

# **Twin** **Connection**

## **BYLAWS**

**[Revised, Approved, and Adopted February 26, 2002]**

### **ARTICLE I. GENERAL**

1.01 **NAME.** The name of this corporation is Twin Connection Club.

1.02 **LAW.** This corporation is governed by and operating under the Colorado Revised Nonprofit Corporation Act (CRNCA), Colorado Revised Statutes, Title 7, Articles 121 to 137. Hereafter CRNCA shall refer to that Act as it may be amended and any other Act adopted by the Colorado Legislature in substitution of the CRNCA.

1.03 **CRNCA PROVISIONS.** This corporation is specifically entitled to the benefits of the terms and provisions of the CRNCA.

### **ARTICLE II. PURPOSES**

2.01 **GENERAL PURPOSE.** The general purpose and primary objective of the corporation is to operate exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (“Code”). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the general purpose of this corporation.

2.02 **SPECIFIC PURPOSES.** The specific purposes for which the corporation is organized are to exchange ideas, promote and gain further information among parents of multiple birth children or legal guardians of same, and other charitable, educational, and scientific purposes as follows:

- (a) To educate parents, legal guardians, grandparents, teachers, and others having direct responsibility and interest in the special aspects of child development which relate especially to multiple birth children;
- (b) To focus attention on solutions to those problems specifically relating to multiple birth children through questions and discussions;
- (c) To increase awareness of the individuality of each child of a multiple birth;
- (d) To cooperate with and participate in projects conducted by researchers and doctors in medical and psychological research with multiple birth children and/or siblings; and
- (e) To contribute to specific charitable projects, to be voted upon each fiscal year.

2.03 DISTRIBUTIONS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

2.04 PROHIBITED ACTIVITIES. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) or the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.05 LAW. The corporation may also engage in any lawful activity authorized by its Articles of Incorporation and the CRNCA.

### **ARTICLE III. OFFICES**

3.01 BUSINESS OFFICES. The principal office of the corporation shall be designated by the Board of Directors and may be within or outside of the State of Colorado. The corporation may have such other offices, either within or outside of Colorado, as the Board of Directors may designate or as the business of the corporation may require.

3.02 REGISTERED OFFICE. The registered office of the corporation required by the CRNCA to be maintained in Colorado may be, but need not be, identical with the principal office. The registered agent and the address of the registered office may be changed by the Board of Directors provided that the corporation complies with the provisions of Article 125 of the CRNCA.

### **ARTICLE IV. MEMBERSHIP AND VOTING**

4.01 MEMBERSHIP. The membership of this corporation shall be open to any parent, legal guardian, or grandparent of multiple birth children who is current in dues and who agrees to accept these Bylaws and the Standing Rules and Official Procedures of the corporation, if any. Other requirements for memberships or classifications of memberships may be established by the Board of Directors by resolution subject, however, to the provision that memberships shall not be transferable and members shall not be subject to any assessments.

4.02 DUES. The non-refundable dues for the different types of membership in the corporation shall be determined by resolution of the Board of Directors and shall be based upon either the fiscal year, which is August 1 through July 31 ("Annual Dues"), or a partial year, which is February 1 through July 31 ("Semiannual Dues").

4.03 NEW MEMBERS. New members joining on or after August 1 and before February 1 shall pay Annual Dues. New members joining on or after February 1 and before July 31 shall pay Semiannual Dues.

4.04 MEMBERSHIP CATEGORIES. There shall be three (3) categories of membership in the corporation as follows:

(a) Individual Members. Individual Members are parents, legal guardians, or grandparents of multiple birth children who pay individual membership Annual or Semiannual Dues. Their privileges of membership include, but are not limited to, attendance at unlimited membership meetings and family functions, a subscription to the corporation's newsletter, and the benefits of being a member of a corporation that is a member of the National Organization of Mothers of Twins Clubs, Incorporated ("NOMOTC"). Membership benefits extend until the first July 31 following the payment of dues.

