

**BYLAWS - REACH
PO BOX 1118
Fort Collins, Colorado**

ARTICLE 1: FORMATION, FOUNDER AND PURPOSES

1.1. Formation. REACH was formed February 7, 2011, on February 7, 2011, as REACH by filing Articles of Incorporation with the Colorado Secretary of State.

1.2 Founders. This nonprofit corporation was founded with three original members of the **Board of Trustees. Those members are David A. Randall, A. Scott Denning, and Brian Jones.**

ARTICLE 2: PRINCIPAL OFFICE

2.1 The principal office of REACH is located in Fort Collins, Colorado (or at such other location as the board of trustees may determine).

ARTICLE 3: BOARD OF TRUSTEES

3.1 The Board of Trustees will consist of a minimum of 5 members and a maximum of 9 members. A quorum shall consist of majority of the board. The management of all the affairs, property and interest of REACH shall be vested in a Board of Trustees. The number of Trustees may be increased or decreased by a majority of the Trustees at the annual meeting or at a special meeting called for this purpose and, by like vote additional Trustees may be chosen at such meeting, to hold office until the next annual election and/or until their successors are elected.

3.1.1 Qualifications. A trustee of REACH must be an individual who is at least 18 years of age. Any other qualification will be in the discretion of the trustees who fill any vacancy as provided in 3.8.

Initial Trustees. As provided in REACH's Articles of Incorporation, the initial trustees of REACH are: David A. Randall, A. Scott Denning and Brian Jones.

3.3 New Trustees. A new trustee is defined as any trustee who is not an initial trustee. The term trustee in this document includes both initial and new trustees.

3.4 Resignation and Removal. Any Trustee may be removed from office at any time for cause or for failure to attend meetings without reasonable excuse by affirmative vote of three-fourths of all the members of the Board of Trustees. Any Trustee may resign at any time by giving written notice to the Board of Trustees or the Secretary, and shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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3.5 Incapacity. A trustee will cease to act if incapacitated. Incapacity will be determined either by court order or by a writing signed by the trustee's personal physician certifying that such individual no longer has capacity to act as a trustee due to illness, age or any other cause.

3.6 Vacancies. If a vacancy occurs in the board of trustees for any reason, such vacancy will be filled by the majority vote of the trustees of REACH. Any trusteeship to be filled by reason of an increase in the number of trustees will be filled in the same manner.

3.7 Delivery of Notice. Any written notice will either be actually delivered (in any manner, including personal delivery, facsimile transmission, courier service, mail or email) or such writing will be deemed delivered when it is mailed, postage prepaid, certified mail, return receipt requested, to the then current mailing address of the recipient. Any notice to the board of trustees may be made to the board's chairman. Notice of regular meetings will be confirmed by e-mail or telephone.

3.8 Meetings. There shall be a minimum of one board meeting per year.

3.9 Special Meetings. Special meetings of the board of trustees (or of any committee) may be called at any time by the chairman of the board of trustees and may be held within or outside the State of Colorado, at such time and place as the notice (or waiver of notice) may specify. Special meetings of the board of trustees (or any committee) may be held without notice at any time that all trustees are present in person, and presence of any trustee or member of such committee at a meeting constitutes waiver of any required notice except as otherwise provided by law. Unless specifically required by these bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the board of trustees (or of any committee) need be specified in the notice or waiver of notice of such meeting.

3.10 Notice of Meeting. Whenever notice of a special meeting of trustees is required, such notice will be given: [a] by actual delivery under 3.10 to each trustee at least five days before the date fixed for the meeting or [b] in person or by telephone or other method capable of instantaneous transmission of voice communications or plain language document copy at least 48 hours before the time fixed for the meeting. In the case of a change relating to the annual meeting, such notice will be given at least 30 days prior to the scheduled annual meeting date.

3.11 Waiver. Any trustee may, in writing, waive any notice required by statute, REACH's Articles of Incorporation or these bylaws (whether before or after such required notice).

3.12 Meetings by Telephone. Any trustee may participate in any annual or special meeting (or the meeting of any 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 will constitute presence in person at the meeting and waiver of any required notice except as otherwise provided by law.

3.13 Quorum. A quorum at any annual or special meeting of the board of trustees will consist of a majority of the number of all trustees.

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3.14 Majority Action. The act of a majority of the trustees present at a meeting at which a quorum is present will be the act of the board of trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

3.15 Action Without a Meeting. Any action required by law to be taken at a meeting of trustees, or any other action which may be taken at a meeting of trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the trustees. Any such consent will have the same force and effect as an unanimous vote, and may be signed in counterparts.

