all official papers of the Corporation, such as Bylaws, Articles of Incorporation, and minutes are available to newly elected Directors as well as other Directors, staff, and to the public. The Secretary may assign a designee to complete the aforementioned duties if necessary. This designee must be approved by the Board of Directors.

Treasurer. The Treasurer shall have custody of corporate funds and securities. The Treasurer shall keep a full and accurate account of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Estes Park Education Foundation 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 Board 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. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

The officers shall be elected by the Board from among its members at its January meeting, and shall serve for the term of two (2) years, renewable by action of the Board. Any officer may be removed, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the President, the Board, or the Secretary of the Corporation. Any resignation shall take effect on the date of the receipt of such notice. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

#### **ARTICLE 7: EXECUTIVE DIRECTOR**

The Board may, from time to time, hire (and remove) an Executive Director to work with the President and Board in facilitating the day-to-day management of the Corporation as per Board policy. The Executive Director shall serve as a member, ex-officio without vote, on the Board. The Board will approve compensation and benefits for the Executive Director.

#### **ARTICLE 8: COMMITTEES**

Section 1. Standing Committees of the Board. The Board may, by resolution adopted by a majority of the Directors of the Board then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of one or more Directors, and may also include members who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of any committee

requires the vote of a majority of the Directors then in office, provided that a quorum is present. Any committee that includes voting members who are not Directors may not be delegated the authority or power of the Board. The powers specifically delegated to a committee control the authority of the committee and no committee can bind the Corporation in any legal manner. Any committee whose voting members consist only of Directors, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws, may have all or a portion of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or in any committee that has the authority of the Board;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (d) Appoint any other committees of the Board or the members of such committees;
- (e) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan;
- (f) Approve any self-dealing transaction; or
- (g) Bind the Corporation in a contract or agreement.

Section 2: Meetings and Actions of Standing Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provision of Article 5 of these bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those bylaws as are necessary to substitute the committee and its members for the Board and its Directors, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committees. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Committees shall keep minutes and records, and report all activity regularly to the Board. The Board may adopt rules not inconsistent with the provisions of these bylaws for the conduct of the business of any committee.

Section 3: Recognized Standing Committees. There shall be five (5) standing committees of the Board as follows:

- (a) Executive Committee, which shall be empowered to act on behalf of the Board in between regularly scheduled Board meetings and in the ordinary course of business including employment of personnel, the general handling of the affairs of the Corporation, the carrying out of the purposes of the Corporation, and the performance of such other duties as may be imposed upon it or authorized by the Board of Directors. The Executive Committee



shall be charged with determining where undesignated funds and/or funds designated by donors to be used “where the need is most” (or similar language) are to be allocated among the various funds of the Corporation, except, however, for allocation decisions regarding the abovementioned funds which must be presented to and approved by the Board of Directors. The Executive Committee shall be comprised of those persons who hold the offices of President, Vice President, Secretary, Treasurer, the Liaison Director designated by Estes Park School District R3, and one (1) additional Director and be ratified by the Board of Directors.

- (b) Governance Committee, which shall be responsible for ensuring a high-performing Board and adherence to the Corporation’s mission, vision, and guiding principles. The Governance Committee shall be charged with monitoring fundraising, clarifying the expectations of the Board and the Directors, keeping the Board and Directors updated on their responsibilities, identifying potential Board Directors, orienting new Directors, and periodically assessing performance of the Board as a whole and the Directors individually. The Governance Committee shall be responsible for reviewing the Bylaws every three (3) years to determine if any changes need to be made and report their recommendations to the Board. At least two (2) Directors shall be members of this committee. The President of the Board and the Chair of the Governance Committee may not be the same person.
- (c) Finance Committee, which shall be charged with overseeing the Corporation’s financial affairs including but not limited to: keeping accurate records of all funds of the Corporation received or disbursed; the deposit of all funds, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as designated by the Board of Directors. The Finance Committee, in collaboration with the President and Executive Director and/or other designated Executive Committee member, shall be responsible to prepare an annual budget and regular financial statements for review and presentation to the Board. The Finance Committee shall arrange for and receive for presentation to the Board any audit of the financial affairs of the Corporation. In no case shall it be more than five (5) years without a review or audit being performed. In addition, members of this committee set policy for investment performance of the Corporation’s endowment(s), select a professional firm to manage the Corporation’s assets, and review the performance of the investment manager on an annual basis. Financial statements of the Corporation shall be made available as required by these Bylaws or by state or federal law. The Treasurer and at least one (1) other Director shall be members of the committee.
- (d) Fundraising Committee, which shall be responsible for developing and coordinating fundraising activities of the Corporation, including seeking grant funding from both inside and outside the Estes Valley community as well as

the development and coordination of a set of services to support the volunteer needs for such fundraising.

- (e) Allocation Committee, which shall be charged with overseeing the disbursement of grant funds and human resources to support projects in and supporting of the Estes Park School District R3, as well as other Board approved projects, as per the mission and vision of the Corporation. This committee shall consist of not less than two (2) members of the Board of Directors. This committee shall take responsibility for reviewing funding requests and initiate funding allocations and making funding recommendations to the full Board of Directors. This committee will also review the grant applications and evaluations on an annual basis.
- (f) Marketing and Communication Committee, which shall be responsible for developing and implementing the Corporation's marketing and communication strategy as per Board Policy internal to Estes Park School District R3 and external to the community of greater Estes Park. At least one (1) Director shall be a member of this committee.

