

CODE OF BYLAWS

OF THE

ROCKY MOUNTAIN

COMPENSATION

ASSOCIATION

Effective January 1, 2009
Amended January 1, 2017

**ARTICLE I
Identification**

Section 1. Name

The name of the Association is ROCKY MOUNTAIN COMPENSATION ASSOCIATION doing business as ROCKY MOUNTAIN TOTAL REWARDS ASSOCIATION, hereinafter referred to as "the Association" or "RMTRA". The Association shall function as a part of the Local Network of Associations through WorldatWork.

Scope

The geographic scope of influence for the association is the state of Colorado. This declaration does not preclude any similar group within the aforesaid geographic area from establishing itself as a Local Network affiliate independent of RMTRA.

Section 2. Registered Agent

The corporation shall maintain in the state of Colorado a registered agent. The registered agent and registered office address may be changed from time to time by the Board of Directors.

Section 3. Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

**ARTICLE II
Objective**

Section 1. The association's objective shall be to improve the competence of total rewards professionals; as that term is used within the human resources industry, including compensation, benefits, work-life, talent management and other applicable areas as the profession evolves; to raise the standards of performance in all phases of compensation and benefits administration and management; to provide a forum whereby helpful information, suggestions, policies, plans, and ideas can be exchanged; to provide continuing professional development opportunities; and to promote active participation in any movement, as approved by the Board of Directors or the association as a whole, which will tend to improve the methods, practices, and laws governing total rewards administration and design.

Section 2. The association shall cooperate with WorldatWork and other similar compensation, benefits, and human resources groups, as deemed

appropriate by the Board, in advancing administrative and technical standards, improving practices of total rewards management, and working with the aforesaid groups on activities and projects initiated by any of the above.

ARTICLE III Membership

Section 1. Regular Membership

Membership in the association shall be open to all parties interested in the field of total rewards, but is intended for Human Resources professionals in the field of total rewards whose job responsibilities include the development, delivery and/or management of compensation, benefits, work-life, and other programs applicable to the field of total rewards.

Student Membership

Student membership in the association shall be open to include those individuals pursuing a degree program as a student in an institution of higher learning. Student members shall have all the privileges of regular membership, but may not vote or hold office in the Association.

Dues for regular and student members shall be set by the Board of Directors.

Section 2. At meetings of the members, members may make recommendations, present motions, and vote on all issues submitted to the members by the Board for a vote. They may hold office in the association. Non-members may make recommendations and present motions, but may not vote or hold office in the Association.

Section 3. Memberships are individual. Transfer of membership to another individual will not be allowed unless specifically permitted by the Board and only in unique circumstances.

Section 4. Application for membership will be made through the RMTRA website or directly to the Vice President Membership. Membership becomes effective upon acceptance by the Board and receipt of membership dues. Dues will be for a twelve-month term, and will not be prorated regardless of the time of year in which the membership is granted or renewed.

Section 5. Membership Term

Membership for regular and student members is for twelve months and corresponds to the year beginning with the initial membership application date or renewal date (as applicable), with renewals for the next year beginning twelve months from the initial membership application date (the "Renewal Date") or twelve months from the Renewal Date (as applicable), or as soon thereafter as is administratively possible.

Section 6. Conduct

Members shall refrain from using their membership to sell or market their services, except at the specific association functions for which they have obtained prior written approval from the Board of Directors.

Section 7. Suspension or Termination of Membership

The Board of Directors, by affirmative vote of a majority of all of the Officers, may suspend or expel a member for cause if the Board determines the member is participating in unwelcome activities such as violating the no solicitation policy or for any other conduct deemed by the Board to be inappropriate. The Vice President Membership may suspend or terminate the membership of any member who becomes ineligible for membership or who is in default in the payment of dues without a vote by the Board.

Section 8. Roster

The Vice President Membership shall maintain a membership roster containing information on each member such as name, mailing address, phone number, email address, and other pertinent data as designated by the Board of Directors. This data shall be used for purposes of sending out notices or communications, determining who is entitled to vote and keeping WorldatWork abreast of current local network membership. RMTRA provides members the opportunity to unsubscribe from communications to ensure anti-spam compliance. Additional uses of the roster shall be determined and approved by the Board of Directors but in no case shall the Board permit the disclosure or use of the roster information for any purpose not compensation and/or benefits related, or for purposes other than the enhanced professional development of RMTRA members, educational opportunities or carefully screened vendor offerings which are deemed by the Board to be of significant educational value. The Board may take appropriate action against any member or non-member who uses the membership roster, in part or in its entirety, for purposes not approved by the Board.

