

## **BYLAWS OF THE MAPLETON EDUCATION FOUNDATION**

These Bylaws govern the affairs of the MAPLETON EDUCATION FOUNDATION, a nonprofit Corporation organized under the Colorado Nonprofit Corporation Act. The name of the Corporation, its corporate purpose, and the terms of its existence are set forth in the Articles of Incorporation filed with the Secretary of State of Colorado, as the same may from time to time be amended. These Bylaws are subject to the provisions of the Articles of Incorporation.

It is the policy of the Mapleton Education Foundation that no person shall be discriminated against in the Foundation's programs or activities on the basis of that person's race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age (40 or older), disability or genetic information.

### **ARTICLE I OFFICES, CORPORATE SEAL, PURPOSE**

Section 1.01. **Registered Office.** The registered office of the Corporation in Colorado shall be that set forth in the Articles of Incorporation, or in a resolution of the Directors filed with the Secretary of State changing the registered office.

Section 1.02. **Other Offices.** The Corporation may have such other offices, within the State of Colorado, as the Directors shall from time to time determine.

Section 1.03. **Purpose.** The Foundation is established for the purpose of accepting and disbursing contributions, gifts, and bequests from individuals, groups, or businesses to support efforts to enrich and supplement the regular education programs offered to students of Mapleton Public Schools. All such efforts shall be for charitable or educational purposes as defined by Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE II BOARD OF DIRECTORS**

Section 2.01. **Members.** All corporate actions shall be approved by the Board of Directors as provided in these Bylaws. The Mapleton Legacy Association Special Committee shall offer membership as defined in Section 4.02 of these Bylaws and may issue certificates, pins or badges evidencing membership therein. Members of the special subcommittee in good standing shall have voting rights limited to selection of leaders for the Mapleton Legacy Association Special Committee. All other shall rest with the Directors.

Section 2.02. **General Powers.** The property, affairs and business of the Corporation shall be managed by the Directors.

Section 2.03. **Property.** No Director shall have any right, title or interest in or to the property of the Corporation.

Section 2.04. **Number, Qualification and Term of Office.** The number of Directors shall be at least eight and not more than twenty-five; however, the number of voting Directors may be increased or decreased to any odd number, by amendment of these Bylaws. Directors to serve until the first annual meeting shall be elected by the initial Directors named in the Articles of Incorporation. Thereafter, all Directors shall be elected by those remaining duly qualified Directors. The Superintendent of Schools of the Mapleton Public Schools shall hold a permanent official seat with vote. A board representative of the Mapleton Public Schools Board of Education shall hold a permanent official seat with vote. These two Directors shall be known as permanent Directors. All other Directors shall be known as elected Directors. Each elected Director shall hold office for a period of two years, or until resignation, or until he or she is removed in the manner hereinafter provided. While not mandatory, Directors shall typically serve from May 1 – April 30. Each permanent Director shall hold office until his or her designated position with the School District is changed. Persons, including representatives and directors of banks or trust companies who serve as investment advisors, custodians, or agents for or with respect to funds of or held for the benefit of this Corporation, shall never constitute more than one-half of the Directors of this Corporation.

Section 2.05. **Resignation.** Any Director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.06. **Vacancies.** Any vacancy in the position of an appointed director caused by death, resignation, disqualification, removal, or any other cause, shall be filled by a vote of the Board of Directors and the Director so elected shall hold office for the remaining term of that Directorship and until his or her successor shall be duly elected and qualified by the remaining Directors. Any vacancy in the position of a permanent Director as noted in Section 2.04 shall be filled by the same person filling the school district position.

Section 2.07. **Place of Meeting.** The Board of Directors may hold its meetings at such place or places, in-person or virtual, as it may choose.

Section 2.08. **Annual Meeting.** In June of each fiscal year, the annual meeting of the Corporation shall be held for the purpose of election of officers of the Corporation and any other business or transactions as shall come before the meeting. All Officers agree to and sign conflict of interest and Board of Directors Agreements. Notice of the annual meeting shall be given in writing by the Secretary to all Directors not less than ten (10) days prior to the meeting.

Section 2.09. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place, within the State of Colorado, as the Board may determine by resolution adopted by a majority of the members of the Board of Directors. Notice of regular meetings shall be given by the Secretary not less than five (5) days prior to the meeting.

Section 2.10. **Special Meetings Notice.** Special meetings of the Board of Directors shall be held whenever called by the President or five of the Directors. Notice of each such special meeting shall be emailed to each Director, at least five (5) days before the day on which the meeting is to be held, or by telephone, no later than two (2) days before the day on which the meeting is to be held, except as otherwise

provided by these Bylaws. Each such notice shall state the time, place, and purpose of the meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the Corporation then in office shall be present (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) or waive such notice in writing before, at, or after such meeting.

