

Bylaws of the Colorado American String Teachers Association, Inc.

ARTICLE 1

Purpose

1.1 The purposes of Colorado ASTA, Inc., hereafter referred to as the Corporation, are exclusively for charitable, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provision of any subsequent Federal tax laws; and to engage in activities relating to the aforementioned purposes.

1.2 No part of the net earnings of the Corporation shall inure to the benefit of any member or other private individual within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax Law. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. None of the property of the Corporation shall be distributed directly or indirectly to any member of the Corporation or other individual. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, with the exception of promoting music advocacy and education. In the event of the dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such organizations as shall qualify at the time as exempt organizations described in Internal Revenue Code section 501(c)(3) as the Directors shall determine. The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

1.3 If at any time the Corporation is or becomes a private foundation as defined in section 509 of the Code, the following additional limitations on the Corporation's activities shall apply:

1.3.1 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding section of any future Federal Tax Code.

1.3.2 The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding section of any future Federal Tax Code.

1.3.3 The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding section of any future Federal Tax Code.

1.3.4 The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding section of any future Federal Tax Code.

1.3.5 The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Code, or corresponding section of any future Federal Tax Code.

1.3.6 The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

1.3.7 The Corporation shall not make any expenditures to influence legislation. The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the aforesaid purposes and powers of the Corporation and shall exercise all powers possessed by State of Colorado corporations of similar character, including but not limited to the power to own, invest in, receive, hold, use, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE 2

Offices

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, and may have other offices within or without the State of Colorado as the Board of Directors may from time to time determine.

ARTICLE 3

Members

Section 1: QUALIFICATION AND SELECTION OF MEMBERS. The Corporation shall have only one (1) class of members. The initial Board of Directors shall elect the members of the Corporation at the first Organizational Meeting. The members thereafter shall gain membership status by maintaining their annual membership at the National level. The members shall elect the Board of Directors and shall have the powers to remove same at any duly called meeting for that purpose. The rights, qualifications and privileges of membership may be amended by the members from time to time by amendment of these bylaws and approval by the members.

Section 2: VOTING RIGHTS. Each professional member shall be entitled to one vote on each matter submitted to a vote of the members. A professional member is defined as anyone 21 years of age or older. Voting shall not be cumulative. Except as specifically set forth by statute, in the Articles of Incorporation or these bylaws to the contrary, all matters submitted to the members for vote shall require a majority vote of the members then present at a meeting where a quorum exists. Voting may take place via online, ballot or show of hands.

Section 3: RIGHTS, LIMITATIONS AND RESTRICTIONS. No member shall have the right to transfer, involuntarily or voluntarily, their membership or any of their rights or privileges of membership, or to substitute another as a member in their place (provided that nothing contained in this Section 3 shall be construed as prohibiting the limited right to proxy their vote as granted in Article 4, Section 7. Any attempted transfer or substitution shall be void and without any legal effect. Any person (including any association, corporation, partnership, company, entity or other organization) ceasing to be a member, whether voluntarily, by death (in the case of a natural person), or by removal, shall immediately forfeit all rights and privileges of membership.

3.3.1 A member is eligible to vote based on professional membership status on the day that voting closes.

Section 4: TERMINATION OF MEMBERSHIP. Any member may resign their membership. A member may be removed by a vote in which two-thirds of the Corporation concur in said member's termination through an online vote specifically designed for that purpose with votes counted by the Executive Board.

ARTICLE 4

Meetings of Members

Section 1: ANNUAL MEETING. An annual meeting of the members shall be held in January of each year at the Colorado Music Educators Association Clinic/Conference, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If such day is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of officers is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be held.

Section 2: SPECIAL MEETING. Special meetings of the members may be called by the, the President, the Board of Directors or a majority of the members of the Corporation.

Section 3: BOARD MEETINGS. Regularly scheduled meetings of the Board will be scheduled by the President three times per year as follows: the day prior to the first day of the Summer Colorado ASTA, Inc. Conference (June); preceding the general membership meeting during the Western States Honor Orchestra Festival weekend (November); and during the Colorado Music Educators Clinic/Conference (January).

Section 3: PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Colorado as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Colorado provided, however, that if all of the members shall meet at any time and place either within or without the State of Colorado and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Notice of such meetings may also be given by a form of electronic transmission consented to by the member to whom the notice is given. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5: INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote online with respect to the subject matter thereof.

