

**BYLAWS
OF
CO-ALAS
COLORADO ASSOCIATION OF LATINO(A)
ADMINISTRATORS AND SUPERINTENDENTS**

Updated: January 7, 2016

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**BYLAWS
OF
CO-ALAS
COLORADO ASSOCIATION OF LATINO(A) ADMINISTRATORS AND SUPERINTENDENTS**

**ARTICLE I.
OFFICES**

Section 1.0 Business Offices. The initial principal office of the corporation shall be: 8735 Doubleheader Ranch Road, Morrison, CO 80465. The mailing address of the initial principal office of the corporation is: PO Box 13109, Denver, CO 80201. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Section 1.1 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the Board of Directors or by the Officers of the corporation. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The corporation may change the address of the registered office from time to time as long as the proper filings are made with the Colorado Secretary of State.

**ARTICLE II.
VISION AND MISSION**

Section 2.0 Vision. The vision of CO-ALAS is to have highly skilled and effective Latino and Latina administrators and educational leaders in P-20 education to ensure the success of all students.

Section 2.1 Mission. The mission of CO-ALAS is to support aspiring and current Latino and Latina administrators and educational leaders by promoting best practices, professional learning, communication and networking to support the growing Latino community.

Section 2.2 CO-ALAS Core Values. Vision, leadership, commitment, and influential.

Section 2.3 CO-ALAS Cultural Value. Familia.

Section 2.4 Goals.

- (a) Effectively communicate our vision and mission.
 - (i) Promote the organization to increase membership.
 - (ii) Work cooperatively with educational national and state associations to advocate for quality and equitable public education.
 - (iii) Provide regular updates about key educational issues.
 - (iv) Facilitate and gain support from corporate sponsors.
- (b) Provide members with opportunities for professional learning by sharing best practices.
 - (i) Create learning opportunities regarding effective school/district administration and leadership.
 - (ii) Promote learning opportunities on effective instructional practices.
- (c) Develop leadership capacity to increase the number of under-represented educational leaders.
 - (i) Mentoring opportunities for members.
 - (ii) Networking opportunities for members.
 - (iii) Committees: membership, outreach, communication, and professional development opportunities.

Section 2.5 Long Term Goals.

- (a) Encourage, promote, initiate research and provide data necessary to develop programs that meet the educational needs of the communities that members serve.
- (b) Provide professional assistance, especially related to our Latino/Latina and ESL students, to community groups, boards of education, and other leaders in or related to the field of education.
- (c) Become a voice of the community on a variety of issues of interest to the organization.
- (d) Develop a formal mentoring program.
- (e) Create a clearinghouse for career opportunities in education.

- (f) Partner with other Latino serving groups statewide.
- (g) Develop strategies for fundraising and corporate sponsorships to support our initiatives.
- (h) Promote CO as reoccurring site for the annual ALAS national summit on Hispanic education.
- (i) Identify and recommend a CO-ALAS representative to serve on the ALAS Board of Directors.
- (j) CO-ALAS will maintain tax exempt status under the Internal Revenue Code and other applicable requirements. Any activities, which would deprive CO-ALAS of its tax exemptions, are prohibited.

ARTICLE III. MEMBERS

Section 3.0 Classification, Qualification, Privileges and Election of Members. The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors. However, the corporation may have such classes of nonvoting members as may from time to time be prescribed by its Bylaws or by the Board of Directors. The designation of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the Bylaws of the corporation or by the Board of Directors. Members shall have no voting rights or other management powers. The corporation shall have no capital stock.

- (a) Members. Each member shall be entitled to vote in an election of Board of Directors and on any other matter requiring membership approval under the Act, the Articles of Incorporation or these Bylaws. Members shall not be entitled to vote on any other matter except as required under the Act, the Articles of Incorporation, or these Bylaws. Members shall also be entitled to vote on any other matter submitted to a vote of the membership by resolution of the Board of Directors.
- (b) Nonvoting Members. The corporation may have such classes of nonvoting members as may be designated from time to time in the manner determined by the Board of Directors. Each class shall have the qualifications, rights and privileges determined by the Board of Directors; provided, however, that no nonvoting member as such shall have the right to vote for the election of directors or otherwise participate in the management of the corporation. Whenever the term “members” is used herein without further modification it shall refer to all members of every class. New members of any class may be elected to membership at any time by the vote of a majority of the Board of Directors then entitled to vote thereon.

Section 3.1 Eligibility. CO-ALAS’ membership shall be open to all individuals interested in supporting student achievement and who support the mission, vision, and goals of the organization.

Section 3.2 Dues. The Board of Directors may establish such membership initiation fees, periodic dues and other assessments, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases, as the Board of Directors shall deem necessary or appropriate. All dues are payable on or before June 30th of each year and will be monitored at the direction of the Executive Director or the Board of Directors. Any affiliates (state and national educational associations) may join CO-ALAS as an association at the same membership cost for instate members.