Section 4: Special Committees. The Board of Directors may, from time to time, authorize special committees. Special committee members shall be those individuals who demonstrate exceptional support of the Corporation and its mission and vision, the school district, and education and shall abide by the same guiding principles expected of the Directors. The Board of Directors shall specify the number of persons composing such special committees and the terms and duties of such special committees. While the membership of the special committees need not be composed entirely of Directors, at least one member of each special committee shall be a current or past Director.

## **ARTICLE 9: STANDARD OF CARE**

Section 1: General. A Director of the Board shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director of the Board, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation to whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants, or other persons as to matters to which the Director believes to be within such person's professional or expert competence; or

- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 9, Section 3, a person who performs the duties of a Director of the Board in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 2: Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that this corporation may advance money to a Director or officer of this corporation for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3: Self-Dealing Transactions. Except as approved in Section 4 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this corporation and one or more of the Directors or between this corporation and any person in which one or more of its Directors has a material financial interest.

Section 4: Approval. The Board may approve a self-dealing transaction if the Board determines that the transaction is in the best interest of, and is fair and reasonable to, this corporation and, after reasonable investigation, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, without counting the vote of the interested Director or Directors, provided that a quorum is present.

Section 5: Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its Board Directors, officers, employees, and agents, including persons formerly occupying any such position, and, where applicable, volunteers, and the heirs, executors, and administrators of such persons, against all reasonable expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonable incurred by them in connection

with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, officer, employee, or agent of this corporation, or is or was acting as a volunteer on behalf of this corporation. Such right of indemnification shall not be deemed exclusive or any other rights to which such person may be entitled apart from this Article 9, Section 5.

To the fullest extent permitted by law and except as otherwise determined by the Board in specific instance, expenses incurred by a person seeking indemnification in defending any action, suit, or proceeding shall be advanced by the Corporation before final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is not entitled to indemnified by the Corporation for those expenses.

The Corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

No amendment or repeal of this Article 9 shall be effective to reduce the obligations of the Corporation under this Article with respect to any proceeding based upon occurrences, which take place prior to such amendment or repeal.

## **ARTICLE 10: RECORDS AND REPORTS**

Section 1: Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Board Directors and at all reasonable times during office hours.

Section 2: Maintenance and Inspection of Other Corporate Records. The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of its Board and committees of the Board. All such records shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over, in good order, to his or her successor or the Board such corporate monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation as has been in the custody of such officer, employee, or agent during his or her term of office.

Every Board Director shall have the right, upon five (5) working days notice, to inspect all books, records, and documents of every kind, and the physical properties of

the Corporation and each of its subsidiary corporations, if any, at any reasonable time during office hours. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extra documents.

Section 3: Confidentiality. Directors, volunteers, and employees of the Corporation may not disclose, divulge, or make accessible confidential Information, as defined by Board policy, belonging to, or obtained through their affiliation with the Corporation to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom the Corporation has authorized disclosure. Confidential Information shall be used solely for the purpose of performing services for the Corporation or as required by law.

#### **ARTICLE 11: FISCAL YEAR**

The fiscal year for this corporation shall be from July 1 – June 30.

#### **ARTICLE 12: AMENDMENTS AND REVISIONS**

The Articles of Incorporation and the Bylaws may be adopted, amended, or repealed in whole or in part by a vote of two-thirds (2/3/) majority of the Board then in office at any regular or special meeting of Board of Directors, no less than one meeting after the proposed amendment, repeal, or new bylaws have been brought before the Board during a regular or special meeting held a minimum of ten (10) days prior. Such proposed amendment, repeal, or new bylaws, or a summary thereof, shall be set forth in any notice of both such meetings, whether annual, regular, or special, and shall state the reason for each proposed change.

#### **ARTICLE 13: NONPARTISAN ACTIVITIES**

This Corporation is formed in accordance with the 1998 Colorado Revised Nonprofit Corporation Act for the charitable and educational purposes described above, and it shall be nonpartisan. It shall be the policy of the Board to not take a formal position on any political campaign or issue as a collective body as per federal and/or state law.

#### **ARTICLE 14: NON-DISCRIMINATION**

Estes Park Education Foundation, Inc., does not discriminate and is in compliance with all federal and state laws. EPEF does not discriminate on the basis of race, color, national origin, ancestry, creed, religion, sex, age, disability, marital status, gender expression, veteran or military status, citizenship, sexual orientation, and any other characteristic protected by federal or state laws.

## **ARTICLE 15: CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the 1998 Colorado Revised Nonprofit Corporation Act as amended from time to time, shall govern the construction of these bylaws. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then, so far as is reasonable and possible, (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

## **ARTICLE 16: DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earning, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Board Director, or officer of this corporation. On liquidation or dissolution, the Board shall make provisions for the payment of all of the liabilities of the Corporation and for the disposal of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Approved: 11-14-18

## **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting secretary of Estes Park Education Foundation, Inc., and the above Bylaws, consisting of 14 pages, are the Bylaws of this corporation as adopted by the Board on November 14, 2018, and that they have not been amended or modified since that date.

Executed on November 14, 2018, at Estes Park, Colorado.



Kristen Hill  
Interim Secretary

Amended: In mission, changed "through" to "in."

Approved: 5-15-19

Amended: Change "Grant Allocation Committee" to "Allocation Committee" and include "human resources."

Approved: 2-12-20