(b) Prospective Members - Before Birth of Multiples. Guests who are pregnant with multiples may be Prospective Members without paying dues. Their privileges include attendance at unlimited membership meetings and family functions and a subscription to the corporation's newsletter, but not the benefits of being a member of a corporation that is a member of NOMOTC. Their privileges extend until two months after the birth of their multiples. They may become Individual Members either during their pregnancy or after the birth of their multiples.

(c) Prospective Members - After Birth of Multiples. Guests whose multiples are already born may be Prospective Members without paying dues. Their privileges include attendance at two membership meetings and two issues of the corporation's newsletter, but not the benefits of being a member of a corporation that is a member of NOMOTC. The Prospective Member and her family may attend one family function only with the approval of the committee chairperson(s) for that function.

(d) Newsletter Subscribers. Newsletter Subscribers are not members, but are persons or organizations who subscribe to the corporation's newsletter. Subscription Rates shall be determined by resolution of the Board of Directors and shall be based upon either the fiscal year, which is August 1 through July 31 ("Annual Rates"), or a partial year, which is February 1 through July 31 ("Semiannual Rates"). Subscriptions expire on the first July 31 following payment for the subscription.

4.05 PAYMENT OF DUES. Annual Dues shall be paid on or before the August meeting of the members of the corporation or, if no such meeting is held, shall be mailed to the Treasurer and received by her by August 31. In hardship cases approved by the President, Annual Dues may be paid in two installments, by August 31 and by January 31. In certain extreme cases of hardship approved by the President, dues may be waived entirely.

4.06 DELINQUENCY. Any member who does not pay her Annual Dues by August 31, or by January 31 for those approved installment payments, whether or not in attendance at meetings, shall be considered delinquent and shall be required to pay a Delinquency Fee in an amount determined by resolution of the Board of Directors. A delinquent member shall be notified by the Membership Chairperson or by the Treasurer that dues are in arrears. A delinquent member shall not be entitled to any membership privileges until delinquent dues are paid in full along with the Delinquency Fee.

4.07 MEMBERSHIP PRIVILEGES. Privileges of membership shall be determined by resolution of the Board of Directors.

4.08 MEMBERSHIP MEETINGS. The members of the corporation may have regular or special membership meetings as determined by the Board of Directors.

4.09 NOTICE OF MEMBERSHIP MEETINGS. Notice of membership meetings, if any, including the place, date, day, and hour, shall be given not less than fourteen (14) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, to each member at the address shown on the records of the corporation. If notice is given by telex, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and to be effective when the telegram is delivered to the telegraph company.

4.10 VOTING. Individual Members who are current in their dues shall each be entitled to one vote. Prospective Members and Newsletter Subscribers shall not be entitled to vote.

4.11 QUORUM. Twelve (12) voting members, including at least three (3) Officers, of the corporation shall constitute a quorum for the transaction of membership business. If less than such number is present at a meeting, a majority of the members present may adjourn the meeting without further notice for a period not to exceed 120 days.

4.12 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the voting members present at a membership meeting at which a quorum is present shall be the act of the corporation's membership.

## **ARTICLE V. OFFICERS**

5.01 GENERAL. The corporation shall have a President or two Co-Presidents, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may designate. The Officers of the corporation shall be natural persons eighteen years or older. The same person may hold any two or more offices. The Board of Directors shall delegate to one or more of the Officers responsibility for the preparation and maintenance of minutes of the meetings of the Board of Directors and other records and information required to be kept by the corporation under § 7-136-101 of the CRNCA and for authenticating records of the corporation.

5.02 ELECTION AND TERM OF OFFICE. The Officers of the corporation shall be elected by the membership at a meeting prior to June 1 of each year and shall assume authority no later than the following August 1. Each Officer shall hold office until her successor shall have been duly elected and shall have qualified or until her death or until she shall resign or shall have been removed in the manner provided in these Bylaws or in the CRNCA.