Membership is defined as any person who actively participates and supports CO-ALAS’ vision, mission, and goals through positive deeds and contributions dedicated to the success of the organization. All members in good standing receive full benefits from their association with CO-ALAS Membership Fee Structure. Initiation fees and periodic dues of the various classes of membership shall be as follows:

- (a) **Student Membership** – \$25.00, open to any student in the State of Colorado. Special consideration will be given to any student from neighboring states who express a desire to participate as a CO-ALAS member.
- (b) **Educator Membership** - \$50.00, open to any actively employed Colorado educator or their associates.
- (c) **Community Membership** - \$150.00, open to any member of a Colorado community who supports the vision, mission, and goals of CO-ALAS.

- (d) **Alumnae and Retiree Membership** - \$50.00, open to any retired educator or alumnae of any Colorado educational institution.
- (e) **Corporate, Institution and Association Membership Levels are also available** – membership rates will be jointly agreed upon by CO-ALAS governing Board of Directors and the interested institution.

Section 3.3 Suspension and Termination of Membership. A member who fails to pay any dues or other assessment within ten days after the annual state conference such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Board of Directors, by the vote of a majority, may suspend or expel any member for cause. Any member who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of the majority of the board. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership, including without limitation the right to vote. A member who has been expelled or suspended shall be liable to the corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension. A member may only resign if the member has paid all dues and assessments then payable as specified in Section 3.2 above.

Section 3.4 Transfer of Membership. Membership in the corporation is not transferable. Members shall have no ownership rights or beneficial interests of any kind in the property of the corporation.

Section 3.5 Annual Meeting of Members. An annual meeting of the Board of Directors shall be held during the spring semester at the time and place, either within or outside Colorado, as determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the voting members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these Bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the Board of Directors or Officers of the corporation.

The Corporation and the Executive Board shall meet when feasible at the Conference, the Institute, local events as noted and A.L.A.S sponsored events. These meetings will be established for the general membership to cast their votes as it relates to elections of Board of Directors, Executive officers, amendment to the Bylaws, or position paper no less than once quarterly.

Section 3.6 Special Meetings. A special meeting of the Board of Directors, for any purpose or purposes may be called by the chair and shall be called by the chair upon the written request of the Board of Directors having at least a majority of the votes entitled to be cast at such meetings. The chair may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting. The C.A.S.E. Conference in the fall shall be a special presentation/workshop for perspective administrators/superintendents, and may be convened as a general meeting.

Section 3.7 Place of Meeting. Each meeting of the Board of Directors shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the corporation in Colorado. Any or all members may participate in any meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

Section 3.8 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the Board of Directors or members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than 48 hours before the date of the meeting, , noted on the CO-ALAS website at the direction of the chair, or the secretary, or the other officer or person calling the meeting, to each Board of Director or member entitled to attend such meeting. Any board member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a board member at a meeting shall constitute a waiver of notice of such meeting, unless the board member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A Board member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.9 Quorum and Action of Board Members. Except as otherwise required by the Act or the Articles of Incorporation, the majority of the present voting board members entitled to vote on a matter shall constitute a quorum of the Board of Directors members with respect to such matter. With respect to all matters other than the election of directors, action

is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required by the Act. In an election of multiple directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the Board of Directors. When only one director is being voted upon, the affirmative vote of a majority of the members represented at a meeting at which a quorum is present shall be required for election to the Board of Directors. If less than a quorum of the board members are represented at a meeting, a majority of the board members so represented may adjourn the meeting from time to time for a period not to exceed sixty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.10 Voting Rights; Proxies.

- (a) Each voting board member is entitled to one vote on each matter submitted to a vote of the voting board members. Cumulative voting shall not be allowed, except that voting members may cumulate votes for directors as provided in C.R.S. Section 7-127-208.
- (b) At each meeting of the voting board members, a member entitled to vote thereat may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. Such proxy shall be delivered to the corporation before or at the time of the meeting in any manner permitted by C.R.S. Section 7-127-203. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.
- (c) The right to vote of any board member which is a corporation or unincorporated association may be exercised by such officer, agent or proxy as the Bylaws, constitution or other governing instrument of such corporation or association may prescribe or, in the absence of such provision, as the Board of Directors or other governing body of such corporation or association may determine.
- (d) The Board of Directors is required to prepare a board member and members' list in connection with any meeting of the members.
- (e) Board members may vote pursuant to a voting agreement only if such agreement is filed with the secretary of the corporation prior to such vote.
- (f) Board members and members may also attend by proxy and other appropriate means approved by the Board, such as WebEx, teleconference, video conference, or phone conferencing.