3.16 Compensation. Trustees will serve without compensation, as a community service. However, all trustees will be entitled to reimbursement for reasonable and necessary expenses incurred in connection with service to REACH. A trustee who is employed by REACH as an officer or otherwise may be paid a reasonable salary for such employment as provided in 4.4 provided that no trustee will vote on his or her own salary as an employee.

3.17 Trustee Liability. As provided in REACH's Articles of Incorporation, no trustee will have personal liability to REACH for breach of fiduciary duty as a trustee, except that a trustee will be liable to REACH for monetary damages for: [a] any breach of the trustee's duty of loyalty to REACH; [b] any act or omission which is either not in good faith or involves intentional misconduct or a knowing violation of the law; [c] any liability for assenting to or participating in the making of a loan to any trustee or officer of REACH; and [d] any transaction from which the trustee derived an improper personal benefit.

3.18 Indemnification. REACH shall indemnify each Trustee or officer now or hereafter a Trustee or officer, his heirs, executors and administrators, against all cost, expenses and liabilities including settlements approved by the Board of Trustees, reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding or the settlement or compromise thereof, prior to final adjudication, to which he is, or may be, made a party by reason of his being, or having been, a trustee or officer, except in relation to matters as to which he is finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such trustee or officer. The right of indemnification herein provided shall not be exclusive of other rights to which such officer or Trustee may be entitled as a matter of law.

3.19 Committees. The board of trustees may by resolution designate from among or from without its members an executive committee and one or more other committees, each of which will have and may exercise such authority in the management of REACH as will be provided in such resolution or in these bylaws. The Committee Chair is not required to be a member of the Board. The Committee Chair oversees the logistics of the committee's operations, reports to the Board Chair and the full Board when required on committee's decisions/recommendations. The Committee Chair works closely with the Executive Director and other staff, assigns work to the committee members, sets the agenda, runs the meetings and ensures distribution of meeting minutes.

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3.20 Directing Boards. The board of trustees may elect a directing board of persons designated by the board of trustees, primarily, but not limited to, persons with educational or scientific backgrounds. Its activities will be determined by the board of trustees. The directing board will not have the authority to incur any expense or make any representation or commitment on behalf of REACH without the express written consent of the board of trustees.

ARTICLE 4: OFFICERS

Officers. The officers of REACH will be a chair, a vice-chair, a secretary, and a treasurer. Any offices may be held by the same individual, except the offices of president and secretary. The board of trustees may appoint such other officers and assistant officers as it may deem advisable, who will be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the board of trustees.

Powers and Duties. The officers of REACH will exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the board of trustees:

- a. The chair is a member of the Board and serves as the Chief Volunteer of the organization. The chair provides leadership to the Board of Directors, who sets policy and to whom the Executive Director is accountable. Chairs meetings of the Board after developing the agenda with the Executive Director. Encourages Board's role in strategic planning, appoints the chairpersons of committees (in consultation with other Board Members and the Executive Director). The chair will: formally evaluate, discuss issues confronting REACH and review issues of concern to the Board with the Executive Director. The chair of REACH will be subject to the control and direction of the board of trustees. The chair, unless some other person is specifically authorized by the board of trustees or by these bylaws, will sign all contracts and other agreements on behalf of REACH. The chair will serve *ex officio* as a member of committees and attends their meetings when invited. Performs other responsibilities as assigned by the Board. The chair will be selected from the members of the board of trustees.
- b. In the absence or disability of the chair, the vice-chair will perform all the duties of the chair, and when so acting will have all the powers of, and be subject to all the restrictions on, the president. The vice-chair will perform all the duties and have all the powers commonly associated with such office, and such other duties and powers as the chair or the board of trustees may designate.
- c. The secretary will keep accurate minutes of all meetings of the board of trustees. The secretary will be responsible for the giving of notice of meetings of the board of trustees. The secretary will be custodian of the records and of the seal of REACH, and will attest the affixing of the seal of REACH when so

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authorized. The secretary will perform all the duties and have all the powers commonly associated with such office, and such other duties and powers as the president or the board of trustees may designate.