5.03 ELIGIBILITY. Unless waived by a majority vote of the membership, each Officer must have been a member of the corporation for at least one (1) year, and the President(s) and First Vice President must have previously served as another Officer or as a Committee Chairperson.

5.04 VACANCIES. Except for the office of President, a vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the remaining Board of Directors (even if less than a quorum) for the unexpired term of her predecessor in office. In the event the President is unable to serve, the First Vice President shall become the President and the Board of Directors shall appoint a new First Vice President for the unexpired term of her predecessor in office.

5.05 **PRESIDENT.** Subject to the direction and supervision of the Board of Directors, the President shall be the Chief Executive Officer of the corporation and shall, in general, supervise and control all of the operations and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall, when requested, make periodic reports of the corporation's operations to the Board of Directors. The President shall have general supervision of all other Officers, agents, and employees of the corporation, if any, and in any case when the duties of the Officers, agents, or employees of the corporation are not specifically prescribed by the Bylaws or by Board resolution, they shall be supervised by the President. The President shall be authorized to make appointments to all standing and special committees. The President shall be an ex-officio member of all committees except the Nominating Committee and shall appoint the Chairperson of that Committee. The President may sign, with any other proper Officer of the corporation authorized by the Board of Directors, any bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.06 **FIRST VICE PRESIDENT.** If elected or appointed by the Board of Directors, the First Vice President shall, in the absence of the President or in the event of her death, inability, or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall act as the Program Chairperson. The First Vice President shall perform any other duties that may be assigned to such Vice President by the President or by the Board of Directors.

5.07 **SECOND VICE PRESIDENT.** If elected or appointed by the Board of Directors, the Second Vice President shall act as the corporation's NOMOTC Representative, State Representative, parliamentarian, and historian, when applicable. The Second Vice President shall perform any other duties that may be assigned to such Vice President by the President or by the Board of Directors.

5.08 **SECRETARY.** If elected or appointed by the Board of Directors, the Secretary shall keep the minutes and attendance of the Board of Directors' meetings and the membership meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records; keep a register of the mailing address of each member of the Board of Directors; execute such documents as are authorized by resolutions of the Board of Directors; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or by the Board of Directors.

Any books, records, or minutes of the corporation may be in written form or in any form capable of being converted into written form within a reasonable time.

5.09 **TREASURER.** If elected or appointed by the Board of Directors, the Treasurer shall be the principal financial Officer and the principal accounting Officer of the corporation. The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable; keep correct and complete books and records of account on file; and deposit all such moneys in the name of the corporation in such banks or other depositories that shall be selected by the Board of Directors. The Treasurer in general shall perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to her by the President or by the Board of Directors.

5.10 OTHER OFFICERS. All other Officers shall perform such duties as shall be assigned to them by the President or the Board of Directors.

5.11 BONDS. If the Board of Directors by resolution shall so require, any Officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem satisfactory, conditioned upon the faithful performance of their respective duties and offices and for the restoration to the corporation of all books, papers, vouchers, money, and other property of whatever kind in her possession or under her control belonging to the corporation.

5.12 REIMBURSEMENTS. The Officers of the corporation shall be entitled to such reimbursements as shall be fixed or allowed by the Board of Directors.

5.13 PERFORMANCE OF DUTIES. Each Officer of the corporation with discretionary authority shall perform her duties under that authority in good faith, in a manner she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing her duties, an Officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons whom the Officer reasonably believes to be reliable and competent in the matters presented; but she shall not be considered to be acting in good faith if she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs her other duties shall not have any liability by reason of being or having been an Officer of the corporation. An Officer shall not be liable to the corporation or its members for any action she takes or omits to take as an Officer if, in connection with such action or omission, she performs her duties in compliance with this Section.

## **ARTICLE VI. DIRECTORS**

6.01 GENERAL POWERS. The business and affairs of the corporation shall be managed by its Executive Committee (also known as the "Directors" or "Board of Directors").

6.02 NUMBER, TENURE, AND QUALIFICATIONS. The Executive Committee shall consist of all currently elected or appointed Officers of the corporation. The past President shall be an inactive member of the Board of Directors for one (1) year, acting as a consultant when called upon by the current President.