Section 3.11 Committees. The Board of Directors at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of the committee shall elect a chair who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be the same as those set forth in these Bylaws or the Act for the Board of Directors unless the voting members or the committee itself determines otherwise.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board members or any committee thereof may be taken without a meeting either by unanimous written consent or by written ballot. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all of the voting members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members entitled to vote thereon. Action by written ballot may be taken as provided under the Act. A written ballot may not be revoked.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 4.0 General Powers. Except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its Board of Directors.

Section 4.1 Qualifications, Number, Classification, Election and Tenure.

- (a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director needs to be a resident of Colorado.
- (b) Number. The number of directors of the corporation shall be a maximum of **six** Board of Directors. Any action of the members or Board of Directors to change the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall

constitute an amendment of these Bylaws changing the number of directors, provided such action otherwise satisfies the requirements for amending these Bylaws as provided in the Act, the Articles of Incorporation or these Bylaws.

- (c) Classification. At the first meeting of the Board of Directors, classification of the directors shall be made by dividing them into three classes, each class to be as nearly equal in number as possible. The term of office of the directors of the first class shall expire at the end of the first annual meeting of the voting members held after such classification; the term of office of the directors of the second class shall expire at the end of the second annual meeting of the voting members thereafter; and the term of office of the directors of the third class shall expire at the end of the third annual meeting of the voting members thereafter.
- (d) Election and Tenure. Directors shall be elected by the voting Board of Directors members at each annual meeting for a term that expires at the end of the next annual meeting of the members. At each annual meeting of the Board of Directors, members after the classification described in Section 3.5, the number of directors equal to the number of the class whose term expires at the end of such meeting, shall be elected by the voting Board of Directors members to hold office until the end of the third succeeding annual meeting. Each director so elected shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. No director may serve as a director for more than three consecutive terms, except that any initial term of one or two years, any partial term served by reason of an increase in the number of directors or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted

Section 4.2 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the Chair of the Board or to the Secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office. A director elected, appointed or designated to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office and a director so chosen shall hold office until the next election of directors the class of directors for which such director was chosen and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 4.3 Regular Meetings. A regular annual meeting of the Board of Directors shall be at the same place as the annual meeting or as soon as practicable thereafter at the time and place, either within or outside Colorado, determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, or any majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 4.5 Notice of Meetings.

- (a) Requirements. Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least ten (10) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least five (5) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) ten (10) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly

addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 4.5(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless:

(i) at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or

(ii) if special notice was required of a particular purpose pursuant to the Act or these Bylaws, the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 4.6 Deemed Assent. A director of the corporation who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless:

(i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or

(ii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 4.7 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, the Articles of Incorporation or these Bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 4.8 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 4.9 and as permitted by Section 4.14, directors may not vote or otherwise act by proxy.

Section 4.9 Compensation. Directors shall not receive compensation for their services as such; however, the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 4.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the Board of Directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility or standard of conduct imposed by law or these Bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these Bylaws or the Act for the Board of Directors unless the board or the committee itself determines otherwise.

- (a) Executive Committee. The Executive Committee of the Board of Directors shall consist of the elected officers described in Section 4.0 who are also directors of the corporation, and each of the chairs of a board formed Committee. Only directors of the corporation may be members of the Executive Committee. The Executive Committee shall have all of the power and authority of the Board of Directors between meetings of the board, except as prohibited by the Act.
- (i) CO-ALAS Executive Board Committee shall consist of (1) Chair, (2) Vice-Chairs (one Latino and one Latina), (3) Chair-Elect, (4) Treasure, (5) Secretary, and (6) Immediate Past-Chair. The Executive Board will be granted the responsibility to govern CO-ALAS as directed and outlined in the Bylaws and all applicable local, state, and federal legislation, and through the explicit use of good judgment for the fiscal health and success of the vision, mission, and goals identified by CO-ALAS. All actions taken by the Executive Board are to be done so with the express interest in both the immediate needs of the organization and its members, and for the long term success of the organization.
- (ii) All Executive Board of Directors members function on a volunteer basis and receive no compensation in terms of salary and are expected to maintain a high level of professionalism as they serve as representative of the organization. At no time can any member of the Executive Board make a unilateral decision on behalf of the membership. At no time can any member of the Executive Board jeopardize the organization through malice or neglect. The Executive Board is directed to actively promote CO-ALAS for the success of the organization in achieving the identified vision, mission, and goals, and serve as a high performing team that demonstrates personal commitment and excellent leadership as role models for the membership at large and to the students, families, and communities, for which they serve.
- (b) Nominating Committee. The Nominating Committee shall consist of from two to three directors designated by the Board of Directors. Each year the Nominating Committee shall nominate candidates to fill the vacancies on the Board of Directors which arise as a result of the expiration of terms or otherwise. The list of nominated candidates shall be presented to the voting members not less than 30 days prior to the date of election of the directors. The voting members may elect directors who are not included on the list submitted by the Nominating Committee.
- (c) Finance Committee. The Finance Committee of the corporation shall consist of from two to three directors, one being the treasurer, designated by the Board of Directors. The Finance Committee shall be responsible for the oversight of all of the corporation's financial affairs and of investments made by the corporation and shall verify that investments are made in accordance with the investment policies and guidelines of the corporation. The Finance Committee, or a subcommittee thereof, shall also serve as the audit committee.
- (d) Corporate and Non-Profit Sponsorships Committee. The Corporate and Non-Profit Sponsorships Committee of the corporation shall consist of from two to three directors designated by the Board of Directors. This Committee shall be responsible for guiding and reviewing the fund-raising, marketing and promotion of the corporation and the development of a sound financial base for the corporation's programs and activities. CO-ALAS actively supports establishing and maintaining strong relationships between public and private organizations. CO-ALAS believes promoting strong partnerships dedicated to the support of the vision, mission and goals of the organization is a win-win for any organization wishing to participate. It is our belief that any such partner will benefit from having access to a deep understanding of the education and support of Latino students and their families via a partnership with CO-ALAS. Non-profit partners are defined as any institution or organization that actively holds 501(c)(3) status. Corporate partners shall be defined as any corporation or business entity that maintains active status with the State of Colorado under Colorado statute and governing policies of the Federal government.
- (i) Sponsorships levels:
- a. \$5,000 Diamond
- 4 CO-ALAS Spring Conference registrations
 - Company name listed on email blasts to all CO-ALAS members on 'Save the Date' notices for all upcoming events,
 - Inclusion of company name as sponsor with website link on CO-ALAS website