Section 6: QUORUM. A majority of the voting eligible members shall constitute a quorum at a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: PROXIES. At any meeting of members a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact provided that the proxy must be given to another member and will be invalid if granted to a nonmember. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 8: VOTING PRIVILEGES. The general membership shall vote for Executive officers except Treasurer, membership Bylaws, Program Proposals, and Award Recipients. The position of Treasurer will be appointed by the Executive Board based on qualifications.

ARTICLE 5

Board of Directors

Section 1: GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors [President, President-Elect, Past-President, Secretary, Treasurer, Webmaster and Newsletter Editor, Committee Liaison, Area Representatives [Northern, Southern, Western Slope, two Denver Metro Area Representatives, Large Group Chairperson, and Private Studio Representative, who are collectively referred to herein as the Board of Directors.

Section 2: NUMBER, TENURE AND QUALIFICATION. The number of Directors shall be variable in number as authorized pursuant to the applicable nonprofit corporation act for the State of Colorado as amended from a range of three (3) to thirteen (13) as set forth from time to time by the Executive Board (President, President-Elect, Secretary, Treasurer and Immediate Past-President). Directors shall be appointed by the President. The President shall consult the Executive Board prior to making the appointment. Consulting can be performed through electronic communication and should be done ten (10) days prior to the appointment.

Section 3: REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law jointly with the annual meeting of members or immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Colorado for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4: SPECIAL MEETINGS. Special meetings of the Board of Directors or Executive Board may be called by, the President or Board of Directors constituting no less than fifteen percent (15%) of the Directors then in office. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Colorado as the place for holding any special meeting of the board called by them.

Section 5: NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally, by electronic communication or by mail to each Director at his address as shown by the records of the Corporation. Notice of such meetings may also be given by a form of electronic transmission consented to by the Director to whom the notice is given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6: QUORUM. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: 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, except where otherwise provided by law or by the Articles of Incorporation or by these bylaws.

Section 8: VACANCIES. Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be appointed by the President of the Board of Directors after consultation with Executive Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor.

Section 9: INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of Board 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 entitled to vote with respect to the subject matter thereof.

Section 10: COMPENSATION. Board of Directors shall not receive any direct compensation for their services except Webmaster duties related to maintaining the Colorado ASTA, Inc. website. Contingent on the status of the budget, the following reimbursements may be provided for duties associated with the board member position (e.g. conference planning and/or registration, publishing/ mailing the journal/newsletter, maintaining the website):

10.1 President

- Colorado ASTA, Inc. Summer Conference registration fee and meals
- Assistance with National Conference expenses as voted upon by the Executive Board
- Annual National dues

10.2 President-Elect

- Colorado ASTA, Inc. Summer Conference registration fee and meals

10.3 Treasurer

- Colorado ASTA, Inc. Summer Conference registration fee and meals

10.4 Newsletter Editor

- Colorado ASTA, Inc. Summer Conference registration fee and meals

10.5 Webmaster and Newsletter Editor

- Colorado ASTA, Inc. Summer Conference registration fee and meals
- Annual National dues
- Two stipends of \$480, dispersed in June and December

10.6 Secretary

- Colorado ASTA, Inc. Summer Conference registration fee and meals

10.7 Immediate Past-President

- Colorado ASTA, Inc. Summer Conference registration fee and meals

10.8 Large Group Orchestra Festival Chair

- Colorado ASTA, Inc. Summer Conference registration fee and meals
- Annual National dues

10.9 Private Studio Representative

- Colorado ASTA, Inc. Summer Conference registration fee and meals

Section 11: REMOVAL. Any Board Member may be removed by a two-thirds vote of the Executive Board for not fulfilling their duties as defined by Colorado ASTA By-Laws and Board Policies. All officers and area representatives are required to attend at least two scheduled board and at least two general membership meetings each year. Failure to meet this commitment may result in the appointment of a replacement Colorado ASTA, Inc. member to the position. The decision to reappoint will be made by the President.

Section 12: VOTING PRIVILEGES. The Board of Directors shall vote for Executive officers except Treasurer, membership Bylaws, Program Proposals, Award Recipients, and items for the Good of the Order.