**Section 2.11. Quorum and Manner of Acting.** Except as otherwise provided by statute or by these Bylaws, a minimum of four of the voting Directors must be present to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Corporation. In the absence of a quorum, a majority of the Directors present may adjourn any meeting and reconvene once a quorum is assembled in-person or virtually, without giving further notice.

**Section 2.12. Meeting Attendance.** It shall be the policy of the Corporation to require attendance at all Directors meetings. A Board attendance problem occurs if any of the following conditions exist in regard to a Director's attendance to board meetings:

- the Director has two un-notified absences in a row ("un-notified" means the Director did not call, e-mail or otherwise inform the Executive Director or another Director that he or she would be absent from the upcoming meeting); or
- the Director has 3 notified absences in a row.

This policy will be distributed annually to all Directors. The policy will be reviewed and signed by each Director once a year and returned to the Executive Director. If one of the above attendance issues occurs, the Board President will promptly contact the Director to discuss the problem. The Director's response will be shared by the President with the entire board at the next Director's meeting. In that meeting, the board will determine what actions to take regarding the Director's future membership on the board. If the board decides to terminate the Director's membership, termination will be conducted per this policy. Directors will be notified regarding termination by the Board President. It shall also be the policy of the Corporation to attempt to accommodate the schedules of its Directors who demonstrate continuing interest in the affairs of the Corporation. It shall be at the discretion of the Board of Directors to invoke this provision.

**Section 2.13. Removal of Directors.** Any Director, with the exception of the permanent seats, as outlined in Section 2.04 of these Bylaws, may be removed with or without cause at any time. Removal shall be by a vote of a majority of all Directors of the Corporation at a regular meeting or a special meeting of the Directors called for that purpose. Written notice stating the place, date, hour and the purpose of any special meeting called for the purpose of removing one or more Directors must be delivered to all Directors at least twenty (20) days prior to such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 2.06 hereof.

**Section 2.14. Proxies.** Proxies shall be allowed and used when an issue of importance is determined in advance of a scheduled meeting.

**Section 2.15. Action of Board by Consent.** Any action required by the Colorado Nonprofit Corporation Act to be taken at a meeting of the Directors of the corporation or any action that may be taken at a meeting of the Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members, respectively, as would be necessary to take that action at a meeting at

which all of the Directors or members of the committee were present and voted. Each written consent shall conform to the requirements of the Colorado Nonprofit Corporation Act as it is amended from time to time.

### **ARTICLE III OFFICERS**

Section 3.01. **Number.** The officers of the Corporation shall be a President, a Secretary, a Treasurer and, if the Board shall so elect, one (1) or more Vice Presidents and such other officers as may be appointed by the Board of Directors. Any two (2) or more offices, except those of President and Secretary, may be held by the same person.

Section 3.02. **Election, Term of Office and Qualification.** All officers shall be elected annually by the Directors of the Corporation, except in the case of officers appointed in accordance with the provisions of Sections 3.05 or 3.10. Each shall hold office for a minimum period of two years and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. Officers shall be Directors. Officers shall monitor financial planning and financial reports and shall play a leading role in fundraising activities. Officers shall evaluate the annual performance of the organization in achieving its mission and informally evaluate the effectiveness of the Executive Director(s) and Board members.

Section 3.03. **Resignation.** Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04. **Election and Removal.** Election of an officer shall not, of itself, create contract rights. Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal shall be by a vote of a majority of all Directors of the Corporation at a regular meeting or a special meeting of the Directors called for that purpose.

Section 3.05. **Vacancies.** A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 3.05.5. **School Board Member.** A School Board representative shall hold an official seat with a vote filled on a permanent basis by a Mapleton Public Schools Board member. He or she shall participate purposefully in the Organization. He or she shall regularly attend Board meetings and important related meetings. He or she shall make a serious commitment to participate actively in committee work, stay informed about committee matters and understand how his or her committee work relates to other aspects of the organization. He or she shall prepare well for meetings and review and comment on minutes and reports. He or she shall participate in fundraising for the organization. He or she shall act as an ambassador for Mapleton Public Schools and stay informed about District works. He or she shall embark on ongoing outreach, both internally and externally, to create and sustain relationships beneficial to Mapleton Public Schools and the Mapleton Education Foundation.

Section 3.05.6. **Superintendent.** The District superintendent shall hold an official seat with a vote filled on a permanent basis by the Mapleton Public Schools Superintendent of Schools.

