

BOULDER INTERNATIONAL FOLK DANCERS

AMENDED AND RESTATED BYLAWS

Effective as of February 22, 2023

ARTICLE I - PURPOSE

The purpose of Boulder International Folk Dancers (herein, “BIFD” or “the corporation”) shall be those stated in the Articles of Incorporation. These Bylaws supersede any rules or documents of similar nature which may have been in use prior to the amendment date stated above. In the event of any conflict, the provisions of the Articles of Incorporation shall take precedence over these Bylaws.

ARTICLE II - MEMBERSHIP AND MEETINGS

2.1 Membership and Rights and Responsibilities of Membership

Membership shall be open to any individual who is interested in the purposes of the corporation. Any individual may become a member of the organization upon payment of annual dues in an amount that shall be set from time to time by the Board of Directors. Members shall qualify for reduced admission to special events sponsored by BIFD as determined by the Board of Directors from time to time. Members shall be responsible for abiding by and upholding the general rules of conduct of BIFD including, but not limited to, the non-discrimination clause of these bylaws (described in Article 2.5).

2.2 Annual Meeting, Notice, Quorum

An annual meeting of the members of BIFD shall be held each year in the month of March at such time and place as is determined by the Board of Directors. The Secretary shall provide notice of the meeting at least ten (10) days beforehand to each member of record as of December 31 of the prior calendar year. The date, time, and location of the meeting shall be announced at least once during regularly scheduled BIFD activities within the two weeks immediately prior to the scheduled date. The purposes of the annual meeting of members shall be those specified by the Board of Directors, and shall specifically include a report by the Board of Directors on the preceding year’s activities, including a Treasurer's report, the election of new Directors, and discussion of other new or old matters properly raised at that time. The quorum for purposes of electing Directors shall be those members eligible to vote who are present at the meeting. The election of Directors shall be by simple majority vote.

2.3 Special Meetings

Special meetings of the members of BIFD may be called by the President or by a simple majority of the Board of Directors, or by the written petition of either 25 members or by one-fourth (1/4) of the membership as of the date of the petition, whichever is less. Such petition shall specify the issue(s) to be placed on the agenda of the special meeting, and shall be signed by each of the petitioning members. The date, time and location of such special meeting shall be determined by the Board of Directors. Notice of such meeting shall be provided by the Secretary to each member of record as of the petition date, and shall be given at least ten (10) days prior to the date set for the meeting. The notice shall specify the purpose of the special meeting. The quorum for such a special meeting, if called by the President or the Board of Directors, shall be those members in attendance at such special meeting. The quorum for a special meeting called by petition of members shall be not less than 25 members or one-fourth (1/4) of the membership as of the date of any petition to hold such a special meeting, whichever

is less.

2.4 Voting, Proxy

Each member who has paid their dues prior to December 31 of any year shall be eligible to vote at the annual meeting of members which will be held the following March. Each eligible voting member shall have one (1) vote.

Each member entitled to vote at a meeting of members or to express consent or dissent to action in writing without a meeting may authorize another person(s) to act for such member by proxy. Proxies must be in writing, signed by the member executing the proxy and must be in possession of the Board of Directors at the time of the proxy representation. Proxies may be either "specific", providing for a specific vote, or "general", allowing the designated person to exercise complete discretion for the duration of the proxy. The time period of the proxy must be designated in the proxy and can be for a single meeting or more than a single meeting.

Proxies of either type can be used to create a quorum. However, if less than a majority of the members is present or represented by proxy at said meeting, a majority of the members present or represented by proxy may adjourn the meeting without further notice.

2.5 Non-Discrimination

No member shall be discriminated against by reason of race, color, national origin, ancestry, age, disability (physical or mental), sex, sexual orientation, gender identity, marital or domestic partner status, religion, political beliefs or affiliation, familial or parental status (including pregnancy), military service, or genetic information.

ARTICLE III - BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by its Board of Directors. The Board shall be responsible to the members of BIFD for the management of all its activities and property, according to these Bylaws and the Articles of Incorporation. The Board shall have the authority to incur indebtedness, to enter into contracts consistent with BIFD's purposes, and to authorize any director or agent of BIFD to execute any appropriate documents on behalf of the corporation. Unless so authorized by the Board, no officer, agent, member, or other person shall have the authority to bind the corporation, pledge its credit, or render it liable for any purpose.

3.2 Number, Election, and Term of Office

The Board of Directors shall consist of no fewer than three and no more than 13 Directors. Directors shall serve for staggered three-year terms. For each Director position in any staggered three-year term, a minimum of one and maximum of five Director positions shall be designated. Directors shall be elected annually by the membership. Directors may be elected for an indefinite number of terms.

If necessary, the Board of Directors shall, at the first Board meeting following the election, determine which of the elected Directors shall serve a 3-year term or complete an unfinished term. This fulfills the requirement for staggered terms.

