



HIGHLANDS RANCH Community Scholarship Fund

Highlands Ranch Community Scholarship Fund **BYLAWS**

BYLAWS SUMMARY:

The Highlands Ranch Community Scholarship Fund, (HRCSF) is a 501(c)(3) organization that provides a central organization from which educational, artistic, musical, theatrical, and dance events are provided to the more than 90,000 Highlands Ranch residents and those living in the surrounding communities.

MEMBERSHIP ELIGIBILITY AND QUORUM REQUIREMENTS: The HRCSF Board of Directors comprises the same members as the Highlands Ranch Community Association Board of Directors. The HRCSF has no members. Quorum for HRCSF meetings is a majority of the Board of Directors who are holding office at the time of the meeting.

REMOVAL: The HRCSF Board of Directors may remove from office any member, with or without cause. The HRCSF Board can then fill the vacancy with a qualified person.

MEETINGS: The regular annual meeting of the Board shall be held in April of each year at the date and time fixed by the Board. Additional meetings are held on an as-needed basis, typically quarterly. Notice of regular and special meetings is given to each Director at least seven days before the meeting.

GENERAL RULES AND REGULATIONS

1) Voting Procedures

The act of a majority of the Board of Directors present at a meeting at which quorum is present shall be the of the Board of Directors. Actions may be taken informally if all Directors consent, and Directors may attend meetings telephonically.

2) Conflict of Interest

- a) The HRCSF recognizes that holding a position which represents the public interest is a public trust. To actively promote public confidence, the HRCSF member must be aware of a possible conflict of interest arising in the course of duty.
- b) A conflicting interest transaction, and the Board's responsibilities with respect to disclosure and transparency, are described in Article VI of the HRCSF Bylaws.

3) Conduct of Meetings

- a) The HRCSF adheres to the Conduct of Meetings Policy established by the Highlands Ranch Community Association, Inc.

See attached original Bylaws 2003.



BYLAWS OF HIGHLANDS RANCH COMMUNITY SCHOLARSHIP FUND

ARTICLE I - OFFICE AND REGISTERED AGENT

Section 1. Offices. The principal office of the Corporation shall be located at 9568 S. University Boulevard, Highlands Ranch, Colorado 80126. Such principal office may, but need not be, the same as the registered office of the Corporation. Until further resolution of the board of directors, and subject to compliance with applicable provisions of the Colorado Revised Nonprofit Corporation Act, the Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office. Such registered office and agent shall be designated by the board of directors from time to time. The Corporation may also have such other offices, either within or outside the State of Colorado, as the board of directors may from time to time designate.

Section 2. Change of Registered Office and Registered Agent. By further resolution of the board of directors, the Corporation may change its principal office or registered office/agent by filing a notice of the change with the Colorado Secretary of State in compliance with the Colorado Revised Nonprofit Corporation Act.

ARTICLE II - MEMBERS

The Corporation shall not issue any capital stock, shall have no classes of membership, and shall recognize no membership rights in any person.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers. The management and control of the Corporation shall be vested in the board of directors. The board of directors is empowered to:

- A. Determine the overall purposes, goals and direction of the Corporation;
- B. Establish fiscal policy and budgets for, and authorize the expenditure of funds of, the Corporation;
- C. Hire, supervise, and terminate managers, bookkeepers, and all other employees, agents or independent contractors required to carry out the purposes of the Corporation, and to prescribe such powers, duties, and compensation for them as may be consistent with the Articles of Incorporation, these Bylaws and the Colorado Revised Nonprofit Corporation Act;
- D. Authorize by general or specific resolution the entry into any and all contracts and instruments required to carry out the purposes of the Corporation.

In addition, the board of directors shall have all powers which are permitted under the Colorado Revised Nonprofit Corporation Act.

Section 2. Qualifications of Directors. Five directors must be current directors of the Highlands Ranch Community Association, Inc. If a director conveys or transfers title to his or her Privately Owned Site, such director's term shall terminate automatically, and a new director shall be elected by the board as promptly as possible.

