BY-LAWS

OF

COLORADO HUMANITIES

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Article I
Offices

Section 1: Business Office: The principal office of Colorado Humanities (the “Corporation”) shall be located in the Denver, Colorado Metropolitan area. The Corporation may have such other offices, within Colorado, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 2: Registered Office. The registered office of the Corporation required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be, but need not be, the same as the principal office in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of the Corporation.

Article II
Board of Directors

Section 1: General Powers: The business and affairs of the organization shall be managed by the Board of Directors, and, except as otherwise provided in the Act, the articles of incorporation, and these by-laws.

Section 2: Number and Qualifications: The Board of Directors shall consist of not more than 20 Directors; up to 25% of the Board (or no more than five members) shall be gubernatorial appointees who shall serve at the pleasure of the governor. Any action of the Board of Directors to increase or decrease the actual number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these by-laws effecting such increase or decrease. All Directors shall be legal residents of the State of Colorado. Directors shall be drawn from all geographic regions of the state.

Section 3: Term: The initial term of office for elected members of the Board of Directors shall be four years. A Director may be elected for an additional term of two years or four years as provided below. If the second term is consecutive with the first term, the second term shall be two years. If the second term is separated from the first term by at least one year, the second term shall be four years. Gubernatorial appointees serve at the pleasure of the governor. The terms of elected Directors shall be staggered so that normally no more than one-fourth of the elected membership will change in a single year. Election of a Director to the position of Board chair for the fourth year of the Director’s term constitutes an automatic two-year term extension on the Board. Election of a Director to the position of Board chair for the sixth year of the Director’s term constitutes an automatic one-year term extension on the Board.

Section 4: Duties of Directors: The duties of the Directors shall include, but not be limited to, fostering an understanding and appreciation of the humanities, regular attendance at meetings, fiduciary responsibility, review of proposals, participation in program evaluation, board leadership, and serving, as needed, on committees. Directors shall carry out their responsibilities in accordance with the conflict of interest policy.

Section 5: Nominations and Election of Directors: (a) Solicitation of nominations: Nomination, recommendation and election of candidates for membership on the Board shall be made giving due consideration to the rich diversity reflected in Colorado’s general population; the need for the expertise of certain professionals in running a nonprofit organization; and the importance of representation from all humanities disciplines. Nomination, recommendation and election of candidates for membership on the Board shall be made without regard to race, creed, color, national origin, ancestry, religion, gender, sexual orientation, age, or veteran, disability or marital status. (b) Selection process: The nominations committee shall prepare a slate of nominees to fill any director vacancies prior to any regularly scheduled meeting of the Board. The nominations committee should try submit a slate that includes at least as many candidates as there are membership openings, and it will usually include no more candidates than double the number of openings. These nominations and the resumes of the nominees will be presented to the Board prior to the meeting, no later than ten days prior to the meeting. Prior to determining its slate, the nominations committee will make a reasonable effort to interview all candidates under consideration for inclusion on the slate. Nominations may be received from the floor during any regular meeting, provided, however, that the consent of the nominee has been obtained in advance, the nominee is known to at least two members of the Board, and a resume of the nominee's background is made available to the Board of Directors at or before the meeting. Persons elected to serve on the Board shall be invited to attend, and to participate without voting privileges, prior to election. The term of office for a new Board Member shall begin immediately upon election.

Section 6: Vacancies: A Director may resign at any time by giving written notice to the chairman of the board. The resignation shall take effect at the time specified in the notice, and unless specified otherwise therein, acceptance of the resignation shall not be necessary to make it effective. If a vacancy occurs an election to fill the vacancy may be held as early as the next regular meeting of the Board. A Director elected to fill a vacancy will normally be elected to fill a four year term.

Section 7: Orientation of New Directors: All newly-elected or newly-appointed Directors of Colorado Humanities shall be given a thorough orientation regarding the basic purposes, policies, practices, history, and operations of Colorado Humanities. All appropriate documents, records, and other materials shall be furnished to such new Directors.

Section 8: Removal of a Director: Any elected Director may be removed at any time, with or without cause, by a vote of three-fourths of the Directors then in office.

Section 9: Conflicts of Interest: Each member of the Board of Directors shall be responsible for adherence to all of the standards and requirements of the current Colorado Humanities Policy entitled "Conflict of Interest."

Section 10: Advisory Boards: The Board of Directors may from time to time form one or more advisory boards or committees composed of such members, and having such chairperson, 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. No advisory board shall have authority to incur any expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board of Directors or the Executive Director of the Corporation.

Section 11: Indemnification:

Section 11.1 <u>Scope of Indemnification</u>. 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, including the Act, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 11.1. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section 11.1 to the fullest extent permissible under the laws of the State of Colorado.