3.3 Meetings

The Board of Directors shall meet at least once annually. A meeting of the Board of Directors may be called by the President or at the request of any two Directors. The meetings

shall be held at a time and place to be determined by the Board of Directors.

3.4 Notice

Each Director shall be given notice of a meeting at least one (1) week prior to the date of such meeting. Notice may be given by the means set forth in Section 9.2, or be given orally. If notice is given orally, it must be by way of direct conversation delivered by the President or the Secretary. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

3.5 Voting

A majority of the Directors currently holding office shall constitute a quorum for conducting business at any meeting of the Board of Directors. Subject to Section 3.10, all decisions shall be by a simple majority vote of the quorum. Each Director shall have one (1) vote, and no Director may vote by proxy.

3.6 Record

The corporation shall maintain a permanent record including minutes of each meeting of the Board of Directors. The minutes shall include a list of those Directors present at the meeting and a record of all business discussed or decided upon during the meeting. Objections of any Director(s) who dissent shall be duly recorded.

3.7 Action of Board Without Meeting

Except as otherwise provided in Section 3.10, the Board of Directors may take action and make decisions without a meeting if after discussion amongst all the Directors, a majority of the Directors consent in writing to the specified action to be taken. Communications by electronic mail shall be considered adequate written consent. Any such actions taken without a meeting shall be recorded in the minutes of the first subsequent meeting of the Board of Directors.

3.8 Vacancies

Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy will be elected for the unexpired term of the preceding Director. No more than two (2) newly created Director positions may be filled by the Board of Directors between any two successive annual meetings of the members. Any Director so elected by the Board of Directors will have a term terminating with the next election of one or more Directors by the members.

3.9 Removal

Any Director may be removed from office, with or without cause, by a vote of three quarters (3/4) of the voting membership in attendance at a special meeting of the members of BIFD called in accordance with these Bylaws and announced for that specific purpose. Notice of such a meeting shall be given in accordance with these Bylaws. In the event that a Director is removed from office under this provision, an election must be held at the same meeting to elect a Director to complete that Director's term.

3.10 Supermajority Provisions

- (a) Notwithstanding any other provisions of these Bylaws:
 - (1) Decisions by the Board of Directors on the matters of changing the purpose of the corporation, or the non-profit or tax-exempt status of the corporation shall require the unanimous affirmative vote of all the Directors then holding office. These matters shall then be presented to the members at the following Annual Meeting of members or be the subject of a Special Meeting of members and shall require the affirmative vote of three quarters (3/4) of the quorum of BIFD members.
 - (2) Decisions by the Board of Directors on issues that would alter or put at risk the tax-exempt status of the corporation shall require the unanimous affirmative vote all the Directors then holding office.
 - (3) Material financial decisions by the Board of Directors involving the expenditure of funds of the corporation, in one transaction, or in a related series of transactions, in excess of \$2,000 shall require the affirmative vote of three quarters (3/4) of the Directors participating in a meeting of the Board of Directors, or in the case of actions taken in writing pursuant to Section 3.7, by a unanimous vote of all the Directors then holding office.
- (b) Whenever the Articles of Incorporation of the corporation or these Bylaws shall require for action by the Board of Directors, an affirmative vote by a number of Directors greater than a simple majority, the provisions of the Articles of Incorporation and these Bylaws requiring such supermajority vote shall not be altered, amended or repealed except by such supermajority vote.

3.11 Attendance Via Communications Equipment.

Unless otherwise restricted by these bylaws, the articles of incorporation or the Colorado Revised Nonprofit Corporation Act, the Board of Directors may hold a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can effectively communicate with each other, and such participation in a meeting so held will constitute presence in person at the meeting.

ARTICLE IV - OFFICERS

4.1 Officers

The officers of the corporation shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate from time to time. Two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same individual.

4.2 Election, Term of Office, Vacancies

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors which is held immediately following the annual meeting of the members of BIFD at which Directors are elected. Officer positions may be filled, or new offices created by action of the Board of Directors. The terms of office for all officers of the corporation shall be as determined by the Board of Directors. The filling of vacancies in appointed offices may be delegated by the Board of Directors to the President.

4.3 Removal

Any officer may be removed for cause by a three-fourths (3/4) vote of the Board of Directors holding office at that time at a special meeting of the Board called for that purpose. Ten (10) days' prior notice shall be given to all Directors of any meeting during which the removal of an officer will be voted upon.

4.4 Duties of the President

The President shall be the executive officer of the corporation and shall supervise and conduct the affairs of the corporation. The President may sign, along with any other properly authorized officer of the corporation, all contracts and other documents authorized generally or specifically by the Board. The President shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time designate.

4.5 Duties of the Vice President

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned to them by the President or the Board of Directors.