Section 3. Number and Tenure. The board of directors shall consist of five persons, each of whom shall serve until his or her successor has been elected and qualifies. These five directors shall be the persons elected to serve as the board of directors of the Highlands Ranch Community Association, Inc., and may be elected for any number of successive terms. In addition, these five members of the board of directors may appoint up to four additional directors who need not be directors of the Highlands Ranch Community Association, Inc. (the "non-HRCA directors"). The non-HRCA directors shall have staggered two year terms except for the initial appointments which may be for one year terms in order to establish staggered terms.

Section 4. Resignation. A director may resign at any time by giving notice to the President or Secretary of the board, and such resignation shall take effect upon receipt by the Corporation.

Section 5. Vacancies. Any vacancy occurring on the board of directors, whether by resignation, death, incapacity, removal, expiration of term, or increase in the number of directors, may be filled by an affirmative vote of a majority of the remaining directors though less than a quorum of the board. In the case of vacancies caused by resignation, death, incapacity, or removal, the person so chosen as a director shall hold office during the unexpired term of the director replaced.

Section 6. Regular Meetings. The regular annual meeting of the board of directors shall be held in April of each year, on such day and at such time as is fixed by the board of directors and specified in the notice of meeting, for the purpose of electing officers. A regular meeting of the board of directors shall be held in November of each year, on such day and such time as is fixed by the board of directors, for the purposes of approving the financial reports and budget for the year.

Section 7. Special Meetings. Special meetings of the board of directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the board may fix any reasonable time and place within or outside the State of Colorado for holding any special meeting of the board called by him or her. Any notice of a special meeting shall include the purpose for which the meeting has been called.

Section 8. Regular and Special Meetings. Regular and special meetings may be conducted electronically as permitted by the Colorado Revised Nonprofit Corporation Act. All meetings of the Highlands Ranch Community Scholarship Program are open to members or their designated representatives, except as limited by C.R.S. 38-33.3-308(4).

Section 9. Notice. Notice of all regular and special meetings shall be given at least seven days previously thereto by written notice delivered personally, by mail, by facsimile, or by electronic mail to each director at her or his business or home address. If mailed, such notice shall be deemed to be delivered when deposited so addressed in the United States mail with sufficient first class postage prepaid; proof of delivery shall be a certificate of mailing signed by the President or Secretary of the Corporation at the time of mailing. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is received by the facsimile machine located at a director's residence or permanent place of business; proof of delivery shall be a facsimile journal evidencing successful transmission to such residence or place of business. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent; proof of delivery shall be an electronic mail journal evidencing delivery to the mailbox of the recipient. A written waiver of notice signed by a director entitled to notice, whether before, at or after the time stated therein, shall be equivalent to the giving of such notice. By attending or participating in a regular or special meeting, a

director waives any required notice of such meeting unless the director, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of the board of directors then holding office shall constitute a quorum for the transaction of business at any meeting of the board. If less than a quorum is present at such meeting, a majority of the directors present may adjourn the meeting for a period not to exceed thirty days without further notice.

Section 10. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent may be signed in counterparts.

Section 12. Telephone Meetings. One or more members of the board of directors may participate in a meeting of the board 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 13. Removal of Directors. Any member of the board may be removed, with or without cause by the delegates of the Highlands Ranch Community Association, Inc. following the procedures for removal of directors of the Highlands Ranch Community Association, Inc. The non-HRCA directors may also be removed with or without cause by the directors who are also directors of the Highlands Ranch Community Association, Inc.

Section 14. Compensation. Directors shall serve without compensation, but may be reimbursed for legitimate expenditures made in attending to the Corporation's business.

ARTICLE IV - OFFICERS

Section I. Titles. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. Officers other than the President and Vice President need not be directors of the Corporation. They shall be elected for a term of one year by the board of directors at the annual meeting of the board, and shall hold office until their successors have been elected and qualify. Any two offices may be held by one person at the same time, except that no person shall simultaneously hold the offices of President and Secretary. Any officer may be re-elected for successive terms.

Section 2. Resignation. An officer may resign at any time by giving notice to the President, and such resignation shall take effect upon receipt by the Corporation. The President may resign at any time by giving notice to the other members of the board of directors.

Section 3. Removal. Any officer or agent of the Corporation may be removed by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of such officer or agent. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in office arising from death, incapacitation, resignation, or removal of any officer may be filled by the board of directors at any regular or special meeting of the board, though less than a quorum of the board remains.