ARTICLE 6
Executive Board

Section 1: OFFICERS. The Executive Board of the Corporation shall be a president, president-elect, secretary, treasurer, and past-president.

Section 2: ELECTION AND TERM OF OFFICE. The President-Elect shall be voted on at the first annual meeting of the members during even numbered years. The term of the President-Elect shall be two (2) years. At the conclusion of the two (2) years the President-Elect will move into the office of President and at the conclusion of the fourth (4) year the President-Elect shall move into the office of Past-President. The Secretary shall be elected on odd numbered years for a two (2) year term of office. The Treasurer will be appointed by the President after consulting with the Executive Board for a two (2) year term which can be extended. In the event that an officer is not able to fulfill the time commitment of the office, the continuing executive board will have the responsibility of choosing a replacement for the vacated position. The appointment will be executed by the President.

Section 3: REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. All officers and area representatives are required to attend at least two scheduled board and at least two general membership meetings each year. Failure to meet this commitment may result in the appointment of a replacement Colorado ASTA, Inc. member to the position. The final decision to reappoint based on the meeting attendance requirement will be made by the President.

Section 4: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: THE PRESIDENT. The President presides at all meetings of the members and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. He/she shall have the power to execute, on behalf of the Corporation, bonds, mortgages and all other contracts and documents, whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these bylaws to some other officer or agent of the Corporation. He/she shall have general powers of supervision and management of the business of the Corporation and shall be the final arbiter of all differences between officers of the Corporation and his/her decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation, subject only to the Board of Directors of the Corporation. The President shall be the chief executive officer of the Corporation. Within the policies and objectives prescribed by the Board of Directors and under the general supervision of the Board, he/she shall establish operating procedures for, and administer and direct, all aspects of the Corporation's operating activities. He/she shall have the power to execute documents where by law the signature of the President is required. In general, he/she shall have all powers and shall perform all duties usually vested in the office of the President of a corporation, subject to the right of the Board of Directors to delegate powers to other officers or committees of the Corporation, except those powers which may be exclusively conferred by law upon the office of the President. The President shall assist the CMEA Chair of Instrumental Affairs with the planning of the Annual Colorado Music Educator's Clinic/Conference.

Section 6: PRESIDENT-ELECT. In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the 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 President-Elect shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors. The President-Elect shall plan the annual Summer Colorado American String Teachers Conference.

Section 7: TREASURER. If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 5 Section 10 of these bylaws; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to him/her by the, the President or by the Board of Directors. The Treasurer shall create a quarterly report which shall be posted and archived on the Colorado ASTA Website.

Section 8: SECRETARY. The Secretary shall keep minutes of the meetings of the Board of Directors and General Membership Meetings. Once meeting minutes are approved, these reports shall be posted and archived on the Colorado ASTA Website. The Secretary shall perform all duties as from time to time may be assigned to him/her by, the President or by the Board of Directors.

Section 9: COMPENSATION. No officers shall receive compensation except as designated in Article 5, Section 10 above and through the addendum which will be determined annually by the Executive Board.

Section 10: VOTING PRIVILEGES. The Board of Directors shall vote for the Executive Board except Treasurer, membership Bylaws, Program Proposals, Award Recipients, items for the Good of the Order, and Financial Decisions.

ARTICLE 7 Interested Directors and Officers

Section 1: No contract or transaction between the Corporation and one or more of its Executive Board or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be entered into unless:

(a) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the members, and the members in good faith authorize the contract or transaction by the affirmative votes of two-thirds (2/3) of the disinterested members, even if the disinterested members be less than a quorum. Common or interested members may be counted in determining the presence of a quorum at a meeting of the members. The Executive Board is not empowered under these bylaws to approve such a transaction, but shall refer such question to the members for a vote thereon except in the case of the contract of the Webmaster which shall be approved by the President after consulting with the Executive Board.