4.6 Duties of the Secretary

The Secretary shall record the minutes of all meetings of the Board of Directors, and shall keep a record of such minutes in accordance with applicable law. The Secretary shall be the custodian of the corporate records, and shall be responsible for giving and serving all notices of the corporation as required pursuant to these Bylaws or as otherwise required by law or as determined by the Board of Directors. The Secretary shall perform such other duties as shall be assigned from time to time by the Board.

4.7 Duties of the Treasurer

The Treasurer shall have custody of and responsibility for all funds of the corporation. The Treasurer shall be responsible for keeping full and accurate accounts of receipts and disbursements of the corporation, the collection and deposit of all monies and other valuables of the corporation in such depositories as the Board of Directors may designate, and the payment of all expenses which may be authorized by the Board of Directors from time to time. The Treasurer shall be responsible for the timely filing of tax forms and disbursement of related payments. The Treasurer shall prepare an annual financial statement which shall be presented to the Board and made available to the membership of BIFD at its annual meeting of the members. The Treasurer shall render a statement of accounts to the Board of Directors whenever so required by the Board.

ARTICLE V - FINANCES

5.1 Accounts

The President and the Treasurer shall be authorized to sign checks and to make withdrawals from the corporation's accounts, along with any other officers that the Board may authorize from time to time. The maximum disbursement or withdrawal permitted without specific prior authorization shall be determined by the Board from time to time. Wherever possible, the corporation's expenses and reimbursements shall be paid by check from a corporate account in order to provide for a complete record. Any disbursement from a corporate account in an amount equal to \$2,500 or more shall be signed by both the President and the Treasurer.

Corporate funds shall be maintained in interest-bearing accounts whenever possible in the name of Boulder International Folk Dancers in such banks, trust companies, or other depositories as the Board of Directors may designate.

5.2 Gifts

The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

5.3 Fiscal Year

The fiscal year of the corporation shall be from March 1 to February 28 or 29, as the case may be, of each calendar year.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

6.1 Indemnification of Directors and Officers

The corporation shall, to the maximum extent and in the manner permitted by the Colorado Revised Nonprofit Corporation Act, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation.

For purposes of this Section 6.1, a "director" means (a) an individual who is or was a director of the corporation, or (b) an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign entity or of an employee benefit plan. For purposes of this Section 6.1, an "officer" means the officers of the corporation as designated in or appointed pursuant to Article IV of these bylaws.

6.2 Indemnification of Others

The corporation shall have the power, to the maximum extent and in the manner permitted by the Colorado Revised Nonprofit Corporation Act, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation.

For purposes of this Section 6.2, an "employee" or "agent" of the corporation (other than a director or officer) includes any person (a) who is or was an employee or agent of the corporation, or (b) who is or was serving at the request of the corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign entity or of an employee benefit plan.

6.3 Payment of Expenses in Advance

Expenses incurred in defending any action or proceeding for which indemnification is required pursuant to Section 6.1, or for which indemnification is permitted pursuant to Section 6.2, following authorization thereof by the Board of Directors, shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined by final judicial decision from which there is no further right to

appeal that the indemnified party is not entitled to be indemnified as authorized in this Article VI.

6.4 Indemnity Not Exclusive

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent that such additional rights to indemnification are authorized in the articles of incorporation.

6.5 Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or 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 them and incurred by them 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 him or her against such liability under the provisions of the Colorado Revised Nonprofit Corporation Act.

6.6 Conflicts

No indemnification or advance shall be made under this Article VI, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where any such indemnification or advance:

- (a) would be inconsistent with a provision of the articles of incorporation, these bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) would be inconsistent with any condition expressly imposed by a court in approving a settlement.

ARTICLE VII - CONFLICTS OF INTEREST

7.1 Purpose

The purpose of this Article VII is to adopt a written conflicts of interest policy to protect the corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction (as such terms are further described in Article 7.7). This Article VII is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest that may be applicable to the corporation as a non-profit entity operating solely for charitable or educational purposes.

7.2 Definitions

- (a) “Interested Person” means any director or officer of the corporation who has a direct or indirect Financial Interest.
- (b) “Financial Interest” means a person has, directly or indirectly, through business,
 - (c) investment, or family:
 - (1) an ownership or investment interest in any entity with which the corporation has entered into an existing transaction or arrangement;
 - (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has entered into a transaction or arrangement, or
 - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a proposed transaction or arrangement.

For purposes of this definition of Financial Interest, “compensation” includes direct and indirect remuneration as well as any gifts or favors that are not insubstantial.