6.03 COMPENSATION. The Board of Directors shall serve without compensation as Directors, although the reasonable expenses of the Board members in attending the Board's meetings may be reimbursed by the corporation upon resolution of the Board of Directors. The provisions of this Section shall not prevent a Board member from serving the corporation in any other capacity and receiving compensation for services actually rendered to the corporation in any capacity other than as a member of the Board.

6.04 REGULAR MEETINGS. The regular meetings of the Board of Directors shall be held on the call of the President, fixing the date, time, and place of such meeting. The past President need only attend when requested.

6.05 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special

meetings of the Board of Directors may fix the date, time, and place for holding any special meeting of the Board of Directors called by them.

6.06 NOTICE. Notice of the date, time, and place of any special meeting of Directors shall be given to each Director at least two (2) days prior to the meeting by written notice either personally delivered or mailed to each Director at her business address, or by notice transmitted by private courier, telegraph, telex, electronically transmitted facsimile, or other form of wire or wireless communication. If mailed, such notice shall be deemed to be given and to be effective on the earlier of (i) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid, or (ii) the date shown on the return receipt, if mailed by registered or certified mail return receipt requested, provided that the return receipt is signed by the Director to whom the notice is addressed. If notice is given by telex, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and to be effective when the telegram is delivered to the telegraph company. If a Director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice to her, notice sent by mail, telegraph, telex, electronically transmitted facsimile, or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers, as the case may be.

6.07 WAIVER OF NOTICE. A Director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such Director. Such waiver shall be delivered to the Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a Director's attendance at or participation in a meeting waives any required notice to her of the meeting unless at the beginning of the meeting, or promptly upon her later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

6.08 QUORUM. A majority of the number of Directors fixed by or pursuant to Section 6.2 of this Article VI, or if no such number is fixed, a majority of the number of Directors in office immediately before the meeting begins, but not less than three (3) Directors, shall constitute a quorum for the transaction of business. If less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice for a period not to exceed 120 days.

6.09 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6.10 PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of the Board of Directors or committee of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken at the meeting unless (i) the Director objects at the beginning of the meeting, or promptly upon her arrival, to the holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting, (ii) the Director contemporaneously requests that her dissent or abstention as to any specific action taken be entered in the minutes of the meeting, or (iii) the Director causes written notice of her dissent or abstention as to any specific action to be received by the presiding Officer of the meeting before its adjournment or by the Secretary of the corporation, by registered mail, immediately after the adjournment of the meeting. A Director may dissent to a specific action at a meeting, while assenting to others. The

right to dissent to a specific action taken at a meeting of the Board of Directors or a committee of the Board shall not be available to a Director who voted in favor of such action.

6.11 COMMITTEES. The Board of Directors by resolution may designate from among its members one or more committees each of which, to the extent provided in the resolution, shall have all of the authority of the Board of Directors, except as otherwise provided by the CRNCA. The Board of Directors may provide by resolution the date, time, and place for the holding of regular committee meetings without other notice than such resolution. Special meetings of a committee may be called by or at the request of the President or any two Directors or the chairperson of the committee. Notice of the special committee meeting shall be given to each committee member in the same manner as notice regarding special Board of Directors meetings. The person or persons authorized to call special meetings of the committee may fix any place as the place for holding any special meeting. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon her by law.

6.12 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in any meeting of the Board of Directors or committee by means of telephone conference 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.

6.13 INFORMAL ACTION BY DIRECTORS. Pursuant to § 7-128-202 of the CRNCA, unless the Articles of Incorporation or these Bylaws provide otherwise, any action required or permitted to be taken at a meeting of the Board of Directors or any committee designated by the Board may be taken without a meeting if each and every member of the board in writing either:

- (a) Votes for such action; or
- (b) (1) Votes against such action or abstains from voting; and
- (2) Waives the right to demand that a meeting be held.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. No action taken pursuant to this Section shall be effective unless writings describing the action taken, signed by all Directors, are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the Board of Directors.

