

STRONG DENVER, INC.
BYLAWS
January 19, 2024, as amended December 15, 2024

ARTICLE I

Offices

1. The principal office of the corporation shall be located within the state of Colorado. The association may have such other offices, either within or without the state of Colorado, as the board of directors may determine or as the affairs of the corporation may require from time to time.
2. 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. The registered office may be, but need not be, identical with the principal office in the state of Colorado, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II

Board of Directors

1. The corporation shall have a board of directors consisting of between five and nine directors, provided that this is an odd number, elected at large by the membership for two-year terms. All directors must be members of Strong Denver, Inc. No candidate for Director may nominate himself; rather, all candidates shall be nominated by another active member. Directors may be re-elected one or more times. One half of the incumbent directors, plus-or-minus one, will be up for election every year. It will be within the directors' discretion each year to determine the size of the next year's board. The actual number of candidates for vacant board seats each year will vary as the board's size waxes and wanes.
2. Elections will be held in the spring at the annual general membership meeting, and director's terms shall run from July 1 through June 30.
3. The board of directors shall be the policy setting body of the corporation, and shall have authority over the affairs and funds of the corporation as delegated to them by the membership and within the limitations set by the articles of incorporation and bylaws.
4. A quorum of the board shall consist of the presence, in person or by telephone conference, videoconference, or other agreed-upon electronic means, of at least half, rounded up to the next odd number, of the total number of directors. A vote of the

majority of the directors present at any meeting shall be required to pass any resolution or take any action which requires approval of the board of directors.

5. Directors, as such, shall receive no compensation for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefrom.

6. Board meetings shall be held at least quarterly. Additional meetings may be called by any board member. Notice of any meeting of the board of directors shall be given with at least three days' notice by U.S. mail, or by electronic communication such as email, texting, direct messaging, or generally used electronic means such as Discord, Slack or other such platforms.

7. Members of Strong Denver may attend any meeting of the board of directors. At its sole discretion, the board may hold part or all of a board meeting in executive session, which are confidential sessions attended only by directors.

8. Any board vacancy occurring prior to the annual election shall be filled by board appointment to complete the term.

9. In addition to in-person meetings and votes, meetings of the board may be conducted and voting will be permitted by telephone conference, videoconference, or other agreed-upon electronic means.

10. Any action required by law to be taken at a meeting of the directors, or any other action which may be taken at a meeting of directors, may instead be taken without a meeting, if a consent in writing by U.S. mail or by electronic mail, setting forth the action so taken, shall be signed and transmitted by a majority of the directors, provided that all the directors have been notified.

11. Directors are encouraged to attend all board meetings. If any director has three (3) unexplained absences in one year, the board may consider that director to have resigned. Any director may be removed from the board by a unanimous vote of the directors (other than the director to be removed) who are present at any duly convened meeting of the board.

ARTICLE III

Officers

1. The corporate offices shall consist of: President, one or more Vice-Presidents, Secretary, and Treasurer. A single individual may hold multiple offices, as determined by the board.
2. The officers will be members of the board of directors, and will be elected by the board before July 1 to terms of one year that will begin on July 1 and expire on June 30.
3. All officers may be re-elected one or more times.

ARTICLE IV

Duties of the Officers

1. The President shall preside at Strong Denver meetings and at the meetings of the board of directors. S/he shall perform the duties of Chief Executive Officer, supervise all activities and programs of Strong Denver, and report on the activities of the board at Strong Denver meetings.
2. A Vice-President shall perform the duties of the President in his/her absence. Vice-President's duties may be designated by the board, such as Vice-President and Chief Operating Officer, Chief Technical Officer, Chief Information Officer, Chief Communications Officer, and so forth.
3. The Secretary shall keep a record of all meetings of the board of directors and of the annual General Membership Meeting.
4. The Treasurer shall oversee the funds of Strong Denver and shall ensure such funds are received and disbursed as authorized by the board of directors, keeping an accurate account thereof.

ARTICLE V

Committees

1. As Strong Denver grows in size and complexity, the board may from time to time create committees. These committees may be operational, such as finance or fundraising, or subject matter-driven, such as crash analysis, parking minimums, or property tax.
2. Committee chairpersons shall be appointed by the board.

ARTICLE VI

Elections

1. At its first meeting of the year, the board of directors will set a date for the General Membership Meeting for that spring. Also at this meeting, as specified above in Article II, Section 1, the board will determine the size of the next board and thus the number of vacant board positions to be filled by the election held at this General Membership Meeting. Notice will be given to the membership no less than ten days in advance of the meeting date.
2. Requests to submit nominees for open positions on the Board of Directors will be solicited from the membership. Members may submit nominations by U.S. mail, or by electronic communication such as email, texting, direct messaging, or generally used electronic means such as Discord, Slack or other such platforms. The board may nominate additional names to insure an appropriate number of candidates.
3. The membership will be notified of all the candidates for the board of directors before the General Membership Meeting. Additional candidates may be nominated at that meeting, subject to prior agreement by the candidate. Members may nominate themselves.
4. The candidates receiving the most votes will be elected to the board of directors.
5. In the event of unforeseen emergencies outside of the board's control, the General Membership Meeting may be rescheduled for a later date.

ARTICLE VII

Finances

1. The amount of dues (if any) for members shall be determined by the board of directors on a yearly basis. Dues for renewing members will be assessed annually in January, regardless of the date a member first joined. An up-to-date database of the membership specifying dues payments and other contributions shall be maintained.
2. The corporation shall keep correct and complete books and records of accounts. The fiscal year of the corporation shall be from January 1 to December 31.
3. The board of directors 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.

4. The board of directors 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.
5. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. The president shall see that any signature authorizations for payment instruments are set as needed with Strong Denver's financial institution or bank.
6. Funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may designate.
7. An annual audit of the finances of Strong Denver after the close of the fiscal year shall be carried out by a committee of three board members appointed by the president. This shall be accomplished by May 1. When directed by the board of directors, an audit of the finances of Strong Denver shall be carried out by an independent auditor.

ARTICLE VIII

Amendment to Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of directors present at any regular or special meeting of the board of directors.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to a director or member under the provisions of the Colorado Revised Nonprofit Corporation Act, or under the provisions of the articles of incorporation or the bylaws of the corporation, the director or member may waive his/her right to such notice. This waiver may be made either before or after the date of the meeting or other action described in the notice. The waiver shall be in writing and be delivered to Strong Denver for inclusion in the minutes or other corporate records.