Section 5. President. The President shall be the chief executive officer of the Corporation, and shall preside over meetings of the board of directors. He or she may sign, with the Secretary or any other proper officer, contracts or other instruments which the board has authorized to be executed by general or specific resolution. He or she shall hire and fire all employees and independent contractors of the Corporation. He or she shall perform such other duties as may be prescribed by the board from time to time.

Section 6. Vice President. In the event of the death, incapacity, unavailability, inability or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the board.

Section 7. Secretary. The Secretary shall keep records of the activities of the board of directors and officers of the Corporation; shall sign such instruments as are required by law to be attested by the Secretary; and shall make such reports and perform such other duties as may be required from time to time by the President or the board.

Section 8. Treasurer. The Treasurer shall oversee the fiscal management of the Corporation; shall ensure that adequate financial reports and budgets are prepared for presentation at meetings of the board; and shall make such reports and perform such other duties as may be required from time to time by the President or the board.

Section 9. Officer Pro Tempore. In the absence of an officer at a meeting of the board of directors, the members of the board may appoint a temporary officer to fulfill the functions of that officer during the meeting.

ARTICLE V - COMMITTEES

Section 1. Creation and Appointment of Committees. The board of directors may create one or more committees of the board and appoint one or more directors to serve on each such committee. Other members of each such committee need not be board members. The creation of a committee of the board and appointment of directors to it shall be approved by the greater of a majority of all the directors in office when the vote is taken or the number of directors required by the Bylaws to take action under Article III, Section 10 above.

Section 2. Governance of Committees. The provisions of Article III which govern meetings, action without meetings, notice, waiver of notice, quorum, and voting requirements of the board of directors, apply to committees of the board and their members as well. Members of such committees shall serve for any term designated by the board and are subject to removal with or without cause by the board of directors.

Section 3. Limitation of Authority. Each committee of the board shall have the authority of the board of directors, except that a committee of the board shall not: (a) authorize distributions; (b) elect, appoint, or remove any director; (c) amend the articles of incorporation of the Corporation; (d) adopt, amend, or repeal the Bylaws of the Corporation; (e) approve a plan of merger; or (f) approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property, with or without goodwill, other than in the usual and regular course of business.

Section 4. Advisory Committee. The board of directors may establish an Advisory Committee of influential persons who are capable of establishing liaisons with other persons or entities having importance to the Corporation, or who can provide financial support to the Corporation, or who can provide specialized knowledge to the Corporation.

Members of the Advisory Committee shall have no voting or management rights in the Corporation and shall exercise no authority of the board of directors. The members of the Advisory Committee may be elected by a majority vote of the board of directors at any regular or special meeting of the board, shall serve for terms of two years, may be re-elected for successive terms and may be removed by the board of directors with or without cause. The Advisory Committee may not exercise any power or authority reserved to the board of directors under the Colorado Revised Nonprofit Corporation Code, the Articles of Incorporation, or the Bylaws. Because of its advisory role to the board of directors, the Advisory Committee shall have no notice, meeting, quorum, or voting requirements.

ARTICLE VI - CONFLICTING INTEREST TRANSACTIONS

Section 1. Definitions. "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Corporation and a director of the Corporation, or between the Corporation and a party related to a director, or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest. A "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

Section 2. Disclosure. Any director having a potential conflicting interest in matters being considered by the board of directors shall disclose such potential conflicting interest whenever the matter is the subject of deliberations. The President shall make a decision on whether such potential conflicting interest requires the director to excuse himself or herself from such deliberations.

Section 3. Loans. No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 4. Other Conflicting Interest Transactions. No conflicting interest transaction other than a loan shall be void or voidable, or be enjoined or set aside, or give rise to an award of damages or other sanctions, in any proceeding, solely because the conflicting interest transaction involves a director of the nonprofit corporation, or a party related to a director, or an entity in which a director of the Corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meeting of the nonprofit corporation's board of directors or of the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction, or solely because the director's vote is counted for such purpose, if:

(a) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the nonprofit corporation,

For the purposes of this Section, common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

ARTICLE VII - AUTHORIZATIONS

Section I. Contracts/Other Instruments. The President, and in the event of his or her death, incapacity, unavailability, inability or refusal to act, the Vice President, shall have general authority to execute and deliver any contract or instrument evidencing legal obligations of the Corporation. The President, and in the event of his or her death, incapacity, unavailability, inability or refusal to act, the Vice President, may delegate such authority in writing to other employees or independent contractors of the Corporation for specific types of transactions when previously authorized to do so by resolution of the board of directors.