- Recognition on all CO-ALA event programs,
- b. \$3,500 Gold
 - 3 CO-ALAS Spring Conference registrations
 - Company name listed on email blasts to all CO-ALAS members on ‘Save the Date’ notices for annual Spring Conference
 - Inclusion of company name as sponsor with website link on CO-ALAS website
 - Sponsor recognition on all CO-ALAs event programs,
- c. \$2,500 Silver
 - 2 CO-ALAS Spring Conference registrations
 - Inclusion of company name as sponsor with website link on CO-ALAS website
 - Sponsor recognition on all CO-ALAs event programs
- d. \$1,500 Bronze
 - 1 CO-ALAS Spring Conference registrations
 - Inclusion of company name as sponsor with website link on CO-ALAS website
 - Sponsor recognition on CO-ALAS Spring Conference
- e. Business/Institution Sponsorship \$ 500 - \$ 1,000

Donations: CO-ALAS accepts donations from individuals/organizations and will be noted at the annual Conference and website.

- (ii) Corporate individuals may maintain a single membership but will not be granted rights to market nor promote their business through any CO-ALAS sponsored event without the express written consent of the CO-ALAS Board of Directors. Corporate partners shall be entitled to only those privileges specified in the terms and conditions section of the signed and approved contract or agreement as defined by the CO-ALAS Board of Directors.

Section 4.11 Standing and Special Committees. The officers may establish and/or abolish such standing and special committees as deemed appropriate. No standing or special committee may exercise the authority of officers or the Board of Directors of the Corporation.

- (a) Membership. Unless otherwise determined by the officers in its decision to establish a committee, the Chair of the Corporation shall appoint members to the various committees.
- (b) Vacancy. A vacancy in the membership of any committee may be filled in the same manner as provided in the case of a regular appointment.

Section 4.12 Advisory Boards. The Board of Directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Board of Directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the Board of Directors; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or advisory board may not exercise any power or authority reserved to the Board of Directors by the Act, the Articles of Incorporation or these Bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Board of Directors or the Chair of the corporation.

Section 4.13 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.14 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if taken in accordance with Paragraphs 4.14(a) or 4.14(b). Any

action taken without a meeting shall have the same effect as action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Board of Directors.