ARTICLE 8

Indemnification of Executive Board Members

(a) The Corporation shall indemnify The Executive Board and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an Executive Board Member or officer of the Corporation, or is or was serving at the request of the Corporation as an Executive Board Member or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify each Executive Board Member and officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such Director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action suit was brought shall determine upon application that, despite that adjudication or liability but in view of all the circumstances of the case, such Executive Board Member or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) The Corporation shall indemnify each Executive Board Member and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Corporation or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was such a fiduciary and was serving as such at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The provisions of all the following paragraphs of this Article relating to Directors, officers, employees or agents shall apply also to Directors, officers or employees held to be fiduciaries under this paragraph (c), specifically including the

power of the Corporation (under paragraph (g)) to purchase and maintain insurance on behalf of such fiduciaries.

(d) To the extent that a person who is or was an Executive Board Member, officer, employee or agent to the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he/she is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(e) Any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested members so directs, by independent legal counsel in a written opinion, or (3) by the members.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an Executive Board Member or officer seeking indemnification may be entitled under any statutes, provision in the Corporations' articles of incorporation, by-law, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to 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 him/her and incurred by him/her in any such capacity, or would have the power to indemnify him/her against such liability under the provisions of this Article.

(h) For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he/she would have with respect to such constituent corporation if its separate existence had continued.

(i) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE 9

Contracts, Checks, Deposits Funds

Section 1: CONTRACTS. The Executive Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

Section 2: CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or the President. Expenditure requests over \$50.00 must be submitted in writing by Board Members or Professional Members and must be approved by the Executive Board prior to reimbursement. Expenditures over \$100.00 submitted in writing by an Executive Board member and Webmaster must be approved by the Executive Board prior to reimbursement.

Section 3: DEPOSITS. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: GIFTS. The Executive Board, officers, and the Chairman of the Board or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 10 **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 11 **Fiscal Year**

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE 12 **Budget**

Section 1: ANNUAL BUDGET PROCESS. An annual budget will be generated by the Treasurer and approved by the Board of Directors by the last day of May. This budget will be approved by the Board of Directors at the June Board of Directors meeting.

Section 2: BUDGET REQUESTS FROM GENERAL MEMBERSHIP. Requests for member activity support allocated in the budget must be made in writing to the President. This request must be received at least two weeks prior to the next regularly scheduled general membership meeting. Requests for member activity support not allocated in the annual budget must be made in writing to the President.

Section 3: PROCEDURES FOR ALLOCATING FUNDS. Requests for member activity support allocated in the budget will be voted on by the Board of Directors at either a regularly scheduled meeting or via email following the President's receipt of a written request. Additional member activity support requests not allocated in the annual budget must be approved by a majority vote of the Board of Directors.

ARTICLE 13 **Seal**

The Board of Directors may provide a corporate seal which, if adopted, shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal".

ARTICLE 14
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the applicable nonprofit corporation act for the State of Colorado or under the provisions of the Articles of Incorporation or by the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 15
Committees

Section 1: COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 2: OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated and appointed by the President. Committees may include:

- Colorado ASTA, Inc. Scholarship Programs
- Studio Teacher
- Colorado Certificate Advancement Program
- Colorado ASTA, Inc. Large Group Festival

The President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3: TERM OF OFFICE. Each member of a committee shall continue until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4: CHAIRMAN. One member of each committee shall be appointed chairman. The chair of these committees is appointed for a two-year term.

Section 5: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made by the President after consulting with the Executive Board in the same manner as provided in the case of the original appointments.

Section 6: QUORUM. Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 8: COMMITTEE LIASON. Committee chairs will report to the committee liaison.

ARTICLE 16
Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority of the members present at any regular meeting or at any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE 17
Miscellaneous

Section 1: CHOICE OF LAW. Any dispute arising under these bylaws or a member's membership in the Corporation, shall be determined and governed by the laws of the State of Colorado. All members hereby consent to the personal jurisdiction and the sole and exclusive venue in any trial level court within the State of Colorado if any suit is brought under the terms of, arising out of, or relating to these bylaws or a member's membership in the Corporation.

Section 2: HEADINGS. The captions and headings of these bylaws are intended for convenience and reference only, do not affect the construction or meaning of these bylaws and further do not inform a party of the covenants, terms or conditions of these bylaws or give full notice thereof.

Section 3: SEVERABILITY. Whenever there is any conflict between any provision of these bylaws and any present or future statute, law, ordinance or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event the provision of these bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these bylaws, or any application thereof, is declared to be invalid, illegal, unenforceable, inoperative or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.

Adopted February 28, 2015.

Revisions accepted by member vote on January 24, 2020.