ARTICLE IV
Meeting of Members

Section 1. Place of Meeting

Meetings of the members of RMTRA shall be held at any place designated by the Board of Directors.

Section 2. Regular Meetings

General membership meetings of the association shall be held bi-monthly or at other cadence as defined by the Board of Directors. Member meetings shall be in the form of a luncheon, breakfast or other networking program.

Section 3. Annual Meeting

The annual meeting of the members shall be the last regularly scheduled meeting each year or soon thereafter as convenient to the Board of Directors, for the purpose of announcing newly elected officers and Board of Directors members, and to transact any other business which is authorized by the Board.

Section 4. Special Meetings

Special meetings of the members may be called by the President or a majority vote of the Board of Directors. Members will not be entitled to call a special meeting of the Members of the corporation.

Section 5. Notice of Meetings

Notice of an annual, regular, or special meeting of the Members shall be given by electronic mail, website posting, and/or quarterly newsletter to the contact information for members then in good standing and maintained by the Vice President Membership. Such notice shall state the place, date, and time of the meeting, a description of any matter or matters to be voted upon by members at the meeting, and shall be provided to members not less than ten (10) days before the meeting is scheduled to take place.

Section 6. Conduct of Meetings

All meetings of the association shall be governed by Robert's Rules of Order, as amended.

ARTICLE V

Voting

- Section 1.** Each member shall be entitled to one vote on each matter brought before the membership by the Board of Directors; or as otherwise required by these Bylaws.
- Section 2.** The members holding twenty five percent (25%) of the votes which may be cast at any meeting or election, including members present or participating by proxy, shall constitute a quorum at such meeting or election. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.
- Section 3.** At any meeting of members, a member may vote by proxy executed in writing by the member or by his or her authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.
- Section 4.** All matters brought before the membership shall become effective upon certification by the President or Secretary of the Association that a majority of the ballots cast have voted in favor of the matter.
- Section 5.** The Board of Directors may conduct a vote of the members of the Association without a meeting by use of electronic or mailed written ballot. The Directors of the Association shall give all members notice of the ballot, shall hold the voting open for a reasonable period of time to allow members an opportunity to vote, shall provide sufficient information in the electronic balloting materials for members to make a reasonably informed decision, and shall use a process which provides a level of confidence regarding the accuracy, validity, and identity of the votes cast in a manner satisfactory to the Board of Directors. In order for a written ballot to be accepted, the total number of votes cast for any matter presented must equal the quorum requirements for a meeting. If the number of votes cast for any matter presented is equal to, or greater than, the quorum requirements, then the matter shall be decided by an affirmative vote of the same number of members as would be required if the matter were presented for a vote at a meeting in which all of the members who cast a vote were present.
- Section 6.** Any action which the members may take by law, at a meeting, or pursuant to these bylaws, may be taken without a meeting if all members receive notice of the action to be taken without a meeting, and a consent in writing, setting out the action so taken, is signed by a majority of the members then in good standing. Electronic signatures and electronic writings qualify as writings under these Bylaws.

ARTICLE VI
Officers and Board of Directors

- Section 1.** The association's Officers shall be a President, a President-Elect, a Past-President, Past President Emeritus, Vice President Programs, Vice President Membership, Vice President Education, Vice President Communications, Vice President Technology, Vice President Community Outreach, and Vice President Compliance & Treasury.
- Chairs shall be appointed by the President to represent specific areas of need.
- The Officers of the association shall constitute the Board of Directors. Chairs may be included in Director meetings and activities, but will have no voting rights.
- All Board of Directors and Chairs shall be active practitioners in the field of human resources and/or total rewards and reside in the state of Colorado. There may be no more than a 1 to 1 consultant to practitioner ratio for the Officers.
- Section 2.** The Officers will meet at least monthly at a time and place designated by the President. Meetings may be in-person or via conference call. Special Meetings may also be called by the President or majority vote of the Board of Directors as needs dictate. Full Board of Directors meetings will be held periodically, at least once a year.
- Section 3.** 70% of the Officers present at any duly noticed meeting of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Officers present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by law or these bylaws. Due notice shall be construed to be five (5) business days for any meeting, unless the President shall declare that an immediate meeting is an emergency. In such cases, two (2) business days shall be construed to be due notice and the voting process may be conducted via e-mail.
- Section 4.** Any Officer or Chair elected or appointed by the Board of Directors or President may be removed by an affirmative vote of a majority of the Officers whenever, in its sole judgment, the best interests of the association would be served thereby. In addition, all Board of Directors' past performance will be reviewed by the Officers of the Board of Directors' as a contingency for their re-election or re-appointment.
- Section 5.** All in-term vacancies occurring among any of the Officers of the association may be filled by majority vote of the Officers present at the next meeting of