- (a) Action may be taken without a meeting if each and every member of the Board of Directors in writing votes for, votes against or abstains from voting on such action and the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.
- (b) Action may be taken without a meeting pursuant to C.R.S. § 7-128-202 as follows:
 - (i) Required Notice to Directors. An action without a meeting may only be taken if the corporation transmits notice in writing to each director stating the action to be taken, the time within which a director must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time required in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. The notice may also include any other matters the corporation determines to include.
 - (ii) Action by Directors. Action may be taken without a meeting only if notice as described in 4.14(b)(i) above is transmitted in writing to each director, and each director, by the time stated in the notice (i) votes in writing for such action, or (ii) votes in writing against, abstains from voting on such action, or fails to respond or vote, and fails to demand in writing that such action only be taken with a meeting. The vote, abstention or demand that such action not be taken without a meeting by a director may be revoked in writing by that director if received by the corporation by the time stated in the notice.
 - (iii) Contents and Form of Writing. The writing required by directors under this Section 4.14(b) must inform the corporation of the identity of the director, the vote, abstention, demand or revocation of that director, and the proposed action to which such vote, abstention, demand or revocation relates. Such writing may be transmitted to or received by the corporation by electronically transmitted facsimile, email, or other form of wire or wireless communication, or by hand delivery or U.S. mail, and shall be effective upon receipt by the corporation.
 - (iv) Vote Required and Effective Date. Action without a meeting under this Section 4.14(b) may only be taken if, at the end of the time stated in the notice, the affirmative votes for such action received in writing and not revoked equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, and the corporation has not received an unrevoked written demand by a director, within the time stated in the notice, that such action not be taken without a meeting. Action taken without a meeting under this Section 4.14(b) shall be effective on the date by which the directors must respond as stated in the notice.

Section 4.15 Conduct of Meetings. All regular and special meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order in accordance within appropriate adaption thereof. Roberts Rules of Order may be also waived by a majority of those in attendance at the meeting. All meetings are encouraged to utilize a consent agenda protocol providing all necessary materials to be discussed and decided upon given in advance of the meeting. It is the Board Members' responsibility to thoroughly read all materials in effort to be well informed when making decisions on behalf of the organization and its membership.

ARTICLE V. OFFICERS AND AGENTS

Section 5.0 Designation and Qualifications. The elected officers of the Board of Directors of the corporation shall be a chair of the board, two vice-chairs (one Latino and one Latina), chair-elect, a secretary, a treasurer, and immediate past-chair. The Board of Directors may also appoint, designate or authorize such other officers, assistant officers and agents, including an executive director, a chief financial officer, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. Officers must be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

Section 5.1 Election and Term of Office. The chair will be the responsible party for guiding the election process and notification of the membership prior to elections each year to request nominations or statements of interest for the positions.

Nominations or statements may be submitted to the Executive Board at any time. The term for the chair, two vice-chairs (one Latino and one Latina), chair-elect, treasurer, secretary and immediate past-chair shall be for two years. The Board will present its nominations to the membership for approval. The slate of officers will be presented before the election. Elections shall be held at a meeting designated by the executive board, or by means as determined by the board, for example electronic or mail ballot. Each officer shall hold office beginning at the annual conference or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 5.2 State-Wide Representatives: The State-wide Representatives shall serve a two-year term. There shall be two (2) representatives in each of the following state-wide areas: Metro Denver, Northern, Southern, and Western Slopes.

Section 5.3 Compensation. Officers shall not receive compensation for their services as such; however, the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 5.4 Removal. Any officer elected or appointed may be removed by a two-thirds vote of the Board of Directors if, in the judgment of the officers, the best interest of the Corporation would be served thereby.

Section 5.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the chair or to the Board of Directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Executive Board of Directors for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy. The Board may also leave a vacant position unfilled but is encouraged to identify an appropriate replacement as soon as possible.

Section 5.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Chair, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair of the Board. The chair of the board shall (1) preside at all meetings of the members and of the Board of Directors; (2) see that all resolutions of the members and of the Board of Directors are carried into effect; (3) authorize letters and communications from CO-ALAS; (4) cosign as the primary signature required on all payments/compensation transactions; (5) release official CO-ALAS reports provided to the Corporation's membership and the community at large; (6) primary responsibility in collaboration with other officers to compile and set agendas for the Corporation's meetings; (7) head the planning and successful execution of an annual CO-ALAS Conference; and (8) perform all other duties incident to the office of chair of the board and as from time to time may be assigned to the chair by the Board of Directors. The Chair is also directed to actively promote CO-ALAS as its primary member responsible for the success of the organization in achieving the identified vision, mission, and goals. The Chair will provide leadership for the creation of an annual report to be provided to all members as part of the annual CO-ALAS Conference.

(b) Two Vice-Chairs. The two vice-chairs (one Latino and one Latina) shall assist the chair of the board and shall perform such duties as may be assigned to them by the chair or by the Board of Directors. The vice-chairs shall, at the request of the chair, or in the chair's absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions on the chair.

(c) Chair-Elect. The chair elect substitutes for the chair during their absence and performs other duties as assigned by the chair with the specific focus on learning to assume the responsibilities and duties of the chair. The chair-elect supports the day to day functioning of the organization and is primarily responsible for providing support to the

current chair and executive board by actively participating and supporting the decisions of the board. The chair-elect is also directed to actively promote CO-ALAS as an executive member is responsible for the success of the organization in achieving the identified vision, mission, and goals.