Section 3.06. **President.** In addition to the responsibilities outlined in the Board Member description, the President shall not be an employee, trustee, agent or member of the Board of Education of the Mapleton Public Schools. The President shall assume all duties normally associated with that office. He or she, shall, when present, preside at all meetings of the Directors. He or she shall partner with the Executive Director(s) to ensure the board's work is aligned with its mission. He or she, with the proper signature of one other duly qualified officer of the Corporation, may execute and deliver in the name of the Corporation, any deeds, mortgages, bonds, contracts or other instruments, pertaining to the business of the Corporation, including without limitation, any instruments necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of any organizations, causes and projects described in the Articles of Incorporation of the Corporation which the Corporation was organized to support. He or she shall discuss issues confronting or concerning the organization with the Executive Director(s). He or she shall guide and mediate Board actions with respect to organizational priorities and governance concerns. He or she shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.07. **Vice President.** In addition to the responsibilities outlined in the Board Member description, the Vice President/s shall not be an employee, trustee, agent or member of the Board of Education of the Mapleton Public Schools. Each Vice President shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice Presidents shall succeed to their power and duties in the order designated by the Board of Directors. He or she shall participate closely with the president to develop and implement officer transition plans. He or she shall perform the President's responsibilities when the President cannot be available. He or she shall work closely with the President and other members and staff and report to the Board's President.

Section 3.08. **Secretary.** The Secretary shall be an elected position. The Secretary shall see that the proceedings of the meetings of the Board of Directors are kept. He or she shall maintain records of the board and ensure effective management of the organization's records. He or she shall be sufficiently familiar with legal documents (articles or incorporation, by-laws, IRS letters, etc.) to note applicability during meetings. He or she shall record Board member attendees at all meetings, type all minutes and distribute the previous meeting's minutes 5 days prior to the next meeting. He or she shall also perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and in general, shall perform all duties incident to the office of the Secretary.

Section 3.09. **Treasurer.** The Secretary shall be an elected position. The Treasurer shall cause to be kept accurate accounts of all funds of the Organization received or disbursed. He or she shall have power to endorse for deposit all notes, checks and drafts received by the Organization. He or she shall partner with the Executive Director(s) concerning fiscal matters of the organization. He or she shall be familiar with the financial policies and procedures. He or she shall work with the Executive Director(s) to provide an annual budget to the board for members' approval and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, and in general, shall perform all duties incident to the office of the Treasurer.

Section 3.09.2 **Mapleton Legacy Association Chair.** The Mapleton Legacy Association Special Committee shall elect a representative to serve on the Board of Directors. He or she shall act as an

ambassador for the Legacy Association Committee constituents. He or she shall embark on ongoing outreach, both internally and externally, to create and sustain relationships beneficial to Mapleton Public Schools, the Mapleton Education Foundation and constituents of the Mapleton Legacy Association Special Committee.

Section 3.09.5. **Executive Director(s).** The executive director(s) shall be the chief executive officer(s) of the Corporation and shall have general active management of the business of the Corporation. He or she shall implement the strategic goals and objectives of the organization. He or she shall give direction and leadership toward the achievement of the organizations' philosophy, mission, strategy, and its annual goals and objectives. He or she shall support operations and administration of the Board by advising and informing Board members, interfacing between Board and Key District leadership staff, and supporting Board's evaluation of Executive Director(s). He or she shall oversee design, marketing, promotion, delivery and quality of programs, products and services. He or she shall manage financial, Tax, Risk and Facilities Management. He or she shall work with the Treasurer to recommend a yearly budget for the Board approval and prudently manages the organization's resources within those budget guidelines according to current laws and regulations. He or she shall assure the organization and its mission, programs, products and services are consistently present in a strong, positive image to relevant stakeholders. He or she shall oversee fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals, and administrating fundraising records and documentation and events. He or she shall deposit all funds, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors by resolution, shall from time to time designate. He or she shall seek approval from the Treasurer or other Executive Committee member before initiating expenditures exceeding \$3,000. He or she shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. He or she shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, and in general, shall perform all duties incident to the office of the Executive Director(s).

Section 3.10. **Other Officers.** The Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 3.11. **Election Procedure.** The Nominating Committee shall provide each Director with a list of officers not less than thirty (30) days prior to the annual meeting. The slate of proposed officers shall be presented for vote at the annual meeting. A vote of the Board of Directors shall be required to elect officers.