the Board for the remaining portion of the term, as deemed necessary by the President.

Section 6. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, is signed by the number of Directors otherwise required to take the action at a meeting where all of the Directors are in attendance.

Section 7. Committee chairs may be invited to attend Board of Director meetings for the purpose of providing information and assistance to the Board, but shall not be entitled to vote on matters before the Board. Subcommittee meetings including respective VP and Chairs will be held as needed (i.e. monthly) for purposes of conducting Board business and activities furthering the organization. RMTRA shall have a standing Nominating Committee consisting of the President, President Elect, and either the Past President or Past President Emeritus, and any other Officers appointed by the President. The President shall be the chair of the Nominating Committee.

Section 8. The Directors and Officers of the corporation may indemnify by a majority vote of the other directors, a director to the maximum extent permitted by law.

Section 9. No compensation shall be paid to Officers or Directors for their services to RMTRA. Officers or Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 10. Officers may be eligible to receive certain benefits as a part of being the Board of Directors. These benefits are defined by the Board of Directors and may include: complimentary membership to RMTRA, first choice on Host/Coordinator roles for Education offerings sponsored through WorldatWork or other associations, and complimentary attendance to luncheons and other programs sponsored by RMTRA. At President's discretion and subject to budgetary availability, Chairs may also be invited to attend RMTRA programs on a complimentary basis.

ARTICLE VII

Election of Officers and Directors

Section 1. The Officers shall be elected by quorum and majority vote of the Board of Directors of the association present at a meeting of the Board. Officer and Chair terms shall begin upon election of the Officer or Appointment of the Chair, and end on the following December 31st, the President is the exception to this rule in that the term for that role is two years as defined below. Officers may be re-elected for subsequent one year terms subject

to approval and nomination by the President and Nominating Committee; there are no limits on the number of terms an Officer may hold, with the exception of the President as defined below. Chairs may be re-appointed for subsequent terms by the President.

Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

ARTICLE VIII

Duties and Responsibilities of Officers and Directors

Section 1. President

The President acts as the principal Officer of the organization and presides at all general membership and Board of Director meetings and conducts them by a formal order of business; may appoint Chair positions, to provide assistance in and coverage of such areas as are relevant to the Association; may request special meetings in the manner provided by these Bylaws; oversees the general management and control of the business and affairs of the Association; and performs such other duties usually pertinent to this office.

The President and any designees of the President may attend relevant conference(s), pending budget availability, for purposes of representing RMTRA, providing professional development, membership promotions, and goodwill with HR Associations and partners.

The term for the President position is two years, which is preceded by a one-year term in the President-Elect position, and followed by a one-year term in the Past President role. The Board of Directors, at its discretion, may vote to extend the President's term year over year for two additional years. The maximum Presidency length is a total of four years in position. Past Presidents are eligible to be considered for the President role again after a minimum of four years between presidency terms.

Section 2. President-Elect

The President-Elect performs duties as prescribed by the President. In the temporary absence or disability of the President, the duties of the President shall be performed by the President-Elect. The President-Elect shall succeed to the office of President upon either the resignation, vacation of the role due to disability or other long-term absence, or the completion of the term of the President.

The term for the President-Elect position is one year, followed by two years in the role of President, and then one year in the Past President role.