- (d) Immediate Past-Chair: Serves in a transition of leadership to provide institutional knowledge to the current chair and actively provides support for the current chair as mentor and thought partner for the success of the organization. Acts as historian and oversees the election of candidates for the executive board. The monitoring of the state-wide representatives will be a major responsibility of the immediate past-chair. The immediate past chair is also directed to actively promote CO-ALAS as its primary member responsible for the success of the organization in achieving the identified vision, mission, and goals.
- (e) Executive Director. The executive director, if any, shall, subject to the direction and supervision of the chair of the board and the Board of Directors, (1) be the chief operating officer of the corporation with general responsibility for all day-to-day operations of the corporation;
(2) propose, prepare and present to the Chair and the Board of Directors specific programs and activities that will further the corporation's purposes; (3) direct and supervise the implementation of the programs and activities approved by the Chair or the Board of Directors; and (4) perform all other duties and responsibilities as from time to time may be assigned to the executive director by the Chair or the Board of Directors. The Executive Director is responsible for the organization's consistent achievement of its mission and financial objectives and for providing strategic leadership for a process of continual improvement to meet the changing needs of members.
- (h) Secretary. The secretary shall (1) keep the minutes of the proceedings of the members, the Board of Directors and any committees of the members or the board; (2) maintain an accurate electronic record of all CO-ALAS agendas, meetings, minutes, motions, decision, and actions; (3) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the corporation; (4) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all members; (5) guide and be the responsible party for the creation and maintenance of an accurate and current membership roster that will serve as a vehicle for communication to all Corporation members, partners, and supporters; (6) actively support the day to day operations of the organization; (7) represent the Corporation at A.L.S.A. functions and serves on the C.A.S.E. Diversity Council, and (8) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the Chair or by the Board of Directors. The Secretary is also directed to actively promote CO-ALAS as an executive member and is responsible for the success of the organization in achieving the identified vision, mission, and goals. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.
- (i) Treasurer. The treasurer shall (1) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (2) receive and give receipts for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity;
(3) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chair and the Board of Directors statements of account showing the financial position of the corporation and the results of its operations; (4) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (5) upon request of the board, make such reports to it as may be required at any time; (6) responsible for all fiduciary responsibilities and reporting associated with the organizations day to day operations and is directed to provide accurate and appropriate records of all financial transactions of CO-ALAS in a standard and recognized format approved by common accounting best practices; (7) complete all required documentation as required by local, state, and federal legislation and identified policies so as to never jeopardize the organization's ability to continue to service its membership, (8) actively promote CO-ALAS as an executive member and is responsible for the success of the organization in achieving the identified vision, mission, and goals, and (9) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the Chair or the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

Section 5.7 Other Positions. The following positions act to provide council to the executive board but are not voting members of the Board of Directors:

- (a) State-Wide Representatives: The state-wide representatives are responsible for soliciting new members and coordinating at a minimum one regional CO-ALAS meeting. The State of Colorado will be designated into four main areas: Metro Denver, Northern, Southern, and Western Slopes. The state-wide representatives are directed to actively promote CO-ALAS as an executive member of the Board of Directors and are responsible for the success of the organization in achieving the identified vision, mission, and goals.
- (b) Director of the Mentoring Program: The director of the mentoring program oversees the mentor program. The director will coordinate and report all activities to the executive board under the leadership and direction of the chair elect. The director of the mentoring program is directed to actively promote CO-ALAS as an executive member of the Board of Directors and is responsible for the success of the organization in achieving the identified vision, mission, and goals.

Section 5.8 Board Advisors. The Board of Directors may appoint “advisors” to the Executive Board of the Board of Directors, including but not limited to the following:

- (a) Legislative Advocate: Responsible for monitoring education legislation relevant to Latina/Latino students and providing reports to the Executive Board. The position may be appointed by the Executive Board and serve at the discretion of the Board.
- (b) Regional Mentor Program Coordinator: Serves at the discretion of the Board representing the four state areas: Metro Denver, Northern, Southern, and Western Slopes. The coordinator reports to the Director of the Mentoring Program.
- (c) Director of Marketing and Recruitment: Coordinates recruitment and marketing activities.
- (d) Scholarship Director: Coordinates the implementation of the CO-ALAS Scholarship Program as directed by the Board.
- (e) Strategic Partner: Dedicated to the promotion of strong corporate, private and public partnerships aimed at the success of the organization.
- (f) Legal Advisor: The Board may appoint an attorney or law firm to provide legal advice or representation to the organization.

Section 5.9 Surety Bonds. The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person’s duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person’s possession or under such person’s control belonging to the corporation.

