

FIRST AMENDED BYLAWS OF

Colorado Conservatory of Dance, Inc.

(A Nonprofit Corporation) (Adopted August 19, 2022)

ARTICLE I. OFFICE AND AGENT.

Section 1. Principal Office. The principal office of the Corporation shall be located at 3001 Industrial Lane, #12, Broomfield CO 80020. The Corporation may have other offices and places of business at such places within the State of Colorado as shall be determined by the directors.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Colorado, as required by the State of Colorado Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II. PURPOSES.

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. The Colorado Conservatory of Dance, Inc. is primarily dedicated to the development and promotion of dance and arts education, health and wellness, cultural activities and community outreach programs. The Colorado Conservatory of Dance, Inc. also engages in other charitable and educational purposes permitted by the laws of Colorado and the Internal Revenue Code.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Powers and Duties. The Board of Directors shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. The Corporation shall have no members.

Section 2. Number and Term of Office. The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors composed of not less than six (6) nor more than twelve (12) members. The Board of Directors may change the number of directors from time to time by amending these Bylaws upon unanimous vote. No decrease in the number of directors shall shorten the term of office of any incumbent director. Members of the Board of Directors shall serve for three (3) years from the date of appointment (which shall generally be at the beginning of the fiscal or the calendar year), and shall be eligible for reappointment to one (1) additional term, for a total of no more than six (6) consecutive years of service. The Board shall have the discretion from time to time to appoint new members, or re-appoint current acting members, for terms that are longer or shorter than

three (3) years, if and as necessary to constitute a board with staggered service terms to facilitate orderly succession of Board members.

Notwithstanding the stated limitations on terms for service, any director serving as an officer at the end of his or her term may be re-appointed in the discretion of the Board to serve an additional one (1) year term, acting in the same officer post, or as “past” officer to facilitate orderly transition of the officer position to the newly appointed officer.

Section 3. Qualifications. All directors shall be natural persons of the age of eighteen (18) years or older. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities. No more than two (2) directors who are the parent of any CCD program enrollee under the age of twenty one (21) may be appointed and serve on the Board at any contemporaneous time(s).

Section 4. Election. The members of the Board of Directors shall be elected at the annual meeting.

Section 5. Resignation, Vacancies and Removal.

- A. Resignation. Any director may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Chair of the Corporation.
- B. Vacancies. Vacancies may be filled by majority vote of the remaining members of the Board of Directors for the unexpired term, but if not so filled shall remain vacant until commencement of the next term regular term for the member position, in order to maintain staggered terms of service.
- C. Removal. Any Director may be removed from office, with or without cause, by a two-thirds vote of the voting directors at any regular meeting, or any special meeting of the directors called expressly for that purpose.

Section 6. Regular meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 7. Special meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting. Notice of the time, day and place of any meeting shall be given at least seven days prior to the meeting by any reasonable means, including US Postal Service delivery, and via electronic mail.

Section 8. Unanimous Written Consent in Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all the directors.

Section 9. Telephone or Electronic/Video meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone, video link, or similar telecommunications device, provided such devices or resources are reasonably available to the Board for such purposes, all directors attending in person consent to the participation by electronic means, and provided all persons participating in the meeting can hear and understand each other. Participation by telephone or video conference shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present; and for purposes of voting provided that each person attending the meeting can reasonably hear and understand the others present, and can make comments and participate in the discussions.

Section 10. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least seven calendar (7) days prior to the meeting and in the manner set forth in Section 2 of Article 7. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 11. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business upon majority vote of those present and constituting the quorum at any meeting of the Board of Directors.

Section 12. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chair or a Vice-Chair of the Board, or if no such person has been so designated or, in his or her absence, by the Vice Chair of the Board or, in the absence of each of these persons, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 13. Conflicts of Interest. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decision, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. 'Conflict of interest', as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with, or in conflict with, the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE IV. OFFICERS.

Section 1. Officers. The officers of the Corporation shall consist of a Chair (who may be referred to for convenience from time to time as "President"), a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board, including one or more Vice Chair[s] (or Vice President[s]).

Section 2. Election of Officers. The Officers of the Corporation shall be elected by majority vote of the directors at the annual meeting of the directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for three (3) years, or until the earlier date of their resignation or their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the voting directors at any regular meeting, or any special meeting of the directors expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Chair or President. The Chair or President shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts of other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair or President as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE V. COMMITTEES.

Section 1. Committees of Directors and Non Members. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, and other members who are not directors provided at least one (1) member of the committee shall be a current and acting Board member. Committees consisting entirely of current Board members shall have and exercise the authority of the Board of Directors in the governance of the Corporation. Committees which have members who are not current acting Board members shall not have governance authority, or the authority to bind the Corporation, but shall act in an advisory or service capacity only, under the direction of the full Board of Directors. No committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be as determined by the Board of Directors, but in absence thereof shall be the Chair/President, Secretary, Treasurer, and the current acting Executive Director and Artistic Director.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office. Each member of a committee shall serve until the committee business is resolved, he or she resigns from the committee, is removed from the committee by majority vote of the directors, his or her successor is appointed, or the committee is sooner dissolved.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the Chair or President of the Board.

ARTICLE VI. NON-DISCRIMINATION POLICY.

Colorado Conservatory of Dance, Inc. does not discriminate on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, height, weight, physical or mental ability, veteran status, military obligations, and marital status. The Board may from

time to time adopt a more formal written form of Non-Discrimination Policy from time to time, to be retained with the official records of the Corporation.

ARTICLE VII. MISCELLANEOUS PROVISIONS.

Section 1. Fiscal Year. The fiscal year of the Corporation shall be August 1 thru July 31.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director or officer, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation; or by email or other contemporary and generally available electronic transmission at such email address as provided and authorized by each director for such purposes. Such notice shall be deemed to have been given when deposited in the mail or the delivery service, or when received in the electronic "inbox" maintained by the director via the applicable electronic mail provider. Notice may also be given by facsimile or hand delivery, and will be deemed given when received by the noticee.

ARTICLE VIII. INDEMNIFICATION.

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer of any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which her or he is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses, or when appropriate, may itself undertake the defense of any director, office or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, office, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX. AMENDMENTS TO BYLAWS.

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of three-fourths (¾) of the voting directors at any regular or special meeting of the directors. The notice of the meeting shall set forth a summary of the proposed amendments.