Section 11.2 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(o)(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 11.3 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 (iii) 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 11.2(b) unwarranted,

(c) Liability to Corporation. A Director or officer shall not be liable as such to the Corporation 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 11.2,

(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.

Article III
Meetings

Section 1: Regular Meetings: A schedule of regular meetings for the Board of Directors shall be adopted annually. There shall be no fewer than three regular meetings of the Board during any fiscal year, including the annual meeting. Written notice of all meetings shall be mailed no later than ten days prior to a meeting.

Section 2: Annual Meeting: There shall be no requirement that the Corporation conduct an annual meeting.

Section 3: Special Meetings: A special meeting may be called either at the direction of the Executive Committee or upon written request of three members of the Board of Directors, provided that notice of such meetings be provided to each Director at least ten days prior to the time of such meetings. Such written notice shall state the purpose for which the special meeting is called, and no other business shall be considered at a special meeting.

Section 4: Quorum and Voting: A quorum shall consist of 50% of the members of the Board of Directors plus one. No regular or special meeting may be convened if a quorum is not present. Once a quorum is established, a majority of Directors may conduct business, subject to appropriate quorum calls. Subject to restrictions on voting contained in the Conflict of Interest Policy, each member of the Board of Directors shall be entitled to one vote. Voting may not be by proxy.

Section 5: Notice: Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each Director at an address provided by each Director at least ten business days prior thereto by the mailing of written notice by first class, certified or registered mail or via e-mail or facsimile sent to the Director's e-mail address or fax number provided to the Corporation. Such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid or upon transmittal via e-mail or facsimile. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 6: Meetings by Telephone: When teleconference equipment is reasonably available, members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 7: Action Without a Meeting:

Section 7.1 <u>Notice to Directors</u>. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if notice is transmitted in writing to each Director and each Director, by the time stated in the notice:

(a) Votes in writing for such action; or

(b) (I) Votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and (II) Fails to demand in writing that action not be taken without a meeting.

Section 7.2 <u>Requirements of Notice</u>. The notice required by this section shall state:

(a) The action to be taken;

(b) The time by which a Director must respond;

(c) That the failure to respond by the time stated in the notice will have the same effect as abstaining and failing to demand that action not be taken without a meeting; and

(d) Any other matters the Corporation determines to include.

Section 7.3 **Votes in Writing by Directors.** Action is taken under this section only if, at the end of the time stated in the notice transmitted pursuant to this section:

(a) The affirmative votes in writing for such action received by the Corporation and not revoked, equal or exceed 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

(b) The Corporation has not received a written demand by a Director that such action not be taken without a meeting other than a demand that has been revoked as set forth below.

Section 7.4 **Timely Response to Notice of Action Without Meeting.** A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Corporation receives such demand from the Director in writing by the time stated in the notice transmitted pursuant to this section and such demand has not been revoked.

Section 7.5 **Right to Revoke Response to Notice of Action Without Meeting.** Any Director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this section may revoke such vote, abstention, or demand in writing received by the Corporation by the time stated in the notice transmitted pursuant to this section.

Section 7.6 **Effective Date of Action.** Unless the notice transmitted pursuant to this section states a different effective date, action taken pursuant to this section shall be effective at the end of the time stated in the notice transmitted pursuant to this section.

Section 7.7 **Form and Transmittal of Writing.** A writing by a Director under this section shall be in a form sufficient to inform the Corporation of the identity of the Director, the vote, abstention, demand, or revocation of the Director, and the proposed action to which such vote, abstention, demand, or revocation relates. Unless otherwise provided by the bylaws, all communications under this section may be transmitted or received by the Corporation by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication. For purposes of this section, communications to the Corporation are not effective until received.

Section 7.8 **Effect of Action Taken.** Action taken pursuant to this section has the same effect as action taken at a meeting of Directors and may be described as such in any document.

Section 7.9 **Filing of Writings With Minutes**. All writings made pursuant to this section shall be filed with the minutes of the meetings of the Board of Directors.

Article IV
Officers

Section 1: Terms of Office: The officers of the Corporation shall be a chair, vice chair, treasurer and a secretary. The chair, vice chair and treasurer shall be members of the Board of Directors who shall be elected to serve one-year terms. The chair must have served at least one year on the executive committee as a qualification for chairmanship. The chair may be elected to a second one-year term. The second one-year term is not automatic. Terms shall begin and end according to the annually revised Board Calendar, which will include a schedule of board meetings, elections and terms for board members, officers and committee chairs.

Section 2: Election: The elected officers of the Corporation and the committee chairs shall be elected by the Directors at the meeting designated for the election of officers and committee chairs in the Board Calendar and shall take office immediately after the close of such meeting. Each elected officer and committee chair shall hold office until the officer's or committee chair's successor shall have been duly elected and shall have qualified, or until the officer's or committee chair's earlier death or resignation.