## **ARTICLE IV COMMITTEES**

Section 4.01. **Standing Committees.** The Directors may establish one or more Standing Committees and determine the duties and authority of any such committee. Standing committees of the Corporation shall be as follows:

(a) **The Executive Committee,** to be composed of up to five Directors and shall be charged with the duties of managing the Corporation in the ordinary course of business, employment of personnel, and the general handling of the affairs of the Corporation and the carrying out of the purposes of the Corporation and the performance of such other duties as may be imposed upon it or authorized by the Board of Directors. The Executive Committee shall be subject to the control of and be responsible to the Board of Directors and shall keep minutes and make reports to the Board of Directors, but there shall be no necessity

of a further resolution specially authorizing its actions in the general handling of the affairs of the Corporation. The Executive Committee shall be comprised of those persons who hold the offices of President, Vice President, Secretary, and Treasurer, or any other configuration as recommended by the Executive Committee and ratified by the Board of Directors.

Section 4.02. **Special Committees.** The Board of Directors may from time to time authorize special committees to be appointed by the President. The Board of Directors shall specify the number of persons composing such special committees and the terms and duties of such special committees. While the membership of the special committees need not be composed entirely of members of the Board of Directors, at least the leader of each special committee shall be a Director.

(a) **The Mapleton Legacy Association Special Committee**, to be composed of a committee-elected Chair who serves on the Board of Directors, up-to ten committee-elected officers who serve two-year terms and shall be charged with the duties of reaching across schools and across years to inform and engage alumni and friends about the exciting work of Mapleton Public School and to create opportunities to connect and network with former classmates, teachers, and schools.

Mapleton Legacy Association membership shall be open to all persons who have shown an active or vital interest in the Mapleton Public Schools, the Mapleton Education Foundation, and the Alumni Association, and who have paid membership dues to the Association for the current year in such amount as may be prescribed by the Association Special Committee. Such persons include but are not limited to alumni, honorary alumni, honorary diploma recipients, family members of alumni, faculty and staff of Mapleton Public Schools, Mapleton students, and those who are or have student teachers, or participants in other Mapleton programs.

Section 4.03. **Term of Office.** Each member of a committee shall continue to serve on the committee until the next annual meeting of the Directors and until a successor is appointed. However, the term of a committee member may terminate earlier if a committee member is terminated, dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy shall serve for the unexpired position of the previous committee member's term.

Section 4.04. **Committee Meetings.** Committee meetings shall be called and presided over by the Chair of the committee, or in his or her absence or disability, by the Vice Chair, or in case of absence and/or disability of both the Chair and Vice Chair by any member thereof after reasonable notice to all of the committee members. Committees shall meet as often as necessary to properly discharge their duties. A simple majority of committee members present in person shall constitute a quorum for any committee meeting and a simple majority vote of those present and voting at any committee meeting at which a quorum is present shall constitute the action or report of the committee.

Section 4.05. **Chair and Vice Chair.** The Chair and Vice Chair of each committee shall be appointed by the President of the Corporation. A Committee Chair and Vice Chair shall set the tone for the committee work and ensure that members have the information needed to do their jobs. He or she shall oversee the logistics of the committee's operations and report to the President, Executive Director and the full Board on Committee decisions/recommendations.

Section 4.06. **Proxies.** Proxies shall not be allowed or used by any committee member.

Section 4.07. **Reference to Committees.** While it shall not be required, it is recommended, when applicable, that matters be referred to appropriate committees for consideration and recommendations prior to Board action.

Section 4.08. **Action in Lieu of Meeting.** If all the members of a committee consent in writing to any action, such action shall be as valid as if authorized at a meeting of the committees. Such consent, setting forth the action so taken, shall be filed with the minutes of the proceedings at the next committee meeting.

## **ARTICLE V FISCAL AGENTS**

This Corporation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

## **ARTICLE VI FIDUCIARY RESPONSIBILITY**

It shall be the policy of this Corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds and other assets held or administered by this Corporation.

## **ARTICLE VII POLICIES WITH RESPECT TO DISTRIBUTION OF PRINCIPAL, INCOME AND RELATED MATTERS**

Section 7.01. **Distribution Policy.** Distributions shall fund programs and projects that are aligned with the mission, Strategic Plan, and educational philosophy of Mapleton Public Schools.

Section 7.02. **Annual Distributions.** It shall be the policy of this Corporation to make annual distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes, in an amount determined by the Board of Directors to be appropriate. In any such distribution of funds, no discrimination shall be made on account of the age, sex, color, religious affiliation, disability or national origin of the individuals or programs to be benefited thereby.