6.14 PERFORMANCE OF DUTIES. A Director of the corporation shall perform her duties as a Director, including without limitation her duties as a member of any committee of the Board upon which she may serve, in good faith, in a manner she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar

circumstances. In performing her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons herein designated; but she shall not be considered to be acting in good faith if she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs her other duties shall not have any liability by reason of being or having been a Director of the corporation. A Director shall not be liable to the corporation for any action she takes or omits to take as a Director if, in connection with such action or omission, she performs her duties in compliance with this Section.

The designated persons on whom a Director is entitled to rely are:

- (a) One or more Officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, a public accountant, or another person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, if the Director reasonably believes the committee merits confidence.

6.15 TRANSACTIONS BETWEEN CORPORATION AND ITS DIRECTORS. The provisions of the CRNCA shall govern transactions between the corporation and its Directors and Officers.

## **ARTICLE VII. NOMINATIONS AND ELECTION**

7.01 NOMINATIONS. If the Board of Directors by resolution shall so require, there shall be a Nominating Committee, comprised of two (2) members of the Board of Directors and two (2) members of the corporation who are not Directors. The President shall appoint the Chairperson of the Nominating Committee, who shall be one of the Directors. The Chairperson shall, in turn, appoint the two (2) members from the corporation at large. The President shall not be a member of this Committee. The Committee shall submit their nominations at the April membership meeting. Additional nominations shall be accepted from the floor at that time.

7.02 ELECTION. The election of Officers shall be by secret ballot or, in the event of a single slate, by voice. If majority is not obtained on the first ballot, the vote shall be retaken and plurality shall elect or, in the case of a second tie, vote shall be decided by lot.

7.03 SOLE VOLUNTEER. Where there is only one volunteer for an office, the President may declare the volunteer elected by general consent.

## **ARTICLE VIII. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

8.01 CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

8.02 LOANS. The corporation shall make no loans 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 its repayment.

8.03 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors.

8.04 DEPOSITS. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **ARTICLE IX. CONVENTION**

9.01 SELECTION. The President will be the NOMOTC national convention delegate. If she is unable to attend, and/or if additional delegates are required to attend in order to represent the corporation's allowed votes, delegate(s) will be elected by the membership from those interested in attending. The candidate(s) for alternate(s) also shall be voted on by the membership present at the membership meeting. Both delegate(s) and alternate(s) shall be selected four (4) months prior to the convention.

9.02 EXPENSES. The corporation shall pay for the delegate(s)' and alternate(s)' convention expenses according to the budget allocation, as determined by the Board of Directors. The delegate(s) and alternate(s) shall share convention expenses provided by the corporation.

#### **ARTICLE X. DISSOLUTION**

10.01 DISSOLUTION. Unless otherwise provided in the Articles of Incorporation, this corporation may be dissolved by resolution of a majority of its Directors.

10.02 DISTRIBUTION UPON DISSOLUTION. The Directors in approving the dissolution shall adopt a plan of dissolution that conforms to the following: the assets of the corporation shall be distributed to the Children's Hospital of Denver, Colorado. However, if the named beneficiary at the time of dissolution is not qualified as exempt within the meaning of Code § 501(c)(3), not in existence, or not willing or able to accept the assets of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Code § 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI. MISCELLANEOUS**

11.01 FISCAL YEAR. The fiscal year of the corporation shall be from August 1 through July 31.

11.02 AMENDMENTS. The Board of Directors shall have power, to the maximum extent permitted by the CRNCA, to make, amend, and repeal the Bylaws of the corporation at any regular or special meeting of the Board of Directors.

11.03 GENDER. The feminine includes the masculine and the neuter.

11.04 CONFLICTS. In the event of any irreconcilable conflict between these Bylaws and either the corporation's Articles of Incorporation or applicable law, the latter shall control.

11.05 DEFINITIONS. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the CRNCA.