Section 5.10 Non-discrimination. CO-ALAS – Colorado Association of Latino(a) Administrators and Superintendents does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, membership and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, clients and members. CO-ALAS – Colorado Association of Latino(a) Administrators and Superintendents is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression. CO-ALAS – Colorado Association of Latino(a) Administrators and Superintendents is committed to a policy of fair representation on the Board of Directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age. Directors shall be selected on the basis of representation from the nonprofit sector, the business community, and the community at large. At least 51 per cent of the board will consist of representatives of 501(c)(3) Nonprofit Members. While representatives of General Member organizations will not be excluded from serving on the organization’s Board of Directors, there will be no minimum number of representatives specified from this group.

ARTICLE VI. FIDUCIARY MATTERS

Section 6.0 Indemnification.

- (a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. The corporation

shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 6.0 to the fullest extent permissible under the laws of the State of Colorado.

- (b) Savings Clause; Limitation. If any provision of the Act or these Bylaws dealing with indemnification shall be 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 shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor 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 section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 6.1 General Standards of Conduct for Directors and Officers.

- (a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.
- (b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or a Board of Director in the case of a director, a committee of the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 6.1(b) unwarranted.
- (c) Liability to Corporation or Its Members. A director or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 6.0.
- (d) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.2 Conflicts of Interest

- (a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has

any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

- (b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.
- (c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:
- (i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or
 - (ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or
 - (iii) The conflicting interest transaction is fair as to the corporation.

Section 6.3 Liability of Directors for Unlawful Distributions.

- (a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Articles of Incorporation if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Section 6.0.
- (b) Contribution. A director who is liable under Section 6.3(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 6.3(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

Section 6.4 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

**ARTICLE VII.
RECORDS OF THE CORPORATION**

Section 7.0 Minutes, etc. The corporation shall keep as permanent records minutes of all meetings of the members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any committee of the Board of Directors.

Section 7.1 Accounting Records. The corporation shall maintain appropriate accounting records.

Section 7.2 Membership List. The corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members and officers in alphabetical order, showing the number of votes each Board of Directors is entitled to vote.

Section 7.3 Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 7.4 Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These Bylaws;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of the members;
- (d) The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past three years;
- (e) All written communications within the past three years to the members generally as the members;
- (f) A list of the names and business or home addresses of the current directors and officers;
- (g) A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (h) All financial statements prepared for periods ending during the last three years that a member of the corporation could have requested under section 7.1;
- (i) The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (j) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Section 7.5 Inspection of Records by Members.

- (a) Records Maintained at Principal Office. A member or Board of Director shall be entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the records of the corporation described in Section 7.4, provided that the member or Board of Directors gives the corporation written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- (b) Other Records. A member or Board of Director is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any other records of the corporation, provided that the member gives the corporation written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records, and satisfies the following requirements:
 - (i) The member or Board of Director has been a member for at least three months immediately preceding the demand to inspect or copy;
 - (iii) The demand is made in good faith and for a proper purpose reasonably related to the demanding member's or director's interest as a member or as a Board of Director; The member or Board of Director describes with reasonable particularity the purpose and the records the member or director desires to inspect; and
 - (iv) The records are directly connected with the described purpose. If the member or Board of Director demands to inspect the record of members pursuant to this Section 7.5, the corporation may comply with such demand by furnishing to the member a membership list that complies with Section 7.2 and that was compiled no earlier than the date of the member's or director's demand.
- (c) Financial Statements. Upon the written request of any member, the corporation shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
- (d) Membership List.
 - (i) Preparation of Membership List. After fixing a record date for a notice of a meeting or for determining the Board of Directors or if applicable members entitled to take action by written ballot, the corporation shall prepare an alphabetical list of the names of all members or directors who are entitled to notice of, and to vote at, the meeting or to participate in such action by written ballot. The list shall show the address of each member or director entitled to notice of, and to vote at, the meeting or to take such action by written ballot and the number of votes each member or director is entitled to vote at the meeting or by written ballot.
 - (ii) Right of Inspection. If prepared in connection with a meeting of the members or the Board of Directors, the membership list shall be available for inspection by any member or director entitled to vote at the meeting, beginning the earlier of ten (10) days before the meeting for which the list was prepared or two (2) business days after notice of the meeting is given and continuing through the meeting, and any

adjournment thereof, at the corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held. The corporation shall make the membership list available at the meeting, and any member or director entitled to vote at the meeting is entitled to inspect the list at any time during the meeting or any adjournment. If prepared in connection with action to be taken by the members or directors by written ballot, the membership list shall be available for inspection by any member or director entitled to cast a vote by such written ballot, beginning on the date that the first written ballot is delivered to the members and continuing through the time when such written ballots must be received by the corporation in order to be counted, at the corporation's principal office. A member or director entitled to vote at the meeting or by such written ballot is entitled upon written demand to inspect and, subject to the requirements of Section 7.5(b) and the provisions of Sections 7.5(e)(i) and (ii), to copy the list, during regular business hours, at the member's expense, and during the period it is available for inspection.