Section 7.03. **No Self-Dealing.** It shall be the policy of this Corporation not to engage in any act which would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

Section 7.04. **No Jeopardy Investments.** It shall be the policy of this Corporation to assure that no funds, whether title thereto is vested in this Corporation or is vested in a trust for the benefit of this Corporation, are invested or reinvested in such a manner as to jeopardize the carrying out of any educational purposes for which this Corporation is organized.

Section 7.05. **Expenditure Responsibility.** Through its Board of Directors, this Corporation shall exercise "expenditure responsibility" as defined in Section 4945 (h) (1) and (2) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, with respect to all grants and distribution.



Section 7.06. **Reasonable Return.** The Board of Directors shall take steps to assure that each Director, agent, or custodian of the unrestricted trusts or funds that are a component part of this Corporation, will administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Directors) return of net income.

## **ARTICLE VIII BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND**

Section 8.01. **Books and Records.** The Board of Directors of this Corporation shall cause to be kept:

- (a) records of all proceedings of the Board of Directors and Committees thereof; and
- (b) all financial statements of this Corporation; and
- (c) Articles of Incorporation and Bylaws of this Corporation and all amendments thereto; and
- (d) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 8.02. **Audit and Publication.** The Board of Directors shall cause the records and books of account of this Corporation to be reviewed or audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any agent or custodian for the benefit of this Corporation. The Directors shall retain any such person or firm for such purposes as they may deem appropriate. Not later than six months after the close of each fiscal year of this Corporation, the Board of Directors shall furnish to the Board of Education of the Mapleton Public Schools, copies of the Corporation's financial statements for its immediately preceding fiscal year and may, if determined necessary or appropriate by the Board of Directors, cause such financial statements to be published in one or more local newspapers having a general circulation and distribution, as may be selected by the Board of Directors.

Section 8.03. **Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

Section 8.04. **Bond.** The Corporation shall obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

## **ARTICLE IX TRANSACTIONS OF THE CORPORATION**

Section 9.01. **Contracts.** The Board of Directors may authorize any officer or Executive Director to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 9.02. **Gifts.** The Board of Directors may accept or refuse on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for a specific purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state or federal law, and any requirements for maintaining the Corporation's federal and state tax status.

Section 9.03. **Conflicts of Interest.** The Corporation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate. Spouses, siblings, children, stepchildren, and grandchildren of Board members, as well as minors who are under the legal guardianship of Board members, shall not be eligible for scholarships made by the Foundation.

Section 9.04. **Nonprofit Operation.** The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or officers without full consideration. No Director or officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation.

## **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Colorado, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated, or before, at, or after the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

## **ARTICLE XI INDEMNIFICATION AND INSURANCE**

Section 11.1. **Indemnification and Representation.** The Corporation shall indemnify and provide for the defense of any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) as a result of his or her actions or omissions within the scope of his or her official capacity for the Corporation as a Director, officer, employee, or agent of the Corporation, to the full extent permitted under Colorado state law, as in effect from time to time.

Section 11.2. **Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of paragraph 11.1 of Article XI of these Bylaws.

## **ARTICLE XII AMENDMENTS**

The Board of Directors may amend this Corporation's Articles of Incorporation and these Bylaws to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be adopted at such

meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Directors. However, amendment of Article IV (Purposes) of the Articles of Incorporation may be made only with the unanimous approval and resolution of all Directors.

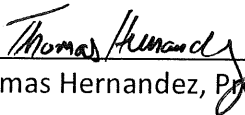
### ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 13.01. **Governing Law.** The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Colorado.

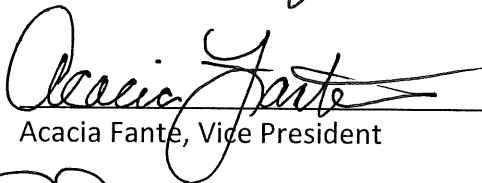
Section 13.02. **Severability.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 13.04. **Diversification.** It is the aim and intent of the Mapleton Education Foundation to reflect and embrace racial, religious and gender diversification within all levels of its governing body, staffing, grant recipient allocation and selection process including vendor selections and corporate sponsors.

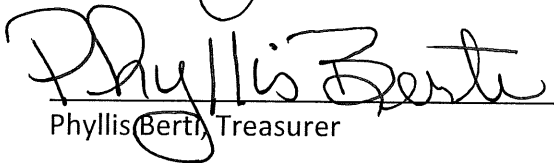
These Bylaws were adopted at a meeting of the Board of Directors of the Mapleton Education Foundation on **November 17, 2021:**



Thomas Hernandez, President



Acacia Fante, Vice President



Phyllis Bert, Treasurer



Charlotte Ciancio, Superintendent