7.3 Procedures

- (a) **Duty to Disclose**
In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of any Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors.
- (b) **Determining Whether a Conflict of Interest Exists**
After disclosure of a Financial Interest and all material facts relating thereto, and after any discussion with the Interested Person, the Board of Directors will make a determination, without the Interested Person being present, whether a conflict of interest exists; provided, however, that notwithstanding any other provisions of these bylaws, in such circumstances, the Interested Person shall be deemed to be in attendance for purposes of meeting quorum requirements for any such meeting of the Board of Directors.
- (c) **Procedures for Addressing a Conflict of Interest**
 - (1) An Interested Person may make a presentation at a meeting of the Board of Directors, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (2) The chair of the meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (3) After exercising due diligence, the Board of Directors shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (4) If the Board of Directors determines that a more advantageous transaction or arrangement, which is without any conflicts of interest, is not reasonably possible under circumstances, the Board of Directors shall determine by a majority vote of the disinterested directors whether the proposed transaction or arrangement is in the corporation’s best

interest, for its own benefit, and whether it is fair and reasonable and shall thereby consent to and waive any conflict of interest with respect to the proposed transaction or arrangement.

- (d) Violations of the Conflicts of Interest Policy
 - (1) If the Board of Directors, or any individual director or officer of the corporation, has reasonable cause to believe that a director or officer of the corporation has failed to disclose an actual or possible Financial Interest, the Board of Directors shall inform such director or officer of the basis for such belief and afford such director or officer an opportunity to explain the alleged failure to disclose.
 - (2) After receiving any response or explanation from such director or officer, and after making further investigation as warranted by the circumstances, if the Board of Directors determines that such director or officer has failed to disclose an actual or possible Financial Interest conflict of interest, it shall take appropriate disciplinary and corrective action.

7.4 Records of Proceedings

The minutes of any meetings of the Board of Directors with respect to any matters relating to this Article VII shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible transaction or arrangement of the corporation that may give rise to a conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest is present, and the Board of Director's decision as to whether a conflict of interest in fact existed;
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7.5 Compensation

- (a) A director or officer of the corporation who receives compensation, directly or indirectly, from the corporation for services rendered to the corporation in connection with acting as a director or officer, as the case may be, is precluded from voting on matters pertaining to that person's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No director of the corporation who receives compensation, directly or indirectly, from the corporation, is prohibited from providing information to the Board of Directors or to any committee of the board regarding compensation.

7.6 Annual Statements

Each director and officer of the corporation annually shall execute and deliver a statement which affirms that such person:

- (a) has received a copy of these bylaws including this Article VII;
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the corporation is a charitable organization and in order to maintain its U.S. federal tax exemption, the corporation must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.7 Periodic Reviews

To ensure that the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors shall cause periodic reviews to be conducted. Such periodic reviews shall, at a minimum, include the following:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- (b) Whether partnerships, joint ventures, and arrangements with other persons or entities conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or an impermissible private benefit under applicable rules, regulations, or interpretations applicable to tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or in an excess benefit transaction as defined in 26 USC §4958(c)(3)(A)(i).

When conducting periodic reviews as provided in this Article 7.7, the corporation may, but shall not be required to, retain outside advisors. If the corporation retains any outside advisors, such action shall not relieve the Board of Directors of its responsibility for ensuring that the periodic reviews required in this Article 7.7 are conducted.

ARTICLE VIII - CORPORATE OFFICE AND REGISTERED AGENT

8.1 Corporate Office

The office of the corporation shall be located at such place as the Board of Directors may determine from time to time.

8.2 Registered Agent

The Board of Directors shall from time to time designate a registered agent and shall cause for that information to be properly recorded in the office of the Secretary of State.

ARTICLE IX - MISCELLANEOUS

9.1 Amendments

Amendments to these Bylaws or to the Articles of Incorporation may be made by the affirmative vote of three-fourths (3/4) of the Directors holding office at the time of any meeting for which at least ten days prior written notice has been given to each Director by regular or electronic mail and for which the notice specifically describes the purpose of the meeting.

9.2 Means of Giving Notice.

Unless otherwise provided in these bylaws, whenever, under these bylaws, the articles of incorporation, or the Colorado Revised Nonprofit Corporation Act, notice is required to be given to any person, it will not be construed to require personal notice, but such notice may be given by:

- (a) personal delivery;
- (b) deposit in the United States mail, prepaid, return receipt requested;
- (c) deposit with a recognized courier company, prepaid, return receipt requested; or
- (d) email message, facsimile, or other form of electronic transmission.

Any such notice will be deemed to be received:

- (1) when delivered, if given pursuant to clause (a) of the previous sentence;
- (2) on the earlier of (i) the fourth day after deposit, or (ii) the time verification is made of delivery, if given pursuant to clauses (b) or (c) of the previous sentence; or
- (3) when received, if given pursuant to clause (d) of the previous sentence. Any such notice will be given at the physical address, number, or electronic address, as the case may be, of the receiving party of which the sending party has last received actual or constructive notice.

For purposes of this Section 9.2, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.