Section 3. Past President and Past President Emeritus

The Past President will be a voting member of the Board of Directors. The Past President will be a member of the nominating committee. The other tasks of the Past President will be set by the President and shall depend upon the needs of the association as determined by the President. In the event that the Past President resigns, is removed, fails, or is unwilling to perform the duties of the position, the Past President Emeritus shall take on the same role as the Past President until the Past President position is again filled.

At the beginning of each calendar year, the Past President Emeritus shall be selected by the Officers by majority vote from among the Past Presidents' Council. The Past President Emeritus shall serve as Chair of the Past Presidents' Council. The Past Presidents' Council consists of all past Presidents who volunteer to participate in the Council. Members of the Past Presidents' Council will attend Board of Director meetings and function in a capacity that promotes the purpose of the association, but will not have voting rights.

Members of the Past Presidents' Council are not excluded or restricted from holding Office if nominated and elected by the Board of Directors. However, a past President who is elected to the Office of President will not be eligible to participate in the Past Presidents' Council while President-Elect or President.

Section 4. Vice President Programs

The Vice President Programs oversees, develops, administers and/or maintains professional development programs offered by RMTRA. Performs other duties as assigned by the President or the Board of Directors.

Section 5. Vice President Membership

The Vice President Membership maintains and enhances an active membership recruiting and retention program. Maintains the partnership with WorldatWork and ensures the RMTRA membership database is provided to the WorldatWork Local Network on a monthly basis. Performs other duties as assigned by the President or the Board of Directors.

Section 6. Vice President Education

The Vice President Education acts as a liaison between RMTRA and WorldatWork in the coordination of certification courses for members, and

coordinates all other educational program offerings. The VP Education administers the RMTRA Certification Course Scholarship and works with other HR associations in Colorado (e.g., Mile High SHRM) to administer all other scholarship programs, on an as needed basis and if the RMTRA budget allows for scholarships to be offered to members.

Performs other duties as assigned by the President or the Board of Directors.

Section 7. Vice President Communications

VP Communications will be responsible for the development of RMTRA's communication strategy and will contribute to the organizational strategic planning process. The VP of Communications will directly manage communication activities that promote, enhance, and protect the organization's brand reputation. The VP of Communications will be responsible for RMTRA's varied and integrated communications products and services including: newsletters and other print publications; Web, E-news and other online communications; media and public relations; and marketing.

Section 8. Vice President Technology

VP Technology will be responsible for the development and execution of RMTRA's technology strategy and initiatives. The VP Technology will function as the project manager for Vendor Management, website development, Social Media and networking sites. The VP of Technology will directly manage website maintenance and updates that promote, enhance, and protect the organizations brand and membership reputation. The VP Technology will also set standards for maintaining privacy and compliance concerns for any membership data provided to the association. Performs other duties as assigned by the President or the Board of Directors.

Section 9. Vice President Community Outreach

Establish a Community Outreach presence for RMTRA in 2017 that serves to enhance our Mission and Vision of serving our members and the community in the Total Rewards profession. Performs other duties as assigned by the President or the Board of Directors.

Section 10. Vice President Compliance & Treasury

The Vice President Compliance & Treasury serves in a combined Officer role as the treasurer and secretary of RMTRA.

In the capacity as treasurer, the Vice President Compliance & Treasury serves as the custodian and responsible party for all funds of RMTRA including the following:

(a) depositing all such monies in the name of the association in such depositories as selected by the Board of Directors;

(b) maintaining accounts and financial statements, writing checks and/or making online payments as authorized by the President to pay the proper indebtedness of the association;

(c) preparing and disseminating income and expense reports for the Board on a monthly basis for Board Members audit and review, as well as updates as needed;

(d) preparing an annual report on the financial affairs of the association and presenting it to the Board of Directors no later than the third meeting of the calendar/fiscal year or as soon thereafter as administratively possible;

(e) providing detail reports upon request for all income and expenditures to members of the Board;

(f) ensuring that the financial records of the association are audited on an annual basis by an outside auditing party and will consulting with a tax advisor and ensuring tax returns are filed and submitted in a timely manner; and,

(g) performing other duties as assigned by the President or the Board of Directors.

In the capacity as secretary, the Vice President Compliance & Treasury keeps a record of all meetings including meeting minutes and a monthly distribution of financial statements, receives and reads all letters and correspondence relevant and pertinent to the association's affairs to the Board of Directors; keeps a file of all the Association's letters, papers, minutes, and other records; handles all correspondence, and answers letters; provides association records and correspondence detail requested by association members for inspection; and, performs other duties as assigned by the President or the Board of Directors.

