

# BYLAWS OF THE TOY, GAME, AND PUZZLE LIBRARY

## PREAMBLE

The following Bylaws shall be subject to, and governed by, the Colorado Revised Nonprofit Corporation Act and the Articles of Incorporation of The Toy, Game, and Puzzle Library (the "TGP Library"). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Colorado Revised Nonprofit Corporation Act (the "Colorado Nonprofit Act"), said Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be these Bylaws which shall be controlling.

## ARTICLE 1: NAME OF ORGANIZATION

### 1.01: Name

The name of this corporation shall be The Toy, Game, and Puzzle Library. The business of the Corporation may be conducted under that name or under the name "TGP Library".

## ARTICLE 2: PURPOSES AND LEGAL POWERS

### 2.01: Purpose

The Corporation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The specific purposes for which the Corporation is organized are as follows:

- To strengthen the bonds of community by bringing people together in social play;
- To promote, support, and educate the community about various means of social play, such as toys, games, and puzzles; and
- To provide access to toys, games, puzzles, and other means of play through a free or low-cost lending library open to all members of the community, and to others as determined by the Board of Directors.

### 2.02: Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The legal powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### 2.03: Nonprofit Status and Exempt Activities Limitation

TGP Library is a Colorado nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code as it

now exists or may be amended, or by any corporate contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and Bylaws.

#### **2.04: Dedication of assets**

Upon termination or dissolution of the TGP Library, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organization(s) described in Section 501(c)(3) of the 1986 Internal Revenue Code or described in any corresponding provision of any successor statute.

### **ARTICLE 3: MEMBERSHIP**

#### **3.01: Membership Classes**

The Corporation shall have no membership class and no members who have any right to vote or title or interest in or to the Corporation, its properties, and franchises.

### **ARTICLE 4: BOARD OF DIRECTORS**

#### **4.01: General Powers and Responsibilities**

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Colorado Nonprofit Act. The Board shall establish policies and directives governing business and programs of the corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

#### **4.02: Board Compensation**

The Board shall receive no compensation other than for reasonable expenses. However, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

#### **4.03: Board Elections**

The Nominating Committee, if created, shall present nominations for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Nominating Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

#### **4.04: Term of Board**

All appointments to the Board shall be for a term of two (2) years. No person shall serve more than two (2) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to one (1) additional year. No person shall serve more than five (5) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after one (1) year has passed since the conclusion of such Board member's service.

#### **4.05: Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

1. The death, resignation, or removal of any director;
2. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
3. An increase in the authorized number of directors; or
4. The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### **4.06: Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Unless the Attorney General of Colorado is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

#### **4.07: Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

#### **4.08: Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board, but no less often than four (4) times per fiscal year. The Chair of the Board or any three (3) regular Board members may call a special meeting of the Board with eight (8) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, or email. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

#### **4.09: Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, or emailed within five (5) business days after the close of each Board meeting.

#### **4.10: Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, electronic signatures, or other electronic "consent click" acknowledgments shall be effective as original signatures.

#### **4.11: Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of two-thirds (2/3) of the total persons on the Board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

#### **4.12: Voting**

Each Board member shall only have one vote.

#### **4.13: Proxy**

Members of the Board shall be allowed to vote by written proxy.

#### **4.14: Board Member Attendance**

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed three (3) consecutive meetings, without such a reevaluation with the Chair, to have resigned from the Board.

### **ARTICLE 5: OFFICERS**

#### **5.01: Officers and Duties**

The Board shall elect officers of the Corporation which shall include a Chair (Chief Executive Officer), President (Executive Director), a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias

or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

#### **5.01: Chair of the Board (Chief Executive Officer)**

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the President's signature must be provided.

#### **5.02: President (Executive Director)**

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

#### **5.03: Secretary**

The Secretary, or their designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

#### **5.04: Treasurer (Chief Financial Officer)**

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

## **ARTICLE 6: COMMITTEES**

### **6.01: Committees of Directors**

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) director, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

1. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
2. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
3. Fix compensation of the directors serving on the Board or on any committee.
4. Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
5. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
6. Appoint any other committees of the Board of Directors or their members.
7. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
8. Approve any self-dealing transaction, except as provided pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation in a contract or agreement or expend Corporation funds.

### **6.02: Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6: Committees of these Bylaws, concerning meetings and actions of the directors with such

changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

## **ARTICLE 7: STANDARD OF CARE**

### **7.01: General Standard of Care**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

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

1. One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;
2. Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
3. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 7: Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

### **7.02: Loans**

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Colorado Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **7.03: Indemnification**

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and

other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Colorado Revised Nonprofit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 8: CONFLICTS OF INTEREST**

### **8.01: Conflict of Interest Policy**

The Board of Directors shall adopt a Conflict of Interest policy, which may be updated from time to time as necessary.

### **8.02: Acknowledgement of Conflict of Interest Policy**

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

1. Has received a copy of the Conflict of Interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE 9: EXECUTION OF CORPORATE INSTRUMENTS**

### **9.01: Execution of Corporate Instruments**

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate instruments or documents, memberships in other corporations or organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.



## **9.02: Loans and Contracts**

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

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

### **10.01: Maintenance and Inspection of Articles and Bylaws**

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

### **10.02: Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **10.03: Maintenance and Inspection of Other Corporate Records**

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

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### **10.04: Preparation of Annual Financial Statements**

The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation shall make these financial statements available to the Colorado Attorney General and members of the public for inspection no later than 21 days after the close of the fiscal year to which the statements relate.

### **10.05: Reports**

The Board shall ensure an annual report is sent to all directors within 21 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

1. The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
4. The information required by the Colorado Revised Nonprofit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## **ARTICLE 11: FISCAL YEAR**

### **11.01: Fiscal Year Definition**

The fiscal year for this Corporation shall end on December 31.

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

### **12.01: Amendments and Revisions to the Bylaws**

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

## **ARTICLE 13: CONSTRUCTIONS AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Colorado Revised Nonprofit Corporation Act, as amended from time to time, shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, third-person pronoun constructions (they/their) include all singular gendered and non-gendered pronouns (he/his/she/hers), the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

## **CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am the current elected and acting Secretary of the Corporation, and the above Bylaws are the bylaws of this Corporation as adopted by the Board of Directors on January 1, 2023, and that they have not been amended or modified since the date above.

EXECUTED on this \_\_\_\_ day of \_\_\_\_\_, in the County of Larimer in the State of Colorado.

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(Duly Elected Secretary)