- d. An assistant secretary may, at the request of the secretary or in the absence or disability of the secretary, perform all the duties and have all the powers of the secretary. Such person will also perform such other duties and have such other powers as may be assigned to such person by the president, by the secretary or by the board of trustees.
- e. The treasurer, subject to the order of the board of trustees, will have the care and custody of the money, funds, valuable papers, and documents of REACH. The treasurer will insure accurate books of accounts of REACH's financial transactions, which will be the property of REACH, and will render financial reports and statements of condition of REACH when so requested by the president or by the board of trustees. The treasurer will perform all the duties and have all the powers commonly associated with such office, and such other duties and powers as the president or the board of trustees may designate.
- f. An assistant treasurer may, at the request of the treasurer or in the absence or disability of the treasurer, perform all the duties and have all the powers of the treasurer. Such person will also perform such other duties and have such other powers as may be assigned to such person by the president, by the treasurer or by the board of trustees.

Qualifications. Any officer of REACH will be an individual who is at least 18 years of age. The president must be a member of the board of trustees of REACH.

Compensation. Any officer of REACH, other than the president, may receive reasonable compensation for services actually performed for REACH as determined by the president. In the case of the president, any such compensation will be determined by the board of trustees (excluding such officer acting as a trustee). Any employment contract or other agreement relating to the compensation of any officer must be approved by the board of trustees.

Delegation. In the event of absence or inability of any officer to act, the board of trustees may delegate the powers or duties of such officer to any other officer, trustee or person whom it may select.

Vacancies. Any vacancy occurring in the elected offices of REACH may be filled by vote of the board of trustees. An officer elected to fill a vacancy will be elected for the unexpired term of such person's predecessor in office and will hold office until such person's successor is duly elected and qualified.

Removal. Any officer or agent may be removed, with or without cause, by the board of trustees whenever in its judgment the best interests of REACH will be served by such

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removal. Any such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent will not, of itself, create contract rights.

Indemnification. With respect to any liability incurred in any proceeding to which an individual is made a party because he or she is or was an officer of REACH, REACH will indemnify and advance reasonable expenses to such individual in the same manner as provided in 3.19 for trustees.

ARTICLE 5: FINANCIAL MATTERS

Contracts. The board of trustees may authorize the Chairperson or Executive Director to enter into any contract, or to execute and deliver any instrument, in the name of and on behalf of REACH. Any such authority may be general, or limited to specific instances.

Loans. No loan will be contracted for or on behalf of REACH (and no evidence of indebtedness will be issued in its name) unless authorized by a resolution of the board of trustees. Such authority may be general if confined to a maximum dollar amount specified by the board of trustees by resolution from time to time. Such authority will otherwise be limited to specific instances. REACH will make no loan to any officer or trustee of REACH.

No Self-Dealing. REACH will not enter into any act of self-dealing with any disqualified person (as those terms are defined for federal tax purposes).

Checks. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of REACH will be signed by such officer or agent of REACH, and in such manner, as will from time to time be determined by resolution of the board of trustees.

Deposits. All funds of REACH not otherwise invested will be deposited from time to time to the credit of REACH in such banks or other depositories as the board of trustees may select.

Prudent Investor. The board of trustees will invest and manage REACH's assets in the same manner as would a prudent investor, exercising reasonable care, skill and caution in the context of an overall investment strategy which incorporates risk and return objectives reasonably suited to the purposes of REACH. Notwithstanding the preceding sentence, REACH will not retain any excess business holdings or make any investment which jeopardizes its exempt purposes (as those terms are defined for federal tax purposes).

Investment Advice. The board of trustees may consult on a continuing basis with one or more investment counselors concerning the investment program for REACH. The board of trustees will bear no liability or accountability for any act, failure to act or for any

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transaction entered into on the advice of any investment counselor, as long as such person is selected and retained by the board of trustees with reasonable care.

Fiscal Year. The fiscal year of REACH will be the calendar year.

Accounting Method. REACH will use a method of accounting acceptable to an outside financial auditor.

ARTICLE 6: MISCELLANEOUS PROVISIONS

Application of Assets. The assets of REACH will be held and applied for the purposes of **REACH as declared in the Articles of Incorporation.**

Bylaw Purpose. These bylaws are adopted to facilitate the discharge, in an orderly manner, of the purposes of REACH. These bylaws will not be construed in any way which would impair the efficient operation of REACH.

Bylaw Amendments. These bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the affirmative vote of a majority of the trustees then in office; provided that, the full text of the proposed action must be delivered to each trustee at least five days prior to the meeting at which the proposed action will be presented (unless waived in writing). No change to the bylaws may be inconsistent with the provisions of REACH's Articles of Incorporation.

CERTIFICATION

I hereby certify that the above bylaws were adopted by the board of trustees of REACH, a Colorado nonprofit corporation, by minutes of action dated _____, 2011.