Section 11. Programs Chair(s)

The Programs Chair(s) assists in execution and coordination of the professional development programs offered by RMTRA. Chair(s) may be assigned for specific focus areas such as Venues and or sourcing speakers for programs, as assigned by the VP of Programs. Performs other duties as assigned by the President or the Board of Directors.

Membership Chair(s)

The Membership Chair(s) assists in maintaining and enhancing an active membership recruiting and retention program as part of the Membership

Team. The Membership Chair(s) will track association membership statistics and demographics to actively manage the membership base with the goal of attracting and retaining members to the association. Chair(s) may also assist the VP in production of data and reports to provide to WorldatWork Local Network on a monthly basis. Performs other duties as assigned by the President or the Board of Directors.

Communication Chair(s)

The Communications Chair(s) develops and disseminates periodic communications for the association and coordinates recognition of those members who have received a WorldatWork certification. The Communications Chair(s) also prepares, distributes, collects, tallies, and certifies all ballots for elections or on-line survey responses and other issues brought before the membership. Disseminates all "blast e-mails" to the RMTRA membership. Performs other duties as assigned by the President or the Board of Directors.

Technology Chair(s)

The Technology Chair(s) ensures that the RMTRA website content is up to date and accurate, including calendars, educational offerings and related time-bound detail. Manages association's relationship(s) with website maintenance and/or hosting vendor(s), and recommends changes to the Board of Directors information on the website. Performs other duties as assigned by the President or the Board of Directors.

Special Projects Chair(s)

The Special Projects Chair(s) performs one-off special projects as requested by the President and President-Elect. The assignments conducted by the chair(s) may be cross-functional in scope. Performs other duties as assigned by the President or the Board of Directors.

Community Outreach Chair(s)

The Community Outreach Chair will support the initiatives defined for purposed of contributing towards community outreach.

Compliance & Treasury Chair(s)

Compliance Chair to take meeting minutes, and outsourced service provider Bookkeeper supporting this function. Additional Chairs to this function may provide support in managing the financial and secretarial functions of the organization.

Section 12. Class / Site Coordinators

The Class Coordinator(s) executes RMTRA's class programs, including coordination and receipt of course materials, promoting the course through email communications, coordinating event logistics and communicating details to course attendees, supervising the registration process and collecting course evaluations.

Section 13. Technology Chair - Social Media

The Technology Chair - Social Media acts as a representative for RMTRA with a goal of increasing on-line, social media presence. The Technology Chair - Social Media will communicate with the on-line, member and prospective member community on behalf of RMTRA for the purpose of promoting RMTRA programs and course offerings, and professional on-topic dialogue regarding Total Rewards best-practices, innovations, and trends. The Technology Chair - Social Media will work in cooperation with the Communications and Technology Chairs to help achieve a cohesive message promoting RMTRA.

The Technology Chair Social Media may maintain and promote RMTRA through the use of social media forums such as LinkedIn, RMTRA Website and discussion board, and other on-line portals. Performs other duties as assigned by the President or the Board of Directors.

**ARTICLE IX
Financial Management**

Section 1. Budget

The Board of Directors will establish an annual financial budget that projects overall annual revenues, expenditures, and investments. The annual financial budget may be amended from time to time as needed by the President, the Treasury, and with approval from the Officers of the Board of Directors.

Section 2. Membership Dues

Prior to the October luncheon meeting or as soon thereafter as administratively possible, the Officers of the Board of Directors shall determine the amount of annual dues for the following calendar year.

Section 3. Payment of Dues

The Vice President Membership of the association shall send renewal notices to members for payment of annual dues around the time of each

member's Renewal Date. To remain a member in good standing, dues must be paid by the last day of the month following the month in which the Renewal Date occurs (the "Arrears Date"). Dues in arrears as of the Arrears Date will cause a member to be suspended from the privileges of membership in RMTRA.

No refund of dues paid shall be made unless an application for membership is rejected by the Board of Directors.

Section 4. Other Fees

All charges for meetings, symposia, conferences, or other events sponsored by the association shall be established by the Board of Directors.