Section 3: Vacancies: If any office becomes vacant during the year, the Board of Directors shall fill the vacancy for the unexpired term.

Section 4: Chair: The chair shall preside at all meetings of the Board of Directors and shall perform such duties as are incident to the office or may be required by the Board.

Section 5: Vice Chair: In the absence of the chair, the vice chair shall have all the powers and perform all duties of the chair. In the absence of both the chair and vice chair, a temporary chair shall be selected by the Board of Directors to perform the duties of the chair. The vice chair shall serve as the chair of the nominations committee.

Section 6: Treasurer: The chair of the finance committee shall serve as the treasurer and shall be responsible for all corporate fiscal matters and reports.

Section 7: Secretary: The Executive Director shall serve as secretary. The secretary will be responsible for attesting to all necessary documents, keeping the Minutes of the Corporation and such other duties as will from time to time be delegated by the Board.

Article V
Fiscal Agent

Section 1: Selection: The Executive Director, in consultation with the finance committee, shall designate a fiscal agent for the Corporation and, with the approval of the finance committee, shall enter into a written agreement with that fiscal agent.

Section 2: Responsibilities: The fiscal agent shall handle all the receipts and disbursements of the Corporation's funds as directed by the Executive Director or other staff persons designated by the Executive Director.

Article VI
Staff

Section 1: Executive Director: The Board of Directors shall employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Corporation subject to review by the Board of Directors. In the event of a vacancy in the position of the Executive Director, the chair shall forthwith designate an acting Executive Director, and shall appoint a search committee whose responsibility shall be to identify, investigate and interview candidates for the position and make recommendations to the Board of Directors for filling the vacancy.

Section 2: Additional Staff: Within the constraints of budget, such staff as may be needed from time to time may be hired by the Executive Director. Hiring of staff shall be the prerogative of the Executive Director.

Article VII
Committees

Section 1: Executive Committee: There shall be an executive committee composed of the chair, the vice chair, the treasurer, the chairs of the standing committees, and such other members as shall be elected by the Board of Directors. The Executive Director, as secretary, shall be an ex-officio, non-voting member of the executive committee. The executive committee shall, in intervals between meetings of the Board of Directors, have general control of the affairs of the Corporation except as otherwise provided in the Act. The Chair of the Board of Directors shall be the Chair of the Executive Committee, except as otherwise provided in the Act. The Executive Committee shall also be responsible for reviewing budget requests which are to be submitted to the National Endowment for the Humanities; reviewing the by-laws of the Corporation annually; and providing for orientation of new Directors.

Section 2: Other Committees: By one or more resolutions adopted by a majority of the Directors then in office, the Board of Directors may designate from among its members one or more committees in addition to the executive committee, 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 statute. The chairman of each such committee shall be elected by the Board of Directors. Any contested elections shall be by written secret ballot. 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 imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Article VIII
Granting of Funds

Section 1: Review of Proposals: Grant Proposals shall be reviewed by the Grant Committee with its recommendations subject to approval by the Board of Directors. Each member of the board shall receive a copy of the Grant Committee's recommendation at least ten business days prior to any meeting at which the recommendations are considered by the Board.

Article IX
Miscellaneous Provisions

Section 1: Fiscal Year: The Fiscal Year of the Corporation shall be from November 1 to October 31 inclusive.

Section 2: Procedure: So far as they do not conflict with these by-laws, Roberts Rules of Order shall govern the procedures of all meetings of the Board of Directors and committees.

Section 3: Access to Information: Members of the public shall have access to the minutes of the Board of Directors, and to all other Colorado Humanities information except communications of a personal and confidential nature.

Section 4: Periodic and Biennial Reports: The Corporation shall periodically and through various means publish documents listing its activities, grants awarded, Board and staff membership, application deadlines, membership nomination procedures, financial reports, and other information. These documents shall be distributed and otherwise made available to the public and to private organizations and individuals. A Colorado Humanities Report to the People containing the above information will be published on at least a biennial basis.

Article X
Amendment

The Board of Directors shall have the power to make, amend and repeal the by-laws of the Corporation by a two-thirds vote of the Directors present at any regular or special meeting of the Board, provided that the proposed change has been mailed to each member of the Board of Directors at least ten days before the meeting at which it is to be voted on.

End

Adopted Effective May 15, 1976
Amended September 13, 1981
Amended May 22, 1982
Amended November 14, 1982
Amended May 18, 1986
Amended February 20, 1988
Amended December 3, 1988
Amended September 30, 1990
Amended November 17, 1990
Amended February 7, 1992
Amended September 25, 1993
Amended April 30, 1994
Amended November 16, 1996
Amended April 18, 1998
Amended November 10, 2001
Amended June 25, 2011
Amended January 21, 2012

February 2006, Colorado Endowment for the Humanities changed its name to Colorado Humanities