Section 2. Banking-Transactions. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors shall by resolution select. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be executed by the President, and in the event of his or her death, incapacity, unavailability, inability or refusal to act, the Vice President. The President, and in the event of his or her death, incapacity, unavailability, inability or refusal to act, the Vice President, may delegate such authority in writing to other employees or independent contractors of the Corporation, in such amounts as are previously authorized by resolution of the board of directors.

ARTICLE VIII - AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed, or new bylaws may be made and adopted, at any regular or special meeting of the board of directors called for that purpose, by a majority vote of the board members present at the time of the meeting.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January of each year, and end on the thirty-first day of December of the same year.

ARTICLE X - INDEMNIFICATION AND LIABILITY

Section I. Indemnification. The Corporation shall provide indemnification as follows to each member of the board of directors, to each member of any committee appointed by the President of the board, and to each officer, employee or agent of the Corporation, in accordance with the applicable provisions of the Colorado Revised Nonprofit Corporation Act, including but not limited to C.R.S. §7-129-101 through §7129-110 thereof or any successor provisions, and subject to the limitations set forth therein:

A. **Definitions.** All terms used in this Article shall have the meaning set forth in the applicable indemnification provisions of the Colorado Revised Nonprofit Corporation Act and the Colorado Corporation Code (hereinafter the "Colorado Corporate Statutes"). "Indemnified Person" means each member of the board of directors, each member of a committee appointed by the board, and each officer of the Corporation.

B. Indemnified Persons.

(1) The Corporation shall indemnify each indemnified person to the full extent permitted under the applicable indemnification provisions of the Colorado Corporate Statutes.

(2) Without limiting the applicability of subparagraph B(1), wherever indemnification is required for an indemnified person under the applicable provisions of the Colorado Corporate Statutes, those provisions shall apply.

(3) Each indemnified person who is or was a party to a proceeding may apply for indemnification to a court as provided in the applicable indemnification provisions of the Colorado Corporate Statutes.

C. Employees and Independent Contractors. The board of directors of the Corporation, upon resolution adopted by the board, may authorize the indemnification of employees or agents of the Corporation who are not indemnified persons to the extent permitted by the Colorado Corporate Statutes.

Section 2. Limitation on Personal Liability.

A. General Limitation. In accordance with C.R.S. §13-21-116(2)(b), no indemnified person shall be held liable for actions taken or omissions made in the performance of her or his duties except for wanton or willful acts or omissions.

B. Tort Limitation. In accordance with C.R.S. §7-128-402(2), no indemnified person shall be personally liable for any injury to person or property arising out of a tort committed by an employee of the Corporation unless such indemnified person was personally involved in the situation giving rise to the litigation or unless such indemnified person committed a criminal offense.

C. Fiduciary Limitation. In accordance with §7-128-402(1), no director of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided that, this section shall not limit the liability of directors to the Corporation for monetary damages for:

(1) Any breach of a director's duty of loyalty to the Corporation;

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) Distributions made by the Corporation contrary to C.R.S. §7-133-101, except that the Corporation may:

(a) Make distributions of its income or assets to its members that are domestic or foreign nonprofit corporations having tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended; and

(b) Pay compensation in a reasonable amount to its officers for services rendered; and

- (c) Confer benefits upon its members (if any) in conformity with its purposes;
- (4) Loans made by the Corporation to its officers and directors contrary to C.R.S. 7-128-501(2).
- (5) Any transaction from which a director directly or indirectly derives an improper personal benefit.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of a person as permitted under the indemnification provisions of the Colorado Corporate Statutes, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article.

Section 4. Non-exclusivity. The protection afforded in this Article X shall not restrict other common law protections and rights that an Indemnified Person may have.

Section 5. Intent of Article. This Article X is intended to and shall provide the fullest indemnification to Indemnified Persons permitted by applicable law as it may be amended from time to time.

The above and foregoing Bylaws of Highlands Ranch Community Scholarship Fund, consisting of nine pages, were adopted by the board of directors of the Corporation on the 19th day of August, 2003.



Lindsay L. Mengebaugh
Secretary