Section 5. Audit

The Vice President Compliance & Treasury will prepare and disseminate income and expense reports for the Board on a monthly basis in conjunction with the monthly Board Meeting Minutes for Board Members' review. Additionally, in preparation of the Annual Financial Summary, an audit of all annual expenditures and income received will be conducted by an independent outside auditor. The outside auditor chosen must be approved by a majority of the association's officers before they begin the annual audit. The results of the audit shall be presented to the Board by the outside auditor no later than March 31 following the close of the fiscal year. The outside auditor selection must be reapproved by a majority of the association's officers every year.

Section 6. Giving and Receiving of Gifts

RMTRA is established as a Not-for-Profit organization, as such specific guidelines associated with the giving and receiving of gifts shall be followed as determined by guidance from a tax advisor.

**ARTICLE X
Contracts, Loans, Checks, and Deposits**

Section 1. Contracts

The Board of Directors may authorize the President and/or President-Elect to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, RMTRA. Such authority may be generated or confined to specific instances.

The President and/or President-Elect are accountable and responsible for engaging in contractual agreements with WorldatWork. Contracts with

direct vendors that are below \$5,000 will be the responsibility of a Vice Presidents. Vendor contracts at and above \$5,000 will be the responsibility of the President and/or President-Elect as well as the Vice Presidents. All contracts require sign off from the President and the Officers of the Board must be kept informed of the agreements (please see RACI Model addendum for details). All agreements entered into by RMTRA will be considered for review by 3rd party experts, CPA and or Attorney, at the discretion of the President and/or President-Elect.

Section 2. Loans

No loans shall be contracted on behalf of the association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be granted or confined to specific instances.

Section 3. Checks, Drafts, Orders for Payment

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the association shall be signed for by the President, President-Elect, Vice President Compliance & Treasury, or the Past President Emeritus. The Board of Directors may establish a threshold above which checks, drafts, or other orders will require Board vote and approval prior to issuance.

Section 4. Deposits

All funds of the association not otherwise employed shall be deposited to the credit of RMTRA in such banks, or other depositories as the Board of Directors may select.

ARTICLE XI
Sponsorships

Section 1. From time to time the Association may consider sponsorships of events and programs. Sponsorships require President and Board of Directors approval.

ARTICLE XII
Amendment to Bylaws

Section 1. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted upon the affirmative vote of a majority of votes cast by the Officers of the Board of Directors. Copies of proposed alterations, amendments, repeals, and new bylaws shall be furnished to each voting member.

Section 2. The association President may appoint a committee to review these bylaws and to prepare suggested amendments. The committee shall serve during the incumbency of the President by whom they are appointed. The committee shall solicit, accept, and consider suggestions for necessary amendments. Proposed amendments will be submitted to the Board of Directors for review and comment.

**ARTICLE XIII
Other Provisions**

Section 1. Conflicts of Interest

A Conflicts of Interest Provision has been put in place to support these Bylaws. All members of the Board of Directors are required to acknowledge receipt of these provisions and agree to conduct themselves in accordance with these provisions on an annual basis. See the RMTRA Website for this separate document containing these provisions.

**ARTICLE XIV
Dissolution and Disbursement**

Section 1. Dissolution

The corporation shall only be dissolved by resolution adopted by the affirmative vote a majority of the Board of Directors at a special meeting of the Directors called for that purpose. The dissolution of the corporation will not require a vote by the Regular Members.

Section 2. Disbursement

Upon dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the district court for the county in this state in which the street address of the corporation's principal office is located, or, if the corporation has no principal office in this state, by the district court of the county in which the street address of its registered agent is located, or, if the corporation has no registered agent, the district court of the city and county of Denver exclusively for such purposes or to such organization or organizations, as said court shall determine, that are formed and operated exclusively for such purposes.

Signed in acknowledgement of Board of Directors Approval of these Bylaws:

Michele K. Girard

Michele K. Girard, President

Date 1/16/17

Ariol Hoh

Erica Holcomb, Secretary

Date 1/16/17

Signed in acknowledgment of receipt and agreement to comply with the Bylaws:
(To be completed by each member of the Board of Directors upon election or appointment
as defined in these Bylaws.)

Michele K. Girard

Name:

(signed)

(printed)

President

Title:

Date 1/16/17