- (iii) Limitation on Use of Membership List. Without consent of the Board of Directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's or director's interest as a member or director. Without limiting the generality of the previous sentence, without the consent of the Board of Directors a membership list or any part thereof may not be: (i) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

(e) Scope of Members' Inspection Rights.

- (i) Agent or Attorney. The member's or director's duly authorized agent or attorney has the same inspection and copying rights as the member or Board of Director.
- (ii) Right to Copy. The right to copy records under this Article VI includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
- (iii) Reasonable Charge for Copies. Except for requests for financial statements pursuant to Section 7.5(c), the corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member or director. The charge may not exceed the estimated cost of production and reproduction of the records.
- (iv) Litigation. Nothing in this Article VI shall limit the right of a member or director to inspect records to the same extent as any other litigant if the member is in litigation with the corporation, or the power of a court to compel the production of corporate records for examination.

ARTICLE VIII.

AMENDMENT OF BYLAWS

Section 8.0 Amendment of Bylaws by Board of Directors. The Bylaws defined here will serve to govern CO-ALAS' actions in establishing both policies and practices. The Bylaws are in effect, in their entirety, until the time when the governing Board of Directors of CO-ALAS chooses to modify or amend based on the protocol defined herein. Subject to the specific requirements for amendment of certain Bylaws as set forth herein, the Board of Directors may amend the Bylaws at any time to add, change, or delete a provision with a simple majority vote, unless:

- (a) The Act or the Articles of Incorporation reserve such power exclusively to the members in whole or part; or
- (b) A particular provision of these Bylaws expressly prohibits the Board of Directors from doing so; or
- (c) Such addition, change or deletion would result in a change of the rights, privileges, preferences, restrictions or conditions of a membership class as to voting, dissolution, redemption or transfer or by changing the rights, privileges, preferences, restrictions or conditions of another class of members.
- (d) Providing the proposed amendment(s) shall have been presented at the previous regular meeting in writing to every Board member at least two (2) weeks before the meeting at which the amendment is to be acted upon.

Section 8.1 Amendment of Bylaws by Members. Subject to the specific requirements for amendment of certain Bylaws as set forth herein, the members may amend the Bylaws even though the Bylaws may also be amended by the Board of Directors. In such an instance, the amendment shall be adopted as follows:

- (a) Proposal. The Board of Directors may propose an amendment to the Bylaws for submission to the members, or twenty-five (25%) percent of the members may propose an amendment on their own initiative.
- (b) Procedure for Adoption.
 - (i) Recommendation by Board of Directors. The Board of Directors shall recommend the amendment to the members unless the amendment is proposed by the members or unless the Board of Directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the members with the amendment.
 - (ii) Approval by Members. Proposals recommended by the Board of Directors pursuant to Section 8.1(b)(i) and proposals made by the members shall be submitted to the members for action. The members may approve, reject or take no action on the proposed amendment.
 - (iii) Conditions. The proposing Board of Directors or the proposing members may condition the effectiveness of an amendment to the Bylaws on any basis.
 - (iv) Notice. The notice of the meeting of the members at which the amendment will be proposed shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and the notice shall contain or be accompanied by a copy or a summary of the amendment.

Section 8.2 Changing Quorum or Voting Requirement for Members. An amendment to the Bylaws to add, change or delete a lesser or greater quorum or a greater voting requirement for the members shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater. A Bylaw that fixes a lesser or greater quorum or a greater voting requirement for the members pursuant to this Section 8.1 shall not be amended by the Board of Directors.

Section 8.3 Changing Quorum or Voting Requirement for Directors. A bylaw that fixes a greater quorum or voting requirement for the Board of Directors may be amended only by the members, if adopted by the members, or either by the members or by the Board of Directors, if adopted by the Board of Directors. A Bylaw adopted or amended by the members that fixes a greater quorum or voting requirement for the Board of Directors may provide that it may be amended only by a specified vote of either the members or the Board of Directors. Action by the Board of Directors under this Section 8.3 to adopt or amend a Bylaw that changes the quorum or voting requirement for the Board of Directors shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE IX. MISCELLANEOUS

Section 9.0 Fiscal Year. The fiscal year of the corporation shall be as established by the Board of Directors.

Section 9.1 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 9.2 Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 9.3 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 9.4 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these Bylaws.

Section 9.5 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9.6 Dissolution. Upon the dissolution of this organization and after payment of all outstanding debts of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 9.7 Contracts. The corporation will solicit requests for proposals for contract work, which needs to be completed by the corporation in accordance with common RFP protocols and procedures as regulated by local, state, and federal legislation.

**CO-ALAS
BYLAWS CERTIFICATE**

The undersigned certifies that the person named below is the Secretary of CO-ALAS, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: January 18, 2016

Denise Cordova
Secretary